



BYLAWS

MODESTO CITY EMPLOYEES' ASSOCIATION

April 2011

*Modesto City Employee's Association
P.O. Box 3407
Modesto, CA 95353*

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REVISION HISTORY

Adopted September 18, 2002

Amended November 19, 2003

Amended November 16, 2005

Amended April 20, 2011

ARTICLE 1

NAME

Section A. Name

The name of this organization shall be the Modesto City Employees' Association.

Section B. Use of Association Name

The Association's name shall not be used for any purpose without the majority approval of the Association's Board of Directors (hereinafter, "the Board").

ARTICLE 2 CORPORATION

Section A. Nonprofit Mutual Benefit Corporation

This Association is a Nonprofit Mutual Benefit Corporation organized under the Nonprofit Mutual Benefit Law, California Corporations Code. The terms “Corporation” and “Association” may be used interchangeably within these Bylaws. The principal office of the Association for the transaction of business shall be located in the City of Modesto, State of California.

ARTICLE 3

PURPOSES AND OBJECTIVES

Section A. Purposes and Objectives of the Association

This Association is founded on the principle that its members, united in mutual interest and action in a spirit of cooperation, may through the free exercise of their constitutional freedoms of association and self-organization, best promote their own welfare. The purposes of the Association are:

- To provide and maintain a “labor organization” as the term is used in section 501(c)(5) of the Internal Revenue Code, that has as its principal purpose the representation of its members, as necessary and as provided for in these Bylaws, in matters regarding wages, hours of labor, working conditions, economic benefits, and other terms and conditions of employment
- To encourage activities tending to improve the morale and general welfare of the members
- To encourage adherence of all its members to high standards of conduct

Section B. Accomplishment of Purposes

The Association shall take the necessary steps for the accomplishment of these purposes.

ARTICLE 4

MEMBERSHIP

Section A. Non-Discrimination

There shall be no discrimination or restriction on membership because of race, color, creed, national origin, sex, age, marital status, political affiliation, sexual orientation, religion, citizenship, medical condition, or physical handicap.

Section B. Classes of Membership

There shall be one (1) class of membership in this Association.

1. Active Members

Active membership shall be limited to paid employees of the City of Modesto who occupy positions in the job classifications that are assigned to this bargaining unit, including those eligible members on leaves of absence approved by the City,.

Any member who is terminated or otherwise dismissed by the City and who appeals such termination or dismissal may remain a member in good standing pending the outcome of said appeal, including any judicial review thereof.

Section C. Member Standing

All members shall be considered in good standing provided their dues are not more than thirty (30) calendar days delinquent and they are not subject to disciplinary action by the Association's Board of Directors. The Board, upon a two-thirds ($\frac{2}{3}$) vote, may waive the payment of dues for members on leave. Members who are in good standing shall have the right to attend and address the general membership and vote, whereas members who are not in good standing shall not have this right.

Section D. Disciplinary Action

The Association's Board of Directors may institute disciplinary action against any member for good cause provided that the member is given notice of the reasons and provided an opportunity to respond to the charges. For example, and without limitation, a member may be disciplined for engaging in activity directed at decertifying the Association as the exclusively recognized labor organization for its bargaining units. The obligation of the member to pay an agency fee for representation is not affected by the termination of membership status for disciplinary reasons.

Section E. Termination of Membership

Association membership shall terminate for the following reasons:

- Death, resignation, or termination from city service
- Termination from City service subject to the provisions of Article 4, Section B.1
- Withdrawal pursuant to the Memorandum of Understanding between the City and the Association
- For good cause by the Association's Board of Directors

ARTICLE 5

APPLICATION, DUES AND ASSESSMENTS

Section A. Initiation Fee

An initiation fee shall be in an amount as determined by resolution of the Board and a simple majority of members present and voting at any regular or special meeting of members duly called pursuant to these Bylaws.

Section B. Dues Rates

Dues and assessments for each active member of the Association shall in no event be established at an amount that is insufficient to meet the Association's business needs.

Section C. Payment of Dues

Payment of dues shall be by authorized payroll deduction. Payment thus made shall be for the pay period for which the paycheck was issued. Members paying dues by salary deduction shall be considered in active status as long as the deduction authorization is in effect.

Section D. Waiver of Dues—Leave of Absence

The Board, by a two-thirds ($\frac{2}{3}$) vote, may waive the payment of dues by any member who is not receiving compensation from the City for one or more pay periods because of an authorized leave of absence. Authorized leaves of absence shall include any leave of absence as defined in the Memorandum of Understanding between the Association and the City.

Section E. Suspension of Dues—Disciplinary Action

The Board, by a two-thirds ($\frac{2}{3}$) vote, may suspend the payment of dues by any member who is not receiving compensation from the City for one or more pay periods because of disciplinary action by the City. Dues may be suspended for any member who is terminated or suspended from work without pay for one or more full payroll periods. Should the member appeal the discipline and be awarded back pay, the member may be reinstated to good standing upon payment of full or partial back dues and assessments, including Association Dues and Representation Dues, as determined by the Board.

Section F. Waiver of Dues—Military Leave

Any member who is drafted into the service of the Armed Forces of the United States, or who is mobilized (activated) as a member of the Military Reserve or National Guard for a National or State emergency, shall remain an active member without payment of dues for the duration of their military obligation involving the National or State emergency. This section shall not apply to voluntary enlistment nor to the normal obligations of Reserve/National Guard status (Summer camp or meetings) in any of the above military units.

ARTICLE 6

OFFICERS AND DIRECTORS

Section A. Corporate Powers

The executive and administrative power of the Corporation shall be vested in its Board of Directors. Directors shall be active members of the Association. The activities and affairs of the Corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board. The Board shall have all powers necessary to carry out all purposes of the Corporation including entering contractual agreements for purposes of providing professional services for the benefit of the members.

Section B. Access to Corporate Records

All active members have the right to inspect standing rules, minutes, financial records, and membership lists during normal business hours. Records not immediately available to the Secretary will be made available within thirty (30) calendar days of a written request being received by the Secretary, for purposes reasonably related to the person's interest as a member. Directors have an absolute right to inspect and copy any record of the Corporation at reasonable times.

Section C. Appointive Officers and Committees

The President of the Association may establish such appointive offices and committees as he/she deems are in the Association's best interests, and the same shall serve at the pleasure of the President. A majority of the Board must approve the appointment and dismissal of Officers and the establishment or disestablishment of committees. Dismissal of an appointive Officer may be for any cause whatsoever and need not be for dereliction of duty or malfeasance in office. The President may fill the vacancy of any appointive office in the same manner as an original appointment. The term of office of all appointive Officers shall expire upon the installation of a new President. In no event shall an appointive Officer hold office for more than two (2) years unless re-appointed to the office.

Section D. Officers and Directors

The Board of Directors shall consist of thirteen (13) members:

- Four (4) Officers on the Executive Board: President, Vice President, Secretary, and Treasurer

- Nine (9) Directors-at-Large from the Districts designated in Appendix A of these Bylaws

1. Executive Board (4)

a) President

The President shall:

- Be the chief executive officer of the Association
- Preside at all Association and Board meetings
- Enforce a strict observance of these Bylaws and all other laws, rules, and regulations applicable to the governing of the Association and the Board
- Be empowered to establish committees that are not otherwise provided for and appoint members thereto
- Be an ex-officio member of all committees
- Require all Association Officers to diligently and faithfully perform their duties
- Forthwith report to the Board any dereliction of duty that may come to the President's notice
- Announce the decisions of the Association or the Board on all subjects
- Sign all reports, certificates, documents, or correspondence that may be required
- Have authority to appoint a Sergeant-at-Arms to preserve order when necessary
- Call meetings of the Board and the Association as provided by these Bylaws
- Upon a majority vote of the Board, appoint a Parliamentarian who is well versed in these Association Bylaws and Robert's Rules of Order
- Appoint a newsletter editor
- Act as spokesperson for the Board in all matters upon which the Board is authorized to act
- At each general or special membership meeting, report on his/her activities and the Board's meetings and activities
- Perform other duties as required by the office or a majority of the Board

If the President is absent or unable to act, the Vice President shall assume the powers and duties of the office of President.

If both the President and Vice President are absent or unable to act, the Board shall select from its members a President pro tempore who, while so acting, shall possess all the powers of that office.

b) Vice President

The Vice President shall:

- Ensure that committee reports are made on time
- Provide direction for committees in cooperation with the chairperson
- Ensure that committee chairpersons submit reports in accordance with the Bylaws
- Contact all new eligible employees of the City and explain:
 - The Association’s objectives
 - The Association’s membership eligibility requirements
 - How to become Association members
- Explain to all new members their duties and obligations to the Association
- Perform other duties as required by these Bylaws or the President

c) Secretary

The Secretary shall:

- Maintain all Association books and records
- Keep the roll of the members
- Promptly prepare and log the minutes of all general membership meetings and Board meetings
- Following a meeting, distribute to each Board member a copy of the meeting minutes
- Establish and maintain an accurate filing system for all reports, minutes, and correspondence pertaining to Association business
- Attend to all correspondence and issue all notices, documents, and communications that are necessary to transact Association business but are not otherwise provided for in these Bylaws
- Keep a current inventory of the contents of any safe deposit box
- Collect and disseminate all Association mail
- Acknowledge all correspondence and maintain copies of all acknowledgements
- Direct the distribution, collection, and tabulation of all ballots
- Record the results of all voting and elections concerning the Association
- When directed by the Board, submit for an audit all books, records, papers, documents, etc. under his/her control or in his/her possession

- Notify the general membership and the Board of all regular and special meetings of the Board and the Association, stating, as a minimum, the time, date, and location of the meeting, and any special items that are to be brought before the membership in accordance with the Bylaws
- Perform other duties as required by the office or a majority of the Board

For performing these duties, the Secretary may be compensated in an amount established by the Board during the adoption of the annual budget.

At the expiration or termination of his/her tenure of office, the Secretary shall deliver to his/her successor all books, documents, files, papers, equipment, electronic or computerized files, and other matters belonging to the Association or to the office of Secretary.

d) Treasurer

The Treasurer shall:

- Collect and receive all income to the Association, whether by dues, donations, or any other manner whatsoever
- Ensure that all monies are properly accounted for and receipted
- Ensure that all monies except for petty cash are maintained in banks or other financial institutions as the Board may designate
- Pay all Association orders, charges, and expenses as directed by the Board
- Maintain the Association's financial records
- Prepare for each Board meeting and general membership meeting a financial report that states, at minimum, cash assets, depository of cash assets, income received, source of income, and the nature and extent of all disbursements since the last financial report
- Retain the services of a professional accountant or bookkeeper, subject to Board approval, to prepare all financial statements; prepare County, State, and Federal corporate tax returns; and provide general accounting services as required.
- Have the Corporation's books, accounts, and records in a condition for audit at all times and ready to turn over to his/her successor in the office of the Treasurer
- Ensure that all accounts are properly designated and that there is no commingling of personal or non-Corporate assets with the assets of the Corporation

The President may appoint an assistant to the Treasurer who shall become familiar with the Association's financial affairs and act in the absence of the Treasurer.

For performing these duties, the Treasurer may be compensated in an amount established by the Board during the adoption of the annual budget.

2. Directors-at-Large (9)

A Director-at-Large shall:

- Be elected from each of the nine (9) Districts as designated in Appendix A of these Bylaws
- Assist members in his/her District in employment relations with each member's supervisor, filing grievances, and securing professional representation for disciplinary matters.

A majority of the Board shall have authority to amend Appendix A, but only with regards to the work locations assigned to a District.

Section E. Job Stewards

Each District may have Job Stewards to assist its Director-at-Large in representing members and accomplishing the Association's purposes and objectives. Job Stewards are not members of the Board.

1. Duties and Responsibilities

Job Stewards shall assist members in their work units in employment relations with each member's supervisor, filing grievances, and securing professional representation for disciplinary matters. Each Job Steward shall serve as a liaison between unit members and their Director-at-Large to facilitate communications between the members and the Board.

2. Nomination and Appointment

A Job Steward may be nominated by his/her Director-at-Large or may volunteer for the position by notifying the President of his/her desire to serve.

The Board may periodically appoint or remove a Job Steward with or without cause.

3. Number of Job Stewards

There shall be no limit on the number of Job Stewards. The Association must endeavor to recruit and retain a reasonable number of Job Stewards in relation to the number of members represented in the unit.

4. Training and Abilities

Job Stewards shall have a working knowledge of these Bylaws, the Memorandum of Understanding between the Association and the City, and the grievance procedure applicable to the Association. Job Stewards shall attend all training provided by the Association.

Section F. Retiree Representative

The President, with concurrence by the Board, may appoint a Retiree Representative to serve as a liaison between the Board and retired former members of the Association. The Retiree Representative shall not vote on any Association matters and may be excused from any Board meeting at the discretion of the Board.

ARTICLE 7 TERMS OF OFFICE

Section A. Executive Board

The Executive Board consisting of the President, Vice President, Secretary, and Treasurer shall be elected for terms of two years. The term of office for President and Treasurer shall begin on even-numbered years. The term of office for Vice President and Secretary shall begin on odd-numbered years. There shall be no limit to the number of consecutive terms an Officer may serve.

Section B. Directors-at-Large

Directors-at-Large shall be elected for a term of two years according to the following schedule:

- The term of office for Directors of the First, Third, Fifth, Seventh, and Ninth Districts shall begin on odd-numbered years.
- The term of office for Directors of the Second, Fourth, Sixth, and Eighth Districts shall begin on even-numbered years.

There shall be no limit to the number of consecutive terms a Director may serve.

ARTICLE 8

ELECTION OF OFFICERS AND DIRECTORS

Section A. Nominating Committee

At the September Board meeting, the President shall appoint a nominating committee from the ranks of the active members to solicit and/or nominate candidates for the Board offices that are subject to election for the following year. At the October Board meeting, the nominating committee shall present the nominations to the membership present at the meeting. Additional nominations may be received from the floor.

Section B. Election

Following the October Board meeting, the election of Officers and Directors-at-Large shall be by mail ballot as provided for in Article 13.

Section C. Unopposed Candidates

No election shall be required for an Officer or Director-at-Large if the candidate is unopposed and meets the eligibility for office as required by Article 9.

Section D. Assumption of Office

The Officers and Directors-at-Large who are elected by a majority of the returned ballots shall assume office on January 1 of the following year. The elected Officers and Directors-at-Large shall be seated as the first order of new business at the January Board meeting.

ARTICLE 9

ELIGIBILITY FOR OFFICE

Section A. Minimum Requirements

An active member of the Association shall be eligible for any Association office and may be nominated in accordance with these Bylaws if he/she meets the following requirements:

- The candidate must be an active member of the Association.
- A candidate for Director-at-Large must submit an application for nomination that is endorsed by at least five (5) members of the candidate's District, and a statement that he/she will accept the position if elected.

Eligibility requirements for write-in candidates shall be the same as the requirements for an otherwise nominated candidate except that the endorsement requirement shall be met if the candidate receives a minimum of five write-in votes.

Section B. Employment Status

Members seeking election to an office in this Association must be on a full-time employment status with the City at the time nominations are made for the office.

Section C. Non-Bargaining Unit Members

Members not covered by the bargaining unit may not hold offices in this Association.

Section D. Review of Eligibility

After the close of nominations and before preparation of the ballot, the nominating committee shall examine each nomination to ensure that each candidate meets the minimum requirements for election.

ARTICLE 10

RESIGNATION OR REMOVAL FROM OFFICE

Section A. Termination of Employment

An office shall be deemed vacated when the elected Officer resigns from office or terminates employment with the City of Modesto by resignation, leave of absence, or retirement.

Section B. Default in Attendance

An office shall be deemed vacated when the Officer misses two or more consecutive Board meetings and/or two or more consecutive general membership meetings without a reason acceptable to the Board (mandatory overtime, vacation, self or family illness, etc.). A Board member who anticipates an absence shall provide advance notice to an Officer of the Executive Board. The Secretary shall keep the attendance records and advise the Board when an Officer appears in default. The Board shall present the default records to the general membership at the next regular meeting for a floor vote to determine if the office shall be deemed vacated.

Section C. Promotion

An office shall be deemed vacant when the elected Officer is no longer a member of the bargaining unit, either through advancement to management ranks or cancellation of Association membership.

Section D. Transfer

An office shall not be deemed vacant when the elected Director-at-Large is transferred out of the voting District from which the Director was elected. The Vice President shall, within thirty (30) calendar days of the Director's transfer, conduct a survey of at least sixty percent (60%) of the members of the old District, marking on a list each member's desire to continue or discontinue being represented by the transferred Director. If a majority of the surveyed members indicates that it does not want to be represented by the transferred Director, the position shall be declared vacant and thereafter filled pursuant to these Bylaws.

Section E. Recall

Members of the Association that are entitled to vote may recall any elective or appointive Officer by submitting to the Board a written petition that:

- Requests that a named Officer or Officers be removed from office
- Is signed by not less than twenty percent (20%) of the members of the Association, or, if the petition names a Director-at-Large, not less than twenty percent (20%) of the members in the Director's District

Upon the Board's receipt of the petition, the President shall appoint a committee of not less than three (3) voting members, not more than one (1) of whom signed the petition. Within three (3) business days of its creation, the committee shall prepare a secret ballot to be distributed to all voting members in accordance with Article 13. Should the Secretary be subject to recall, all duties of the Secretary in Article 13 shall be assigned to a Director-at-Large appointed by the President and confirmed by a majority of the Board.

The ballot shall contain the name of the Officer subject to recall, the office held, and the question: "Shall the above-named officer be recalled? Yes_ No_". The committee shall collect all secret ballots. In the presence of the President (or the Vice President if the President is subject to recall) and one (1) member chosen by the Officer subject to recall, the committee shall open each ballot separately and tally the same.

For Executive Board Officers, the recall shall fail unless a majority of all active members carried on the roster of the Association votes in the affirmative. For Directors-at-Large, the recall shall fail unless a majority of all active members of the District carried on the roster of the Association votes in the affirmative.

Section F. Removal from the Board of Directors for Cause

An Association member in good standing may file written charges against any Officer or Director at any Board meeting. Said charges shall be referred to a special committee of five (5) Board members: three (3) selected by the President and two (2) selected by those three. If the charges are against the President, the Secretary will appoint the three (3) members of the committee. Neither the Board member charged nor the member bringing the charges shall be a member of the committee.

A two-thirds ($\frac{2}{3}$) vote of the entire Board of Directors shall be necessary to impose any action on a member found guilty of any wrongdoing.

The Board may remove a Director for cause only if the Director is:

- Declared of unsound mind by a court
- Convicted of a felony
- Found by final court order to have breached his/her statutory duty of care

- Is absent for two (2) consecutive Board meetings, unless his/her absence is excused by a majority vote of the Board
- Found to be in violation of the Bylaws or the avowed purpose of the Association in a manner deemed detrimental to the good of the Association

Within five (5) business days, the removed Director may ask to appeal the Board's vote to the Association. At the next general or special membership meeting, the issue shall be presented to the membership by the President on behalf of the Association and by the appealing Board member on their own behalf. If the Association, by a majority vote of those present, affirms the action of the Board, the action of the Board shall stand. After such affirmation, such member's position on the Board shall be declared vacant and thereafter filled pursuant to these Bylaws.

ARTICLE 11

FILLING VACANCY OF OFFICE

Section A. Executive Board

If the office of the President is vacated, the Vice President shall fill the office. If the offices of the President and Vice President are vacated, the Secretary and then the Treasurer, if necessary, will fill the office of the President.

If the office of the Vice President, Secretary, or Treasurer is vacated, the President shall:

- Call for a special election to fill the vacancy
- Appoint a nominating committee from the general membership, who shall solicit candidate applications and prepare a list of candidates in accordance with Article 8
- If the office is vacated in the last twelve (12) months of its term, with concurrence of a majority of the Board, appoint a successor for a full two (2) year term

Section B. Directors-at-Large

If the office of any Director-at-Large is vacated during the first twelve (12) months of its term, the President shall call for a special election to fill the vacancy.

If the office of any Director-at-Large is vacated in the last twelve (12) months of its term, the President, with concurrence of a majority of the Board, shall appoint a successor from the ranks of the District vacated.

Section C. Special Election

When the President calls for a special election pursuant to Sections A or B, the Secretary (or a Board member designated by the President if the Secretary's office is vacant) shall within fifteen (15) days of the vacancy, mail ballots to the membership in accordance with Article 13 and as follows:

- For the office of Vice President, Secretary, or Treasurer, ballots shall be sent to all members.
- For the office of Director-at-Large, ballots shall be sent to members in the affected District as of the ballot mailing date.

On or about the fifteenth (15th) calendar day after the ballots are mailed, the Board shall convene a special meeting, open and tally the ballots returned, and notify the newly elected Officer or Director of the election result. The newly elected Officer or Director shall be seated as the first order of business at the next Board meeting.

ARTICLE 12

COMMITTEES

Section A. Standing Committees

The following permanent committees may exist:

- Negotiations Committee
- Social Affairs and Charities Committee
- Budget Committee
- Membership Committee
- Employee Benefits Committee

Section B. Committee Membership

Except for the Negotiations Committee, all committees shall consist of:

- A chairperson, who shall be a Director-at-Large and appointed by the President
- At least two other members appointed by the chairperson from the general membership
- The President (or the Vice President at the direction of the President), as an ex-officio member

Section C. Negotiations Committee

The Negotiations Committee shall consist of at least five (5) but no more than eight (8) members:

- The President, who shall be the chairperson.
- Remaining members shall be appointed by the President and approved by the Board from a list of members nominated by the Directors-at-Large. Each Director-at-Large may nominate one or more members from his/her District (including him/herself).

The composition of the Negotiations Committee should be approximately reflective of the Districts represented by the Association.

Section D. Special Committees

In addition to the standing committees set forth in Section A of this Article, the President, subject to the approval of the Board, may establish special committees as and when the President deems appropriate.

Section E. Limit on Number of Chairs

Members of the Board shall not chair more than one standing committee and one special committee at the same time. As the Secretary is responsible for maintaining proper records of the reports received from various committees, the Secretary shall not chair a standing committee. However, the Secretary may serve on a special committee.

ARTICLE 13

MEMBER VOTING RIGHTS

Section A. Voting Rights

The Corporation shall have one class of membership for purposes of voting and the transaction of Corporation business. Each active member shall have equal voting rights. Individuals who are agency fee payers shall not be entitled to vote on any Association matter.

Section B. Voice Vote

Voting or balloting by the general membership shall be by voice vote only, except in the case of:

- Amendment to the Bylaws
- Election or recall of Officers
- Ratification of a Memorandum of Understanding between the Association and the City
- Other matters as deemed appropriate by a majority of the Board

Section C. Secret Ballots

When a voice vote is not permitted pursuant to the preceding section, a secret ballot shall be used. Secret ballots shall be prepared at the direction of the Secretary with the assistance of the Association's counsel. The Secretary shall direct the distribution of the ballot. At least ten (10) calendar days prior to the next regular or special membership meeting, the Secretary shall cause a ballot package to be delivered to each active member. The ballot package shall include the ballot and a first-class, postage prepaid, self-addressed, stamped return envelope to the address designated by the Secretary. On the backside of the return envelope, an area shall be clearly marked or labeled for the member to print and sign their name for voting eligibility verification. Ballots not returned to a designated ballot box may be returned to the Secretary at any time prior to the start of the designated meeting.

Section D. Mail Ballots

When a voice vote is not permitted pursuant to Section B, the Board may designate a mail ballot. At least fifteen (15) calendar days prior to the next regular or special membership meeting, the Secretary shall cause a ballot package to be mailed to each active member's current mailing address on file with the Association. The ballot package shall include the ballot and a first-class, postage prepaid, self-addressed, stamped envelope for return to the address designated by the Secretary. On the backside of the return envelope, an area shall be clearly marked or labeled for the member to print and sign their name for voting eligibility verification. Returned mail ballots must be signed by the member to be valid. Ballots not returned by mail may be returned to the Secretary at any time prior to the start of the designated meeting.

Section E. Ballot Tabulation

It shall be the duty of the Secretary to collect and tabulate all ballots. The President shall appoint a committee of at least three (3) members, including the current Secretary. The committee shall open and tally each ballot in the presence of two (2) Board members who shall certify the correctness of the tabulation on a vote summary. The Secretary shall maintain in a secure place all written ballots, including any receipts or envelopes, for a period of ninety (90) calendar days after the vote has been certified. Thereafter, the ballots shall be destroyed. The vote summary shall become a permanent record of the Corporation. Results of the ballot tabulation shall be announced immediately following the ballot count.

Section F. Proxies

Proxy votes shall not be allowed.

ARTICLE 14

GENERAL AND SPECIAL MEETINGS

Section A. General Membership

The Association shall hold not less than two general membership meetings per calendar year. All general membership meetings shall be held at a time and location selected by the Board and posted by the Secretary not less than fourteen (14) calendar days prior to the meeting. Additional meetings may be scheduled at any time at the discretion of the Board.

Section B. Special Meetings

The President may call special meetings of the general membership. The President shall also call a special meeting within fourteen (14) calendar days after receiving a request for such a meeting signed by at least ten percent (10%) of the Association membership.

Section C. Emergency Meetings

The Board may call an emergency meeting should they deem necessary. The Board shall endeavor to contact all members, by any means available, to advise the members of the time, place, and purpose of the meeting.

Section D. Notice of Meetings

The Secretary shall, at least fourteen (14) calendar days prior to all regular and/or special meetings, post a notice of the meeting at the primary work location of each District. Meeting notices posted shall contain the agenda known on the posting date. Any additional topics to be discussed shall not be voted on by the membership at that meeting, but shall be tabled until the next general or special meeting and properly noted on the next agenda. If an issue is urgent enough to require a timely vote, the members present may vote to call for a special meeting for that purpose.

Section E. Guests

Guests shall be permitted to attend general membership meetings when accompanied by an Association member, with approval of the President. No guest shall address the membership at any regular or special meeting without prior approval by the Board. The President shall limit the time and subject matter of any guest addressing the membership. Guest speakers will make their presentation prior to the Association conducting other business. All other business at any regular or special meeting shall be restricted to matters relating to bargaining unit members only.

Section F. Non-Bargaining Unit Members

Members not represented by the bargaining unit shall not participate in discussions nor vote on matters relating to wages, hours, or other terms and conditions of employment, and shall not be present in the meeting hall when such matters are under discussion.

Section G. Quorum

Those present at a general and/or special meeting shall constitute a quorum for that meeting provided that notice of the meeting has been duly posted in accordance with these Bylaws.

Section H. Conduct of Business

The Association's Bylaws and Robert's Rules of Order shall govern the conduct of Association business. In the event of a conflict, the Bylaws will prevail. The President may declare restrictions on the time and subject matter of a member speaking at any meeting.

Section I. Voting

Any member in good standing may vote on any issue properly before the membership.

Section J. Parliamentarian

The Parliamentarian, if appointed, shall be well versed in the rules and Bylaws under which the Association conducts business, and shall attend all meetings of the Board and the general membership. The Parliamentarian will have no voting power on the Board.

Section K. Responsibilities of Members

It shall be the responsibility of all members to attend all general and special membership meetings and to keep themselves informed regarding the proceedings of all membership meetings. It is the responsibility of each member to become familiar with the operational rules of the Association, including these Bylaws.

ARTICLE 15

BOARD OF DIRECTORS MEETINGS

Section A. Regular Meetings

The Board shall meet monthly to manage the affairs of the Association, at a time and place to be announced by the President. The President shall give each Board member at least seven (7) calendar days' notice prior to each meeting.

Section B. Special Meetings

Members of the Board and/or the President may call for special meetings of the Board at any time. Five (5) members of the Board are necessary to request such special meeting. The President may call such special meeting at any time it is deemed necessary, subject to three (3) business days' notice if delivered by first-class mail or forty-eight (48) hours' notice if delivered personally, by telephone, or by electronic mail. Notice of the special meeting need not be given to any Director who:

- Signs a waiver of notice or a written consent, whether before or after the meeting
- Signs an approval of the meeting minutes
- Attends the meeting without protesting before or at its commencement the lack of such notice to such Director

All such waivers, consents, and approvals shall be filed with the corporate records or made part of the meeting minutes.

Section C. Action without Meeting

Any action required or permitted to be taken by the Board may be taken without a meeting if a majority of the Board members individually or collectively consents in writing to such action. Such written consent(s) shall be filed with the minutes of the Board proceedings. Action by written consent shall have the same force and effect as the unanimous vote of the Directors. Such action may be taken by telephone or electronic mail vote if the required written consent is obtained within seventy-two (72) hours of the vote.

Section D. Open Board Meetings

Board meetings shall be open to the general membership. Any member may address the Board, make requests, provide information, or attempt to influence Board action. The right of a general member to speak at such meeting may be restricted as to time and subject matter as approved by the President.

Section E. Voting by the Board of Directors

Voting on corporate matters properly before the Board shall be by Board members only. Voting by the Board shall be open. Secret ballots are permitted only when considering a benefit for an individual member or when any three (3) Board members ask for a secret ballot. Proxy votes shall not be allowed.

Section F. Closed Board Meetings

The Board may, immediately prior to or after any regularly called general membership, special membership, or Board meeting, meet in closed session with only Board members and legal counsel or representatives present, to discuss matters of litigation, confidential member issues (such as discipline against the member by the City), or the possibility of sanctions against members. No action binding upon the Association shall be taken at a closed meeting. Items discussed in a closed meeting may be brought before the Board or the general membership during the regularly scheduled open meeting.

Section G. Challenge of Board of Directors Action by Membership

Upon the written request of ten percent (10%) of the Association in good standing, delivered to any Board member, the Secretary shall call a special meeting in accordance with these Bylaws to determine the propriety of action at any Board meeting held within the thirty (30) calendar days prior to the delivery of the request.

Section H. Quorum

At least seven (7) members of the Board shall be present to constitute a quorum for a Board meeting. No action may be voted upon without a quorum present.

Section I. Majority Vote

A majority vote of the Board members present shall govern.

Section J. Agenda

The Board may adhere to the following agenda at each meeting. No action shall be taken on an item not properly on the agenda unless a majority of the Board present deems the matter to be of an urgent or emergency nature.

1. Call to order and roll call of the Board of Directors
2. Pledge of Allegiance
3. Guest speakers
4. Approval of minutes of the previous meeting
5. Treasurer's report
6. Committee reports
7. Vice President's report
8. Counsel/representative's report
9. President's report
10. Unfinished business
11. New business
12. Any matter which any Director wishes to bring before the Board
13. Any matter which any member wishes to bring before the Board
14. Designation of the next meeting date
15. Adjournment

Section K. Minutes and Agendas

In addition to any other postings or distribution of minutes, agendas, or notices required by these Bylaws, the Secretary shall cause to be delivered to each Board member who shall in turn arrange for distribution to their membership.:

- Within seven (7) days following any Board, special membership, or general membership meeting, a copy of the previous meeting's minutes.
- No less than five (5) days before any Board, special membership, or general membership meeting, the agenda for the next meeting.
- Upon posting, a copy of any Association notice.

Section L. Representatives or Delegates

The Board may select representatives or delegates to attend organizational functions that are deemed relevant to the Association's purposes.

ARTICLE 16

FINANCIAL RESPONSIBILITY

Section A. Fiscal Soundness

The Board shall be responsible for maintaining the fiscal soundness of the Corporation. The Board shall at all times adhere to the Corporation's budget and, to the best of its abilities, shall endeavor to maintain the expenses of the Corporation within the limits of its income. Association funds shall be maintained in accounts as designated by the Board.

Section B. Fiscal Year

The fiscal year shall commence January 1 and end on December 31 of each year.

Section C. Fiscal Planning

It shall be the duty of the Board to:

- Conduct the fiscal affairs of the Corporation in a manner that anticipates reasonable emergency expenditures not provided for in the budget.
- Provide a reserve fund to meet these emergencies.

Section D. Budget Preparation and Adoption

By October of each year, it shall be the duty of the Board to cause to be prepared a proposed annual budget for the ensuing fiscal year. The Board, at a special meeting prior to January 1, shall modify the proposed budget as it sees fit and adopt the budget. The budget shall then be made available to all active members of the Association.

Section E. Challenge of Budget

The budget shall be effective unless twenty percent (20%) of the membership challenges it by petition within two (2) weeks following the adoption of the budget. In such case, a special meeting of the general membership shall be called within fourteen (14) calendar days of the date the petition is presented to the President. At that meeting, the membership shall consider the budget adopted by the Board and either adopt it, or modify it as the membership sees fit and adopt it as modified.

Section F. Budget Expenditures

The Board shall at all times be authorized to approve the allocation of any sum falling within the adopted budget. However, the Board is authorized to modify or amend the adopted budget, as may be required.

Section G. Account Signatures

Disbursement of Association funds shall require two signatures. On all accounts maintained by the Association in a financial institution, the signature of the Treasurer and the President, or the Vice President in the absence of the President, shall be required for the transfer or withdrawal of funds, or as signatories on checks or other drafts issued by the Association. No personal expense funds shall be drawn without the submission of an expense statement indicating the date and reason for such expense and approval by the Board.

Section H. Annual Audit

A Certified Public Accountant (CPA) designated by the Board shall conduct an annual audit once per fiscal year. The audit shall consist of a review of Association minutes, Treasurer's records, and roster of members to insure proper receipt and disbursement of Association funds using standard accounting methods. The CPA shall prepare and deliver a written report to the President. The President shall submit copies of the CPA's report to the Board and the report shall be available to the members.

Section I. Insurance

The Board shall maintain insurance policies as necessary or appropriate in the exercise of its business judgment.

ARTICLE 17

EXPENSE AUTHORIZATION AND REIMBURSEMENT

Section A. Board Authorization

The Board may authorize reimbursement of expenses for travel, lodging, meals and incidentals incurred by Association members for attending functions on behalf of the Association. Expenses authorized through the annual budget process for attendance at conferences or training seminars shall not require additional authorization. Allowed expenses shall be subject to the provisions of this Article.

Section B. Travel and Lodging

1. Automobile

Mileage reimbursement shall be made in accordance with the rate established by the General Services Administration (GSA). Mileage over 300 miles one-way shall require the Board's prior approval.

2. Rental Cars

Rental cars shall not be authorized if other feasible means of transportation are available. When authorized, rental cars shall be arranged in advance through the Association whenever possible.

3. Transportation Expenses

Reimbursement for actual expenses incurred shall be made for cab or bus fares, other forms of public transportation, parking, and tolls. Receipts shall be required.

4. Commercial Travel

Travel by air or rail shall not be authorized if other feasible means of transportation are available. When authorized, travel by air or rail shall be arranged through the Association whenever possible.

5. Lodging

Lodging reimbursement shall be made in accordance with the rate established by the General Services Administration (GSA). When authorized, lodging shall be arranged through the Association whenever possible.

Section C. Meals

1. Meals

With prior approval of the Board, reimbursement for meals and other incidental expenses shall be in accordance with the approved per diem rate established by the General Services Administration (GSA)

Meals shall not be authorized for spouses or guests except when approved in advance by the Board.

Section D. Expenses Advances

The Board may authorize expense advances for travel, meals, and lodging as established in Sections B and C. Requests shall be submitted to the Treasurer.

Section E. Emergency Expenditures

Should an emergency arise that requires an expenditure of funds, the President may authorize the expenses subject to Article 16, Section C.

ARTICLE 18

LOANS AND INDEBTEDNESS

Section A. Loans Prohibited

This Association shall not make loans for any reason.

ARTICLE 19

ASSOCIATION HOLDINGS

Section A. Real Property

In addition to its accounts in various financial institutions, the Association may hold a portion of its assets in real property, real estate, and/or buildings and leases thereon, subject to the approval of the Board and general membership.

Section B. Building and Real Property Committee

A Director-at-Large appointed by the President shall chair the Building and Real Property Committee. This committee shall report its actions, recommend changes in operating procedures and policies, and report the general state of affairs to the Board and to the membership at each general meeting.

ARTICLE 20 LEGAL FUND

Section A. Purpose of Fund

A Legal Fund shall be maintained by the Association to pay the cost of arbitrations and associated expenses resulting from the appeal of disciplinary action upon a member or agency fee payer by the City. The Legal Fund may also be used for the payment of legal fees for any legal action involving the Association that is not otherwise provided under agreement with the Association's legal counsel.

Section B. Maintenance of Fund

The Board shall administer the Fund. The fund should be maintained as a separate standing account and should be interest bearing. The account may include, but is not limited to, the use of timed certificates, money market accounts, bonds, or other financial instruments that are interest bearing. The Treasurer shall be responsible for periodically reinvesting funds as they mature or become less productive, with the prior approval of the Board. The Treasurer should consider the rate of return on investments balanced against the liquidity of the funds for use when needed, perhaps on short notice. The Treasurer shall keep the Board advised as to reinvestments to be made or any interest-bearing accounts that are becoming nonproductive. All expenditures shall be limited to the amount then on deposit in the Legal Fund account unless it contains insufficient funds to pay authorized obligations. In such case, upon Board approval, payment may be made from the Association's general fund, which may be replenished by Legal Fund monies as soon as practicable thereafter.

Section C. Limits on Expenditures

In the exercise of its business judgment, the Board may authorize or ratify expenditures from the Legal Fund in fulfillment of its duty of fair representation.

Section D. Appeal of Denied Requests

Any Legal Fund expenditure request that is denied by the Board may be appealed to the general membership at a general membership meeting. Within five (5) business days following notice of the Board's denial, any member or agency fee payer making a request for financial assistance under this section shall file a written notice of appeal with the Board and shall appear either personally or through a representative at the next regular scheduled meeting of the general membership for a hearing regarding the merits of the request.

Section E. Defense of Acting Supervisors or Managers

The Board shall not be required to authorize expenditures from the Legal Fund for the defense of any member or agency fee payer who, while serving in an acting capacity as a supervisor or manager within a classification that is not within the bargaining unit(s) for which the Association is the exclusive representative, is disciplined or criticized for failing to fulfill job responsibilities that are predominantly supervisory or managerial in nature.

Section F. Duty of Fair Representation

This Article's description of the Legal Fund and its uses shall neither expand nor abrogate the Association's preexisting legal duty of fair representation to its members and agency fee payers as their exclusive representative under applicable law.

ARTICLE 21 POLITICAL ACTIVITY

Section A. Political Action Committee

Upon action by the Board, the Association may establish a Political Action Committee (PAC) for the purpose of endorsing and financially supporting candidates for political office. All actions of the PAC shall comply with the separate rules establishing and governing the PAC. Political activity directed at influencing legislation and political activity directed at influencing the outcome of candidate elections for public office engaged in by the Association and its PAC, if any, shall conform to the requirements of the Internal Revenue Code to preserve the Association's tax exempt status under IRC section 5019(c)(5).

ARTICLE 22 AMENDMENTS

Section A. Amendments by the Board of Directors

By majority vote, the Board may amend, modify, change, or repeal these Bylaws unless such action would:

- Materially affect the voting rights of members.
- Authorize new classes of membership or eliminate existing classes of membership.
- Change the minimum or maximum number of Officers.
- Increase or decrease the terms of Officers or Directors.
- Increase or decrease the quorum for meetings.

Should a majority of the Board wish to amend these Bylaws in a manner that would result in any of the above actions, the Board shall propose the amendment to the membership in accordance with Section C.

Section B. Amendments by the Membership

The membership may amend, modify, change, or repeal these Bylaws, in whole or in part, by a two-thirds ($\frac{2}{3}$) vote of the valid ballots cast in accordance with Section C.

Amendments shall be proposed in writing and submitted to the Board for consideration at its next regularly scheduled meeting. The Board shall not be empowered to accept or reject any proposed amendment, but may offer advice and suggest changes to the submitting member or members. Following consideration by the Board, the proposed amendment shall be submitted to the Secretary with the signatures of at least twenty percent (20%) of the eligible voting membership of the Association.

Section C. Voting on Amendments

At least fifteen (15) calendar days prior to the next regularly scheduled or special meeting of the Association, the Secretary shall cause to be mailed to each member qualified to vote, a copy of the proposed amendment together with a ballot as provided for in Article 13. At the meeting, the returned ballots shall be counted and the results made known to the membership during the meeting. Of the eligible voting members submitting ballots, a two-thirds ($\frac{2}{3}$) affirmative vote of the ballots returned shall be required for any amendment to be accepted.

Section D. Ratification and Adoption

Pursuant to the existing Bylaws, these Bylaws, replacing all previous Bylaws and amendments thereto, shall become effective immediately upon ratification and adoption by a majority vote of members present at a regular or special meeting of the membership.

Section E. Future Amendments

Future amendments made pursuant to Article 22 shall become effective immediately upon ratification and adoption as provided for in Article 22.

ARTICLE 23

SAVINGS CLAUSE

Section A. Savings Clause

If any provision of these Bylaws shall be held invalid by operation of law or by any court of competent jurisdiction, the remainder of these Bylaws shall not be mitigated and shall remain in full force and effect until revised according to due process.

APPENDIX A

DIRECTORS-AT-LARGE

Pursuant to Article 6, Section D.2, Directors-at-Large shall be elected from each of the following nine (9) Districts:

1. First Director—Elected at large from members assigned to District One (1), this Director shall be the representative for members assigned to the Public Works Department: Water Quality Control Services Division, Environmental & Regulatory Services Administration, Water Quality Control Operations.
2. Second Director—Elected at large from members assigned to District Two (2), this Director shall be the representative for members assigned to the Public Works Department: Water Quality Control Services Division, Water Quality Control Plant Maintenance (Jennings); Parks, Recreation, & Neighborhoods Department: Biosolids Compost.
3. Third Director—Elected at large from the members assigned to District Three (3), this Director shall be the representative for members assigned to the Public Works Department: Water Quality Control Services Division, Wastewater Collections, Water Quality Control Plant Maintenance (Sutter).
4. Fourth Director—Elected at large from members assigned to District Four (4) this Director shall be the representative for members assigned to the Public Works Department: Water Services Division; Finance Department: Central Stores (Corporation Yard).
5. Fifth Director—Elected at large from members assigned to District Five (5), this Director shall be the representative for members assigned to the Community & Economic Development Department; Public Works Department: Airport.
6. Sixth Director—Elected at large from members assigned to District Six (6), this Director shall be the representative for members assigned to the Parks, Recreation, & Neighborhoods Department: Building Services, Community Forestry, Parks Services, Pruned Refuse; Public Works Department: Fleet Services, Streets.
7. Seventh Director—Elected at large from members assigned to District Seven (7), this Director shall be the representative for members assigned to the Parks, Recreation & Neighborhoods Department: CDBG Housing Rehabilitation, JPA Building Engineering, Modesto Centre Plaza, Neighborhood Stabilization.
8. Eighth Director—Elected at large from members assigned to District Eight (8), this Director shall be the representative for members assigned to the Fire Department: Regional 911 Center, Stores Keeper, Mechanics; Police Department: SEDA Accounting Tech, PD Payroll, Custodians, Records Clerk; Public Works Department: Transit; Finance Department: (except Central Stores)
9. Ninth Director—Elected at large from members assigned to District Nine (9), this Director shall be the representative for members assigned to the Utility Planning & Projects Department and the office of the City Clerk.

A majority of the Board shall have authority to amend this Appendix, but only with regards to the work locations assigned to a District.

APPENDIX B

AGENCY FEE NOTICE, CHALLENGE AND ESCROW PROCEDURES

Section A. Agency Fee Notice

As required by the Public Employment Relations Board regulation 32992, the Association shall provide annual notice to each nonmember in its bargaining unit who will be required to pay an agency fee. The notice shall include:

1. The amount of the Association's dues and the agency fee;
2. The percentage of the agency fee amount that is attributable to chargeable expenditures and the basis for this calculation;
3. The amount of the agency fee to be paid by a nonmember who objects to the payment of an agency fee amount that includes nonchargeable expenditures (hereinafter referred to as an "agency fee objector"); and
4. Procedures for objecting to the payment of an agency fee amount that includes nonchargeable expenditures and challenging the calculation of the nonchargeable expenditures.

The calculation of the chargeable and nonchargeable expenditures will be based on an audited financial report and the notice will include either a copy of the audited financial report used to calculate the chargeable and nonchargeable expenditures or a certification from the independent auditor that the summarized chargeable and nonchargeable expenditures contained in the notice have been audited and correctly reproduced from the audited report.

The written notice shall be sent/distributed to the nonmember either:

1. At least 30 days prior to collection of the agency fee; or
2. Concurrent with the initial agency fee collection, provided the escrow requirements are met.

Section B. Agency Fee Challenge Procedure

1. A challenge to the amount of the agency fee must be filed in writing with the Association's President, Vice President or Secretary within thirty (30) calendar days following distribution of the notice required by Public Employment Relations Board regulation 32992.
2. An agency fee payer who disagrees with the Association's determination of the chargeable expenditures contained in the agency fee amount and who files a timely agency fee challenge with the Association shall be hereafter known as an "agency fee challenger."
3. Upon receipt of an agency fee challenge, the Association shall within 45 days of the last day for filing a challenge request a prompt hearing regarding the agency fee before an impartial decisionmaker.
 - (a) The impartial decisionmaker shall be selected by the American Arbitration Association or the California State Mediation Service. The selection between these entities shall be made by the Association.
 - (b) Any party may make a request for a consolidated hearing of multiple agency fee challenges based on case similarities, including but not limited to, hearing location. At any time prior to the start of the hearing, any party may make a motion to the impartial decisionmaker challenging any consolidation of the hearing.
 - (c) The Association bears the burden of establishing the reasonableness of the amount of the chargeable expenditures.
 - (d) Agency fee challenge hearings shall be fair, informal proceedings conducted in conformance with basic precepts of due process.
 - (e) All decisions of the impartial decisionmaker shall be in writing, and shall be rendered no later than 30 days after the close of the hearing.
 - (f) All hearing costs shall be borne by the Association, unless the Association and the agency fee challenger agree otherwise.

Section C. Escrow of Agency Fees

If agency fee objectors are identified before fee collection begins for the agency fee year, there shall be an advance reduction in fees and/or advance rebate for those agency fee objectors.

If agency fees are collected before agency fee objectors are identified, the Association shall place in escrow, in an independently controlled escrow account, in an independent financial institution, all agency fees collected until the Association provides appropriate rebates and/or fee reductions for agency fee objectors.

If not otherwise escrowed, the Association shall place in escrow, in an independently controlled escrow account, in an independent financial institution, all agency fee amounts reasonably in dispute until all agency fee challengers are identified and, thereafter, continue to escrow the amounts in dispute for all agency fee challengers until the challenges are resolved by the impartial decision maker or mutual agreement between the agency fee challenger and the Association has been reached on the proper amount of the agency fee, whichever comes first.

Interest at the prevailing rate shall be paid by the Association on all rebated fees

