

Marin County Management Employee's Association By-Laws

PREAMBLE

This Association is organized to advance and improve the interests of its members in the matters of their wages, benefits, hours, working conditions and general welfare, to represent its members in employment relationships, to negotiate and ratify collective bargaining agreements for represented employees, to improve public service, and to promote harmony and cooperation among employees and employers.

ARTICLE 1— ORGANIZATION

- Section 1. This organization shall be known as the Marin County Management Employees Association. (MCMEA or Association).
- Section 2. The Association shall be an independent, self-governing organization consisting of permanent full-time and part-time supervisory, professional and mid-management employees of the County of Marin service in classification as may be certified to the MCMEA bargaining unit by the Marin County Personnel Commission from time to time.
- Section 3. All meeting shall be governed by Robert's Rule of Order, unless superseded by specific Association rules.
- Section 4. This Association is organized as a non-profit Association and does not contemplate pecuniary gain or profit to its members. Notwithstanding any of the statements of purpose and powers contained in these Bylaws, this Association shall not, except to any insubstantial degree, engage in the activities or exercise any powers that are not in furtherance of the specific purposes of the Association.
- Section 5. The principal mailing address of the Association shall be located at PO Box 4231, San Rafael, Ca. 94913. The Board of Directors may, at any time, establish substitute, branch or subordinate offices at any place or places where the Association is qualified to conduct business.

ARTICLE II— MEMBERSHIP

- Section 1. All supervisory, professional, and mid-management employees of the County of Marin service in classification as may be certified to the MCMEA bargaining unit by the Marin County Personnel Commission from

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time to time shall be eligible for membership, including full-time and part-time permanent staff.

Section 2. Eligible employees shall become members upon authorization of payment of dues.

Section 3. Non-members may be charged an hourly rate for any services requested beyond the scope of the MOU. The rate for services will be determined by MCMEA Board at the time of services rendered. Non-members can always contact and pay for their own private attorney.

Section 4. Members in good standing shall have the right to attend meetings, vote, hold office and participate in all Association affairs. Members shall have the responsibility to fulfill the purposes and goals of the Association.

Section 5. For purposes of these Bylaws, a "Member in Good Standing" shall be defined as a Member who has submitted their membership application to the Department of Human Resources, who is not suspended and whose membership has not been terminated, and who has complied with all other applicable requirements of membership in the Association, including timely payment of membership dues.

Section 6. Retired employees shall be Associate Members. Associate Members do not pay dues, vote or hold office unless otherwise provided herein.

Section 7. A maintenance of membership condition shall exist, allowing employees to terminate their membership only during the 30 days prior to the expiration of a negotiated contract with the County. Such termination must be in writing to the Human Resources Department and will be effective on the first day following expiration of the current contract.

Section 8. Disciplinary Procedures:

TERMINATION AND SUSPENSION OF MEMBERSHIP.

Membership in the Association may be terminated upon the occurrence of any of the following events:

1. Voluntary Resignation. Voluntary resignation of a Member upon reasonable written notice to the Association.
2. Ineligibility. The occurrence of any event that renders a Member ineligible for membership, or the failure of any Member to satisfy

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the membership qualifications set forth herein or otherwise promulgated by the Association.

3. Failure to Pay Dues. By election of the Board of Directors, if a Member fails to pay dues, fees or assessments (if the Member is so required by these Bylaws) within thirty (30) days of the due date.

4. Expulsion. A Member may be expelled or suspended from Membership at election of the Board of Directors (or committee authorized by the Board of Directors to make such a determination (the "Discipline Committee"), if the Board determines that a Member has in a material and serious manner failed to observe the rules of conduct of the Association, or has engaged in conduct materially and seriously prejudicial to the purposes and interests of the Association. If the Board of Directors (or Discipline Committee) determines that a reasonable basis exists for the expulsion or suspension of a Member hereunder, the Board of Directors (or Discipline Committee) shall follow the procedure set forth below:
 - (i) The Board of Directors (or Discipline Committee) shall give the Member fifteen (15) days prior written notice of the proposed expulsion or suspension, which notice shall set forth the reasons for the proposed expulsion or suspension. Notice shall be given by any method reasonably calculated to provide actual notice. Any notice given by mail shall be sent by first class or registered mail to the Member's last address and shown on the Association's or the City's or the County's records.

 - (ii) The Member shall be given an opportunity to be heard, either orally or in writing, at least five (5) days before the effective date of the proposed expulsion or suspension. The hearing shall be held, or the written statement shall be considered, by the Board of the Directors (or Discipline Committee).

 - (iii) Within seven (7) days of the date of consideration by the Board of the Directors (or Discipline Committee) of the Member's challenge to a proposed expulsion or suspension, the Board of the Directors (or Discipline Committee) shall vote upon the proposed expulsion or suspension. In the event that a majority of the Board of Directors (or a majority of the Discipline Committee) votes in favor of the proposed

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expulsion or suspension, the Member shall be suspended or expelled as the Board of the Directors (or Discipline Committee) so determines. The decision of the Board of the Directors (or Discipline Committee) shall be final unless one-third (1/3) of the Members in Good Standing petition that the expulsion or suspension be placed on the agenda at the next regular or special meeting of the Members, and two-thirds (2/3) of the Members in Good Standing present at the meeting constituting a quorum overturn or modify the suspension or expulsion.

- (iv) Any expelled or suspended Member may appeal a determination of expulsion or suspension by serving a Notice of Intent to Appeal to the President of the Association within twenty (20) days of the effective date of the expulsion or suspension. All appeals shall be subject to hearing before the Board of the Directors. The ruling of the Board of the Directors following the appeal hearing shall be final and binding upon the expelled or suspended Member, and shall represent the decision of the Association with respect to that matter.

Section 9. Arbitration Clause

Where there is a right to appeal provided for in these Bylaws, the Members shall be required to exhaust all available internal Association remedies before pursuing any external remedy. Over and above this requirement, members shall submit to final and binding arbitration any dispute, claim or controversy arising between them and the Association. Such claims, disputes, and/or controversies specifically include but are not limited to:

1. Discrimination claims under Title VII of the Civil Rights Act of 1964, 42 U.S.C. section 2000, *et seq.*, the Age of Discrimination in Employment Act, 29 U.S.C. section 623, *et seq.*, the Americans with Disabilities Act, 42 U.S.C. section 12101, *et seq.*, and the California Fair Employment and Housing Act, Cal. Gov't Code section 12900, *et seq.*; and
2. Claims for tortuous violation of the duty of fair representation. In addition and in accordance with the authorities cited above, members expelled or suspended from membership pursuant to these Bylaws shall submit to final and binding arbitration any dispute,

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claim or controversy arising out of such expulsion or suspension or concerning any alleged violations of the Association's disciplinary procedures.

In all cases arising under this Section, the American Arbitration Association shall provide the parties with a list of seven (7) arbitrators, whom the parties shall alternatively strike, until only one arbitrator remains. Discovery shall be available to the parties pursuant to those rules contained within California Code of Civil Procedure Section 1283.05 *et. seq.*, governing discovery rights of the parties to an arbitrable dispute. In addition, all remedies shall be available to the parties to the proceeding as if the matter had been litigated in a court of law.

The exclusive remedy in arbitration shall be:

- a) To seek rescission of any act that is deemed to have been wrongly undertaken by the Association, or
- b) To force the Association to perform tasks required of it under its Articles of Incorporation, Bylaws and any effective resolutions.

There shall be no claim for damages, actual or punitive.

Section 10. Non-Discrimination Clause

There shall be no discrimination because of race, religion, creed, color, national origin, gender, sexual orientation, disability, or age for membership in the association.

Section 11. Voting Rights

Only Members in good standing shall have the right to vote in general or special elections and general membership meetings of this Association.

Section 12. Association Meetings

Meetings or hearings at which official business of the Association is conducted, including but not limited to meetings or hearings of the Board of Directors, officers and committees, shall be open to all Members of the Association. Members wishing to attend a Board of Directors meeting should provide written notice to the President of the Association at least three (3) working days prior to the meeting that the member intends to appear. However, the Board of Directors shall have the right to recuse

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members from any meeting in order to conduct confidential Association business.

The date, time, and location of Association meetings shall be fixed by the Board. Twenty-five (25%) members shall be required to open a general membership meeting. General membership meetings may be called by the President, by a quorum of the Board, or by petition of twenty (20) members. All members shall be notified at least five (5) working days in advance of general membership meetings

The date, time, and location of Association meetings to consider a confirmed contract proposed for ratification shall be fixed by the Board. All members shall be notified at least five (5) working days in advance of general membership meetings.

ARTICLE III — GOVERNING BODY

Section 1. The general membership shall be the final governing body of this organization. It shall delegate authority to its Board of Directors and therewith its staff or contractees to fulfill the responsibilities which the membership has given them.

Section 2. The Board of Directors Executive Committee shall consist of five (5) Officers/Directors, elected by the general membership, seven (7) Branch Representative/Directors, elected by the general membership and representative of each of the seven (7) branches of the Association; and seven (7) Alternative Branch Representative/Directors, also elected by the general membership.

Section 3. The officers shall be elected from the general membership and shall include:

President — The executive office of the Association and presides over all general, special and board meetings. The President shall report on Board of Directors activities to the membership. She/He is authorized to countersign all orders on contracts and agreements, which have been approved by the Board of Directors. She/He has the authority to appoint committees. She/He is the Association's primary liaison with other organizations. Ex-officio member of all committees.

First Vice-President — Jointly with the President, carries out all tasks of the Presidency and acts in all ways as a Co-President except that final

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authority rests with the President. In her/his absence, shall assume the duties of the President.

Second Vice-President — In her/his absence, shall assume the duties of the First Vice-President.

Secretary — Shall keep a correct record of the proceedings of the Association at all general membership or Board of Directors meetings. She/He shall be responsible for membership records and applications and Association correspondence.

Treasurer — Shall handle all income and disbursements for the Association and shall annually submit a budget for Board approval. Makes expenditures with approval of a majority of the Board. Shall maintain records of all transactions. Shall make an annual written report to the general membership. Automatically chairs the Budget & Finance Committee.

Branch Representatives — Shall be the primary communication link between the Board and the general membership. Shall serve on the Membership Committee in election years of their branch.

Alternative Branch Representatives — Shall assist the Representative. Assume the duties of same if she/he is unable to serve, or attend meetings.

Section 4. The Board of Directors has general supervision of all the affairs and property of the Association, subject to the President of the Association and including the authority to provide for bonding and insuring of officers, members or employees for the Association, including a member to carry out policies fixed by the Board of the Association as it deems required by the affairs of the Association. The Board shall meet at the call of the President or on petition of a quorum of the Board, a quorum to be six (6) Board members.

Section 5. Nominations for Officers and Branch Representatives and Branch Representative Alternates shall be made annually during the summer, and elections shall be held annually during September. Election of each Board Member shall be by secret ballot of all members in good standing as of September. Elected persons shall take office on October 1. Should an Officer or Representative position become vacant or is ineligible or unable to serve, the Board of Directors shall appoint from the existing Board of Directors or general membership for the remainder of the term of office, except that the First Vice-President succeeds to the Presidency when it is

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vacant. If the First Vice-President becomes ineligible or unable to serve, it shall be filled by the Second Vice-President.

Terms shall be for two (2) years with half of the Board standing for election each year according to the following schedule:

- The President, Second Vice-President, Secretary, Branch Representatives, and Alternates from even numbered Branches (2, 4, and 6) shall stand for election in even numbered years.
- The First Vice-President, Treasurer, Branch Representatives, and Alternates from odd numbered Branches (1, 3, 5, & 7) shall stand for election in odd numbered years.
- An officer who retires during his/her term of office may continue to hold office subject to the approval of a majority of the Board of Directors until the end of his/her term and then may seek reelection by vote of the membership.

Section 6. The Board of Directors shall meet at least monthly, unless there is not a quorum, at a designated time and place. All members are encouraged to attend any Board meetings provided they give the requisite three (3) day notice and they shall be heard on any Association business, but they shall have no vote.

Section 7. Meetings or hearings of the Board of Directors, officers and committees, when considering the suspension, discipline or dismissal of any officer or member from Association membership, legislative matters, litigation matters, or any matters involving privileged relations such as attorney-client, meetings to consider the employment or suspension of an Association employee or to hear complaints against any Association employee; meetings to consider the identification, selection, purchase or sale of real property; meetings for the review of confidential financial information or for the negotiation, modification or termination of contracts; and meetings dealing with discipline, allegations charges or collective negotiations may be closed to non-members of the Board of Directors, when the interest of the Association dictates. No names of any member, contractor or anyone else will be noted in the executive session minutes as identified above. The President shall notify the members of the Board of Directors at least two weeks in advance of the meeting of the Board of Directors, the meeting date, time, and place where the meeting will be held, and the subjects to be considered.

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- Section 8: All open meetings of the Board of Directors shall have minutes which will be an accurate representation of the meetings. The minutes shall be distributed to the Board of Directors within 20 working days of the meeting. Confidential information regarding grievances or personnel matters will not be included in the minutes.
- Section 9: An Officer or Branch Representative of the Association may be removed for cause, including repetitive unexcused absences, as determined by two-thirds vote of the Board of Directors. The President of the Board of Directors may temporarily suspend a Board member where s/he has determined the situation warrants immediate suspension, i.e. for cause. At the next regularly scheduled board meeting, the Board may determine to continue the suspension until such time as a decision is issued on the matter following a just cause hearing. The Board of Directors may temporarily suspend the President of the Board of Directors by two-thirds vote of Directors. At the next regularly scheduled board meeting, the Board, by a two-thirds vote, may determine to continue the suspension until such time as a decision is issued on the matter following a just cause hearing.
- Section 10: Members must have previously served at least two years on the Board of Directors before being eligible to run for President, First Vice President, Second Vice President, Secretary or Treasurer. However, if due to a vacancy as outlined in section 5, a majority vote of the Board of Directors can override this provision and fill a vacancy for the remainder of the term.

ARTICLE IV — FINANCES

- Section 1. Regular dues shall be sums as fixed by the Board of Directors. The Board shall adjust dues with the approval of a majority of the members of the Association. Section 2. The Board shall provide for keeping, expending and auditing the Association's funds. All expenditures made by the Treasurer must be counter-signed by an officer of the Board and fall within the Board-approved annual budget or otherwise received the approval of a majority of the Board.
- Section 3. The Board shall provide for accounting of all funds for the Association. There shall be periodic report of accounting showing all expenditures, receipts of income and the amount of cash or securities on hand. This report is to be made available to members who request it.
- Section 4. Association funds shall be expended only in accordance with the Association's annual budget, as shown in the Treasurer's Report. The

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Board of Directors may authorize the Association to modify the budget in its reasonable discretion; provided, however, that an increase in the budget in excess of twenty percent (20%) over the approved budget shall require the approval of the majority of members in good standing at a meeting at which the budget modification is noticed.

Section 5. To the fullest extent permitted by law, and except as otherwise determined by the Board of Directors, in any specific instance, expenses incurred by a person seeking indemnification under this Section, in defending any proceeding covered by this Section, shall be advanced by the Association before final disposition of the proceeding, on receipt by the Board of Directors of an undertaking by or on behalf of that person, that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the Association for those expenses.

Section 6. The Association shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its directors, officers, employees and other agents, against any liability asserted against or incurred by any director, officer, employee or agent in such capacity or arising out of the director's, officer's, employee's or agent's status as such.

ARTICLE V — CONTRACTS & STANDING COMMITTEES

CONTRACTS

Prior to ratification of a contract with the County, the Board shall call a general membership meeting, at which time the Negotiating Team will report on the content of the proposed contract. The Team may provide the members with a recommendation regarding ratification. A contract must be ratified by a majority of the ballots cast by the general membership, voting in a secret ballot referendum. Absentee ballots are permissible. No proxy voters will be allowed.

The MCMEA Board shall be authorized to accept offers of increased pay and/or benefits to the ratified contract by 2/3 vote.¹

¹ The MCMEA Board shall be authorized to accept offers of increased pay and/or benefits to the ratified contract by 2/3 vote – 4/13/06.

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GRIEVANCE COMMITTEE (The Board of Directors)

PRIMARY FUNCTION:

To establish validity of grievance.

SPECIFIC DUTIES:

1. Meet with members to establish if indeed there is an infraction of existing policy or contract.
2. Represent the members at any departmental hearing.
3. Refer member to counsel, if appropriate.
4. Obtain Board approval for counsel expenditures over \$1,000 per grievant.
5. Keep minutes of all committee meetings.
6. Report to Board on number of grievances.
7. Chair to be appointed by the Board of Directors.

NEGOTIATING COMMITTEE

PRIMARY FUNCTION:

To negotiate labor contracts with the County.

SPECIFIC DUTIES:

1. Actively solicit input from association members regarding bargaining issues and concerns.
2. Work in cooperation with the salary committee regarding issues related to compensation.
3. Report to the Board prior to and during negotiations
4. Keep minutes of all committee meetings.
5. Chair to be appointed by the Board of Directors.

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COMPOSITION:

The Negotiating Team shall consist of no more than nine members. The Committee shall be appointed by the Board and should include a wide cross-section of all classifications represented by the Association.

NOMINATING/ELECTION COMMITTEE

PRIMARY FUNCTION:

To conduct and oversee all elections of the Association. **SPECIFIC DUTIES:**

1. Solicit nominations for officers to be elected in November.
2. Prepare slate and ballots.
3. Send ballots to eligible members.
4. Verify and count votes.
5. Report to Board and membership election results.
6. Chair to be appointed by the Board of Directors.

MEMBERSHIP COMMITTEE

PRIMARY FUNCTION:

Maintain accurate membership database.

SPECIFIC DUTIES:

1. Assign new members to appropriate branch.
2. Forward membership packets to branch representatives.
3. Furnish accurate lists of both dues paying members and eligible members to branch representatives.
4. Make available mailing labels for total eligible membership, dues paying membership, and by branch.
5. Keep minutes of all committee meetings.
6. Report to the Board on a monthly basis.

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7. Chair to be appointed by the Board of Directors.

BUDGET AND FINANCE COMMITTEE

PRIMARY FUNCTION:

Invest the Association funds.

SPECIFIC DUTIES:

1. Keep accurate records of Association monies.
2. Determine investments for best return.
3. Prepare proposed budget for Board approval.
4. Chair to be appointed by the Board of Directors

SALARY SURVEY COMMITTEE

PRIMARY FUNCTION:

To work with the Human Resources Department in establishing an accurate salary survey for all job classes represented by the Association.

SPECIFIC DUTIES:

1. Meet with Human Resources to establish criteria for survey.
2. Keep accurate minutes of all meetings.
3. Report to the Board at the monthly meetings.
4. Chair to be appointed by the Board of Directors.

ARTICLE VI— AMENDMENTS

- Section 1 Proposed amendments to these bylaws shall originate from the President; a majority vote by the Board of Directors, or from a petition signed by 10 percent (10%) of the membership.
- Section 2. The Board of Directors shall have the authority to, by a majority vote, amend these Bylaws to more accurately reflect the structure of the Association.

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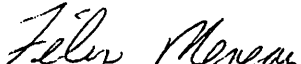
Section 3. The Board shall provide a copy of such amendments to all members.

CERTIFICATION

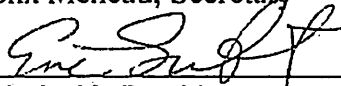
I, the undersigned, do hereby certify:

1. That I am the duly elected or acting Secretary of the Association; and
2. That the foregoing bylaws comprising 14 pages constitute the Bylaws of said Association.

IN WITNESS WHEREOF, we have hereunto subscribed our names on May 12,
2016.



Felix Meneau, Secretary

 5/12/16

Eric Swift, President

Retyped and Revisions Added 4/28/16
J. Vilella, 1st Vice President

Retyped and Revisions Added 5/14/12
CBM