

BUTTE COUNTY MANAGEMENT EMPLOYEES ASSOCIATION

“BYLAWS”

ARTICLE I FORMATION AND LOCATION OF OFFICES

Section 1.1 – The name of this corporation is Butte County Management Employees Association (herein “BCMEA” or “Association”). It is a California nonprofit mutual benefit corporation with principal offices in Butte County, California.

The Association was organized on January 19, 1982 by a vote of eligible employees of Butte County and incorporated January 4, 1993 (entity no. 1850960). The Association is a nonprofit mutual benefit corporation, duly organized and validly existing under the California Corporations Code and Section 501(c)(5) of the Internal Revenue Code.

ARTICLE II

ASSOCIATION MISSION

Section 2.1 - The Association is a nonprofit mutual benefit corporation organized under the California Nonprofit Mutual Benefit Corporation Law.

Section 2.2 - This organization is constituted and established to unite the efforts of the county management and supervisory employees for the betterment of their conditions, improvement of the quality of their services, and the development of a higher degree of efficiency and proficiency in their occupations; to secure and maintain a healthy work/life balance; to seek establishment of political and social equality; to use every honorable method to elevate its members in the economic, moral, and social scale of life; to help our members become better people, united in building a stronger community in which to flourish; and to engage in any lawful act or activity for which a nonprofit mutual benefit corporation may be organized.

Section 2.3 – The primary purposes of the Association do not include direct or indirect participation or intervention in political campaigns on behalf of or in opposition to any candidate for public office, or to engage in any other activity inconsistent with its status as a non-profit organization under Section 501(c)(5) of the Internal Revenue Code. The Association may engage in political campaigns on behalf

of or in opposition to candidates for public office provided such intervention does not constitute the Association's primary activity, and may also engage in lobbying provided that the lobbying is related to the Association's tax-exempt purpose, as stated in Section 2.2 above.

Section 2.4 –The net earnings of this organization may not inure to the benefit of any member.

ARTICLE III DISSOLUTION

Section 3.1 - In the event of the dissolution of this Association, after paying or adequately providing for the debts and obligations of the Association, the remaining assets shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable, educational and/or scientific purposes and which has established its tax-exempt status under Section 501 (c) (3) of the Internal Revenue Code. Such recipient organization shall be determined and designated by the Board of Directors at the time of dissolution or liquidation.

ARTICLE IV MEETINGS

Section 4.1 - Annual Membership Meetings: The Association membership shall meet at least annually. Additional meetings may be held at the discretion of the Board of Directors.

Section 4.2 - Special Membership Meetings:

- a. The President, three (3) members of the Board of Directors, or ten percent (10%) of the members of the Association may call a special meeting at any time by making written demand upon the President.
- b. Such demand shall set forth the purpose for which said meeting is desired, and if for the purpose of voting on a proposed amendment to the Bylaws, a copy of the proposed amendment shall accompany the demand for the meeting.
- c. The meeting shall be held on a date not more than twenty (20) days after receipt by the President of the demand for the meeting, and such notice thereof shall be duly transmitted as hereinafter provided, at least ten (10) days before the date thereof, unless such meeting is for the purpose of voting upon an amendment to the Bylaws, in which case the meeting shall be held not more than thirty-five (35) days after the receipt by the President of the demand for the meeting, and notice thereof shall be transmitted at least twenty-five (25) days before the date of the meeting. Notices shall be transmitted to each member, and shall set forth the date, time and place of such meeting and shall also include the proposed amendment.

Section 4.3 - Quorum - Ten percent (10%) of the Members of the Association shall constitute a quorum for the transaction of business at a meeting of the membership.

Section 4.4 – Meeting Place – Notwithstanding anything to the contrary in these Bylaws, any meeting whether regular, special, or adjourned of the members of this Association may be held at any place within or without California, which has been designated by the Board. Meetings may be in-person, virtual, or hybrid. Membership meeting venues shall be provided in the notice to members. Members not physically present at a meeting will be deemed to be present in person and allowed to vote when

attending by electronic video screen communication, conference telephone, or other means of remote communication.

Section 4.5 – Board Meetings: Meetings of the Association’s Board of Directors may be called by the chair of the Board or the president or any vice president or the secretary or any two directors. Regular meetings of the Board may be held without notice if the usual time and place of the meetings are fixed in advance by the Board.

a. Quorum – A majority of the number of directors authorized constitutes a quorum of the Board for the transaction of business.

b. Special Board Meetings – Special meetings of the Board shall be held on four days’ notice by first-class mail, or 48-hours’ notice delivered personally or by telephone or by electronic transmission.

c. Electronic Communications – Directors may participate in a meeting through use of conference telephone, electronic video screen communication, or electronic transmission, which participation shall constitute presence in person if all directors are able to hear one another. Participation in a Board meeting through use of electronic transmission constitutes presence in person if each director can communicate with all of the other directors concurrently and each director is provided the means of participating in all matters.

ARTICLE V PARLIAMENTARY PROCEDURE

Section 5.1 - The rules contained in the current edition of Robert's Rules of Order Newly Revised shall be used as a general guide to govern this Association in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the Association may adopt.

Section 5.2 – In the event of question regarding any interpretation of the Bylaws, the Board of Directors shall be empowered, by majority vote, to determine how the Bylaw provision is interpreted consistent with applicable law.

ARTICLE VI AMENDMENTS

Section 6.1 – These Bylaws may be amended by two-thirds (2/3) vote of those cast ballots, including, but not limited to electronic voting, during the time specified for meetings called for the purpose of amending “Bylaws” in accordance with Article IV, Section 4.2, of these Bylaws.

ARTICLE VII MEMBERS

Section 7.1 - The members of this Association shall consist of current employees of the County of Butte, classified within the management and supervisory employee unit who have complied with the requirements set forth in Section 7.3 of this Article, have properly presented themselves for membership in accordance with the procedures determined by the Board of Directors, and who have been enrolled as members on the membership roster. There shall be one class of membership. No person may hold more than one membership. Membership shall not be transferable or assignable *inter*

vivos by any member, nor shall membership vest to any personal representative, heir, or devisee. Membership shall cease upon the member's death.

Section 7.2 – Association membership shall be without regard to race, color, ancestry, national origin, political affiliation, religion, age, physical or mental disability, genetic information, medical condition, marital status, sex/gender (includes pregnancy, childbirth, breastfeeding and/ or related medical conditions), reproductive health decision-making, gender identity, gender expression, sexual orientation, marital status, medical condition, military or veteran status, or any other protected characteristic under applicable law.

Section 7.3 - Members in good standing shall have the right to vote and hold office.

Section 7.4 - Members shall execute a BCMEA application, available from the Association's website, at the time they apply for membership. To be a member an individual must pay the annual dues and fees set forth in Section 8 of this Article, must participate on a regular basis in the activities of the organization, and must have otherwise fully complied with its rules and regulations.

Section 7.5 – Membership of any member shall cease on the happening of any of the following events:

- a. The member's death or resignation.
- b. Failure of member to actively participate in the activities of the organization.
- c. Failure of the member to pay his or her dues or assessments in a timely fashion after notice of the same.

Section 7.6 – On a determination by the Board of Directors or a body authorized to decide that one or more of these events (other than the member's death or resignation) has occurred, and that the member should be expelled or suspended, the following shall occur:

- a. A minimum of 15 days prior notice of the expulsion, suspension or termination and the reasons therefor shall be given to the member. If the member does not pay the dues or otherwise contact the Association within 10 days of the notice to protest the removal, the member shall be removed from the membership list.
- b. If the member timely files a protest, the member shall be given an additional 5 days to present a written explanation/objection for presentation to the Board of Directors or body authorized to decide. Thereafter, the Board of Directors or body authorized to decide shall consider the written explanation/objection prior to making a final decision on whether or not the member shall be removed, and shall notify the member accordingly.
- c. All notices required under this section shall be given by electronic transmission to the last email address of the member, as shown on the corporation's records.

ARTICLE VIII DUES

Section 8.1 - Dues - Dues shall be established by the Board of Directors and ratified by a majority of votes casted by the membership.

- a. All members shall be required to pay annual dues effective and prorated the first day of the calendar month in which their membership is accepted.

Effective January 1, 2023 the annual dues shall be zero dollars (\$0.00).

Effective January 1, 2024 the annual dues shall be fixed by the Board of Directors and shall not exceed \$120.00 annually, unless approved by a majority of the Association members.

- b. Payment of dues shall be required of all members that are on active status during a year or any portion thereof.
- c. Each member is responsible for paying her/his dues directly to the association within 30 days of acceptance of their application, and prior to participating in Association activities.
- d. When any member has not paid dues or back dues within thirty (30) days from the due date; or has not made satisfactory arrangements for payments prior to such date; or fails to maintain and honor agreed upon terms; such member shall be considered not in good standing and may be subject to expulsion by a majority vote of the Board of Directors.
- e. Resignation of a member does not relieve the resigning member from any obligation for charges incurred, services or benefits actually rendered, dues, assessments or fees.
- f. No refunds of Association dues shall be made to any person who becomes ineligible for continuing membership and fails to promptly notify the Association in writing of his or her ineligibility.

ARTICLE IX ELECTIONS, APPOINTMENTS, AND VACANCIES

Section 9.1 - Election:

- a. No later than March 1 of each year, the President shall appoint an Election Committee consisting of two (2) Members of the Association who are not up for election. This committee shall determine those Directorships, which are up for election for the year, and shall notice to members, posted on official website of the Association no later than April 1.
- b. Nominations shall be submitted to the Election Committee in writing by May 1, of each year. Nominations must be signed by five (5) Members of the Association. Candidates for nomination must be Members and shall signify consent to have name entered by signing the nomination form.
- c. The Election Committee shall certify the nominations are correct and in proper order, and shall certify the member(s) as eligible for the ballot.
- d. Election: Should the number of members nominated for positions on the Board be greater than the number of open positions, the membership shall vote by electronic ballots, wherein each member of the Association may cast a ballot. Ballots may be cast during the period of May 15 to May 31. A majority of the ballots cast shall elect the Director(s). The candidates shall be notified in writing of the election results.

- e. **Appointments:** Should the number of members nominated for the positions on the Board be less than or equal to the number of open positions, the Board may vote to appoint the member(s) to the open positions without the necessity of an election.
- f. **Exception:** In no case shall the number of members nominated and/or currently serving from a department exceed the number specified in Article X, Section 10.5, "Qualifications to be a member of the Board of Directors", item b.
- g. **The Election Committee shall keep accurate records of all election proceedings and results. Such records, ballots and results shall be kept on file for a period of ninety (90) days after the election, and shall be open to the inspection of the membership.**

Section 9.2 - Appointments:

- a. **In the event of a failure to nominate and elect a Director to the Board of Directors, the President shall appoint a Regular Member to fill such vacancy. All appointments shall have the approval of a majority of the Board of Directors.**

**ARTICLE X
BOARD OF DIRECTORS**

Section 10.1 - There shall be a Board of Directors consisting of five (5) Members in good standing elected in a manner herein described representing as broad a range of departments as possible.

Section 10.2 - Members of the Board of Directors shall be elected for terms of two years each. The term of office shall commence with the first regular meeting of the Board in July. Should for any reason a regular meeting not be held in July, the term of office shall commence on July 1. Directors shall hold office until the expiration of the term and until a successor has been elected and qualified, unless the director has been removed from office.

Section 10.3 – The terms shall be staggered so that three (3) of the members of the Board of Directors are elected in years ending with an odd number, and two (2) in years ending with an even number.

Section 10.4 - Three (3) members of the Board of Directors shall constitute a quorum for the transaction of business. When a Director abstains from voting, their vote shall be considered as if a no vote had been cast, but that Director shall be counted for a quorum if necessary.

Section 10.5 – Qualifications to be a member of the Board of Directors:

- a. **Must be a voting member of BCMEA in good standing.**
- b. **Must have been a member for at least one (1) year immediately prior to election.**
- c. **Must believe without reservation in the purposes of the organization.**
- d. **Not more than two (2) members of the same department are eligible to serve on the Board at any one time.**

- e. Must regularly attend Board meetings. Two (2) unexcused absences may result in the dismissal from the Board.
- f. Must sign an agreement that they will comply with the BCMEA Code of Ethics, available from the Association's website, and that failure to comply with the Code of Ethics may result in a letter of censure or dismissal from the Board.

Section 10.6 – Act of the Board: A decision made by a majority of the directors present at a duly held meeting at which a quorum is present is the act of the Board of Directors. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for that meeting, or a greater number required by this Section, the articles, or these Bylaws.

Section 10.7 – The Board of Directors by majority vote may declare vacant the office of any director who has been declared of unsound mind by final court order, is convicted of a felony, held to have breached a duty under Corporations Code sections 5230 through 5239, inclusive, fails to attend the specified number of meetings, or who fails to meet any required qualification.

ARTICLE XI DUTIES AND POWERS OF THE BOARD OF DIRECTORS

Section 11.1 - Subject to limitations of the Articles and these Bylaws and of pertinent restrictions of the California Corporations Code, all the activities and affairs of the Association shall be exercised by or under the direction of the Board of Directors. Without prejudice to these general powers, but subject to the same limitations, it is hereby expressly declared that the Board shall have the following powers in addition to the other powers enumerated in these Bylaws:

- a. To select and remove all the officers, agents and employees of the Association, prescribe duties for them as may not be inconsistent with law, with the Articles of Incorporation, or with these Bylaws, fix the terms of their offices and their compensation, and in their discretion require from them security for faithful service.
- b. To make disbursements from the funds and properties of the Association as are required to fulfill the purposes of this corporation as are more fully set out in the Articles of Incorporation and generally to conduct, manage, and control the activities and affairs of the Association and to make rules and regulations not inconsistent with law, with the Articles of Incorporation, or with these Bylaws, as they may deem best.
- c. To adopt, make, and use a corporate seal and to alter the form of the seal from time to time as they may deem best.
- d. To borrow money and incur indebtedness for the purposes of the Association and to execute and deliver, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, or other evidences of debt and securities.
- e. To the extent permitted by the exempt status of the organization, to carry on a business at a profit and apply any profit that results from the business activity to any activity in which it may legally engage.

Section 11.2 - The Board of Directors shall formulate policies and resolutions, which it feels the Association should follow.

Section 11.3 – As reasonable compensation for services as a director, each Board member will receive forty-five (\$45.00) dollars per quarter, payable on the first of each January, April, July, and October.

Section 11.4 - In addition, to the fee specified in Section 12.3 above, as reasonable compensation for services as an officer, the President shall receive three hundred and fifty (\$350) dollars per quarter. The Vice-President shall receive one hundred and fifty (\$150) dollars per quarter, the Secretary shall receive one hundred and fifty (\$150) dollars per quarter and the Treasurer shall receive one hundred and fifty (\$150) dollars per quarter, each payable on the first of each January, April, July and October.

Section 11.5 - The Board of Directors shall have the authority to employ an Administrative Officer and legal counsel, tax and other professionals as is necessary for the proper operation of the Association.

Section 11.6 - The Board of Directors shall meet at least quarterly. Additional meetings may be held as necessary.

Section 11.7 - The Board of Directors shall designate the federally insured financial institution(s) for the deposit of monies belonging to the Association.

Section 11.8 – Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board individually or collectively consent(s) in writing to the action. The consent or consents shall have the same effect as a unanimous vote of the Board and shall be filed with the minutes of proceedings of the Board.

Section 11.9 – Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind, and to inspect the physical properties of the corporation of which the person is a Director, for a purpose reasonably related to that person's interest as a Director.

Section 11.10 – Official Board Committees: Committees of the Board may be appointed by resolution passed by a majority of the whole Board. Committees shall be composed of two or more members of the Board, and shall have the powers of the Board as may be expressly delegated to it by resolution of the Board of Directors, *except with respect to:*

- a. The approval of any action for which the California Nonprofit Mutual Benefit Corporation Law also requires members' approval (must be approved by the Board as a whole);
- b. The filling of vacancies on the Board or on any committee;
- c. The fixing of compensation of the Directors for serving on the Board or on any committee;
- d. The amendment or repeal of Bylaws or the adoption of new Bylaws;
- e. The amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable;
- f. The appointment of other committees of the Board or the members thereof;

g. The approval of any self-dealing transaction, as these transactions are defined in Corporations Code section 7233.

Any committee may be designated an Executive Committee or by another name as the Board shall specify. The Board shall have the power to prescribe the manner in which proceedings of any committee shall be conducted. In the absence of any prescription, the committee shall have the power to prescribe the manner in which its proceedings shall be conducted. Unless the Board or committee shall otherwise provide, the regular and special meetings and other actions of any committee shall be governed by the provision of these Bylaws applicable to meetings and actions of the Board. Minutes shall be kept of each meeting of each committee.

ARTICLE XII DISCIPLINARY ACTIONS – REMOVAL FROM BOARD

Section 12.1 – Unexcused absences – Should any member of the Board of Directors have two (2) or more unexcused absences from the Board Meetings, within the term of their office, the Board may declare the position vacant. An unexcused absence shall be any absence whereupon the member failed to notify the Secretary, or any other Officer prior to the absence.

Section 12.2 – Code of Ethics Violations – Should a member of the Board of Directors violate the Code of Ethics:

- a. The Director may receive a letter of censure, or they may be removed as a Director by a two-thirds vote of the Board of Directors.
- b. A Director being removed by the Board under this Section, may appeal the vote to the general membership. A majority vote of the ballots casted shall affirm the removal from the Board. Each Director may submit a statement, not exceeding 500 words in support of his or her position.

Section 12.3 – Any member of the Board of Directors of this Association is hereby subject to removal by members, with or without cause if:

- a. Members shall present a petition signed by at least ten percent (10%) of the voting power of the membership to the President.
- b. Upon being notified of such petition, the President shall appoint an election committee to review the petition, and if in order, call a special Recall Election of the voting power of the membership within thirty (30) days.
- c. A majority of the votes casted shall affirm the Recall Election.

ARTICLE XIII OFFICERS

Section 13.1 - During the regular July Board meeting, the Board of Directors shall meet for the purpose of nominating and electing officers for the year. The Board of Directors and new officers shall take office at the close of the meeting following when they were elected.

Section 13.2 - There shall be officers elected from the Board of Directors each year including a President, a Vice-President, a Secretary, and a Treasurer. The term of office for these officers shall be one year. Any number of offices may be held by the same person, except that the Secretary and the Treasurer may not serve concurrently as the President.

Section 13.3 – Up to the Friday proceeding the July Board Meeting Directors may submit names of candidates to the Secretary. 24 hours prior to July Board meeting, the secretary shall prepare ballots listing eligible names received for each position and submit to the Board. The incumbent officer shall be listed regardless of eligibility unless the Secretary is notified that the officer does not desire another term.

Section 13.4 – Directors shall elect officers by closed ballots. Ballots shall be gathered, read and tallied by the Board as a whole. In the event of a failure to nominate an officer, the President may appoint a Director to fill such vacancy.

Section 13.5 – Any officer of the Board may be recalled from office by a two-thirds (2/3) vote of the entire Board of Directors at a meeting called specifically for that purpose. Such meeting may be called by petition signed by three (3) members of the Board of Directors. And shall specify the reason(s) for the recall.

Section 13.6 - Upon recall of any officer, the position shall be vacant and may be filled as specified in Article IX, Section 9.2, at the following Board meeting.

ARTICLE XIV DUTIES OF OFFICERS

Section 14.1 - The President shall preside at all meetings of the Association and shall appoint such Committees as the Board of Directors deems necessary. The President is the general manager and chief executive officer of the Association.

Section 14.2 - The Vice-President shall act in the place of the President in his/her absence, and perform such other duties as the President and the Board of Directors may designate, and shall succeed the President in case of resignation, dismissal or death.

Section 14.3 - The Secretary shall perform such duties as are normally performed by a Secretary of a non-profit association, and other duties set forth by the President or the Board of Directors. The Secretary shall keep accurate records of all voting proceedings and results. Such records, ballots and results, except elections, shall be kept on file for a period of 90 days after the vote, and shall be open to the inspection of the membership.

Section 14.4 - The Treasurer shall perform such duties as are normally performed by a Treasurer of a non-profit association, and other duties set forth by the President or the Board of Directors. The Treasurer is the chief financial officer of the Association.

ARTICLE XV FINANCES

Section 15.1- The Board of Directors shall adopt an annual budget in October, showing the estimated income and proposed expenditures of the Association for the coming year, commencing January 1. The annual budget shall be made available to the membership.

Section 15.2 – Unbudgeted Expenses - If the Board of Directors vote to order the expenditure of unbudgeted items in excess of the amount of \$2,500, they shall notify the membership within five (5) business days of said expenditure.

Section 15.3 – Consistent with the purposes of the Association, the Board of Directors may offer up to four (4) educational or vocational scholarships totaling \$500 each to members on an annual basis in the spring of each year. Applicants must meet requirements as specified by the Board of Directors.

Section 15.4 - The financial records of the Association shall be reviewed by a Certified Public Accountant at least every three years, or more frequently, at the discretion of the Board of Directors.

ARTICLE XVI AMBASSADORS

Section 16.1 Appointment - The Board of Directors, by majority vote, may appoint Ambassadors within each department.

Section 16.2 Removal – The Board of Directors may remove any Ambassador by a majority vote.

Section 16.3 Duties - It shall be the duty of the Ambassador to

- a. Coordinate BCMEA planned activities among BCMEA members within their department/worksite; this may include distribution of materials or supplies to their coworkers, hanging fliers, etc.
- b. Raise awareness and help further the Association’s goals and objectives; this may include promoting upcoming activities, gathering suggestions from coworkers of ways we could help improve the workplace or our community, etc.
- c. Actively participate to help make Butte County a better place to work and live.

ARTICLE XVII BALLOTS AND VOTING RIGHTS

Section 17.1 – Only persons whose names stand on the membership records of the Association on the day of any meeting of members, shall be entitled to vote at the meeting. Every member entitled to vote at any election for Directors shall be entitled to one vote.

Section 17.2 – Every member entitled to vote or execute consents may do so either in person or by one or more agents authorized by a written proxy executed by the member or his or her duly authorized agent and filed with the Secretary of the Association.

Section 17.3 – Absentee ballots specifically setting forth the resolution to be voted on may be prepared for any regular or special meeting of members. These ballots may be used by voting members in good standing who are unable to attend, who request the same.

Section 17.4 – Action Without Meeting/Ballots

- a. Any action required or permitted to be taken at any regular or special meeting of members may be taken without a meeting if the written ballot of every member is solicited, if the required number of signed approvals in writing, setting forth the actions so taken is received, and if the requirements of subdivision (c) of this Section are satisfied.

b. All solicitations of ballots shall indicate the time by which the ballot must be returned to be counted.

c. Approval by written ballot pursuant to this section shall be valid only when the number of ballots cast on or before the time the ballot must be returned to be counted equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the action at a meeting at which the total number of votes cast was the same as the number of ballots cast.

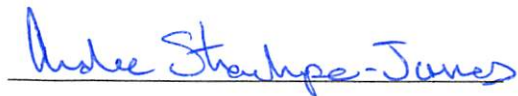
CERTIFICATION

These Bylaws were initially passed and adopted the 18th day of January, 1982 by a majority vote of those in attendance as certified.

These Bylaws have been revised at various times, the most recent revisions having been adopted on the 18th day of April, 2023 by a majority vote of the membership and certified by the Board of Directors.



/s/ Autumn Thomas, President



/s/ Ardee Stanhope-Jones, Secretary