

COLUSA COUNTY EMPLOYEES' ASSOCIATION

ARTICLES *and* BYLAWS



*Colusa County Courthouse
1861*

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**ARTICLES AND BYLAWS
OF THE
COLUSA COUNTY EMPLOYEES' ASSOCIATION**

**ARTICLE I
NAME**

Section 1. The name of the organization shall be the Colusa County Employees' Association, which is incorporated as a non-profit corporation pursuant to the general non-profit corporation law of the State of California. Articles of Incorporation were authorized on April 9, 1963 at a regular meeting of the Colusa County Employees' Association and filed with the Secretary of State on July 10, 1963.

**ARTICLE II
PURPOSE**

Section 1. This organization is constituted and established in order to:

- a. Provide the necessary organization for promoting, managing and conducting the affairs of the Colusa County Employees' Association.
- b. Promote the welfare and mutual advancement of its members by all proper, suitable, and lawful means;
- c. Foster cooperation, efficiency, and harmony among County Employees in all ways compatible with each other, their employers, and the public interest to the end that all interest may be served fairly;
- d. Encourage the maintenance of highest standards of employee conduct in Government employment;
- e. Render the most effective services in all ways to the people of the County of Colusa;
- f. Act on behalf of the County employees who are members of the Colusa County Employees Association in matters concerning wages and benefits with the County Board of Supervisors.
- g. Oppose any organization or group which expounds or promotes any doctrine or philosophy adverse or subversive to the fundamental principles and institutions of the United States and this Association.
- h. Notwithstanding any of the above statements of purpose and powers, this Association shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the specific purposes of the Association.

ARTICLE III **DEFINITIONS**

Section 1. Department: Department shall mean that division of county government which is separately budgeted for and which is under the direct control of the Board of Supervisors.

Section 2. Employee: An employee shall be any individual who works for the County of Colusa in a department and as a miscellaneous employee by definition of the Board of Supervisors.

Section 3. Executive Committee: The President, Vice-President, Secretary, and Treasurer (officers) of the Board of Directors and the immediate Past-President shall be known as the Executive Committee.

Section 4. Member in Good Standing: Regular members who have paid the required fees, dues and assessments in accordance with these Bylaws, satisfied all other requirements for membership pursuant to these Bylaws, and who have not been terminated, expelled or suspended from membership, shall be members in good standing.

Section 5. Fair Share Member: A fair share member is an employee assigned to the Miscellaneous Bargaining Unit, the Professional/ Administration Bargaining Unit, and the Confidential Bargaining Unit who does not become a regular member of the Colusa County Employees' Association and voluntarily agrees to pay the fair share fee

Section 6. Non Member: A Non Member is an employee assigned to the Miscellaneous Bargaining Unit, the Professional/ Administration Bargaining Unit, and the Confidential Bargaining Unit who does not become a regular member of the Colusa County Employees' Association and pays no fees.

Section 7. Committees

- a. **Steering Committee:** The Steering Committee shall consist of the President, and two (2) members of the Confidential Bargaining Unit, two (2) members of the General Miscellaneous Bargaining Unit, and two (2) members of the Professional/ Administration Bargaining Unit for the purpose of advising the Negotiating Team. The Steering Committee meetings will be attended by all the members of the committee.
- b. **Negotiating Team:** The Confidential, the General Miscellaneous, and the Professional/ Administration Bargaining Unit will have a Negotiating Team. The Negotiating Team shall consist of the C.C.E.A. President and two (2) members of the Bargaining Unit. The Negotiating sessions with the County shall be attended by the Negotiating Team. Should the President not be able to serve on the Negotiating team another member of the Executive Committee shall be appointed.
- c. **Disciplinary Appeals Review Committee:** The disciplinary committee shall consist of the President, Secretary and one (1) General Membership member.
- d. **Scholarship Committee:** The Scholarship committee shall consist of five (5) Regular members in Good Standing.

- e. **Special Events:** The Special Events committee shall consist of three (3) Regular members in Good Standing.
- f. **Website Committee:** The Website committee shall consist of two (2) Regular members in Good Standing.
- g. **Election Committee:** The Election committee shall consist of seven (7) Regular members in Good Standing.
- h. **Bylaws Committee:** The Bylaws committee shall consist of five (5) Regular members in Good Standing.

Section 8. Quorum: A majority of the authorized number of directors shall constitute a quorum for the transaction of business. A quorum shall be 7 board members.

ARTICLE IV **MEMBERSHIP AND DUES**

Section 1. Members of the Association shall be classified as follows:

- a. **Regular Members:** Any person who is employed on a permanent basis, either full or part-time by the County of Colusa assigned to the Miscellaneous Bargaining Unit, the Professional/ Administration Bargaining Unit, and the Confidential Bargaining Unit.
- b. **Fair Share Members:** A Fair Share member is an employee assigned to the Miscellaneous Bargaining Unit, the Professional/ Administration Bargaining Unit, and the Confidential Bargaining Unit who does not become a regular member of the Colusa County Employees' Association and voluntarily agrees to pay the fair share fee. The Fair Share Member is not entitled to legal representation, nor are they eligible to vote and they are not eligible for scholarships, or the retirement gift.
- c. **Non Members:** An employee assigned to the Miscellaneous Bargaining Unit, the Professional/ Administration Bargaining Unit, and the Confidential Bargaining Unit who does not become a regular member of the Colusa County Employees' Association and pays no fees. Non Members are not entitled to legal representation, nor are they eligible to vote and they are not eligible for scholarships or the retirement gift.

Section 2. Discrimination:

- a. No member of this Association shall be favored or discriminated against, directly or indirectly, in any facet of the Association membership, right, privilege or benefit because of the member's race, creed, color, sex, national origin, religion, sexual orientation, medical condition, or political affiliation.

Section 3. Dues shall be as follows:

- a. Regular Members shall pay monthly dues as designated by the Board of Directors with the approval of the majority of the members present at a general membership meeting. The Board shall determine the method and procedure for payment of membership dues.

- b. Fair Share Employees voluntarily agree to pay fair share monthly dues which is that portion of the costs incurred by the Association in its duty to represent all employees in employment relations which will be based on the membership prorated share of the Association's annual budget less non-operating expenses. The amount of these dues shall be reviewed at the will of the Board of Directors.
- c. Non Members shall pay no monthly dues.

ARTICLE V

NOMINATIONS AND VOTING

Section 1. Nominations shall be made in writing by CCEA members in good standing. The nomination should be signed, or the nominator must be identified in some other way, to ensure they are members in good standing.

Section 2. Regular Members in good standing shall be entitled to vote in any proceeding in which voting by members is called for.

Section 3. Proxies: Association members whose regular working hours are scheduled at the same time as Association meetings have the right to vote by proxy. All proxy votes shall be in writing designating the proxy holder.

Section 4. Manner of Casting Votes: Voting may be by voice or ballot, except that any election of directors must be by ballot. Email ballots may be used for the election of directors as long as each email notification provides a disclosure that by voting by email the voting member may not have anonymity in voting.

Section 5. Approval by Majority Vote: If a quorum is present, a majority vote of the members present at the meeting who are entitled to vote shall be the act of the members. The un-official results of written votes cast shall be posted within 3 working days after they are tabulated. The official results will be approved by the board at the following board meeting after the election.

ARTICLE VI

GOVERNING BODY

Section 1. General: The Association shall be governed by a legislative body known as the Board of Directors. Each director shall be a member in good standing of the Colusa County Employees' Association.

Section 2. Executive Committee shall be as follows:

- a. **Officers:** The officers of the Board of Directors shall consist of the President, Vice-President, Secretary, Treasurer, and immediate Past President and shall also be known as the Executive Committee. The officers of the Board of Directors shall be chosen by a majority vote of the members of the Association.

- b. Term:** Officers shall hold their office for a 2 year term.
- c. Election:** Officers shall be elected by ballot of the general membership in December of every other year at a place or places designated by the Board of Directors. The Secretary and the Election Committee Chair shall prepare an election ballot; arrange for its printing and distribution to all members; protect and secure all ballots; collect and tabulate all votes upon conclusion of the election; post the results and take all further steps necessary to advise the membership of the election outcome.
- d. Appointment:** Newly elected officers shall take office at the General Membership meeting in January following the election. Should there be no General Membership meeting in January the officers shall take office at the first scheduled board meeting.
- e. Committee Appointment:** Immediately upon taking office, the Executive Committee shall appoint such committees as may be necessary to carry out the policies and programs of the Association as set forth by the Officers, the Directors, and the membership. The Secretary shall not serve as the Election Committee Chair.

Section 3. Directors shall be as follows:

- a. General:** In addition to the officers referred to in Section 2 above, the Board of Directors shall consist of nine members and one alternate elected by the general membership. Of the elected members, it is preferred that at least one (1) shall be chosen from each bargaining unit assigned to the Association. Of the elected members, no more than two shall be from any one department. The Alternate Director shall serve on the board in the absence of any regular director.
- b. Term:** One half of the directors shall be elected biennially to serve a 4 year term, or until their successors are elected.

ARTICLE VII
DUTIES OF OFFICERS/BOARD OF DIRECTORS

Section 1. General: In their capacity as such, all officers of the Association shall represent the interests of the members. In every matter which could affect the reputation of the Association, each officer shall obtain the approval of the majority of the Board of Directors before publishing any opinions, whether orally or in writing.

Section 2. Officers' Duties shall be as follows:

- a. President:** The President shall serve as the Chairman of the Board and shall preside at all meetings of the Association. It shall be the President's duty to see that the policies and programs of the Association are carried forward. The President shall act as spokesperson for the Association on policy matters, as directed by the membership and the Board of Directors. The president shall be an ex-officio member of all committees of the Association.
- b. Vice-President:** The Vice-President shall act as chairman in the President's absence, will succeed the President in case of resignation, dismissal or death, and shall act as parliamentarian for the Association, and shall perform any other duties as prescribed by the Board of Directors and the President.

- c. **Secretary:** The Secretary shall keep or cause to be kept, full and complete records of the attendance and proceedings at the meetings of the Board of Directors and the general membership meetings. He/she shall cause to be served and/or make public any and all notices that may be necessary and proper and perform such other duties as set forth by the President and Board of Directors. All records shall be open at all times for inspection by the members. He/she shall further keep a correct list of all members. He/she shall perform all duties necessary to conduct a ballot election of the general membership. In the absence of the President or Vice-President, the Secretary shall act as Chairman of the Board.
- d. **Treasurer:** The Treasurer shall receive all monies belonging to the Association and shall pay all bills on approval of the Board of Directors. He/she shall submit at the monthly meeting of the Board of Directors a detailed statement of all receipts and disbursements. He/she shall be ready at all times to exhibit to the Board of Directors the cash on hand and books of the Association. The Treasurer shall cause the Association's financial transactions to be audited on an annual basis by an independent auditor.

Section 3. Requirements and Authority shall be as follows:

- a. **Meeting Attendance:** It shall be the duty of the officers to attend all meetings. An officer may be discharged from his/her duties in the event he/she is absent for three (3) consecutive meetings without reason of ill health or without other reasonable or valid excuse as determined by the Board of Directors.
- b. **Business to be Transacted:** The Board of Directors shall transact all business of the Association upon which it is not necessary to have a vote of the membership.
- c. **Policy Recommendation:** The Board of Directors shall recommend policies to the membership which it feels the Association should follow.
- d. **Action on Behalf of Association:** The Board of Directors may take action on behalf of the Association in the event an emergency arises and a meeting of the Association membership cannot be held. In order to take any such action, it shall be necessary to have the affirmative vote of three-fourths (3/4) of the membership of the Board of Directors.
- e. **Board of Directors Meetings:** The Board of Directors shall meet at the request of the President or the Secretary of the Association or when the Secretary has been requested in writing by five members of the Board of Directors to call such a meeting.
- f. **Authorization to Employ Legal Counsel:** The Board of Directors shall have the authority to employ such legal counsel as is necessary for the proper operation of the Association
- g. **Designation of Bank(s):** The Board of Directors shall have the authority to designate a bank or banks for the deposit of monies belonging to the Association.
- h. **Public Statements by Board Officers:** No member of the Board of Directors shall make any public statement, whether it be oral or in writing, pertaining to the Association or its members without prior board approval.

ARTICLE VIII

SALARIES

Section 1. The President elect shall be paid a salary of \$100.00 per month plus expenses incurred on behalf of the Association.

Section 2. The Vice President, the Secretary and Treasurer of the Association shall be paid a salary of \$100.00 per month.

Section 3. Members of the Negotiating Team shall be paid a salary of \$25.00 per meeting during active negotiations (from issuance of Letter of Intent to signing of Memorandum of Understanding).

ARTICLE IX

RECALL PROCEDURES

Section 1. Any officer or member of the Board of Directors of this Association is hereby declared to be subject to recall for conduct unbecoming an officer or member of the Board of Directors or for other good and sufficient cause. Prior to commencing recall procedures the officer shall be given the option to resign. The petition for the recall of the officer or member of the Board of Directors must be signed by not less than three-fourths ($\frac{3}{4}$) of the Board of Directors. Upon receipt of such petition, the President or Secretary shall thereupon proceed to hear and consider the charge against such officer or member of the Board of Directors. If he/she is recalled by a majority vote of the Board of Directors, then proceedings shall thereupon be initiated to appoint a successor.

ARTICLE X

MEETINGS

Section 1. General Membership Meetings: There shall be a quarterly General Membership meeting of the Association which shall be held during the months of January, April, July, and October on dates set by the Board of Directors at their first regular meeting after taking office in January of each year.

Section 2. Board of Directors Meetings: The Board of Directors shall meet monthly on dates and times set by the members of the Board. Notice of each and every meeting shall be given to every County department setting forth the date, time, place, and reason of such meeting.

Section 3. Special Meetings: A Special Meeting may be called at any time by the President or a majority of the Board of Directors or five (5) regular members of the Association upon written demand to the Secretary for the call of such a meeting stating the purpose for same. Any such meeting shall be caused to be held on a date not more than twenty (20) days after the receipt by the Secretary of the demand of such meeting. Notices shall be sent to each County department. The notices shall set forth the date, time, place, and reason of such meeting. Any person calling a special meeting shall be present at such meeting.

Section 4. Order of Business: All meetings shall be governed by procedures set forth in Roberts Rules of Order. The Order of Business at all meetings shall be as follows:

- a. Call to order;
- b. Calling the roll of Officers and members;
- c. Reading of the minutes of the last meeting;
- d. Communications and/or correspondence;
- e. Report of the Treasurer;
- f. Report of the Secretary;
- g. Report of the Committees;
- h. Old Business;
- i. New Business;
- j. Discussion of items not Agenized;
- k. Adjournment.

ARTICLE XI **FINANCES**

Section 1. Funds: All money paid to the Association shall be placed in a general operating fund. Funds unused from the current year's budget will be placed in reserve. The Treasurer shall transfer funds from one Association account to another whenever there is a need for such transfer and shall report such transfers at the following Association meeting.

Section 2. Expenditures: It shall not be permissible for the directors or the membership to order the expenditure of any item excluding retainer of general counsel and payment of disciplinary matters as set forth below, in an amount of one thousand (\$1,000) or more without approval of such expenditure by a majority vote at a regular or special meeting held subsequent to a ten day notice period. The Board may, in its sole discretion, elect to pay all, a percentage, or a certain amount of legal fees for representation in disciplinary appeals of individual members. The member must agree to pay any fees which the Board elected not to pay. The member must provide all necessary information to the Disciplinary Appeals Review Committee so that they may review the facts and hear the matter in order to provide a recommendation to the Board. In determining whether and how much the Board will pay for such representation, it shall consider the following: (1) the estimated cost of representation, (2) the likelihood of success, and (3) whether, and to what extent, representation in the disciplinary matter at hand will benefit the membership as a whole. The Board may also consider other factors which it deems relevant. Each matter should be considered on a case-by-case basis and shall not be precedential on any future decision.

Section 3. Annual Report - Pursuant to Government Code Section 3546.5, a detailed written financial report in the form of a balance sheet and an operating statement, signed and certified as to accuracy by the Treasurer, or other principal officers so designated by the Board of Directors, shall be prepared within one hundred-twenty (120) days after the end of the calendar year. The Board of Directors may, periodically, authorize a full audit of Association books and records.

ARTICLE XII
VACANCIES

Section 1. Committee Vacancies: Any vacancy on any committee which may occur during the year may be filled by appointment by the Executive Committee.

Section 2. Board of Director Vacancies: In case of a vacancy on the Board of Directors by resignation, death, or otherwise, the Executive Committee, will first exhaust the most recent voting results to fill vacancies, otherwise with the approval of the remaining directors, shall appoint a member to fill the unexpired portion of the term.

ARTICLE XIII
AMENDMENTS TO BYLAWS

Section 1. These Bylaws may be amended or altered by a majority vote of the General Membership by ballot. Email ballots are allowable as referenced in Article V Section 3. Any proposed amendments or alterations shall be submitted to the Board of Directors in writing. The Secretary shall prepare and distribute notice of proposed amendments along with a copy of the proposed amendments to every department at least twenty (20) days prior to the date set for voting on same. The Secretary shall prepare and distribute the necessary ballots for the foregoing purpose. A majority of votes received will be required to amend or alter the Bylaws.

ARTICLE XIV
PARLIAMENTARY AUTHORITY

Section 1. All meetings shall be governed by procedures set forth in the current edition of Roberts Rules of Order and shall be the final source of authority in all questions of parliamentary procedure when such rules are not inconsistent with the Bylaws of this Association. All questions or procedure to determined, and not covered by these Bylaws, shall be decided and ruled upon by the Board of Directors.

ARTICLE XV
DISOLUTION OF ASSOCIATION

Section 1. Upon the dissolution or winding up of this organization, its assets remaining after the payment of, or provision for the payment of, all debts and liabilities of this organization, shall be distributed to a charity, another employee association, or a social welfare organization if it is then in existence and organized and operated exclusively for charitable, religious, educational and/or social welfare purposes and exempt under IRC Section 501(c)(3) or 501(c)(4), but if not then in existence or so organized and operated or exempt, to another organization which is organized and operated exclusively for charitable, religious, educational, and/or social welfare purposes and which has established its tax-exempt status under IRC Section 501(c)(3) or 501(c)(4).