

Bylaws of the San Bernardino Public Employees Association, Inc.

ARTICLE I GENERAL MEMBERSHIP MEETINGS

Section 1. Place of Meetings:

All meetings of the members shall be held in the San Bernardino Public Employees Association offices, 433 North Sierra Way, San Bernardino, California, or such other place as may be designated for that purpose by the Board of Directors.

Section 2 (a). Annual Meetings:

The annual meetings of the members shall be held on the 3rd Tuesday of September in each year unless otherwise specified by the Board of Directors at the hour of 7:30 o'clock p.m. at which time the members shall consider reports of the affairs of the Corporation and transact such other business as may be properly brought before the meeting.

Section 2 (b). Special Meetings:

Special meetings of the members, for any purpose, may be called by the President. The President must call a special meeting of the members when a majority of the seated Board of Directors or ten percent (10%) of the general membership request a special meeting.

Section 2 (b) (1). Quorum:

Five percent (5%) of members entitled to vote, present in person or by proxy, shall be requisite and shall constitute a quorum at all meetings of the members for the transaction of business except as otherwise provided by law, by the Articles of Incorporation, or by these Bylaws. If, however, such majority shall not be present at any meeting of the members, the members entitled to vote there at, present in person shall have the power to adjourn the meeting from time to time, until the requisite amount of votes shall be present. At such adjourned meeting at which the requisite amount of votes shall be represented, any business may be transacted which might have been transacted at the meeting as originally notified. Any action by a majority of the quorum at any meeting is valid as a corporate act.

Section 2 (b) (2). Proxies:

Every person entitled to vote or execute consent as a member shall have the right to do so in person, by personally executed ballot, or by an agent authorized by a written proxy executed by such person or that person's duly authorized agent and filed with the Secretary of the Corporation as specified by this Article and by the Board of Directors. All proxies must be originally marked and signed.

Section 2 (b) (3). Validity of Proxy:

Any proxy duly executed that is not revoked continues in full force and effect until an instrument revoking it or a duly executed proxy bearing a later date is filed with the Secretary of the Corporation; provided that no such proxy shall be valid after the expiration of one month from the date of its execution, unless the person executing it specified therein the length of time for which such proxy is to continue in force, which in no case shall exceed ninety (90) days from the date of its execution. Proxies shall apply only to business conducted at membership meetings; all other business shall be conducted by personal ballot.

Section 2 (b) (4). Filing of Proxies:

Proxies shall be filed with the Secretary of the Corporation or the Secretary's designated representative at a time to be set by the President to be sufficiently in advance of the meeting at which the proxies may be voted to allow verification and tallying of proxies.

Section 3. Notice of Meetings:

Notice of any special meeting of the members shall specify the place, the day and hour of the meeting and, as provided by the Corporations Code of California, the general nature of the business to be transacted.

Notice of special meetings shall be given in writing to members entitled to vote. Such notice shall be sent to the member's address appearing on the books of the Corporation not less than seven (7) days before such meeting.

When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in case of an original meeting. Except as aforementioned, it shall not be necessary to give any notice of the adjournment or of the business to be transacted at an adjourned meeting other than by announcement at the meeting at which such adjournment is taken.

Section 4. Consent to General Membership Meetings:

The transactions of any meetings of members, however called or noticed, shall be as valid as at a meeting duly held after regular call and notice, if a quorum be present.

Section 5. Voting Rights:

Only Regular Members, as defined in Article II, Section 2 of these Bylaws having paid their dues or dues waived for a period of at least thirty (30) days immediately preceding the date of any meeting of members shall be entitled to one (1) vote and shall not have the right to accumulate votes.

ARTICLE II ELIGIBILITY FOR MEMBERSHIP

Section 1.

The following persons are eligible for membership in the Association and shall become members upon acceptance by the Association and receipt of the first month's dues:

(a) Employees of all public agencies represented by the Association and approved by the Board of Directors, including elective and appointive officials. The question of status as a "public agency" shall be decided by the Board of Directors at the time of the first application.

Public agencies represented by the Association are those agencies, which have recognized the Association as the exclusive representative for all matters pertaining to wages, hours and other terms and conditions of employment.

(b) Members in good standing upon retirement from public service and such others as selected by the Board of Directors within the categories enumerated in Section 2 of this Article.

Section 2.

The Board of Directors shall determine the type of membership an eligible applicant or class of applicants may receive. The following are the types of membership:

REGULAR MEMBERSHIP:

Regular Members are members who are employed by a public agency within a representation unit for which the Association is the exclusive bargaining representative. Regular Members are entitled to all the rights and privileges afforded by these Bylaws, including the right to vote and to be heard, and to otherwise fully participate in the activities of the Association. Regular Members are entitled to all services and benefits of the Association. Regular Members are entitled to payroll deduction privileges as negotiated and shall pay full dues as set by the Board of Directors of the Association.

LIMITED MEMBERSHIP:

Limited memberships may be approved for elective and appointive officials in agencies represented by the Association. Limited members shall be entitled to the same services and benefits as Regular Members except that they may not vote or hold office, cannot serve as a Director or Officer, and cannot be a member on any committee, including, but not limited to, an Employee Representative Committee.

CONFERRED MEMBERSHIP:

Conferred members shall enjoy, without paying dues, all privileges of Regular Membership for life with the exception that Conferred Members who are no longer employed by a public agency within a representation unit for which the Association is the exclusive bargaining representative, cannot serve as a Director or Officer, and cannot be a member on any committee, including, but not limited to, an Employee Representative Committee, except as may be provided for elsewhere in this Article.

The Board of Directors shall bestow such membership on an individual basis and may bestow such membership upon each President at the end of his or her first term of office.

HONORARY MEMBERSHIP:

Honorary Memberships may be bestowed upon anyone by a majority vote of Directors present at any regular or special meeting of the Board of Directors. Honorary members shall have all of the privileges of Conferred Members except that they may not vote or hold office and may not be a participant in the blanket death benefit program or any other such program unless provided for by the Board of Directors.

RETIRED MEMBERSHIP:

Upon retiring as an employee of a public agency and while continuing in that status, any member is eligible for retirement membership.

Retired members have no voice or vote and cannot serve as a Director or Officer. Retired members may serve on Committees except that they cannot be members of the Grievance Committee or the Employee Representative Committees. A retired member is so restricted even if he or she is a Conferred Member or was the immediate past president of the Association. Notwithstanding these restrictions, the Board of Directors may appoint a Retired Member to function as a Retiree Coordinator to organize and direct the activities of Retired Members for the benefit of the Association.

A Retired Member may not be a participant in the blanket death benefit program or any other such program unless specifically provided for by the Board of Directors. All other privileges accrue to this membership category. This category will pay dues agreed upon by the Board of Directors. Retired Members' benefits shall terminate upon employment in any public agency covered by San Bernardino Public Employees Association.

ASSOCIATE MEMBERSHIP:

Associate membership is available to public employees who are not members of a bargaining unit represented by the Association only if their employing public agency has at least one bargaining unit that is represented by the Association. Associate membership is not available to employees of public agencies who do not have at least one bargaining unit represented by the Association. Associate Members are eligible for insurance benefits, discounts and other, similar Associational benefits that may be made available to them by the Board of Directors. Associate members have no voice or vote, cannot serve as a Director or Officer, and cannot be a member on any committee, including, but not limited to, the Grievance Committee and the Employee Representative Committees.

Section 3. Membership Dues:

Effective the first pay period of January 2008, membership dues shall be set at nine dollars and twenty-five cents (\$9.25) per pay period for twenty-six (26) pay periods per year. Members whose pay periods per year are other than twenty-six shall pay the same yearly amount equally divided by the number of their pay periods per year.

Section 4. Application for Membership:

Application for membership shall be made in writing on a form prescribed by the Board of Directors. The application shall include such matters as the Board of Directors may determine.

Section 5. A Member May Be Suspended or Expelled for Cause:

Every member, by virtue of such membership, agrees that, in consideration of the rights and benefits conferred upon the member pursuant to the terms of these Bylaws, the member shall be subject to suspension or expulsion for cause.

"Cause" for suspension or expulsion shall include, but shall not be limited to, any of the following acts committed by a member:

1. Violating any provisions of the Bylaws, any lawful Board policy or directive, or any established rules of the Association,
2. Failing to pay dues, fines, assessments, fees, or other financial obligations in a timely manner,
3. Obtaining membership by fraudulent means or by misrepresentation,
4. Unreasonably, unlawfully, or improperly disturbing the peace or harmony of any meeting of the Association or of any of their offices,
5. Embezzling, misappropriating, fraudulently receiving, wrongfully handling, or failing to account for the funds of the Association or any employee benefit fund;

6. Using the name of the Association for soliciting funds or advertising or similar activities, except as expressly authorized by the Board of Directors;
7. Furnishing a complete or partial list of the membership of the Association to any person other than those whose governmental position or Association office or employee benefit fund position entitles them to have a list, without specific authorization in writing from the President of the Association,
8. Deliberately and improperly interfering with any Officer, Director, or representative of the Association in the discharge of his or her official duties,
9. Deliberately engaging in conduct in violation of the responsibility of members toward the Association as an institution;
10. Deliberately interfering with the performance of the legal or contractual rights or obligations of the Association;
11. Engaging in dishonest acts or illegal acts, which involve the Association,
12. Engaging in conduct unbecoming a member of the Association.

Such suspension or expulsion shall be by a majority vote of the members of the Board of Directors provided that a statement of the charges shall have been mailed by registered or certified mail to a member under charge at the member's last reported address, at least fifteen (15) days before the final action is taken thereon. This statement shall be accompanied by a notice of the time when and the place where the meeting is to be held to take action. In the event that the member charged is a member of one or more committees, and the Board determines that it would be in the best interests of the Association that the member charged be placed on administrative leave from such committee(s) until the resolution of the charges, the statement of the charges shall so notify the member of that decision. Such member shall be given the opportunity to present a defense at the time and place mentioned in such notice. Procedures for such proceedings shall be determined at the discretion of the Board of Directors.

ARTICLE III DIRECTORS

Section 1. Powers:

Subject to the limitation of the Articles of Incorporation, the Bylaws and the laws of the State of California as to the action to be authorized or approved by the members, all corporate powers shall be exercised by or under authority of and the business and affairs of this corporation shall be controlled by a Board of Directors.

Section 2 (a). Number of Directors:

The authorized number of Directors of the Corporation shall be twenty-five (25). Of these, fifteen (15) shall be elected from among the members employed by San Bernardino County, by vote of those members, and ten (10) shall be elected from among the members employed by other public agencies by vote of those members.

No more than two (2) Directors may be elected or serve concurrently from the same County department or from other public agencies. The only exception to this rule shall be that if a Director, who is duly elected and seated, either voluntarily or involuntarily transfers or is placed into a department for which there are already two (2) Directors, both of whom have either been duly elected and seated, the transferring Director shall remain in office until the term he/she was elected to expires. Upon expiration of their term they can run for reelection for any vacancy that actually exists on the Board pursuant to all conditions and requirements contained in this Article.

In the event that a candidate for Director, after being elected but before being seated, either voluntarily or involuntarily, transfers or is placed into a department different than the department the candidate was in at the time of election, the transferring candidate may still be seated, based on the number of votes received, so long as there are no more than two (2) Directors being seated from the same County department.

Section 2 (b). Qualifications for Director Candidacy:

Any Regular member who is a member in good standing of the SBPEA is qualified to be a candidate for election to the Board of Director provided that the candidate: (1) has been a member in good standing of the Association for a minimum of one year immediately prior to being nominated; or (2) has been a member in good standing of an employees association that has become part of SBPEA, for a minimum of one year prior to being nominated. Said candidate must be sponsored by no less than fifteen (15) members of the Association who are eligible to vote in the candidate's respective election. Said candidate must be a Regular Member, and in good standing within the meaning of this subsection, at the time of the filing of his or her petition and must have remained a Regular member in good standing up to and including the time that the candidate, if elected, is sworn in and seated on the Board of Directors for the commencement of his or her term of office.

Section 3 (a) (1). Close of Nominations:

Nominations for the Board of Directors shall close not less than 50 or more than 120 days before the day directors are to be elected. No nominations for the Board can be made after the date set for the close of nominations.

Section 3 (a) (2). Election of Directors:

Except as provided in Section 3 (a) (3), below, the members of the Board of Directors shall be elected by ballot from qualified members-at-large as specified in Section 2. Each member eligible to vote shall receive, by conveyance as determined by the Board of Directors, a ballot showing the names of the candidates for which that member may vote. Ballots must be mailed or otherwise returned to the Association offices no later than the close of business on a date determined by the Election Committee. Each voting member shall be entitled to cast no more than one vote for each seat on the Board of Directors up for election. The election results shall be announced on a date to be determined annually by the Board of Directors.

Section 3 (a) (3). Waiver of Election:

If after the close of nominations, the number of people nominated for the Board is not more than the number of Directors to be elected, the Board may, by majority vote, declare that those nominated and qualified to be elected have been elected.

Section 3 (b). Tenure of Directors:

Each Director shall serve a term of three (3) years, beginning on the date of the annual membership meeting when new Directors are sworn to office and ending with the swearing of new Directors at the third following annual membership meeting.

Section 3 (c). Transition to Three Year Terms:

In 2007, and every three years thereafter, five County Directors and four Agency Directors elected pursuant to the terms of these Bylaws will commence a three year term of office as Director. In 2007, three County Directors and one Agency Director will commence a one-time, two year, transitional term of office as Director. In 2008, and every three years thereafter, five County Directors and three Agency Directors

elected pursuant to the terms of these Bylaws will commence a three year term of office as Directors. In 2008, two County Directors and two Agency Directors will commence a one-time, one year, transitional term of office as Director.

In 2009, and every three years thereafter, five County Directors and three Agency Directors elected pursuant to the terms of these Bylaws will commence a three year term of office as Director.

In 2007 and 2008, the determination as to which Directors will serve a transitional term of office, rather than a full three year term of office, will be made as follows: First, the Director positions that were not filled due to an insufficient number of qualified candidates will be selected to have transitional terms of office. If the number of successful candidates exceeds the number of available three year terms, the determination as to which of the newly elected Directors will serve transitional terms of office will be made by holding a lottery in a manner determined by the existing Board of Directors prior to the successful candidates taking their oath of office.

Section 4. Vacancies:

A vacancy or vacancies shall be deemed to exist in case of death, resignation or removal of any Director or when there is an insufficient number of qualified candidates elected. A vacancy may also be deemed to exist in the event that a Director is on a leave of absence from his employment for six months, regardless of the reason(s) for such absence.

A vacancy or vacancies arising in the Board of Directors shall be filled by:

(a) The candidate receiving the next highest number of votes in the prior County or Agency election provided that the candidate had received ten percent (10%) or more of the ballots cast in said election, from the voters for a County vacancy or from Agency voters for an Agency vacancy, or if no person meets this requirement, then the Board of Directors may fill the vacancy by appointment.

(b) Any person who has been a member in good standing for a minimum of one (1) year acquiring member signatures of not less than that number required for nomination or ten percent (10%) of the total qualified ballots cast in the prior election, whichever is greater.

Should there be an insufficient number of qualified applicants elected, the Board of Directors may solicit applications for appointment and may appoint qualified applicants to fill vacant or unfilled seats.

Each Director so appointed shall hold office until a successor is elected as specified in Article III, Section 3(b).

Section 5 (a). Director Removal:

The entire Board of Directors or any individual Director may be removed from office as provided by the Non-Profit Mutual Benefits Corporation Code. As set forth in this section, a Director also may be removed for cause, for absenteeism, by recall, or when the Director is no longer a Regular member in good standing.

Section 5 (b). Director Removal - Absenteeism:

Any Director who is not in attendance at least half of the meeting time of each meeting, whether regular or special, shall be considered absent. Any Director who has been absent from two (2) consecutive meetings or is absent from three (3) meetings, whether regular or special, within a period of six (6) consecutive months, for reasons other than personal illness, illness in the family, vacation or official business may be removed from office by a simple majority of a quorum of Directors at a regular meeting.

Section 5 (c). Director Recall:

Any Board member may be recalled for cause as defined in section 5 (d) of this Article by the General Membership by submitting a recall petition containing the same number of signatures as required for calling a special meeting, signed within thirty days of the submission of the petition. A separate petition is necessary for each Board member sought to be recalled. In addition to the member's signature, a recall petition must contain all of the following information for each member who signs the petition or the signature will not be counted: the member's printed name, the member's employing Agency or County Department, the member's employee identification number or the last four digits of the social security number and the date signed by the member.

The petition shall be submitted to the President of the Corporation who shall direct the Secretary to validate the membership of those names and signatures which appear on the petition. Upon confirmation of the signatures, the President shall thereafter notify the affected Director of the recall petition and shall schedule a special recall election within ninety (90) days, unless a general election is to take place within those ninety (90) days. In that event, it shall be included in the general election.

Section 5 (d). Director Removal - Cause:

Any Director, by virtue of such position, shall be subject to removal from the Board, suspension, or expulsion, for cause.

"Cause" for removal, suspension, or expulsion shall include, but shall not be limited to, any of the following acts committed by a Director:

1. Violating any provisions of the Bylaws, any lawful Board policy or directive, or any established rules of the Association;
2. Failing to pay dues, fines, assessments, fees, or other financial obligations in a timely manner;
3. Obtaining membership by fraudulent means or by misrepresentation;
4. Advocating or attempting to bring about the decertification of the Association or the withdrawal of any member or group of members from the Association, or other similar act;
5. Working in the interest of or accepting membership in any organization dual to the Association;
6. Unreasonably, unlawfully, or improperly disturbing the peace or harmony of any meeting of the Association or of any of their offices;
7. Embezzling, misappropriating, fraudulently receiving, wrongfully handling, or failing to account for the funds of the Association or any employee benefit fund;
8. Using the name of the Association for soliciting funds or advertising or similar activities, except as expressly authorized by the Board of Directors;
9. Furnishing a complete or partial list of the membership of the Association to any person other than those whose governmental position or Association office or employee benefit fund position entitles them to have a list, without specific authorization in writing from the President of the Association;
10. Deliberately and improperly interfering with any Officer, Director, or representative of the Association in the discharge of his or her official duties;
11. Deliberately engaging in conduct in violation of the responsibility of Directors toward the Association as an institution;

12. Deliberately interfering with the performance of the legal or contractual rights or obligations of the Association;
13. Engaging in dishonest acts or illegal acts, which involve the Association;
14. Engaging in conduct unbecoming a Director of the Association, or in acts inimical to the welfare of the Association;
15. Failing to faithfully perform the duties of his or her position, becoming negligent in the performance of the duties of his or her position, or accepting dual compensation of expenses for the performance of duties related to his or her position.

Such removal, suspension, or expulsion shall be by a majority vote of the members of the Board of Directors provided that a statement of the charges shall have been mailed by registered or certified mail to a Director under charge at the Director's last reported address, at least fifteen (15) days before the final action is taken thereon. This statement shall be accompanied by a notice of the time when and the place where the meeting is to be held to take action. Such Director shall be given the opportunity to present a defense at the time and place mentioned in such notice. Procedures for such proceedings shall be determined at the discretion of the Board of Directors.

Section 5 (e). Director Removal - Loss of Qualifying Employment

In the event that a Director is no longer employed by a public agency within a representation unit for which the Association is the exclusive bargaining representative, the position on the Board held by that Director shall be declared vacant; but in the event that the Director's loss of qualifying employment was due to an adverse action taken against the Director by his public employer, the Director's position shall not be declared vacant until after the Director has unsuccessfully exhausted all administrative remedies to challenge his or her removal from qualifying employment and gain reinstatement or until the Association makes a final determination not to represent the Director in that challenge, whichever occurs first.

Section 6. Place of Meeting:

Meetings of the Board of Directors shall be held in the offices of the San Bernardino Public Employees Association, City of San Bernardino, County of San Bernardino, State of California, or such other place as may be designated by resolution of the Board or by written consent of all members of the Board. Any meeting shall be valid, wherever held, if held by the written consent of all members of the Board of Directors, given either before or after the meeting and filed with the Secretary of the Corporation. All regular meetings held at the offices of said Corporation shall be valid without such written consent.

Section 7. Organizational Meetings:

The organization meetings of the Board of Directors shall be held immediately following the adjournment of the annual meeting of the members.

Section 8. Other Regular Meetings:

Regular meetings of the Board of Directors shall be held on the second Tuesday of each month at 7:00 p.m. or such other day and time as designated by the Board.

Section 9. Annual Reports:

The Directors shall cause to be made available to the members at least ten (10) days prior to the annual membership meeting, a balance sheet as of the closing date of each year, together with a statement of income and profit and loss for such year. These financial statements shall be certified to by the President, Secretary, Treasurer or a certified public accountant.

Section 10. Special Meetings:

Special meetings of the Board of Directors for any purpose or purposes shall be called at any time by the President or, if he or she is absent or unable or refuses to act, by any Vice-President or by any two (2) Directors. Written notice of the time and place of special meetings shall be delivered personally to the Directors or sent to each director by letter or by telegram, charges pre-paid, addresses to him or her at his or her address as it is shown upon the records of the Corporation, or if it is not so shown on such records or is not readily ascertainable, at the place at which meetings of the Directors are regularly held. In case such notice is mailed or telegraphed, it shall be deposited in the United States mail or delivered to the telegraph company at the place which the principal office of the Corporation is located, at least forty-eight (48) hours prior to the time of the holding of the meeting. In case such notice is personally delivered as above provided, it shall be so delivered at least twenty-four (24) hours prior to the time of the holding of the meeting. Said mailing, telegraphing, or delivery as above provided shall be due legal and personal notice to such Director.

Section 11. Waiver of Notice:

When all of the Directors are present at any Directors' meeting, however called or noticed, and sign a written consent thereto on the records of such meeting, or, if a majority of the Directors are present, and if those not present sign in writing a waiver of notice of such meeting, whether prior to or after the holding of such meeting, which said notice shall be filed with the Secretary of the Corporation, the transactions thereof are as valid as if had at a meeting regularly called and noticed.

Section 12. Notice of Adjournment:

Notice of the time and place of holding an adjourned meeting need not be given to absent Directors if the time and place be fixed at the meeting adjourned.

Section 13. Quorum:

A majority of the number of seated Directors shall be necessary to constitute a quorum for the transaction of business and the action of a majority of the Directors present at any meeting at which there is a quorum, when duly assembled, is valid as a corporate act provided that a minority of the Directors, in the absence of a quorum, may adjourn from time to time, but may not transact any business.

Section 14.

Each Director shall receive by United States mail at his/her official mailing address, a copy of the tentative minutes when a quorum has been present and duly assembled for a meeting of the Board of Directors. Said copy of tentative minutes shall be included in the Board of Directors agenda packet mailed to each Director for review prior to the next regular Board meeting. In addition, until the adjournment of the next regularly scheduled meeting of the Board of Directors, a verbatim record of the above said meeting shall be maintained at the corporate office for review of any Director.

If an executive session was held, the minutes should so indicate.

Section 15.

The Directors shall have the power to select and remove all the officers, agents, employees of the Corporation, prescribe such powers and duties for them as may be consistent with law, with the Articles of Incorporation, or the Bylaws, fix their compensation and require from them security for faithful service.

Section 16.

The Directors shall have the power to conduct, manage and control the affairs and business of the Corporation, and to make such rules and regulations thereof not inconsistent with law, or with the Articles of Incorporation, or the bylaws, as they may deem best. The Directors shall also have the authority to establish policies and procedures governing Chapters of the Association. Chapters of the Association may maintain their own Bylaws; however, such bylaws may not be inconsistent with, or in conflict with these Bylaws. All Chapters must submit their own bylaws, and any proposed changes to their existing bylaws, to the Association for review and approval by the Board of Directors.

Section 17.

The Directors shall have the power to change the principal office for the transaction of business of the Corporation from one location to another as provided in the Articles of Incorporation; to fix and locate from time to time one or more subsidiary offices of the Corporation within the State of California; to designate any place for the holding of a members' meeting or meetings except annual meetings; and to adopt, make and use a corporate seal.

Section 18.

The Directors shall have the power to borrow money and incur indebtedness for the purposes of the Corporation, and cause to be executed and delivered, therefore, in the corporate name, promissory notes, deeds of trust, mortgages, pledges, hypothecations, or other evidences of debt and securities therefore.

Section 19.

The Directors will cause to be performed at least one (1) annual written evaluation of the General Manager.

**ARTICLE IV
OFFICERS AND STAFF**

Section 1. Officers:

The officers of the Corporation shall be a President, First Vice-President, Second Vice-President, a Secretary a Treasurer and the Immediate Past President. The Corporation may also have, at the discretion of the Board of Directors, such other officers as may be appointed in accordance with the provisions of this article of Bylaws. No person may hold more than one office. All office holders must be members in good standing.

Section 2 (a). Elections:

The officers of the Corporation, except such officers as may be appointed in accordance with the provisions of this article as subordinate officers, shall be chosen by the Board of Directors, and each shall hold office until resigning or shall be removed or otherwise disqualified to serve, or a successor shall be elected and qualified to serve the remainder of the term. All officers shall be determined by a simple majority vote of the Board of Directors.

Commencing in 2007, and in each odd-numbered year thereafter, the two-year term of office for the 1st Vice-President and the Secretary shall commence immediately upon being elected at the September meeting of the Board of Directors following the annual membership meeting. Commencing in 2008, and in each even numbered year thereafter, the two-year term of office for the President, 2nd Vice-President, and Treasurer shall commence immediately upon being elected at the September meeting of the Board of Directors following the annual membership meeting. The President, 2nd Vice-President, and Treasurer who are elected at the September, 2007 meeting of the Board of Directors following the annual membership meeting shall serve a one-time, one-year transitional term of office.

Section 2 (b). Qualifications:

President: no person shall be eligible for election to the Office of President unless said person has served as a member of the Board of Directors for at least three (3) consecutive years immediately preceding his/her election with one (1) of the last two (2) years being as a member of the Executive Committee.

Vice President, Secretary, Treasurer: No person shall be eligible for election to the office of Vice President, Secretary or Treasurer unless said person has served as a member of the Board of Directors for at least two (2) years, one (1) of which must immediately precede his/her election.

In the event that no qualified Board member desires to run for an office, the Board may waive requirements except for the Office of President.

Section 3. Removal and Resignation:

Any Officer, by virtue of such position, shall be subject to removal from his or her office, for cause.

"Cause" for removal shall include, but shall not be limited to, any of the following acts committed by an Officer:

1. Violating any provisions of the Bylaws, any lawful Board policy or directive, or any established rules of the Association;
2. Failing to pay dues, fines, assessments, fees, or other financial obligations in a timely manner;
3. Obtaining membership by fraudulent means or by misrepresentation;
4. Advocating or attempting to bring about the decertification of the Association or the withdrawal of any member or group of members from the Association, or other similar act;
5. Working in the interest of or accepting membership in any organization dual to the Association;
6. Unreasonably, unlawfully, or improperly disturbing the peace or harmony of any meeting of the Association or of any of their offices;
7. Embezzling, misappropriating, fraudulently receiving, wrongfully handling, or failing to account for the funds of the Association or any employee benefit fund;

8. Using the name of the Association for soliciting funds or advertising or similar activities, except as expressly authorized by the Board of Directors;
9. Furnishing a complete or partial list of the membership of the Association to any person other than those whose governmental position or Association office or employee benefit fund position entitles them to have a list, without specific authorization in writing from the President of the Association;
10. Deliberately and improperly interfering with any Officer, Director, or representative of the Association in the discharge of his or her official duties;
11. Deliberately engaging in conduct in violation of the responsibility of Officers toward the Association as an institution;
12. Deliberately interfering with the performance of the legal or contractual rights or obligations of the Association;
13. Engaging in dishonest acts or illegal acts, which involve the Association;
14. Engaging in conduct unbecoming an Officer of the Association, or in acts inimical to the welfare of the Association;
15. Failing to faithfully perform the duties of his or her position, becoming negligent in the performance of the duties of his or her position, or accepting dual compensation of expenses for the performance of duties related to his or her position.

Such removal from office shall be by a majority vote of the members of the Board of Directors, at any executive session, provided that due notice, as determined at the discretion of the Board of Directors, is given to the officer whose removal is proposed.

Any officer may resign at any time by giving written notice to the Board of Directors or to the President, or to the Secretary of the Corporation. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein; the acceptance of such resignation shall not be necessary to make it effective.

Section 4. Vacancies:

A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled in the manner prescribed in the bylaws for regular appointments to such office.

Section 5. President:

The President shall be the chief executive officer of the Corporation and shall, subject to control of the Board of Directors, have general supervision, direction and control of the business and officers of the Corporation. The President shall preside as chairman at all meetings of the members and at all meetings of the Board of Directors. The President shall be an ex-officio member of all standing committees, if any, and shall have the general powers and duties of management usually vested in the office of President of a Corporation, and shall have such other powers and duties as may be prescribed by the Board of Directors or by the Bylaws.

Section 6. Vice-President:

In the absence or disability of the President, the Vice Presidents, in order of their rank as fixed by order of their election, shall perform all of the duties of the President and when so acting, shall have all the powers of, and be subject to all of the restrictions upon the President. The Vice-Presidents shall have such other powers and perform such other duties as from time to time may be prescribed for them respectively by the Board of Directors or the Bylaws. The lowest ranking Vice-President shall serve as parliamentarian and shall insure that all business of the corporation be conducted in accordance with these Bylaws. One Vice-President shall be elected from among those Directors elected from Agency membership and one Vice-President shall be elected from among those Directors elected from County membership.

Section 7. Secretary:

The Secretary shall keep, or cause to be kept, a book of minutes at the principal office or such other place as the Board of Directors may order, of all meetings of Directors and members, with the time and place of holding, whether regular or special, and if special, how authorized, the meetings, the number of members at members' meetings and the proceedings thereof.

The Secretary shall give, or cause to be given, notice of all meetings of the members and of the Board of Directors required by the Bylaws to be given and shall keep the seal of the Corporation in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the Bylaws. In the absence or disability of the Secretary to act, the Board of Directors shall appoint an acting Secretary.

The Secretary shall keep, or cause to be kept, a manual of all policies and procedures adopted by the Board of Directors and shall forward to each Director amendments or additions to those policies and procedures as adopted by the Board.

Section 8. Treasurer:

The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and transactions of the corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital and surplus. Any surplus, including earned surplus, paid-in surplus and surplus arising from a reduction of stated capital, shall be classified according to source and shown in a separate account. The books of account shall, at all reasonable times, be open to inspection by any Director.

The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board of Directors, shall render to the President and Directors, whenever they request it, an account of all of his or her transactions as Treasurer of the financial condition of the Corporation, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or by the Bylaws.

Section 9. The General Manager:

The General Manager shall have the powers and duties of management usually vested in a General Manager, and shall have such other powers and duties as may be prescribed by the Board of Directors or the Bylaws. Within the authority and in the course of duties, the General Manager shall:

(a) When authorized by the Board of Directors, execute, in the name of the Corporation, deeds, conveyances, notices, leases, checks, drafts, bills of exchange, warrants, promissory notes, bonds, debentures, contracts and other papers and instruments in writing, and make such contracts as the ordinary conduct of the Corporation's business may require.

(b) With respect to existing positions and such new positions as the Board of Directors may authorize, to appoint and remove, employ and discharge, and prescribe the duties of all agents, employees, and clerks of the Association in accordance with written Board policy and/or Staff Memorandum of Understanding.

(c) In accordance with established San Bernardino County schedules of salary, administer the compensation of all agents, employees and clerks of the Association on a merit basis or as otherwise specified by the Board of Directors.

ARTICLE V COMMITTEES

Section 1. Executive Committee:

There shall be an executive committee, which shall consist of the officers of the Association. It will meet at the call of the President or upon written request of two (2) members of the executive committee. The executive committee shall have the authority prescribed by the Board of Directors consistent with the Articles of Incorporation and the Bylaws of the Association and the laws of the State of California.

Section 2. Other Committees:

The Board of Directors or the President may establish such other committees as may be necessary. Appointments to other committees are subject to approval by a majority of the Board of Directors. No Director who is a relative in the first degree, by blood or marriage, to any member of the Association Staff shall sit on the Personnel Committee. Such Directors shall be excluded from any and all Board of Directors and Executive Committee discussions concerning personnel matters.

Section 3. Grievance Committee

The Grievance Committee shall have the responsibility of receiving, reviewing, considering and, when appropriate, authorizing representation to a member or represented unit employee who submits desires to pursue a grievable dispute with his or her employer or to challenge a disciplinary action taken against the employee, including an appeal of an involuntary termination from employment. The Grievance Committee shall make the decision as to whether the Association is to submit the grievance or appeal. The Grievance Committee shall evaluate each case on its individual facts and circumstances and shall make a decision regarding coverage based on the following criteria:

- (a). The merits of the grievance or appeal;
- (b). The reasonable likelihood of a favorable decision on the issues presented; and,
- (c). The impact, if any, on the membership as a whole in the event the Association was to achieve a favorable or unfavorable decision on the issues presented.

All decisions of the Grievance Committee are final except that decisions regarding whether or not the Association should represent the employee in arbitration or in a hearing on the issue of whether the employee was terminated from employment for good or just cause may be appealed to the Board of Directors. The appeal shall be submitted in writing to the Board of Directors and shall contain a statement of the nature of the grievance or appeal, and any other matter the employee desires to bring to the attention of the Board. The employee shall submit the appeal within 15 days from the date he or she is first advised of the Grievance Committee's decision or disposition of the grievance or appeal.

The Board shall consider the appeal at the next regularly scheduled Board meeting. The Board shall treat the appeal as either a request for a review or a request for reconsideration. The employee may address the Board on the issue and submit additional documentation or evidence, however, there will be no taking of testimony or calling of witnesses. No attorneys or lay representatives for the employee shall be allowed at the meeting. The Board shall advise the member of its decision within 30 days from the date of its meeting. The decision of the Board shall be final and binding, there shall be no further appeal taken. Any member who does not appeal to the Board the decision or disposition of the Grievance Committee, as provided above, shall be deemed to have acquiesced in and agreed to said decision or disposition.

The Grievance Committee shall also hear requests to initiate civil litigation on behalf of the Association and/or employees represented by the Association.

ARTICLE VI BOOKS AND RECORDS

Section 1. Records:

The Corporation shall maintain adequate and correct records, books, and accounts of its business and properties. All of such books, records and accounts shall be kept in its principal place of business in San Bernardino County, State of California, as fixed by the Board of Directors from time to time.

Section 2. Inspection of Books and Records:

Books and records shall be open to inspection of the Directors and members in the manner provided in the Non-Profit Mutual Benefits Corporation Code.

Section 3.

The original or copy of these Bylaws, as amended and otherwise altered to date, certified by the Secretary, shall be open to inspection by the members of the Association, as provided in Section 502 of the Corporations Code of California.

Section 4. Checks, Drafts, etc.:

All checks, drafts or other orders for payment of money, notes or other evidence of indebtedness, issued in the name of or payable to the Corporation, shall be signed or endorsed by such person or persons and in such manner as shall be determined from time to time by resolution of the Board of Directors. All persons authorized to make such signatures or endorsements shall be bonded in an amount not to exceed total assets of the Corporation.

Section 5 (a). Contracts, etc. - How Executed:

The Board of Directors, except as in the Bylaws otherwise provided, may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the Corporation. Such authority may be general or confined to specific instances. Unless so authorized by the Board of Directors, no officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement, or to pledge its credit, or to render it liable for any purpose or to any amount.

Section 5 (b). Agreement/Contract Regarding Independent Status:

The Board of Directors may make a recommendation regarding a change in the independent status of the San Bernardino Public Employees Association at a specific general membership meeting held expressly for that purpose. Any vote shall be conducted by a mail ballot, which shall be sent to all members in good standing. No change in status shall be approved unless affirmed by a simple majority of those members

voting in said election; provided, however, that two-thirds of all members in good standing must vote in any such election called for and held pursuant to this Section.

Section 5 (c). Distribution:

In the event of dissolution, affiliation, liquidation, or other similar action regarding the Association, whether voluntary or involuntary, the assets, property, books, and records of San Bernardino Public Employees Association shall, after all debts and liabilities have been paid, be distributed and paid over equally to all members of the San Bernardino Public Employees Association.

Section 6. Minutes of Meetings:

The minutes of meetings of the Board of Directors and notices of official business and activity of the Association shall be recorded and after minutes have been approved by the Board, copies shall be supplied made available to all Employee Representatives Committee members and members as expeditiously as possible.

**ARTICLE VII
CORPORATE SEAL**

The corporate seal shall be circular in form and shall have inscribed thereon the name of the Corporation, the date of its incorporation, and the word "California."

**ARTICLE VIII
AMENDMENTS TO BYLAWS**

Section 1. Amendments:

New bylaws may be adopted or these bylaws may be repealed or amended by the members.

Section 2. Powers of Directors:

The Board of Directors may adopt, amend or repeal any bylaw for submission to the members. Such bylaw shall not become effective until approval by a majority of the members voting in a General or Special meeting or by mail ballot.

Section 3. Record of Amendments:

Whenever an amendment or a new bylaw is adopted, it shall be copied in the Book of Bylaws with the original bylaws, in the appropriate place. If any bylaw is repealed, the fact to repeal with the date of the meeting at which the repeal is enacted or written assent was filed shall be stated in said book.

**ARTICLE IX
EMPLOYEE REPRESENTATIVE COMMITTEES**

Section 1. Duties of Employee Representatives:

Employee representatives of the County, Agencies or Special Districts shall be appointed or elected in accordance with their chapter's bylaws; or, if no chapter bylaws exist, by appointment from their County Department/Chapter/Agency/Special District membership. An employee representative must, at all times, be a member in good standing of the Association.

Employee representatives shall receive training, by SBPEA staff, which shall be determined by the staff representative assigned to that specific Chapter/Agency/Special District. Employee representatives, by virtue of volunteering for this position, shall be obliged to participate in said training to the best of their ability.

Section 2.

Employee Representative Committees, one for County and one for Agency members, may be organized to assist in the coordinating activities between the Board of Directors and individual members or groups within the Association.

These committees shall serve as clearing houses to promote information between the various groups, consider timing and priorities, and assist in the advancement of the goals of the Association. They shall consider issues of interest to employees and the Chairperson shall report findings to the Board of Directors for such action as may be appropriate, and perform other actions as requested by the Board of Directors.

Section 3 (a). Elections:

If an election is held for Employee Representative Committee members, staff assistance in the balloting and counting of ballots shall be provided as needed. Candidates with the highest number of votes shall be certified as the primary representative. The candidate(s) receiving the next highest number of votes shall be certified as alternate/representative(s). Newly elected/volunteer representatives shall take office at the next Employee Representative Committee meeting following their certification.

Section 3 (b): Validation:

Employee Representative Committee member appointments shall be validated by the Secretary of the Corporation and approved by the Board of Directors pursuant to Article V, Section 2 of these Bylaws.

Any Employee Representative, by virtue of such position, shall be subject to removal from his/her position, suspension, or expulsion, for cause.

"Cause" for removal, suspension, or expulsion shall include, but shall not be limited to, any of the following acts committed by an Employee Representative:

1. Violating any provisions of the Bylaws, any lawful Board policy or directive, or any established rules of the Association;
2. Failing to pay dues, fines, assessments, fees, or other financial obligations in a timely manner;
3. Obtaining membership by fraudulent means or by misrepresentation;
4. Advocating or attempting to bring about the decertification of the Association or the withdrawal of any member or group of members from the Association, or other similar act;
5. Working in the interest of or accepting membership in any organization dual to the Association;
6. Unreasonably, unlawfully, or improperly disturbing the peace or harmony of any meeting of the Association or of any of their offices;
7. Embezzling, misappropriating, fraudulently receiving, wrongfully handling, or failing to account for the funds of the Association or any employee benefit fund;

8. Using the name of the Association for soliciting funds or advertising or similar activities, except as expressly authorized by the Board of Directors;
9. Furnishing a complete or partial list of the membership of the Association to any person other than those whose governmental position or Association office or employee benefit fund position entitles them to have a list, without specific authorization in writing from the President of the Association;
10. Deliberately and improperly interfering with any Officer, Director, or representative of the Association in the discharge of his or her official duties;
11. Deliberately engaging in conduct in violation of the responsibility of Employee Representatives toward the Association as an institution;
12. Deliberately interfering with the performance of the legal or contractual rights or obligations of the Association;
13. Engaging in dishonest acts or illegal acts, which involve the Association;
14. Engaging in conduct unbecoming an Employee Representative of the Association, or in acts inimical to the welfare of the Association;
15. Failing to faithfully perform the duties of his or her position, becoming negligent in the performance of the duties of his or her position, or accepting dual compensation of expenses for the performance of duties related to his or her position.

Such removal, suspension or expulsion shall be by a majority vote of the members of the Board of Directors provided that a statement of the charges shall have been mailed by registered or certified mail to an Employee Representative under charge at the Employee Representative's last reported address, at least fifteen (15) days before the final action is taken thereon. This statement shall be accompanied by a notice of the time when and the place where the meeting is to be held to take action. Such Representative shall be given the opportunity to present a defense at the time and place mentioned in such notice. Procedures for such proceedings shall be determined at the discretion of the Board of Directors.

Section 4.

In the event of a vacancy on the Employee Representative Committee, the alternate shall succeed the representative. In the event there is no alternate, a new representative shall be chosen pursuant to Section 3 (a) of this article.

Section 5.

A Board member of the Association shall be the Chairman of all meetings of the Employee Representative Committee.

Section 6.

The Employee Representative Committee shall meet on such dates and in such places as may be designated for that purpose from time to time by the Board of Directors.

ARTICLE X PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order, Revised, shall govern meetings in this Association in all cases to which they are applicable and in which they are not inconsistent with these Bylaws, the Articles of Incorporation or the laws of the State of California.

ARTICLE XI COUNTY CONTRACT RATIFICATION VOTE

Only members who have paid their dues or had their dues waived for a period of at least 30 days immediately preceding the ballot date may vote in the ratification process.

CERTIFICATE OF SECRETARY

I, the undersigned, do hereby certify:

- (1) That I am the duly elected Secretary of San Bernardino Public Employees Association, a California Corporation; and
- (2) That the foregoing bylaws were adopted at a general membership meeting duly held on September 18, 2007.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of said corporation this 18th day of September 2007.

Robert (Mike) Yandell, Secretary