

**CONSTITUTION AND PREAMBLE TO THE BY-LAWS  
OF THE  
ORANGE COUNTY MANAGERS ASSOCIATION**

The purpose of this organization, which is organized for non-profit purposes, shall be the improvement of employee relations with the County of Orange, including but not limited to negotiations on wages, hours and other terms and conditions of employment, grievances arising under the terms and conditions of employment, and matters arising under the Employee Relations Resolution or Memorandum of Understanding and applicable state, federal or case law.

**BY-LAWS  
OF  
ORANGE COUNTY MANAGERS ASSOCIATION**

**BY-LAW I                    DEFINITIONS**

“Association” – Unless otherwise indicated, the term “Association” as used in these by-laws shall mean the Orange County Managers Association.

“Board” – The term “Board” shall mean Board of Directors of the Association.

“Members” – The term “members” shall mean member in good standing of the Association.

**BY-LAW II                    OFFICES**

The principal office the transaction of business of the Association shall be located in the County of Orange, State of California.

**BY-LAW III                    MEMBERSHIP AND QUALIFICATIONS**

**Section 1.                    General Qualifications**

- (A) To be eligible for membership a person must be a Regular, Limited Term, Permanent part-time or Extra Help employee in a class designated to be in the Administrative Management Unit or other unit as agreed upon by the Board and the County of Orange. In addition, the Board may admit to membership on a case by case basis other employees of the County of Orange.
- (B) Persons who advocate or who belong to an organization that advocates the overthrow of the Government of the United States of America by force or violence shall not be permitted to be members of the Association.

**Section 2.                    Anti-Discriminatory Clause**

(A) Acceptance for membership shall be based only on the qualifications stipulated herein and shall not be denied on grounds of race, color, religion, sex, national origin, ancestry or sexual orientation.

**Section 3.                    Application, Dues and Membership Standing**

- (A) Membership applications shall be submitted to the Board or its designee for approval. The information thereon shall be in conformance with the eligibility requirements of these by-laws.

- (B) The membership dues and the method of collection shall be as established by the Board.
- (C) An applicant for membership will become a member in good standing upon submission of a signed Designation/Authorization to Represent form. In the event the Board establishes membership dues, a member in good standing shall be expanded to include: "and submits a signed payroll dues deduction form or pays applicable dues directly to the Association." In that event only, By-Law III, Section 3. D. shall apply.)
- (D) A member in good standing shall be one whose dues are current.
- (E) An Association member is entitled to assistance from the Association for issues relating to his/her employment providing he/she is a member in good standing, with at least six pay periods of dues paid.

Section 4. Identification

The Board may decide to issue membership cards to show evidence of membership.

Section 5. Separation

- (A) A member may resign from the Association by sending a letter containing such resignation to the Board, or filing a payroll deduction termination form with the member's agency/department payroll office. Such resignations shall become effective on the last day of the pay period in which the last dues deduction is taken. The member will then be dropped from the Association roster.

BY-LAW IV ORGANIZATION

Section 1. Board

(A) The powers shall be exercised, the property controlled, and the affairs and business of the Association conducted by a Board of Directors consisting of five (5) members. A Board member shall be a regular employee in good standing.

Section 2. Councils

- (A) The Board may form councils composed of members having special interests.
- (B) Councils shall operate under rules established by the Board.

Section 3. Committees

(A) The Board shall appoint committees in compliance with By-Law VII, Section 3.

(B) The Board may also create and appoint committees, determine their size and membership, as it deems necessary.

BY-LAW V                    OFFICERS

Section 1.                    Board of Directors

(A) There shall be a President, Vice President, Secretary and Treasurer elected by the Board from its own membership for a period of one year and they may be re-elected to succeed themselves. The fifth director shall be a "Member at Large".

(B) A person shall hold only one office at any one time.

(C) The Board may appoint an Assistant Secretary and Assistant Treasurer, or both combined in one person, who need not be members of the Association. These positions will not be Board members and will not have voting rights.

(D) Every member of the Board shall be a member in good standing of the Association.

BI-LAW VI                    NOMINATIONS, ELECTIONS AND TERMS OF OFFICE OF DIRECTORS

Section 1.                    Nomination

(A) Only members shall be nominees for office in the Association.

(B) Any member seeking candidacy for office shall submit a nomination authorization signed by himself/herself prior to the date set by the Board for the election.

Section 2.                    Acceptance of Nominations

(A) Candidates for office, who file a nomination authorization in accordance with Section 1 of this by-law, shall be accepted as nominees for office and their names shall be placed on the ballot unless ineligible as defined by By-Law VII, Section 2., F.

Section 3.                    Election of Directors

(A) At least one member shall be elected from one of the three County agency/departments having the greatest number of eligible Administrative Management employees at the time of the election. The additional four

members may be selected from different County agency/departments other than the one above. The intent is that Board membership should reflect the broad spectrum of County managers in various departments and agencies.

- (B) In the event that any of the County agencies/departments are disbanded, eliminated or merged with other County agencies/departments, composition of the Board shall be based on membership in the remaining agencies/departments as specified in By-Law VI, Section 3 (A) above. Composition of the Board shall not change as a result of this provision until the next scheduled election.
- (C) The Association shall conduct free and democratic elections by secret ballot for the election of the Board members. A tie vote shall be decided by lot.
- (D) The election of Board members must be completed by the last day of November of each year.
- (E) The Secretary shall inform all nominees and Board members not present at the election of the results within 10 days of the election. The membership will be notified by sending the election results to all members in good standing in the next general mailing.

#### Section 4. Term of Office

- (A) The term of office of a Board member shall begin on January 1st following election, and end on the last day of December of the second calendar year following election, at which time the successor will take office.
- (B) Board members may be elected to succeed themselves.
- (C) Three Board members shall be elected in the odd years and two Board members shall be elected in the even years.
- (D) Within one month following the adoption/ratification of these By-laws by a quorum of the Association members in good standing, the "acting officers" shall conduct an election, in substantial compliance with the procedures established by these By-Laws for election of Board members generally, to elect an initial Board of Directors consisting of five (5) members. The two Board members so elected receiving the least number of votes shall hold office until the last day of October, 2002 and the other three members of said initial Board shall hold office until the last day of October, 2003.

#### Section 5. Voting

(A) The candidates receiving the highest number of votes in descending order of votes are elected to fill the positions of Board of Directors to be elected.

BY-LAW VII            DUTIES OF OFFICERS, DIRECTORS AND COMMITTEES

Section 1.            Officers

- (A)    The President shall be the Executive Officer of the Association and shall preside at all meetings of the Association and the Board.
- (B)    The Vice President shall perform all the duties of the President when the President is absent or unable to act.
- (C)    In the event of the absence or inability to act of both the President and the Vice President, a member of the Board selected by the Board shall perform the duties of the President.
- (D)    The Secretary shall cause all written minutes of all Board and Association member meetings to be prepared and kept on file in the office/location designated by the Board and made available to the members upon written request. He/she shall also keep any and all other records, reports, letters, etc., on file that pertain to the function of the Association, including a roster of members as required by law.
- (E)    The Secretary shall prepare and file all reports required by public agencies.
- (F)    The Treasurer shall receive and disburse, upon order from the Board, the funds of the Association. All disbursements exceeding \$ 5,000 shall require the signature of a second Board member.
- (G)    The Treasurer shall cause an accurate accounting to be kept of all the financial transactions of the Association and shall submit the necessary financial reports to the Secretary for forwarding to such public agencies as required.
- (H)    The Treasurer shall cause an annual audit to be made and shall submit a copy of the report with supporting documentation Board.
- (I)    The Member at Large will assist the other Board members as necessary.

(J) Councils and Committees established in accordance with Bi-Law IV, Section 2. and 3. will appoint their own officers as necessary with a minimum of designating a Secretary to keep minutes of their meetings for reporting back to the Board of Directors.

Section 2. Directors of the Board

(A) Financial Authority

The Board shall have supervision and control of the funds of the Association.

(B) Meetings

The Board shall meet as necessary. A quorum, consisting of a simple majority of the Board, must be present in order to conduct business. The schedule and location of regular Board meetings shall be made available to the Association members and may be observed by any member in good standing. Association members may request to speak on a topic before the Board. The Board may limit the amount of time an Association member is given to speak.

(C) Employees and Additional Officers

The Board shall appoint such other officers and hire or discharge employees, and retain professionals, as it may deem necessary for the proper conduct of the affairs of the Association. Such actions shall require a majority vote of the entire Board.

(D) Financial Reports

The Board shall distribute to the members, upon request, an itemized statement of the financial accounts of income and expense of the Association for the preceding year. Such statement shall state the sources of income and the classes of expenditures and the amounts.

(E) Absenteeism

Any member of the Board who is absent from three consecutive meetings of the Board shall be automatically dropped from the membership of the Board unless a written statement explaining such absence is submitted on or before the date of the next Board meeting, and such explanation is acceptable to a majority of the members of the Board.

(F) Ineligibility

Any member of the Board who is absent from more than one half of the meetings of the Board during any term shall be ineligible for re-nomination or re-election for the following term.

(G) Vacancies

Any vacancy occurring by absenteeism, death or resignation shall be filled by appointment of the Board. Such appointment shall be for the duration of the unexpired term.

(H) Termination of Appointments

Any appointments made by the Board, other than those made in accordance with Section 2., (G) of these By-Laws, may be terminated by the Board.

(I) Compensation

No members of the Board, Councils, or Committees shall draw any compensation from the Association except for expenses incurred on Association business when authorized by the Board.

(J) Representation

The Board may act as agent, or appoint any agent, to represent any member or members on any subject matter pertaining to the Association objectives, including when a controversy, difference, or problem arises between such member or members and the employer, when the Board has been so petitioned.

(K) Bonding

The Board shall require the bonding in such amounts as may be deemed advisable of any Board member, officer, or employee of the Association who is authorized to handle funds. Such bonds shall be written by Surety Companies, shall conform to the laws of the State of California, and shall be paid for by the Association.

Section 3. Committees

- (A) There shall be a standing Election Committee composed of three members of the Board. Members shall be selected within thirty days of their election to the Board. Terms of membership shall conform to the term of the Board member, except when reelected as a Board member, they must be reappointed to this committee. The Election Committee shall conduct all elections for directors and any other Association business in conformance with these By-Laws.

- (B) An Executive Committee shall be established when deemed advantageous to conduct the affairs of the Association. The Board shall determine the number of members of an Executive Committee and their terms of service.
- (C) A Bargaining Committee may be established to make recommendations to the entire Board regarding negotiations with the County of Orange pertaining to wages, benefits, hours and other terms and conditions of employment.
- (D) All other committees appointed by the Board shall have the duty to investigate, study and make reports including any recommendations on the subjects for which they were specifically organized.

BY-LAW VIII FINANCIAL

- Section 1. Funds or assets may be disbursed only for carrying out the objectives of the Association as defined by these By-Laws.

BI-LAW IX MEMBERSHIP MEETINGS

- Section 1. Annual, or more frequent, Association meetings shall be announced at a time and place specified by the Board and readily accessible to a majority of the members.
- Section 2. Special meetings may be called by the Board, and by the President, but only in case of great emergency and when time is too limited to obtain consent of the Board. In all cases at least 24 hours notice shall be given to the members of the Association.
- Section 3. Notices of special meetings must state the business to be transacted and the time and place of the meeting. No other business will be considered. Notice must be posted in each agency/department where Association notices are routinely posted.
- Section 4. Unless otherwise provided by these By-Laws, every question, which shall come before an Association meeting, shall be decided by the vote of the majority of the members present, but such decision may be subjected to a referendum vote through the procedure established for said vote in these By-Laws. Members may vote and are considered to be present unless the Board specifies otherwise in advance of the meeting by notification to the members.

- Section 5. At any membership meeting, twenty (20) members shall constitute a quorum necessary to conduct business.
- Section 6. The order of business at any Association meeting may be as follows:
- (A) Reading of the minutes of the preceding meeting;
  - (B) Reports of Board members, officers and employees;
  - (C) Reports of Councils;
  - (D) Reports of Committees;
  - (E) Miscellaneous business (Unfinished and New);
  - (F) Presentation of and action on resolutions;
  - (G) Program;
  - (H) Adjournment.
- Section 7. The Association, as a body shall not be responsible for the statements of fact or opinion in papers, speeches or discussions at the meetings.
- Section 8. Actions taken at a meeting become effective immediately unless otherwise specified.

BY-LAW X                      INITIATIVE PROCEDURE

- Section 1. The initiative procedure shall be used by a member(s) who wants to present to the Association membership a proposed course of action for adoption. The initiative procedure shall be instituted by the filing with the Secretary of a petition which shall state the proposed course of action and which shall be signed by members numbering at least 10 percent of the total number of Association members in good standing.
- Section 2. Upon receipt of such a petition, the Secretary shall verify signatures and check for compliance with Section 1 above. If the petition is found to meet the requirements of Section 1 above, the Secretary shall so certify to the Board forthwith.
- Section 3. Upon receipt by the Board of the certified petition, the Board shall call a special membership meeting to consider the proposed course of action. This meeting shall be held not less than 15 nor more than 30 days from the time of receipt of the petition. Any action will be made available for vote by the entire membership and the vote shall be binding upon the Association.
- Section 4. Within 30 days after the meeting, the Secretary shall notify all members of the action taken at the meeting.

BY-LAW XI            REFERENDUM AND RECALL PROCEDURE

Section 1.    Referendum

- (A) A referendum of the members may be taken on any act of the Board or any officer or employee of the Association, or on any measure adopted at any meeting of the Association (including initiative measures and recall actions).
- (B) A referendum may be called for by the Board or by a petition in writing filed with the Secretary, signed by Association members in good standing numbering not less than 10 percent of the total membership.
- (C) The secretary shall mail ballots on the question at issue to all members in good standing within 25 days of said filing.
- (D) Said ballots shall state the date for the closing of the polls, such date shall not be earlier than 10 nor later than 25 days from the date of mailing of ballots.
- (E) The Board shall cause the votes to be counted within five (5) days of the closing of the polls. A majority of the votes cast will be decisive.
- (F) The referendum shall fail if less than 51 percent of the total Association membership votes.

Section 2.    Recall

- (A) Any member of the Board may be recalled. The action shall follow the initiative procedure except that the written notice shall include a copy of the complaint and it shall be mailed to all Association members in good standing at least 15 days prior to the membership meeting at which said recall is to be considered. At the meeting the person involved will have the opportunity to be heard and to present others in his/her behalf.

BY-LAW XII            AMENDMENTS

- Section 1.    Proposed amendments to the by-laws shall be adopted pursuant to the preamble of these by-laws.
- Section 2.    Amendments shall be adopted by a majority vote of Association members in good standing who are present to vote.

BY-LAW XIII            DISCIPLINARY ACTION

Section 1. For any willful violation of these By-Laws or for any willful act detrimental to the Association, the Board may subject any member or employee of the Association to disciplinary action. Under this section the Board may terminate membership. Any actions taken under this provision, including termination, are subject to appeal under the provisions of By-Law XIV.

BY-LAW XIV INTERNAL REMEDIES

Section 1. In the event any member has cause to believe that any of his membership rights have been violated by the Association or that the affairs of the Association are being mismanaged, the following procedure shall apply to the hearing and determination thereof:

- (A) The aggrieved member shall present his claim or complaint to the Board, either in writing, signed by the member, or by his/her personal appearance.
- (B) Following the presentation of the claim or complaint to the Board, the Board shall appoint an Investigating Committee composed of three Association members, who are not members of the Board, to determine the facts. Within 60 days following the initial complaint, the Investigating Committee shall report its findings to the Board. The Board shall make its Decision and inform the member of the decision within 14 days after receipt of the Committee's report. If the member is not satisfied with the determination, he/she shall have the right either to present his claim or complaint to the membership of the Association at the next membership meeting, or to invoke the referendum procedure under By-Law XI. No member shall be disciplined in any manner for exercising any of his/her rights guaranteed by law.

BY-LAW XV INSPECTION OF RECORDS AND BY-LAWS

Section 1. Records

- (A) The books of account, the minutes of the Board and the membership meetings, and the membership roster shall be open to inspection at any reasonable time upon written demand of any member for any purpose reasonably related to his/her interest as a member.

Section 2. By-Laws

- (A) The original By-Laws and a copy thereof as amended to date, certified by the President, shall be kept on file in the office/storage

location designated by the Board and open to inspection by the members at all reasonable times during business hours.

**BY-LAW XVII      CONFLICT OF INTEREST**

Section 1. No Board member, officer or employee of the Association shall receive direct compensation or gratuities from any vendor with which the Association is transacting business. No Board member shall participate in any decision or selection process involving expenditure of association funds if he/she may realize a personal financial benefit not realized by Association members as well.

**BY-LAW XVIII PARLIAMENTARY LAW**

Section 1. In all questions involving parliamentary procedure, including election procedures, not covered by the By-Laws, Robert's Rules of Order (Revised) shall be the governing authority.

**BY-LAW XIX      VALIDITY OF BY-LAWS**

Section 1. If any provision of these By-Laws, or the application thereof to any person or circumstances, is held invalid, the remainder of these By-Laws, or the application of such provision to other persons or circumstances, shall not be affected thereby.