

CONSTITUTION AND BY-LAWS OF THE



SAN DIEGO COUNTY PROBATION OFFICERS' ASSOCIATION

As Revised and Amended on June 22ND, 2011

**CONSTITUTION AND BYLAWS
OF THE
SAN DIEGO COUNTY PROBATION OFFICERS' ASSOCIATION**

ARTICLE I — NAME

Section 1

The name of this association is the SAN DIEGO COUNTY PROBATION OFFICERS' ASSOCIATION. (The association may also do business as the San Diego Probation Officers Association.)

ARTICLE II — OBJECTIVE & PURPOSES

Section 1 Objective

It shall be the objective of this Association to create and maintain the resources for the protection, care and relief of its members, as well as, promote and maintain a feeling of friendship and fraternity among its members. To promote the individual and collective welfare of the members, and to defend and preserve the rights of the members on all matters pertaining to their employment relationships with the County of San Diego and to advance their professional interests.

Section 2 Purpose

The specific purpose of this organization is to protect and promote the welfare and interests of persons employed as probation officers in the County of San Diego, California. The principal purposes of the association are to do the following, within the meaning of California Revenue and Taxation Section 23701a:

- (i) Improve the working conditions of probation officers in San Diego;
- (ii) Improve the grade of services provided by probation officers in San Diego;
- (iii) Develop a higher degree of efficiency in the probation officer profession.

Section 3 Nonprofit Purposes

The organization does not contemplate pecuniary gain or profit to the members thereof and is organized for nonprofit purposes.

ARTICLE III — MEMBERSHIP

Section 1

- A. Full Membership, as confined to those set forth in Section B below, shall be the only membership status with the rights, privileges and eligibility set forth in these by-laws. Associate Members shall not have any of those rights or eligibility except as specifically and narrowly set forth in Section 2 below.
- B. Full membership in this Association shall be confined to the following:
 - a. Regular active sworn Probation Officers of the County of San Diego Probation Officer's bargaining unit, except one who is a full-time employee of the County on leave of absence from the County of San Diego.
 - b. County of San Diego employees enrolled in the Probation Academy who are to become regular sworn Probation officers upon graduation there from.
 - c. Membership and its rights and privileges shall be available to all eligible employees without favor or discrimination because of race, color, sex, marital status, sexual orientation, age, national origin, political, or religious opinions or affiliations or physical handicaps.

Section 2 Associate Membership (limited membership)

Associate Membership is a limited membership status to individual Regular Active Sworn Probation Officer employees of the Probation Supervisors Unit, subject to the approval of the SDCPOA Board.

Associate Members shall not be eligible or entitled to any of the rights, privileges or benefits available to those with Full Membership except as set forth and under the conditions specifically described below:

1. Participation in the Association Legal Defense Plan and PORAC Legal Defense Fund (Civil and Criminal Plan) in accordance with the benefit levels and conditions as may be determined and enumerated by the Association Board and/or the PORAC Legal Defense Fund.
2. Membership in PORAC and SCOPO subject to the conditions proscribed by those organizations.
3. Receive representation on grievances through the available department/county administrative levels as may be authorized by the Association Board.
4. Participation in the insurance programs and any other benefit plans specifically identified and authorized by the Board as available to the Associate Members.

5. Attendance at meetings authorized by the board as appropriate for attendance by Associate Members.
 6. Payment of dues and assessments as determined by the Board.
- A. As used in these Bylaws, and except in Sections: 4, 5 and 6 of Article IV, Section 1, 2 and 6 of Article VI, whenever the words "member," "member's," "members" or "membership" are used without the words "full" preceding them, such former words are intended to mean "full member," "full member's," "full members," and "full membership," respectively.

Section 3 Application

Application for membership shall be made on a standard application form. Unless such form includes a valid authorization for payroll deduction of dues, the application shall be accompanied by the current month's dues.

Section 4

- A. Full membership shall cease upon a service or disability retirement, resignation, dismissal as a member from the San Diego County Probation Department, upon transfer out of the County of San Diego Probation Officer's bargaining unit, upon a members failure to pay dues or assessments provided for in these Bylaws,. or upon the resignation in writing of a member from this Association; thereafter such member benefits provided by the Association shall cease.
- B. Notwithstanding the above provisions of Article III, Section 2, a former member of this Association whose membership has terminated by reason of written resignation from this Association or by reason of failure to pay dues or assessments may return after payment of past dues based upon current dues and assessments and a six month probationary period. Upon satisfying such requirements, such former member shall again become entitled to all applicable Association benefits. The method and duration of repayment shall be decided by a majority vote of the Board of Directors. Such former member who is so reinstated to membership shall be entitled to all retirement and benefits provided for in these Bylaws, upon completion of repayment, but shall not be entitled to any other Association benefit, the right to which has accrued during any period of previous non membership.
- C. The San Diego Probation Officers' Association Board of Directors may designate a window period for non-members to join the association without paying back dues. Such action requires a two-thirds vote of the Board of Directors.
- D. Employees of the San Diego Probation Department hired to occupy a sworn Probation Officer position shall be eligible for membership in this Association. Membership is voluntary. Failure to become a member with one year shall subject future membership to the provisions of Section (b) and (b) (1) above.

- E. This section does not prohibit action upon a claim presented to the Board of Directors by a full member - before termination of the membership and not acted upon by the Board of Directors before such termination.

ARTICLE IV — DIRECTORS

Section 1

The business of this Association shall be conducted by a Board of eight (8) directors, elected at large.

Section 2

Shall any Director absent him/herself from three (3) consecutive meetings, unless such absences is occasioned by Department business, illness or unavoidable absence from the County, his office shall be declared vacant by a majority vote of the Directors. Such vacancy or vacancies shall immediately be filled in the manner provided for in these Bylaws.

Section 3

Any Director or Directors of the Association whose service is unsatisfactory or who neglects the duties of his office shall be subject to recall, at an election which may be called upon petition, stating the reason for recall, being signed by twenty-five (25) percent of the members of the Association. Said Directors shall be considered recalled and his office declared vacant when over fifty percent (50%) of the membership vote for recall. Election to be held within fifteen (15) days of the first regular meeting of the Board of Directors after the petition is received.

Section 4

A quorum at any Board of Directors' meeting shall consist of a majority of the entire membership of the Board. A majority of such quorum shall decide any question that may come before the meeting.

Section 5

Regular meetings of the Board of Directors shall be held monthly. If the business of the Association cannot be concluded during this meeting, the President shall call of a continuation of that regular meeting on any date prior to the end of the calendar month. Special meetings may be called at any time by the President or by any five (5) members of the Board of Directors. No regular or special meeting shall be called without first notifying all members of the Board, designating time and place of such meeting.

Section 6

Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if all of the members of the Board individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the

Board. Such action by written consent shall have the same force and effect as a unanimous vote of such directors.

ARTICLE V — VOTING — (PART A) — ELECTION TO THE BOARD OF DIRECTORS

Section 1 Election of Candidates

Election of candidates for vacancies on the Board of Directors shall be by secret ballot. Candidates shall declare their intention, in writing, to seek election to the Board of Directors during the month of September. Candidates receiving the greatest number of votes in the election shall take office November 1.

- A. For Directors taking office November 1, 2009 (only), the term of office shall be determined by lot with four (4) Directors receiving two (2) year term and four (4) Directors receiving one (1) year terms. Thereafter, and commencing with the election of 2010, the term of office for all Directors shall be two (2) years.

Section 2

Each member shall be furnished with a ballot containing the names of candidates to be voted on. Ballots may be provided at the workplace, by U.S. mail, at the Association or any combination thereof. Ballot boxes shall be placed in appropriate locations for a period of at least seventy-two (72) hours. Notice of an election shall be by bulletin distributed at the workplace, by U.S. mail, in the official publication of the Association or any combination thereof.

Section 3 Vacancies

Any vacancy which may arise on the Board of Directors, other than the expiration of a regular two (2) year term, shall be filled by appointing the person who received the fourth highest vote count in the last regular election for the Board of Directors. in the event More vacancies occur before the next regular election, the Board may fill the position by either special election or appointment.

If the appointment option is chosen, the position shall be filled by an announcement to the membership of such vacancy designed to allow interested members to apply; interviews and consideration of applications by the Board of Directors (or an appointed subcommittee thereof); and a majority vote of the remaining members of the Board of Directors. The Directors so chosen shall hold office for the unexpired term.

Section 4 Eligibility for Office

To be eligible for nomination for office, a member must:

- A. Have no less than two (2) years of service with the San Diego County Probation Department, within the Probation Officer's bargaining unit.
- B. Be a member in good standing with the Association for a period of no less than two (2) continuous years.

Good standing shall relate, to a member who has consistently paid their dues during the term of their membership, has been a supporter of the POA and has not been involved in any actions against the POA, including, lawsuits, propaganda against the POA, libelous behavior towards the POA.

VOTING — (PART B) — AMENDMENT TO BYLAWS AND OTHER PROPOSALS

Section 5

Voting of proposals to amend this Constitution and Bylaws or for any proposal to be placed before the membership shall only be conducted at or after a general meeting of the membership held for the purpose of explaining the amendment(s) and/or proposal(s). **EXCEPTION: Clerical and grammatical corrections may be made without approval providing the meaning of the section is not changed.**

Section 6

Written notice of the time and place for such a meeting shall be given to the membership by U.S. mail, at the workplace or through the official publication of the Association. Said notice shall be communicated to the membership not less than five (5) days prior to the date of the meeting, except that the Board having declared an emergency by two-thirds vote, may shorten the notice period to not less than forty-eight (48) hours prior to such a meeting. The notice of the said meeting shall give a reasonable explanation of the reasons for the meeting and the method and time for voting.

Section 7

Ballots for voting on amendment(s) or proposal(s) shall contain a reasonable description of the matter being voted upon. Voting may be conducted at the meeting held to explain the matter, at the workplace, by mail, at the Association office or any combination thereof.

Section 8

In determining the manner of providing notice and/or manner of voting in Section 1-6 above, the Board of Directors shall give paramount consideration to providing the membership the fullest opportunity to vote.

ARTICLE VI — EXECUTIVE OFFICERS

Section 1 Executive Office Positions

- A. The positions of President, Vice President, Recording Secretary, Treasurer, and Chief Employee Representative compose the Executive Board of Directors and shall be known as the Executive Officers. The term of the Executive Officers shall be for one (1) year.
- B. The Executive Officers shall be elected, from within the Board of Directors, by majority vote of the Board of Directors and shall serve for a period of one (1)

year. Any tie ballots for the election of an Executive Officer shall be resolved by a "coin toss." Executive Officer elections shall be conducted at the first meeting of the Board of Directors following its election, but in no case later than November 15 of each year.

- C. The Board of Directors shall have the power to remove any Executive Officer of the Association (President, Vice President, Recording Secretary, Treasurer or Chief Employee Representative) from their position as such officer, by a two-thirds majority vote at a regular or special meeting but such removal shall not affect their status as a Board of Director of the Association.

Section 2 President

PRESIDENT: It shall be the duty of the President to preside at all meetings of the Board of Directors; call meetings of the Association when necessary; have general supervision over all matters pertaining to the Association; and see that harmony is preserved and the laws of the Association enforced. He/she shall have the power to appoint committee chairpersons, with approval of the Board of Directors, and may act as ex-officio member of said committees.

- A. President's Leave for the President shall be up to full-time, as determined by the Board of Directors.
- B. The President's position will be a non-voting position on the Board of Directors. If there is a tie vote from the Board of Directors, the President shall have the deciding vote.
- C. The President may cede his/her authority to the Vice President upon written notice to the board of Directors in the case of an extended absence.

Section 3 Vice-President

VICE PRESIDENT: It shall be the duty of the Vice President to act as presiding officer and perform all other duties of the President in the absence of such officer.

Section 4 Treasurer

TREASURER: It shall be the duty of the Treasurer to receive and account for all monies belonging to the Association and without undue delay deposit same to the credit of the Association in banks or depositories approved by the Board of Directors, and to be the custodian of the same; to issue checks only when properly signed; to keep a record showing the amounts received by him/her, and amounts disbursed by him/her, and at the regular meeting of each month, report monthly receipts and disbursements and the amounts of all monies on hand belonging to the Association.

Section 5 Recording Secretary

RECORDING SECRETARY: It shall be the duty of the Recording Secretary to handle such administrative and secretarial duties as the Board of Directors may direct.

Section 6 Chief Employee Representative

CHIEF EMPLOYEE REPRESENTATIVE: The Chief Employee Representative shall preside over the employee representative committee and shall act as liaison between the executive officers and the employee representative committee. The other members of the employee representative committee shall be appointed by vote of the board of directors, or at the discretion of the board of directors shall be elected to serve designated work places, and the employee representative's duties are: to maintain and build membership of the association; to facilitate communication between the association leadership and the general membership and vice versa; and to provide representation for members in grievance and related matters.

Section 7 Warrants (Checks)

Warrants (checks) shall be signed by any two (2) of the designated Executive Officers (President, Vice President and Treasurer).

ARTICLE VII — COMMITTEES

Section 1

The President shall, with the approval of the Board of Directors, annually appoint chairperson to those committees deemed necessary by the Board of Directors. Each committee chairperson shall have the authority to select its committee members.

ARTICLE VIII — DUES AND FEES

Section 1

- A. The dues for full membership in this Association shall be one point six zero percent (.01313%) of their current bi-weekly gross pay, payable on the first day of each month in advance, or by payroll deduction. In the event the percentage figures can be reduced to smaller percentage figures without jeopardizing the financial status of the Association, the dues shall be reduced to such smaller percentage figure. After such reduction, any increase to the percentage figure (.01313%) would require a vote of the general membership of the Association. Additional payments may be made by a member for other authorized deductions.
- B. A member who has given written authorization of due by payroll deduction shall be in good standing for as long as the members dues are collected by payroll deduction. In the event that the County Auditor fails to collect the dues as authorized for any pay period, or pay periods, the arrearage arising thereby shall be collected by payroll deduction as soon as possible. In the event such arrearage is not collectible by payroll deduction with two months the member shall pay it in cash or by cashier's check and shall then commence payment of dues as set forth immediately below.
- C. Unless collected by payroll deduction, membership dues shall be payable in cash or cashier's check, monthly in advance to the Association's treasurer and in any

event shall be paid not later than the 15th day of the month in which they become due. Any member who fails to pay dues by the 15th day of the month in which they become due shall be considered delinquent, and upon failure to pay dues for two successive months shall stand suspended.

- D. The Board of Directors shall by two-thirds majority vote have the authority to decrease the contribution of the membership.
- E. A member suspended under the above section may be reinstated to membership on payment of all arrearage or upon payment of a reinstatement fee equal to two month's dues plus the current month's dues.

ARTICLE IX — FUNDS

Section 1

The Association shall keep its money in funds that provide for efficient management of the Association.

Section 2

No portion of said fund shall be paid out except for, Association expenses or by a majority vote of the membership and for investment purposes authorized in Article X.

ARTICLE X — INVESTMENT OF MONIES

Section 1

The Board of Directors, as provided for in Article IX, Section 2, shall invest funds available for investment, as follows:

- A. By deposit all or a portion thereof in a bona fide financial institution located in San Diego County.
 - a. The Board of Directors may, from time to time, by vote of the board and/or membership, direct the bank to invest in different types of securities.

Section 2

This Association shall not loan its funds to any member.

Section 3

Members of this Association, whether serving upon committees or in their private capacity, shall not have the power to incur any expense in the name of the Association without first obtaining consent from a majority of the board of Directors, except as provided in Article XI.

ARTICLE XI — BILLS AGAINST THE ASSOCIATION

Section 1

No monies shall be expended by the Association except for the following purposes:

- A. Where, in the opinion of a majority of the Board of Directors, voting at a regular meetings legal counsel and advice is deemed necessary
- B. Any other incidental expenses necessary to the successful management, maintenance and operation of the Association.
- C. Any activity or charitable organization, that promotes or directly benefits Association members and when approved by the board of Directors.

ARTICLE XII — ORDER OF BUSINESS

Section 1

"Roberts Rules of Order," Revised shall govern the conduct of all meetings.

ARTICLE XIII — MISCELLANEOUS PROVISIONS

Section 1

Except to the extent specified in this Constitution and Bylaws, no Board of Director or Executive Officer of the Association shall have the power to act as agent for or otherwise bind the Association in any way whatsoever. No member or group of members or other person or persons shall have the power to act on behalf of or otherwise bind the Association except to the extent specifically authorized in writing by the Executive Board of the Association.

Section 2 Definition: (Proper) Membership Notice

Proper notification to the membership may be given via letter mailed by the United States Postal Service 15 days prior to the event, electronic mail, or posting on the San Diego County Probation Officers' Association website 30 days prior to the event.

Section 3 Requests For Expenditures

All specific requests for expenditures, such as charitable organizations, etc. by the membership shall be forwarded to the Treasurer. The Treasurer shall present the request to the Board of Directors at the next Board of Directors meeting, which shall approve or deny the request by majority vote.

Section 4 Limitation Clause

Notwithstanding any of the above statements of purposes and powers, this organization shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the specific purpose of this organization.

ARTICLE XIV — AMENDMENTS

Section 1

Any article of the Constitution and Bylaws may be adopted, amended, or repealed only by the vote or written consent of a majority of the members of the Association or the vote of a majority of a quorum at a meeting of the members of the Association called for that purpose and which is the vote of the majority of those present and voting.

Section 2

Voting held for the purpose of amending the Constitution and the Bylaws shall be conducted in accordance with Article V, Part B.

Section 3

Amendments may be placed on the ballot by Board Action.

Section 4

It shall be compulsory that a vote be held when a proposal called for a vote to amend, alter or suspend any article of the Constitution and Bylaws is submitted in writing at any regular meeting of the Board of Directors, and signed by twenty-five (25) percent of the members of the Association. Said proposition shall be submitted to a vote of the membership within thirty (30) days after it has been received by the Board of Directors in a regular meeting.

ARTICLE XV — INCORPORATION

Section 1

This Association shall be incorporated under the laws of the State of California whenever the majority of the Board of Directors shall so decide; provided, however, that, if, as, and when it is so incorporated, the same shall for all purposes be deemed a continuation of this Association and not a new association.

ARTICLE XVI BYLAWS EFFECTIVE

Section 1

These Bylaws shall take effect and be in force as soon as approved by the members of the Association.

CERTIFICATE OF SECRETARY

I, the undersigned, do hereby certify:

1. That I am the duly elected and acting SAN DIEGO COUNTY PROBATION OFFICERS' ASSOCIATION.
2. That the foregoing Constitution and Bylaws constitute the Constitution and Bylaws of the said association as amended and adopted on June 22, 2011, by the membership of the association.

IN WITNESS WHEREOF, I have hereunto subscribed my name this 05 day of July 2011, at San Diego, California.

Secretary

Revised: 03/10/2011

Enacted: 06/22/2011