

**SAN JOAQUIN COUNTY PROBATION OFFICERS
ASSOCIATION BYLAWS**

Ratified 05/28/09

Secretary's signature and date:

La Rosha Walden 5/29/09

BYLAWS

ARTICLE 1

NAME

The name of the Corporation is The San Joaquin County Probation Officers Association.

ARTICLE II

OFFICES OF THE CORPORATION

Section 1: Principal Office

The principal office for the transaction of the activities and affairs of the San Joaquin County Probation Officers Association (“Association”) is located at PO Box 689, Stockton, CA 95201.

Section 2: Other Offices

The Board may, at anytime, establish branch or subordinate offices at any place or places where the Association is qualified to conduct its activities.

ARTICLE III

PURPOSES AND LIMITATIONS

Section 1: General Purpose

The general purpose of this Association is to engage in any lawful act or activity for which a corporation may be organized under the California Nonprofit Mutual Benefit Corporation Law.

Section 2: Specific Purposes

- (A) The purpose of the SJCPOA is to secure and advance officer safety, promote harmonious employee relations between San Joaquin County and the SJCPOA, establishment of an equitable and peaceful procedure for the resolution of differences, the establishment of salaries, working conditions, and any other conditions of employment, and where appropriate, legislative and political programs, consistent with the mission of the SJCPOA.
- (B) To encourage the professional growth of SJCPOA members through continued education, training, and research as it relates to the fields of probation and law enforcement.
- (C) To provide for the welfare of the SJCPOA members by establishing a legal defense program.
- (D) To build a positive bridge between the SJCPOA, its members, and the communities which we serve.
- (E) To oppose any organization or group that expounds or promotes any doctrines or philosophy adverse or subversive to the fundamental principles and institutions of the United States and this Association.

ARTICLE IV

MEMBERSHIP

SECTION 1: Active Membership

All persons employed by the San Joaquin County Probation Department in the classification of Probation Officer I, Probation Officer II, Probation Officer III and Probation Unit Supervisor, and budgeted part-time Probation Officers, are eligible to be active members with equal status except as subsequently limited herein. Only active members are eligible to vote or hold SJCPOA office. Active members shall provide and update the association secretary with a current mailing address and telephone number.

A. Terminated Members:

Members who have been terminated from their employment with the County shall retain their membership until all appeals and related issues have been resolved. During the period of time between termination and final resolution the member will not be obligated to pay dues.

SECTION 2: Associate Membership:

Employees of the department who are not eligible for active membership may seek associate membership. Associate membership shall be limited to participation in non-business events of the SJCPOA. Associate members shall not be eligible to vote on SJCPOA matters or hold office. Associate members shall pay dues at a rate established by the Board of Directors.

SECTION 3: Retired Membership:

Retired membership shall be limited to those members who, at the time of their retirement were active members or associate members of this association. No dues shall be required. This membership shall have no voting rights, nor may the individual hold any office.

SECTION 4: Non-Discrimination

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

SECTION 5: Membership Application

Any employee eligible for active membership may join by payment of the required dues. The Board of Directors shall act upon all membership applications and may extend membership to all persons therefore, unless in its discretion it is felt the granting of a membership on the SJCPOA to a particular applicant would be detrimental to the aims or purposes of the SJCPOA. Any eligible person may join the association by signing and submitting to the Association an enrollment agreement and any required documentation to effect the collection of dues.

ARTICLE V Officers and Directors

SECTION 1: SJCPOA Powers

The Board of Directors shall consist of a President, Vice-President, Treasurer, Secretary and four Directors. All board members shall be elected for a two (2) year term. Elections shall occur in the month of November. The President, Secretary and 2 Directors shall be elected in even numbered years; the Vice-President, Treasurer, 1 Director, and one Supervisor designated position shall be elected in odd numbered years. If no Supervisor chooses to run for the Supervisor designated position, the candidate in that election with the next highest vote total, assumes the position for the duration of the term.

A. Nominations and Elections:

Nomination for board positions shall be accepted at a general membership meeting to be held no less than 60 days prior to the election. Elections are to be held on one day, at several locations, and at several times to be designated by the Board. Notice of elections shall be posted or (e)mailed to active members at least 15 days prior

to the election. The notice shall include the date for the election, along with the location where ballots will be distributed and cast. Absentee ballots may be requested from the Secretary no earlier than 30 days prior to the election and must be returned (postmarked) no later than 5 days prior to the election. Absentee ballots must be returned with the member's signature and printed name in the upper right hand corner on the face of the ballot.

B. Term of Board Members:

Four (4) Board Members shall be elected in even numbered years and (4) four shall be elected in odd numbered years. The term of all directors shall be for two (2) years. The newly elected officers begin their terms on January 1 of the following year. There shall be no limit to the number of consecutive terms a member may serve.

C. Vacancies

In the event that any permanent vacancy should occur in any office other than the President, a special election shall take place within 30 days of the vacancy to fill the same position. If the office of the President becomes vacant, the Vice-President shall assume the position until the next regularly scheduled election for President.

D. Recall

Members of the SJCP OA who are entitled to vote may recall a Board Member by submitting, in writing, a petition signed by not less than 2/3 of the SJCP OA members, requesting that the named Board Member be removed from office. The petition shall be submitted to the SJCP OA Board of Directors and upon receipt thereof, the President shall appoint a committee of not less than three (3) voting members. No more than two (2) of the individuals signing the petition may be on the committee. The committee, within three (3) days of its creation, shall prepare a secret ballot to be distributed to all voting members. The ballot shall contain the name of the Board Officer who is being subjected to recall, and the writing: "Shall the above named Board Member be recalled? Yes ___ No ___." The committee shall collect all the secret ballots and, in the presence each other and the President of the SJCP O or the Vice President, if the President is subjected to recall, and/or his designee, and one member selected by the Officer subject to recall, they shall open each ballot separately and tally the same. The recall shall fail unless a majority vote of all active

members carried on the roster of the local SJCPOA shall vote in the affirmative.

SECTION 2: DUTIES OF OFFICERS

A. PRESIDENT

It shall be the duty of the President of the SJCPOA to:

1. Preside over all meetings at the Board of Directors as chairperson.
2. Act as spokesperson for the Board of Directors in all matters upon which support is authorized to act.
3. Make a report of his/her and the Board of Directors meetings and activities at each general meeting or special meeting of the membership of the SJCPOA.
4. With the concurrence of the majority of the Board of Directors, to represent the SJCPOA in matters affecting the general membership or any particular membership concerning general or specific matters regarding labor relations in any way connected with the employment with San Joaquin County, where the welfare of the members of the SJCPO or the SJCPOA itself is involved, including the presentation of proposals concerning working conditions or conflicts to San Joaquin County, and/or the representative of San Joaquin County.
5. To vote at Board Meetings in the case of a tie only.

B. VICE-PRESIDENT

It shall be the duty of the Vice President of the SJCPOA to:

1. Serve as Vice-Chairperson of the Board of Directors, and to act as President Pro-Tempore during the absence of the President.
2. Delegate a director on the Board to contact all new eligible employees of the Department and explain the requirements for eligibility for membership, and objectives of the SJCPOA, how they may become members of the SJCPOA, and shall explain to all new members their duties and obligations to the SJCPOA.

3. Perform such other duties as are delegated to him/her by these Bylaws or the President.
4. Update PORAC and LDF with list of current members.

C. SECRETARY

It shall be the duty of the Secretary to:

1. Maintain all books and records of the SJCPOA.
2. Promptly prepare and log minutes of all meetings of the general membership and meetings of the Board of Directors and distribute to each member of the Board of Directors a typewritten copy of the minutes following a meeting.
3. Acknowledge all correspondence and maintain copies of all acknowledgements.
4. Post notices of all general and special meetings of the SJCPOA stating at a minimum, the time, date and location of the meeting, as well as any special items that are to be brought before the membership.
5. Distribute, collect and tabulate all ballots, and to record the results of all voting and elections concerning the SJCPOA.
6. The President of the SJCPOA may designate other duties and functions to the Secretary.
7. Maintain a current list of active members' telephone numbers and mailing addresses.

D. TREASURER

It shall be the duty of the Treasurer to:

1. Collect and receive all income to the SJCPOA, whether by dues, donations, or any other manner whatsoever.
2. Maintain the account books of the SJCPOA.
3. Assure that all monies are properly accounted for and receipted for, and such monies except for petty cash, shall be maintained in banks or other financial institutions as the Board of Directors may designate.
4. Pay all orders, charges and expenses of the SJCPOA as directed by the Board of Directors.
5. Prepare a financial report for each meeting of the Board of Directors and each general membership meeting. The

financial report shall contain no less than a report of cash assets, depository of cash assets, income received, source of income and nature and extent of disbursements since last financial report.

6. Have the SJCPOA's books, accounts and records in condition for audit at all times and ready to turn over to his/her successor in the office of Treasurer.
7. Insure that all accounts are properly designated and that there shall be no commingling of person or non-SJCPOA assets with the assets of the SJCPOA.

E. DIRECTORS

It shall be the duty of the directors to:

1. Act as representatives at large for the board of directors.
2. Assume the Chair of any subcommittees as directed by the Board of Directors.
3. Assume any other duties as directed by these Bylaws or by the direction of the President of the SJCPOA.

SECTION 3: BOARD OF DIRECTOR DUTIES: GENERAL

A. Member Assistance:

In all cases of disciplinary action by the Department against a member of which the Board becomes aware, the President or another officer at his direction shall inform the member of the availability of professional assistance. Representation may be provided in appropriate cases.

B. Emergency Action

The Board of Directors shall, in matters they deem as urgent or of an emergency nature, take immediate action on any and all matters that adhere to the avowed purposes of the SJCPOA, unless otherwise stated in these bylaws. Any action taken by the board pursuant to this provision shall be approved by a majority of the board at its next meeting.

C. Members Best Efforts:

Each member of the Board of Directors shall be familiar with the Article of Incorporation and the Bylaws of the SJCPOA, and each member shall devote his/her energies to promote the purposes of the SJCPOA.

D. Voting:

All elective officers, excluding the President shall be entitled to vote on any matters concerning the SJCPOA. The President shall only cast a vote in the case of a tie.

E. Standing Rules:

The Board of Directors shall have the authority to promulgate standing rules to effectuate the orderly development of the SJCPOA. All current standing rules shall be maintained by the secretary.

SECTION 4: SJCPOA'S Initial Board of Directors

The initial Board of Directors shall consist of President-Richard Evans, Vice-President-Paul Brennan, Secretary-Irene Segura (appointed), Treasurer-Jamie Atwood (appointed), Directors-Susan Guzman, Michelle Childress, Emily Krediet, Paul Richison (appointed).

The initial Board of Directors of the SJCPOA shall maintain their status as Board Members until the next scheduled election as required by the Bylaws.

**ARTICLE VI
VOTING**

SECTION 1: Voting Rights

This is a membership association whose active members have but one class of membership for the purpose of voting and the transaction of SJCPOA business. Each member has equal voting rights. Cumulative voting shall not be permitted in any election or voting issue.

SECTION 2: Voice Vote

All voting or balloting by the SJCPOA shall be by voice vote only, except in the case of amendment to the Bylaws, election or recall of officers, or in such other matters as are deemed appropriate by a majority of the Board of Directors.

SECTION 3: Secret Ballots

When a voice vote is not permitted pursuant to the preceding section, a secret ballot shall be used. The Secretary shall prepare secret ballots with the assistance of the President. It shall be the duty of the Secretary to supply the ballot to every eligible voting member in attendance.

SECTION 4: Majority Vote

All voting shall be deemed effective by a majority vote of the members present at any membership meeting pursuant to these bylaws.

SECTION 5: Ballot Receipt

The Board of Directors may require that each secret ballot be received by using the member's name and badge number.

SECTION 6: Ballot Tabulation

It shall be the duty of the Secretary to collect and tabulate all ballots. Tabulations of votes shall be made in the presence of two (2) Board of Director members in addition to the Secretary both of who shall certify to the correctness of the tabulation on a vote summary. The Secretary shall maintain in a secure place all written ballots, including any receipts or envelopes, for a period of three (3) weeks after the vote has been verified. Thereafter, the ballots shall be destroyed. The vote summary shall become a permanent record of the election.

SECTION 7: Proxies

There will be no proxies allowed at any meeting of the Board or membership.

ARTICLE VII Board of Directors Meetings

SECTION 1: Regular Meetings

The Board of Directors shall meet at least quarterly as established by the Board of Directors for the purpose of administering the affairs of the SJCPOA. The Board of Directors shall set a time and place of meeting. No notice to the membership shall be required.

SECTION 2: Quorum

Four members, including the President or the Vice President acting in his/her place, of the Board of Directors shall constitute a quorum of the Board of Directors.

SECTION 3: Voting

A majority vote of a quorum of the Board of Directors shall govern.

SECTION 4: Minutes

Minutes shall be kept of all Board Meetings.

SECTION 5: Agenda

The Board of Directors shall adhere to the following agenda at each meeting.

1. Roll Call
2. Minutes of the previous meeting

3. Consent Calendar
4. Reports by officers
5. Committee Reports
6. Old Business
7. New Business
8. Any matter which any Director wishes to bring up before the Board of Directors.
9. Any matter which any member wishes to bring up before the Board of Directors.
10. Designation of the next meeting date and adjournment.

SECTION 6: Representation

The board of directors shall select representatives or delegates to attend organizational functions that are deemed relevant to the purpose of the SJCPOA.

SECTION 7: Attendance

The office of Director shall be deemed vacant if any Director is absent for three (3) consecutive Board of Director Meetings, unless his/her absence is excused by a majority vote of the Board of Directors. Any director to be removed for absenteeism shall receive a notice of said action and state the reason for said action at least fifteen (15) days prior to the effective date of said action. Any director to be removed shall have an opportunity to be heard by the directors at the next regular meeting. The decision of the Board of Directors is final. The notice of removal must be sent by first-class, registered mail to the last address of the member as listed in the corporate records.

ARTICLE VIII

Membership Meetings

SECTION 1: General Meetings

There shall be at least two (2) general membership meetings each year, held on dates selected by the Board of Directors. Additional meetings may be scheduled at any time at the discretion of the Board of Directors.

SECTION 2: Time and Location

All general membership meetings shall be held at a time and location selected by the Board of Directors. Notice of membership meetings shall be posted no less than 10 days prior to such meeting.

SECTION 3: Order of Business

The order of business for all general meetings of the SJCPOA shall be as follows:

1. Call to order
2. Roll Call
3. Minutes of last meeting
4. Report of the President
5. Report of the Vice-President
6. Report of the Treasurer
7. Report of committee
8. Old Business
9. New Business
10. Adjournment

SECTION 4: Rules of Procedure

Robert's Rules of Order (Revised) shall govern the rules of procedure of the SJCPOA.

SECTION 5: Special Meetings

The Board of Directors may call special Meetings of the SJCPOA, as they deem necessary. Written notice shall be (e)mailed to each member or placed in each members Department mailbox no less then 3 days prior to the meeting. The notice shall include meeting date, time, location and subject of the special meeting. The Board may call a special meeting within 5 days after receiving a request for such a meeting signed by at least 20% percent of the voting membership.

SECTION 6: Emergency Meetings

The Board of Directors may call emergency meetings, as they deem necessary. The Board of Directors shall endeavor to contact all members, by any means available, to advise members of the time, place and purpose of the meeting.

SECTION 7: Responsibilities of Members

It shall be the responsibility of all members to attend all general and special membership meetings and to keep themselves informed regarding the proceedings of all membership meetings. It is the responsibility of each member to become familiar with the operational rules of the SJCPOA, including these Bylaws.

SECTION 8: Advisory voting

The Board of Directors or any active member may request an advisory vote of the general membership for consideration by the Board of Directors. Any such advisory vote made by the general membership shall be done by a show of hands unless a ballot is requested by an active member present at the meeting.

SECTION 9: Quorum

A quorum shall consist of 15% of the active membership.

ARTICLE IX

REMOVAL OF OFFICERS AND/OR DIRECTORS

- A. The Board by majority vote may remove an officer and/or director who has been declared of unsound mind by a final order of the court, or convicted of a felony.
- B. The Board may remove any director or officer for conduct or activities which are adverse or inimical to the goals, purposes, objectives, and philosophy of the Association if deliberated and approved by majority vote of the active members present and voting, or by written ballot.
- C. The Superior Court of the County where the Association is located, may remove from office any Director in the case of fraudulent or dishonest acts or gross abuse of authority or discretion with reference to the Association and such request for removal is by seat of at least one Director.
- D. Any officer or Director to be removed from office shall be notified of said action and given an opportunity to be heard in accordance with Article VII Section 7.

ARTICLE X COMMITTEES

The President shall appoint committees from time to time, as deemed necessary to carry on the business of the association.

ARTICLE XI Financial Responsibility

SECTION 1: Fiscal Soundness

The Board of Directors shall be responsible for maintaining the fiscal soundness of the SJCPOA. They shall endeavor, to the best of their ability to

maintain the expenses of the SJCPOA within the limits of its income and shall, at all times, adhere to the SJCPOA's budget.

SECTION 2: Fiscal Year

The fiscal year shall commence on January 1, and end on the last day of December of each year.

SECTION 3: Fiscal Planning

It shall be the duty of the Board of Directors to conduct the fiscal affairs of the SJCPOA in such a manner as to anticipate reasonable emergency expenditures not provided for in the budget, and to provide a savings account reserve fund to meet these emergencies.

SECTION 4: Budget Preparation

It shall be the duty of the members of the Board of Directors to prepare a proposed annual budget for the ensuing fiscal year for discussion at the December meeting of the Board of Directors.

SECTION 5: Adoption of the Budget

The new Board of Directors at special meeting prior to January 1, shall meet and modify such budget as it sees fit and adopt it. Following the December special budget meeting, the budget shall be made available to all active members of the SJCPOA.

SECTION 6: Deficit

If in any fiscal year, there is a deficit in regards to any budget item, a majority of the Board of Directors may, if there is adequate reserve funds, vote to increase the budget for any single item; but not to exceed \$1,000, and in no case, to exceed the reserve fund of the SJCPOA to meet the budget deficit. If additional monies are required to meet a budget deficit, a special meeting of the SJCPOA must be called, and the notice shall state the purpose of the meeting.

SECTION 7: Expenditures

The Treasurer and the Vice-President with the knowledge and consent of the President will sign all expenditures of \$500 or more.

SECTION 8: Budget Expenditures

The Board of Directors shall at all times be authorized to approve the allocation of any sum falling within the adopted budget.

ARTICLE XII DUES

SECTION 1: Dues

The Board of Directors has established dues of the SJCPOA at 1.8% of all active members' base wages. The dues shall be payable as designated by the Board. It shall be the responsibility of each member to sign the proper forms to effect the collection of dues.

SECTION 2: Assessment

General or special assessments or levies may be made from time-to-time as provided herein. In the event that the Board of Directors desires to have the matter of assessments put before the membership, the Board shall provide reasonable notice through the Secretary. The Secretary shall provide notice to the membership at least ten (10) calendar days prior to the membership at which time the membership will consider general or special assessments to be charged or levied. The notice shall indicate that the assessment is to be voted on. Such a meeting may be general or special. At the meeting called, voting shall be by secret ballot, and an affirmative vote of two thirds (2/3) of those Active Members in attendance shall be required to approve any such proposal. Failure to pay such assessments shall be cause for suspension,

termination or other sanction as deemed appropriate by the Board of Directors.

SECTION 3: Avoidance

Dues plus any other assessment shall be payable as required by the Board of Directors, but a member upon notice of this amount of dues or assessment determined by the Board of Directors, may avoid liability for them by promptly resigning from membership, except where the member is liable for them under contract.

SECTION 4: Delinquency

Members who fail to pay dues or assessments for more than thirty (30) days after such become due shall be considered delinquent and shall not be entitled to participate in the affairs or benefits of the SJCPOA, nor shall they have the privilege of voting. The Board of Directors shall have the discretionary power to waive such delinquency upon the payment of all delinquent dues and assessments.

XIII

Board Action Without A Meeting

Any action that the Board is required or permitted to take may be taken without a meeting if all members of the Board consent in writing to that action. Such action by written consent shall have the same force and effect as any other validly approved action of the Board. All such consents shall be filed with the minutes of the proceedings of the Board.

XIV

Arbitration of all Disputes, Claims and/or Controversies

- (A) Members shall submit to final and binding arbitration any dispute, claim or controversy arising between them and the Association. Such claims, disputes, and/or controversies specifically include but are not limited to:

- (i) Claims against the Association or any of its representatives based upon discrimination under Title VII of the Civil Rights Act of 1964, 42 U.S.C. section 2000, et seq., the Age Discrimination in Employment Act, 29 U.S.C. section 623, et seq., the Americans with Disabilities Act, 42 U.S.C. section 12101, et seq., and the California Fair Employment and Housing Act, Cal. Gov't. Code section 12900, et seq.; or any other statutory enactment precluding discrimination; and
 - (ii) Claims for tortious violations of the duty of fair representation (i.e., "DFR" claims) against the Association or its representatives.
 - (iii) Expulsion, suspension, termination, or any other formal action taken against a member by the Board or Association in accordance with authority granted in these Bylaws or applicable law.
- (B) In all controversies, claims and cases arising under this Section, the parties will select an impartial arbitrator selected from a list of five (5) arbitrators from the California State Mediation and Conciliation service. The association shall request a list of arbitrators within 20 calendar days of a formal request by the member. The parties may agree to utilize any other organization for selection of an arbitrator or jointly select an arbitrator. The arbitrator's fees and expenses will be paid in full by the Association for certain claims. Notwithstanding the proceeding, in those cases where a member submits to arbitration an alleged violation of disciplinary procedures of these Bylaws, such individual shall pay, in advance, half of the arbitrator's estimated fees and expenses, which amount shall be held by the Association in an interest-bearing, escrow account until the arbitrator renders a decision. . Failure to advance the required fees and expenses when set by the arbitrator shall constitute a non-revocable waiver and default of the claim and the member will be precluded from asserting the claim against the Association. If the arbitrator ultimately rules in favor of the member, the Association will reimburse such individual with the amount held in escrow, with interest, and pay in full the

arbitrator's fees and expenses. If the arbitrator rules in favor of the Association, the monies held in escrow will be used to satisfy in part the arbitrator's fees and expenses.

ARTICLE XV

Amendments

SECTION 1: Amendment or Repeal

The Bylaws of the SJCPOA may be amended or revised by the vote of two-thirds (2/3) of the members voting at any general or special meeting of the membership, provided that the notice of such meeting contains a summary of the proposed amendment or amendments, and provided that the amendments are not inconsistent with the SJCPOA Articles of Incorporation or the general law.