

BYLAWS OF
CITY OF SAN JOSE MANAGEMENT ASSOCIATION

ARTICLE I

PURPOSE

Section 1.

The purpose of the City of San Jose Management Association ("Association") shall be to provide active and retired managers of the City of San José ("City") with a program that supports professional development through educational seminars and events that promote motivation and achievement, as well as strengthen unity, pride and confidence in the management of the City. The Association shall maintain a non-profit tax-exempt status.

Section 2.

The Association will not carry on any activities not permitted by an organization exempt from federal income tax under Section 501(c)(4) of the Internal Revenue Code and Section 23701f of the California Revenue and Taxation Code.

Section 3.

The Association shall not participate or intervene in any political campaign (including the publication or distribution of statements) on behalf of any candidate for public office, nor shall it participate or intervene (including the publication or distribution of statements) in any matters related to labor negotiations.

Section 4.

Notwithstanding any other provision of these articles, the Association shall not engage in any activities or exercise any powers that are not in furtherance of the purpose of the Association.

Section 5.

The assets of the Association are irrevocably dedicated to the purpose stated in Section 1 of this Article and no part of the net income or assets of the Association shall ever inure to the benefit of any private person. Upon the dissolution of the Association, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Association shall be distributed as determined by the Board to a non-profit fund, foundation, organization or corporation within Santa Clara County which is organized and operated exclusively for like purposes and has established its tax-exempt status under Section 501(c)(4) of the Internal Revenue Code and Section 23701f of the California Revenue and Taxation Code.

ARTICLE II

MEMBERSHIP - DUES

Section 1. Membership Types

Membership shall consist of three types: (1) Active, (2), Retiree, (3) Associate:

(a) Active Membership shall consist of those Members who meet the requirements of Article II, Section 2, and are current on any required dues. Active Members shall retain all membership privileges, including voting rights.

(b) Retiree Membership shall consist of those Members who meet the requirements of Article II, Section 3, and are current on any required dues. Retiree Members shall retain all membership privileges, except those specifically reserved for Active Members.

(c) Associate Membership shall consist of those Members who meet the requirement of Article II, Section 4, and are current on any required dues. Associate Members shall retain all membership privileges, except those specifically reserved for Active Members.

Section 2. Active Membership

Eligibility requirements for Active Membership are as follows:

- (i) Classification in a permanent non-contractual management positions as designated by the City (Unit 99, CAMP, AEA, ALP, AMSP); or
- (ii) Police classifications beginning at lieutenant; or
- (iii) Fire classifications beginning at battalion chief; or
- (iv) Management in the Successor Agency.

Section 3. Retiree Membership

Eligibility requirements for Retiree Membership are as follows:

- A. Retirement from the City of San José with a classification as follows
 - (i) Classification in a permanent non-contractual management positions as designated by the City (Unit 99, CAMP, AEA, ALP, AMSP); or
 - (ii) Police classifications beginning at lieutenant; or
 - (iii) Fire classifications beginning at battalion chief; or
 - (iv) Management staff in the Redevelopment Agency or the Successor Agency

Section 4. Associate Membership

Eligibility requirements for Associate Membership are as follows:

- A. Voluntary resignation from the City of San José, Redevelopment Agency or Successor Agency with a classification as follows:
 - (i) Classification in a permanent non-contractual management positions as designated by the City (Unit 99, CAMP, AEA, ALP, AMSP); or
 - (ii) Police classifications beginning at lieutenant; or
 - (iii) Fire classifications beginning at battalion chief; or
 - (iv) Management staff in the Redevelopment Agency or the Successor Agency

Section 5. Membership Privileges

Association Members shall enjoy the following privileges:

- (a) A voice at any official Association convocation, such as Board meetings
- (b) The right to reasonable notification of pending Board decisions

(c) Participation in Association activities

The voting membership is restricted to those Active, Retiree or Associate Members in good standing.

Section 6. Ineligibility

Employees under contract to members of the San José City Council are not eligible for Association membership. Active Members whose job classifications are changed so that they no longer meet the requirements of Article II, Section 2 will have their membership terminated to coincide with the date of the change. Active members, whose loss in eligibility status as described in Article II, Section 2 was due to an involuntary and non-disciplinary personnel action, may continue active membership in the Association so long as their name is on an active reinstatement list for an eligible classification and they continue to pay regular Association dues.

Section 7. Resignations

Anyone who voluntarily resigns and then reapplies for admission shall become an Associate member per Article II, Section 4 only upon approval of the Board of Directors.

Section 8. Dues

Dues for Active and Associate members as described in Article II, Section 2 and Section 4 shall be three dollars (\$3) per pay period for a total of seventy eight dollars (\$78) per year. Dues for Retiree members as described in Article II, Section 3 shall be three dollars (\$3) dollars per month for a total of thirty six dollars (\$36) per year. Dues are payable by payroll deduction, a personal check, or cash paid annually.

The level and frequency of dues must be approved by a three-quarter (3/4) vote of the Directors or by a majority vote of the Active, Retiree and Associate Membership through the initiative or referenda process.

Section 9. Voucher

Active, Retiree and Associate members as described in Article II, Section 2, Section 3 and Section 4, shall have the ability to apply a fifty dollar (\$50) voucher towards any single (1) Association event which charges a participation fee on an annual basis.

ARTICLE III

THE BOARD OF DIRECTORS

Section 1. Powers and Duties

All corporate powers of the Association shall be exercised by or under the authority of the Board of Directors.

Section 2. Responsibilities of Board of Directors

The Board of Directors is responsible for carrying out the normal day to day business affairs of the Association. Directors may serve in the capacity as an officer as stated in Article IV, Sections 1-8 or be designated a special director by the President.

Section 3. Number of Directors

The number of Directors shall be a minimum of five (5) and a maximum of fifteen (15). The Directors shall include at least one (1) retiree member.

Section 4. Manner of Selection

The Board is elected every year.

- (a) A nomination chair shall be appointed by the President five (5) months prior to the Installation Luncheon. The chair shall present the slate of nominees to the Board of Directors for ratification prior to the distribution of ballots to members.
- (b) Election of the directors shall be by emailed ballot to each member. At least five percent (5%) of the current Active, Retiree and Associate Membership must participate to make the election valid. The new Board of Directors shall be announced at the Annual Installation meeting and shall take office upon installation meeting. Invalid elections shall leave the existing Board in place and all referenda and initiatives void.
- (c) Selection of Board of Directors To be an eligible candidate for the position of Board member, the applicant must:
 - (i) be an Active, Retiree and Associate Member of the Association, in good standing;
- (d) Special Board of Directors elections may be held when deemed necessary by the Board. Special Board of Directors elections require that all Members the Association has current information on be notified by mail or return receipt email of the date and time of the election. At least ten percent (10%) of the Active, Retiree and Associate Membership must participate to validate a special election.

Section 5. Term

Each elected Director shall serve for a term of one (1) year or until a successor is elected.

Section 6. Vacancies

Except as otherwise stated in these Bylaws, any vacancy occurring among the elected members of the Board of Directors shall be filled in accordance with policies as adopted by the Association. A Director elected to fill a vacancy shall be elected for the unexpired term of the predecessor.

Section 7. Quorum

Five (5) Directors shall constitute a quorum for the transaction of business at any meeting of the Board. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Directors if any action taken is approved by at least a

majority of the required quorum for such meeting. Directors may not vote by proxy.

Section 8. Compensation

No Director shall receive, directly or indirectly, any compensation for his or her services as Director. The Board may authorize reimbursement of reasonable expenses incurred by Board or other activities as approved by the Board.

Section 9. Attendance

Two unexcused absences per term from Board meetings may constitute resignation from the Board. An excused absence is determined as follows: vacation, business conflict, sick leave, or emergency. Notification of an absence known in advance shall be given to any Director.

ARTICLE IV

OFFICERS

Section 1. Number and Qualifications

The officers of the Association shall consist of a President, Vice President, Secretary, Treasurer, Retiree and Past President, and such other officers as the Board of Directors may from time to time appoint.

Section 2. Election and Term of Office

The officers of the Association shall be elected annually by the Board of Directors. Vacancies may be filled at any meeting of the Board of Directors. Each officer shall hold office until a successor shall have been duly elected and qualified.

Section 3. President

Subject to control of the Board of Directors, the President shall have general supervision of the affairs of the Association. The President shall preside at all meetings of the Board of Directors, and shall have other duties as may be prescribed by the Board. The President shall serve as an ex-officio member of all committees.

Section 4. Vice-President

In the absence of the President, the Vice-President shall perform the duties of the President. The Vice-President shall will have such other powers and duties as may be assigned by the Board.

Section 5. Secretary

The Secretary shall act as secretary of all of the meetings of the Board of Directors, and shall be responsible for the minutes of all such meetings. The Secretary shall perform such additional duties as shall be assigned by the Board.

Section 6. Treasurer

The Treasurer shall be responsible for the accounting for all monies of the Association, including depositing and/or investing them in accordance with policy adopted by the Board. The Treasurer shall have such additional powers and duties as may be assigned by the Board.

Section 7. Retiree

The Retiree shall be the voice of the retiree membership informing the Board of any issues or concerns from the Retiree membership. The Retiree shall have such additional powers and duties as may be assigned by the Board.

Section 8. Past President

The Past President shall be responsible for advising the President of processes and procedures and providing guidance to the President on matters of the Association. The Past President shall have such additional powers and duties as may be assigned by the Board.

ARTICLE V

COMMITTEES

Section 1. Committees

The President shall, with the approval of the Board may create other committees not otherwise provided for and shall assign their duties. Such Committees shall serve at the pleasure of the Board under such rules and regulations as the Board may approve. Except as otherwise stated in these Bylaws, the President shall designate the chair of standing and other committees. Members of the committees shall be selected from the Association membership by either the Board or committee chair. In many cases, the committee chairs can/will appoint committee members.

ARTICLE VI

MEETINGS

Section 1. Annual Meeting

The Annual Meeting of the Board of Directors shall be held during the first quarter of the year at such date, time and place as the Board of Directors shall determine. All meetings shall be open to the membership as a whole.

Section 2. Regular Meetings

In addition to the Annual Meeting, regular meetings may be called by the President or any two directors.

Section 3. Notice of Meetings

- A. Notice of the Annual Meeting shall be given to all the Directors not more than thirty (30) days nor less than ten (10) days before the meeting.
- B. Notice of regular meetings shall be given to all the Directors a minimum of four days prior to the meeting if delivered by first class mail or a minimum of forty-eight (48) hours prior to the meeting if notice is delivered personally, by email or by telephone.
- C. Waiver of Notice: The notice requirements contained in these Bylaws may be waived in writing by any Director. All waivers shall be made part of the minutes of the meeting.

ARTICLE VII

MISCELLANEOUS

Section 1. Fiscal Year

The fiscal year shall begin January 1, and shall end December 31.

Section 2. Rules

Robert's Rules of Order (in its most recent edition at the date of its use) shall be the parliamentary authority for all matters of procedure not specifically covered by these Bylaws or by other specific rules of procedures adopted by the Directors of the Association.

Section 3. Report to the Directors

The Treasurer will provide an annual fiscal report to all Directors of the Association that includes at a minimum a reporting of expenditures and income for the year calendar year. The annual report shall be presented to the Board at the last regular meeting of the year. A monthly report shall be given of the current balance of the Association.

Section 4. Amendments

These Bylaws may be amended by the affirmative vote of two-thirds (2/3) of the Directors present and voting at any meeting at which a quorum is present. No action shall be taken to amend any Bylaw unless written notice of the proposed amendment(s) shall have been given at least ten (10) days prior to the meeting if delivered by first class mail or a minimum of forty-eight (48) hours prior to the meeting if notice is delivered personally, by email or by telephone.

Section 5 Initiatives and Referenda

(a) Members may submit changes to the Bylaws or any other policy or governing document of the Association by initiative. The initiative must be written. For the initiative to be included on the ballot, it must have secured the signatures of at least two (2) other Association Members. This may be done by petition or by written letter, and must be delivered to the Board of Directors.

(b) Referenda may be submitted to the Membership for a vote by the Board of Directors. At least a majority of the Board must approve it.


(c) The text of initiatives and referenda, as well as any submitted, written argument for and against must be made available to the Membership no later than two weeks before an election.

Section 6. Communication

The Association will regularly communicate notice of meetings, news, and events to its membership via emails, telephone, or the Association's website.

CERTIFICATION OF SECRETARY

I, the undersigned, certify that I am the presently elected and acting Secretary of the City of San Jose Management Association, a California non-profit corporation, and the above Bylaws, consisting of eight (9) pages, are the Bylaws of this corporation adopted at a meeting of the Board of Directors held on April 17, 2015.



Secretary

