

# **Association of California State Supervisors**



# **Bylaws**

As adopted by the ACSS Delegates at Delegate Assembly on July 14, 2018



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## **ARTICLE 1 – NAME AND PRINCIPAL OFFICE**

### **Section 1.1 Name**

The name of this corporation is Association of California State Supervisors, Inc. (hereinafter referred to as the “Corporation”).

### **Section 1.2 Principal Office**

The principal office for the transaction of the activities, affairs and business of the Corporation shall be located at 3000 Advantage Way, Suite 210, Sacramento, CA 95834 (**Resolution B&P 01/12, Delegate Assembly 7/20/12; Resolution B&P 01/18, Delegate Assembly 7/14/18**)

### **Section 1.3 Other Offices**

The Corporation may from time to time establish branch or subordinate offices at any place or places where it is qualified to conduct its activities.

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## ARTICLE 2 – PURPOSES

### **Section 2.1 Purposes of the Corporation**

The principal purpose of the Corporation is to further the interests of its members in connection with their service to the people of the State of California. Without limiting the generality of the foregoing, the specific purposes of the Corporation include the following: **(Resolution B&P 01/07, Delegate Assembly 7/21/07)**

- A. To encourage the development and maintenance of high standards of professionalism in state employment;
- B. To promote the welfare of its members in connection with their employment with the State of California representing them before the Legislature, in courts and in negotiations with state agencies over wages, hours and terms and conditions of employment. **(Resolution B&P 01/06, Special Delegate Mail Ballot 8/10/06)**
- C. To foster acquaintanceship, cooperation, efficiency and harmony among its members, and to serve as a forum for communications among them about matters within the scope of the Corporation's purposes.
- D. To advocate and defend good government and the advancement of the public interest.
- E. To support and assist its members in the development of their professional and managerial skills and in the advancement of their careers in state service.
- F. To represent the interests of its members. (Resolution B&P 01/07, Delegate Assembly 7/21/07)

### **Section 2.2 Limitations**

Neither the Corporation nor any of its officers, agents, employees or any other person under its control shall take any action prohibited by any part of the bylaws of CSEA which applies to the Corporation.

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## ARTICLE 3 – MEMBERS

### Section 3.1 Classes of Membership

The Corporation shall have two mutually exclusive classes of membership; active and associate. No person may hold membership in more than one class.

### Section 3.2 Eligibility for Membership

Any individual dedicated to the purposes of this Corporation and qualified membership in one of the following classes may be admitted to membership in such class on compliance with the procedures set forth in this article and in Article 4. The qualifications for the respective classes of membership shall be as follows: **(Resolution 5, Delegate Assembly 10/4/94; Resolution B&P 02/09, Delegate Assembly 7/11/09)**

- A. Active Members - active members are employees of the State of California, including those on authorized leave, who are not represented by an exclusive bargaining agent or who are excluded from bargaining under the employer-employee relations statutes of the State of California. Employees of the State of California shall include employees of the State or any agency or department thereof, the Legislature, the University of California and the California State Universities. **(Resolution B&P 01/07, Delegate Assembly 7/21/07; Resolution B&P 02/09, Delegate Assembly 7/11/09)**
- B. Associate Members - Associate members are those persons who are not qualified for active membership but who are dedicated to the purposes of the Corporation and qualify in one of the following categories:
  - 1. On authorized leave of absence from state service;
  - 2. Separated, demoted, temporarily laid-off or suspended from state service under protest, during the pendency of any proceedings for reinstatement and appeals there from and until such disciplinary action becomes final.

**(Resolution 5, Delegate Assembly 10/4/94; Resolution B&P 01/07, Delegate Assembly 7/21/07; Resolution B&P 02/09, Delegate Assembly 7/11/09; Resolution B&P 02/18, Delegate Assembly 7/14/18)**

### Section 3.3 Members in Good Standing

Members in good standing are those who have paid the required dues as described in Section 3.6(A) in accordance with these Bylaws and who have not lost their eligibility for membership. **(Resolution B&P 01/07, Delegate Assembly 7/21/07; Resolution B&P 02/09, Delegate Assembly 7/11/09)**

### Section 3.4 Rights of Members

All members of the Corporation shall have the right to attend and speak at any open meeting. Other rights of members shall be as follows: **(Resolution B&P 01/07, Delegate Assembly 7/21/07; Resolution B&P 02/09, Delegate Assembly 7/11/09)**

- A. Active Members - active members in good standing shall be entitled to all the rights and privileges of membership, including (without limitation) the right to vote, the right to hold office if elected, and the right to participate on a non-discriminatory basis. All voting rights in the Corporation are held by the active members in good standing or by delegation from them.

- B. Associate Members - Associate members shall be entitled to participate in member benefits to the extent such benefits can be provided without interfering with the Corporation's ability to serve the active members. Associate members may not vote for or hold office in their Chapters, or vote for or serve as Delegates, Alternates, Officers or Directors of this Corporation. These Bylaws or the Corporation may refer to associate members as "members" even though they are not voting members, but no such reference shall make any person a member within the meaning of Section 5056 of the California Corporations Code unless that person is an active member in good standing. **(Resolution 01/07, Delegate Assembly 07/21/07; Resolution B&P 02/09, Delegate Assembly 7/11/09)**

### **Section 3.5 Term of Membership**

Membership shall commence when a member is admitted in accordance with these Bylaws. Membership shall continue until the member resigns, dies, becomes ineligible for membership or the membership is terminated. **(Resolution 5, Delegate Assembly 10/4/94; Resolution B&P 01/07, Delegate Assembly 7/21/07; Resolution B&P 02/09, Delegate Assembly 7/11/09)**

### **Section 3.6 Dues**

- A. The monthly dues for each type of membership shall be determined by a majority vote of the delegates at the regularly scheduled Delegate Assembly. Any new dues structure adopted by the delegates shall become effective only after a 60-day notice has been given to the ACSS membership. **(Resolution 01/00, Delegate Assembly 7/15/00; Resolution 01/07, Delegate Assembly 07/21/07; Resolution B&P 02/09, Delegate Assembly 7/11/09)**
- B. In the event of an emergency, as determined by a two-thirds vote of the Board of Directors then in office, the Board of Directors may adopt a one-time increase in monthly dues in between the regularly scheduled Delegate Assembly meetings. This increase in monthly dues shall not exceed 5 percent and shall be effective only after a 30-day notice has been given to the ACSS membership. **(Resolution B&P 01/07, Delegate Assembly 07/21/07; Resolution B&P 02/09, Delegate Assembly 7/11/09)**

The current dues shall be calculated as follows:

1. Active member:  $0.07 \times \text{gross salary} + \$4.50$  to a maximum amount of \$36 a month.
2. Associate member: \$15 a month **(Resolution B&P 02/09, Delegate Assembly 7/11/09)**

### **Section 3.7 Payment of Dues**

Dues for active members shall be payable through payroll deduction so long as the State of California cooperates with such arrangement. Otherwise, active members shall pay dues monthly on the first day of each month. Associate members shall pay dues on a monthly basis payable before the end of each month.

Dues are non-refundable.

**(Resolution B&P 01/07, Delegate Assembly 7/21/07; Resolution B&P 02/09, Delegate Assembly 7/11/09; Resolution B&P 02/18, Delegate Assembly 7/14/18)**

### **Section 3.8 Transfer of Membership**

Membership is personal to the member. It is not assignable or transferable under any circumstances. Any purported assignment or transfer of any rights of membership shall be null

and void and of no effect.

### **Section 3.9 Suspension or Termination of Membership**

- A. Resignation and Non-Renewal - a member may resign from membership at any time. Such resignation is effective upon receipt by the Corporation of written notice of resignation signed by such member, unless the member specifies a later effective date, in which case resignation shall become effective as of such later date provided, however, that no resignation may be made affective any later than the expiration of the then-current calendar year.

#### Member Discipline

1. Grounds - the Corporation may suspend or discipline a member, or terminate a membership for one or more of the following causes: **(Resolution B&P 02/09, Delegate Assembly 7/11/09)**
  - a. Failure to pay dues - if a member's dues become 90 days past due, his or her membership can be administratively canceled. **(Resolution B&P 02/09, Delegate Assembly 7/11/09; Resolution B&P 02/18, Delegate Assembly 7/14/18)**
  - b. Occurrence of any event that makes the member ineligible for membership.
  - c. The good faith determination by the Board of Directors, or a committee or hearing officer authorized by the Board to make such a determination, that the member has failed in a material and serious degree to observe the rules of conduct of the Corporation, or has engaged in conduct materially and seriously prejudicial to the purposes or interest of the Corporation.
2. Procedure - if grounds appear to exist for discipline of a member under this section, the procedure set forth below shall be followed:
  - a. The member shall be given 15 days' prior notice of the proposed suspension, termination or other discipline and the reasons therefore. Notice shall be given by any method reasonably calculated to provide actual notice. Any Notices given by mail shall be sent by first-class certified or registered mail, with proper postage fully prepaid, to the member's last known address as shown on the Corporation's records. **(Resolution B&P 02/09, Delegate Assembly 7/11/09)**
  - b. The member shall be given an opportunity to be heard, either orally or in writing at the member's option, at least five days before the effective date of the proposed suspension, termination or other discipline. If the member requests a hearing, a hearing shall be held at a reasonable time before a committee or hearing officer authorized by the Board to determine whether discipline should be imposed. If the member submits a written statement, it shall be considered by such committee or hearing officer. Whether or not a hearing is requested or held, or a statement is submitted, the committee or hearing officer shall make a determination according to all reliable information that is presented to it or otherwise available to it whether or not a hearing is requested or held or a statement is submitted. The same committee or hearing officer shall also determine the discipline to be imposed, which may include suspension, termination, or the performance of specified conditions to continued membership. **(Resolution B&P 01/07, Delegate Assembly 7/21/07; Resolution B&P 02/09,**

### **Delegate Assembly 7/11/09)**

- c. Whether or not a hearing is requested or a written statement submitted, and whether or not the member appears at a hearing he or she has requested, the member who is subject to such discipline shall be notified in writing of the decision of the committee or hearing officer, and the reasons for the decision. **(Resolution B&P 01/07, Delegate Assembly 7/21/07)**
- d. Any member who claims that he or she did not receive timely notice of proposed discipline, or was prevented by causes beyond his or her control from submitting a timely statement or attending a hearing at which his or her discipline was to be considered, may request a rehearing. Such request must be made, if at all, no more than 30 days after the day on which the notice of decision of the committee or hearing officer is mailed or otherwise given to the member. If the 30th day is not a day on which the Corporation is open for business, then the deadline shall be the next day on which the Corporation is open for business. The committee or hearing officer to which the matter has been assigned shall determine whether such member satisfies the requirements for obtaining a rehearing, and if so, shall hear and consider the evidence and arguments of the member in opposition to the proposed discipline. It shall not be necessary to reiterate the evidence previously offered in support of discipline of the member. If a request for rehearing is timely filed, notice of the decision of the disciplinary committee or hearing officer on such request shall likewise be given to the member, either separately or as part of a notice of decision on the entire matter.
- e. If the member timely requested and appeared at the hearing or rehearing, timely submitted a written statement in opposition to the proposed discipline, or timely requested but was denied a rehearing, the decision of the committee or hearing officer to discipline such member may be appealed to the Board. The decision of the committee or hearing officer against imposing discipline may also be appealed to the Board. The deadline for taking any such appeal shall be the 30th day after the day on which the notice of decision of the committee or hearing officer is mailed or otherwise given to the member. If the 30th day is not a day on which the Corporation is open for business, then the deadline shall be the next day on which the Corporation is open for business. Late appeals may be accepted for consideration by the Board upon satisfactory proof that the member did not receive notice of the decision, but no appeal may be accepted more than 120 days after such notice was sent. The decision of the committee or hearing officer shall become final if not timely appealed.
- f. The decision of the Board on all appeals shall be set forth in writing, and a copy thereof shall be mailed or otherwise delivered to the member. The decision of the Board shall be final and binding on the Corporation and the member.
- g. The Board may, from time to time, promulgate and amend rules for the appointment of such committees or hearing officers, the conduct of such hearings, the evidence that may be considered and relied upon, the type of discipline which may be imposed and the conduct of such appeals. **(Resolution B&P 01/07, Delegate Assembly 7/21/07)**
- h. Any action challenging any member discipline, including a claim alleging defective notice, must be commenced, if at all, within one year after the date of the final decision that it seeks to challenge, or it shall be deemed waived. **(Resolution B&P 01/07, Delegate Assembly 7/21/07)**

3. Reinstatement - upon satisfactory proof of compliance with any conditions imposed by the Board or by a disciplinary committee or hearing officer, a member who has been suspended may be reinstated as a member in good standing. A person whose membership has been terminated may be readmitted only with the approval of the Board of Directors and upon compliance with such pre-conditions to reinstatement as the Board may require. **(Resolution B&P 02/09, Delegate Assembly 7/11/09)**

B. Effect of Resignation, Suspension or Termination

1. Resignation or Termination - upon the effective date of resignation or termination, a member loses all rights and benefits of membership in the Corporation. **(Resolution B&P 02/09, Delegate Assembly 7/11/09)**
2. Suspension - a suspended member retains the benefits of membership, but while such suspension remains in effect, such member may not exercise any rights for which membership in good standing is required. **(Resolution B&P 02/09, Delegate Assembly 7/11/09)**

**Section 3.10 Meetings**

Meetings of the Delegate Assembly, the Board of Directors and all commits at which the business of the Corporation is acted upon shall be open to all members in good standing of the Corporation. All chapter meetings shall be open to all members of such Chapter and to the members of the Corporation. **(Resolution 01/07, Delegate Assembly 7/21/07; Resolution B&P 02/09, Delegate Assembly 7/11/09)**

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## ARTICLE 4 – CHAPTERS

### **Section 4.1 Definition**

A Chapter is an organized group of members of the Corporation who live or work within the geographical area established by the Corporation as a chapter's boundary pursuant to this article and who hold a valid and unrevoked charter from this corporation. A charter, for purposes of this section, is an instrument issued by authority of the Board of Directors, under seal, signed by the President and Secretary-Treasurer, authorizing the existence of the Chapter and specifying its geographical area rights, privileges and duties. **(Resolution 4, Delegate Assembly 10/4/94; Resolution 02/00, Delegate Assembly 7/15/00; Resolution B&P 03/09, Delegate Assembly 7/11/09)**

### **Section 4.2 Purpose**

The purposes of a Chapter shall be to promote cooperation among the members, to provide a forum for meetings of members and participation in the affairs of the Corporation, to recruit and organize members, and to carry out the purposes of the Corporation at a local level.

### **Section 4.3 Control of Chapters**

A Chapter is a subdivision of the Corporation, and it exists to further the purposes of the Corporation. It shall be subject in all respects to the control of the Corporation. It may not incorporate or otherwise organize itself as any entity other than an unincorporated subdivision of the Corporation. Its officers shall be deemed to be officers of the Corporation, with a fiduciary duty to the Corporation and to their respective Chapters. If necessary or advisable in the best interests of the Corporation, the Board of Directors may amend the charter of any Chapter for any reasonable purpose, adjust geographic boundaries, merge or divide Chapters, modify Chapter budgets, remove the officers of Chapters, and take such other action as may be required, in the discretion of the Board, to secure the best interests of the Corporation. When a Chapter's membership drops below 100, the Board of Directors shall review that Chapter, and implement the provisions of Article 4, as appropriate. Any such action shall be taken only after notice to the Chapter concerned, and reasonable opportunity for the officers and members of that Chapter to be heard. The Board of Directors may from time to time promulgate and amend rules of procedure for the conduct of such hearings. **(Delegate Assembly 7/18/98)**

### **Section 4.4 Term and Termination of Charter**

A charter shall continue in effect from the date it is issued until it is surrendered or terminated. The members of a Chapter may, by vote or written consent of two-thirds (2/3) majority of all such members, elect to surrender their charter. For good cause, and after notice and a reasonable opportunity for the members and officers of such Chapter to be heard, the Board of Directors may terminate a charter. Good cause for termination shall exist where it is determined by the Board of Directors that a Chapter engages in conduct which materially and adversely affects the reputation or effectiveness of the Corporation or subjects it to an unreasonable risk of liability. In the event of either surrender or termination of a charter, the Chapter shall cease being a Chapter of the Corporation, and shall dissolve, wind up its affairs, pay its creditors, and distribute its remaining assets, if any, to the Corporation. The Board of Directors shall amend the charters of one or more other Chapters to include all members of the disbanded Chapter and all such members shall be transferred to such other Chapters. **(Resolution 01/07, Delegate Assembly 07/21/07)**

### **Section 4.5 Membership**

- A. Eligibility - each member who lives or works within the geographically assigned area of a Chapter shall be a member of such Chapter as well as a member of the Corporation. A

person eligible for membership in more than one Chapter may select the most appropriate Chapter but may not hold membership in more than one Chapter. **(Resolution B& 03/09, Delegate Assembly 7/11/09)**

- B. Admission - except as otherwise provided in Article 3, Section 3.5, admission to membership in the Corporation shall be by application into a Chapter for which the applicant is eligible. No Chapter may admit or retain as a member any person who:
1. Is not eligible both for membership in the Corporation and for membership in such Chapter; or
  2. Has been terminated from membership **(Resolution B&P 03/09, Delegate Assembly 7/11/09)**
- C. Administrative Transfer - upon the occurrence of any event that makes a member ineligible for membership in the Chapter to which he or she belongs, his or her membership shall be administratively transferred to an eligible Chapter. **(Resolution 01/07, Delegate Assembly 7/21/07; Resolution B&P 03/09, Delegate Assembly 7/11/09)**
- D. Membership Reports - Once a month the Corporation shall compile and send each Chapter a complete roster of the names, addresses and employment status of each member of such Chapter. The officers of each Chapter shall promptly review and verify such rosters and report back to the Corporation any corrections or supplements needed to make such information complete and correct. **(Resolution B&P 03/09, Delegate Assembly 7/11/09)**

#### **Section 4.6 Chapter Funding**

All dues for membership in the Corporation shall be paid directly to the Corporation. The Corporation shall provide each Chapter with per-capita funding to support basic Chapter activities. The Board of Directors shall determine from time to time the amount to be allocated to each Chapter. Such amount shall be the same for all members, unless for good cause shown the Board determines to allocate a greater amount to one or more Chapters having greater needs. **(Resolution B&P 03/09, Delegate Assembly 7/11/09)**

#### **Section 4.7 Chapter Bylaws and Activities**

Each Chapter shall adopt and follow bylaws for the management of its business and affairs. Such bylaws shall follow the form required by the Corporation unless the Board of Directors authorizes a variation. Each Chapter shall keep accurate and complete minutes and records of the proceedings of its officers, committees and membership; accurate and complete financial records; and permanent files of its correspondence, contracts and other documents. All such records shall be retained for a minimum of five years. Each Chapter shall file with the Secretary of the Corporation a true and complete copy of its bylaws as amended from time to time, its budget, its meeting schedule, and such other reports of the proceedings and activities of the Chapter, its financial affairs and other information as the Board of Directors may reasonably require. The provisions of these Bylaws shall control any contrary provision in any Chapter bylaws.

#### **Section 4.8 Receivership**

If necessary, in the discretion of the Board of Directors, to prevent waste or misappropriation of the assets of a Chapter, to reduce the risk of legal liability to the Corporation or for other urgent reasons, the Corporation may assume direct responsibility for the conduct of the business and affairs of a Chapter. In such event, all the assets, records, and activities of the Chapter shall be managed and controlled by the duly authorized agents of the Corporation. The members and officers of the Chapter shall cooperate with such agents by turning all such items over to them,

explaining all records and transactions as requested, and otherwise taking all actions necessary to permit efficient management of Chapter affairs by such agents. Such receivership does not require prior notice, but as soon as reasonably possible after it is imposed, the Corporation shall give the officers and members of the Chapter a hearing on the question of the removal of such receivership. Such receivership shall continue for as long as necessary to resolve the problems that made it necessary. All rights of the members as members of the Corporation shall be preserved during such receivership, but they shall have only such rights with respect to the Chapter as may be allowed by the Board of Directors.

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## ARTICLE 5 – DELEGATE ASSEMBLY

### Section 5.1 Voting Rights Held by Delegate Assembly

All the voting rights of the active members, except those rights exercised within their respective Chapters, shall be delegated to, and exercised by and through, their duly elected Delegates (“Delegates”). An assembly of Delegates for the purpose of exercising the voting power of the members, and the group of Delegates elected for such purpose, are, either or both, referred to herein as the “Delegate Assembly.” All matters requiring the approval of the members, or which may be acted upon by the members (except the election of Delegates and Alternates, Chapter officers and other matters limited to their respective Chapters) shall be acted upon by such Delegate Assembly, with the same effect as though voted upon by all the voting members which such Delegates represent. All other rights and benefits of membership are reserved to the individual members themselves. **(Resolution 01/07, Delegate Assembly 7/21/07)**

### Section 5.2 Number and Eligibility of Delegates and Alternates

- A. Delegates - the members of each Chapter shall be entitled to elect one Delegate for each 200 members of such Chapter, determined as of a certification record date 45 days prior to such election (rounding all fractional results to the nearest whole Delegate; there shall be no fractional voting rights of Delegates). Such Delegates shall be considered as having been elected for purposes of exercising the voting power of the members at the Delegate Assembly. **(Special Delegate Assembly 1/20/96; Delegate Assembly 7/20/96; Delegate Assembly 7/18/98; Resolution B&P 03/18, Delegate Assembly 7/14/18)**
- B. Dual Function of Delegates - Delegates elected to represent the Chapter at Delegate Assembly shall also be Delegates to CSEA General Council (See Article 9.2 for authorization and justification of such status). **(Resolution 01/07, Delegate Assembly 7/21/07)**
- C. Alternates - The members of each Chapter shall also be entitled to elect at least one Alternate. An “Alternate” is a person elected to take the place of a Delegate in the event the Delegate is unwilling or unable to serve. Chapters entitled to elect more than five Delegates may elect two Alternates. Any available Alternate from a Chapter may assume the powers and responsibilities of any Delegate elected by that Chapter when such Delegate becomes unwilling or unable to serve, and shall hold the same until the Delegate informs the Alternate that the Delegate is once again willing and able to assume the duties of such office. In the event more than one Alternate is available to replace a Delegate, the Alternate who received the greater number of votes when Delegates and Alternates were elected in his or her Chapter shall take precedence if available and willing to serve. Any reference in these Bylaws to the exercise of the powers of a Delegate shall be deemed to include a reference to the exercise of such powers by an Alternate while such Alternate holds such powers pursuant to this section. **(Delegate Assembly 7/18/98; Resolution 01/07, Delegate Assembly 7/21/07)**
- D. Eligibility - No person may serve as a Delegate or Alternate from any Chapter who is not a member in good standing of both the Corporation and that Chapter. A duly elected Delegate who takes office as a Director of the Corporation will continue to serve as a Chapter Delegate. **(Resolution 6, Delegate Assembly 10/4/94; Resolution 01/07, Delegate Assembly 07/21/07)**

### Section 5.3 Election of Delegates and Alternates

- A. Time and Notice of Election - Delegates and Alternates shall be elected by the members of

each Chapter, voting by written, secret ballot, not more than 180 days before each meeting of the Delegate Assembly, and shall take office, replacing the former Delegates and Alternates, before such meeting begins. Each chapter shall hold an open meeting prior to January 31st of the year of the election, for the purpose of announcing the opening of nominations for Delegates and Alternates. The chapter shall provide its membership with a notice at least 30 days in advance of its meeting. Such notice shall include the time and place of the meeting, the nature of the election, and the number of Delegates and Alternates which the Chapter is entitled to elect. It shall also include the deadline for submitting the names of nominees and their candidate consent forms to the Corporation Headquarters. **(Resolution B&P 04/09, Delegate Assembly 7/11/09)**

- B. Nominations - The officers of the Chapter shall appoint a nominating committee to accept nominations for each position to be filled. Any active member in good standing of the Chapter may also nominate one eligible person as a candidate for each position to be filled. All proper nominations received by the Corporation Headquarters 45 days or more before the election shall be placed on the ballot. **(Resolution B&P 04/09, Delegate Assembly 7/11/09, Resolution B&P 03/18, Delegate Assembly 7/14/18)**
- C. Mailing of Election Notice or Ballot - At least 10 days before the day set for the election, the Corporation Headquarters shall mail to each active Chapter member in good standing an election announcement letter or a preprinted ballot.
1. The election announcement letter shall include the election start and end dates with additional instructions, or
  2. The preprinted ballot shall containing the names of each eligible candidate who was nominated and who has submitted a candidate consent form by the deadline set forth above. Such ballot shall contain or be accompanied by a notice of the date which shall also be the day set for the election by which ballots must reach the Corporation Headquarters to be counted. Such ballot shall also be accompanied by two return envelopes: an unmarked inner envelope containing the ballot and an outer envelope preprinted with the address where the ballot is to be returned. The outer envelope must be signed by the member to be valid. A member's vote will count only if his/her properly signed and unspoiled ballot is actually received by the Corporation Headquarters on or before the day of the election.

**(Resolution 01/07, Delegate Assembly 7/21/07; Resolution B&P 04/09, Delegate Assembly 7/11/09; Resolution 03/18, Delegate Assembly 7/14/18)**

- D. Election - The votes will be counted at the Corporation Headquarters or by a contracted third party within five working days following the election closing date. The candidates receiving the highest number of votes, up to the number of Delegates to be elected, shall be deemed elected. Among the remaining candidates not elected as Delegates, those receiving the highest number of votes, up to the number of Alternates to be elected, shall be deemed elected as Alternates. Any tie vote shall be resolved, if possible, by declaring both candidates elected; but if that procedure would result in the election of a great number of Delegates and/or alternates than allowed by this article, an officer of the Corporation will select a candidate involved in such a tie by pulling a name from a random drawing. Such a drawing shall be held immediately. **(Special Delegate Assembly 1/20/96; Resolution 01/07, Delegate Assembly 7/21/07; Resolution 03/18, Delegate Assembly 7/14/18)**
- E. Fairness - Each Chapter shall afford all its members a fair and equal opportunity to nominate other candidates, to campaign for election and to participate in the electoral process. All such elections shall be conducted according to procedures reasonably designed to ensure

the confidentiality and authenticity of all ballots, and the integrity of the results. The Board of Directors may from time to time adopt more specific rules for the conduct of elections of Delegates and Alternates, and such rules shall be binding on all Chapters. Each Chapter may adopt its own election rules not inconsistent with these Bylaws or with the rules established by the Board of Directors. **(Resolution B&P 04/09, Delegate Assembly 7/11/09)**

#### **Section 5.4 Compensation of Delegates**

No Delegate or Alternate shall be entitled to any compensation for services rendered as such. The Corporation shall, however, pay or reimburse their reasonable expenses for attending meetings of the Delegate Assembly, serving on committees of the Delegate Assembly and performing other services requested by the Board of Directors or the President.

#### **Section 5.5 Meetings of the Delegate Assembly**

- A. The Delegate Assembly shall hold a regular meeting every three years. The Delegate Assembly should be held no more than 120 days, but no less than 60 days before the meeting of the CSEA General Council. At each Delegate Assembly meeting the Delegate Assembly shall elect the Directors of the Corporation, review the business and affairs of the Corporation, and take such other action as may properly be brought before the meeting. The Corporation Headquarters shall give written notice of the time and place of such meeting to the membership at least 30 days before the meeting. The Board of Directors shall determine the exact time and place of the Delegate Assembly meeting, subject to the foregoing restrictions, and the Corporation Headquarters shall notify each Delegate and Alternate of the meeting notice referred to above. Such notice shall also include the agenda of all matters to be brought before the meeting and all materials and information submitted to or prepared by this Corporation in connection therewith. **(Resolution 10, Delegate Assembly 10/4/94; Delegate Assembly 7/20/96; Resolution 4, Delegate Assembly 7/15/00; Resolution 01/07, Delegate Assembly 7/21/07; Resolution B&P 04/09, Delegate Assembly 7/11/09; Resolution FISCAL 01/18, Delegate Assembly 7/14/18)**
- B. Special meetings - The Delegate Assembly shall hold a special meeting upon the call of the Board of Directors, or upon the written demand of Delegates representing 10 percent or more of the active members of the Corporation. No such call or demand shall require the convening of a special meeting unless it specifies in reasonable detail the purpose of such meeting. No other business of any kind other than that specified in such call or demand may be considered at such special meeting. Within 15 business days after receipt of a valid call or demand for a special meeting, the Board of Directors shall set a time and place for the holding thereof, which shall be no more than 60 days after the date such call or demand was received by the Corporation. The Corporation Headquarters shall cause notice of such meeting to be sent as set forth below. Such notice shall contain, in addition to the matters required for notices generally, a copy of the statement of purposes for the meeting made by those who called or demanded it. It may also include additional materials that the Board determines to be advisable for the Delegates to consider in connection with the meeting. **(Resolution 01/07, Delegate Assembly 7/21/07; Resolution B&P 04/09, Delegate Assembly 7/11/09)**
- C. Notice of Meetings - All notices of meetings required hereby shall be in writing no later than 30 days before the meeting. All such notices shall clearly state the time, place and purpose of the meeting and shall be sent by first-class mail to each Delegate and Alternate, at the current address on file with the Corporation. If no address appears on the books of the Corporation, notice may be given in any manner permitted by law. Such notice requirement may be waived in compliance with Corporations Code Section 7511(e). **(Resolution 01/07, Delegate Assembly 7/21/07; Resolution 03/18, Delegate Assembly 7/14/18)**

- D. Notice of Certain Agenda Items - Approval by the Delegate Assembly of any of the following proposals, other than by unanimous approval by those entitled to vote, is valid only if the notice or written waiver of notice or consent to the meeting states the general nature of the proposal or proposals as follows: **(Resolution B&P 04/09, Delegate Assembly 7/11/09)**
1. Removing a Director without cause;
  2. Filling vacancies on the Board;
  3. Amending the Articles of Incorporation;
  4. Approving a contract or transaction between the Corporation and one of more Directors or between the Corporation and an entity in which a Director has a material financial interest;
  5. Electing to wind up and dissolve the Corporation; or
  6. Approving a plan of distribution of assets, other than money, not in accordance with liquidation rights of any class or classes of members when the Corporation is in the process of winding up.
- E. Waiver of Notice - The transactions of any Delegate Assembly meeting, however called and noticed, and wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if (1) a quorum is present, and (2) either before or after the meeting each Delegate entitled to vote, but not present at the meeting, signs a written waiver of notice, a consent to the holding of the meeting or an approval of the minutes. Such waiver, consent or approval need not specify either the business to be transacted or the purpose of the meeting, except that if action is taken or proposed to be taken for approval of any of those matters specified in subsection (d) of this section, the waiver, consent or approval must state the general nature of the proposal. All such waivers, consents and approvals shall be made part of the minutes of the meeting. A Delegate's actual attendance at a meeting shall also constitute a waiver of notice thereof, unless such Delegate objects at the beginning of the meeting to the transaction of any business by such meeting on the ground that proper notice of meeting was not given.
- F. Notice of Adjourned Meeting - Any Delegate Assembly meeting, whether or not a quorum is present, may be adjourned from time to time by the vote of the majority of Delegates present at the meeting. No meeting may be adjourned for more than 45 days. When a meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which adjournment is taken. If after adjournment a new record date is fixed for notice or voting, a notice of the adjourned meeting shall be given to each person who, on the record date for notice of the meeting, is entitled to receive notice of or to vote at the meeting. At the adjourned meeting, the Delegate Assembly may transact any business that might have been transacted at the original meeting.

### **Section 5.6 Accreditation of Delegates**

Before any official actions may be taken at any Delegate Assembly meeting, the accreditation of each Delegate and Alternate shall be established. The Board of Directors shall establish rules and procedures to implement this section.

### **Section 5.7 Quorum and Voting**

A quorum for the transaction of business at any meeting of the Delegate Assembly shall be a majority of all the Delegates then in office. Unless a greater majority is required by law or by another provision of these Bylaws, the vote required for approval of any proposal by the Delegate Assembly shall be a majority of the Delegates present and voting at a meeting at which a quorum is present. The Delegates present at a duly called and held meeting of the Delegate Assembly may continue to transact business until adjournment, even if enough Delegates have withdrawn to leave less than a quorum on the floor, if any action taken (other than adjournment) is approved by at least the number of votes which would be sufficient for passage if a quorum were present.

### **Section 5.8 Proxies**

Delegates may not give any proxy or other authorization of any kind to exercise any of their respective voting rights. Any purported proxy or other authorization is null and void, and a vote pursuant thereto shall not be counted for any purpose.

### **Section 5.9 Floor Privileges**

Only Delegates, Directors and Officers of the Corporation may make or speak to motions on the floor of the Delegate Assembly, except that reports of any committee established by the Delegate Assembly, by the Board or by these Bylaws may be presented by the chairperson or other duly authorized member of such committee. If and to the extent permitted by the rules of the Delegate Assembly, other persons may address the meeting on matters of information not directed to a pending motion. Only Delegates may vote on any matter coming before the Delegate Assembly.

### **Section 5.10 Resolutions**

- A. Persons authorized to submit Resolutions - Resolutions for consideration by the Delegate Assembly may be proposed in advance of Delegate Assembly sessions by any person who may make motions on the floor of Delegate Assembly, and also by the Board of Directors, a Committee of the Board, the president of any Chapter or any group of 50 or more active members in good standing.
- B. Form and Content - in order to provide the Delegates with adequate prior notice of, and opportunity to study and seek advice about, proposed Delegate Assembly actions, all resolutions proposed for Delegate Assembly action must be submitted in writing to the Secretary at least 45 days before the time set for the meeting at which such proposal is to be considered. All proposals shall be in the form of a corporate resolution, and shall propose only such action as the Corporation may lawfully take. The Board of Directors may make and amend rules for the form and content of resolutions, the correction or deletion of material deemed to be in violation of these Bylaws or illegal, libelous or otherwise likely to subject the Corporation to liability, and the distribution of copies of proposed resolutions. The Board may also determine, in its discretion, when and on what conditions to waive the advance notice requirement to permit consideration of matters deemed urgent. **(Delegate Assembly 7/20/96)**
- C. Effective Date - unless the resolution or a provision of these Bylaws or applicable law requires a later effective date, all resolutions adopted by the Delegate Assembly shall become effective upon the adjournment of the Delegate Assembly meeting at which adopted.

### **Section 5.11 Rules of Procedure**

- A. Adoption of Rules - each meeting of the Delegate Assembly shall be governed by rules of procedure which it shall adopt as its first order of business. The rules of procedure adopted

at the immediately preceding session of Delegate Assembly shall continue in effect until new rules have been adopted. Any procedural questions not governed by such rules shall be governed by Roberts Rules of Order, latest revision. All such rules of procedure shall be subject to these Bylaws and applicable law. **(Delegate Assembly 7/18/98)**

- B. Designation of Chair - notwithstanding Section 5.2 (D) Eligibility of this Article, the ACSS President shall be considered an automatic Delegate for the purpose of chairing Delegate Assembly. **(Delegate Assembly 7/18/98; Resolution 01/07, Delegate Assembly 7/21/07; Resolution 03/18, Delegate Assembly 7/14/18)**

### **Section 5.12 Committee of the Delegate Assembly**

The Delegate Assembly may establish such standing and ad hoc committees as it may deem advisable, to be constituted and to serve for such term as the Delegate Assembly may determine. Unless the Delegate Assembly appoints the members of such committees, or specifies another method for their appointment, the President shall appoint the members thereof and fill any vacancies that occur on such committees. No committee action shall have any effect until reported to and adopted by the Delegate Assembly or the Board of Directors. Committees shall report to the Board of Directors between sessions of the Delegate Assembly. **(Resolution 01/07, Delegate Assembly 7/21/07)**

### **Section 5.13 Action Without a Meeting**

- A. Action by Unanimous Written Consent - except as limited by applicable law or by another provision of these Bylaws, any action required or permitted to be taken by the Delegate Assembly may be taken without a meeting, , if all Delegates consent in writing to the action. Their written consents shall be filed with the minutes of the proceedings of the members. The action by written consent shall have the same force and effect as the unanimous vote of the Delegates.
- B. Action by Written Ballot without a Meeting - except as limited by applicable law or by another provision of these Bylaws, any action that may be taken at any meeting of the Delegate Assembly may be taken without a meeting by complying with the provisions of this subsection except the election of Directors for the Corporation. **(Resolution 03/18, Delegate Assembly 7/14/18)**
  - 1. Solicitation of Written Ballot - The Corporation shall distribute one written ballot to each Delegate entitled to vote on the matter. Such ballots shall be mailed or delivered in the manner required by Section 5.5 (C) for Notice of Meetings of this Article. All solicitations of votes by written ballot shall indicate the number of responses needed to meet the quorum requirement, state the percentage of approvals necessary to pass the measure or measures, and specify the time by which the ballot must be received in order to be counted. Each ballot so distributed shall set forth the proposed action, provide the Delegates an opportunity to specify approval or disapproval of each proposal, and provide a reasonable time in which to return the ballot to the Corporation. Every written ballot shall provide, subject to reasonable specified conditions, that if the person solicited specifies a choice with respect to any such matter, his or her vote shall be cast in accordance with that specification. **(Resolution 03/18, Delegate Assembly 7/14/18)**
  - 2. Number of Votes and Approvals Required - approval by written ballot shall be valid only when;
    - a. The number of votes cast by ballot (including those ballots that are marked “withhold” or “Abstain” or otherwise indicate that authority to vote is withheld)

within the time specified equals or exceeds the quorum required to be present at a meeting.

- b. The number of approvals equals or exceeds the number of votes that would be required for approval at a meeting at which the total number of votes cast was the same as the number of votes cast by written ballot without a meeting.
3. Revocation - a written ballot may not be revoked.
4. Filing - all written ballots shall be filed with the Secretary and maintained in the corporate records for at least four years. **(Resolution B&P 04/09, Delegate Assembly 7/11/09)**

#### **Section 5.14 Vacancies Among the Delegates and Alternates**

- A. Causes of Vacancies - a vacancy or vacancies among the Delegates and Alternates shall exist on the occurrence of any of the following events:
  1. The death or resignation of a Delegate or Alternate.
  2. The occurrence of any other event that makes a Delegate or Alternate ineligible for such office. **(Resolution 01/07, Delegate Assembly, 7/21/07)**
  3. The removal of a Delegate or Alternate by his or her Chapter, as set forth below.
  4. An increase in the number of authorized Delegates or Alternates for a Chapter.
  5. Failure of a Chapter to elect the number of Delegates and/or Alternates to which it is entitled. **(Resolution B&P 04/09, Delegate Assembly 7/11/09)**
  6. The promotion of an Alternate to fill a vacancy among the Delegates (but a vacancy under this subsection shall exist only as to such person's former position as an Alternate). **(Resolution 5, Delegate Assembly 7/15/00)**
- B. Resignation - a Delegate or Alternate may resign by giving written notice to the President or to the Corporation. Such resignation will be effective when received unless it specifies a later effective date, in which case it shall take effect as of such later date. **(Resolution 01/07, Delegate Assembly 7/21/07; Resolution 03/18, Delegate Assembly 7/14/18)**

Removal - a Chapter may remove a Delegate or Alternate from office, with or without cause, by vote of two-thirds of the members voting in person or by written ballot. The procedures for such vote shall be the same as those set forth in Section 5.3 (C), (D) and (E) of this Article for the election of Delegates, except that the question of removing a Delegate or Alternate shall be stated and acted upon separately from any election of replacement Delegates or Alternates. **(Resolution 03/18, Delegate Assembly 7/14/18)**

- C. Filling Vacancies - Vacancies among the Delegates shall be filled, insofar as possible, by the promotion of Alternates, in the order specified in Section 5.2 (C) of this Article, to fill such vacancies. Vacancies that cannot be filled by any available Alternate may be filled by a special Chapter election. A Chapter may call a special election to fill any vacancy among its Alternates or any vacancy among its Delegates that cannot be filled by any available Alternate. A Chapter shall call and hold a special election if the positions of all its Alternates and more than half its Delegates are vacant for any reason. Special elections shall be called and held in the same manner as regular elections, pursuant to Section 5.3. Any such special

election shall fill all vacancies which then exist among the Delegates and Alternates of that Chapter. The Board of Directors may fill any vacancy that is not filled by the Chapter within a reasonable time after such Chapter receives notice to do so. **(Resolution 01/07, Delegate Assembly 7/21/07; Resolution 03/18, Delegate Assembly 7/14/18)**

## ARTICLE 6 – BOARD OF DIRECTORS

### Section 6.1 Powers of the Board of Directors

Subject to the provisions and limitations of applicable law, and subject to any limitations in the Articles of Incorporation, the Corporation's activities and affairs shall be managed, and all corporate power shall be exercised by or under the direction of, a Board of Directors constituted as set forth in this Article. Said Board of Directors is sometimes referred to herein as the "Board." A member of the Board is referred to herein as a "Director".

### Section 6.2 Number and Qualification of Directors

The Board shall consist of Directors elected as such by the Delegate Assembly as follows: **(Special Delegate Assembly 1/20/96; Resolution 6, Delegate Assembly 7/15/00; Resolution 01/07, Delegate Assembly 7/21/07; Resolution B&P 05/09, Delegate Assembly 7/11/09)**

- A. Each Chapter shall be entitled to one Director for every 700 members or majority portion thereof, provided, however, that each Chapter shall be entitled to at least one Director. **(Resolution B&P 05/09, Delegate Assembly 7/11/09)**

### Section 6.3 Eligibility to Serve as Director

Any active member in good standing shall be eligible to be nominated and elected as a Director, but only if he or she publicly and unequivocally accepts such nomination and agrees to serve if elected, all prior to the time nominations close. Directors of the Association shall not, at any time during their term of office, be eligible to hold any chapter elected position except for Delegate and Alternate Delegate. **(Resolution B&P 05/09, Delegate Assembly 7/11/09)**

### Section 6.4 Duties of Board Directors

All ACSS Board Directors are responsible for performing the following duties in connection with their roles as Board Directors unless otherwise excused: **(Resolution B&P 05/09, Delegate Assembly 7/11/09)**

- A. Attend all ACSS Board meetings and the Director's Chapter meetings; **(Resolution 01/07, Delegate Assembly 7/21/07)**
- B. Participate in ACSS' legislative program; **(Resolution 01/07, Delegate Assembly 7/21/07; Resolution B&P 05/09, Delegate Assembly 7/11/09)**
- C. Attend all Board-sponsored training and related activities; **(Resolution B&P 05/09, Delegate Assembly 7/11/09)**
- D. Represent the Director's Chapter at the Board meetings including presenting items to the Board at the request of the Chapter; **(Resolution B&P 05/09, Delegate Assembly 7/11/09)**
- E. Provide two-way communication between the Director's Chapter and the Board of Directors; **(Resolution 01/07, Delegate Assembly 7/21/07; Resolution B&P 05/09, Delegate Assembly 7/11/09)**
- F. Acts as a representative of the Chapter at all meetings attended; **(Resolution B&P 05/09, Delegate Assembly 7/11/09)**
- G. Uphold the ACSS Bylaws and Operating Policy and Procedures File; **(Resolution B&P 05/09, Delegate Assembly 7/11/09)**

- H. Respond to member comments or questions regarding Board motions; **(Resolution B&P 05/09, Delegate Assembly 7/11/09)**
- I. Other duties that may be assigned by the President or Delegate Assembly. **(Delegate Assembly 1/26/03; Resolution B&P 05/09, Delegate Assembly 7/11/09)**

### **Section 6.5 Term of Office**

Directors shall be elected at each Delegate Assembly to be held during the same year as the meeting of the CSEA General Council. The term of office for Directors shall commence upon the election at Delegate Assembly and shall continue thereafter until the next Delegate Assembly. Each Director, including a Director appointed or elected to fill a vacancy, shall hold office until the expiration of his or her term and until his or her successor has been elected and qualified. **(ACSS 5/1/93; Resolution 10, Delegate Assembly 10/4/94; Delegate Assembly 7/18/98; Resolution 7, Delegate Assembly 7/15/00; Resolution 01/07, Delegate Assembly 7/21/07; Resolution 01/07, Delegate Assembly 7/21/07; Resolution B&P 05/09, Delegate Assembly 7/11/09)**

### **Section 6.6 Nominations**

- A. Nominations Committee - shall consist of the ACSS President, any past ACSS presidents who remain members in good standing, and any other members appointed by the ACSS President shall meet to select candidates for all Director positions. The Nominations Committee shall meet to select candidates for all positions on the Board of Directors. The Nominations Committee shall select qualified active members in good standing who are willing to serve if elected. **(Resolution B&P 05/09, Delegate Assembly 7/11/09; Resolution B&P 04/18, Delegate Assembly 7/14/18)**
- B. Nominations Committee Report – the Nominations committee shall report to the Board of Directors no later than June 1<sup>st</sup> in the year of Delegate Assembly. The Board of Directors shall review the report, make any changes to the list of candidates which it deems advisable, and authorize publication of the names and qualifications of the nominees. The Executive Vice-President shall thereupon forward to each person, entitled to receive notice, the notice of such meeting and other information required by Bylaws Sections 5.5 and 6.13(B). **(Resolution B&P 04/18, Delegate Assembly 7/14/18)**
- C. Nominations by Delegates - Delegates representing at least two percent (2%) of the active members may place in nomination the name of one candidate for Director for each position to be filled. If any nominations are made in writing to the Secretary/Treasurer more than 30 days before the meeting at which Directors are to be elected, the Secretary/Treasurer shall cause the names of such qualified nominees to be placed on the ballot along with the names of those candidates selected by the Nominations Committee and/or Board of Directors. **(Resolution 01/07, Delegate Assembly 7/21/07; Resolution B&P 05/09, Delegate Assembly 7/11/09; Resolution B&P 04/18, Delegate Assembly 7/14/18)**
- D. Nominations from the Floor - Delegates to the Delegate Assembly may place in nomination the names of candidates for each position to be filled. Ballots shall have a space for writing in the names of candidates nominated from the floor. No nomination shall be deemed valid unless the person nominated is eligible to serve and agrees to serve if elected. **(Resolution B&P 05/09, Delegate Assembly 7/11/09; Resolution B&P 04/18, Delegate Assembly 7/14/18)**
- E. Solicitation of Votes - Subject to fair and reasonable procedures to be established by the Board, each nominee shall be afforded a reasonable opportunity to communicate to the Delegates such nominee's qualifications and the reasons for the nominee's candidacy, and a

reasonable opportunity to solicit votes. All Delegates shall be afforded a reasonable opportunity to choose among the nominees. **(Resolution B&P 05/09, Delegate Assembly 7/11/09; Resolution B&P 04/18, Delegate Assembly 7/14/18)**

- F. Use of Corporate Funds - Without Board authorization, no funds of the Corporation may be expended to support a nominee for Director after more candidates have been nominated for the same position than can be elected. **(Resolution B&P 05/09, Delegate Assembly 7/11/09; Resolution B&P 04/18, Delegate Assembly 7/14/18)**
- G. Term of Office - The term of office of Directors shall be for three years. **(Resolution B&P 04/18, Delegate Assembly 7/14/18)**

### **Section 6.7 Election Procedures**

- A. Election of Other Directors - Each delegate shall have the right to cast one vote for each of the determined number of positions from each chapter. The number of positions for each chapter shall be based on the ratio in Article 6, Section 6.2. in this section. The candidates from each chapter receiving the greatest number of votes shall be declared elected. Any tie vote shall be resolved by an immediate run-off election. Voting rights and procedures in such run-off shall otherwise be the same as in the initial vote. The candidate who receives the greater number of votes in such run-off election shall be declared elected. Any candidate who is running for director and is unopposed shall be deemed elected by acclamation. If any vacancies remain after this procedure has been followed, they shall be filled pursuant to Article 6, Section 6.15 Vacancies on the Board of Directors. **(Special Delegate Assembly 1/20/96; Resolution 9, Delegate Assembly 7/15/00; Resolution B&P 03/12, Delegate Assembly 7/20/12; Resolution B&P 04/18, Delegate Assembly 7/14/18)**
- B. Secret Ballot - the election for Directors shall be by written, secret ballot with the candidates listed in chapter order using preprinted ballots approved by the Board of Directors. No ballot shall have any write-in candidates. **(Resolution B&P 04/18, Delegate Assembly 7/14/18)**

### **Section 6.8 Installation of New Directors**

Newly elected Directors shall be installed as the Directors of the Corporation before the close of the Delegate Assembly at which they are elected. Before entering upon their duties, each shall take an oath, the exact terms of which may be established by resolution of the Board, to support the aims and purposes of the Corporation, support and defend its Bylaws, and faithfully discharge the duties of such office. Directors elected at other times shall take the oath at the beginning of the first meeting of the Board which they attend. The President shall conduct the installation of all Directors and administer the oath to them. **(ACSS 5/1/93; Resolution 10, Delegate Assembly 10/4/94; Resolution B&P 05/09, Delegate Assembly 7/11/09; Resolution B&P 04/18, Delegate Assembly 7/14/18)**

### **Section 6.9 Meetings of the Board**

- A. Place of Meeting - all meetings of the Board shall be held at such places as the Board may determine. **(Resolution 01/07, Delegate Assembly 7/21/07)**
- B. First Meeting of the Board - the first meeting of the new Board will be the day following the meeting of the Delegate Assembly at the same location. The Board shall elect all the Officers of the Corporation. The Board shall hold a regular meeting for the purpose of reviewing the business and affairs of the Corporation. Notice of such meeting shall not be required. **(ACSS 5/1/93; Resolution 10, Delegate Assembly 7/15/00; Resolution 01/07, Delegate Assembly 7/21/07; Resolution B&P 05/09, Delegate Assembly 7/11/09; Resolution B&P 04/18, Delegate Assembly 7/14/18)**

- C. Regular Meetings - the Board shall hold no fewer than two regular meetings each year for the purpose of reviewing the business and affairs of the Corporation, receiving reports from officers, committees and employees and transacting the other business of the Corporation. Notice of meetings shall be given as set forth below for special meetings, except that the purpose of the meeting need not be stated. **(ACSS 5/1/93; Resolution 5, Delegate Assembly 10/4/94; Delegate Assembly 7/20/96; Resolution 01/07, Delegate Assembly 7/21/07; Resolution B&P 05/09, Delegate Assembly 7/11/09; Resolution B&P 04/18, Delegate Assembly 7/14/18)**
- D. Other Regular Meetings - The Board may set and hold such other regular meetings as it may deem advisable. Notice of such regular meetings shall be given as set forth below for special meetings, except that the purpose of the meeting need not be stated. **(ACSS 5/1/93; Resolution 5, Delegate Assembly 10/4/94; Delegate Assembly 7/20/96; Resolution 01/07, Delegate Assembly 7/21/07)**
- E. Closed Meetings - A meeting may not be closed, in its entirety or in part except for good cause or upon the vote of at least two-thirds (2/3) of those entitled to vote at such meeting, and then only for such portion of the meeting as is necessary to achieve the purpose for which the meeting was closed. The minutes and other records of any meeting that goes into closed session shall set forth in detail the reasons for which members were excluded and shall verify that no other matters were considered during the closed session. Good cause shall exist when a meeting is called to discuss any of the following: **(Resolution B&P 05/09, Delegate Assembly 7/11/09)**
1. Litigation matters
  2. Matters involving privileged relations, such as attorney/client;
  3. Representation appeals;
  4. The suspension, discipline, or dismissal of any officer or member from Association membership;
  5. Legislative matters;
  6. Confidential financial information; and
  7. Collective bargaining negotiations with staff union or other staff issues. **(Resolution 01/07, Delegate Assembly 7/21/07)**
- F. Special Meetings - Special meetings of the Board may be called at any time by the President or by the majority of corporate officers, upon five days' written notice and are limited to consideration of the matters specified in the call.

Notice of the time and place of special meetings shall be given to each Director by one of the following methods:

1. By personal delivery of written notice;
2. By first-class mail, postage prepaid;
3. By telephone, either directly to the Director or to a person at the Director's office or home who would reasonably be expected to communicate that notice promptly to the

Director;

4. By facsimile; or
5. By electronic mail.

All such notices shall be given or sent to the Director's address, telephone number, facsimile number or electronic mail address as shown on the records of the Corporation. Notices sent by first-class mail shall be deposited in the United States mail at least seven days before the time set for the meeting. Notices given by personal delivery, telephone, facsimile or electronic mail shall be delivered, telephoned, faxed or sent by electronic mail at least 48 hours before the time set for the meeting. The notice shall state the time, the place, and the general purpose of the meeting. **(Resolution B&P 02/06, Special Delegate Mail Ballot 08/10/06; Resolution 01/07, Delegate Assembly 7/21/07; Resolution B&P 05/09, Delegate Assembly 7/11/09; Resolution B&P 04/18, Delegate Assembly 7/14/18)**

- G. Quorum - A majority of the authorized number of Directors shall constitute a quorum for the transaction of business, except to adjourn. Every action taken or decision made by a majority of the Directors present at a duly held meeting at which a quorum is present shall be the act of the Board, subject to any more stringent provisions of the applicable law, including, without limitation, those provisions relating to:
1. Approval of contracts or transactions between the Corporation and one or more Directors or between the Corporation and any entity in which a Director has a material financial interest.
  2. Creation of and appointments to Committees of the Board, and
  3. Indemnification of Officers and Directors. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of Directors if any action taken or decision made is approved by at least the number of votes which would be sufficient for passage if a quorum were present.

**(Special Delegate Assembly 10/7/05; Resolution B&P 05/09, Delegate Assembly 7/11/09; Resolution B&P 04/18, Delegate Assembly 7/14/18)**

- H. Adjournment - A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given unless the original meeting is adjourned for more than 24 hours. If the original meeting is adjourned for more than 24 hours, notice of any adjournment to another time and place shall be given, before the time of the adjourned meeting, to the Directors who were not present at the time of the adjournment. **(Resolution B&P 05/09, Delegate Assembly 7/11/09)**
- I. Waiver of Notice - Notice of a meeting need not be given to any Director who, either before or after the meeting, signs a waiver of notice, a written consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice or consent need not specify the purpose of the meeting. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting need not be given to any director who attends the meeting and does not protest, before or at the commencement of the meeting, the lack of notice to him or her. **(Resolution B&P 05/09, Delegate Assembly 7/11/09)**
- J. Telephonic Meetings - Any meeting of the Board may be held by conference telephone or

similar communication equipment, as long as all Directors participating in the meeting can hear one another. All such Directors shall be deemed to be present in person at such a meeting. **(Resolution B&P 05/09, Delegate Assembly 7/11/09)**

- K. Action without a meeting - Any action that the Board is required or permitted to take may be taken without a meeting if all Directors consent in writing to that action. Such action by written consent shall have the same force and effect as any other validly approved action of the Board. All such consents shall be filed with the minutes of the proceedings of the Board. **(Resolution B&P 05/09, Delegate Assembly 7/11/09)**

### **Section 6.10 Compensation of Directors**

No Director shall be entitled to any compensation for services rendered as such Director. The Corporation shall, however, pay or reimburse the reasonable expenses incurred by the Directors in connection with attending meetings of the Board, the Delegate Assembly and the CSEA General Council, serving on Committees of the Board or other committees, or otherwise carrying out their duties on behalf of the Corporation. **(Special Delegate Assembly 10/7/05; Resolution B&P 04/18, Delegate Assembly 7/14/18)**

### **Section 6.11 Vacancies on the Board of Directors**

- A. Causes of Vacancies - A vacancy or vacancies on the Board shall exist on the occurrence of any of the following events:
1. The death or resignation of a Director.
  2. The declaration by resolution of the Board of a vacancy in the office of a Director who has been declared of unsound mind by an order of court or convicted of a felony since being elected as a Director.
  3. The removal of a Director by the Delegate Assembly, as set forth below.
  4. An increase in the number of authorized Directors.
  5. Failure of the Delegate Assembly, during any meeting at which Directors are to be elected, to elect the number of Directors required to be elected at that meeting.
  6. Notwithstanding Section 4.5(A) of these Bylaws, a transfer or move of a Director from the Chapter area he/she represents. **(Delegate Assembly 7/18/98; Resolution B&P 04/18, Delegate Assembly 7/14/18)**
  7. A Director fails to attend two (2) consecutive Board meetings as defined in Sections 6.9 (C) and (D), without an authorized excuse as set forth in the ACSS Policy File Section 10. **(Delegate Assembly 07/26/03; Resolution B&P 04/18, Delegate Assembly 7/14/18)**
- B. Resignation - A Director may resign by giving written notice to the President, the Secretary or the Board. Such resignation will be effective when received unless it specifies a later effective date, in which case it shall take effect as of such later date.
- C. Removal - The Delegate Assembly may remove a Director from office, with or without cause, by vote of two-thirds of the Delegates in attendance and voting at a meeting at which a quorum is present. Directors may be removed only at a meeting; the provisions of Section 5.13 permitting action without a meeting shall not apply to removal of a Director. **(Delegate Assembly 7/20/96; Resolution B&P 04/18, Delegate Assembly 7/14/18)**

- D. Filling Vacancies - Except for vacancies created by removal of a Director by the Delegate Assembly, vacancies on the Board may be filled by a majority of the Directors then in office, whether or not less than a quorum or by a sole remaining Director. A vacancy created by the removal of a Director by the Delegate Assembly may be filled by the Delegate Assembly; if the Delegate Assembly fails to fill any such vacancy, the Board of Directors may do so as in the case of any other vacancy. **(Resolution B&P 04/18, Delegate Assembly 7/14/18)**

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## ARTICLE 7 – COMMITTEES OF THE BOARD

### **Section 7.1 Constitution and Powers**

The Board may create one or more committees, each consisting of one or more Directors and two or more members to serve at the pleasure of the Board (“Committees of the Board”). Appointments to Committees of the Board shall be by majority vote of all the Directors then in office. The Executive Officer may assign one or more nonvoting staff members to assist each committee. Any such Committee shall have all the authority of the Board, to the extent provided in the Board resolution creating it, except that no Committee, regardless of Board resolution, may: **(Resolution 01/07, Delegate Assembly 7/21/07)**

- A. Take any final action on any matter that, under applicable law, also requires approval of the members or approval of a majority of all members;
- B. Fill vacancies on the Board or on any Committee of the Board;
- C. Fix compensation of the Directors for serving on the Board or on any committee;
- D. Amend or repeal these Bylaws or adopt new bylaws;
- E. Amend or repeal any Board resolution that by its express terms is not so amendable or repeal able;
- F. Create any other Committees of the Board or appoint members of Committees of the Board; **(Resolution 01/07, Delegate Assembly 7/21/07)**
- G. Expend funds of the Corporation to support a nominee for Director after more people have been nominated for the same position than can be elected; or
- H. With respect to any assets held in charitable trust, approve any contract or transaction between the Corporation and one or more of its Directors or between the Corporation and an entity in which one or more of its Directors have a material financial interest, subject to the special approval provisions of Section 5233(d)(3) of the California Corporations Code.

### **Section 7.2 Meetings and Action of Committees**

Meetings and actions of Committees of the Board shall be governed by, held, and taken in accordance with, the provisions of these Bylaws concerning meetings and other actions of the Board, except that the time for regular meetings of such Committees and the calling of special meetings of such Committees may be determined by the Committee unless the Board has made or later makes such determination. Minutes of each meeting of any Committee of the Board shall be kept and verified by such Committee, and shall be filed with the minutes and records of the Board of Directors. The Board may adopt rules for the governance of any Committee that are consistent with these Bylaws or, in the absence of rules adopted by the Board, the Committee may adopt such rules. The Board may dissolve any committee, including Committees of the Board, at any time, and may amend or cancel any resolution or action of any committee or Committee of the Board to the same extent the Board could then amend or cancel its own actions or resolutions.

### **Section 7.3 Executive Committee**

- A. Membership - There is hereby established an Executive Committee. The members of the Executive Committee shall be the President, the Executive Vice President, the Vice

President of Governmental Affairs, the Vice President of Membership Development, and the Secretary-Treasurer. The Executive Committee is also known as the Principal Officers or Officers and further defined in Article 8 of these Bylaws. **(Special Delegate Assembly 1/20/96; Delegate Assembly 7/18/98; Resolution B&P 03/12, Delegate Assembly 7/20/12; Resolution B&P 05/18, Delegate Assembly 7/14/18)**

- B. Authority - Subject to any applicable provisions or limitations of these Bylaws, and to any limitations enacted by the full Board, the Executive Committee shall exercise the authority of the Board to manage the activities and the affairs of the Corporation, in the name and with the authority of the Board, between meetings of the Board. The Board may from time to time more fully define, or more narrowly limit, the authority of the Executive Committee.
- C. Meetings - In meetings of the Executive Committee, a majority of the members of the Executive Committee shall constitute a quorum for the transaction of business. **(Resolution 01/07, Delegate Assembly 7/21/07)**

#### **Section 7.4 Other Committees**

The Board may establish other committees from time to time to serve particular purposes of the Corporation. Other committees have been established by these Bylaws, or may be established by amendment hereof; but neither the Board nor any bylaw may delegate to any committee any of the powers listed in Corporations Code Section 7212(a)(1)-(8). If any committee does not have at least one Director as a member it is not a Committee of the Board, and it may not have or exercise the powers set forth in this Article 7. **(Resolution 01/07, Delegate Assembly 7/21/07)**

## ARTICLE 8 – OFFICERS

### Section 8.1 Principal Officers

The principal officers of the Corporation (“Officers”) shall be the President, Executive Vice President, Vice President of Governmental Affairs, Vice President of Membership Development, and Secretary-Treasurer. **(Special Delegate Assembly 1/20/96; Resolution 01/07, Delegate Assembly 7/21/07; Resolution B&P 03/12, Delegate Assembly 7/20/12)**

### Section 8.2 Election and Eligibility of Officers

The Board shall elect members of the Board of Directors to hold all of the offices described in Section 8.1, except the President will appoint an active member to be Secretary-Treasurer with the concurrence of the Board. Each such Officer shall hold office at the pleasure of the Board, or until such person resigns such office or a vacancy occurs for any reason in such person’s office, if any, as Director. The Board shall promptly elect another eligible person to fill any vacancy that occurs in any such office. **(Resolution 5, Delegate Assembly 10/4/94; Resolution 01/07, Delegate Assembly 7/21/07; Resolution B&P 03/12, Delegate Assembly 7/20/12; 7/19/15)**

### Section 8.3 Duties of Officers

- A. President - Subject to the overall control of the Board, the President shall be the chief executive officer of the Corporation, and shall supervise, direct and manage the Corporation’s activities, affairs and other Officers and assigned staff. The President shall preside at meetings of the Delegate Assembly and at meetings of the Board, and shall be an ex-officio member of every committee. The President shall have such other powers and duties as may from time to time be prescribed in these Bylaws or by the Board. **(Resolution 01/07, Delegate Assembly 7/21/07)**
- B. Executive Vice President - The Executive Vice President shall preside at all meetings of the Delegate Assembly and of the Board which the President is unable to attend. The Executive Vice President shall also perform other duties of the President during such time as the President is unable to do so, until the President is able to resume the duties of that office and so informs the Executive Vice President. In the event of a vacancy in the office of President, the Executive Vice President shall perform the duties of President until such vacancy has been filled. The Executive Vice President shall give such notices, send such ballots, compute voting rights and quorum requirements and take such other actions as may be required by these Bylaws in connection with the nomination and election of Delegates, Alternates and/or Directors. The Executive Vice President shall have such other duties as may from time to time be prescribed by the Board of Directors. **(Resolution 13, Delegate Assembly 7/15/00; Resolution 01/07, Delegate Assembly 7/21/07; Resolution B&P 03/12, Delegate Assembly 7/20/12)**
- C. Vice President of Governmental Affairs - The Vice President of Governmental Affairs acts in place of the Executive Vice President during his/her absence or disability. The Vice President of Governmental Affairs, under the direction of the President, shall be primarily responsible for the development of the political programs and strategies of the Corporation and Chapters and shall serve on both the Political Action and Legislative Committees. The Vice President of Governmental Affairs shall also have such other duties as may from time to time be prescribed by the President or Board of Directors. **(Resolution B&P 06/09, Delegate Assembly 7/11/09; Resolution B&P 03/12, Delegate Assembly 7/20/12; Resolution B&P 06/18, Delegate Assembly 7/14/18)**
- D. Vice President of Membership Development - The Vice President of Membership

Development, under the direction of the President, shall be primarily responsible for the membership development, recruitment and retention programs of the Corporation and Chapters. The Vice President of Membership Development shall serve on the Membership Development Committee and shall be responsible for the implementation of the membership development programs of the Corporation statewide and in the Chapters. The Vice President of Membership Development shall also have such other duties as may from time to time be prescribed by the President or Board of Directors. **(Resolution 01/07, Delegate Assembly 7/21/07; Resolution B&P 06/09, Delegate Assembly 7/11/09; Resolution B&P 03/12, Delegate Assembly 7/20/12)**

- E. The Secretary-Treasurer - The Secretary-Treasurer shall serve as both Secretary and chief financial officer of the Corporation. Any reference in these Bylaws to either the Secretary or the Treasurer shall mean the Secretary-Treasurer. **(Special Delegate Assembly 1/20/96; Resolution 01/07, Delegate Assembly 7/21/07)**
1. Duties of the Secretary
    - a. Minutes - As Secretary, he or she shall keep or cause to be kept, at the Corporation's principal office or such other place as the Board may direct, a book of minutes of all meetings, proceedings, and actions of the Delegate Assembly, the Board, and all committees. The minutes of meetings shall include the time and place of holding; whether the meeting was annual, regular, closed or special and, if special, how authorized; the notice given; the names of those present; the number of Delegates and Alternates present at meetings of the Delegate Assembly, and the name of each Alternate acting on behalf of a Delegate at each meeting. **(Resolution B&P 06/09, Delegate Assembly 7/11/09)**
    - b. Charter Documents and Seal - The Secretary shall keep or cause to be kept at the principal office of the Corporation a copy of the Articles of Incorporation and the original of these Bylaws, as amended to date. The Secretary shall also keep the seal of the Corporation in safe custody at the principal office of the Corporation.
    - c. Membership Records - The Secretary shall also keep or cause to be kept, at the Corporation's principal office or at a place determined by Board resolution, a record of the Corporation's members, showing each member's name, address, Chapter and class of membership and any changes thereto.
    - d. Chapter Records - The Secretary shall keep or cause to be kept a record of the territory, officers, Delegates, Alternates, bylaws, meeting place and other significant information about each Chapter.
    - e. Meeting Notices - The Secretary shall also give, or cause to be given, notice of all meetings of the Delegate Assembly, of the Board, and of Committees of the Board and other committees required by these Bylaws to be given.
    - f. Other Duties – The Secretary shall have such other powers and perform such other duties as these Bylaws and/or the Board may prescribe. **(Resolution 13, Delegate Assembly 7/15/00)**
  2. Duties as Treasurer
    - a. Financial Records and Reports - As Treasurer, he or she shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the Corporation's properties and transactions. The Treasurer shall send or cause to be given to the members, Delegates, Officers and Directors

such financial statements and reports as are required by law, by the Bylaws, or by the Board to be given. The books of account of the Corporation shall be open to inspection by any Director at all reasonable times.

- b. Custody of Funds - The Treasurer shall also deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the Corporation with such depositories as the Board may designate, shall disburse the Corporation's funds as the Board may order, shall render to the President and the Board, when requested, an account of all transactions as chief financial officer and of the financial condition of the Corporation, and shall have such other powers and perform such other duties as the Board or the Bylaws may prescribe.
- c. Collections and Disbursements - The Treasurer shall oversee the collection of all amounts owed to the Corporation and the payment of the obligations of the Corporation.
- d. Bond - If required by the Board, the Treasurer shall give the Corporation a bond, in the amount and with the surety or sureties specified by the Board, for faithful performance of the duties of the office and for restoration to the Corporation of all its books, papers, vouchers, money, and other property of every kind in the possession or under the control of the Treasurer on his or her death, resignation, retirement, or removal from office.

#### **Section 8.4 Resignation**

Excluding the position of Secretary-Treasurer, which is an appointed position, an Officer may resign such office, with or without resigning as a Director, by giving written notice to the President, the Secretary-Treasurer or the Board. Such resignation will be effective when received unless it specifies a later effective date, in which case it shall take effect as of such later date. **(Resolution 01/07, Delegate Assembly 7/21/07)**

#### **Section 8.5 Compensation of Officers**

No Officer shall be entitled to any compensation for services rendered as such Officer. The Corporation shall, however, pay or reimburse the reasonable expenses incurred by the Officers in connection with attending meetings of the Board, the Delegate Assembly and the CSEA General Council, serving on Committees of the Board and other committees, and otherwise carrying out their duties on behalf of the Corporation.

#### **Section 8.6 Subordinate Officers**

The Board may appoint, and may authorize the President to appoint, such other officers as the Corporation may require. Each officer thus appointed shall have the title and duties, shall report to the Officer, shall hold office for the period and shall receive the compensation, prescribed by the Board, all subject to the provisions of these Bylaws and of applicable law. No such subordinate officer shall be deemed an Officer of the Corporation. Without prejudice to any rights of such subordinate officers under contracts they may have with the Corporation, they may be dismissed by the Board of Directors at any time, with or without cause. Any such subordinate officer may also resign at any time, without prejudice to the rights of the Corporation under any contract with such officer.

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## ARTICLE 9 – REPRESENTATIVES TO CSEA

### Section 9.1 General Council Delegation

The delegates and alternates who represent the active members of the Corporation on the CSEA General Council shall be: (1) the Delegates and Alternates elected pursuant to Article 9, Section 9.2, (2) President and Executive Vice President and (3) Vice President of Governmental Affairs, Vice President of Membership Development, and the Secretary-Treasurer. The election procedure for the selection of Delegates to CSEA General Council shall be simultaneously and concurrently conducted with the election of Delegates to ACSS Delegate Assembly and shall be conducted in the manner prescribed in Bylaws Article 5, Section 5.3. **(Special Delegate Assembly 1/20/96; Delegate Assembly 7/18/98; Resolution 01/07, Delegate Assembly 7/21/07; Resolution B&P 03/12, Delegate Assembly 7/20/12)**

### Section 9.2 ACSS Chapter Delegates to General Council

- A. General Council Delegates - The members of each Chapter shall be entitled to elect one Delegate for each 200 members of such Chapter, unless otherwise specified in the CSEA Bylaws, determined as of a record date 30 days prior to such election (rounding all fractional results to the nearest whole Delegate; there shall be no fractional voting rights of Delegates). Such Delegates shall be considered as having been elected for purposes exercising the voting power of the members at the CSEA General Council.
- B. Election of Delegates - The election of both the Delegates to ACSS Delegate Assembly and CSEA General Council shall be held concurrently as one election as set forth in Article 5, Sections 5.2 and 5.3. **(Delegate Assembly 7/18/98; Resolution 01/07, Delegate Assembly 7/21/07; 7/19/15; Resolution 07/18, Delegate Assembly 7/14/18)**

### Section 9.3 Other Representatives

Consistent with the CSEA Bylaws, the President shall appoint all other ACSS representatives to any CSEA committee, body or council not otherwise elected or appointed by members of ACSS. **(Delegate Assembly 7/18/98; Resolution 01/07, Delegate Assembly 7/21/07)**

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## ARTICLE 10 – FINANCE

### Section 10.1 Fiscal Year

The fiscal year of the Corporation shall be the calendar year.

### Section 10.2 The Budget

- A. Adoption - The Corporation's fiscal affairs shall be managed pursuant to an annual budget adopted by the Board of Directors. **(Resolution 15, Delegate Assembly 7/15/00; Resolution 01/07, Delegate Assembly 7/21/07; Resolution B&P 07/09, Delegate Assembly 7/11/09; Resolution FISCAL 01/18, Delegate Assembly 7/14/2018)**
- B. Exceeding Budget - No expenditure of the Corporation's funds or other assets may be made or contracted for except pursuant to and in accordance with a budget duly adopted by the Board of Directors, the Corporation may incur and pay obligations in excess of those included in the budget if funding for such additional expenditures is provided by either: (1) dues or other revenues in excess of those anticipated by the budget; or (2) savings on other budgeted items. Amounts included as "reserves" in the budget may be used only with the approval of two-thirds of the Directors then in office, and then only to cover obligations that was incurred involuntarily and must be paid to avoid legal liability for the Corporation. **(Resolution 01/07, Delegate Assembly 7/21/07; Resolution FISCAL 01/18, Delegate Assembly 7/14/2018)**
- C. Automatic Amendment - If CSEA cannot or does not agree to provide all the services ordered by the Corporation pursuant to its budget, then the budget shall be deemed automatically amended to authorize the Corporation to obtain replacement goods and services elsewhere on the best terms then reasonably available, and to pay the additional cost, if any, of obtaining such replacement items. If, as a result of any action taken by CSEA without the consent of the Corporation, the amount the Corporation is required to pay to CSEA for services or otherwise increases beyond the amount included in the Corporation's budget, the budget shall automatically be amended to authorize the payment of such greater amount. **(Resolution 01/07, Delegate Assembly 7/21/07)**
- D. Application of Credits - The Corporation's credits with CSEA for its positive funds balance as of the date it receives a charter from CSEA, and any future credit balances with CSEA or any other supplier, shall be treated as part of the Corporation's sources of funds for budget purposes, and applied to budget expenses as quickly as permitted by CSEA or such other supplier.

### Section 10.3 Borrowing

The Corporation may borrow money for corporate purposes, on terms approved by the Board, only to the extent authorized by its currently effective budget.

### Section 10.4 Lending and Leasing

To the extent authorized by the currently effective budget, the Corporation may rent or lease to others its real or personal property (other than money or cash equivalents) not needed for current operations, on commercially reasonable terms and with adequate security. The Corporation shall not acquire any property for the purpose of renting or leasing it, and shall sell any asset for which there is no foreseeable future need. The Corporation may lend its assets (other than money or cash equivalents) free of charge or for less than the rental value thereof provided such loan is for the purposes set forth in Article 2. The Corporation shall not lend money except as permitted by section 10.6. **(Resolution 01/07, Delegate Assembly 7/21/07)**

### **Section 10.5 Sequestration**

Nothing contained in the budget can compel the Corporation to make any expenditure or loan of corporate funds or any lease or transfer of other corporate assets. If the Board of Directors determines that it is in the best interests of the Corporation to delay, limit or withhold any expenditure or loan of the Corporation's funds or any loan, lease or transfer of any of its other assets, then it may sequester such funds or other assets for as long as it deems advisable.

Sequestered assets may not be counted as a reduction in expenditures for purposes of reallocating budget items. **(Resolution B&P 02/12, Delegate Assembly 7/20/12)**

### **Section 10.6 Investment of Corporation's Funds**

Funds of the Corporation in excess of those needed for current expenses may be deposited in one or more accounts insured by the U.S. government in depository institutions chartered by the U.S. government or by the State of California, or invested in securities issued by, and backed by the full faith and credit of, the U.S. government or the State of California, or Invested in mutual funds, stocks or bonds. **(Resolution B&P 02/12, Delegate Assembly 7/20/12)**

## ARTICLE 11 – POLITICAL ACTION

### **Section 11.1 Action Permitted**

The Corporation may take any political action that carries out or tends to effectuate its purposes as set forth in Article 2 and is not contrary to applicable provisions of the CSEA Bylaws, or to applicable law. Without limiting the generality of the foregoing, the Corporation may support or oppose candidates for public office; support or oppose local and/or statewide ballot propositions; support or oppose pending legislation at the local, state and/or national level; take and support positions on political issues; organize collective action and demonstrations of support or opposition by members and others; form and contribute to, and/or solicit contributions to, a Political Action Committee; retain lobbyists, consultants, attorneys and other independent contractors to assist in carrying out its political agenda; and join, participate in and contribute to any other organization that supports activities that give effect to one or more of the Corporation's purposes. **(Resolution 01/07, Delegate Assembly 7/21/07)**

### **Section 11.2 Limitations**

No officer, director, agent, employee, member, Chapter or other subordinate organization or subdivision of the Corporation shall take any political action on behalf of the Corporation or in the name of the Corporation on any political issue without the express prior approval of the Legislative and Political Action Committee or the Board of Directors. The term "political action," as used in this section, shall mean and include all the activities listed and referred to in Section 1 of this article, and all other political activities of like kind. **(Resolution 01/07, Delegate Assembly 07/21/07; Resolution B&P 08/09, Delegate Assembly 7/11/09)**

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## ARTICLE 12 – INDEMNIFICATION

### **Section 12.1 Right of Indemnity**

To the fullest extent permitted by law, this Corporation shall indemnify its Directors, Officers, subordinate officers, committee members, employees, and other persons described in Section 7237(a) of the California Corporations Code, including persons formerly occupying any such positions (all referred to in this article as “agents”), against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any “proceeding,” as that term is used in that section, including an action by or in the right of the Corporation, by reason of the fact that the person is or was an “agent” of the Corporation, as defined above. “Expenses,” as used in this bylaw, shall have the same meaning as in Section 7237(a) of the California Corporations Code. Indemnification of expenses shall not apply to those actions taken by agents deemed intentional, negligent or willful. **(Resolution 01/07, Delegate Assembly 7/21/07)**

### **Section 12.2 Approval of Indemnity**

On written request to the Board by any person seeking indemnification under Section 7237(b) or Section 7237(c) of the California Corporations Code, the Board shall promptly determine under Section 7237(e) of said Code whether the applicable standard of conduct set forth in Section 7237(b) or Section 7237(c) has been met. If so, the Board shall authorize indemnification. If the Board cannot authorize indemnification because the number of Directors who are parties to the proceeding with respect to which indemnification is sought prevents the formation of a quorum of Directors who are not parties to that proceeding, the matter shall be submitted to a vote of the Delegate Assembly by written ballot. Each ballot shall be sent with a statement of the facts of the matter prepared by legal counsel to the Corporation, and the statement of the person or persons requesting indemnification if such statement is not unreasonably long and is received before the time the ballots are mailed. The Delegate Assembly shall thereupon determine under Section 7237(e) whether the applicable standard of conduct set forth in Section 7237(b) or Section 7237(c) has been met and, if so, shall authorize indemnification. A person to be indemnified shall not be entitled to vote on the question.

### **Section 12.3 Advancement of Expenses**

To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under this Article in defending any proceeding covered hereby shall be advanced by the Corporation before final disposition of the proceeding, on receipt by the Corporation 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 Corporation for those expenses.

### **Section 12.4 Insurance**

The Corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its agents, as defined above, against any liability asserted against or incurred by any such person in such capacity or arising out of his or her status as such agent of the Corporation.

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## ARTICLE 13 – RECORDS AND REPORTS

### **Section 13.1 Maintenance of Corporate Records**

The Corporation shall keep:

- A. Adequate and correct books and records of account;
- B. Written minutes of the proceedings of its Delegate Assembly, committee of the Delegate Assembly, the Board and Committees of the Board; and
- C. A record of each member's name, address, Chapter and class of membership.

### **Section 13.2 Maintenance and Inspection of Articles and Bylaws**

The Corporation shall keep at its principal office the original or a copy of the Articles of Incorporation, and these Bylaws, as amended to date, which shall be open to inspection by the voting members' at all reasonable times during office hours. A copy of these Bylaws shall also be maintained on the ACSS Web site and available to all members in good standing. **(Resolution 01/07, Delegate Assembly 7/21/07)**

### **Section 13.3 Annual Reports**

- A. An annual report shall be prepared within 120 days after the end of the Corporation's fiscal year. That report shall contain the following information in appropriate detail:
  1. A balance sheet as of the end of the fiscal year, and an income statement and statement of changes in financial position for the fiscal year, accompanied by any report on them by independent accountants, or, if there is no such report, by the certificate of an authorized officer of the Corporation that they were prepared without audit from the books and records of the Corporation.
  2. A statement of the place where the list of the names and addresses of current members is located.
  3. Any information that is required by Section 13.4.
- B. On written request by a member, the Board shall promptly cause the most recent annual report to be sent to the requesting member. **(Resolution B&P 08/18, Delegate Assembly 7/14/18)**

### **Section 13.4 Annual Statements of Certain Transactions and Indemnifications**

As part of the annual report to all voting members, or as a separate document if no annual report is issued, the Corporation shall annually prepare and mail or deliver to its voting members and furnish to its Directors and Officers a statement of any transaction or indemnification of the following kinds within 120 days after the end of the Corporation's fiscal year:

- A. Unless approved by members, by and through their Delegate Assembly, under Section 7233(a) of the California Corporations Code, any transaction to which the Corporation, its parent, or its subsidiary was a party, which involved more than \$50,000 or was one of a number of such transactions with the same person involving, in the aggregate, more than \$50,000, and in which either of the following interested persons had a direct or indirect material financial interest (a mere common directorship is not a material financial interest):

1. Any Director, Officer or subordinate officer of the Corporation, its parent, or its subsidiary;
  2. Any holder of more than 10 percent of the voting power of the Corporation, its parent, or its subsidiary. The statement shall include a brief description of the transaction, the names of interested persons involved, their relationship to the Corporation, the nature of their interest in the transaction, and, when practicable, the amount of that interest, provided that, in the case of a partnership in which such person is a partner, only the interest of the partnership need be stated.
- B. A brief description of the amounts and circumstances of any loans, guaranties, indemnifications, or advances aggregating more than \$10,000 paid during the fiscal year to any Officer, subordinate officer or Director of the Corporation, unless the loan, guaranty, indemnification, or advance has already been approved by the members under Section 7235(a) of the California Corporations Code, or the loan or guaranty is not subject to the provisions of that section.

## ARTICLE 14 – AMENDMENT OF BYLAWS

### **Section 14.1 Amendment by the Delegate Assembly**

These Bylaws may be amended, or new bylaws adopted, by vote or written consent of two-thirds (2/3) of the Delegates present and voting at any duly called, noticed and held meeting of the Delegate Assembly at which a quorum is present, provided advance notice of the proposed amendment has been given to the Delegates at least 30 days before such meeting is held. Such notice shall set forth the text of the proposed amendment, and shall be mailed or otherwise given to each Delegate in the manner required for giving notice of special meetings of the Delegate Assembly. Any provision of these Bylaws that requires the vote of a larger proportion of the Delegates than otherwise required by this article may not be amended or repealed except by such larger vote. **(Resolution B&P 09/18, Delegate Assembly 7/14/18)**

### **Section 14.2 Amendment by the Board of Directors with Delegate Approval**

The Board of Directors may adopt new bylaws, or amend or repeal these Bylaws, by vote or written consent of two-thirds (2/3) of the Directors present at a duly called, noticed and conducted meeting of the Board at which a quorum is present, and with the consent or ratification of two-thirds (2/3) of the Delegates. Any proposed amendment adopted by the Board of Directors, unless previously approved by the required number of Delegates, shall be submitted to the Delegates for ratification. Delegates shall have 60 days from the date the matter is mailed to them to ratify or reject the proposed amendment. Failure by a Delegate to reject within such time shall be considered ratification by such Delegate. Any other Delegate action to reject or to approve the amendment shall be deemed taken when a written certificate is actually received at the principal office of the Corporation. The amendment shall become effective on the 61st day after mailing to the Delegates unless sooner rejected by more than one-third (1/3) of the Delegates. It shall become effective sooner if it has been affirmatively accepted by two-thirds (2/3) of the Delegates. A Delegate decision may not be changed after the certificate by the delegate has been received at the principal office of the Corporation. If any provision of these Bylaws requires the vote of a larger proportion of the Board than otherwise required by law, such provision may not be altered, amended or repealed except by that greater vote. **(Resolution 2, Delegate Assembly 10/4/94; Delegate Assembly 7/20/96; Resolution 01/07, Delegate Assembly 7/21/07)**

### **Section 14.3 Record of Amendments**

The Secretary shall keep complete records of all amendments for at least five years after the effective date thereof, including the bylaws as they existed before each amendment, the exact text of each amendment, and the bylaws as amended. In the discretion of the Board of Directors, these Bylaws may be restated in their entirety to incorporate extensive amendments, or the amendments may be endorsed upon the existing Bylaws and signed in the margin by the Secretary. In any event, the Secretary shall ensure that these Bylaws accurately and completely incorporate all amendments to date, and shall certify that the Bylaws, as so amended, are the true and complete bylaws of the Corporation.

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## ARTICLE 15 – INTERPRETATION

### **Section 15.1 Supremacy of the Bylaws**

These Bylaws are the supreme authority of the Corporation, subject only to the Articles of Incorporation and to U.S. and California law. Any act of the Board of Directors, of any Committee of the Board, of the Delegate Assembly or of any Officer, Chapter, member, committee or agent of the Corporation in conflict with these Bylaws is, to the extent of such conflict, null and void. **(Resolution 01/07, Delegate Assembly 7/21/07)**

### **Section 15.2 Definitions**

Unless the context clearly requires another meaning, all terms defined below and used in these Bylaws with a capitalized initial shall have the meaning given them in this section, as follows:

- A. “Alternate” shall mean a person elected by a Chapter to replace a Delegate if necessary, pursuant to Article 5.
- B. “Board” shall mean the Board of Directors.
- C. “Board of Directors” shall mean the Board of Directors established by Article 6 hereof.
- D. “Chapter” shall mean an organized group of members of the Corporation who work or reside within geographic boundaries established pursuant to Article 4 and who hold a valid and unrevoked charter from this Corporation pursuant to said article.
- E. “Committee of the Board” shall mean a committee composed entirely of one or more Directors and other assigned staff as established pursuant to Article 7. **(Resolution 01/07, Delegate Assembly 7/21/07)**
- F. “Corporation” shall mean this corporation.
- G. “CSEA” shall mean California State Employees’ Association.
- H. “Delegate” shall mean a person elected by the active members of a Chapter to represent their voting rights in the Corporation, pursuant to Article 5.
- I. “Delegate Assembly” shall mean, as required by the context, either an assembly of Delegates for the purpose of exercising the voting power of the members, or the group of Delegates elected for such purpose.
- J. “Director” shall mean a member of the Board of Directors.
- K. “Executive Committee” shall mean the Executive Committee established by Article 7, Section 7.3.
- L. “Nominating Committee” shall mean the Nominating Committee established by Article 6, Section 6.6.
- M. “Officer” shall mean one of the principal officers of the Corporation identified in Article 8, Section 8.1. (Special Delegate Assembly 1/20/96)
- N. “Legislative and Political Action Committee” shall mean the committee established to manage and coordinate the political activities of the Corporation pursuant to Article 11,

Section 11.2. (Resolution 01/07, Delegate Assembly 7/21/07)

- O. "Day" shall mean calendar day unless otherwise stated. (Resolution B&P 01/09, Delegate Assembly 7/11/09)

### **Section 15.3 Rulemaking Authority**

No grant of authority herein contained permitting the Board of Directors to make and amend rules in certain instances shall be deemed to restrict the authority of the Board to make and amend rules in other instances.

### **Section 15.4 Cross-References**

Each reference herein to any article shall be deemed to include a reference to each and every section, subsection and other subordinate part thereof; and each reference to a section or subsection shall be deemed to include a reference to each and every subsection and other subordinate part thereof.

