

Sacramento County Administrative Professionals (SCAPA) BYLAWS

Adopted December 2010
Revised December 2014
Revised May 2019

ARTICLE I - PURPOSE

A. The organization shall be a professional association known as the Sacramento County Administrative Professionals Association, hereinafter referred to as the Association, the purpose of which is to:

1. Meet, advocate and discuss with Sacramento County Government matters pertaining to salaries; equity and parity with other like State, County, and Local Governments throughout California; hours of employment; fringe benefits; general working conditions; and other rights and benefits, which the members of the Association are entitled to as civil service employees. The Association members shall consist of the 060 Administrative classifications, a classification designated by the County of Sacramento, Department of Personnel Services (DPS);
2. Promote high standards of employment practices and conduct among its members;
3. Encourage its members to improve professional and leadership skills;
4. Develop, maintain, and improve relations with the Public we serve, Sacramento County Government, Represented and Unrepresented Sacramento County management and line staff employees, and members of the Association;
5. Open channels of communication among county administrative employees and Sacramento County Government;
6. Gather the Association membership for social and business luncheons and events;
7. Provide information to the Association members concerning matters of interest.

B. Definitions

1. "Association" is the organization as a whole, known as the Sacramento County Administrative Professionals Association (SCAPA).
2. "Sacramento County Government" is referencing Departments, Executive Cabinet, personnel, and others which would typically be working with the Association on labor issues (e.g., County Executive, County Operations Office, Department of Personnel Services, Labor Relations, etc.).
3. "Board of Directors" is the managing body or administrator of the Association, known as the Sacramento County Administrative Professionals Association.
4. "Good Standing" refers to being an employee who is an employee in the 060 Administrative classification group, has chosen to be a member of the Association and is current in their payment of dues to the Association.

ARTICLE II - CORPORATION

Nonprofit Mutual Benefit Corporation: This Association is a nonprofit mutual benefit corporation organized under the Nonprofit Mutual Benefit Law, California Corporations Code. The terms "corporation" and "association" may be used interchangeably within these bylaws. The principal office of the Association for the transaction of business shall be located in the County of Sacramento, California.

ARTICLE III - MEMBERSHIP

A. Non-Discrimination

Any person eligible for membership shall not be refused membership, or upon acceptance, be discriminated against because of age, sex, race, color, creed, national origin, religion, sexual orientation, medical condition or disability.

B. Classes of Membership

1. Active Members

- a. Active membership shall be limited to paid employees of Sacramento County, including those eligible members on leave of absence as approved by the County who occupy positions in the County job classifications that are assigned to this bargaining unit.
- b. Any member who is terminated or otherwise dismissed by the County and who appeals such termination or dismissal may remain a member in good standing pending the outcome of said appeal including any judicial review thereof.

2. Associate Members: Associated membership shall be available only to employees of the County of Sacramento. Associate members shall not be eligible to vote on Association matters or hold office. Associated Members shall be eligible for assistance from the legal defense fund. Associate members shall pay dues at a rate established by the Board of Directors.

C. Member Standing: All members are considered in good standing provided their dues are not more than thirty (30) calendar days delinquent. The Board of Directors, upon a majority vote, may waive the payment of dues for members on unpaid leave.

D. Rights of Members: Members who are in good standing as defined in Article III shall have the following rights:

1. To attend and address the general membership and vote, whereas members who are not in good standing shall not have this right.
2. For current employees who are members in good standing as of February 1, 2019, they shall have the right to professional labor representations.
3. For new eligible employees hired after February 1, 2019 and who become members no later than six (6) months from their date of hire or eligible membership, they shall have the right to professional labor representations after the first payroll deduction.
4. For all other eligible employees who have been employed longer than six (6) months and who then become Association members on or after February 1, 2019, they shall not have the right to representation until they have paid their dues for a total of six (6) months from the date of Association membership.

E. Termination of Membership: Membership shall be terminated for the following reasons:

1. Death, resignation or termination from County service.
2. Termination from County service subject to the provisions of Article III, Section B.1.b; or
3. Withdrawal from the Association.

ARTICLE IV - BOARD OF DIRECTORS

A. The Association shall be governed by a Board of Directors of up to seven (7) members elected at-large, who are in good standing with the Association. The seven (7) members elected at-large shall be selected from the active membership as described in this Article III, Section B.

B. The Board of Directors shall have full power and authority to perform all acts and functions the Association might do or perform, including the administration of all business on behalf of the membership within the bounds of authority granted to it by the Association membership. The Board of Directors shall direct the expenditures of the funds of the Association, but may not direct expenditures of funds in excess of the current balance of accounts of the Association as determined by the Treasurer.

C. The President of the Association shall be the Chairperson of the Board of Directors.

- D. A simple majority (over 50%) of the Board of Directors shall constitute a quorum for the transaction of business. Should the seat of any Director become vacant, the remaining Directors may appoint a successor, by majority vote, for the duration of the unexpired portion of the term. If no candidate for the vacant seat expresses interest, the seat may remain vacant until the next scheduled election. This decision will be wholly made by the Board of Directors of the Association based upon the circumstances at the time of the vacancy.
- E. A Director may appoint a designee to act on the Director's behalf at any Board meeting, provided the Director who is to be absent, prior to the Board meeting, notifies the Chairperson of the Board of the identity of the designee, who shall be a member of the Association in good standing. Notification by telephone call or email shall be sufficient for purposes of this section. A duly appointed designee may exercise all powers herein assigned to a Member of the Board of Directors, except that the designee may not appoint a further designee, serve as Chairperson of the Board, or express the viewpoint of the Board of Director's of the Association publicly.
- F. Election of the Members to the Board of Directors shall be by confidential ballot of Association members in good standing, or by automatic election pursuant to Article VI, Section D, when a nominee runs unopposed.
- G. Members of the Board of Directors shall be Association members in good standing at all times.
- H. The provisions of this section shall be implemented as vacancies occur. Directors shall be elected to serve one four-year term, and may choose to run for re-election for additional four-year terms. There is no finite number of terms a member of the Board of Directors may serve.
- I. Any Director who misses four (4) consecutive regular meetings of the Board of Directors shall be considered to have automatically resigned the position. If the designee, as provided in Article IV, Section E, attends a meeting, it will not be considered a missed meeting and the Director shall be recorded in the minutes as having attended (i.e., Jane Doe [designee: John Doe]. The Board of Directors has no authority to alter, exempt, or override this provision of the bylaws for any circumstance.
- J. Should a member of the Board of Directors cease to be an employee of the County of Sacramento or a position designated in the Administrative Classification, their position shall be vacated within forty-five (45) days upon the effective date of their change in status. Should a member of the Board of Directors be assigned, transfer, promote, or demote either permanently or temporarily out of the Administrative Classification their position shall be vacated at the next general election.
- K. Should a member of the Board of Directors vacate their position on the Board of Directors for any reason, that member shall deliver all Association documents and/or property in his/her possession or control to his/her successor or to the Chairperson of the Board of Directors, within one month of leaving office.
- L. An Association member may attend Board of Director meetings, but may not vote on any issue before the Board, except as provided by Article IV, Paragraph E. However, an Association member may express suggestions, opinions, and/or recommendations to the Board members during any open public comment period, limited to an equal time set by the chairperson for all public comment participants.
- M. the Board of Directors may call for, and have an executive closed session to discuss matters of membership, service on the board of directors, advice from legal counsel, or other confidential matters.
- N. The Board of Director's shall meet, at minimum, once per quarter to discuss Association business. The Board's meeting shall be set by the President, and the Secretary shall notify all Board members at least five (5) County business days in advance of such meeting. Additional meetings of the Board may be summoned by the President of the Association or by three (3) Members of the Board who jointly call for a Board of Director's meeting. Notification of such additional meetings must be given by the Secretary by email and telephone at least two (2) calendar days in advance of such meeting.
- O. When any question of parliamentary law shall arise the Board shall be governed by the provisions of "Roberts Rules of Order" for all actions. The Board Secretary shall hold the position of "Parliamentarian", which shall govern the provisions of "Roberts Rules of Order".

ARTICLE V - OFFICERS

- A. The Officers of this Association shall be President, Vice-President, Secretary, Treasurer, and Member-At-Large.
- B. Each Officer of the Association shall hold office for a term of four (4) years, or until a successor is elected.
- C. The President shall preside at all meetings of the Association and the Board of Directors and perform all duties usually performed by the President of an organization.
- D. The Vice President shall perform all duties of the President during the absence of the President or during any period of vacancy of a President of the Board of Director's. If the President and the Vice President are absent at any board meeting, the Secretary shall perform the duties of the President.
- E. The Secretary shall have the following duties and responsibilities:
 - 1. To receive and answer all communications addressed to her/him or which may be submitted to her/him for such purposes by the other Officers of the Association.
 - 2. To serve all notices required by the Bylaws.
 - 3. To take notes and prepare minutes and records of all meetings of the Association and/or Board of Directors. Minutes of the Board of Director's shall include, at minimum: Attendees, Agenda topics, brief outline of discussion regarding same, motions made and seconded (if any), and the vote casts of the Board. If a roll-call vote is called by a Director, the Secretary shall record the name of each Board Member present and their vote. Each motion shall be written as stated, and whether it passed or failed. Minutes shall be in general accordance with "Robert's Rules of Order."
 - 4. To promptly deliver up all records, and all other property of the Association to a successor in office or to whomsoever the Association may appoint to receive the same.
 - 5. To perform such other duties as may be required of the Secretary by the President or by the Board of Directors.
- F. The Treasurer shall have the following duties and responsibilities:
 - 1. To receive and collect all monies from dues and other sources and to deposit the same in a bank designated by the Board of Directors within five (5) business days of receipt.
 - 2. To pay all valid bills of the Association, authorized by the Board of Directors.
 - 3. To render, at each regular Board of Director's meeting, the expenditures by name, and monies received by source, since the last regular Board meeting.
 - 4. To render, at the fall business meeting of the Association, a written balance sheet and profit and loss statement, since the last report to the Association meeting the previous fall or 400 days, whichever is less.
 - 5. To promptly deliver up all monies, books, records, and other property of the Association to a successor in office or to whomsoever the Association may appoint to receive the same.
 - 6. To perform other duties as may be required of the Treasurer by the President or the Board of Directors.
- G. Should any Officer of the Association vacate their position as an Officer for any reason, that Officer shall deliver all Association documents and/or property in his/her possession or control to his/her successor or to the Chairperson of the Board of Directors, within 10 calendar days of leaving office.

ARTICLE VI - ELECTIONS

- A. The Board of Directors of the Association shall be elected prior to September 1st of each calendar year, on a date specified by the Board, and said elected Board members shall assume office at the first Board of Directors meeting, which shall be held by November 15th of the same calendar year.
- B. At least sixty (60) calendar days prior to an election date set by the Association Board of Directors the Election Chairperson shall mail, email or provide electronically, nomination papers to all voting members of the Association in good standing.
- C. Any Association member, in good standing, may be nominated for a position on the Board of Directors by filing nomination papers with the Election Chairperson on a date specified by the Board, which shall be no later than thirty (30) calendar days prior to the election date set by the Board of Directors.

- D. In the event a nominee for office runs unopposed, the nominee shall be automatically elected to the Board of Directors on the day of the election; however, their name shall still appear on the general at-large ballot, unless all nominees are running unopposed. If all nominees run unopposed there shall be no election held, and the nominees will be automatically appointed by the Board of Directors effective at the January board meeting.
- E. A ballot containing the names of the nominees for each representative group shall be provided electronically, mailed or emailed to the address of each member of the Association, in good standing, who is eligible to vote no more than twenty (20) nor less than fifteen (15) days prior to the day of the election. The ballot shall designate the name, agency, department, and job classification of each nominee, a brief election statement of no more than two-hundred (200) words, if the nominee so chooses, and shall contain such instruction as may be prescribed by the Board of Directors regarding the election. Each nominee name shall be listed by last name in a random election alphabet, determined by drawing each letter of the alphabet. For instance, if the letter "T" was drawn first, it would be the first letter in the election alphabet, if the last letter draw was "B" it would be the last letter in the election alphabet. If a nominee is the "incumbent" that designation shall be placed beside their name in parenthesis, example: "Billy Brown (incumbent)."
- F. Ballots shall be returned to the Secretary, unless the current Secretary is running for re-election. In that case, another Director shall be appointed. Mailed ballots should be received in sealed envelopes no later than 5:00 p.m. on the designated date of the election as determined by the Board of Directors. Ballots shall be returnable through the U.S. Postal Service and by other mechanisms as may be determined by the Board of Directors. Electronic ballots shall be returned in the manner prescribed in the electronic voting process.
- G. Immediately upon the close of the polls, the voting mechanisms shall be opened and the votes shall be counted by a committee of at least three (3) members of the Association to be appointed by the Board of Director's, and the election certified. No nominee shall be eligible to serve on this committee. The election results shall be reported, by the Election Chairperson, to the Board of Directors in writing within twenty-four (24) hours.
- H. Those nominees in a number equal to the number of positions to be elected who receive the most votes, by representative group, are elected. If two or more nominees from one position receive an equal number of votes, the nominees shall draw lots to determine who is elected. Nominees who receive the most votes, shall be notified by the Election Chairperson by email and telephone within seventy-two (72) hours after the election has been certified.

ARTICLE VIII - MEETINGS OF THE ASSOCIATION

- A. General membership meetings of the association shall be held at least once a year at such a time and place as may be determined by the Board of Directors for the transaction of such business, as may be appropriate. Additional general membership meetings may be held as directed by the Board of Directors.
- B. Special meetings of the members may be called by the President, by a majority of the Board of Directors (i.e. 50.1%), or by a petition of twenty-five (25) Association members in good standing signed and delivered to the President. No business except what has been stated by the President, the Board of Directors, and/or by petition (whichever method was used to call the special meeting) shall be transacted at the designated special meeting.
- C. Notice of the time and place of any meeting of the Association membership and the purpose for which such meeting is to be held shall be mailed or emailed to each member of the Association in good standing no later than ten (10) County business days prior to such meeting.
- D. Any number of Association members in good standing present at any regularly scheduled Association meeting or special Association meeting shall constitute a quorum for the transaction of business.

ARTICLE VIII - DUES AND ASSESSMENTS

- A. Payment of dues will be done by payroll withholding. All members must sign a payroll deduction form authorizing the County to deduct an amount equal to the monthly dues of this Association. Dues shall be assessed all active members in amounts ratified by the active membership.
- B. Changes in annual dues shall be determined by the Board of Directors with the approval of the majority of Association members, in good standing, voting either at a regularly scheduled Association meeting, special Association meeting, by mail ballot, or written notice to Association members directing Association members to an online voting system website.
- C. Special Assessments shall be determined by a majority vote of Association members voting at either a regular Association or special Association meeting called and conducted pursuant to Article VII of these Bylaws, by mail, or electronic voting system.
- D. The Board is authorized to temporarily suspend the dues assessment of individuals for hardship reasons on a case by case basis as defined by the Board.

ARTICE IX - COMMITTEES

- A. The Board of Directors may designate standing committees such as: Association Meetings (e.g., luncheons, notification mailers, etc.); Bylaws (); Elections (operates all aspects of the annual election process); and Website (e.g., Association website changes, updates, survey development, etc.). The Board of Directors shall appoint the committee members. Committee members shall be selected from the administrative classifications and must be members of SCAPA who are in good standing
- B. The Board of Directors shall be empowered to designate any special committees that the Board deems necessary.
- C. The Board of Directors is expressly authorized to act as the Negotiating Committee. the President of the Association or his/her designee shall be an ex officio member of the Negotiating Committee during all subsequent negotiations. Four (4) additional active members shall be selected by the Board of Directors If the Negotiating Committee reaches a tentative agreement with the County on a Memorandum of Understanding, the final recommendation of the Negotiating Committee shall be submitted to the membership for contract ratification. Ratification shall require a simple majority of active members voting.
- D. The chairperson of each committee shall be appointed by the President, and the chairperson of such committee shall appoint the committee members. The President may choose to designate more than one (1) standing and/or special committee to one (1) board member. The chairperson of each committee shall have the authority to remove a committee member from the committee, with the exception of the Negotiating Committee, as discussed in the following section.
- E. The term of office of the committee chairperson and the committee members expires at the end of each calendar year during which they were appointed, with the exception of a Negotiating Committee, should such a committee be designated. Members of a Negotiating Committee shall serve until such time as a Memorandum of Understanding is ratified by the membership, until such time as that committee member voluntary removes himself/herself from that position, or until such time as that committee member is removed by a 2/3 vote of the Board.
- F. Each committee shall meet at such times and places as the majority of members shall determine or as determined by the chairperson.
- G. Each committee may fix rules for its own governance and course of proceedings consistent with the Bylaws, and any special direction of the Board of Directors.

ARTICLE X - RECALL

- A. All Members of the Board of Directors are subject to recall, by a recall election for that purpose.
- B. A notice of recall letter shall be submitted to the Secretary in writing. Once this letter is acknowledged and received by the Secretary, the forty-five (45) calendar day period starts. A petition for a recall election then must be signed and dated by at least twenty (20) percent of Association members in good standing; it must contain the specific reasons for a recall election and must be filed with the Secretary of the Association, within forty-five (45)

calendar days from inception of the recall letter acknowledgment received from the Secretary. Failure to provide a proper petition with a minimum of twenty (20) percent of Association members in good standing, as verified by the Secretary, will invalidate the call for a recall election.

- C. A recall election must be conducted according to the same procedures as contained in Article IV, Sections A and F, and Article VI, Sections B through H, of the Bylaws.
- D. A Director shall be recalled and disqualified from completing the term of office in the event that a majority of the voting Association members, in good standing, vote in favor for the recall of the designated Director(s).
- E. The successor to a recalled Director shall be selected in accordance with Article IV, Sections D and I, of these Bylaws.

ARTICLE XI - AMENDMENTS

The Bylaws may be amended by a simple majority vote (50.1%) by the Board of Directors at any regular or special meeting provided that a written notice of the regular or special meeting of the Association, and a brief description of the proposed change in Bylaws is posted on the Association website no later than thirty (30) days prior to the regular or special meeting called to consider such amendment(s).

ARTICLE XII - DISCIPLINE

The Board of Directors or any member may file charges against any member for acts or omissions as hereinafter described in this section, including, but not limited to, the acts or omissions of such individual while a member of the Association or while an officer, director or employee of the Association. Any of the following shall constitute the bases for the filing of charges:

- (a) Violation of any provision of these Bylaws;
- (b) Misappropriation, embezzlement or improper or illegal use of Association funds;
- (c) Any action by any officer, director or employee or member of the Association which results in expenditure of moneys without proper authorization;
- (d) Any activity which assists or is intended to assist a competing organization within the jurisdiction of the Association;
- (e) Refusal or deliberate failure to carry out a legally authorized decision of the Board of Directors, or the President of the Association;
- (f) Instituting or urging others to institute legal action outside the Association, before any forum whatsoever, against the Association, or any officer, director, employee or member, without first exhausting all internal remedies within the Association, provided that the foregoing shall not apply where action was instituted in order to prevent the loss of rights under an applicable statute of limitations and the member has diligently pursued his or her internal remedies
- (g) Using the name or assets (including mailing lists) or good will of the Association in an unauthorized manner or for an unauthorized purpose;
- (h) Deliberately interfering with any official of the Association in the discharge of his or her lawful duties;
- (i) Conviction of a crime, the nature of which is such as to bring the Association as an organization into disrepute;
- (j) Knowingly submitting any false financial report or statement to the Association; and/or
- (k) Disrupting Association meetings or disrupting the Association in its official business.

ARTICLE XIII -ARBITRATION OF DISPUTES, CLAIMS AND/OR CONTROVERSIES

- A. Members shall submit to final and binding arbitration any dispute, claim or controversy arising between them and the Association, excluding disputes or claims specifically referenced elsewhere.
- B. In all cases an impartial arbitrator will be selected by the parties using an alternative striking method from a list of seven arbitrators obtained from the American Arbitration Association

(AAA) or the State Mediation and Conciliation Service. The arbitration shall be conducted in accordance with the arbitration rules and procedures established by the AAA. The arbitrator's fees and expenses will be paid in full by the Association. In cases of discrimination claims, the arbitration procedures and payment of arbitrator fees and expenses will be in accordance with arbitration procedures set forth in Article XIV below.

ARTICLE XIV- NONDISCRIMINATION

- A. This Association shall not discriminate against or harass any member, directly or indirectly, in any facet of the Association membership in violation of federal, state or local law.
- B. Mediation of Discrimination Disputes
 1. In the event there is a dispute under Article III.A, or Article XIV, of the Bylaws, before invoking the arbitration procedures set forth below, the parties shall first participate in the mediation of the dispute.
 2. The mediator shall be selected by mutual agreement. If mutual agreement is not reached, the parties shall select a mediator through AAA by procuring a list of seven (7) names and alternately striking names until one remains. The mediation shall be conducted informally. The cost of mediation shall be borne by the parties equally.
 3. At least ten (10) business days before the date of mediation, each side shall provide the mediator with a statement of its position and copies of all supporting documents. Each party shall send to the mediation a person who has authority to bind the party. If a subsequent dispute will involve third parties, such as insurers, they shall also be asked to participate in the mediation.
 4. If the dispute is not resolved, either party may invoke the arbitration procedure set forth below.
- C. Arbitration of Discrimination Disputes
 1. If the parties are unable to resolve a dispute under the Bylaws through mediation, they shall submit any such dispute (whether based on contract, tort, or statutory duty or prohibition, including any prohibition against discrimination or harassment) to arbitration in accordance with California Code of Civil Procedure, sections 1280 through 1294.2. Arbitration shall be final and binding. Either party may enforce the award of the arbitrator under Code of Civil Procedure, section 1285. The parties understand that they are waiving their rights to a jury trial.
 2. The party demanding arbitration shall submit a written claim to the other party setting forth the basis of the claim and proposing the name of an arbitrator. The responding party shall have ten (10) business days in which to respond to this demand in a written answer. If this response is not timely made, or if the responding party agrees with the person proposed as the arbitrator, then the person named by the demanding party shall serve as the arbitrator. If responding party submits a written answer rejecting the proposed arbitrator, then, unless the parties agree on an arbitrator, the parties shall select an arbitrator by receiving a list of seven (7) names from AAA and alternately striking until one (1) name remains who shall be appointed as the arbitrator.
 3. No one who has ever had any business, financial, family or social relationship with any party to this agreement shall serve as an arbitrator unless the related party informs the other party of the relationship and the other party consents in writing to the use of that arbitrator.
 4. The arbitration shall take place in Sacramento, California, at a time and place selected by the arbitrator. A pre-arbitration hearing shall be held within ten (10) business days after the arbitrator's selection. The arbitration shall be held within sixty (60) calendar days after the pre-arbitration hearing. The arbitrator shall establish any deadlines necessary to accomplish this goal.
 5. Each party shall be entitled to discovery of the central documents and witnesses, as determined by the arbitrator. No less than thirty (30) calendar days before the arbitration, a party may serve

a document or request calling for any document that would be discoverable in civil litigation. The parties served with this request shall deliver the requested documents and any objections within five (5) business days. The arbitrator may resolve any dispute over the exchange of documents. Each party may take no more than three (3) depositions unless additional depositions are allowed by the arbitrator for good cause. All depositions must be completed as of fourteen (14) calendar days before the arbitration hearing. The arbitrator may resolve any dispute over the depositions, as they would be resolved in civil litigation.

6. The arbitrator shall have the powers provided in California Code of Civil Procedure, section 1282.2 through 1284.2, and may award any remedy that would be available in a court of law.
7. Within thirty (30) days after completion of the arbitration, the arbitrator shall submit a tentative decision in writing specifying the reasoning for the decision and any calculations necessary to explain the award. Each party shall have fifteen (15) days in which to submit written comments to the tentative decision. Within ten (10) days after the deadline for written comments, the arbitrator shall announce the final award.
8. The Association shall pay the arbitrator's expenses and fees, all meeting room charges and any other expenses that would not have been incurred if the case were litigated in a judicial forum having jurisdiction over it. Unless otherwise ordered by the arbitrator, each party shall pay its own attorney's fees, witness fees and other expenses incurred by the party for his or her own benefit.
9. The arbitrator may award the prevailing party his or her expenses and fees of arbitration, including reasonable attorney's fees and witness fees, in such proportions as the arbitrator decides.

ARTICLE XV - DISSOLUTION

- A. This Association shall be dissolved and its affairs concluded by a two-thirds (2/3) vote of the Association's membership, who are in good standing.

ARTICLE XVI - VESTED INTEREST

- A. No individual member of the Association has a vested interest in monies or properties of the Association. If the Association is dissolved, all assets will be contributed to one or more 501(c)(3) not-for-profit organization(s) as designated by a majority vote of the Board of Directors at the time of dissolution.