

*Coalition of Santa Monica
City Employees*

BY-LAWS

Adopted:
November 21, 2002

Amended:
December 3, 2003
February 11, 2004
April 21, 2004
September 20, 2005
March 20, 2007
April 15, 2008

**ARTICLE 1
LOCATION OF OFFICES**

1.0 PRINCIPAL OFFICE

The principal office for the transaction of business is located in the Santa Monica City Hall at 1685 Main Street in the City of Santa Monica, County of Los Angeles, State of California. The mailing address of the Coalition shall be established by the Board of Directors. The Board of Directors is granted full power and authority to change the principal office to a location outside the City without membership approval.

**ARTICLE 2
MEMBERSHIP, FUNDING**

2.0 RIGHTS AND CLASSES OF MEMBERSHIP

The Coalition shall be composed of all participating employee associations, who shall pay dues as established by the Board of Directors. All represented positions of the participating employee associations shall also be considered members of the Coalition. The represented members of the participating employee associations shall exercise their voting power and any other membership rights only through the appointed representative or representatives of the employee association in which they are members. [Section 2.0 amended December 3, 2003, September 20, 2005.]

2.1 DUES ASSESSMENTS

Coalition dues shall be assessed to each participating employee association for all represented positions based on association membership data on record with Human Resources as of January 1 of each calendar year. Unless modified or suspended by the Board of Directors, annual dues assessments are due and payable by March 31 of each calendar year. [Section 2.1 added September 20, 2005.]

2.2 SPECIAL ASSESSMENTS

A special assessment may be levied by the Board of Directors when such an assessment is approved by a majority of the represented associations present and voting at any general or special meeting. [Section 2.1 renumbered September 20, 2005.]

2.3 COALITION MEMBERSHIP IN GOOD STANDING

Only member associations in good standing may participate in Coalition activities, which include monthly Board of Director meetings, committee meetings, and negotiating sessions with management. Failure to pay annual or special dues assessments within thirty (30) days of their due date will cause an association to be not in good standing. [Section 2.3 adopted March 20, 2007.]

2.4 RESIGNATION

A board member may resign upon thirty days written notice to the Board of Directors.
[Section 2.2 amended December 3, 2003.] [Section 2.2 renumbered September 20, 2005.]
[Section 2.3 renumbered March 20, 2007.]

ARTICLE 3 MEETINGS

3.0 GENERAL MEMBERSHIP MEETINGS

Meetings shall be held at the times and places selected by the Board of Directors, with at least one annual general membership meeting. The notices of meetings shall be given in the manner and at the time fixed by the Board of Directors and shall specify the general nature of the business to be transacted.

3.1 SPECIAL MEETINGS

The President, or majority of the Directors may call a special meeting when in their opinion the circumstances of business of the Coalition warrant such a meeting. Notices of special meetings shall state the business to be transacted and the time and place of the meeting. No other business shall be considered.

3.2 VOTING

All voting must be done in person by represented associations. The Board of Directors may, at its discretion, implement an absentee ballot procedure. Voting by proxy is allowed within a bargaining unit (an alternate may attend and cast the Association's vote) but prohibited between bargaining units (a bargaining unit may not cast a vote for another bargaining unit). Bargaining units with 0-100 members shall have one vote; units with 101-300 members will have two votes; and units with 301-1000 members will have three votes. [Section 3.2 amended 2/11/2004.]

3.3 QUORUM FOR GENERAL, SPECIAL AND RATIFICATION MEETINGS

A majority of the Directors, as fixed by the by-laws, shall be necessary to constitute a quorum for the transaction of business at any general or special membership meeting. Every act or decision, done or made by the appropriate majority of the associations present and voting at a meeting duly held, at which a quorum is present, shall be required as the act of the Coalition.

ARTICLE 4 BOARD OF DIRECTORS

4.0 METHOD OF SELECTION

Each member Association shall appoint its directors on an annual basis. The method for selection of director(s) shall be determined by the Association. [Section 4.0 amended December 3, 2003; April 21, 2004.]

4.1 TERM OF OFFICE

Directors shall be appointed for a one-year term commencing in January. [Section 4.1 amended December 3, 2003.]

4.2 POWERS

All Coalition powers, fiscal powers, ordinary business, property and affairs of the Coalition shall be controlled by the Board of Directors, subject to the provisions of these by-laws and the laws of the State of California. These Bylaws may be amended by a majority vote of the Board of Directors.

4.3 BOARD OF DIRECTORS MEETINGS

There shall not be less than one meeting scheduled every quarter for the Board of Directors. Each meeting shall be set by either majority vote of the Board of Directors or by the President. The Board of Directors shall act upon matters requiring its attention by voice or hand vote unless one Director requests a roll-call vote. Notice of the time and place of each regular meeting of the Board of Directors shall be given in writing not less than three (3) working days prior to said meeting. An agenda shall be available prior to the meeting. A majority of the Board of Directors, as fixed by the by-laws, shall be necessary to constitute a quorum for the transaction of business.

4.4 SPECIAL BOARD MEETINGS

Special meetings of the Board of Directors shall be held whenever called by the President or a majority of the Board of Directors. Notice of special meetings can be made in writing, in person, or by telephone. Reasonable efforts must be made to contact all Board members in as timely a manner as possible.

4.5 BOARD VACANCIES

A vacancy occurring on the Board of Directors shall be filled by the member Association that appointed the Director whose position has been vacated.

4.6 DUTIES OF THE SECRETARY

The Board of Directors shall elect one of its members, or another permanent miscellaneous City employee/Coalition member, as a Secretary, who shall record, transcribe and distribute in a timely

manner to the Board of Directors minutes of all meetings. The Secretary shall give notice of all general, special or Board of Directors meetings in accordance with the provisions of these by-laws. The Secretary shall keep the following items:

- a) Minutes of all meetings that specify the type, place, time, location, number of people present and the proceedings thereof.
 - b) A membership roster showing the names of the members.
 - c) All records, correspondence, etc., that pertain to the function of the Coalition.
- [Section 4.6 amended April 15, 2008.]

4.7 DUTIES OF THE TREASURER

The Board of Directors shall elect one of its members, or another permanent miscellaneous City employee/Coalition member, as a Treasurer, who shall promptly receive and disburse the funds of the Coalition in such a manner as may be ordered by the Board of Directors. The financial records of the Coalition shall be at all reasonable times, open to the inspection of any member. The Treasurer shall cause an annual accounting to be made of the financial affairs and records of the Coalition. The Treasurer shall regularly provide a list of represented members to the Board. [Section 4.7 amended April 15, 2008.]

4.8 DUTIES OF THE PRESIDENT

The Board of Directors shall elect one of its members as a President, who shall be chief executive officer of the Coalition and shall, subject to the control of the Board of Directors, carefully supervise, direct and control the affairs of the Coalition and labor for its usefulness and efficiency. The President shall have the general powers and duties of management usually vested in the office of president of an association. The President shall preside over meetings of the Board of Directors and any general or special meetings of the members. The President shall call the meetings to order and dismiss meetings and shall conduct the meetings according to Robert's Rules of Order and any other rules provided for in these by-laws. The President shall be an ex-officio member of all committees.

4.9 DUTIES OF THE VICE PRESIDENT

The Vice President shall perform the duties of the President when the President is absent or otherwise incapable of performing the duties of that position. [Section 4.9 added September 20, 2005.]

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ARTICLE 5 POWER TO DO BUSINESS

5.0 CHECKS, DRAFTS AND FUNDS

All checks, drafts or other orders for payment of money, notes or other evidence of the indebtedness, issued in the name of, or payable to the Coalition shall be signed, or endorsed by such persons or person and in such manner as from time to time shall be determined by resolution of the Board of Directors.

5.1 EXPENDITURES

The Board of Directors shall adopt policies regarding receipts and accounting for expenditures. No expenditures shall be made or obligations incurred on behalf of the Coalition which have not been authorized by the Board in a manner and at such times as the Board shall decide.

5.2 CONTRACTS

Any and all contracts which may be executed in the name of the Coalition shall be in such a form as shall be consistent with law and with the by-laws, and shall be approved by the Board of Directors, or by its duly authorized representatives. All contracts authorized by the Board or its authorized representatives, shall be signed by the President, or in the absence of the President, any other officer authorized by the Board.

5.3 COALITION RECORDS

The Secretary to the Coalition shall keep in his or her principal office, such records ordered to be retained by the Board for the transaction of business, including the original or a copy of the by-laws as amended, or otherwise altered to date, duly certified by the Secretary. The by-laws shall be open to inspection by the members at all reasonable times during business hours.

5.4 INSPECTION OF COALITION RECORDS

All the records of account, and the minutes of proceedings of any meeting of the members shall be open to inspection upon the written demand of any member in good standing at a reasonable time and for a purpose reasonably related to his/her interest as a member. Such inspection may be made in person or by an agent or attorney.

5.5 NOTICES, HOW GIVEN

All notices, demands, requests or approvals to be given to any director or to any member, under these Bylaws, shall be given in writing and conclusively shall be deemed served when delivered personally or on the fifth business day after deposit in the United States mail, postage prepaid, registered or certified, addressed as follows:

President
Coalition of Santa Monica City Employees
P.O. 3007

ARTICLE 6 POLITICAL ACTION COMMITTEE

6.0 FORMATION AND PURPOSE

The Coalition may form a Political Action Committee (PAC) for the purpose of making endorsements and conducting independent political activity in support of candidates or issues in the name of the Coalition of Santa Monica City Employees. The PAC will concern itself only with local elections, candidates and issues that have a direct relationship to the present and future benefits of non-sworn employees represented by the Coalition. The PAC shall consist of the Board of Directors of the Coalition unless a member association designates an alternate to sit on the PAC.

6.1 FUNDING AND ASSESSMENTS

The PAC will be funded by a separate assessment of the members of the Coalition at an amount and frequency to be determined by the Coalition Board of Directors. Unless modified or suspended by the Coalition Board of Directors, annual dues assessments are due and payable by March 31 of each calendar year. [Section 6.1 amended September 20, 2005.]

6.2 OPT-OUT BY INDIVIDUAL MEMBER

Each individual member of the Coalition shall have the right to opt-out of participation in the PAC by providing written notice to his or her Association President. Members opting-out of participation in the PAC shall not be individually assessed for funding the PAC. [Section 6.2 amended 2/11/04.]

6.3 OPT-IN BY INDIVIDUAL MEMBER

In the event an association member is precluded by its by-laws from participation in the PAC, an individual member of that association member may chose to opt-in to the PAC.

6.4 COALITION PAC MEMBERSHIP IN GOOD STANDING

Only member associations in good standing may participate in Coalition PAC activities, which include PAC Board of Directors meetings, candidate interview and endorsement decisions, and political activity. Failure to pay annual Coalition PAC dues assessments within thirty (30) days of their due date will cause an association to be not in good standing. [Section 6.4 adopted March 20, 2007.]

6.5 PROCEDURES FOR PAC OPERATION

The Board of Directors of the Coalition shall adopt procedures and policies for candidate and issue endorsement and independent political activity to ensure member participation in the activities of the PAC. [Section 6.4 renumbered March 20, 2007.]

[Article 6 adopted December 3, 2003]

Adopted on November 21, 2002.

Amended December 3, 2003; February 11, 2004; April 21, 2004; September 20, 2005; March 20, 2007.

Municipal Employees Association (MEA)

Administrative Team Associates (ATA)

United Transportation Union (UTU)

Executive Pay Plan (EPP)

Management Team Associates (MTA)

Public Attorneys' Union (PAU)

Public Attorneys' Legal Support Staff Union
(PALSSU)

Rent Control

Supervisory Team Associates (STA)