

ALAMEDA COUNTY COUNSELS ASSOCIATION

BY-LAWS

The following By-Laws have been adopted and issued by the Alameda County Counsels Association (ACCA). ACCA is recognized by the County of Alameda (County) as the exclusive bargaining representative for all persons employed as deputy county counsels by County. ACCA is affiliated with the International Federation of Professional and Technical Engineers (IFPTE), Local 21 AFL-CIO and constitutes a chapter of IFPTE Local 21. These By-Laws constitute the rules and operating procedures for ACCA and this chapter of Local 21 excepting, however, that in instances of conflict the By-Laws of IFPTE, Local 21 shall prevail.

Article 1 MEMBERSHIP

All persons who are employed by the County as deputy county counsels, associate deputy county counsels, or senior deputy county counsels (hereafter "Deputies") are eligible for membership in ACCA and Local 21. All applicants for membership shall complete an IFPTE, Local 21 membership application, and be subject to the requirements imposed by these By-Laws and those of Local 21 while ACCA remains a chapter of Local 21. All applicants shall apply for membership in writing and shall maintain membership by payment of dues, as provided herein.

The basic rights and privileges of ACCA shall be vested in its membership and all powers not specifically delegated by these By-Laws are reserved to the membership.

Article 2 OFFICERS

The officers of the Alameda County Counsels Association are the President, Vice President, Treasurer and Secretary. The officers constitute the Board of Directors of ACCA.

A. Election of Officers

1. The Board of Directors shall be elected by the members of ACCA.
2. Only members of ACCA are qualified to serve as members of the Board of Directors.
3. Where more than one individual is seeking election to a particular office, voting shall be by secret written ballot. Where only one individual is seeking election to a particular office, voting may be by voice vote or the showing of hands or by written ballot submitted to the President prior to the meeting.
4. Election to an office shall be by majority of the votes cast.
5. The initial election of officers shall occur within 30 days following the adoption of the Articles and By-Laws. Thereafter, election of officers shall be held in March in each year beginning in March 2002, and such elections shall be held in even numbered years only.

6. Members shall be given at least 30 days notice prior to the meeting at which an election will occur.

B. Term of Office

Each officer shall serve for two years or until a successor has been elected and qualified.

C. Duties

1. The President shall have the following duties:

- a. Preside over all meetings of ACCA and the Board of Directors;
- b. Exercise general supervision over all the affairs of ACCA;
- c. Execute all contracts and documents on behalf of ACCA;
- d. Represent ACCA in all meetings with all entities with or without ACCA-designated negotiating representative;
- e. Appoint a representative from within the membership of ACCA to act on the president's behalf where the president and vice-president are unable or unavailable to act;
- f. Designate a representative to act for the Secretary or Treasurer where they are unable or unavailable to act.
- g. Serve as a Delegate to the IFPTE, Local 21 Delegate Assembly.
- h. Appoint alternates, as necessary, to the Delegate Assembly.

2. The Vice President shall have the following duties:

- a. Perform the functions and duties of the president in the president's absence.
- b. Serve as an Alternate Delegate to the Delegate Assembly.

3. The Treasurer shall have the following duties:

- a. Be responsible for the collection, retention, distribution, and accounting of all funds of ACCA, and perform all other duties usually performed by a treasurer. The books shall be open for inspection to any and all members of ACCA at any time upon reasonable notice.
- b. Deposit all money in excess of \$1,000.00 and hold other valuables in the name of ACCA.

c. Render or cause to be rendered to the Board of Directors quarterly financial statements.

d. Perform such other duties and responsibilities as are prescribed by the Board of Directors or these By-Laws.

4. The Secretary shall have the following duties:

a. Keep a complete record of all proceedings, meetings, and correspondence of ACCA and Board of Directors.

b. Provide notices of meetings to all members of ACCA;

c. Perform such other duties and responsibilities as are prescribed by the Board of Directors or these By-Laws.

Article 3 Dues and Expenditures

A. The dues payable to ACCA shall be as determined by a majority of the votes cast by the membership at a regularly noticed meeting, however, while ACCA remains a chapter of Local 21 members shall only pay dues to IFPTE, Local 21 in an amount set by the By-Laws of Local 21.

B. The president shall not incur any debt or liability exceeding \$1,000.00, except where specifically authorized to do so by ACCA by way of formal action as set forth in Article 4 of these By-Laws.

C. The president may incur attorney's fees and court costs involving litigation in which ACCA is a party and which have been individually authorized by ACCA by way of formal action as set forth in Article 4 of these By-Laws;

D. The president may authorize expenditures relating to the general operating costs of ACCA, without prior approval of ACCA membership, in an amount not to exceed \$1,000.00 per annum total. Such expenditures include, but are not limited to, postage, supplies, and meeting room fees.

E. The president may authorize reimbursement for actual and reasonable expenses incurred by an officer in the performance of Association business.

Article 4 Meetings and Actions of ACCA

A. Meetings

1. Meetings of ACCA may be called at any time by the President.

2. A meeting must be called by the President upon the written request of a majority of the officers or upon the written request of not less than five members of ACCA.

3. Reasonable notice of any meeting must be given to the members of ACCA, and the notice may state the object of the meeting.

4. Meetings shall occur no less than quarterly.

B. Formal Action and Quorum

1. Except as otherwise provided herein, actions taken by and on behalf of ACCA shall be by formal action pursuant to this Article of the By-Laws.

2. A majority of the members of ACCA shall constitute a quorum to take any formal action.

3. A majority vote of a quorum shall be required to take any action on behalf of ACCA, except that a two-thirds vote of the membership shall be required in order to take any of the following actions:

a. the filing of a legal action;

b. the authorization of, or commencement of, a work action.

4. A majority of the votes cast shall be required in order to take any of the following actions:

a. the expenditure of funds in excess of the limits set forth in Article 3, subsections B and D of these By-Laws;

5. Except as otherwise provided, voting of ACCA membership on a proposed action shall be by voice vote, the showing of hands, or written ballot. When any member present at the meeting makes a request for a vote by secret ballot, and said request is made prior to a vote on the matter at issue, the request shall be honored.

6. Votes may be exercised at a meeting by a signed and dated written proxy, specifying the name of the proxy and the scope of authority granted thereto.

C. Resignation or Removal of Officer

1. Any officer may resign effective on giving notice to the president or any other member of the Board unless the notice specifies a later time for the effectiveness of the resignation.

2. An officer may be removed for cause if the officer terminates his or her membership in ACCA or Local 21, is convicted of a felony, is disbarred, has been declared of unsound mind by a final order of the court, or has taken actions that are deemed inimical or detrimental to ACCA as determined by two-thirds of the votes cast at a properly noticed membership meeting.

D. Vacancies

1. Vacancies on the Board of Directors shall exist on the death, removal, or resignation of any officer, or whenever the number of officers authorized is increased.

2. Vacancies shall be filled by election as set forth in Article 2, subsection A, as soon as practicable but in no event later than four months following the vacancy.

E. Amendment of By-Laws

1. These By-Laws may be amended by two-thirds of the votes cast, by written secret ballot, of the Membership, provided that written or e-mail notice setting forth the proposed amendment(s) has been sent to each Member not less than ten (10) days prior to the end of the voting period.

**Article 5
Records and Reports**

A. ACCA shall keep adequate and correct records of its membership, of the proceedings of all meetings of its members, committees and Board of Directors. The minutes shall be kept in written form and shall be open to inspection by any director or member at all reasonable times.

B. The annual financial report shall be prepared by or shall be caused to be prepared by the treasurer in appropriate detail containing at least a yearly income statement, a cash flow statement and if appropriate, an annual audit report.

C. ACCA shall keep adequate and correct financial records.

**Article 6
Insurance**

ACCA shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of the officers, directors, employees, and other agents against any liability asserted against or incurred by any officer, director, employee, or agent in such capacity or arising out of the officer's, director's, employee's, or agent's status as such.

First Adopted: December 3, 1999
Amended: October 29, 2007
President: Raymond MacKay, Acting President
Secretary: Connie M. Rutherford
Date: October 29, 2007

ALAMEDA COUNTY COUNSEL ASSOCIATION

ARTICLES OF ASSOCIATION

Article I: Name and Purpose

1. This Association shall be known as the **ALAMEDA COUNTY COUNSEL ASSOCIATION**, and is constituted as the formally recognized Representation Unit of the Deputy County Counsel employed by the County of Alameda. The Association does not contemplate pecuniary gain or profit to the members thereof and is organized for non profit purposes.

2. The purposes of the Association are:

- a. The improvement of conditions of employment of its members
- b. The representation of its members in their relations with the county.
- c. The improvement of the general welfare of its members.
- d. The representation of non- members in their relations with the county, to the extent required by law.

Notwithstanding any of the above statements of purposes and powers, the association shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the specific purposes of the Association.

Article II: Organization

The Association shall be governed by a President, Vice President, treasurer and Secretary selected by the members in accordance with the process set forth in the By-Laws of the Association. The officers constitute the Board of Directors.

Article III: Membership

Membership in the Association shall be limited to the members of the State Bar of California who are employed by the County of Alameda as Deputy County Counsel in the classified service of the Office of the County Counsel for Alameda County

Article IV: Principal Office

The principal office of the Association shall be located at any place within the State of California designated by the Board of Directors. The Association may have other sub offices either within or without the State of California as the board may require from time to time.

Article V: Adoption and Amendment of Articles and By-Laws

1. These Articles and the By-Laws shall be adopted by a two-thirds affirmative vote of the petitioning members of the Association, provided that written or e-mail notice setting forth the Articles and By-Laws has been sent to each Member not less than five (5) days prior to the end of the voting.

2. These Articles and the By-Laws may be amended by no less than two-thirds affirmative vote, by written secret ballot, of the Membership, provided that written or e-mail notice setting forth the proposed amendment(s) has been sent to each Member not less than ten (10) days prior to the end of the voting period.

3. Votes to adopt or amend the Articles or Bylaws may be exercised by a signed and dated written proxy, specifying the name of the proxy and the scope of authority granted thereto.

Adopted on Dec. 3, 1999

Votes: Yes 12 No _____

President Krisida Nushoka

Secretary John M. Bala

Date: Dec 3, 1999

ALAMEDA COUNTY COUNSELS ASSOCIATION

BY-LAWS

The following By-Laws have been adopted and issued by the Alameda County Counsels Association, the officially designated and recognized Representation Unit of the Deputy County Counsels employed by the County of Alameda, for the purposes set forth in the Articles of the Association.

Article 1 MEMBERSHIP

All deputy county counsels who are employed by the County of Alameda are eligible for membership in the Association. All applicants for membership shall comply with and be subject to the requirements imposed by these By-Laws. Except for the members petitioning for recognition as a bargaining unit, all applicants shall apply for membership in writing.

The basic rights and privileges of this Association shall be vested in its membership and all powers not specifically delegated by these By-Laws are reserved to the membership.

Article 2 OFFICERS

The officers of the Alameda County Counsels Association are the President, Vice President, Treasurer and Secretary. The officers constitute the Board of Directors of the Association.

A. Election of Officers

1. The Board of Directors shall be elected by the members of the Association.
2. Only members of the Association are qualified to serve as members of the Board of Directors.
3. Where more than one individual is seeking election to a particular office, voting shall be by written ballot. Where one individual is seeking election to a particular office, voting may be by voice vote or the showing of hands or by written ballot submitted to the President prior to the meeting..
4. Election to an office shall be by majority of the votes cast.

5. The initial election of officers shall occur within 30 days following the adoption of the Articles and By-Laws Thereafter, election of officers shall be held in March in each year beginning in March 2002, and such elections shall be held in even numbered years only.
6. Members shall be given at least 30 days notice prior to the meeting at which an election will occur.

B. Term of Office

Each officer shall serve for two years or until a successor has been elected and qualified.

C. Duties

1. The president shall have the following duties:
 - a) preside over all meetings of the Association and the Board of Directors;
 - b) exercise general supervision over all the affairs of the Association;
 - c) execute all contracts and documents on behalf of the Association;
 - d) represent the Association in all meetings with all entities with or without the Association-designated negotiating representative;
 - e) appoint a representative from within the membership of the Association to act on the president's behalf where the president and vice-president are unable or unavailable to act.

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- f) designate a representative to act for the Secretary or Treasurer where they are unable or unavailable to act.
2. The vice-president shall have the following duties:
- a) perform the functions and duties of the president in the president's absence;
6. The Treasurer shall have the following duties:
- a) be responsible for the collection, retention, distribution, and accounting of all funds of the Association, and perform all other duties usually performed by a Treasurer. The books shall be open for inspection to any and all members of the Association at any time upon reasonable notice.
 - b) deposit all money in excess of \$1000.00 and hold other valuables in the name of the Association.
 - c) render or cause to be rendered to the Board of Directors quarterly financial statements.
 - d) perform such other duties and responsibilities as are prescribed by the Board of Directors or these By-Laws.
4. The Secretary shall have the following duties:
- a) keep a complete record of all proceedings, meetings, and correspondence of the Association and Board of Directors;
 - b) provide notices of meetings to all members of the Association; and
 - c) perform such other duties and responsibilities as are prescribed by the Board of Directors or these By-Laws.

Article 3 Dues and Expenditures

1. The dues payable to the Association shall be as determined by a majority of the votes cast by the membership at a regularly-noticed meeting.
2. The president shall not incur any debt or liability exceeding \$1000.00, except where specifically authorized to do so by the Association by way of formal action as set forth in Article 4 of these By-Laws;
3. The president may incur Attorney's fees and court costs involving litigation in which the Association is a party and which have been individually authorized by the Association by way of formal action as set forth in Article 4 of these By-Laws; and
4. The president may authorize expenditures relating to the general operating costs of the Association, without prior approval of the Association membership, in an amount not to exceed \$1000.00 per annum total. Such expenditures include, but are not limited to, postage, supplies, and meeting room fees.
5. The president may authorize reimbursement for actual and reasonable expenses incurred by an officer in the performance of Association business.

Article 4

MEETINGS AND ACTIONS OF THE ASSOCIATION

A. Meetings

1. Meetings of the Association may be called at any time by the president.
2. A meeting must be called by the president upon the written request of a majority of the officers or upon the written request of not less than 5 members of the Association.
3. Reasonable notice of any meeting must be given to the members of the Association, and the notice may state the object of the meeting.

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4. Meetings shall occur no less than quarterly.

B. Formal Action and Quorum

1. Except as otherwise provided herein, actions taken by, and on behalf of, the Association shall be by formal action pursuant to this Article of the Bylaws.
2. A majority of the members of the Association shall constitute a quorum to take any formal action.
3. A majority vote of a quorum shall be required to take any action on behalf of the Association, except that a two-thirds vote of the membership shall be required in order to take any of the following actions:
 - a) the filing of a legal action; and
 - b) the authorization of, or commencement of, a work action.
4. A majority of the votes cast shall be required in order to take any of the following actions:
 - a) the expenditure of funds in excess of the limits set forth in Article 3, Sections 2 and 4, of these By-Laws;
 - b) communication with the press regarding the Association's position on any matter of direct concern to the Association; and
 - c) formal written communication with the Alameda County Board of Supervisors, or any of its members, regarding issues of direct concern to the Association.
5. Except as otherwise provided, voting of the Association membership on a proposed action shall be by voice vote, the showing of hands, or written ballot. When any member present at the meeting makes a request for a vote by secret ballot, and said request is made prior to a vote on the matter at issue, the request shall be honored.
6. Votes may be exercised at a meeting by a signed and dated written proxy, specifying the name of the proxy and the scope of authority granted thereto.

A. Resignation or Removal of Officer

1. Any officer may resign effective on giving notice to the President or any other member of the Board unless the notice specifies a later time for the effectiveness of the resignation.
2. An officer may be removed for cause if the officer terminates their membership in the Association, is convicted of a felony, is disbarred, has been declared of unsound mind by a final order of the court, has taken actions that are deemed inimical or detrimental to the Association as determined by two-thirds of the votes cast.

B Vacancies

1. Vacancies on the Board of Directors shall exist on the death, removal, or resignation of any officer, or whenever the number of officers authorized is increased.
2. Vacancies shall be filled by election as set forth in Article 2 subsection A as soon as practicable but in no event later than four months following the vacancy.

C. Voting by Non-Members

Notwithstanding any other provision of these Bylaws, any non-member represented by the Association for collective bargaining purposes shall be entitled to vote on an equal basis with members, and to be counted as part of the necessary quorum, with respect to ratification or non-ratification of any collective bargaining agreement which is put to a vote by Association officers or negotiators. Non-members shall be otherwise entitled to vote only to the extent required by law.

Article 5

Records and Reports

- A. The Association shall keep adequate and correct records of its membership, of the proceedings of all meetings of its members, committees and Board of directors. The minutes shall be kept in written form and shall be open to inspection by any Director or member at all reasonable times.

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- B. The annual financial report shall be prepared by or shall be caused to be prepared by the Treasurer in appropriate detail containing at least a yearly income statement, a cash flow statement and if appropriate, an annual audit report.
- C. The Association shall keep adequate and correct financial records.

Article 6

Insurance

The Association shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of the officers, directors, employees, and other agents against any liability asserted against or incurred by any officer, director, employee, or agent in such capacity or arising out of the officer's, director's employee's or agent's status as such.

Article 7

Amendments

These By-laws may be amended as set forth in Article V of the Articles of Association. Any amendment shall be effective on the date established by the Board of Directors.

Adopted Dec 3, 1999

Votes Yes: 12 No: 0

President Krista Mishick

Secretary John M. Gola

Date Dec 3, 1999

