

**YOLO COUNTY
CORRECTIONAL OFFICERS
ASSOCIATION**

BY-LAWS

Adopted July 1, 1987
Revised and Renumbered February 21, 1990

I. NAME

This Association shall be known as the Yolo County Correctional Officer's Association.

II. CORPORATION

This Association is a nonprofit mutual benefit corporation organized under the Non profit Mutual Benefit Law, California Corporations Code.

III. PURPOSE AND OBJECTIVE

The purpose of this corporation is, as a labor organization, to:

- A. Provide for the common welfare of the members through the fostering of concordant labor relations with the County of Yolo and the Yolo County Sheriff's Office.
- B. Provide and promote a bond of fraternity between the members of the corporation through charitable, educational and recreational endeavors;
- C. Promote professionalism in the field of corrections;
- D. Represent the members of the corporation in all matters of wages, hours, and terms and conditions of employment;
- E. Encourage, contribute to, and promote the protection of the community; and
- F. Accrue monies to offset the costs of professional assistance required to accomplish these objectives and purposes.

IV. MEMBERSHIP

Section 1: Eligibility for Membership. Every regularly employed employee of the County of Yolo represented by the Association pursuant to the Yolo County Employer-Employee Relations Policy shall be eligible for membership. "Regularly employed" shall include permanent, provisional, probationary and extra-help employees who are employed in a full-time status. *(Revised: 2/21/90)*

Section 2: Active Membership. An active member is any person qualified by this Article, Section 1, whose name appears on the Treasurer's roll of membership as having paid membership dues to the organization. Active membership commences upon the first payment of dues. All active members shall have the privilege of holding office in, voting and/or sharing or participating in the affairs or benefits of this corporation, provided that they shall not be delinquent in payment of accrued dues.

Section 3: Non-discrimination. There shall be no discrimination or restriction on membership

because of race, color, creed, national origin, sex, age, religion, citizenship or physical handicap.

Section 4: Honorary Membership. Any member who retires from the County of Yolo shall automatically become an honorary member. Any reputable person may become an honorary member of this Association upon the majority vote of the Board of Directors, upon such limitations as are designated by the Board, but such honorary member shall not be entitled to hold any office or vote on matters concerning this corporation.

Section 5: Associate Membership. Associate members of this Association shall consist of County employees who are not employed in the classifications eligible for active membership. Associate membership is dependent upon the payment of monthly dues to the Association in order to secure the benefits of the Association including representation for grievance and disciplinary issues. However, no Associate Member dues shall be used for bargaining representation. Associate Members shall have no right to vote on any Association business or be eligible to hold any office in the Association. Associate Members may attend Association meetings and functions open to members. Associate Members must receive a majority vote of the membership present when his/her application for membership is voted upon.

A. Associate Membership can be terminated at any time by the Board of Directors.

Section 6: Termination of Membership.

- (a) The membership and all rights of membership shall automatically terminate on the occurrence of any of the following causes:
 - (1) The voluntary resignation from membership;
 - (2) The voluntary resignation of employment by the member from the County of Yolo;
 - (3) The death of the member;
 - (4) Where the Board of Directors, in its discretion and with the concurring approval of two-thirds (2/3) of the voting membership of the Association, conclude that the continued membership of any member of this Association would be detrimental to the aims or purposes of the Association.
- (b) The membership of any member of the Association shall automatically terminate on such member's written request for such termination delivered to the President or Secretary of the Association personally or deposited in the United States Mail, postage prepaid.
- (c) The Board, in its discretion and with the concurring approval of two-thirds (2/3) of the voting members of this Association, may revoke the membership of any member of the Association and such membership shall automatically then terminate, provided the member was given both a fifteen (15) days prior written notice of the termination stating the reasons therefore and the timely opportunity to be heard on the matter of the termination. The notice shall be given personally to such member or be sent by first class mail or registered mail to the last address of such member as shown on the records of the corporation. The opportunity to be heard may, at the election of such member, be oral or in writing and shall occur not less than five (5) days before the effective date of the termination.
- (d) The rights of a member in the Association and its property shall cease on termination of such membership. Termination shall not relieve the member of any obligation for charges incurred, services or benefits actually rendered, dues, assessments, or fees arising from contracts or otherwise. The Association shall retain the right to enforce

any such obligation or obtain damages for its breach and any member whose membership is terminated by revocation shall have no claim against the Association, its officers or members for any benefits or accruals that may be alleged to exist.

Section 6: Transfer of Membership. Neither the membership in the corporation nor any rights in the membership may be transferred or assigned for value or otherwise.

V. OFFICERS AND DIRECTORS

Section 1: Corporate Powers. The executive and administrative power of the corporation shall be vested in a Board of Directors which shall consist of seven (7) Directors. The activities and affairs of the corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board. The Board of Directors shall have all powers necessary to carry out all purposes of the Corporation.

Section 2: Election of Directors. Directors shall be elected at the general membership meeting held for this purpose in December of each year.

- (a) Nomination and Election: Nominations shall be by the general membership. Election shall be by secret ballot by write-in vote from a list of the nominees, on a ballot prepared by the Secretary for this purpose. The President shall appoint a committee of three (3) members, including the current Secretary, who shall collect and open each ballot separately and tally the same. The results of the election shall be announced to the membership prior to the conclusion of the meeting.
- (b) Term of Directors: Four (4) directors shall be elected in even-numbers years and three (3) directors shall be elected in odd numbered years. The term of each director shall be for two (2) years. Terms of newly elected directors, other than those appointed to fill vacancies, commence on January 1 following their election. *(Revised: 2/21/90)*
- (c) Election of Officers: At the meeting of the Board of Directors immediately following the regular election of new Directors, the Board shall elect from its members by democratic process a President, Vice-President, Secretary and Treasurer.
- (d) Term of Officers: The term of each officer shall be for one (1) year. *(Revised: 2/21/90)*
- (e) Vacancies: In the event of the resignation of a Director, a simple majority of the remaining Directors will be sufficient to appoint another member to complete the remainder of the unexpired term.
- (f) Recall: Members of the Association that are entitled to vote may recall any elective or appointive officer by submitting in writing, a petition signed by not less that twenty percent (20%) of the members of the Association, requesting that the named officer or officers be removed from office. The petition shall be submitted to the Board of Directors and upon receipt thereof, the President shall appoint a committee of not less that three (3) voting members, not more than two (2) of whom signed the petition. The committee shall, within three (3) days of its creation, prepare a secret ballot to be distributed to all voting members. The ballot shall contain the name of the officer who is being subjected to recall, his office, and the writing: "Shall the above-named officer be recalled? Yes_No_." The committee shall collect all secret ballots and, in the presence of each other and the President of the Association and

one (1) member elected by the officer subjected to the 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 Association shall vote in the affirmative.

Section 3: Duties of Officers.

- (a) **President:** It shall be the duty of the President of the Association to:
 - (1) Preside over all meetings of the Board of Directors as Chairman.
 - (2) Act as spokesperson for the Board of Directors in all matters upon which the Board is authorized to act.
 - (3) Make a report of his/her and the Board of Director's meetings and activities at each general or special meeting of the membership of the Association.
 - (4) With the concurrence of the majority of the Board of Directors, to represent the Association in matters affecting the general membership or any particular member concerning general or specific matters regarding labor relations in any way connected with employment with the County of Yolo, where the welfare of the members of the Association or the Association itself is involved including the presentation of proposals concerning working conditions or conflicts to the Sheriff of Yolo County, the County Administrative Officer or the CAO's representative, or the Yolo County Board of Supervisors. In no case shall the President, or any other Association officer, director or member, meet with the Sheriff, the County Administrative Officer, or the CAO's representative and discuss Association business without at least one (1) other Association officer or director or the Association's legal counsel being present.
 - (5) Make appropriate appointments and establish appropriate committees.
- (b) **Vice-President:** It shall be the duty of the Vice-President of the Association to:
 - (1) Serve as Vice-Chairman of the Board of Directors, and to act as President Pro Tem during the absence of the President.
 - (2) Contact all new Correctional Officers of the Department and explain the requirements for eligibility for membership, the objectives of the Association, how they may become members of the Association, and shall explain to all new members their duties and obligations to the Association.
 - (3) Perform such other duties as are delegated to him/her by these By-laws or the President.
- (c) **Secretary:** It shall be the duty of the Secretary to:
 - (1) Maintain all books and records of this Corporation.
 - (2) Prepare and log the 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 within three (3) days following a meeting.

- (3) Acknowledge all correspondence and maintain copies of all acknowledgements.
- (4) Post notices of all general and special meetings of the Association stating, as 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 this Association.
- (6) The President of the Association may designate other duties and functions to the Secretary.
- (d) Treasurer: It shall be the duty of the Treasurer to:
 - (1) Collect and receive all income to this Corporation, whether by initiation fees, dues, donations, or any other manner whatsoever.
 - (2) Maintain the account books of this Association.
 - (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 Corporation 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:
 - Cash assets
 - Depository of cash assets
 - Income received since last financial report
 - Source of income
 - Nature and extent of disbursements
 - (6) Have the Corporation'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 the Treasurer.
 - (7) Insure that all accounts are properly designated and that there shall be no commingling of personal or non-Corporate assets with the assets of the Corporation.
- (e) Appointive Officers and Committees: The President may designate such appointive officers and establish such committees as he deems in the best interest of the Association, and the same shall serve at the pleasure of the President of the Association. The appointment of officers to office, as well as dismissal, and the establishment or disestablishment of committees must be in concurrence of a majority of the Board of Directors. Dismissal of an appointive officer can be for any cause whatsoever and need not be for dereliction of duty or malfeasance in office. The vacancy of any appointive office may be filled by the President in the same manner as an original appointment. The term of office of all appointive officers shall expire upon the installation of a new President and in no event shall an appointive officer hold his office for more than two (two) years unless he is reappointed into office. The President shall be an ex officio member of all committees.

Section 4: Board Duties: Generally.

- (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 legal counsel or other professional assistance.
- (b) Emergency Action: The Board 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 Association, unless otherwise stated by these By-laws.
- (c) Members Best Efforts: Each member of the Board of Directors shall be familiar with the Articles of Incorporation and the By-laws of this Corporation, and each member shall devote his/her energies to promote the purpose of this Corporation. *(Renumbered: 2/21/90)*
- (d) Voting: All elective officers of this Association shall be entitled to vote on any matters concerning this Association. *(Renumbered: 2/21/90)*
- (e) Standing Rules: The Board of Directors shall have the authority to promulgate standing rules to effectuate the orderly development of the Association. *(Renumbered: 2/21/90)*

VI. FISCAL RESPONSIBILITY

Section 1: Fiscal Soundness. The Board of Directors shall be responsible for maintaining the fiscal soundness of this Corporation. They shall endeavor, to the best of their ability, to maintain the expenses of the Corporation within the limits of its income and shall, at all times, adhere to the Corporation's budget. *(Renumbered: 2/21/90)*

Section 2: Fiscal Planning. It shall be the duty of the Board of Directors to conduct the fiscal affairs of the Corporation in such a manner so as to anticipate reasonable emergency expenditures not provided for in the budget, and to provide a savings account reserve fund to meet there emergencies. *(Renumbered 2/21/90)*

Section 3: Budget Preparation. It shall be the duty of the members of the Board of Directors not subject to election at the December general membership meeting to prepare a proposed annual budget for the ensuing fiscal year for discussion at the December meeting of the Board of Directors. *(Renumbered: 2/21/90)*

Section 4: Fiscal Year. The fiscal year shall commence January 1 and end on December 31 of each year. *(Renumbered: 2/21/90)*

Section 5: Adoption of Budget. The new Board of Directors at a 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 Association. *(Renumbered: 2/21/90)*

Section 6: Challenge of Budget. Such budget shall be effective unless twenty percent (20%) of the membership challenges it by petition within two (2) weeks following the special budget meeting in which case a special meeting of the general membership shall be called within fifteen (15) days of the date the petition is presented to the President. At that meeting, the membership shall consider the budget adopted by the Board and either adopt it or modify it as it sees fit and adopt it as modified. *(Renumbered: 2/21/90)*

Section 7: Deficit. If, in any fiscal year, there is a deficit in regard to any budget item, a majority of the Board may, if there are adequate reserve funds, vote to increase the budget for any single item; but not to exceed \$200.00, and, in no case, to exceed the reserve fund of the Corporation to meet the budget deficit. If additional monies are required to meet a budget deficit, a special meeting of the Corporation must be called, and the notice shall state the purpose of the meeting. *(Renumbered: 2/21/90)*

Section 8: Emergency Expenditures. A majority of the Board of Directors may expend a sum, not to exceed \$1,000.00, to meet a non-budget emergency expenditure of the Corporation, provided that said expenditure must not exceed the surplus funds of the Corporation. In such cases, a special finding shall be made and shall be recorded in the minutes that such expenditure is in the best interest of the Corporation. *(Renumbered: 2/21/90)*

Section 9: Budget Expenditures. The Board of Directors shall at all times be authorized to approve the allocation of any sum falling within the adopted budget. *(Renumbered: 2/21/90)*

VII. VOTING

Section 1: Voting Rights. This is a membership organization having but one class of membership for purposes of voting and transaction of corporation business. Each active member has equal voting rights.

Section 2: Voice Vote. All voting or balloting by this Corporation shall be by voice vote only, except in the case of amendment to the By-laws, election or recall of officers, or in such other matters as are deemed appropriate by a majority of the members present.

Section 3: Secret Ballots. When a voice vote is not permitted pursuant to the preceding section, a secret ballot shall be used. Secret ballots shall be prepared by the Secretary with the assistance of the President. It shall be the duty of the Secretary to distribute the ballot to every eligible voting member in attendance.

Section 4: Ballot Receipt. The President may require that each secret ballot be receipted for and each ballot placed in a plain envelope signed by each member.

Section 5: Mail Ballots. A mail ballot may be designated by the Board of Directors where deemed appropriate. When a mail ballot is utilized, a minimum of five (5) days shall be allowed for the members to submit their completed ballots. Ballots attached to paychecks and deposited in a ballot box shall be considered mail ballots.

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 members, in addition to the Secretary, both of whom 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 certified. Thereafter, the ballots shall be destroyed. The vote summary shall become a permanent record of the Corporation.

Section 7: Proxies. Proxy votes are only permitted when written ballots are used and the voting is done at special or general membership meetings. In the future if a mail ballot process is utilized including returning ballots by mail no proxies will be allowed. Proxy votes will be allowed only where the issuer of the proxy is unable to attend a general or special membership meeting because of being "on duty" or "sick" or on "vacation" status. Proxy votes shall only be accepted and carried by a Director (as defined in Section V – Officers and Directors)

VIII. BOARD MEETINGS

Section 1: Regular Meetings. The Board shall meet once a month for the purpose of administering the affairs of the corporation. A regular time and place of the meeting shall be set by the Board. Except for special meetings, no notice to the membership shall be required.

Section 2: Special Meetings. Special meetings of the Board may be called by the President or any two (2) Directors. Special meetings shall be held on four (4) days notice by first class mail, postage prepaid, or on forty-eight (48) hour notice delivered personally or by telephone. Notice of the special meeting need not be given to any Director who signs a waiver of notice or a written consent or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting prior thereto or at its commencement the lack of such notice to such Director. All such waivers, consents and approvals shall be filed with the corporate records or made part of the minutes of the meeting.

Section 3: Action without Meeting. Any action required or permitted to be taken by the Board may be taken without a meeting, if all members of the Board individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Action by written consent shall have the same force and effect as the unanimous vote of the Directors.

Section 4: Quorum. Four members, including the President or the Vice-President acting in his place, of the Board of Directors shall constitute a quorum of the Board of Directors.

Section 5: Voting. A majority vote of a quorum of the Board of Directors shall govern.

Section 6: Minutes. Minutes shall be kept by the Secretary of all Board meetings.

Section 7: Agenda. The Board of Directors shall adhere to the following agenda at each meeting:

- (a) Roll call
- (b) Minutes of the previous meeting
- (c) Reports by officers
- (d) Committee reports
- (e) Old Business
- (f) New business
- (g) Any matter which any Director wishes to bring up before the Board.
- (h) Any matter which any member wishes to bring up before the Board.
- (i) Designation of the next meeting date and adjournment.

Section 8: Representation. The Board of Directors shall select representatives or delegates to attend organizational functions which are deemed relevant to the purpose of the Association.

Section 9: Attendance. The office of Director shall be deemed vacant if any Director is absent for three (3) consecutive Board Meetings, unless his absence is excused by a majority vote of the Board of Directors.

IX. MEMBERSHIP MEETINGS

Section 1: General Meetings. There shall be at least two (2) general meetings in each year on the dates selected by the President of the Association. The mandatory meetings are as follows:

- (a) Installation of new officers (January)
- (b) Election of officers (December)

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 and posted by the Secretary not less than fifteen (15) days prior to the meeting.

Section 3: Quorum. A quorum shall exist when a properly noticed general meeting is called to order, a roll call has been made, and a least one-third (1/3) of the voting members are in attendance, in person or by proxy. In the absence of a quorum, the only business which may be transacted is an act of adjournment.

Section 4: Order of Business. The order of business for all general meetings of the Association shall be as follows:

- (a) Call to order
- (b) Roll call.
- (c) Minutes of last meeting.
- (d) Report of the President.
- (e) Report of the Vice-President
- (f) Report of the Treasurer.
- (g) Report of committees.
- (h) Old business.
- (i) New business.
- (j) Any matter concerning the Association which any member wishes to bring up.
- (k) Adjournment.

Section 5: Rules of Procedure. Robert's Rules of Order (Revised) shall govern the rules of procedures of the Association.

Section 6: Special Meetings. Special meetings of the Association may be called by the President of the Association as he deems necessary. Written notice shall be mailed to each member no less than seven (7) days prior to the meeting, stating the time, place and subject of each special meeting. The President may call a special meeting within fourteen (14) days after receiving a request for such a meeting signed by at least twenty percent (20%) of the voting membership.

Section 7: Emergency Meetings. Emergency meetings may be called by the Board of Directors as they deem necessary. The Board shall endeavor to contact all members, by any means available, to advise the members of the time, place and purpose of the meeting.

Section 8: Responsibilities of Members. It shall be the responsibility of all member to attend all general and special membership meetings and to keep themselves informed regarding the proceedings of all membership meetings.

X. DUES

Section 1: Initiation Fee. No initiation fee shall be required of any regular active member.

Section 2: Dues. Dues of this Association shall be established by the Board of Directors and approved by a majority vote of the general membership. The dues shall be payable by pay-roll

deduction payable to the Association. It shall be the responsibility of each member to sign the proper forms with the County to allow pay-roll deduction.

Section 3: Dues Offset. Dues may be offset either partially or totally by other sources of revenue generated by the Association at the discretion of the Board of Directors.

Section 4: Assessment. Assessments on the members of this Association shall be permitted only after a regularly noticed special meeting has been held for this purpose. A two-thirds (2/3) vote of the members present shall determine whether the assessment is levied, provided that a quorum must be present.

Section 5: Avoidance. Dues plus any other assessment shall be payable as required by the Board of Directors, but a member upon notice of the 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 6: 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 Association, nor shall they have the privilege of voting. The Board of Directors shall have discretionary power to waive such delinquency upon the payment of all delinquent dues and assessments.

Section 7: Past Dues. Any new employee eligible for membership who fails to enroll in the Association within sixty (60) days from date of hire as a permanent employee, or any member who withdraws from the Association and seeks reinstatement, shall be liable for past dues. Such amount shall be determined by the Board of Directors. For good cause, the Board of Directors may waive the requirement of payment of past dues. *(Added: 2/21/90)*

Section 8: Associate Members Dues: Dues for Associate Members shall be established by the Board of Directors. The dues shall be payable by pay-roll deduction payable to the Association. It shall be the responsibility of each Associate Member to sign the proper forms with the County to allow pay-roll deduction.

XI. AMENDMENTS

Section 1: Amendment or Repeal. These by-laws may be amended, modified, changed, or repealed in whole or in part, by a two-thirds (2/3) vote of the eligible voting membership of the Association in accordance with these by-laws, provided that notice of these proposed amendments, modifications, changes or repeals must be furnished personally to each member of the Association prior to the balloting.

(Titles VII, VIII, IX, X, and XI renumbered 2/21/90)