

**BYLAWS OF
THE SAN FRANCISCO MUNICIPAL EXECUTIVES' ASSOCIATION**

PREAMBLE

This Association is formed in order to develop and foster professional management skills among persons holding management positions with the City and County of San Francisco, the Superior Court of California, County of San Francisco, and the San Francisco Housing Authority; to exchange information and ideas among persons holding these management positions in order to improve the operations of these entities; to represent its members in employment relationships; to seek to recognize persons whose classification qualifies them for membership; to represent and act as an advocate for management in relations with the employing agencies and the public; to cultivate professional and social relationships among members of the Association; and to negotiate and ratify collective bargaining agreements for represented bargaining units. Nothing herein shall restrict the Board of Directors from approving the requests of other employee groups to affiliate with MEA.

**SECTION I
NAME OF ORGANIZATION**

1.1 The organization shall be known as the San Francisco Municipal Executives' Association hereinafter known as MEA.

**SECTION II
DEFINITION OF MANAGEMENT AND REPRESENTATION CATEGORIES**

2.1 Definition of Management The following information regarding the activities of a manager is provided for assistance in defining membership eligibility. Each applicant for membership may be asked to discuss the position held in relationship to these activities.

A manager has a high degree of policy-making responsibility. There are various levels of policy-making responsibility:

- (a) Formulation of policy
- (b) Coordination and execution of policy
- (c) Participation in policy formulation
- (d) Interpretation of policy
- (e) Enforcement and carrying out of policy through subordinates.

In order to reach organizational objectives, managers coordinate the activities of others rather than performing operations themselves. A manager engages in several key management process functions in order to do:

- Planning (including policy determination)
- Organizing
- Supervising
- Directing and Coordinating
- Controlling

2.2 Represented Individuals Represented individuals are those persons whose classification has been assigned to a bargaining unit represented by MEA. However, they are not members of MEA unless they meet the criteria set below.

2.3 Voting Member A person whose classification has been assigned to a bargaining unit represented by MEA, who applies for membership (voting) in the Association and pays the required dues.

2.4 Associate Member : A person who is in a class not assigned to a bargaining unit represented by MEA may be accepted by the Board of Directors as a voting Associate Member if he/she meets the definition of "Management" in paragraph 2.1. They must also apply for membership in the Association and pay the required dues.

2.5 Retired Member: Upon retirement, Members and Associate Members of the Association shall become non-voting Retired Members. The Board of Directors shall have the authority to set a dues rate for Retired Members. Said dues rate shall not be greater than 25% of the dues paid by Members.

2.6 Honorary Member The Board of Directors may award non-voting honorary membership(s) on behalf of the Association.

SECTION III ASSOCIATION OBLIGATIONS

3.1 Association Obligations include but are not limited to organizing new units and/or classifications, contract negotiations and enforcement, and representation at disciplinary hearings. It is the policy of MEA that it not provide or pay for legal representation for members except one (1) hour consultation per issue with MEA's retained legal counsel for disciplinary matters. However, the Board may exercise its discretion in extraordinary circumstances. Members or represented individuals shall direct inquiries regarding employee/employer relations to staff, and shall have the

right to appeal any matter to the Board. The Association is precluded from paying the costs of arbitration for disciplinary grievances.

SECTION IV OFFICERS

The Officers of this Association shall be members (as defined in section 2.3 herein) and shall be elected according to the provisions of Section V of these bylaws. Their duties shall be as follows:

4.1 President

- a. To preside at all meetings of the Association and of the Board of Directors;
- b. To appoint committees and their chairs as may be deemed advisable or as requested by the Membership or the Board of Directors;
- c. To appoint departmental and or site representatives. Such representatives shall serve to disseminate information to their assigned members and to encourage and facilitate eligible employees to join the Association;
- d. To call meetings of the Association and the Board of Directors;
- e. To review or sign official documents or correspondence;
- f. To officially represent the MEA.

4.2 Vice President

- a. To perform the duties of the President during the absence of the President;
- b. To assist the President in conducting meetings of the Association;

4.3 Treasurer

- a. To review the deposit, collection, and disbursement of all funds;
- b. To keep an itemized account of all receipts and disbursements;
- c. To prepare monthly a report of all receipts and disbursements;

d. To prepare and submit to the Association a proposed annual budget and an itemized statement of receipts and disbursements for the previous fiscal year (July 1 through June 30);

4.4 Secretary

a. To review records of the correspondence and business of the Association;

b. To review the names and addresses of all the members of the Association;

c. To review the minutes of the regular and special meetings of the Association;

d. To maintain the official copy of the Bylaws of the Association and to make copies available upon request.

**SECTION V
BOARD OF DIRECTORS**

5.1 Board of Directors The Board of Directors shall consist of the following eleven members of the Association: President, Vice President, Treasurer, Secretary, and seven elected at-large members. At any and all meetings five members of the Board shall compose a quorum. The Board of Directors is the responsible body for all administrative, fiduciary, and other matters that relate to the organization.

5.2 The duties of the Board of Directors shall be:

a. To establish goals and objectives, and be accountable for the overall direction of the Association;

b. To formulate and be responsible for the interpretation, administration, and execution of the policies and procedures established by the Board;

c. To handle all Association issues that arise from membership meetings, and to develop solutions, formulate policies and make recommendations for the good of the membership and the Association;

d. To advise the President;

e. To meet as often as required;

- f. To take any appropriate action on business brought before it by committees;
- g. To fill all vacancies among the Officers and Board Members until the next regular election, provided, however, that this shall not supersede the order of ascendancy set forth in Section IV;
- h. To recommend dues and assessments for approval by the members as provided in Section VI;
- i. To take all action necessary or appropriate to comply with any laws, regulations, or contracts;
- j. To perform such other duties as are herein provided or, from time to time, delegated to it or conferred by law;
- k. To determine the merit of potential action on behalf of a member or the Association.

SECTION VI ELECTIONS/TERMS OF OFFICE

6.1 The Association shall have a Nominating Committee consisting of three Board Members appointed by the President. No member accepting appointment to the Nominating Committee is eligible for candidacy in that election. If there are no eligible Board members the President shall appoint up to three (3) active members to the nominating committee.

6.2 It shall be the duty of the Nominating Committee to prepare a list/slate of nominees for the various elective offices of the Association and to distribute such list to each member at least thirty (30) days prior to the first quarterly general membership meeting of the fiscal year.

6.3 Additional nominations for alternative slates may be made from the floor by members of the Association during the first quarterly general membership meeting of the fiscal year. To be eligible for election such nominations must be accompanied by a petition of support signed by at least 50 active members.

6.4 Officers shall be elected by a majority vote of the voting members present at the meeting named in paragraph 6.5 below.

6.5 Officers shall be elected for two-year terms, beginning in 2004, and shall be installed during the second quarterly General Membership Meeting of the fiscal year and shall assume the responsibilities of their offices immediately upon installation.

6.6 The order of ascendancy to the Office of President shall be: In the absence of the President, the Vice President shall preside; in the absence of the President and the Vice President, the Treasurer shall preside; in the absence of the President, Vice President, and Treasurer, the Secretary shall preside.

6.7 Removal from Office Any Officer or member of the Executive Board shall be removed from office if he/she is absent without an approved excuse for three meetings within a twelve-month period. The Board shall decide by majority vote whether an absence is excused. Officers or Executive Board Members may be removed for any cause as determined by a two-thirds vote of the Board.

SECTION VII DUES AND ASSESSMENTS

7.1 Dues for members shall be as recommended by the Board of Directors and approved by the Membership in accordance with the bylaws of the Association.

7.2 There shall be no dues for Honorary Members.

7.3 Special assessments upon the members may be voted by a majority of members present at any regular or special meeting of the General Membership, provided that the proposed assessment is explained in the notice of the meeting.

7.4 No member shall be exempted from the payment of dues or assessments which have been approved by the Membership.

SECTION VIII DISBURSEMENTS

8.1 Funds shall be expended in accordance with an annual budget. A proposed budget shall be presented by the President and approved by the Executive Board at the last quarterly general membership meeting of the fiscal year.

8.2 Modifications to the budget may be made by the Board of Directors. Modifications in excess of 20% of the annual budget must be approved by the General Membership.

8.3 An annual financial report shall be presented to the General Membership at the first quarterly general membership meeting of the fiscal year.

SECTION IX MEETINGS

9.1 General Membership Meetings shall be held at least quarterly on dates selected by the Board of Directors. The Board of Directors may cancel any regular meeting; however, two consecutive regular meetings may not be canceled except by a two-thirds vote of the Board.

9.2. The times, places, and nature of meetings shall be determined by the Board of Directors.

9.3 Special meetings shall be called by the President at the request of, or with the approval of, a majority of the members of the Board of Directors. Collective Bargaining Agreements (CBA's) shall be presented for ratification. Affected members shall be notified in writing at least seven (7) days prior to a ratification meeting. Affected members shall be provided with a summary of all changes to the CBA prior the start of any special meeting in which a collective bargaining agreement is to be considered. Voting on CBA's shall be limited to members who are incumbents in classes assigned to bargaining units covered by the particular CBA and who are present at the ratification meeting.

9.4 The vote by a simple majority of those voting members present shall be sufficient to decide any issue presented to the Membership.

9.5 All voting members shall be eligible to vote on non-bargaining unit issues presented to the Association. However, only members who are in classifications assigned to a Bargaining Unit represented by the MEA shall be eligible to vote on Bargaining Unit matters.

9.6 Notices of meetings shall be sent no less than seven days before such meetings. Business not announced in the agendas may not be discussed unless a majority of voting members in attendance approve.

9.7 Unless otherwise provided in these bylaws, Robert's Rules of Order shall govern the conduct of the Association.

SECTION X AMENDMENT OF BYLAWS

10.1 These bylaws may be amended by a two-thirds vote of the Members present and voting at any regular meeting, provided that a copy of the proposed amendment shall

has been sent, as part of the meeting notice and agenda at least seven days prior to the regular meeting at which the amendment is to be acted upon.

10.2 An amendment of these bylaws may be proposed by the Board of Directors or by ten percent of the Members, provided that such amendment is first presented to the Board of Directors for review and revision as the Board of Directors deems appropriate prior to submission to the Membership.

These bylaws replace the bylaws formally adopted on June 1, 1987, and as amended through May 1, 1996.

DATE ADOPTED 8/25/04