

San Diego Municipal Employees Association

BYLAWS
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San Diego Municipal Employees Association

BYLAWS

ARTICLE I

PURPOSE & OBJECTIVE

Section 1. The purpose of the San Diego Municipal Employees Association (MEA) is to provide strong, dignified and responsible representation to its members in order to attain the following:

- (a) To represent the public employees in all personnel matters including, but not limited to the payment of adequate wages and the promotion of satisfactory hours and working conditions.
- (b) To uphold and safeguard the merit system.
- (c) To promote tolerance, fair play and loyalty in support of the fundamental principles of a good and efficient government.
- (d) To unite and improve the image of public employees.
- (e) To protect and improve retirement benefits.
- (f) To provide consumer services which enhance the economic welfare of the membership.

ARTICLE II

MEMBERSHIP

Section 1. There are four (4) types of membership available within MEA, each with corresponding rights, privileges and duties. The types of membership are **Regular, Associate, Retiree and Honorary**. Application for membership shall be made in writing on a form approved by the Board of Directors.

Section 2. Any employee of the City of San Diego employed in a bargaining unit, which MEA exclusively represents, is eligible to become a **Regular Member**.

Section 3. A **Regular Member** shall enjoy all rights and privileges of membership including, but not limited to the following:

(a) The **RIGHT TO VOTE** in all elections and on all matters submitted to the membership for a vote, including but not limited to the ratification of a Memorandum of Understanding, and the nomination of candidates for office or for the Board of Directors. A **Regular Member's** right to vote shall only ripen when the employee has applied for membership and has paid dues for sixty (60) calendar days preceding the last day to vote. Each **Regular Member** may cast one vote, whether at a meeting or by mail ballot or by response returned by electronic transmission.

(b) The **RIGHT TO HOLD OFFICE** shall be confirmed by the Elections Committee when the **Regular Member** meets the following eligibility criteria:

(I) **Board of Directors:** At the time of determination of eligibility to be a candidate or appointee, a **Regular Member** must for twelve consecutive months immediately preceding the term sought be:

- a)** an "active employee," as defined by the City's Personnel Regulations,
- b)** current in the payment of dues, and
- c)** a **Regular Member** of the Association in good standing.

(II) **Executive Committee:** At the time of determination of eligibility to be a candidate, a **Regular Member** must be a current Board Director and must have completed one (1) full term as a member of the Board of Directors.

(III) **Officers:** At the time of determination of eligibility to be a candidate, a **Regular Member** must meet all the eligibility requirements for the Board of Directors and must have completed **either:** **a)** two (2) full terms as a member of the Board of Directors **or b)** one (1) full term as a member of the Board of Directors and one (1) full term as a member of the Negotiating Team.

(IV) **Negotiating Team:** At the time of determination of his or her eligibility to be a candidate, a **Regular Member** must be an "active employee," as defined by the City's Personnel Regulations.

(V) **Active Status:** Those **Regular Members** elected to serve on the Board of Directors, Executive Committee, Negotiating Team, or as Officers, must maintain their status as "active employees" throughout the term of service. Any Officer or member of the Board of Directors or Executive Committee who seeks an exemption from their requirement of maintenance of "active" status shall apply in writing to the Board of Directors, who may grant an exemption by two-thirds (2/3) vote.

(c) The **RIGHT TO INDIVIDUAL REPRESENTATION BY MEA STAFF.**

Section 4. A **Regular Member** accepts the obligation to pay dues in the amount and at the times established by a majority vote of the Board of Directors, as a condition of continued membership.

(a) Seasonal and hourly employees who are **Regular Members** and whose status becomes "inactive" due to a lack of work, have no obligation to pay dues during periods for which they do not receive a paycheck. However, these employees shall also not enjoy the customary rights and privileges of membership during such periods of nonpayment of dues, except the right to individual representation by MEA staff on any matter which occurred during the member's active employment if the member would otherwise be eligible for such representation pursuant to Section 3 (c) above. Moreover, these seasonal and hourly employees who are **Regular Members** may continue to pay during periods of "inactive" employment in order to preserve in full force and effect all the rights and privileges of membership, but shall automatically lose such rights and privileges upon failure to pay dues. In either case, however, the employee's membership shall not lapse and he or she need not reapply for membership upon return to "active" status.

(b) Any **Regular Member** who seeks an exemption from this obligation to pay dues shall apply in writing to the Executive Committee, which shall review the application. The Executive Committee may grant an exemption by a two-third (2/3) vote.

Section 5. Any employee of the City of San Diego employed in a classification or bargaining unit for which MEA is not the exclusive bargaining representative, is eligible to become an **Associate Member**.

Section 6. An **Associate Member** shall enjoy all the rights and privileges of Regular Members **EXCEPT**:

(a) The **Right to Vote** on the ratification of a Memorandum of Understanding or any other agreement negotiated between MEA and the City of San Diego pursuant to the Meyer-Milias-Brown Act;

(b) The **Right to Vote for Negotiating Team** members;
and,

(c) The **Right to Hold Office** as an Officer, member of the Board of Directors, Executive Committee or Negotiating Team.

Section 7. An **Associate Member's** obligation to pay dues shall be the same as a **Regular Member's**, and the same exemptions and opportunity to apply for an exemption shall also apply.

Section 8. Any employee who retires from employment with the City of San Diego is eligible to become a **Retiree Member**.

Section 9. A **Retiree Member** shall enjoy all rights and privileges of Regular Members **EXCEPT**:

(a) The **Right to Vote**;

(b) The **Right to Hold Office** as an Officer, member of the Negotiating Team, Executive Committee or Board of Directors unless the **Retiree Member** serves on the Board of Directors as the representative of the San Diego Retired Employees' Association;

(c) The **Right to Individual Representation by MEA Staff** except the right to individual representation on any matter which occurred during the member's active employment.

Section 10. A **Retiree Member** accepts the obligation to pay dues in the amount and at times established by a majority of the Board of Directors, as a condition of continued membership. A **Retiree Member** shall enjoy the same privilege to apply to the Membership Committee for an exemption to this obligation as **Regular** and **Associate Members** enjoy.

Section 11. Upon the recommendation of the Membership Committee, the Board of Directors, by a two-thirds (2/3) vote, may make any person an **Honorary Member** of MEA and may determine the length of such membership, as well as the rights and duties of such member.

Section 12. The Board of Directors, by two-thirds (2/3) vote, may **terminate** any **Regular, Associate, Retiree** or **Honorary** membership for just cause. The Board of Directors, on recommendation from the Membership Committee, shall give written notice to the member, at his or her last address shown in MEA records. The notice shall provide a minimum of fifteen (15) days notice of the place and time of a hearing to determine if termination will occur, and shall provide the basis for termination. The member shall have an opportunity to be heard orally or in writing by the Board of Directors prior to any vote to terminate. The member shall have the right to be represented in this hearing before the Board by an attorney or by any other person the member selects, and shall have the right to present the testimony of witnesses. After the member has had this opportunity to be heard, the Board shall deliberate and vote by secret ballot in a "closed" session outside the presence of the member and/or the member's representative. Written notice of the decision shall be delivered to the member within five (5) days of the hearing. Such termination shall not be effective until five (5) days after the decision is rendered.

(a) "Just cause" for termination of membership includes, but is not limited to a member's conduct which objectively demonstrates an undermining of the purpose and objective of MEA, or significantly interferes with the legitimate duties of the Association's Staff, Officers, Committees, Board of Directors, and Negotiating Team. However, no "just cause" for termination of membership arises when a member exercises his or her freedom of speech as may be protected by the First Amendments to the Federal and State Constitutions at appropriate times and in appropriate forums.

(b) Any member who alleges that "just cause" exists for termination of another member's membership shall present such allegation, in writing, to the

Membership Committee for its review, investigation and recommendation for action by the Board of Directors.

(c) A **Regular, Associate or Retiree Member's** failure to pay dues shall result in an **automatic termination** of membership, without a hearing or an opportunity to be heard, as follows:

(I) Failure of a **Regular or Associate Member**, which is an "active employee," to pay all unpaid dues within fifteen (15) calendar days of the date of delivery of a MEA written notice of delinquency, or failure to pay dues for three (3) consecutive pay periods, whichever failure occurs first.

(II) Failure of a **Retiree Member** to pay all unpaid dues within fifteen (15) calendar days of the date of delivery of a MEA written notice of delinquency.

(III) The effective date of the member's termination shall be retroactive to the first day of the period for which the member owed dues and did not pay them.

(d) A member whose membership has been automatically terminated for a failure to pay dues may reapply for membership at anytime. A member whose membership has been terminated for just cause by a two-thirds (2/3) vote of the Board of Directors, may apply for reinstatement by written request to the Membership Committee, which shall make a recommendation to the Board of Directors for action. By a two-thirds (2/3) vote, the Board of Directors may reinstate the former member.

Section 13. MEA shall not dissolve as long as there are twenty-five (25) **Regular or Associate Members**.

Section 14. At least one (1) annual informational meeting for the members shall be in July or August of each year, at a location chosen by the Membership Committee. The purpose of this annual meeting shall be to make reports, provide information and answer questions regarding the purpose of MEA, objectives, activities and accomplishments during the prior year and its plans for next year. No quorum of members shall be necessary for annual

informational meetings and, in any event, no official business may be transacted or vote taken on any matter.

(a) Any business of MEA which require a vote of Regular Members shall be conducted at a meeting, by mail or electronic ballot in accordance with rules and procedures adopted by the Board of Directors, except where the Elections Committee recommends and the Board of Directors approves an alternate procedure.

ARTICLE III

BOARD OF DIRECTORS

Section 1. The Board of Directors shall be the governing and policy-making body of MEA, except as otherwise provided by these bylaws.

Section 2. Each Director shall perform his or her duties in good faith, in a manner which he or she believes is in the best interest of MEA and with the same degree of care as an ordinary, prudent person in a like position would use under similar circumstances.

Section 3. The Board of Directors shall consist of five (5) Officers, the immediate Past President, the members of the Executive Committee, and one (1) Retiree Member who represents the San Diego Retired Employees' Association, and the Directors elected by the Regular Members of each Department in accordance with the provisions of this Article.

Section 4. Regular Members for each Department shall elect one (1) or more Directors. The Board may vote to change the appropriation to accurately reflect changes in the Department name and/or adjust the number of representatives to reflect geographical locations and/or number of Regular Members.

Section 5. In those Departments entitled to more than one (1) Director, no Division shall elect more than one (1) Director. There shall be no alternate.

Section 6. In May of each odd-numbered year, the Election Committee shall conduct an audit of the City's workforce and Departments and investigate any petition from Regular Members within a Department who seek an additional seat on the Board due to the geographic isolation of their work site. The

Committee shall make recommendations to the Board of Directors for any changes in the number of Departments and/or number of Directors to be elected by the Regular Members of a Department. The Board, by a simple majority vote, at its June Board meeting in odd-numbered years shall determine the final list of seats to be filled in the July election.

Section 7. The Board of Directors, upon the recommendation of the Election Committee, shall certify, by a simple majority vote, the list of eligible candidates for election to the Board of Directors based on the following criteria:

(a) The nominating petition bears the candidate's signature plus the signature of ten (10) **Regular** or **Associate Members** who are eligible to vote; and,

(b) The candidate is an "active employee" who has been a **Regular Member** of MEA for one (1) full year preceding the date of determination of eligibility.

Section 8. Eligible Regular Members shall elect their Board of Directors by mail or electronic ballot in accordance with rules and procedures adopted by the Board of Directors, upon recommendation of the Elections Committee; Directors shall be elected during the month of July of each odd-numbered year.

Section 9. Duly-elected Directors shall serve a term of two (2) years, or until their successors are elected and sworn. Directors shall normally be sworn in September of each odd-numbered year and shall take office at the first regular or special Board meeting which follows their taking the oath of office.

Section 10. MEA shall maintain at all times in its business office a list of the names of all current Directors, the Departments they represent, and the dates when each Director's term of office begins and ends.

Section 11. The Executive Committee, by a simple majority vote, shall confirm or reject the President's appointment of an eligible **Regular Member** to serve as Director of any Department which did not fill its seat by election, or to fill a vacancy on the Board created by a Director's voluntary resignation or involuntary removal.

(a) Only an eligible **Regular Member** from the Department affected may be appointed, and such appointment shall be limited to one (1) term. The appointee shall thereafter seek nomination and election as candidate, if he or she wishes.

Section 12. Meetings of the Board of Directors

(a) Regular meetings of the Board of Directors shall be open to the entire membership (but closed to the general public) unless noticed as a “closed session” for executive matters. Executive matters include but are not limited to: confidential communications, proprietary MEA business, privileged legal information, and consultation with legal counsel or other professionals. “Proprietary Association business” refers to information that is exclusive to the conduct of the Association’s internal business and operations. Such information is confidential and shall only be disseminated or communicated to current Officers, Executive Committee members and Directors.

(b) While regular meetings are open to the entire membership, the Board of Directors shall go into a “closed session” (closed to members and the general public alike) to discuss and deliberate on executive matters, whether noticed or not.

(c) Any Officer, Executive Committee member, or Director, may call for a “closed session” at any regular meeting to discuss and deliberate on executive matters. Upon motion, duly seconded, a simple majority vote of the Directors present at the time of the meeting convenes a “closed session.”

(d) All persons who are not Directors or otherwise on the Board, including non-Board members, shall immediately leave the room and may not return until the “closed session” is adjourned. The restriction on who may attend a “closed session” at a regular or special meeting does not, however, extend to MEA staff, the attorney for MEA, or any other legal counsel or professionals working with MEA who have business before the Board.

(e) Any Officer or Executive Committee member may invite someone not otherwise entitled to be present to attend a “closed session” if such invitee has business relevant to the executive matters to be discussed. Upon motion, duly seconded, a simple majority vote of the Directors present at the time of the meeting shall approve the attendance of a person not otherwise entitled to be

present in a “closed session.” Such invitee is subject to keeping all information and discussions from the “closed session” strictly confidential and shall not under any circumstance disseminate or discuss any “closed session” information or deliberations to either members or the general public.

(f) In order to discuss or communicate “closed session” information in any form to any person or persons who are not currently Directors, Executive Committee members, or Officers, the Board of Directors must authorize such communication or dissemination by a simple majority vote of the Directors present at the time of the meeting. A breach of this duty constitutes “just cause” to remove the offending person from their position and/or the Board of Directors.

(g) A special meeting shall be presumed executive in nature as well as content and therefore a “closed session” unless exempted by a simple majority vote of the Directors present at the time of the meeting.

Section 13. Customarily, the Board of Directors shall meet at least once each month, at a time and place designated by the Board. Customarily, each member of the Board shall receive seven (7) days' advance notice of the agenda for the monthly meeting. However, a supplemental agenda may also be sent to each member of the Board at least three (3) days prior to the monthly meeting. Nevertheless, by the unanimous vote of the Board members in attendance at the monthly meeting, the agenda may be modified to add any item of business.

(a) The president may call special meetings of the Board of Directors from time to time, and must call such a special meeting upon the written demand of at least ten (10) Directors. In the case of such a written demand, the special meeting shall be convened on a date which is at least five (5) days but not more than ten (10) days after the date of the written demand. Written notice of the time, place and reason of such a special meeting shall be sent to each Director in sufficient time to provide three (3) days notice. The notice shall state the purpose of the meeting and the Directors, when convened, shall address that purpose.

Section 14. Each member of the Board of Directors shall have one (1) vote. No director may authorize another Director or any other person to vote or otherwise participate in his or her place at a meeting of the Board.

Section 15. The Board of Directors may transact business during any regular or special meeting at which at least one-half (1/2) plus one of the sitting Board members are present. Unless otherwise specified in these bylaws, every act done or decision made by a simple majority vote of the Directors during a meeting duly held, at which a quorum is present, is the act of the Board of Directors.

(a) A two-thirds (2/3) vote of the Board of Directors shall be required to amend these bylaws except Article X of these bylaws which expressly requires a vote of the membership and may not be amended by the Board of Directors.

Section 16. A member of the Board of Directors shall be deemed to have abandoned his or her seat and shall be automatically removed from the Board upon his or her third unexcused absence from either regular or timely-noticed special meeting during his or her two (2) year term.

(a) An absence is deemed excused by a simple majority vote of the Executive Committee.

(b) The President shall direct that a written notice be sent to the Directors to remind him or her when two (2) unexcused absences have accrued and to warn of the consequences of a third unexcused absence.

Section 17. If the removal actions originates with the Board, the motion for a removal hearing must be made, seconded and, present or not, the Director shall be notified in writing of the action and the reasons, and shall be given the opportunity to be heard at the next regular Board meeting, at which time the Director may be represented by counsel or by anyone he or she selects. The Directors may present the testimony of witnesses and may be heard orally or in writing. After the Director has had this opportunity to be heard, the Board shall deliberate and vote by secret ballot in a "closed" session outside the presence of the director and/or Director's representative, who shall receive written notice of the decision within five (5) days of the hearing. A decision to remove the Director requires a two-thirds (2/3) vote of the Directors, notwithstanding the requirement of a simple majority vote to bring charges and conduct a hearing. If the Board removes a Director, the President shall appoint, and the Executive Committee shall either confirm or reject an eligible **Regular Member** from the

appropriate Department to fill the vacancy in accordance with Section 11 of this Article.

Section 18. If a removal action originates with a recall petition, the Board shall direct the Elections Committee to investigate the validity of the petition, the eligibility of the Regular Members who signed the petition, and the total number of Regular Member voters in the appropriate Department or Division. The Election Committee shall report its findings to the Board which shall confirm or reject the recall petition. If the Board confirms the petition, a new election shall be conducted to fill the vacancy.

Section 19. Annual Budget

Each fiscal year, the annual budget will be prepared by the Treasurer, General Manager and President. This proposed budget will be presented to the Executive Committee for review prior to the May Finance Committee meeting. After review by the Executive Committee, the proposed budget will be presented to the Finance Committee for review at their May meeting. The Finance Committee will vote to recommend a proposed budget to be presented to the Board of Directors for the first reading at the May Board of Directors meeting.

Any adjustments to the budget approved by the Board of Directors will be accomplished by the Treasurer and presented to the Finance Committee for review at their June meeting. The Finance Committee will vote to recommend a budget to be presented to the Board of Directors for the second reading and final approval at the June Board of Directors meeting. The approved budget will take effect July 1.

ARTICLE IV

EXECUTIVE COMMITTEE

Section 1. The Executive Committee shall consist of the five (5) Officers and six (6) Directors elected by the Board of Directors.

(a) At the time of determination of eligibility to be a candidate, a **Regular Member** must be a current Board Director and must have completed one (1) full term as a member of the Board of Directors.

(b) The Board shall elect the six (6) members at large at the January Board Meeting in even-numbered years.

(c) Each Director elected to serve on the Executive Committee shall serve a two (2) year term.

(d) The six (6) members at large elected by the Board of Directors shall consist of not more than two (2) Directors from any one (1) department.

Section 2. The Executive Committee shall have the authority to conduct the business of MEA. However, it may not modify any policies or actions of the Board of Directors. The Executive Committee may make recommendations on all policy matters to the Board of Directors.

(a) In order to authorize an expenditure of MEA funds which is not otherwise authorized by an approved budget, a unanimous vote of the Executive Committee is required. This vote may be given in a meeting by telephone or electronically. A report of such actions shall be made at the next meeting of the Board of Directors.

Section 3. Meetings of the Executive Committee shall be held at least once a month at the call of the President.

(a) The Executive Committee may transact business at any meeting at which no fewer than seven (7) members are present.

(b) Each member of the Executive Committee shall have one (1) vote but may not vote by proxy.

(c) A member of the Executive Committee shall be deemed to have abandoned his or her seat and shall be automatically removed from the Executive Committee, as well as from Office or the Board, as the case may be, upon his or her third unexcused absence from a Committee meeting during his or her two (2) year term.

(I) The President shall direct that a written notice be sent to an Executive Committee member to remind him or her when two (2)

unexcused absences have accrued and to warn of the consequences of a third unexcused absence.

(II) An absence is deemed "excused" by a simple majority vote of the Executive Committee members.

Section 4. In the event that a Member-at-Large position on the Executive Committee becomes vacant, the vacancy shall be announced to the Board of Directors at the next regularly scheduled Board meeting, and a written announcement shall also be mailed to each Board member within ten (10) days of the Association's receipt of notice that the vacancy exists. The vacancy shall be filled at the next regularly scheduled Board meeting which occurs at least ten (10) days after the written notice has been sent. In the event that an Officer position on the Executive Committee becomes vacant, the vacancy shall be filled in accordance with the provisions of ARTICLE V.

ARTICLE V

OFFICERS

Section 1. There shall be five (5) Officers of the association: President, First Vice President, Second Vice President, Secretary, and Treasurer.

(a) The Officers shall hire and supervise the General Manager in conformance with the bylaws and policies of the Board of Directors.

Section 2. Election of Officers shall be held in each even numbered year.

(a) At the time of determination of eligibility to be a candidate, a **Regular Member** must meet all the eligibility requirements for the Board of Directors and must have completed **either: a)** two (2) full terms as a member of the Board of Directors **or b)** one (1) full term as a member of the Board of Directors and one (1) full term as a member of the Negotiating team.

(b) At the August meeting of the Board of Directors in each even numbered year, a Nominating Committee will be selected in accordance with rules established by the Board of Directors. The Committee shall nominate at least one (1) candidate for each of the offices of President, First Vice President, Second Vice President, Secretary, and Treasurer. At the

September meeting of the Board of Directors, the nominating Committee shall present its nominations.

(c) A call for nominations shall be published in an official MEA publication prior to the August meeting. The notice will list eligibility requirements for the positions to be elected and explain the procedures for nomination.

(d) Members of the Nominating Committee cannot be nominated for office by the Nominating Committee.

(e) Candidates for any office may also be nominated by a nominating petition signed by the candidate and at least ten (10) Regular Members. All nominating petitions must be filed with the Nominating Committee prior to the close of the September Board of Directors meeting, for review of conformance to nominating requirements. Filing is deemed accomplished upon delivery of the petition to the Nominating Committee Chair.

(f) At the October meeting of the Board of Directors, a portion of the meeting shall be set aside to allow each candidate an equal opportunity to address the meeting, pursuant to rules and procedures to be established by the Election Committee.

(g) The Elections Committee shall, within two (2) days following the October meeting, prepare and mail or electronically transmit a ballot to each member of MEA in good standing, together with a return envelope addressed to the Election Committee. All ballots must be returned by United States Mail or electronically and must be received within fifteen (15) days of mailing. All other ballots will be void. The Elections Committee shall cause a count to be made of all valid votes and certify the results thereof to the President prior to the next Board meeting. The candidate receiving the highest number of votes for each office shall then be declared elected thereto.

(h) In the event of a tie vote, a run-off election for that office shall be conducted at a general membership meeting. At that time, the Regular Members present shall elect the new officer from those candidates who received the tie vote.

(i) Newly elected Officers shall take office at the Board meeting following certification of election results and serve for two (2) years or until replaced.

(j) In the event an Office becomes vacant (other than the office of President), the vacancy shall be announced at the next regularly scheduled Board of Directors meeting and by U.S. Mail, sent within ten (10) working days of receipt of notification of vacancy by the MEA. The vacancy shall be filled at the next regularly scheduled Board of Directors meeting unless there is less than seven (7) working days notice, in which case the vacancy shall be filled at the second regularly scheduled Board of Directors meeting following the announcement of vacancy.

(I) In the event the Presidency becomes vacant, the First Vice President shall become President immediately and shall serve out the unexpired Presidential term.

(II) In the event the First Vice Presidency becomes vacant, the office shall remain vacant until a new First Vice President is elected.

(III) In the event the Second Vice Presidency becomes vacant the President shall appoint a Member-at-Large of the Executive Committee to assume the duties until a new Second Vice President is elected.

(IV) In the event the Office of Treasurer becomes vacant, an audit shall be immediately performed and the First Vice President shall assume the duties of the Treasurer until a new Treasurer is elected.

(V) In the event the Office of Secretary becomes vacant, the President shall appoint a Member-at-Large of the Executive Committee to assume the duties of the Secretary until a new Secretary is elected.

(k) Any Officer may be temporary relieved of his/her duties for cause, at any meeting of the Board of Directors by a two-thirds (2/3) vote of the Directors present. However, such action must be confirmed for permanent discharge by a two-thirds (2/3) vote of Directors present at the next meeting of the Board of Directors. If the action is ratified, the position shall be considered vacant and shall be provided for per (j) above.

Section 3. The President shall:

(a) Preside at membership meetings of MEA, the Board of Directors, and the Executive Committee.

(b) Appoint Chairs of Standing Committees and other ad hoc committees authorized by the Board of Directors or the Executive Committee.

(c) Enforce the bylaws and preserve order and decorum at all meetings.

(d) Declare an office vacant in case a Director fails to attend three (3) consecutive meetings of the Board of Directors without cause and in the case of a vacancy appoint new Directors.

(e) Authenticate, by signature when necessary, all the acts, orders, and proceedings of MEA Board of Directors, and the Executive Committee.

(f) Vote only so as to break a tie vote.

(g) Perform such other duties assigned to him or her by the Board of Directors and/or the Executive Committee.

Section 4. The First Vice President assists the President, assumes the duties of the President during the temporary absence or incapacity of the President, assumes the Presidency if the Office becomes vacant before the end of the term, co-signs checks, assists the Treasurer as necessary and assumes the duties of the Treasurer if the Office becomes vacant before the end of the term, until the new Treasurer is elected.

Section 5. The Second Vice President shall be the advisor to the Chief Steward and shall appoint the Chief Steward until such time when the Stewards can elect a Chief.

Section 6. The Treasurer shall be responsible for all assets and fiscal procedures. All payments made by check shall be signed by any two (2) of the following elected officers in this order, Treasurer, President, First Vice President, Second Vice President and Secretary.

Section 7. The Secretary shall be responsible for all official documents of MEA, the Board of Directors and the Executive Committee.

ARTICLE VI

COMMITTEES

Section 1. The Standing Committees shall consist of the Building, Bylaws, Communications, Elections, Finance, Health & Welfare, Membership, Political Action, Social & Recreation and Standing Rules committees.

Ad hoc committees are those committees formed for a specific purpose or event and are to be formed as needed by the Board of Directors or President with confirmation from the Board of Directors.

Section 2. The President shall appoint the Chair of all standing and ad hoc committees. All committee Chair appointments shall be ratified by the Board of Directors. Chairs shall continue to serve in that capacity until their successors have been appointed. The President may determine the maximum number of members for each committee.

Section 3. Other members of committees shall be from the Regular Membership, serving on a voluntary basis, and shall be selected by the committee Chair. The composition of and changes thereto of each committee shall be submitted by the Chair to the President in order that a record of such action is maintained and that the committee members receive proper recognition by the Association.

Section 4. The Chair of each committee shall prepare and submit appropriate minutes and reports for all committee meetings. The President shall receive the minutes and reports prepared by the various committee Chairs, which will be retained as part of MEA records.

ARTICLE VII

CHAPTERS

Section 1. To assist in furthering the objectives of MEA and public employees in general, an MEA Chapter may be formed by an autonomous public employee organization, provided that such Chapter is totally comprised of Regular Members. Chapter members shall pay regular dues and be entitled to all rights and privileges of other regular members.

Section 2. A petition, together with the proposed Constitution and Bylaws, shall be submitted by the interim elected governing body of a proposed Chapter to the MEA President for formal recognition action. The petition shall include: Name of the Chapter; present membership; effective date; names and addresses of Officers; official chapter mailing address; and a statement that such Chapter will operate under the policies and regulations of MEA.

Section 3. Each request to establish an MEA Chapter shall be reviewed by the MEA By-Laws Committee with a report to the Executive Committee. If favorably considered, the request shall then be presented to the Board of Directors at its next scheduled meeting. A two-thirds (2/3) vote of the Directors present shall be required to approve a proposed MEA Chapter. If approved, the effective date shall be as determined by the Board of Directors.

Section 4. An MEA Chapter may have its own Constitution and By-Laws, Officers, committees, etc. However, MEA Chapter policies, procedures, and activities shall not be incompatible with MEA's Constitution, By-Laws, and Standing Rules, or the policies approved by the MEA Board of Directors. The constitution and By-Laws of the MEA Chapter, including Amendments thereto, shall be subject to prior approval by the MEA Board of Directors before becoming effective.

Section 5. Neither shall an MEA Chapter as a group nor any Officer, committee, or member thereof take any action on behalf of, or in the name of, the San Diego Municipal Employees' Association without prior approval of the MEA President or its Board of Directors.

Section 6. Each MEA Chapter shall periodically report its progress to the MEA President, particularly in the area of employer-employee relations.

Section 7. An MEA Chapter may be dissolved upon written petition to the MEA Board of Directors. The request for dissolution shall include the reasons and effective date.

Section 8. An MEA Chapter may be dissolved by the Board of Directors because of actions found to be detrimental to MEA or its purposes or the reputation or standing of membership. The dissolution action may be commenced by written notification to the Chapter from the MEA Executive Committee or the MEA Board of Directors. Such notification shall be served upon the MEA Chapter at least ten (10) days before the meeting of the Board of Directors where such action is to be considered. Such Chapter may be temporarily suspended as an MEA Chapter at any meeting of the Board of Directors where proper notice was given the Chapter. Such suspension shall require a two-thirds (2/3) vote of the Directors present. For such suspension to become a permanent removal of the Chapter, the Board of Directors' action must be ratified at the next regularly scheduled Board of Directors' meeting by two-thirds (2/3) vote of the Directors present. If the action is not ratified, the MEA Chapter that had been temporarily suspended resumes its status as an MEA Chapter upon adjournment of the meeting of the Board of Directors.

ARTICLE VIII

STAFF

Section 1. MEA shall authorize and compensate all staff necessary to carry out the policies and programs of MEA.

Section 2. The President shall supervise the General Manager and, in the absence of a General Manager, the staff. The General Manager shall hire and supervise the activities of the staff. The Executive Committee shall direct the President in supervising of the General Manager.

ARTICLE IX

AMENDMENTS

Section 1. Except as otherwise provided in Article X, recommendations for changes to the bylaws shall be made in writing to the Bylaws Committee for its review. The recommendation shall state the Article and Section to be amended, and the proposed change. Proposed amendments to the Bylaws shall be presented by the Bylaws Committee at a regularly scheduled meeting of the Board of Directors. A copy of the amendment as originally proposed, and the

recommendation of the Bylaws Committee, shall be sent to each member of the Board of Directors prior to the next meeting of the Committee. A proposed amendment may not be changed between these two meetings. The Board of Directors may adopt either the version originally proposed or the version recommended by the Bylaws Committee, if different.

Section 2. Except as otherwise provided in Article X, a two-thirds (2/3) vote of the Directors present is required to approve a proposed amendment to these bylaws. Amendments to the bylaws shall become effective immediately upon approval by the Board of Directors unless the Board designates a different effective date.

ARTICLE X

MEA AFFILIATIONS

Section 1. MEA shall maintain membership in such associations or organizations as the Board of Directors deems in the best interests of MEA.

Section 2. In order to affiliate with a national or international union, or otherwise to affect the independent status of MEA, a vote of two-thirds (2/3) of the Regular Members shall be required. The question of affiliation shall be put to the Regular Members upon a motion properly made, seconded and approved by the Board of Directors. Voting procedures for such affiliation vote shall be determined by the Elections Committee and adopted by the Board of Directors.

Section 3. The requirement of a two-third (2/3) vote of the Regular Members as described in the preceding section may not be modified or deleted by the Board of Directors, but may only be modified or deleted by a two-thirds (2/3) vote of Regular Members.

ARTICLE XI

MISCELLANEOUS

Section 1. The fiscal year will begin on July 1, and end on June 30.

Section 2. An annual audit of the financial records shall be made following the close of the fiscal year by a Certified Public Accountant.

Section 3. Roberts Rules of Order, Revised, shall be the governing authority on all questions of parliamentary procedure not specifically provided for in these bylaws.