

Constitution

Mid-Management Association

ARTICLE I- NAME

The name of the association is the Mid-Management Association of the Santa Clara Valley Water District; hereinafter called the "MMA."

ARTICLE II – PURPOSE AND POWERS

The MMA is a nonprofit organization founded for the purposes of : 1) fostering and developing professionalism among MMA members and with the Santa Clara Valley Water District; 2) encouraging the highest standards for personal and professional conduct for MMA members; 3) representing its members in employment relations with the District; and 4) acting as an advocate for Executive Management and their management principles in fostering and maintaining relations with employees, the District, and the community.

The MMA's general purpose and powers are:

- (a) In accordance with California Corporations Code §§ 21100-21101, to enter into and perform contracts in its own name, including collective bargaining agreements. No member of the MMA will be individually or personally liable for the debts or liabilities contracted or incurred by the MMA in the acquisition of lands or leases or the purchase, leasing, designing, planning, architectural supervision, erection, construction, repair, or furnishing of buildings or other structures, to be used for the purposes of the MMA. Furthermore, there is no presumption or inference that any member of the MMA has consented to or agreed to incur of any obligation by the MMA from the mere fact of joining or being a member, or signing its Bylaws.
- (b) To enter into any of the commercial transactions authorized by the California Commercial Code, subject to any conditions, restrictions or requirements imposed by law.
- (c) To adopt, amend, or repeal Bylaws in any manner provided in the Bylaws. However, that the initial Bylaws of the MMA may be adopted by the unanimous written consent of the Directors named in this Constitution or by vote or written consent of the majority of voting members of the MMA.
- (d) Generally to have and exercise all other rights and powers now conferred, or that may be conferred, on a nonprofit association by law, or that do not contravene the law or public policy of the State of California or of the United States.
- (e) The foregoing statement of purposes is to be construed as a statement of both purposes and powers, and the purposes and powers in each paragraphs are, except where otherwise expressed, not to be limited or restricted by reference to or inference from the terms or provisions of any other paragraph, but are to be regarded as independent purposes and powers.

ARTICLE III – PRINCIPAL OFFICE

The principal office of the MMA for the transaction of its business is located in Santa Clara County, California, located at Santa Clara Valley Water District, 5750 Almaden Expressway, San Jose, County of Santa Clara, California.

ARTICLE IV– GOVERNING BODY

Section 1 – Executive Board - The powers of the MMA shall be exercised by an Executive Board, hereinafter called the “Board”, which shall be composed of the four (4) elected officers of the MMA. The Past President of the MMA shall be an ex officio member of the Executive Board with no voting privileges.

The Board may not incur any liability on behalf of the MMA in excess of the sum of one thousand dollars(\$1,000) without prior approval of a majority of the voting members of the MMA.

Section 2 – Officers – The officers shall consist of the President, Vice-President, Secretary, and Treasurer. All officers shall be elected by the MMA membership.

Section 3 – Qualifications - The qualifications, the time and manner of election, the terms of office, the duties and compensation, and the manner of removing Board members and filing vacancies are set forth in the Bylaws of the MMA.

ARTICLE V– MEMBERSHIP

Section 1 – General –The qualifications of members of the MMA, the different classes of membership, if any, the voting and other rights and privileges of members, and their liability for dues and assessments and the method of collection, and the termination and transfer of memberships are stated in the Bylaws.

Section 2 – Voting – If the voting or other rights or interests are unequal, the Bylaws will set forth the rule or rules by which the voting or other rights or interests of each member of class of members are fixed and determined.

ARTICLE VI– DISSOLUTION

Dissolution of the MMA for any reason shall be effective only after approval by a two-thirds vote of all voting members. Any assets remaining after payment of all debts and liabilities shall be equally distributed to the current membership.

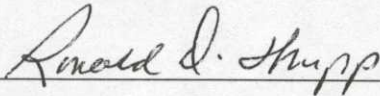
ARTICLE VII– CONSTITUTION

Section 1 – Maintenance- The original or a copy of this Constitution, as amended, will be kept at the principal office of the MMA, and will remain open to inspection by all members or their agents at any reasonable time.

Section 2 – Submittal for Amendment – Proposed amendments to this Constitution shall be submitted in writing to the Board accompanied by a petition for adoption signed by at least 15 percent of the MMA members. The submittal will be accepted after Board verification of the petition. This verification must be completed within 7 working days after being submitted.

Section 3 – Presentation – At the next general meeting of the MMA after Board verification, the President shall present the proposed amendment to the MMA membership together with the Board's recommendation. After discussion of the amendment, a majority of the membership present may have the amendment placed on a secret ballot to be submitted to the membership.

Section 4 – Adoption – A secret ballot election will be held within 30 days of the decision to have a vote on the proposed amendment. The effective date of the amendment will be included on the ballot. An affirmative vote of not less than two-thirds of the members voting, provided that the number voting is at least a majority of the membership, shall be necessary for adoption.



Date Adopted: June 18, 2003

President, Mid-Management Association