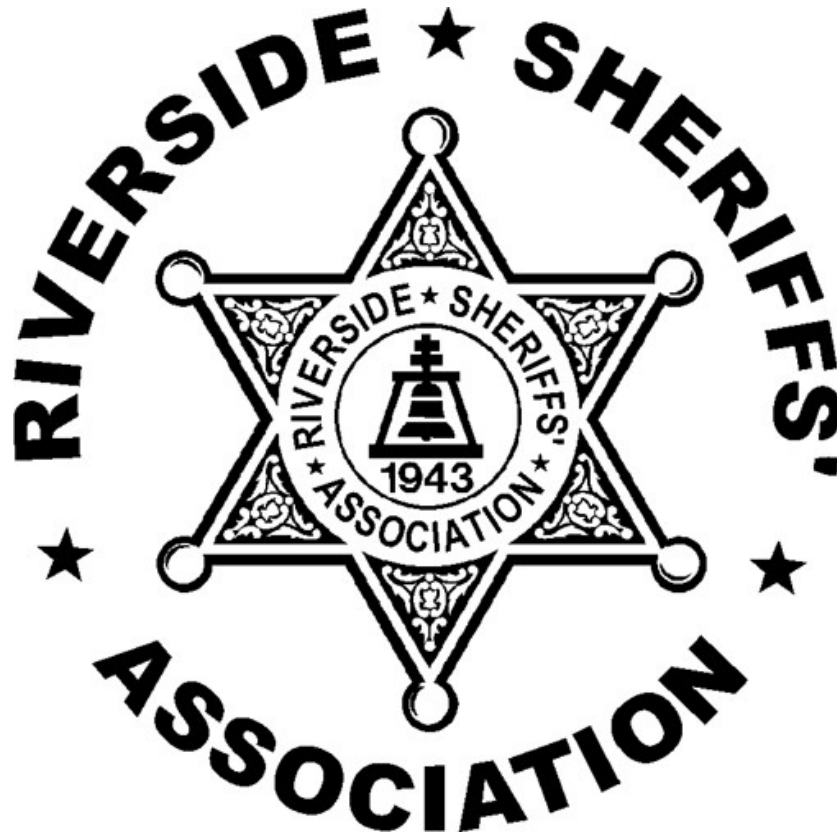


RIVERSIDE SHERIFFS' ASSOCIATION, INC.

BYLAWS



**Approved by the Board of Directors
July 14, 2021**

**Approved by the Membership
January 17, 2022**

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Article I OBJECTIVES AND PRELIMINARIES

Section 1.01 Title, Office, and Records

This organization shall be known as the Riverside Sheriffs' Association, which is a non-profit labor organization, with its principal office for the transaction of business located at 21810 Cactus Avenue, Riverside, CA 92518. Organizational records shall be maintained at the principal office. Membership information shall be maintained in such a manner as to protect member confidentiality.

- (a) Records:
The Association shall maintain adequate and correct records, books, and accounts of its business and properties. All such books, records, and accounts shall be kept in its principal place of business in Riverside County, State of California, as fixed by the Board of Directors from time to time.

- (b) Inspection of Books and Records:
Books and records shall be available for inspection by Directors and Members in the manner provided in the Non-Profit Mutual Benefits Corporation Code, commencing with section 7110 of the California Corporation Code.

Section 1.02 Change of Address

The county of the organization's principal office can be changed only by amendment of the Articles of Incorporation of this corporation and not otherwise. The Board of Directors 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 change of address shall not be deemed an amendment of these Bylaws.

_____ Dated: _____
_____ Dated: _____

Article II GOALS

Section 2.01 The Objectives of the Riverside Sheriffs' Association shall be:

- (a) To establish a permanent, non-profit Association for the benefit of all members and to aid in the protection of the members by joint action.

- (b) To advance the social, economic, educational, and general welfare of its members.

- (c) To represent Regular Members, individually or collectively, in all matters relating to their employer-employee relations, including but not limited to grievances, labor disputes, wages, rates of pay, hours, and other terms and conditions of employment as prescribed by law.

- (d) To aid in the advancement of the quality of law enforcement services provided within Riverside County and the science of law enforcement.

- (e) To promote the professional interests of the members and protect their rights to such economic, educational, and other benefits and services as may be desirable.

- (f) To seek legislation necessary or conducive to the well-being of the membership.
- (g) To play an active role in the political arena in furtherance of the interests of the membership.
- (h) To further promote the general fraternal relationship of its members.

Section 2.02 Methods

The methods of attaining these objectives shall be by the efforts of the members as hereinafter stated.

Section 2.03 Meaning of Words

- (a) Words used in the masculine gender include the feminine.
- (b) “Board” means the Board of Directors of the Riverside Sheriffs’ Association.
- (c) “Member” means an individual of any membership classification.

Article III MEMBERSHIP

Section 3.01 Eligibility

All employees of Riverside County departments, which have law enforcement or public safety divisions, shall be eligible for membership in this Association. In addition, all of these employees who, at the time of their retirement, were members of this Association shall be eligible for continued membership in this Association. Each employee or retired employee desiring membership shall submit a membership application to the Association office and shall be designated as a member upon (a) approval of that application in the manner directed by the Board of Directors, and (b) payment of dues and assessments, if required. Each member shall comply with the rules and regulations of the Association as prescribed in these Bylaws and policies of the Board of Directors.

Section 3.02 Classification and Rights

There shall be six (6) classes of membership in the Association, as follows, and no member shall hold more than one classification of membership at any one time:

- (a) **REGULAR MEMBERS:** Any full-time member of a bargaining unit represented by this Association, or any other bargaining unit approved by the Board of Directors shall, upon approval of a membership application in the manner directed by the Board of Directors, be known as a REGULAR member

REGULAR members, who are current in their dues and assessments and are otherwise in good standing, shall be entitled to all rights, benefits and privileges provided through this Association, and the additional benefits provided by or offered through RSA affiliate organizations.

REGULAR members shall be entitled to participate as Directors, Assistant Directors, or Officers of the Association. In addition, REGULAR members shall be entitled to vote on all matters relating to amendments of these Bylaws, election of Directors and Officers, and all Association matters concerning employer-employee relation’s representations.

- (b) **MANAGEMENT MEMBERS:** Any full-time Riverside County employee who, due to being promoted or appointed, can no longer be a member of a bargaining unit represented by RSA and/or who is in a management, un-represented management, or supervisory bargaining unit shall, upon approval of a membership application in the manner directed by the Board of Directors, be known as a MANAGEMENT member.

MANAGEMENT members in good standing shall have access to all benefits available through this Association except that they shall not be entitled to participate as Directors, Assistant Directors, or Officers; shall not have any voting privileges; shall not be entitled to participate on any committee; and shall not be entitled to participate in any matters concerning employer-employee relations representations Management membership can be revoked at any time, with or without cause, by a majority vote of the Board members present.

- (c) **ASSOCIATE MEMBERS:** Any member who is a reserve officer of a department whose sworn employees are eligible for REGULAR membership or who is a sworn peace officer under Penal Code Section 830 *et seq.*, but is required to be a member of a non-management County bargaining unit not represented by RSA, shall, upon approval of membership application in the manner directed by the Board of Directors, be known as an ASSOCIATE member.

ASSOCIATE members shall be entitled to all rights, benefits and privileges provided through this Association to Regular Members except that they shall not be entitled to participate as Directors, Assistant Directors, or Officers; and shall not be entitled to vote on any matters relating to amendments of these Bylaws, election of Directors or Officers, committee appointments, or any Association matters concerning employer-employee relations representations. Associate membership can be revoked at any time, with or without cause, by a majority vote of the Board members present

- (d) **RETIRED MEMBERS:** Any former Regular, Management or Associate Member of this Association who has retired under the provisions of the Public Employees Retirement System shall, upon approval of a membership application in the manner directed by the Board of Directors, be known as a RETIRED member.

RETIRED members shall be entitled to participate as Directors or Assistant Directors of the Association; however, RETIRED members shall not be entitled to vote on any matters relating to amendments of these Bylaws, election of Directors or Officers, committee appointments, or any Association matters concerning employer-employee relations representations.

- (e) **HONORARY MEMBERS:** HONORARY members shall be citizens of the community, of good reputation, who submit a completed application with two letters of recommendation, one of which must be from a member of the Association of any classification. The application must be approved by the Board of Directors, upon submission to the Board by either (a) the Director representing the area in which the citizen resides, or (b) by an Officer of the Association.

HONORARY members shall be entitled to all rights, benefits and privileges offered through the Association, except those restricted to the REGULAR class members.

The purpose of the HONORARY membership status is to promote unity between the Association and the public we serve, to inform the citizens of the community of the issues of interest to the Association, and to

provide a base from which to seek support in both financial and political issues. Honorary membership can be granted or revoked at any time, with or without cause, by a majority vote of the Board members present.

No HONORARY member of the Association shall be subjected to the use of his name, title, or position to advance any cause of the Association without that member's express written permission.

- (f) **AFFILIATE MEMBERS:** AFFILIATE members shall be those members of an independent public employee group which has affiliated with the Association by contract or otherwise for the purpose of securing services for its members.

AFFILIATE members shall be entitled to receive such rights, benefits and privileges as established by mutual agreement. However, AFFILIATE members shall not be entitled to participate as a Director, Assistant Director, or Officer, and shall not be entitled to any voting privileges.

Section 3.03 Limitations

Membership in the Association is not transferable or assignable.

Section 3.04 Non-Liability of Members

No member of this Association shall be personally liable for the debts, liabilities, or obligations of the Association.

Section 3.05 Association Roster

The Association shall maintain a current membership roster containing the name and contact information of each member at the Association's business office. It is the responsibility of each Member to notify the Association office when they change their contact information.

Section 3.06 Voluntary and Involuntary Termination

- (a) Any member may voluntarily terminate his own membership upon written request by that member to the President of the Association.
- (b) Regular members shall make application for membership termination at the time and in the manner prescribed by the Board of Directors in accordance with the Association's M.O.U. with the County.
- (c) Membership in this Association shall involuntarily terminate (1) by resignation of a member from employment with a Riverside County law enforcement or public safety department; (2) by removal from membership in the Association by decision of the Board of Directors and membership as hereinafter provided in Section 3.07; (3) by removal from employment with a Riverside County law enforcement or public safety department (except by reason of retirement); (4) by death of the member; or (5) after continuous suspension of membership rights for nonpayment of dues for a period of ninety (90) days, unless such dues are subsidized in accordance with board policy under 3.09 of these Bylaws.
- (d) Whenever any member terminates membership in this Association for any of the reasons set forth in this Section, such member, or anyone claiming under him, shall have no claims whatsoever upon any fees, dues, or contributions which the member may have made or paid to this Association at any time. Furthermore, such member shall have no claim of any kind whatsoever against the Association itself or against any member.

Section 3.07 Expulsion, Suspension, Censure or Admonition, of Members, Officers, and Directors

Association Members, Directors, and Officers are at all times expected to be of honorable character and reputation. The Board of Directors shall have the authority to try any Member, Director, or Officer upon any charge of:

- (a) Violating any provisions of the Bylaws, any lawful Board policy or directive, or any established rules of the Association;
- (b) Failing to pay dues, fines, assessments, fees, or other financial obligations in a timely manner;
- (c) Obtaining membership by fraudulent means or by misrepresentation;
- (d) Unreasonably, unlawfully, or improperly disturbing the peace or harmony of any meeting of the Association or of any of its office's operations;
- (e) Embezzling, misappropriating, fraudulently receiving, wrongfully handling, or failing to account for the funds of the Association or any employee benefit fund;
- (f) Using the name of the Association for soliciting funds or advertising or similar activities, except as expressly authorized or delegated by the Board of Directors;
- (g) Furnishing to any non-member a complete or partial list of the membership of the Association without specific authorization in writing from the President or Executive Director of the Association;
- (h) Deliberately and improperly interfering with any Officer, Director, or representative of the Association in the discharge of his or her official duties;
- (i) Deliberately engaging in conduct in violation of the responsibility of members toward the Association as an institution;
- (j) Deliberately interfering with the performance of the legal or contractual rights or obligations of the Association;
- (k) Engaging in dishonest or illegal acts, which involve the Association;
- (l) Engaging in conduct, which tends to injure the good name of the Association.

Disciplinary action imposed by the Board of Directors may include without progression, Admonition, Censure, Suspension or Revocation of Membership, or removal from office or directorship.

Section 3.08 Investigative and Trial Procedures

The Board of Directors shall establish investigative and trial procedures for charges set forth in Section 3.07 of these Bylaws. The Board-adopted investigative and trial procedures must be reduced to a written policy and contained in the Board's policy manual. All members shall be provided a copy of said policy immediately on demand.

Section 3.09 Membership Retention After Involuntary Removal from County Payroll

Any member having been involuntarily removed from the County payroll may continue his Association membership until any appeal proceedings are completed or disability status resolved by applying to the Association for subsidized dues.

If approved by the Board of Directors, a written agreement shall be entered into which requires repayment of the total amount owed to the Association for dues during the subsidized period. Interest shall not be charged.

The member shall be obligated to reimburse the Association within thirty (30) days of the date that the appeal procedures are completed or disability status is resolved.

It is the obligation of any member to notify the Association immediately after having been involuntarily removed from the County payroll as to the circumstances of the removal. In addition, the member must either (a) cancel his membership or (b) apply for subsidy of dues. If the member fails to notify the Association of his removal from County payroll and the Association becomes aware of the circumstances, and if the Association, after diligent attempts, is unable to contact the member within thirty (30) days after termination, the member shall be dropped from the Association as a member, and all obligations to such member shall cease as of the date of his dismissal.

Article IV ORGANIZATION

Section 4.01 Chapters

- (a) The Association membership shall be organized into Chapters. Each Chapter shall be allotted one Director. Collectively, these Directors, in addition to the four elected Officers of the Association, shall be known as the Board of Directors.
- (b) Every effort shall be made in actions by the Board of Directors and the Regular membership, to maintain an equitable representation of the membership by systematic Chapter election.
- (c) There shall be one seat allotted on the Board of Directors filled by an eligible retired member appointed by the Association President.
- (d) The Board of Directors shall, by a two-thirds (2/3) vote of the Directors present, create, abolish, or modify Chapters as necessary to maintain an efficient organizational structure.

Section 4.02 Assistant Directors

- (a) Each Director shall appoint one or more Regular members from his chapter to serve as Assistant Director(s).
- (b) Assistant Directors shall serve their Chapter by assisting the Director with his duties, primarily with communication to and from members and in handling routine membership matters.
- (c) Every Director should have at least one Assistant Director at each station, bureau and, where appropriate, on each shift within the Chapter.

Section 4.03 Duties of the Board of Directors

- (a) The Board of Directors shall administer the business of the Association as directed by these Bylaws and the general membership.
- (b) Each Director shall represent the Chapter from, which they are elected at Regular and Special meetings.
- (c) It shall be the responsibility of each member of the Board of Directors to attend all meetings of the Association.
- (d) In the event that a Director cannot attend a meeting, he shall advise his Assistant Director(s) and the President of the Association.
- (e) When a Director is unable to attend a meeting, he shall designate an Assistant Director from that Director's Chapter to attend in his place, and that Assistant Director shall temporarily act as Director.
- (f) Any Director who is not present at three (3) scheduled meetings without cause shall lose that Directorship and the President shall fill the vacancy pursuant to provisions of these Bylaws. The President shall review all absences.
- (g) Each Director shall be responsible for two-way communications between his Chapter and the Board of Directors.
- (h) It shall be the responsibility of each Director to keep an accurate accounting of any and all Association money spent by him. An itemized accounting is to be submitted to the Treasurer at the end of each month.
- (i) The President of the Association, or the Vice-President in his absence, shall preside over all meetings of the Board of Directors and other general or special meetings of the membership at large.
- (j) The Board of Directors shall have the power to try any Member, Director, or Officer of the Association and impose discipline as provided in these bylaws.
- (k) The Board of Directors shall establish and maintain a "Policy and Procedural Manual". This manual shall include those policies and procedures directed by these Bylaws as well as those not specifically covered by these Bylaws. The Board of Directors shall determine, by majority vote, the policies, and procedures to be included in such manual and shall not establish any policy, which is inconsistent with these Bylaws. Where a conflict with the Bylaws is deemed to exist, the Bylaws shall govern. It shall be the Recording Secretary's responsibility to keep and maintain the Policies and Procedures Manual.
- (l) The Board of Directors may appoint an Executive Director of the Association to assist with managing the staff and business of the Association.

Section 4.04 Compensation for Directors

Directors of the Association shall serve without compensation from the Association except that they shall be allowed and paid their actual and necessary expenses in attending to business of the Association in accordance with prevailing reimbursement rules established by the Board of Directors.

Section 4.05 Special Delegates

Special Delegates may be appointed by the President to represent this Association on the Boards and/or Committees of affiliate organizations. Such delegates shall be selected from the Association's Regular membership.

Article V OFFICERS

Section 5.01 Titles and General Obligations

- (a) The Officers of the Association shall be a President, a Vice-President, a Recording Secretary, and a Treasurer.
- (b) The President must be a Regular member, and must also be eligible for full release from County duties to act as President if release time is authorized by the Board of Directors. The President shall serve from the headquarters of the Association.
- (c) The Vice-President, Recording Secretary, and Treasurer must each be Regular members.
- (d) No Officer may concurrently serve as a Chapter Director. Should any Officer, at the time of election be a Chapter Director or otherwise a member of the Board of Directors, his Directorship shall be declared vacant.
- (e) No member shall be a candidate for more than one office at a time.
- (f) It shall be the responsibility of each Officer to attend all meetings of the Association.
- (g) In the event that an Officer cannot attend a meeting, he shall advise the President of the Association.
- (h) When an Officer is unable to attend a meeting, the President, or Board of Directors in his absence, shall appoint an Officer Pro Tem from among the remaining Board members.
- (i) Any officer who is not present at three (3) scheduled meetings without cause shall lose that office, and the Board shall fill the vacancy pursuant to Section 8.02 of these Bylaws. The President shall review all absences.

Section 5.02 Terms of Officers

- (a) Term of all Officers shall be two (2) years commencing with the day of the Annual Meeting in January.
- (b) No member shall hold more than one office at a time.

Section 5.03 Election

Election of Officers shall take place in accordance with Section 7.02 of these Bylaws

Section 5.04 Release of Officers from County Duties

Pursuant to an agreement with the County as may be negotiated by meet-and-confer or other means, the Board of Directors may authorize an Officer to serve in their Association capacity on a full-time basis with release from the obligation of their usual County duties. The terms and conditions of such release, to include complete release from their County department and the maintenance of job classification and pay, shall be contained in a written agreement

with the County. The Board of Directors may authorize reimbursement to the County of the Officer's salary and/or compensation, or any part thereof, from Association funds if necessary.

Section 5.05 Duties of the President

- (a) The President shall preside at all meetings of the Association and of the Board of Directors to decide all questions of order, put questions to vote, and protect the assembly from frivolous or dilatory motions by refusing to recognize them. The Association President shall only cast a vote in the event of a secret ballot vote, or if the President's vote would affect the result.
- (b) The President shall accept Board motions and Resolutions in advance of regular monthly Board of Directors meetings and include such motions and other pertinent items in a prepared agenda distributed to the Directors prior to the meeting time and date.
- (c) The President shall preserve order and enforce these Bylaws.
- (d) The President shall have such other authority and duties as may be prescribed from time to time by the Board of Directors, a majority of the Regular membership, by law, or as set forth in these Bylaws.
- (e) The President shall, at the request of the majority of the Directors, cause a ballot of the Regular or General Membership concerning the issue at hand as concerns the respective membership class.
- (f) The President shall appoint all Committee Chairmen and Committee members as are necessary to carry out the affairs of the Association.
- (g) The President shall receive the reports of all Committees and shall have the authority to remove the Chairmen or members thereof for non-performance of their duties.
- (h) The President shall, if necessary, appoint Chapter Directors in the event that a Chapter is without representation.
- (i) The President may countersign all Association funds checks.
- (j) The President shall, if no Executive Director is appointed, act as supervisor of employees of the Association and shall provide a yearly performance evaluation to the Executive Board of Directors for each employee.
- (k) The President shall, if no Executive Director is appointed, have authority to set salaries of employees of the Association at his discretion, subject to approval by the Board of Directors, and have authority to hire and discipline employees, up to and including termination.
- (l) By the end of February of each year, the President shall prepare and publish an annual report, which sets forth the programs of the Association, Association goals, Association achievements, and time tables.
- (m) The President shall appoint Special Delegates whenever necessary to represent the Association in its participation with affiliate organizations.
- (n) The President shall appoint a Director to represent members in the "Retired" membership classification.

Section 5.06 Duties of the Vice-President

- (a) In the absence of the President, the Vice-President shall preside at all meetings of the Association and of the Board of Directors. In the event the Vice-President is not present, the Board of Directors shall appoint a Chairman Pro Tem from among those Board members present.
- (b) In absence of the President, the Vice-President or Chairman Pro Tem shall perform all of the duties of the President, and in so acting shall have all the authority of the President.
- (c) The Vice-President or Chairman Pro Tem shall have such other authority and perform each other duty as may be prescribed from time to time by the Board of Directors, a majority of the Regular membership, by law, or as set forth in these Bylaws.

Section 5.07 Duties of the Recording Secretary

The Recording Secretary shall:

- (a) Keep an accurate written record of all meetings.
- (b) Make service of such notices as may be necessary and proper.
- (c) Supervise the keeping of the records of the Association.
- (d) Administer all chapter elections in accordance with these Bylaws.
- (e) Discharge such other duties of the office as may be prescribed from time to time by the Board of Directors.

Section 5.08 Duties of the Treasurer

- (a) The Treasurer shall ensure all Association funds are received and safely kept on deposit in the bank(s), or other depositories that may be designated by the Board of Directors.
- (b) The funds of the Association shall only be paid out on checks of the Association, signed by the Treasurer, and countersigned by the President. Additional signatories may be designated by the Board of Directors in case the President and/or Treasurer are unavailable for any reason.
- (c) The Treasurer shall ensure that all appropriate financial ledgers and/or check registers are maintained and all transactions for each fund established by the Association are itemized.
- (d) The Treasurer shall present a monthly Membership Status and Financial Transaction Report for the monthly Board of Directors meeting. It shall include the account balances and itemization by object and sub-object of the operating account expenditures and totals of the amounts budgeted for operations.
- (e) The Treasurer shall perform such other duties as may be prescribed by the Board of Directors.
- (f) The Treasurer shall be responsible for the administration of the Association budget.

Section 5.09 Compensation for Officers

- (a) Except as authorized in these Bylaws, Officers of the Association shall serve without compensation from the Association.
- (b) Officers of the Association shall be allowed and paid their actual and necessary expenses in attending to business of the Association in accordance with prevailing reimbursement rules established by the Board of Directors.
- (c) Upon approval by the Board of Directors, by a two-thirds (2/3) vote of the Directors present, an Officer of the Board may receive up to 16 hours of compensation during a bi-weekly pay period at a time and a half pay rate (“overtime”) for hours worked outside of regular business hours conducting official RSA business matters.

Article VI COMMITTEES

Section 6.01 Committee Members

- (a) Each Director shall serve on at least one Committee of the Association as determined by the President.
- (b) “Regular” members may be appointed by the President to serve on any of the Association’s standing or temporary Committees.

Section 6.02 Collective Bargaining Committee

- (a) Members of the Collective Bargaining Committee shall be nominated by the Association President and confirmed by majority vote of the Board of Directors. The Association President shall serve as Committee Chairman.
- (b) The Collective Bargaining Committee shall have the responsibility of providing an effective team of negotiators to carry the requests of the represented Bargaining Units to the bargaining table and shall, by every available effort, endeavor to obtain significantly improved labor contracts, which are acceptable to the members of the affected Bargaining Units.
- (c) The Collective Bargaining Committee shall be responsible for gathering information regarding wages, benefits and other terms and conditions of employment.
- (d) The Collective Bargaining Committee shall canvass the Bargaining Unit memberships and develop the issues and requests to start the negotiations.
- (e) At the direction of the Board of Directors, the Collective Bargaining Committee shall designate or employ a negotiating agent.
- (f) The Collective Bargaining Committee shall appoint a negotiating team consisting of the Association President, the negotiating agent, and at least one (1) Regular member from each of the classifications represented in the affected Bargaining Unit, to sit at all negotiation sessions and act as negotiators with the County.
- (g) Every effort shall be made to maintain the same negotiating team members throughout the respective negotiations.

- (h) A tentative agreement for a labor contract offer by the County of Riverside shall not become final or binding on a Bargaining Unit until ratified by a majority vote of the responding members of the relevant Bargaining Unit.
- (i) Where the labor contract being offered only covers a specific group of Bargaining Unit members, whose division for purposes of negotiations is based upon job classification, the acceptance of said offer shall be subject to the approval of the responding members comprising that job classification.
- (j) If an agreement has not been reached by the expiration of the current contract, the affected Bargaining Unit membership shall be advised of the status of negotiations immediately, then at least bi-weekly thereafter until an agreement is reached.
- (k) The Collective Bargaining Committee shall designate one person to make all informational releases concerning the negotiations.

Section 6.03 Job Actions

There shall be no job action unless approved by a majority vote of the Association's Board of Directors. The Board of Directors shall only approve a job action when it has determined that no less than 75% of the affected Bargaining Unit membership will support and participate in said job action. Such a determination shall be made through a formal balloting process and in a manner approved by the Board.

Section 6.04 Standing Committees

- (a) The Association Board of Directors shall, by a majority vote, establish as many standing committees as it deems necessary to carry out the objectives of the Association. Standing Committees may be modified or abolished by a two-thirds vote of the Board of Directors.
- (b) A Resolution by the Board to create a Standing Committee shall be in writing, and shall minimally include:
 - 1. Committee name.
 - 2. Committee authority, jurisdiction, and limitations.
 - 3. Committee objectives.
 - 4. Committee operational methods and procedures.
- (c) The President shall appoint Committee Chairmen and members to carry out the objectives of each committee. Chairmen and members appointed by the President sit at the pleasure of the President.

Section 6.05 Temporary Committees

The President may form temporary committees as necessary to assist him in carrying out his duties and further the policies and programs established by the Board of Directors and the General membership.

Article VII ELECTIONS

Section 7.01 Procedures for Chapter Directors

- (a) Chapter Directors of this Association shall be elected by single ballot, by majority vote of responding Regular members for the affected Chapters.
 - 1. Candidates must be Regular members in good standing with the Association for a minimum of two years at the time of the nomination.
- (b) Candidates seeking a position of Chapter Director shall file with the Recording Secretary:
 - 1. A declaration of candidacy statement on a form prescribed and approved by the Board of Directors.
 - 2. A petition with no less than ten (10) signatures of Regular members from the affected Chapter, in support of the Candidate's nomination.
- (c) Declaration of Candidacy Statements and Petition forms must be filed with the Recording Secretary no later than 5 p.m. on the last Friday of August during that position's election year.
- (d) Chapter elections for odd number Chapters shall be conducted during odd numbered years. Elections for even number Chapters shall be conducted during even numbered years.
- (e) The Secretary shall prepare a standardized ballot for each affected Chapter containing the names of the nominated candidates.
- (f) During the last week of October an election shall be held in each affected Chapter.
- (g) Each Regular member of the Association shall be entitled to one vote for his Chapter's election.
- (h) The Secretary shall be responsible for ensuring that each member is provided only one ballot.
- (i) There shall be no voting by proxy.
- (j) All ballots must be received by 5 p.m. of the last day of October.
- (k) The Secretary shall tally the ballots and post the results by the end of the third business day after the close of the election.
- (l) The candidate receiving the highest number of votes shall be declared the winner.
- (m) The Secretary shall notify the Association President of the results without delay.
- (n) If there is no challenge to the election within a period of fourteen (14) days from the date of the posting of the election results, the election shall be certified as official by the Secretary and President of the Association.

- (o) All ballots shall be retained by the Recording Secretary for a period of ninety (90) days and may be destroyed thereafter.
- (p) The Secretary shall report the results of the election to the Board of Directors at the first meeting following the election.
- (q) If by the November Board of Directors' meeting a Chapter has failed to elect a Director, the position shall be considered vacant and the President shall fill the position in accordance with his authority as provided by these Bylaws.
- (r) Newly-elected Directors shall be installed at the Annual Meeting in January and serve a two-year term commencing with that meeting.

Section 7.02 Procedure for Officers

- (a) Officers of this Association shall be elected by single ballot, by majority vote of responding Regular members.
 - 1. Candidates must be Regular members in good standing with the Association for a minimum of five years at the time of the nomination, and must have served for at least one year as a Director on the Board.
 - 2. Commencing with the election of officers in 2019, the term of the office for Vice-President and Treasurer shall be two years for that term and each term thereafter.
 - 3. Commencing with the election of officers in 2020, the term of the President and Secretary shall be two years for that term and shall be for two years for each term thereafter.
- (b) Candidates seeking a position as an Officer of the Association shall file with the Recording Secretary:
 - 1. A declaration of candidacy statement on a form prescribed and approved by the Board of Directors.
 - 2. A petition with no less than fifty (50) signatures of Regular members in support of their nomination,
- (c) Declaration of Candidacy Statements and Petition forms must be filed with the Recording Secretary no later than 5 p.m. on Friday of the last week in August during that positions election year.
- (d) Declaration of Candidacy Statements and Petition forms received by Association staff on behalf of the Recording Secretary shall be deemed to have been received by the Recording Secretary.
- (e) Declaration of Candidacy Statements and Petition forms received after the time period described in section (c) above, are untimely, invalid, and shall not be accepted by the Secretary.
- (f) Eligible candidates shall be voted upon by the Regular membership by written ballot or electronic media. The election shall be conducted by the Board of Directors in a manner as may be approved by the Board.
- (g) The ballot shall provide a separate vote for each contested office.
- (h) Ballots shall be distributed to Regular members during the last week of October of the relevant election year.

- (i) The deadline for return of ballots shall be no later than November 15th of the relevant election year. The Secretary shall tally the ballots and post the results by the end of the third business day after the close of the election.
- (j) A plurality shall elect.
- (k) The names of unopposed candidates shall not be included with the normal balloting.
- (l) Newly elected Officers shall be installed at the Annual Meeting in January.

Article VIII RECALL, REMOVAL AND VACANCY

Section 8.01 Chapter Directors

A member is no longer eligible to be a Chapter Director, and his position shall be declared vacant when one of the following events occurs:

- (a) Termination of Association membership.
- (b) Change of membership status.
- (c) Transfer from the Chapter.
- (d) Resignation from the position as Chapter Director.
- (e) Recall or expulsion as provided in these Bylaws.
 1. A Director may be recalled from his position when a petition containing signatures of no less than twenty-five-percent (25%) of the regular members of the affected Chapter is presented to the Board of Directors. Any recall petition must contain a summarized statement of the reason for the recall, including the Bylaws or Resolutions alleged to have been violated by the current Chapter Director.
 2. Upon receipt of said petition, the Association President shall immediately call for a special recall election and shall appoint a Special Election Committee comprised of five (5) to seven (7) members of the Board of Directors to conduct the election without undue delay. A Director shall be considered recalled and his Directorship declared vacant when a majority of the Regular responding members of the affected Chapter vote for recall of the Director.
- (f) If a vacancy occurs in a Directorship, the President shall make an appointment to fill the expired term.
- (g) Removal of a Director by means other than by recall petition of the Regular members of the affected Chapter must comply with the provisions set forth in these Bylaws.

Section 8.02 Officers

- (a) Upon vacancy of the Office of President, the Board of Directors shall elect an interim President from Board members by majority vote.

- (b) Upon vacancy of any office other than President, the Board of Directors shall elect an interim replacement for that office from the Board members by majority vote.
- (c) An officer may be recalled from his position when a petition containing signatures of no less than twenty-five percent (25%) of the entire Regular membership is presented to the Board of Directors. Any recall petition must contain a summarized statement of the reason for the recall including the Bylaws or Resolutions alleged to have been violated by the current Officer. Upon receipt of said petition, the Association President shall immediately call for a special recall election and shall appoint a Special Election Committee comprised of Regular members of the Association to conduct the election without undue delay. In the event that the President is subject to recall, the Vice-President shall conduct the election. An Officer shall be considered recalled and his office declared vacant when a majority of the responding Regular members vote for recall of the Officer.
- (d) Removal of an Officer by means other than by recall petition of the Regular members must comply with the provisions set forth in Section 3.07 of these Bylaws.

Article IX MEETINGS

Section 9.01 Closed Sessions

- (a) The Board of Directors of the Association may conduct closed session meetings, also known as “Executive Sessions”, when it meets to consider or discuss:
 - 1. Matters involving litigation, which involve this Association or its membership.
 - 2. Matters involving litigation, when discussion in open session concerning those matters would adversely affect or be detrimental to the Association’s interest.
 - 3. Personnel matters related to Association staff or Executive employees.
 - 4. The acquisition or disposition of property, if discussion of these matters in open session could adversely affect the Association's ability to acquire or dispose of the property on the terms and conditions it deems to be in the best interest of the Association.
 - 5. Matters relating to complaints or charges brought against Association Officers, Directors, Members, or employees, unless all persons involved request an open hearing.
- (b) All guests and other non-essential persons shall be excused from any portion of a Board or Committee meeting which is declared by the Board of Directors to be a closed session.
- (c) All matters that are reported or discussed in closed session are confidential in nature, and the information shall not be divulged to any uninvolved parties not expressly authorized by the Board of Directors to receive such information.
- (d) The minutes of closed session meetings shall be recorded and stored separately from regular minutes of meetings held in open session.

Section 9.02 Regular and Special meetings

- (a) Regular and Special meetings shall be open to all Association members.
- (b) Guests may be excluded from Association meetings at the discretion of the Board of Directors.
- (c) An agenda shall be prepared for each regular monthly meeting of the Board of Directors.
- (d) Motions and discussion subjects concerning new agenda items and matters from the floor intended for presentation at one of these meetings must be presented to the President or the Association Executive Director no later than thirty (30) days prior to the next scheduled meeting to allow for committee and/or staff study and recommendations before being placed on the agenda.
- (e) The agenda shall be prepared and, in addition to regular business items, shall include any proposed motions, Resolutions, or discussion subjects together with any study results.
- (f) The agenda and attachments shall be delivered to each Director no later than seventy-two (72) hours before the time and date of the meeting for which the agenda was prepared.
- (g) There shall be no voting by proxy.

Section 9.03 Regular Meetings

- (a) The Annual Meeting of the Association shall be held in Riverside in January of each year at a time and date designated by the current President for the purpose of installation of Officers and Directors and the transaction of other such business that may come before the Board.
- (b) General meetings of the Board of Directors shall be held at a time, date, and location designated by the President or by a majority vote of the Board of Directors. When scheduling meetings, consideration shall be given to locations and times that will encourage the greatest membership attendance.
- (c) At all general monthly meetings of the Board of Directors held in restaurants, the Association shall pay for the cost of meals for all Directors attending. Such expenditures shall not exceed any limits established by Board Policy.
- (d) There shall be no consumption of alcohol during any Association meetings.

Section 9.04 Special Meetings

- (a) The Board of Directors, by a majority vote, may call a special meeting where they deem an emergency situation exists and a delay would not be in the best interest of the Association.
- (b) Such majority approval may be obtained in person or by telephone contact, or by other means.
- (c) Notification to either the Regular membership or the general membership, depending upon the affected membership, must be made at least thirty-six (36) hours prior to the meeting, except when the Board determines an immediate emergency exists and any delay would adversely compound the situation to a significant degree.

Section 9.05 Notification Procedure

- (a) The Board of Directors shall notify all members of the Association of the time and place of the January Annual Meeting and the general monthly meetings of the Board of Directors at least ten (10) days prior to said meetings.
- (b) Notification of said meetings shall be done by posting notices in conspicuous places and by other suitable means.

Section 9.06 Quorum

A quorum of the Board of Directors shall consist of a majority of all the Directors, including officers.

Article X FINANCE

Section 10.01 Dues and Assessments

This Association shall be supported by dues and supplemented by fund-raising events. Special assessments may be proposed by the Board of Directors and approved by a two-thirds (2/3) vote of the responding Regular membership.

Section 10.02 Dues Categories

- (a) REGULAR MEMBERS shall be assessed \$94.90 monthly Association dues made in by bi-weekly payroll deductions in the amount of \$47.45. Monthly Association dues will automatically adjust upon the effective date of a negotiated salary increase up to a maximum of 3% unless the Board of Directors decides to delay, reduce or eliminate the dues increase by a two-thirds vote.
- (b) MANAGEMENT MEMBERS shall be assessed monthly dues by bi-weekly payroll deduction in the amount of one-half (1/2) the dues of REGULAR members.
- (c) ASSOCIATE MEMBERS shall be assessed monthly dues by bi-weekly payroll deduction or direct payment in the amount of one-half (1/2) the dues of REGULAR members.
- (d) RETIRED MEMBERS shall be assessed Association dues in an amount as determined by the Board of Directors, payable in advance at the beginning of each fiscal year.
- (e) HONORARY MEMBERS shall not be assessed dues.
- (f) AFFILIATE MEMBERS shall be assessed monthly dues in an amount determined by the Board of Directors as designated in their respective service agreements.
- (g) Any Regular member may voluntarily contribute an amount in addition to his dues to provide funding for the Political Action Committee.
- (h) The Board shall designate and set aside a portion of dues revenue from all membership classifications of the Association. These funds shall be forwarded to the Association's Political Action Fund (PAF). A member may notify the Board of Directors in writing that he elects not to have such sum forwarded to the PAF, in

which case such sum shall not be forwarded. Said designated funds would then be forwarded to the RSA General Fund.

Section 10.03 Mandatory Enrollment in Association Legal Plan

All Regular members must be enrolled in the Association sponsored legal defense plan approved by the Board of Directors, the premiums for which shall be collected by bi-weekly payroll deductions.

Section 10.04 Fiscal Year

The Board of Directors, by Resolution, shall determine the fiscal year of the Association.

Section 10.05 Deficit Spending

At no time shall the Association engage in deficit spending to support routine operations.

Section 10.06 Annual Budget

- (a) By December of each year, the Board of Directors shall approve an annual budget prepared by the Treasurer and the Executive Director, or the President, if no Executive Director is appointed.
- (b) This budget shall consist of the anticipated monthly and total expenditures for the coming year.
- (c) Any expenditure exceeding the annual budget allotment shall require the approval by majority vote of the Board of Directors.

The Annual Budget document shall be available for inspection by Directors and Members in the manner provided in the Non-Profit Mutual Benefits Corporation Code, commencing with section 7110 of the California Corporation Code

Section 10.07 Audit of Financial Records

The Board of Directors shall cause the financial records of the Association to be annually audited by a Certified Public Accountant who shall be selected and employed by the Board for that purpose. Said audit shall show the condition of said financial records as rendered by the auditor and shall be furnished by the Treasurer to each Regular Member upon request.

Section 10.08 Loans

This Association shall not engage in the practice of lending money with the exception of Board approved membership programs.

Section 10.09 Payments

The funds of the Association shall only be paid on checks of the Association signed by two officers, as determined by the Board of Directors.

Article XI ASSOCIATION EMPLOYEES

Section 11.01 Executive Director

The Board of Directors may appoint a qualified business professional to manage the day-to-day operations of the Association. If appointed, this business professional shall be known as the “Executive Director” of the Association, and shall operate under the direct supervision of the President and Board of Directors.

The duties of the Executive Director shall include but shall not be limited to:

- (a) Works closely with the President and other elected officers of the Association in carrying out the goals and objectives of the Association.
- (b) Hires, trains, and supervises all Association employees.
- (c) Disciplines employees where necessary.
- (d) Develops, implements, and maintains employee job specifications and descriptions for Association employees.
- (e) Develops, implements, and maintains office policies and procedures, subject to Board of Directors approval, for all Association offices and facilities.
- (f) Prepares annual performance evaluations for all Association employees.
- (g) Attends all meetings of the Board of Directors and other meetings of the Association.
- (h) Provides regular reports concerning Association operations.
- (i) Manages all Association offices and facilities.
- (j) Manages and oversees all contract services provided through outside vendors and service providers with the exception of General Counsel.
- (k) Functions as the Association’s chief spokesperson and media relations representative.
- (l) Carries out other duties as may be assigned from time to time by Board of Directors.

If no Executive Director is appointed the Association President shall fulfill the duties outlined above.

Section 11.02 Other Employees

The Executive Director may employ such other employees as are necessary to assist in the efficient operations of the Association. Such employee(s) shall not be members of the Board of Directors or their family members.

Article XII AMENDMENTS

Section 12.01 Proposed Changes

Amendments to these Bylaws shall be proposed by (a) a quorum of the Board of Directors, or (b) by petition signed by a majority of the Regular membership of the Association.

Section 12.02 Notice and Ballot

- (a) Notice of proposed amendments to these Bylaws must be submitted in writing to the Regular membership by the President at least thirty (30) days prior to the annual or special election regarding the proposed amendments.
- (b) A written ballot containing the current and proposed Bylaws changes shall be distributed to each Chapter. Said amendment must be approved by majority vote of the Responding Regular members.
- (c) Amendments to these Bylaws shall become effective immediately upon their adoption unless the Regular membership, in adopting them, provides that they are to become effective at a later date.
- (d) Upon the approval by both (a) a majority of a quorum of the Board of Directors present at any regular or special meeting and (b) a majority of a quorum of the Regular membership present at the same meeting, the thirty (30) day period required for the notice of proposed amendments under Section 12.02 (a) may be shortened.

Article XIII PARLIAMENTARY AUTHORITY

Section 13.01 Rules of Order

The most current edition of Robert's Rules of Order shall be used to decide all questions of parliamentary procedure where not otherwise inconsistent with these Bylaws or any special rules that the Association may adopt.

Section 13.02 Parliamentarian

The President shall act as parliamentarian and settle all parliamentary questions. The President's parliamentary rulings may be appealed and overruled by a two-third vote of the Board of Directors.

Article XIV INVESTMENT POLICY

The Board of Directors shall safeguard all Association investments through adoption and adherence to a sound and responsible investment policy. Said policy shall be made available to all Regular members upon request.

Article XV SEPARABILITY

If any section, or part thereof, of these Bylaws shall be declared invalid, the remaining sections, and parts thereof, shall remain in full force and shall, until declared void or amended, govern this corporation.

Article XVI EFFECTIVE DATE

These Bylaws shall become effective immediately upon approval as described in section 12.02(c) of these Bylaws.