

**BYLAWS
OF
SAN JOAQUIN COUNTY MANAGEMENT ASSOCIATION
(REVISED JANUARY 15, 2005)
(REVISED APRIL 18, 2006)
(REVISED NOVEMBER 1, 2012)
(REVISED MARCH 21, 2013)
(REVISED FEBRUARY 17, 2015)
(REVISED DECEMBER 14, 2017)
(REVISED JANUARY 14, 2021)**

ARTICLE I – NAME AND OBJECTIVES

- Section 1: San Joaquin County Management Association, hereinafter referred to as SJCMA, is a non-profit organization of the State of California.
- Section 2: The Board of Directors, hereinafter referred to as Director(s), will determine the mailing address for SJCMA.
- Section 3: The objectives and purposes of SJCMA shall be to represent the members of SJCMA in all matters of wages, hours, benefits, and other terms and conditions of employment; to be a non-profit and non-sectarian association; to unite its members in a bond of helpful and lifelong friendships; to encourage among the members a closer, personal acquaintance and a friendly spirit of mutual cooperation; and to assist in all matters pertaining to the welfare and advancement of all members.

ARTICLE II – MEMBERSHIP

- Section 1: SJCMA shall be comprised of the following classes of membership: Voting and Honorary.
- A. Voting Members: A voting member shall be any San Joaquin County employee whose job classification meets the criteria of the Mid-Management Bargaining Unit pursuant to the Meyers-Milias Brown Act (MMBA), and is paying the required dues to be a voting member.
- B. Honorary Members: Honorary membership may be conferred upon any person rendering notable service to the goals and objectives of SJCMA upon two-thirds (2/3) vote of membership at any membership meeting. Any voting Member of SJCMA honorably retired from San Joaquin County shall automatically become an honorary member of SJCMA upon written application.
- Section 2: Rights and Responsibilities of Membership.
- A. Voting members shall have full rights and responsibilities within SJCMA.
- B. Honorary members shall not be eligible for any benefits through SJCMA other than they may attend social functions and meetings. No other rights or privileges are inferred unless otherwise noted in these Bylaws.

ARTICLE III – BOARD OF DIRECTORS

- Section 1: The Executive and Administrative power of SJCMA shall be vested in a President, Vice- President, Secretary, Treasurer, Member-At-Large, and Past President. All Directors with the exception of the Past President shall consist of voting members of SJCMA.
- Section 2: Directors shall meet as often as needed for the purpose of administering the affairs of SJCMA. Monthly meetings will be scheduled for the year. However, if there is no business need or lack of a quorum, then the meeting can be cancelled or rescheduled.
- A. Special Meetings of the Directors can be called by the President or may be called upon request of three (3) Directors.
 - B. The President shall recommend the date, time and place of the Board Meetings.
 - C. Board Meetings are open to any member. The only exception will be if a personnel matter is to be discussed and the meeting will be closed for that portion only.
- Section 3: The Directors shall have general supervision of the affairs of SJCMA between its business meetings; fix the hour and place of meetings; make recommendations to SJCMA Membership; and shall perform such other duties as are specified in these Bylaws. Directors shall be subject to the orders of SJCMA, and none of its acts shall conflict with action taken by SJCMA.
- Section 4: A quorum shall consist of at least three (3) members of the Directors in order to conduct business. The meetings shall be chaired by the President. If the President is not present, the meeting can be chaired by the Vice President. If both the President and Vice President are absent, the meeting can be chaired by any of the remaining Directors. The President will establish the chairperson of the meeting, prior to the commencement of the meeting.
- Section 5: The election and term of office for the Directors shall be as follows:
- A. Directors will be elected every year. The President and Member at Large will have elections during even years, and the Vice-President, Secretary and Treasurer will have elections during odd years.
 - B. Elected Directors will take their positions at the following Board Meeting after the election.
 - C. Upon normal election Directors terms will be two (2) years and elections will be held at the Annual Meeting as mentioned in Article 6 Section 3.
- Section 6: Director vacancies that occur during their term shall be filled by appointment of the President and confirmed by a majority vote of the Directors.

Section 7: No voting member shall hold more than one (1) office at a time with the following exception(s): If the Directors are unable to fill a Director position, a member may be allowed to hold two (2) offices at a time until the vacancy is filled by appointment or election, except the President may not fill a vacant Vice-President position. If a Director holds multiple positions, they will not be allowed a vote for each position. They would only be allowed one (1) vote.

Section 8: On the expiration of their term of office or their removal there from, Directors shall deliver to the legally elected and qualified successors, or such persons as SJCMA or the Directors may appoint, all books, papers, bonds, monies, properties, and effects in their possession belonging to SJCMA. Including any documentation that is required for retention under Article XVI: Document Retention and Destruction Policy.

Section 9: Any Director may be removed by a two-thirds (2/3) secret ballot vote cast by the voting members. Removal proceedings may be instituted when proper notice is provided to the SJCMA Membership and by a majority vote present at the meeting.

ARTICLE IV – BOARD OF DIRECTORS DUTIES

Section 1: President: It shall be the duty of the current elected President to preside at all meetings of SJCMA, to enforce due observance of the Bylaws of SJCMA, and to see that all Directors of SJCMA and members of Committees perform their respective duties. The President shall sign and execute all contracts in the name of SJCMA when authorized to do so by the members; have their name on all financial accounts; have the authority, on behalf of SJCMA, to sign all checks, as needed, in addition to the Treasurer's signature; and perform all duties incidental to the office. The President shall be an Ex-Officio of all Committees designated to conduct SJCMA business.

Section 2: Vice-President: The current elected Vice-President shall assist the President in presiding, shall preside in the absence of the President; have their name on all financial accounts; have the authority, on behalf of SJCMA, to sign all checks, as needed, in addition to the Treasurer's signature; and perform all duties incidental to the office.

Section 3: Treasurer: The current elected Treasurer shall have the care and custody of all the funds and securities of SJCMA and deposit same in the name of SJCMA in such bank or banks as the Directors may elect. The Treasurer will have their name on all financial accounts and have the authority, on behalf of SJCMA, to sign all checks, notes and orders for payment of money. Any payment of SJCMA money for Five Hundred Dollars (\$500.00) or more will require the signature of the Treasurer or President. It will also require a secondary approval from another Director, which is not the initial signature. The Treasurer shall present monthly financial updates at Board Meetings; present financial updates at yearly Membership Meeting; and, at all reasonable times, exhibit the books and accounts

to any member upon request. Any and all SJCMA financial information entered electronically will be kept on a separate SJCMA safe and secure computer, and/or electronic device (i.e., USB drive, computer disc, etc.). Receipts will be given for all monies received, if applicable. Financial retention and destruction shall be in accordance with Article XVI (Document Retention And Destruction Policy) of these Bylaws, unless State and/or Federal Laws supersede any or all of this Article.

Section 4: Secretary: The current elected Secretary shall keep true and accurate Minutes of all meetings of SJCMA. The Secretary shall present monthly Board Minutes at Board Meetings, and present yearly Membership Minutes at yearly Membership Meetings. The original Minutes are to be filed in the SJCMA Minute's Book, and, at all reasonable times, exhibit the Minute's Book/Minutes to any member upon request. Any and all SJCMA Minutes entered electronically, will be kept on a separate SJCMA safe and secure computer, and/or electronic device (i.e., USB drive, computer disc, etc.). The Secretary will be responsible for all correspondence pertaining to SJCMA, and perform duties incidental to the office.

Section 5: Member at Large: The current elected Member at Large shall be in charge of membership, which includes, but is not limited to, contacting and recruiting members. The Member at Large will be responsible for providing Membership updates to the Directors at monthly meetings; assisting in keeping SJCMA Meetings in an orderly fashion; and perform other duties as requested by the President.

Section 6: Past President: The Past President position is a position that will be filled by a past SJCMA Board President who can be either a Voting or Honorary member of the Association. Their duty is to mentor the current President in their first year on the Board. The Past President position is a support position to the Board and is not required for voting, but may vote in the absence of another Board Member.

ARTICLE V – NEGOTIATIONS

Section 1: When contract negotiations are officially requested/opened to negotiate a successor Memorandum of Understanding, SJCMA will form a Negotiation Team.

Section 2: The SJCMA Negotiation Team shall consist of a minimum of five (5) dues paying members in addition to an outside consultant who shall serve as the Chief Negotiator.

Section 3: A minimum of three (3) members of the Negotiation Team must be current Directors; in the event that a President steps-down or is voted out during the course of an ongoing negotiations, the Past President can serve as a Negotiation Team member along with the new President, at least one (1) member of the Negotiation Team will have served in the prior negotiations; and there will be a minimum of one (1) alternate Negotiation Team Member.

Section 4: Members interested in serving on the Negotiation Team should contact the SJCMA President.

- Section 5: Members will be notified via electronic social networking tools as to who will be serving on the Negotiation Team.
- Section 6: Members may not be added to, removed from, or reinstated to the SJCMA Negotiation Team once negotiations have begun without approval of all the Directors.
- Section 7: SJCMA Membership will be kept apprised of the status of any and all negotiations.
- Section 8: SJCMA negotiation Ground Rules will not include a Member confidentiality clause that would not allow the negotiation team to provide updates and get feedback from the current Membership during negotiations.

ARTICLE VI – MEETINGS

- Section 1: Membership will be notified of Membership, Annual, Special, and/or Board Meetings by posting a notice at all County worksites; or by e-mail (personal or other approved e-mail available); or by text messaging; or any other applicable electronic social networking communication tool that has been approved by the SJCMA Directors. Notification must occur at least five (5) days in advance of any SJCMA Meeting. The Meeting notice shall list the date, time, location and the specific topics to be considered.
- Section 2: A Special Meeting of SJCMA may be called by the President and shall be called upon request of at least five (5) voting members, specifying the topic(s) to be discussed.
- Section 3: SJCMA’s Annual Meeting will be held in February of each year on the date and time established for the monthly Board Meeting and notification will be in accordance with Section 1 above.
- Section 4: A quorum shall consist of those members present at any meeting called in accordance with Article VI, Sections 1 or 2
- Section 5: All voting on SJCMA business shall be by a majority of those members present, unless otherwise specified by these Bylaws.
- Section 6: All voting shall be by voice vote unless otherwise specified in these Bylaws.
- Section 7: Any voting member may initiate secret voting, with a second and a majority voice vote.
- A. A three (3) Member Committee designated by the President shall count all the votes at the meeting(s).
 - B. A fifty percent (50%) plus one (1) margin of those votes cast will decide all decisions by secret ballot.
- Section 8: Only members identified in Article II, Section 1.A. of SJCMA may vote on any business of the SJCMA.

Section 9: Electronic voting may be used, EXCEPT for ratification of a Memorandum of Understanding.

Section 10: Proxy Voting.

- A. The voting member in proxy shall cast the vote for the absent member.
- B. No person shall be allowed to carry more than two (2) proxies for voting members upon any issue requiring a vote.
- C. The authorization for a member to represent another shall be submitted to the Secretary, in writing, dated and signed by the voting member in proxy, prior to the vote. Voting by proxy is considered present for voting purposes.

ARTICLE VII – ORDER OF BUSINESS

Section 1: There shall be an agenda for every meeting.

Section 2: The order of business for Board Meetings shall be:

1. Call to Order.
2. Roll call of Directors and introduction of guests.
3. Additions to Agenda.
4. Approval of minutes of previous meeting.
5. Treasurer's report.
6. Committee reports.
7. Secretary reads correspondence.
8. President's report.
9. Old business.
10. New business.
11. Information for the good of the order.
12. Adjournment.

ARTICLE VIII – INSTALLATION OF DIRECTORS

Section 1: Directors shall be installed by the outgoing President or a Past President or another current Director by affirmation of the following Oath of Office:

I, (Director name) in the presence of SJCMA members here assembled, do solemnly promise and affirm, that I will carry out the duties of the office to which I have been elected, to the best of my ability.

ARTICLE IX – DUES AND ASSESSMENTS

- Section 1: Voting members of SJCMA shall be assessed dues for the financial needs of SJCMA.
- Section 2: The amount of dues may be changed by a majority of those members present at any Annual or Special Meeting as stated in Article VI, Sections 1 and 2.
- Section 3: Honorary members shall not pay dues to SJCMA.
- Section 4: Persons who do not join SJCMA within ninety (90) days of the date they enter the Management Unit, but do join SJCMA at a later date, will be required to reimburse SJCMA for actual costs of any representation during the first (1st) year of membership.
- Section 5: Persons who join SJCMA as a dues paying member, shall remain members of SJCMA until they leave employment or move to another unit. SJCMA members that wish to withdraw membership, must do so not earlier than ninety (90) days nor later than sixty (60) days prior to the expiration of the current contract (MOU).

ARTICLE X – POLITICAL ACTION

- Section 1: SJCMA may contribute funds or its good name to the public election of any person by a two-thirds (2/3) vote of the votes cast.
- Section 2: This Article shall not prohibit SJCMA from endorsing legislation, which is determined by the Directors to represent the best interest of SJCMA.
- Section 3: This Article shall not prohibit SJCMA from making endorsement of candidates applying for appointed positions when requested.
- Section 4: Candidates requesting endorsement from SJCMA for an appointed or elected position shall do so either in writing or in person at a SJCMA Meeting.
- Section 5: The vote to endorse a candidate for an appointed or elected position shall be by secret written ballot of voting members and will require a two-thirds (2/3) majority vote of the votes cast.

ARTICLE XI – COMMITTEES

The President, as deemed necessary to carry on the business of SJCMA, shall appoint Committees.

ARTICLE XII – AMENDMENTS

- Section 1: These Bylaws may be amended at any Annual or Special Membership Meeting of SJCMA. The amendment(s) will be communicated to the Membership as stated in Article VI, Section 1, ten (10) days prior to such Membership Meeting. A two-thirds (2/3) vote of those members present will constitute approval of the amended Bylaws.

Section 2: Any amendment passed pursuant to Article XII, Section 1 shall take full force and effect immediately upon passage unless otherwise specified in these Bylaws or Parliamentary authority.

Section 3: Pursuant to California Corporations Code Section 7150(c), the power of the Directors to adopt, amend or repeal any or all Bylaws is hereby eliminated.

ARTICLE XIII – AUDITS

An Audit Committee, consisting of at least three (3) voting members, appointed by the President shall conduct an audit of the Treasurer’s books and accounts. This audit shall take place prior to the installation of the newly elected Treasurer no later than September 30th of each year. Special audits may be ordered at any time by the President or pursuant to a majority vote of the members.

ARTICLE XIV – PARLIAMENTARY AUTHORITY

The rules contained in Roberts’ Rules of Order – Revised shall govern SJCMA in all cases to which they are applicable and in which they are not inconsistent with these Bylaws.

ARTICLE XV – WHISTLEBLOWER POLICY

Section 1: This Whistleblower Policy of SJCMA does the following:

- A. Encourages members and volunteers to come forward with credible information on illegal practices or serious violations of adopted policies of SJCMA;
- B. Specifies that SJCMA will protect the person from retaliation; and
- C. Identifies where such information can be reported.

Section 2: SJCMA encourages reporting complaints, reports or inquiries about illegal practices or serious violations of SJCMA’s policies, including illegal or improper conduct by SJCMA itself, by its leadership, or by others on its behalf. Appropriate subjects to raise under this policy would include financial improprieties, accounting or audit matters, ethical violations, or other similar illegal or improper practices or policies.

Section 3: SJCMA prohibits retaliation by or on behalf of SJCMA against members or volunteers for making good faith complaints, reports or inquiries under this policy or for participating in a review or investigation under this policy. This protection extends to those whose allegations are made in good faith but prove to be mistaken. SJCMA reserves the right to discipline persons who make bad faith, knowingly false, or vexatious complaints, reports or inquiries or who otherwise abuse this policy.

Section 4: Complaints, reports or inquiries may be made under this policy on a confidential or anonymous basis. Documentation should describe, in detail, the specific facts demonstrating the basis of the complaints, reports or inquiries. Documentation should be directed to SJCMA’s President, unless that person is implicated in the complaint, report or inquiry. If the President is implicated, then the documentation

should be directed to the Vice President or any other Director. SJCMA will conduct a prompt, discreet, and objective review or investigation. Members or volunteers must recognize that the SJCMA may be unable to fully evaluate a vague or general complaint, report, or inquiry that is made anonymously.

ARTICLE XVI – DOCUMENT RETENTION AND DESTRUCTION POLICY

- Section 1: This Document Retention and Destruction Policy of SJCMA identifies the record retention responsibilities of members of the Directors, volunteers and outsiders for maintaining and documenting the storage and destruction of the SJCMA’s documents and records.
- Section 2: SJCMA’s members of the Directors, volunteers and outsiders (i.e., independent contractors via agreements with SJCMA) are required to honor these rules:
- A. Paper or electronic documents indicated under the terms for retention below will be transferred and maintained by the appropriate SJCMA Director;
 - B. All other paper documents will be destroyed after three (3) years;
 - C. All other electronic documents will be deleted from all individual computers, data bases, networks, and storage after five (5) years, with the exception of members personal or County e-mail addresses, or home mailing addresses; and
 - D. No paper or electronic documents will be destroyed or deleted if pertinent to any ongoing or anticipated government investigation or proceeding or private litigation.
- Section 3: Terms of Retention are as follows:
- A. Retain permanently governance records such as Charter and amendments, Bylaws, other organizational documents, governing Board and Board Committee Minutes;
 - B. Retain for ten (10) years State and Federal tax returns/reports and supporting records, tax exemption determination letter and related correspondence, files related to tax audits; copyright and trademark registrations and samples of protected works; financial records, audited financial statements, attorney contingent liability letters.
 - C. Retain for ten (10) years correspondence with government agencies and supporting records; government relation’s records such as: State and Federal lobbying and political contribution reports and supporting records.
 - D. Retain for three (3) years job descriptions, disciplinary matters, documentation of basis for independent contractor status; lease, insurance, and contract/license records; software license agreements, vendor, hotel and service agreements, independent contractor agreements, employment agreements, consultant agreements, and all other agreements (retain during term of the agreement and for three (3) years after the termination, expiration, and non-renewal of each agreement).
 - E. Retain for five (5) years all other electronic records, documents and files, correspondence files, publications, procedures, survey information.

F. Exceptions to these rules and terms for retention may be granted only by SJCMA's Directors.

Bylaw Revisions Adopted January 15, 2005

Bylaw Revisions Adopted April 18, 2006

Bylaw Revisions Adopted November 1, 2012

Bylaw Revisions Adopted March 21, 2013

Bylaw Revisions Adopted February 17, 2015

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