

**ALAMEDA COUNTY MANAGEMENT EMPLOYEES ASSOCIATION BYLAWS
(Amended 1-27-2018)**

PREFACE

The purpose of the Alameda County Management Employees Association (ACMEA) is to achieve an enriched professional working environment for all members of the Management Association through the advancement of salaries, benefits, working conditions and the professional development of those it represents.

DEFINITIONS

Within this document the following terms and phrases shall be deemed equivalent:

- A. The term "Association" shall be the same as the phrase "The Alameda County Management Employees Association or ACMEA."
- B. "The term "Member" shall be the same as the phrase "Dues paying member."
- C. The term "Membership" shall be the same as the phrase "Dues Paying Membership of the Alameda County Management Employees Association."
- D. The term "Board" shall be the same as the phrase "Executive Board or Board of Directors."
- E. The term "Officer" shall be the same as the phrase "Elected or Elective Officers of the Association."
- F. Affiliate Agency shall be any non-Alameda County Management group seeking affiliation with ACMEA with the approval of the Board of Directors.

**ARTICLE I
Membership**

Members of the Association shall be comprised of persons occupying M-Designated positions and other groups as determined within Alameda County and approved by the Board of Directors of ACMEA.

ARTICLE II
Officers of the Association

Section 1. Officers

Executive Board shall consist of the elected officers of the Association of which there shall be a President, a Vice-President, a Secretary, a Treasurer, and six (6) elected Director-At-Large members.

Section 2. Duties of the President

A. The President is the chief elected officer of the Association and shall be responsible for:

1. Presiding over all meetings of the Association and the Executive Board.
2. Voting only in the case of a tie vote of the Executive Board.
3. Appointing chairpersons and members of committees subject to the approval of the Board of Directors.
4. The President will be one of the authorized signatures for Association checks.
5. Signing financial documents in the absence of the Treasurer.

B. The Vice-President shall be responsible for:

1. Performing the duties of the President in the absence or incapacity of the President.
2. Signing financial documents in the absence of the Treasurer.
3. Being an ex-officio member of all committees and shall be responsible for ensuring the timely submission of any committee reports to the Board of Directors.

C. The Secretary shall be responsible for:

1. Ensuring preparation and dissemination of all routine Association correspondence.
2. Ensuring that all notices required by the By-Laws are distributed.
3. Taking notes, preparing minutes, and maintaining records of all the meetings of the Association and the Executive Board and coordinate record keeping of all meetings of the Association and committees.
4. Maintaining a Post Office Box and/or mailing address.
5. Signing financial documents in the absence of the Treasurer if so directed by the Executive Board.

D. The Treasurer shall be responsible for:

1. Ensuring that proper financial records are maintained on all Association Accounts and funds.
2. Receiving and depositing all monies in the name of the Association.

3. Disbursing funds as necessary to settle any debt or obligation incurred by the Association in the normal course of its business.
4. The monitoring and oversight of the disbursement of membership dues to a service provider.
5. Preparing and presenting a monthly financial statement showing income and disbursements in a form as prescribed by the Executive Board.
6. Providing Association financial documents to an independent auditor who has been engaged by the Executive Board to prepare an audit report.
7. Provide support to the Finance committee.

E. The Director - At-Large-Members shall be responsible for:

1. Serving as voting members of the Executive Board.
2. Other duties as assigned.

Section 3. Conditions of Office

A. Officers of the Association shall be members in good standing who have had dues deducted for at least thirteen (13) pay periods immediately prior to nominations.

B. Officers who have three consecutive unexcused absences from Executive Board meetings shall be deemed to have vacated his/her office.

C. The term of office for elected officers of the Association shall be for three (3) calendar years. The calendar year shall be from January 1st through December 31st.

Section 4. Vacancy

The term of office for members appointed to fill vacant elective positions and committees shall be for the remaining balance of the term.

Section 5. Removal

A. The Board may remove an officer for cause only if the officer is:

1. Declared of unsound mind by a court,
2. Convicted of a felony,
3. Found by final court order to have breached his/her statutory duty of care,
4. Found to be in violation of the bylaws or the avowed purpose of the Association in a manner deemed detrimental to the good of the Association.

B. Officers subject to removal shall be notified by the president of the intent to remove them from office and shall have an opportunity at the next Executive Board meeting to present a case as to why they should remain on the Executive Board. At the conclusion of the presentation, the Officer shall be excused and the Executive Board shall discuss the matter and vote via secret ballot. A

majority vote of the Executive Board, excluding the subject officer shall determine the officer's Executive Board Status.

Section 6. Line of Succession

Should the normal line of success fail to fill a vacancy, the Executive Board shall appoint an Association member to fill the unexpired term of the vacant office.

Section 7. Nominations

- A. Candidates seeking an elective position on the Executive Board will submit a qualification statement to the Election Committee by the September Executive Board meeting. The Chairperson of the Election committee shall be appointed by the President at the August Executive Board meeting.
- B. Nominations shall be made by petition signed by at least 25 dues paying members on a form provided by the Board of Directors. Such petitions must be filed with the Chairperson of the Election committee no later than the October 15th at 5:00pm and must be accompanied by a qualification statement not to exceed 500 words from the nominated person indicating their willingness to serve if elected.
- C. Election committee shall review each candidate's statement to ensure there are no defamatory statements about another candidate.
- D. Ballots will be mailed during the first week of November of an election year.

Section 8. Election

- A. The election of officers of the Association shall be determined by balloting. Ballots shall be prepared and distributed in such a manner as to insure that the Membership has sufficient time to receive, complete and return the ballots to the Association at least one week prior to the November Executive Board meeting.
- B. Ballots shall be counted at the November Executive Board meeting.
- C. Results of the Election shall be available immediately after the November Executive Board meeting.
- D. Executive Board may, at its discretion employ a method of electronic voting.

ARTICLE III

Meetings

- A. A General Membership meeting shall be held annually at such time and place as determined by the Executive Board. Notification of general membership meetings shall be sent by notice to all members at least ten (10) working

days before the meeting. Such notification shall include the date, time, place and agenda of the meeting.

- B. Special meetings shall be called by the President of the Association, or by majority vote of the Executive Board, or by petition to the Board of at least five percent (5%) of the members. The agenda of the special meeting shall be limited to the specific purpose for which it is called. Secretary shall notify all Board members of the special meeting at least twenty-four (24) hours in advance. Minutes of special meetings shall be available for the review by the membership.

ARTICLE IV

Executive Board

The Executive Board is the regulatory body of the Association. It shall develop policy and be responsible for all administrative functions of the Association, with the exception of amending By-Laws or electing officers. It shall hold meetings at least once per month. Its duties shall include:

- A. Planning meetings of the Association.
- C. Developing and promoting activities which will upgrade the well-being and professionalism of the membership.
- C. Establishing financial procedures for the President and Treasurer to ensure fiduciary responsibility to the Association.
- D. Organizing and coordinating with the Association Committees and special projects helpful to the Association membership.

ARTICLE V

Responsibilities of Members

It shall be the responsibility of all members to attend general and special membership meetings and to keep themselves informed regarding the proceedings of all membership meetings. It is the responsibility of each member to be familiar with the operational rules of the Association, including these bylaws. The Association maintains a website and each member is responsible for keeping current with information contained in the website.

ARTICLE VI

Standing Committees

All standing committees shall submit as necessary, a report to the Executive Board.

Section 1. Membership Committee

The Membership Committee shall be responsible for identification and orientation of new Management personnel to include summary of the Benefits of Membership and necessary application information, as well as the ongoing retention of existing members.

Section 2. Communications Committee

The communications Committee shall be responsible for information disseminated on the Web site and other media.

Section 3. Professional Development Committee

The Professional Development Committee shall be responsible for an ongoing program to research, evaluate and inform the membership of the Association of new and existing opportunities relating to their personal and professional development as managers.

Section 4. Legislative and Political Action Committee

A. The Legislative and Political Action Committee shall be responsible for evaluation of legislation affecting salaries, benefits and working conditions of the members of the Association. This evaluation shall include the drafting of position letters and recommendations to the Executive Board. PAC committee shall consist of all members of the Executive Board and any additional ACMEA members appointed by the President with the approval of the Board.

B. This committee shall be responsible for receiving, reviewing all requests for political endorsements and contributions and make recommendations to the Executive Board.

Section 5. Labor Relations Committee

The Labor Relations Committee shall be responsible for overseeing and pursuing all labor relations matters with an affiliate agency and the County of Alameda as directed by the Board of Directors for the purpose of wage, benefits,

negotiations and representation on personnel issues and dues assessment.

Section 6. Finance Committee

The Finance Committee shall be responsible for preparing an annual budget and presenting it to the Executive Board for approval at the October meeting.

ARTICLE VII

Finances

Section 1. Dues

- A. ACMEA dues shall be determined by the Executive Board and approved by majority vote of valid ballots casts by the membership.
- B. All dues shall be paid through bi-weekly payroll deductions.
- C. It is the obligation of the member to ensure his/her dues are current regardless of pay status.
- D. ACMEA contracts with professional representatives for representation services, including, but not limited to, collective bargaining, grievance and complaint representation and defense of members facing disciplinary action. Any increase in the cost of such representation from the provider(s) shall, upon approval of the Board of Directors, automatically be added to the monthly dues.

Section 2. Fiscal Year

The Fiscal Year of the Association shall be from January 1st through December 31st.

Section 3. Deposit of Funds

All funds shall be deposited upon receipt and kept with a financial institution in the official name of the Alameda County Management Employees Association (ACMEA).

Section 4. Authorized Signatures

Checks shall be signed by two (2) of the four (4) listed officers: Treasurer, President, Vice- President, and Secretary.

Section 5. Authorization of Expenditures

The President and/or Secretary shall have the power to authorize any non-budgeted expenditure up to two hundred and fifty dollars (\$250.00) for emergencies

without the approval of the Executive Board. These expenditures, however, must be documented and reported to the Executive Board at its next regularly scheduled meeting. Any non-budgeted expenditures in excess of two hundred and fifty dollars (\$250.00) must have the prior approval of the Executive Board.

Section 6. Financial Obligation

No person or member shall obligate the Association financially for any amount of Association funds except as provided herein.

ARTICLE VIII

Recall

Section 1. Recall

All elected officers of the Association are subject to recall for cause by a recall election.

Section 2. Recall Petition

A petition for a recall election, on a form provided by the Board of Directors must be signed by at least twenty-five percent (25%) of the current dues paying members of the Association. The petition must contain the specific reasons for the recall election.

Section 3. Vote

The vote will be conducted by ballot. The recall will be decided by the majority vote of the total membership.

ARTICLE IX

Quorum

Section 1. Quorum

A minimum of 5 Executive Board members must be present at Executive Board meetings or special meetings to constitute a quorum.

ARTICLE X

By-Laws Amendments

Section 1. General/Specific Amendments

Proposed changes to these by-laws may be offered by the Board of Directors or by petition of twenty-five percent of the current members.

Section 2. Ballot

By-Laws shall be amended by ballot to members.

Section 3. Passage

By-Laws amendments require a majority vote of the total valid ballots cast.

ARTICLE XI

Parliamentary Procedure

Robert's Rules of Order shall constitute the authority by which parliamentary procedure shall be determined, except as otherwise directed by the By-Laws of this Association.

ARTICLE XII

Vested Interest

No individual or families of members of the Association (has) shall have a vested interest in monies, services or properties of the Association.

ARTICLE XIII

Corporate Powers

The executive and administrative powers of the corporation shall be vested in its Board of Directors. The activities and the affairs of the corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors. The Board of Directors shall have all powers necessary to carry out all purposes of the corporation including, but not limited to, entering contractual agreements for purposes of providing professional services for the benefits of the members. Nothing in these bylaws shall be construed to prohibit or limit the exercise of the power by the board of Directors insofar as such exercise is authorized by the Constitution of the State of California or by California statute.