



BYLAWS OF
THE CALIFORNIA ASSOCIATION OF
PROFESSIONAL SCIENTISTS
(CAPS)

Revised
August 19, 2017

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Last Amended 08/19/17

ARTICLE I - OFFICES

Section 1 - Principal Office

The principal office of the Association for the transaction of its business is located in Sacramento County, California.

Section 2 - Change of Address

The county of the Association's principal office may be changed only by amendment of these Bylaws and not otherwise. The Board of Directors, hereinafter referred to as the Board, may, however, change the principal office from one location to another within the named county by noting the changed address and effective date below, and such changes of address shall not be deemed an amendment of these Bylaws:

Suite 500, 455 Capitol Mall, Sacramento 95814. (Dated: November 6, 2010)

Section 3 - Other Offices

The Association may also have offices at such other places, within or without the State of California, where it is qualified to do business, as its business may require and as the Board may, from time to time, designate.

ARTICLE II - MEMBERSHIP

Section 1 - Types

There shall be five (5) types of membership:

- (a) ACTIVE MEMBERSHIP
- (b) ASSOCIATE MEMBERSHIP
- (c) RETIRED MEMBERSHIP
- (d) LIFE MEMBERSHIP
- (e) HONORARY MEMBERSHIP

Section 2 - Eligibility for Membership

- (a) ACTIVE MEMBER: A person is eligible to become an ACTIVE CAPS MEMBER if he or she is a state employee as defined in Government Code Section 3513 (c), and with a collective bargaining designation (CBID) of R 10 or U 10, or any employee in a state civil service classification designated supervisory (S 10). SUPERVISORY ACTIVE MEMBERS (S 10) shall not be eligible to participate in, or to vote on, ratification of any Memorandum of Understanding entered into by CAPS. All ACTIVE MEMBERS shall be entitled to

participate in CAPS- sponsored insurance and benefit programs if eligibility criteria for participation in each such program are met. (Revised 07/15/95)

- (b) ASSOCIATE MEMBER: A person is eligible to become an ASSOCIATE CAPS MEMBER if he or she is a state employee who is in a classification related to Unit 10 and designated as management (M 10), exempt (E 10), or who is otherwise excluded from coverage by the Ralph C. Dills Act, or who promotes into or is appointed to such classification. Such an employee is eligible to become an ASSOCIATE MEMBER. An ASSOCIATE MEMBER shall not be eligible to participate in elections for the CAPS Board of Directors, nor shall an ASSOCIATE MEMBER be eligible to vote on any Memorandum of Understanding entered into by CAPS. An ASSOCIATE MEMBER shall be eligible to participate in all CAPS insurance and benefit programs if eligibility for participation in each such program is met. (Revised 07/15/95)
- (c) RETIRED MEMBER: Any person who retires from a state civil service classification and was a member of CAPS upon the date of retirement is eligible to become a RETIRED MEMBER of CAPS. A RETIRED MEMBER shall not be eligible to participate in elections for the CAPS Board of Directors, nor shall a RETIRED MEMBER be eligible to participate in any ratification election for any Memorandum of Understanding entered into by CAPS. A RETIRED MEMBER shall be eligible to participate in any CAPS-sponsored insurance and benefit program, if eligibility criteria for participation in such program is met. (Revised 07/15/95)
- (d) LIFE MEMBER: Any person is eligible to become a LIFE MEMBER of CAPS if he or she retires from a state civil service classification, was a member of CAPS on the date of retirement, and who has distinguished him or herself through long or exemplary service to CAPS. Designation of LIFE MEMBERS shall be at the sole discretion of the CAPS Board of Directors. A LIFE MEMBER shall not be eligible to participate in elections for the Board of Directors, nor shall a LIFE MEMBER be eligible to participate in any ratification election for any Memorandum of Understanding entered into by CAPS. A LIFE MEMBER shall be eligible to participate in any CAPS-sponsored insurance or benefit program, if eligibility criteria for participation in each such program is met. A LIFE MEMBER shall be exempt from paying dues and/or assessments. (Revised 07/15/95)
- (e) HONORARY MEMBER: An HONORARY MEMBER of CAPS is any person not eligible for membership in CAPS under any other category, and who is designated as an HONORARY MEMBER at the sole discretion of the CAPS Board of Directors. An HONORARY MEMBER shall be exempt from paying any dues or assessments, shall be ineligible for any rights or privileges of any other membership category, and shall be ineligible to participate in any CAPS-sponsored insurance or benefit program. (Revised 07/15/95)

Section 3 - Enrollment and Payment of Dues

- (a) Any applicant meeting the requirements in Section 2 of this Article shall be granted the appropriate membership upon completing and signing a membership application and payroll deduction authorization, except for former members whose membership was terminated under 5(b) of this Article. Any members unable to pay dues by payroll deduction shall pay in accordance with such rules as may be established by the Board.

Members terminated under Section 5(b) may be reinstated to membership with the additional requirement that such reinstatement be approved by a two-thirds (b) majority of the entire Board. The Board shall establish dues, fees and assessments for all membership categories.

- (b) A member who enters into retirement status as defined in Section 2(c) of this Article may become a RETIRED MEMBER upon written notification to the principal office of the Association.

Section 4 - Rights of Members

- (a) Membership and membership rights are non-transferable and non-assignable.
- (b) During any period when a "fair share" fee is not being paid by non-members, such non-members shall not receive representation from CAPS on any matter unless required by law. Fair share fee payers who stop paying fees shall not be represented in any such matter, including any matter that could lead to, or becomes, a disciplinary action; any merit related appeal; any Board of Control claim; any matter before any administrative agency, court, or the state Legislature. This list is not exhaustive. Notwithstanding the above, such non-fee payers shall continue to receive CAPSule monthly and other appropriate communications, including membership solicitations. (Added 09/16/95)

Section 5 - Termination of Membership

- (a) Membership shall cease upon any of the following:
- 1) Death of a member;
 - 2) Failure to pay dues or assessments (unless on inactive status);
 - 3) Failure to meet the requirements in Section 2 of this Article; or
 - 4) Written request, by the member, to the Association office.
- (b) The Board may terminate the membership and all rights arising there from, of any member. A two-thirds (b) majority of the entire Board must approve such expulsion and the grounds therefore.

Section 6 - Inactive Membership Status

Any applicant may be placed in an inactive status upon fulfilling the conditions and requirements as may be outlined by the Board.

ARTICLE III - MEETINGS OF MEMBERS

Section 1 - Regular Meetings of Members

- (a) Regular meetings of the members may be held at times determined by the Board. (Revised 02/12/2011).

- (b) The purpose of the regular meeting of the members shall be to transact any business which may be brought before the meeting. (Revised 02/12/2011).

Section 2 - Special Meetings of Members

- (a) Special meetings of the members for any purpose or purposes, may be called by the Board, or shall be held upon petition of five percent (5%) of the members and presented to the President either by mailing said petition to the Headquarters office or hand delivered. (Revised 02/12/2011).
- (b) Special meetings shall be limited to the purpose or purposes for which called and no other business shall be conducted.
- (c) The business of special meetings shall be transacted by the members either at meetings held in the vicinity of Headquarters or by secret ballot by U.S. Mail. The Board shall designate the type of meeting and establish rules therefore in conformance with these Bylaws. (Revised 02/12/2011).

Section 3 - Notice of Meetings of Members

- (a) Written notice of meetings of the members, regular or special, shall be given to all members in regular Association publications; such notice shall be given not less than twenty (20) days or more than ninety (90) days before such meetings. (Revised 02/12/2011).
- (b) Notice of any meeting of the members shall specify the place, the day, and the hour of meeting, and the nature of the business to be transacted.

Section 4 - Quorum of Meetings of Members

- (a) At regular or special meetings of the members, fifty percent (50%) of the members shall constitute a quorum for the transaction of business. (Revised 02/12/2011).
- (b) When the business of a special meeting is conducted by U.S. Mail, a quorum shall be provided if a majority of members return valid ballots.

Section 5 - Voting at Meetings of Members

- (a) Only persons whose names are registered as members on the books of the Association on the day of any meeting of the members or day of mailing ballots shall be entitled to vote or act on any business to be transacted.
- (b) No member may vote or act by proxy.
- (c) The President of the Association shall preside at all meetings of members.
- (d) Each matter submitted to a vote of the members shall be decided by the vote of a majority of those present at the meeting or by the vote of a majority of those returning valid ballots

when the business is conducted by secret ballot except that approval of actions under Article IX, Section 1(a), shall require a vote of two-thirds (b) of those present or returning valid ballots.

- (e) Unless otherwise specified, actions taken at a meeting of members shall become effective immediately upon certification by the Association Secretary that a quorum was present.

ARTICLE IV - ORGANIZATION OF THE ASSOCIATION

Section 1 - General

- (a) The organization of the Association shall consist of Association Officers, Directors, and others as determined by the Board.
- (b) The "Board" of the Association shall be comprised of the Association Officers as described in Section 2 of this Article and of Directors as described in Section 3 of this Article.

Section 2 - Association Officers

The Officers of the Association shall be the President, the Vice President, the Secretary, and the Treasurer.

Section 3 - Directors

- (a) The Board of the Association shall consist of eight Directors and the Association Officers. (Revised 11/18/00)
- (b) At least five Directors shall represent regional areas as determined by the Board, and as may be adjusted periodically by the Elections Committee based on membership census information. (Revised 09/16/95)
- (c) One Director shall be a Supervisory Active Member (S 10) of the Association and shall be designated as the Supervisory Director. (Added 11/18/00)

Section 4 - Committees

- (a) Except as otherwise provided in this section, the President may appoint, from the membership, chairpersons for such committees as necessary. Each chairperson shall select the remainder of the committee from the membership. Except as otherwise provided in this section, such committees shall serve at the pleasure of the President, unless directed otherwise by the Board. Notwithstanding the foregoing, any member of the Bargaining Committee, the Representation Committee, or any other committee which makes decisions involving the rights of rank-and-file employees regarding either grievance handling or the bargaining process may be removed by a vote of two-thirds (b) majority of the rank-and-file members of the Board.

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- (b) The Bargaining Committee shall serve as the Bargaining Team for the purposes of negotiating a memorandum of understanding as provided by the Dills Act, Government Code '3512 et. seq. Except as provided in paragraph (d) of this section, the chairperson of the Bargaining Committee shall be appointed by the President and approved by the Board. Members of the Bargaining Committee shall be appointed by a joint recommendation of the President and the Chairperson and shall be approved by the Board. (Revised 09/16/95)
- (c) Supervisory employees shall be excluded from sitting on the Bargaining Committee, the Representation Committee or any other committee which makes decisions involving the rights of rank-and-file employees regarding either grievance handling or the bargaining process.
- (d) The chairperson and members of the Elections Committee shall be appointed by the President and approved by the Board. The Elections Committee chairperson and members may not be candidates for CAPS Officer or Director positions at any time during their service on the committee nor during the year in which they serve on the committee.
- (e) Except as provided in paragraph (d), the chairperson of the Representation Committee shall be appointed by the President and approved by the Board. Members of the Representation Committee shall be appointed by a joint recommendation of the President and the chairperson and shall be approved by the Board. (Added 03/22/97)
- (f) The Executive Committee shall consist of the President, Vice President, Secretary, and Treasurer. The Executive Committee shall have full authority to act for the Board as specified by Corporations Code Section 7212 if there are less than five (5) days required for action as determined by the President, and the full Board is not scheduled to meet within this period. This committee may not endorse a political candidate or ballot initiative. (Revised 11/18/00)
- (g) The Supervisory Director shall serve as the Supervisors Committee Chairperson. (Added 11/18/00)

Section 5 - Staff

The President may, with approval of the Board, employ a staff of non-members.

Section 6 - Local Representation

- (a) A "local representative" means a Unit 10 member who represents the Association and is appointed by and serves at the pleasure of the Board. A "local representative" has only those powers that are specifically delegated to him or her by the Board.
- (b) Each "local representative," serves at the discretion of the Board and may be discharged from his/her duties with or without cause by a vote of the Board at any meeting without prior notice.
- (c) "Local representatives" may serve an unlimited amount of time, subject to the power of the Board to discharge as outlined in Section 6(b).

- (d) A “local representative” shall maintain full membership. Active “local representatives” who fail to maintain their membership shall be removed as “local representatives” without need for a vote of the Board.

ARTICLE V - MEETINGS OF THE BOARD OF DIRECTORS

Section 1 - Regular Meetings of the Board

Regular meetings of the Board shall be held at such times and such locations as the Board may prescribe.

Section 2 - Special Meetings of the Board

Special meetings of the Board for any purpose or purposes may be called at any time by the President or by a majority of the Board. Call for such special meetings shall specify the time and place of meeting.

Section 3 - Notice of Meetings of the Board

Notice of the time and place of any meetings shall be delivered personally, mailed, electronically conveyed, or telephoned to each member of the Board at least five (5) days prior to such meetings.

Section 4 - Waiver of Notice of the Board

The transactions of any meeting of the Board, however called and noticed or wherever held, shall be as valid as a meeting duly held after regular call and notice, if a quorum is present and if, either before or after the meeting, each of the members of the Board signs a written waiver of notice, or a consent to holding such meeting, or an approval of the minutes thereof.

All such waivers, consents or approvals shall be filed with the Association records or made part of the minutes of the meeting.

Section 5 - Quorum of the Board

A majority of the members of the Board shall constitute a quorum for the transaction of business.

Section 6 - Voting of the Board

- (a) The action of a majority of the members of the Board present at any meeting at which there is a quorum is valid as an Association act, except where otherwise specified in these Bylaws.
- (b) Each member of the Board shall have one vote.
- (c) In the absence of a Board member, no other Board member may cast that Board member's vote. (Revised 03/22/97)

- (d) Actions taken at a meeting of the Board become effective immediately unless otherwise specified.
- (e) Voting shall be either in person, by written ballot, by voice vote, by show of hands, or by telephone conference call. All votes and the manner in which they were placed shall be recorded in the minutes.
- (f) Board members must be present at the meeting of the Board of Directors to participate, unless the Board meeting is set to occur by conference call or other electronic means. The Board of Directors may grant exceptions on a majority vote at any regularly scheduled meeting.

ARTICLE VI - POWERS OF THE BOARD

Section 1 - General Limitations of the Board

The Board shall be subject to the limitations of the Articles of Incorporation, these Bylaws, the laws of the State of California, and any contracts entered into by the Association.

Section 2 - General Authority of the Board

- (a) All Association powers shall be exercised by, or under the authority of the Board. The business and affairs of the Association shall be controlled by the Board. The Board may annually delegate portions of its authority to the President and may revoke same at any time.
- (b) The Board shall have the power to make Association Bylaws, rules, and regulations, and enforce them upon all members and to arbitrate any internal controversy, difference, or problem that may arise.
- (c) The Board may cooperate with, contract with, or engage in joint action with other persons or organizations to achieve the Association's objectives.
- (d) The Board may act as agent, or appoint an agent, to represent any member or members on any subject matter pertaining to the Association's objectives.
- (e) The Board may provide for the employment of non-members and may contract for services for the proper conduct of the affairs of the Association.
- (f) No member of the Board or any Committee shall receive any compensation from the Association except for expenses incurred on Association business unless prior approval has been granted by the Board as stated in this Section.

Section 3 - Financial Authority of the Board

- (a) The Board shall have authority over the funds of the Association.

- (b) Funds or assets shall be expended only for carrying out the objectives of the Association.
- (c) The Board, except as otherwise provided in these Bylaws, may authorize an Officer(s) or agent(s), to enter into any contract or execute any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances.
- (d) The Board shall adopt an annual budget.

Section 4 - Political Endorsements

The Board may endorse a candidate for a state or local political office or a ballot initiative only if at least two-thirds of the entire Board of Directors approves the endorsement. This section shall not apply to State Boards or Commissions. (Revised 11/14/98)

Section 5 - Email Communications

CAPS member email addresses shall be used only to communicate information on behalf of CAPS. All broadcast CAPS email communications to Unit 10 members shall be issued from the CAPS headquarters office. Email addresses of CAPS members and fee payers are confidential and shall not be given to anyone. (Added 05/11/02)

ARTICLE VII - POWERS AND DUTIES OF ASSOCIATION OFFICERS

Section 1 - President

- (a) The President shall be the chief Executive Officer of the Association. The President shall exercise direct supervision and direction of the business and affairs of the Association.
- (b) The President shall appoint Chairpersons of and have general supervision, direction and control of all Committees, except for the Bargaining Committee.

Section 2 - Vice-President

The Vice-President shall serve as an assistant to the President and shall assume the duties of the President in the President's absence.

Section 3 - Secretary

- (a) The Secretary shall give, or cause to be given, notice of all meetings of the members and of the Board as required by these Bylaws.
- (b) The Secretary shall keep, or cause to be kept, a book of minutes at the principal Association Office and at any other such place as the Board may order, of all the meetings of the Board and of members.

- (c) The Secretary shall maintain or cause to be maintained, at the principal office or such other place as the Board may order, the current official copies of the Articles of Incorporation and the Association Bylaws.

Section 4 - Treasurer

- (a) The Treasurer shall disburse, or cause to be disbursed, the funds of the Association in the manner prescribed by the Board. (Revised 03/22/97)
- (b) The Treasurer shall prepare, or cause to be prepared, all financial reports and budgets required by the Board, these Bylaws, or by law. Such reports shall include at least an annual financial report to all members of the Association.
- (c) The Treasurer shall annually submit to an independent audit of all Association financial records.
- (d) The Treasurer shall serve as the Budget Committee chairperson. (Added 5/22/10)

ARTICLE VIII - ELECTION AND TERM OF ASSOCIATION OFFICERS AND DIRECTORS

Section 1 - Association Officers and Directors to be Elected

The Officers and Directors are elected biennially by the membership beginning in 1996 as specified below, in a manner prescribed by the Board and the Elections Committee, consistent with all applicable provisions of the California Corporations Code. (Revised 11/18/00)

Section 2 - Qualification for Association Officers and Directors

- (a) All candidates shall have been members of the association for at least one year continuously prior to becoming a candidate and shall have permanent status in the state civil service upon becoming a candidate. (Revised 09/16/95)
- (b) No one shall be a candidate for more than one office at any election.
- (c) An officer cannot simultaneously be a Director.
- (d) No member may hold more than one position on the Board at one time.
- (e) Candidates for a Director position as described in Section 3(b) of Article IV must be headquartered in the district he or she will represent.
- (f) An individual may not serve as President immediately following two consecutive terms as President. (Added 11/18/00)
- (g) With the exception of candidates for Supervisory Director, all other candidates shall be rank and file employees as defined by Government Code Section 3513 (c). (Added 11/18/00)

- (h) All candidates for the position of Supervisory Director shall be Supervisory Active Members. (Added 11/18/00)

Section 3 - Election of Officers and Directors

- (a) Any members seeking candidacy Officer or Director shall submit to the Elections Committee a nominating petition, signed by himself or herself and ten other members, at a time established by the Elections Committee, and consistent with these Bylaws. If qualified under provisions of this Article, the name of the member so nominated shall be added to the ballot. (Revised 09/16/95)
- (b) The Elections Committee shall verify the qualifications of all candidates. (Revised 09/16/95)
- (c) The Elections Committee shall mail ballots, containing the names of all qualified candidates, to each member no later than fifteen (15) calendar days prior to the close of balloting as established by the Elections Committee. (Revised 09/16/95)
- (d) The balloting shall be conducted by secret ballot by U.S. Mail. The candidate receiving the greatest number of votes for any office shall be elected to that office without regard to the quorum and majority vote provisions of Article III. (Revised 09/16/95)
- (e) The Elections Committee shall have authority to evaluate and make final determinations concerning candidate qualifications, nominations of candidates when appropriate, preparing the necessary materials and schedule to conduct the biennial Board election, and to resolve any challenges, consistent with these bylaws. Decisions by the Committee shall be final and binding. (Revised 05/22/10)
- (f) A tie vote for any office shall be resolved by a coin toss in a manner prescribed by the Elections Committee. (Revised 09/16/95)
- (g) The names of those elected shall promptly be made known to the membership.
- (h) There shall be no filing fee required of each candidate.
- (i) Election related campaigning sponsored or assisted by CAPS shall be limited to reproducing and including in the ballot an optional statement of candidacy. Such statement shall be limited to one side of an 8 ½ by 11 inch sheet, and may include a biographical statement and a campaign statement, at the candidate's option. Candidate photos are prohibited. Pursuant to Corporations Code Section 7525, CAPS will not publish or distribute any campaign statement which may expose CAPS, its agents, officers or directors to liability for material contained in said statement. Also, CAPS will not publish or distribute any campaign statement that is, in the opinion of its legal counsel, defamatory, obscene, or profane. (Revised 11/06/99)

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- (j) Any qualified candidate shall be elected by acclamation, without the need for balloting, whenever that candidate is the only qualified candidate whose name will appear on the ballot for that seat. (Added 09/16/95)
- (k) The ballot shall not provide for any write-in candidates, and no vote for any write-in candidate shall be considered valid. (Added 09/16/95)

Section 4 - Term of Office

- (a) The Officers and Directors' term of office shall be two years, and shall begin on the November 1 of the year in which the candidate is elected, and terminate two years later at 11:59PM on October 31, notwithstanding the date of any installation ceremony.
- (b) The election for all Officers and Directors shall be held in odd numbered years, starting in 1995. (Revised 11/15/97)

Section 5 - Removal of Officers or Directors

Any Officer or Director may be removed from office by the members at a meeting as provided in Article III of these Bylaws.

Section 6 - Vacancies

- (a) A vacancy shall be deemed to exist in the event of the death, resignation, loss of membership by, or removal of, any Officer or Director.
- (b) A vacancy shall be deemed to exist in the Office of the President should the President accept a position in state service not designated as rank and file as defined in Government Code Section 3513(c).
- (c) If a vacancy occurs in the Office of President, the Vice-President shall assume the Office of President for the remainder of the unexpired term.
- (d) A vacancy in any other office or Board position shall be filled by the Board from the membership and serve the remainder of the unexpired term. (Revised 11/15/97)
- (e) A position on the Board shall automatically become vacant if the incumbent officer or director is absent from any two consecutive regularly scheduled quarterly meetings of the Board of Directors during any single term of office. Notwithstanding any other provision of these Bylaws or Robert's Rules of Order (Revised), this provision may be suspended by a majority vote of the Board.

Section 7 - Voting Eligibility

- (a) Rank and file, as defined in Government Code Section 3513(c), Association Members shall not be eligible to vote for the Supervisory Director position. (Added 11/18/00)

- (b) Supervisory Active Members may vote only for Association Officer positions and for the Supervisory Director position. (Added 11/18/00)

ARTICLE IX - AMENDMENTS

Section 1 - Presentation of Amendments to Membership

- (a) Any proposals to amend the Articles of Incorporation, to dissolve the Association or change Association quorum criteria shall be presented to the membership at a special meeting of the members as provided for in Article III herein.
- (b) These Bylaws may be amended or repealed by a two-thirds (b) majority vote of the entire Board subject to the power of the members to amend or repeal the Bylaws in accordance with Article III herein.

Section 2 - Origin of Proposals of Amendments

Proposals defined in Section 1 of this Article shall be originated either by a two-thirds (b) vote of the entire Board or by a petition signed by thirty percent (30%) of the members.

Section 3 - Quorum, Voting, and Certification of Amendments

For any vote of the membership under this Article, quorum, voting, and certification requirements as specified in Article III shall govern, except that approval shall require a vote of two-thirds b of those present or returning valid ballots.

ARTICLE X - PARLIAMENTARY LAW

In all questions involving parliamentary procedure, including election procedures, not covered by these Bylaws or established by the Board, Robert's Rules of Order (Revised) shall be the governing authority.

ARTICLE XI - ASSOCIATION RECORDS AND REPORTS

Section 1 - Inspection of Records

- (a) The Articles of Incorporation and these Bylaws and copies thereof as amended to date, certified by the Secretary, shall be kept on file in the city of the principal office, at a location selected by the Board, and shall be open to inspection at all reasonable times.
- (b) The books of account, the minutes of Board and membership meetings, and the membership register shall be kept on file in the city of the principal office, at a location selected by the Board, and shall be open to inspection at any reasonable time upon written request of any member for any purpose reasonably related to his/her interest as a member.

Section 2 - Right to Copy and Make Extracts

Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection includes the right to copy and make extracts.

ARTICLE XII - VALIDITY

If any provision of these Bylaws or the application thereof to any person or circumstance is held invalid, the remainder of these Bylaws, or the application of such provision to other persons or circumstances, shall not be affected thereby.