



STANISLAUS COUNTY DEPUTY SHERIFFS' ASSOCIATION

**BYLAWS
ADOPTED MAY 2021**

**STANISLAUS COUNTY DEPUTY SHERIFFS' ASSOCIATION
BYLAWS**

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STANISLAUS COUNTY DEPUTY SHERIFFS' ASSOCIATION BYLAWS
An Incorporated Non-profit Labor Association

ARTICLE I
NAME & CORPORATION

Section 1: Name

The Association was founded as:

Deputy Sheriffs Association of Stanislaus County (Filed 02/24/1984)

The Association name was amended to:

Stanislaus Custodial Deputy Sheriffs Association (Filed 09/08/2009)

The Association name was amended to the current name of:

Stanislaus County Deputy Sheriffs' Association (08/19/2013) ("SCDSA").

Section 2: Office

The principal office for the transaction of the business of the Corporation ("principal office") shall be located within the County of Stanislaus, State of California.

Section 3: Organization

This association was founded on February 24, 1984, and legally charted under the above said name in the Office of the California Corporations Commissioner. This Association is a not-for-profit mutual benefit corporation organized under the not-for-profit Mutual Benefit Law, California Corporations Code. The terms "corporation" and "association" maybe used interchangeably within these bylaws. The Association does not contemplate pecuniary gain or profit to its members and is organized for nonprofit purposes.

Section 4: Authority to Change Office

The Board of Directors is hereby granted all power and authority to change said principal office from one location to another in said County.

Section 5: Use of Association's Name

The Association's name, logo or any other mark shall not be used for any purposes without the approval of the majority of the Board of Directors.

ARTICLE II PURPOSE

Section 1: Purpose

The purpose of this Association is as follows:

- (A) To provide representation for its members, as necessary and as provided for in these bylaws, in matters relating to employment, working conditions and benefits;
- (B) To secure compensation for its members for the performance of their professional duties and to improve conditions of employment through collective efforts in all areas of labor representation, collective bargaining, legislative and political activity;
- (C) To promote and maintain an organization for the mutual advancement and welfare of its members by all proper, suitable, and lawful means;
- (D) To encourage activities tending to improve the morale and general welfare of the members;
- (E) To provide and maintain a "labor organization" as the term is used in section 501(C)(5) of the Internal Revenue Code that has as its principal purpose the

representation of its members in matters regarding wages, hours of labor, working conditions, economic benefits and other terms and conditions of employment;

- (F) To oppose any organization or group which expounds or promotes any doctrines or philosophy adverse or subversive to the fundamental principles and institutions of the United States and this Association;
- (G) This Association shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of the Association.

ARTICLE III: MEMBERSHIP

Section 1: Discrimination

There shall be no discrimination or restriction on membership because of race, color, creed, national origin, sex, age, religion, citizenship, sexual orientation or disability.

Section 2: Membership

There shall be three (3) classes of membership in this Association.

- (A) Active
 - (1) Active members shall include full-time positions of the Stanislaus County Sheriff's Department who are classified as Deputy Sheriff Custodial and Custodial Sergeants.
- (B) Associate
 - (1) Associate member shall include but are not limited to Deputy Sheriff Per Diem and Reserve Deputy Sheriff.
 - a. Have the right to participate in any group benefits offered to Active members;

- b. Shall not hold any office or position on the Board of Directors with the exception of a non-voting advisory representative position at the discretion of and appointed by the Board of Directors;
 - c. Shall not have any voting rights;
 - d. May have their membership terminated at the discretion of the Board of Directors upon written notice.
- (C) Honorary members shall include any member appointed by the President, subject to a majority vote of the Board of Directors. Honorary membership may include but is not limited to widows of SCDSA members, orphans of SCDSA members, local dignitaries and persons supportive of the Association's goals.
 - (1) Honorary Members shall not be entitled to representation by the Association in any matter, including but not limited to representation in disciplinary matters, grievances or legal proceedings of any kind;
 - (2) Honorary members shall not be liable for any membership dues, fees or assessments;
 - (3) Honorary members may have their membership terminated at the discretion of the Board of Directors.

Section 3: Responsibilities of Members

It shall be the responsibility of all members to keep themselves informed by way of membership meetings, websites updates, facility representatives and any other Association approved media platforms. It is the responsibility of each member to become familiar with the operational rules of the Association, including these bylaws. The Association maintains a website and each member is responsible for keeping current with the information contained within the website.

Section 4: Good Standing

A member in 'Good Standing' is a member who is current on paying dues, has not withdrawn, cancelled, terminated or resigned from membership or has not been expelled or suspended from membership for cause as described within Article IV of these bylaws.

Section 5: Current Members Wishing to Drop Out of the Association

On July 6, 2018, the Board of Directors adopted this policy regarding agency shop/fair share fee payers following the Supreme Court Decision in the case of Janus v. AFSME. The U.S. Supreme Court has decided that agency shop or fair share fee payer agreements are no longer legal or enforceable. That means that any member of a public-sector employee organization or union may choose to belong or not belong at his or her own discretion. Accordingly, the Board of Directors want to be clear on its position as to how to handle non-members, if any.

- (A) While the Board of Directors recognizes that employees in the bargaining unit represented by the DSA may now drop out of the Association, the Board has adopted the following policy:
 - (1) Employees within the bargaining unit who choose to drop out of the Association (hereinafter referred to as "non-members") will receive no benefit or service of any kind, at any time, offered by the DSA;
 - (2) Non-members shall not have access to, nor may they join, any organization or service that is contingent upon membership in the DSA including PORAC and the PORAC Legal Defense Fund, and any insurance or other related benefit offered by or obtained through the DSA;
 - (3) Non-members shall not have access to the DSA's legal counsel at any stage of any proceeding;
 - (4) Should a non-member, making a written request to the DSA Board of Directors to rejoin the Association, he or she shall be allowed to do so but shall be required to pay back dues equivalent to four (4) years of regular dues to the DSA.

Nothing in this policy shall alter or change the legal duty of fair representation requirements that the law places upon the DSA and the Board of Directors.

ARTICLE IV: TERMINATION AND SUSPENSION OF MEMBERSHIP

Section 1: Termination and Suspension

Any member may be suspended or terminated from membership in the Association for cause as described within Article III, Section 2. Any such action shall be initiated by a majority vote of the Board of Directors.

- (A) Any member to be suspended or terminated shall receive a notice of the action, including a statement of reasons for said action, at least fifteen (15) days prior to the effective date. The notice of suspension or termination must be sent to the accused member by first class or registered mail to the last address of the member as listed in the Association's records;
- (B) Any member to be suspended or terminated shall have an opportunity to be heard, in accordance with provisions in Article XVI, Section 1 of these bylaws, not less than five (5) days before the effective date of the action;
- (C) The charged member shall have a right to representation by any Active member of the Association in good standing;
- (D) Notwithstanding the above, the Board of Directors has the authority to remove from membership any Active, Associate, or Honorary member.

Section 2: Other Causes for Termination of Membership

- (A) Resignation from County service
- (B) Dismissal from County service
- (C) Failure to pay dues

- (D) Actions deemed contrary to the principles and purposes of the Association upon a two-thirds (2/3) vote of the Board of Directors.

ARTICLE V: BARGAINING UNIT

Section 1: Bargaining Unit

This Association is the bargaining unit (BU-7) for all Deputy Sheriff-Custodial and Sergeant-Custodial employees in Stanislaus County.

ARTICLE VI: DUES

Section 1: Dues Rates

- (A) Active members shall pay Association dues as set forth by a vote of the Board of Directors. The current dues structure for all Active members is \$64.66 per pay period. Dues are subject to change by vote of the Board of Directors.
- (B) Associate members shall pay Association dues as set forth by a majority vote of the Board of Directors.
- (C) Honorary members shall not be responsible for any dues according to Article III Section 2.

Section 2: Dues Deductions

Dues shall be paid by each member through authorized payroll deduction.

Section 3: Failure of Payment of Dues/Assessments

- (A) Any member who does not pay their respective dues through authorized payroll deduction, who is not otherwise authorized by the Board of directors or through these bylaws or standing rules shall not be considered a member in good standing.

- (1) Upon discovery of nonpayment of dues, said member shall be notified by the Board of Directors to take corrective action within thirty (30) days.
Corrective actions may include paying all back dues, fees or assessments and filing any necessary paperwork to remain in good standing and avoid possible termination or suspension of membership.

ARTICLE VII: CORPORATION AND DUTIES

Section 1: Corporate Powers

- (A) General: In their capacity as such, all directors and officers of the Association shall represent the interests of the members. In every matter which could affect the reputation of the Association, including, but not limited to, political issues and issues relating to wages, hours and working conditions, each director and officer should obtain the approval of the majority of the Board before publishing any opinions, whether orally or in writing, while using the Association name or their official title as a director and officer. Subject to any limitations of these Bylaws, the Board shall have the power and authority to transact all business and take any lawful action on behalf of the Association and its members.
 - (1) Directors and officers may represent and advocate on behalf of active members of the Association in disciplinary proceedings upon request of a member.
 - (2) Communications between any director or officer of the Association and an active member of the Association that is undertaken in further of representation or advocacy in disciplinary proceedings shall be regarded as privileged and confidential and shall not be discussed except as required or permitted by law.
 - (3) Any director or officer who, due to personal or professional activity, may be deemed to have a conflict of interest with respect to any activities undertaken

or supported by the Association shall abstain and excuse themselves from any discussions and/or actions taken by the Board of Directors.

- (4) Each member of the Board shall be thoroughly familiar with the Stanislaus County Personnel Rules and the Memorandum of Understanding.

- (B) Funds: The Association's general fund shall be under the control of the Board of Directors subject to these Bylaws.

Section 2: Access to Corporate Records

All active members have the right to inspect bylaws, standing rules, minutes, annual financial reports and membership lists during normal business hours, within thirty (30) days of a written request being received by the Secretary, for purposes reasonably related to the person's interest as a member. Directors have an absolute right to inspect and copy any record of the Corporation at reasonable times.

Section 3: Board Duties

- (A) Member Assistance: In all cases of disciplinary action by the Department against a member, of which the Board of Directors becomes aware, the President or another Board member at their direction shall inform the member of the availability of professional assistance. Representation shall be provided to the member in accordance with the agreement between the Association and the provider of professional assistance.
- (B) Emergency Action: The Board of Directors shall, in matters they deem as urgent, or of an emergency nature, take immediate action on any and all matters that adhere to the avowed purposes of the Association, unless otherwise stated by these bylaws.
- (C) Members Best Efforts: Each member of the Board of Directors shall be familiar with the Articles of Incorporation and the Bylaws of this Corporation, and each member shall devote his/her energies to promote the purposes of this Corporation.

- (D) Voting: All members of the Board of Directors of this Association shall be entitled to vote on any matters concerning this Association.
- (E) Standing Rules: The Board of Directors shall have the authority to adopt standing rules to effectuate the orderly management of the Association.

Section 4: Executive Officers and Directors

The Board of Directors shall consist of eleven (11) members, as follows:

- (A) **PRESIDENT**: The President shall:
 - (1) Be the chief executive officer and shall preside at all meetings of the Association and the General Membership Meetings or any Membership Meeting;
 - (2) Enforce a strict observance of these bylaws and all other laws, rules, and regulations applicable to the governing of the Association and the Board of Directors;
 - (3) Be empowered to designate committees and appoint membership thereto which are not otherwise provided for;
 - (4) Be an ex officio member of all committees;
 - (5) Require all officers of the Association to diligently and faithfully perform their duties, and it shall be the President's duty to forthwith report to the Board of Directors any dereliction that may come to the President's notice;
 - (6) When appropriate, announce the decision of the Association or the Board of Directors on all subjects that are of particular importance;
 - (7) Sign all reports, certificates, documents or correspondence that may be required;

- (8) Perform such other duties as the nature of said office or as the Board of Directors may require;
- (9) Have the authority to appoint a Sergeant-at-Arms and Vice Chair to preserve order whenever necessary;
- (10) Call meetings of the Board of Directors and the Association as provided by these bylaws; upon a two-thirds vote of the Board of Directors appoint a parliamentarian who is well versed in these Association bylaws and Robert's Rules of Order (Revised);
- (11) Act as spokesperson for the Board of Directors in all matters upon which the Board of Directors is authorized to act;
- (12) Make a report of his/her and the Board of Directors' meetings and activities at each general or special meeting of the membership of the Association;
- (13) Ensure that committee reports are made on time;
- (14) Provide direction for committees in cooperation with the chairman;
- (15) Ensure that committee chairpersons submit reports in accordance with the bylaws.
- (16) The President or the President's designee shall or delegate a board member to contact all new eligible employees of the Department and explain the requirements of eligibility for membership, the objectives of the Association, how to become members of the Association, and shall explain to all new members their duties and obligations to the Association;

(B) VICE-PRESIDENT: The Vice-President shall:

- (1) Be empowered to assume the responsibilities of the President when the President is absent, ill or otherwise incapacitated and as a result is unable to perform his/her responsibilities according to these bylaws;
- (2) Preside at all Board of Directors meetings;
- (3) Perform such other duties as are delegated to him/her by these bylaws or the President;
- (4) Shall chair all standing committees unless otherwise delegated.

(C) SECRETARY: The Secretary shall be responsible to:

- (1) Maintain all books and records of the Association;
- (2) Keep the roll of the members;
- (3) Promptly prepare and log the minutes of all meetings of the general membership and meetings of the Board of Directors and distribute to each member of the Board of Directors a copy of the minutes following a meeting;
- (4) Establish and maintain an accurate filing system for recall of all reports, minutes and correspondence pertaining to Association business as needed;
- (5) Attend to all correspondence and issue all notices, documents and communications not otherwise provided for and necessary in the transaction of the business of the Association and as provided by the bylaws;
- (6) Collect and disseminate all Association mail; acknowledge all correspondence and maintain copies of all acknowledgments as appropriate;
- (7) To report the results of all voting and elections concerning this Association;
- (8) Submit all books, records, papers, documents, etc., in said possession or under said control to an authorized auditor whenever requested;

- (9) The Secretary shall notify the general membership and the Board of Directors of all regular and special meetings of the Board of Directors and the Association stating, at a minimum, the time, date and location of the meeting, as well as any special items that are to be brought before the membership in accordance with the bylaws;
- (10) At the termination of the Secretary's tenure of office, the Secretary shall deliver to said successor all books, documents, files, papers, equipment and/or other matters belonging to the Association or to said office;
- (11) Perform such other duties as may be required by said office, these bylaws or the Board of Directors;
- (12) The President may appoint an assistant to the Secretary who shall become familiar with the secretarial affairs of the Association and may act as the recording secretary at any meeting. Any such appointment shall require the approval of the Board of Directors;
- (13) The Secretary may utilize office or professional staff to perform any duties as may be required by these bylaws.

(D) TREASURER: The Treasurer shall be responsible to:

- (1) Collect and receive all income to the Association, either by dues, donations, or any other manner whatsoever;
- (2) Ensure that all monies are properly accounted for and receipted for, and such monies, except for petty cash, shall be maintained in banks or other financial institutions as the Board of Directors may designate;
- (3) Pay all orders, charges, and expenses of the Association as directed by the Board of Directors;
- (4) Maintain the financial records of the Association;

- (5) Supervise preparation of unaudited financial reports as required;
- (6) Ensure the Association retains the services of a professional accountant and/or bookkeeper subject to the approval of the Board of Directors, for the preparation of all financial statements, County, State, and Federal corporate tax returns and general accounting services as required; have the Corporation's books, accounts, and records in condition for audit and ready to turn over to his/her successor in the office of the Treasurer, and ensure that all accounts are properly designated and that there shall be no commingling of personal or non-Corporate assets with the assets of the corporation;
- (7) The President may appoint an assistant to the Treasurer who shall become familiar with the financial affairs of the Association and act at any meeting. Any such appointment shall require a vote of the Board of Directors;
- (8) Perform such other duties as may be required by said office, these bylaws or the Board of Directors;
- (9) The Treasurer may utilize office or professional staff to perform any duties as may be required by these bylaws.

Section 5: Officers and Directors-at-Large

(A) Directors-at-Large (Facility Representatives): seven (7) Directors-at-large shall be elected from the membership:

- (1) R.E.A.C.T. Facility (To include Programs and AWP/HD)
- (2) Two Sheriff's Detention Center (To include East, Vacation Relief and BAS)
- (3) Sheriff's Detention Center West
- (4) Minimum Housing Units 1 and 2 (To include Transition)
- (5) Court Services (To include Court Holding)
- (6) Custodial Sergeant

- (B) Directors and Officers: The number of directors and officers may be changed by resolution of the Board of Directors approved by a majority vote of the members voting.
- (C) Executive Board: The Association shall have an Executive Board consisting of the president, vice-president, secretary and treasurer.
- (D) Associate Member Representative: The Board of Directors may appoint an associate member as defined in Article IV, Section 1 of these Bylaws to sit as a representative of all Associate members. An associate member so appointed shall function solely as an advisor to the Board and shall not have any voting rights.
- (E) Professional Staff: The Board of Directors has the authority to utilize professional staff to assist in meeting any of the responsibilities outlined above.

Section 6: Indemnification

- (A) Right of Indemnity: To the fullest extent permitted by law, this Association shall indemnify its directors, officers, employees, and other persons as described in Section 7237(a) of the California Corporation Code. This includes persons formerly occupying any such position, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any “proceeding”, as the term is used in that section, and including an action by or in the right of the Association, by reason of the fact that the person is or was a person described in that section. “Expenses”, as used in these Bylaws, shall have the same meaning as in Section 7237(a) of the California Corporations Code.
- (B) Approval of Indemnity: On written request to the Association by any person seeking indemnification pursuant to Section 4(A), the Association shall promptly determine under Section 7237(e) of the California Corporations Code whether the applicable standard of conduct set forth in Section 7237(b) or Section 7237(c) has been met and, if so, the Association shall authorize indemnification. If the Association cannot authorize indemnification because the number of members who are parties to the proceeding with respect to which indemnification

is sought prevents the formation of a quorum of officers who are not parties to that proceeding, the Association shall promptly call a meeting of members. At that meeting, the members shall determine under Section 7237(e) of the California Corporations Code whether the applicable standard of conduct set forth in Section 7237(c) has been met and, if so, the members present at that meeting in person shall authorize indemnification.

- (C) Advancement of Expenses: To the fullest extent permitted by law and except as otherwise determined by the Association in a specific instance, expenses incurred by a person seeking indemnification under this Section of these Bylaws in defending any proceeding covered by those sections shall be advanced by the Association before final disposition of the proceeding, on receipt by the Association of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the Association for those expenses.

Section 7: Board of Directors' Insurance

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

ARTICLE VIII: TERMS OF OFFICE AND ELECTION PROCESS

Section 1: Terms of Office and Election Cycles

- (A) Directors and officers shall be elected by the members to hold office for two (2) year terms. The terms of office shall be staggered so that Five (5) directors/officers will take office in even numbered years and Six (6) directors/officers will take office in odd numbered years.

- (1) The terms for the Vice-President, Treasurer, Director for Court Services, Director for Sheriff's Detention Center East (1), Director of Sheriff's Detention Center West, and Custodial Sergeant will be open for nominations as provided in these Bylaws at the General Membership Meeting held in November of every odd numbered year.
- (2) The terms for the President, Secretary, Director for R.E.A.C.T. Facility, Director for Sheriff's Detention Center East (2), and the Director for the Minimum Housing Units 1 and 2 will be open for nominations as provided in these Bylaws at the General Membership Meeting held in November of every even numbered year.

Section 2: Eligibility and Qualifications

Any active member of the Association who has successfully completed the required employee probationary period with the Stanislaus County Sheriff's Department and is a current member in good standing shall be eligible to serve as a director and/or officer. The active member must maintain status as a member in good standing throughout the term of his/her office. In addition, candidates for the position of president shall have a minimum of 1 year of board experience, unless there are no other qualified candidates for that position. Notwithstanding the aforementioned qualifications, an existing director or officer of the Association shall not become ineligible to hold his or her current elected office solely by virtue of being involuntarily terminated from employment with the Stanislaus County Sheriff's Department while any appeals or legal challenges to the termination are pending before any administrative or judicial body. Members nominated for, or appointed to, one of the five representative positions must be assigned to the facility or group that they will be representing. A director who is transferred / reassigned away from their representing unit may hold the office for the remainder of the term of office. If there is not an eligible member seeking election or available for appointment the board may appoint an at large member from that division.

ARTICLE IX

VACANCY, RESIGNATION OR REMOVAL FROM OFFICE

Section 1: Termination of Employment

A Board position shall be deemed vacated when the elected Officer or Board of Director terminates employment with the Stanislaus County Sheriff's Department, either by resignation, leave of absence as determined by the Board of Directors, retirement, resignation

or by termination notwithstanding any appeals or legal challenges to the termination are pending before any administrative or judicial body.

Section 2: Default in Attendance

A Board position shall be deemed vacated when the Officer or Board of Director misses two or more consecutive Board of Directors meetings and/or two or more consecutive general membership meetings without a reason acceptable to the Board of Directors. In addition, an office shall be deemed vacated when the board member misses fifty percent (50%) or more of the Board of Directors meetings in a calendar year without a reason acceptable to the Board of Directors. The Secretary or Recording Secretary shall keep the attendance records and advise the Board of Directors when a board member or officer appears in default. The Board of Directors shall review the default record at the next regular meeting to determine if the board position should be deemed vacated. The Board of Director shall have the right to the appeal process as described in Article IX.

Section 3: Promotion

An office shall be deemed vacant when the elected officer is no longer a member of the bargaining unit, or ineligible to hold office, either through advancement to management ranks, or cancellation of membership in the Association.

Section 4: Recall

Members of the bargaining unit that are entitled to vote may initiate a recall of any elective or appointive officer or director by submitting, in writing, a petition signed by not less than thirty-three percent (33%) of the members of the Association.

The petition shall be submitted to the Board of Directors which will minimally include: the name of the Director or Officer, position, term of office, and the reason for recall. Once the petition has been deemed valid, the Board of Directors shall within thirty (30) days, prepare a vote to all voting members in accordance with the bylaws. The vote shall contain the name of the officer who is being subject to recall, the office held, and the question;

“Shall the above-named officer be recalled? Yes____No____.”

The recall shall fail unless a majority vote of all Active members carried on the roster of the bargaining unit vote in the affirmative.

Section 5: Removal from Board for Cause

- (A) Charges against any member of the Board of Directors may be filed in writing with the Board of Directors at any Board of Directors meeting by a member of the Association in good standing. Said charges shall be referred to a special investigative committee of five (5) members of the Board of Directors, three (3) to be selected by the President and two (2) by a majority vote of the Board of Directors. If the charges are against the President, the Secretary will appoint the three (3) members of the committee in lieu of the President. No member of the Board of Directors against whom charges are made or member bringing such charges will be a member of the committee;
- (B) The charged member shall have a right to representation by any Active member of the Association in good standing;
- (C) The special investigative committee shall be guided by provisions of Chapter 20 of Robert's Rules of Order;
- (D) The special investigative committee will submit its findings in closed session to the Board of Directors. The findings will be deemed confidential unless otherwise appealed as prescribed in Article IX Section 5 (F);
- (E) A two-thirds (2/3) vote of the Board of Directors of the Association will be necessary to impose any action on a member of the Board of Directors found guilty of any wrongdoing;
- (F) The removed Director may appeal in writing to the Association membership within fifteen (15) days from the vote of the Board of Directors, and if the Association, by a majority vote of the valid ballots cast, votes to affirm the actions of the Board of Directors, the action of the Board of Directors shall stand as the vote of the Association. After such affirmation, such board member's position on the Board of Directors shall be declared vacant and filled like any other vacancy. The vote shall be conducted in accordance with these bylaws;
- (G) In addition to the provisions contained within Article IX Section 2, the Board may remove a Director for cause only if the Director is:

- (1) Declared of unsound mind by a court, or
 - (2) Convicted of a felony, or
 - (3) Found by final court order to have breached his/her statutory duty of care, or
 - (4) Found to be in violation of the bylaws or the avowed purpose of the Association in a manner deemed detrimental to the good of the Association.
- (H) Any removal of a Director or Officer shall have the same appeal rights as outlined in these bylaws and specifically within Article IX section 5.

ARTICLE X

FILING A VACANCY OF OFFICE

Section 1: Vacancy

When a vacancy occurs, excluding the office of President, the vacancy will be filled by appointment by the President. Subject to the conditions set forth in Article X, Section 3. The newly appointed Officer or Director shall be seated as the first order of business at the next meeting of the Board of Directors to fill out the remainder of the term of the position appointed to.

Section 2: President

If the office of the President is vacated, the office shall be filled by the Vice President. If the Vice President declines to serve in that capacity, the Board of Directors, with a 2/3 (two thirds) vote, will appoint a member of the current Board of Directors to serve as the President for the remainder of the Presidential term.

ARTICLE XI

ELECTION AND VOTING PROCESS

Section 1: Voting Rights

This is a membership organization having but one class of membership for purposes of voting and the transaction of corporation business. Each active member has equal voting rights.

Section 2: Election Committee

The Election Committee shall consist of members of the Board of Directors that are not candidates for any Officer or Board of Director position. The Election Committee shall be responsible for administering the election process that ensures a fair election and accurate tabulation of all votes. All elections of Executive Officers and the Directors at Large (Board of Directors) shall take place within the month of November in the year their term expires.

Section 3: Mail Voting

The Board of Directors and Election Committee may use a mail ballot system if it is deemed necessary. The Election Committee shall cause to be mailed out to each voting member a ballot at least fifteen (15) days prior to the election deadline. The Association member database shall be utilized for purposes of developing a mailing list for the election.

Section 4: Online Voting

The Board of Directors and election committee shall make every effort to use an online voting system that ensures a fair election and accurate tabulation of all votes.

Section 5: Nominations

Officers will be elected annually pursuant to Article VIII, Section 1 of these bylaws and in conformance with the following procedures:

- (A) Nominations: Nominations for elective office shall be accepted from any member in good standing at the regular membership meeting held in

November. Only those eligible nominees who consent to serving as directors and officers shall have their names placed on the election ballot. No nominee for elected office shall be nominated or eligible to run for more than one office.

Section 6: Voting

- (A) Approval by Majority Vote: For all voting a majority of all votes cast shall be the act of the members, unless the vote of a greater number is required by these Bylaws.
- (B) Ties: In the event of a tie, the Election Committee will initiate a run-off election between the tied candidates. A reasonable amount of time will be used to conduct the run-off vote and shall be determined by the Election Committee but no less than five (5) days.

Section 7: Voting Challenges

- (A) Voting Challenges: Any active member seeking to challenge or protest the results, methods or procedures of a vote shall submit a petition to the President bearing the signatures of at least thirty-three percent (33%) of the eligible membership within ten (10) days after the results of the particular vote are announced. President shall call for another vote within thirty (30) days. Failure to file the required written petition within the ten (10) day period will constitute a forfeiture of any right which the member may have to challenge the vote. Only votes that are required to be submitted to the membership in accordance with these bylaws may be challenged. Officers or candidates for any office, to serve on the General Election Committee. This election committee shall verify that all nominees for elected office are eligible to hold office in the Association. They will oversee and tabulate the results the challenged vote in question. The election committee will verify the results of the election and will verify there are no duplicate votes cast. The election committee will also ensure that all votes cast are eligible and accurate. The election of all directors and officers of the associate shall be secret with results not visible until after the voting period.
- (B) Voting Period: The Voting period shall run from December 1 through December 14 each year.

- (C) The candidate receiving the highest number of votes for each office shall be elected.
- (D) In the event of a tie after a run off, the board of directors shall make a selection from those candidates by a no-conflict majority vote.

Section 8: Installation of Directors and Officers

All directors and officers of this Association shall assume the duties of their elected office on the first day of the month of January and serve in their respective offices until their successors have been installed.

Section 9: Proxies

Proxy votes shall not be allowed.

Section 10: Publication of Material Soliciting Votes

Candidates for election to Officer or Director shall have the right to prepare and have publicized a campaign statement or position on the Association's website, which shall follow all association and website rules and decorum.

Section 11: Other Voting

From time to time, a need may arise that requires members to vote on matters other than for the election of the Board of Directors such as but not limited to amending these bylaws and ratification of labor agreements. In these instances, the process outlined in Article XI relating to mail out voting and online voting shall be followed.

Section 12: Polling

From time to time, a need may arise that requires the association to poll the membership on its opinions on various topics or issues. The polls are unofficial votes cast to voice one's opinion or choice on a topic or issue at hand.

ARTICLE XII

MEETINGS

Section 1: Notice of Meetings

All notices of Association meetings shall be posted on the Association's website. Every effort shall be made to provide at least ten (10) days advance notice of every meeting. Notice of each meeting shall include time, date, and location.

Section 2: General Membership Meetings

General membership meetings will typically be held on the second Wednesday of every odd month at 1830, unless otherwise stated on the association website. General membership meetings are open to all active members in good standing.

Section 3: Board Meetings

Board membership meetings will typically be held on the second Wednesday of every even month at 1830, unless otherwise stated on the association website. Board meetings are only open to board members and those association members who have prior approval from the President to attend such meetings.

Section 4: Special/ Emergency Meetings

Special/ Emergency meetings may be called by the Board of Directors as they deem necessary. The Board of Directors shall endeavor to notify all members, by any means available, to advise the members of the time, place and purpose of the meeting.

Section 5: Guests

Guests are permitted to attend general membership meetings when accompanied by an Association member, with approval of the President. No guest shall address the membership at any regular or special meetings without prior approval by the Board of Directors. The President shall limit the time and subject matter of any guest addressing the membership. Guest speakers will make their presentation prior to the Association conducting other business.

Section 6: Conduct of Business

Association bylaws and Robert's Rules of Order shall govern the conduct of the Association business. In the event of a conflict, the bylaws will prevail.

Section 7: Action Without Meeting

Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if a minimum of nine (9) members of the Board of Directors individually or collectively consent in writing, telephonically or electronically to such action. Every effort shall be made to notify all Board of Directors. Any action taken pursuant to this section shall be ratified at the next regularly scheduled board meeting.

Section 8: Quorum

At least Five (5) members of the Board shall constitute a quorum for the board of directors. A vote of the majority of the directors present is necessary to conduct the business of the Association except to adjourn.

Section 9: Executive Session

The Board of Directors may meet in executive session according to Robert's Rules of Order.

Section 10: Meeting Agenda/Order of Business

Each regular and special meetings of this Association shall have an agenda and shall be conducted pursuant to the following order of business:

- (A) Call to order;
- (B) Pledge of Allegiance;

- (C) Moment of Silence for Fallen Officers;
- (D) Introduction of Special Guests;
- (E) Approval of Minutes;
- (F) Treasurer's Report;
- (G) Old Business;
- (H) New Business;
- (I) Committee Reports;
- (J) Representative Reports;
- (K) Executive Board Reports;
- (L) Good of the Association;
- (M) Next Meeting;
- (N) Adjournment.

Every effort will be made to conclude the meeting no later than 2100 hours. Agenda items deemed a lesser priority will be placed near the end of the agenda and may be tabled and placed on the agenda to be addressed at the next meeting duly called to conduct Association business.

ARTICLE XIII

COMMITTEES

Section 1: Committees

The President, subject to the approval of the Board of Directors, may establish such Committees as the President deems appropriate. Committees may include but not limited to:

- (A) Political Action Committee
- (B) Charities Committee
- (C) Finance Committee
- (D) Bylaws Committee
- (E) Negotiations Committee
- (F) Information, Technology and Website (ITW) Committee

Section 2: Committee membership

Committees shall consist of a Chairperson, to be appointed by the President, and ratified by the Board of Directors. At least two other members will be appointed by the President. The President, or the Vice President at the direction of the President, shall serve as an ex-officio member of each committee.

ARTICLE XIV

STANDING COMMITTEES

Section 1: Political Action Committee (PAC)

The general purpose of the PAC is to support and further the goals and policies of the Association by supporting candidates endorsed by the Association. Candidates endorsed by the association help promote the welfare of our members and to encourage the improvement of benefits, compensation, working conditions and retirement status of our members.

- (A) The President is authorized to establish a Political Action Committee ("PAC") consistent with all federal, state and local laws.
- (B) The name of this committee shall be the Stanislaus County Deputy Sheriffs' Association Political Action Committee ("PAC").
- (C) The control and direction of the PAC shall be vested with the Board of Directors of the Association. The committee shall have control over the funds and affairs of the PAC and shall establish and carry out all policies and activities.
- (D) Members of the Association may make contributions to the PAC through payroll deduction. In addition, the Board of the Association may earmark a portion of member dues for the PAC. This amount may be changed prospectively from time to time. The PAC may accept contributions from persons who are not members subject to the approval of the Board.

- (E) Disbursement of Association PAC funds may be made upon a majority vote of the Board of Directors. Proposed disbursement of PAC funds in excess of one thousand (\$1,000.00) including total disbursement to an active candidate for an elected office during a current campaign shall be brought before the membership for approval pursuant to these bylaws. A vote of the members shall be conducted over a period of no less than five calendar days.
- (F) The Board of Directors shall submit for a vote of the membership any endorsement pertaining to the election of any candidate to the Stanislaus County Board of Supervisors or Stanislaus County Sheriff.
- (G) Any proposed endorsement submitted to the membership for a vote must pass by a majority of votes cast for the endorsement to be made to an individual candidate.

Section 2: Bylaws Committee

- (A) The bylaws shall be under the constant review of the bylaws committee who shall report to the board on an annual basis or shall a need arise.
- (B) The committee will draft proposed amendments for board resolution or member vote, whichever is required for adoption pursuant to Article XIV, Section 1 of these bylaws.
- (C) The committee will update the bylaws and submit the latest version for conversion to PDF and posting on the association website.

ARTICLE XV

GRIEVANCE AND DISCIPLINARY ARBITRATION REVIEW

Section 1: Requests for Representation

The Board of Directors shall, upon written request signed by a member of the Association, review a grievance that the member may have against the Stanislaus County Sheriff's Department or Stanislaus County, any of its employees, agents or representatives. The review will be conducted for purposes of providing financial or other support to the member for advancement of the grievance through the grievance procedure as outlined in the Memorandum of Understanding or collective bargaining agreement between the Association and Stanislaus County. Similarly, the Board of Directors shall, upon written request signed by a member of the Association, review a request for support of disciplinary arbitration. The review will be conducted for purposes of providing financial or other support to the member at arbitration.

ARTICLE XVI

ARBITRATION OF DISPUTES

Section 1: Arbitration of All Disputes, Claims and/or Controversies

(A) In accordance with the Federal Arbitration Act, 9 U.S.C. section 1, et seq., and the United States Supreme Court decision on Gilmer v. Interstate/Johnson Lane Corp., 11 S.Ct. 1647 (1991), members shall submit to final and binding arbitration any dispute, claim or controversy arising between them and the Association. Such claims, disputes, and/or controversies specifically include but are not limited to:

- (1) Discrimination claims under Title VII of the Civil Rights Act of 1964, 42 U.S.C. section 2000, et seq., the Age Discrimination in Employment Act, 29, U.S.C. section 623, et seq., the Americans with Disabilities Act, 42 U.S.C. section 12101, et seq., and the California Fair Employment and Housing Act. Cal. Government Code section 12900, et seq.; and

(2) Claims for tortuous violation of the duty of fair representation (i.e., “DFR” claims). In addition and in accordance with the authorities cited above, members expelled or suspended from membership under Article IV of these Bylaws shall submit to final and binding arbitration any dispute, claim or controversy arising out of such expulsion or suspension concerning any alleged violations of Article IV’s disciplinary procedures.

(B) In all cases arising under this Section, an impartial arbitrator will be selected by the American Arbitration Association. The arbitrator’s fees and expenses will be split equally by the member and the Association. Any such individual shall pay half of the arbitrator’s estimated fees and expenses 45 days prior to the scheduled arbitration hearing date, which amount shall be held by the Association in an interest-bearing, escrow account until the arbitrator renders a decision. If the arbitrator ultimately rules in favor of the individual, the Association will reimburse such individual with the amount held in escrow, with interest, and pay in full the arbitrator’s fees and expenses. If the arbitrator rules in favor of the Association, the monies held in escrow will be used to satisfy in part the arbitrator’s fees and expenses.

ARTICLE XVII

EXPENSE AUTHORIZATION AND REIMBURSEMENT

Section 1: Compensation and Reimbursement

The Board of Directors may authorize travel and related expenses by Association members for purposes relating to the business of the Association. Officers may not receive any form of compensation for services rendered but may seek reimbursement for proper expenses as incurred and authorized by these Bylaws and/or the members or Board. Officers seeking approved reimbursement shall submit copies of all receipts to the Treasurer within 30 days after which expenses occurred.

ARTICLE XVIII

FINANCIAL RESPONSIBILITY

Section 1: Financial Responsibility

Disbursement of Association Funds: Disbursement of Associations funds may be made upon a majority vote of the Board of Directors. Association checks may be issued for the disbursement of Association funds only when signed by (2) designated members of the Executive Committee. Disbursements made for regular and recurring payments to vendors providing goods and services to the Board of Directors and or Membership require only one authorized signature. Proposed disbursement of Association funds in excess of five thousand dollars (\$5,000) excluding reoccurring payments to vendors (i.e.: Insurance payments, PORAC, or association fees) shall be brought before the membership for approval pursuant to these bylaws. A message will be sent to the members and an online poll will be posted for no less than one week for approving such an expenditure. A majority vote of the members voting is required to approve such a disbursement.

Section 2: Loans Prohibited

This Association shall not make loans for any reason.

ARTICLE XIX

ASSOCIATION HOLDINGS

Section 1: Real Property

The Association may, in addition to its accounts in various financial institutions, hold a portion of its assets in real property, real estate, and/or buildings and leases thereon, subject to the approval of the Board of Directors.

Section 2: Other Holdings

The Board of Directors is authorized to acquire other tangible or intangible property, where it has been determined that such acquisition would benefit the Association.

ARTICLE XX

AMENDMENTS

Section 1: Amendment by the Board

- (A) Without approval of the members, the Board may adopt, amend, or repeal these Bylaws unless the action would:
 - (1) Materially and adversely affect the members' rights as to voting;
 - (2) Authorize new classes of membership or eliminate existing classes of membership;
 - (3) Fix or change the minimum or maximum number of Board members or officers;
 - (4) Increase or extend the terms of directors or officers;
 - (5) Increase the quorum for members' meetings.
- (B) Proposals to adopt, amend or repeal these Bylaws which require approval of the members may be presented by the Board or any active member in good standing at any regular or special meeting of the members, but may not be voted on by these members until properly submitted to the membership pursuant to these Bylaws. A majority vote of the members voting shall be required for adoption of any proposed Bylaw amendment requiring membership approval as provided in Section (A) of this Article. Bylaws amendments approved by the members shall become effective immediately.

ARTICLE XXI

DISSOLUTION

Section 1: Dissolution

Upon the dissolution of this Association, any unexpended or uncommitted assets and funds of the Association shall be distributed to any non-profit charitable organization for charitable purposes at the sole discretion of the Board of Directors.