

# Placer Public Employees Organization

## CONSTITUTION and BYLAWS



Original Bylaws Created \_\_\_\_\_

Amendments approved by the Board \_\_\_\_\_

Amendments adopted by vote of the membership \_\_\_\_\_

Amendments approved by the Board \_\_\_\_\_

Original Constitution Created \_\_\_\_\_

Adopted by membership \_\_\_\_\_

## **Table of Contents**

<b>CONSTITUTION .....</b>	<b>3</b>
<b>Article I – Name of Organization .....</b>	<b>3</b>
<b>Article II – Purposes of Organization.....</b>	<b>3</b>
<b>Article III – Membership .....</b>	<b>3</b>
<b>Article IV – Officers and Directors .....</b>	<b>4</b>
<b>Article V – Authority .....</b>	<b>4</b>
<b>Article VI – Recall Procedures .....</b>	<b>5</b>
<b>Article VII – Dues .....</b>	<b>5</b>
<b>Article VIII – Meetings .....</b>	<b>6</b>
<b>Article IX – Robert’s Rules of Order .....</b>	<b>6</b>
<b>Article X – Amendment.....</b>	<b>6</b>
<b>Article XI – Effective Date .....</b>	<b>6</b>
<b>BYLAWS .....</b>	<b>1</b>
<b>Article I – Name .....</b>	<b>1</b>
<b>Article II – Principal Offices.....</b>	<b>1</b>
<b>Article III – Purpose.....</b>	<b>1</b>
<b>Article IV – Membership and Qualifications .....</b>	<b>2</b>
<b>Article V – Dues .....</b>	<b>3</b>
<b>Article VI – General Organization .....</b>	<b>4</b>
<b>Article VII – Officers.....</b>	<b>4</b>
<b>Article VIII – Board of Directors .....</b>	<b>9</b>
<b>Article IX – Committees.....</b>	<b>10</b>
<b>Article X – Meetings.....</b>	<b>11</b>
<b>Article XI – Finance .....</b>	<b>13</b>
<b>Article XII – Elections and Voting .....</b>	<b>14</b>
<b>Article XIII – Expulsion and Suspension .....</b>	<b>16</b>
<b>Article XIV – Recall of Officers or Directors .....</b>	<b>17</b>
<b>Article XV – Vacancies .....</b>	<b>18</b>
<b>Article XVI – Quorum.....</b>	<b>18</b>
<b>Article XVII - Limitations.....</b>	<b>19</b>
<b>Article XVIII - Amendments .....</b>	<b>19</b>
<b>Article XIX - Savings Clause .....</b>	<b>20</b>

# **CONSTITUTION**

## **Article I – Name of Organization**

This organization shall be known as the Placer Public Employees Organization (“PPEO” or “Organization”). The PPEO is a nonprofit mutual benefit corporation organized and existing under the nonprofit mutual benefit corporation law of the State of California.

## **Article II – Purposes of Organization**

The purposes of the Organization are:

- (1) to represent in their employment relationship with Placer County and its divisions and departments the public employee classifications in the General and Professional bargaining units;
- (2) the betterment through negotiation and agreement with Placer County of employment conditions for the public employees of all public agencies within the County of Placer;
- (3) to promote the fundamental principles of good government in accordance with the laws of the County of Placer and the State of California;
- (4) to establish, where appropriate, legislative and political programs and goals consistent with the purposes of the Organization.

## **Article III – Membership**

### **SECTION 1**

The regular membership of the Organization shall consist of permanent employees in classifications assigned to the Placer County General and Professional bargaining units.

### **SECTION 2**

The Organization may appoint honorary members to its membership, boards, or committees, based on criteria established by the Board of Directors. Honorary members shall not pay dues and shall have no voting or other rights in the Organization.

The Placer Public Employees Organization shall have no restrictions on membership based on race, color, creed, national origin, relation, religion, sex, sexual preference or disability.

## **Article IV – Officers and Directors**

### **SECTION 1**

The officers and directors of the PPEO shall be the President, Vice-President, Secretary, Treasurer, and Directors (15). Officers and directors must be regular members as defined in Article III.

### **SECTION 2**

The PPEO shall be governed by its officers and directors, who together shall be considered its Board of Directors.

### **SECTION 3**

Officers and directors shall be elected for terms of three years.

### **SECTION 4**

The election of officers and directors shall be held in the month of October. Officers and directors shall be elected by secret ballot.

### **SECTION 5**

When an elected office is vacant, the President shall appoint a member of the Organization to assume the office; if the president's office is vacant, the vice-president shall assume the office. Such appointments are subject to approval by the Board.

### **SECTION 6**

Any Officer or Director who is absent without notice or cause for three (3) or more consecutive meetings of the Board of Directors may be declared by the Board to have vacated the office.

## **Article V – Authority**

### **SECTION 1**

The President shall manage the Organization and shall exercise all necessary and reasonable powers not specifically excluded by the Constitution and By-Laws. The President shall be the spokesperson for the Organization.

### **SECTION 2**

The Board of Directors shall govern the Organization as to matters of policy and other specific responsibilities as specified in the Constitution and By-Laws.

### **SECTION 3**

The Board of Directors may direct specific actions of the officers, directors, and committee members.

## **Article VI – Recall Procedures**

### **SECTION 1**

The recall of any Officer or Director of the Organization may be initiated by a written petition signed by at least ten percent (10%) of the membership. Once the petition has been deemed valid, the Board of Directors within 15 days shall distribute a ballot to all voting members in accordance with the bylaws. The recall shall fail unless at least fifty percent (50%) of all Regular Members carried on the roster participate in the vote, with at least two-thirds (2/3) of the members voting for the officer or director to be recalled.

### **SECTION 2**

The Board by majority vote may remove an officer or director who has been declared of unsound mind by a final order of a court of competent jurisdiction, or convicted of a felony.

### **SECTION 3**

The Board may remove any director or officer for conduct or activities adverse or inimical to the goals, purposes, objectives, and philosophy of the Organization, if such removal has been deliberated upon by the Board and is approved by a majority vote of the active members present and voting, or by written ballot.

### **SECTION 4**

Any officer or director proposed to be removed from office shall be notified of said action and given an opportunity to be heard in accordance with the Bylaws.

## **Article VII – Dues**

### **SECTION 1**

The dues to be assessed on the Regular Members of the Organization shall be set by the Board of Directors at an amount necessary to cover monthly costs, per member, of the Organization's expenses and shall include the dues of the PPEO and the dues of any organization with which the PPEO affiliates.

### **SECTION 2**

Any increase in the dues shall be voted on and implemented consistent with the Bylaws.

## **Article VIII – Meetings**

### **SECTION 1**

The time and place of meetings shall be determined by the Board or as otherwise provided in the Bylaws. A general membership meeting shall be held at least once a year.

### **SECTION 2**

The President or, upon written request to the Secretary, six members of the Board of Directors, may call special meetings of the Board of Directors on a specific matter. No business other than business noticed for the special meeting may be conducted at the meeting.

### **SECTION 3**

The Board may call a special meeting within five days after receiving a request for such a meeting signed by at least twenty percent (20%) of the voting membership.

## **Article IX – Robert’s Rules of Order**

Robert’s Rules of Order shall be used to decide all questions of parliamentary procedure where not otherwise provided for in this Constitution or the By-Laws.

## **Article X – Amendment**

This Constitution may be changed or amended by a simple majority vote of the membership present at a meeting, provided notification of such change or amendment existed prior to the taking of such a vote, and that the notice of such meeting contains a summary of the proposed amendment or amendments.

## **Article XI – Effective Date**

This Constitution, once adopted or amended, becomes effective immediately.

\_\_\_\_\_  
President

\_\_\_\_\_  
Date

\_\_\_\_\_  
Secretary

\_\_\_\_\_  
Date

# **BYLAWS**

## Article I – Name

The name of this corporation is the PLACER PUBLIC EMPLOYEES ORGANIZATION (“PPEO”). The corporation may be referred to herein as “Organization” or “corporation”.

## Article II – Principal Offices

## SECTION 1

The principal office for the transaction of the activities and affairs of the Organization is 3272 Fortune Court, Auburn, California, 95602, located in the County of Placer, State of California. The Board of Directors may change the location of the principal office, which shall be noted by the secretary on these bylaws.

## SECTION 2

New Office Location:

Date: \_\_\_\_\_ Signed: \_\_\_\_\_

## Article III – Purpose

## SECTION 1

This organization is a nonprofit mutual benefit corporation organized and existing under the California Nonprofit Mutual Benefit Corporation Law and is not organized for the private gain of any person.

## SECTION 2

The purposes of the Organization are the betterment of employment conditions for the public employees of all public agencies within the County of Placer, State of California; to support the advancement of the social and economic welfare of all public employees; and to promote the fundamental principles of good Government in accordance with the laws of the County and the State of California. In order to accomplish the betterment of employment conditions for public employees of all public agencies in the County of Placer, the Organization may affiliate with other labor organizations and designate other labor organizations for the purpose of meeting and conferring with employers.

## **Article IV – Membership and Qualifications**

### **SECTION 1**

The membership of the Organization shall consist of one class of voting members, designated as Regular Members.

### **SECTION 2**

- (a) Regular membership is limited to non-elected officers and permanent employees who are non-management or non-confidential employees of any public agency, Assessment District, or other Government entity situated in the County of Placer, State of California. Regular members shall be entitled to all the rights and privileges of the corporation, including the right to vote and hold office.
- (b) Honorary membership is open to any member appointed by the President, subject to approval by the Board. Honorary membership includes any active member who was in good standing upon retirement from the County of Placer. Honorary Members shall not be eligible to vote in any election, on any contract, or to participate in any other vote, and shall not be eligible to hold any office of the Organization. Honorary Members shall be limited to participation in non-business events of this Organization as designated by the Board. Any Honorary Member may be removed by the President, subject to the approval of the Board.

### **SECTION 3**

No individual, while a member of this Organization, may authorize an organization other than the PPEO or any of its affiliated organizations to represent such individual before the governing body of the public entity that employs that individual, or before any department head, division head, or supervisory employee thereof.

### **SECTION 4**

Any member shall have the right to appear before the Board of Directors to present recommendations or discuss any subject within the jurisdiction of the Board of Directors.

### **SECTION 5**

Membership in the Organization shall terminate as follows:

- (a) Upon the death of a member.
- (b) Upon the written withdrawal of a member, after no less than one year of initial membership.
- (c) Upon non-payment of dues as provided in Article V of these Bylaws.



- (d) Upon leaving the employ of a public agency within the County of Placer, except as to those Regular members who retire for service or disability.
- (e) Upon dismissal from the Organization per Article XIII of these Bylaws.

## **SECTION 6**

A person whose membership was terminated under Article XIV may be readmitted as a new member by a two-thirds (2/3) vote of the entire Board of Directors.

# **Article V – Dues**

## **SECTION 1**

The dues to be assessed on the Regular Members of the Organization shall be set at an amount determined by the Board of Directors to be necessary to cover monthly costs, per member, of the Organization's expenses. Dues shall include the dues of the PPEO and the dues of any organization with which the PPEO affiliates.

## **SECTION 2**

The amount of dues owed to the affiliated organization shall be remitted to the affiliated organization by the PPEO on a monthly basis.

## **SECTION 3**

The Board of Directors may propose to increase the membership dues or to implement a special dues assessment for a specific purpose (e.g., to cover the costs of mediation, fact-finding, or arbitration). Any proposed increase in membership dues authorized by a majority vote of the Board of Directors shall be submitted to the membership for a vote under Article XII of these Bylaws.

## **SECTION 4**

Dues shall be payable to the PPEO through payroll deduction(s).

## **SECTION 5**

Members on an authorized leave of absence from their employment may be excused from paying dues while on the authorized leave of absence. Such persons excused from paying dues shall not be entitled to any benefits of the Organization during such leave. The payment of dues and the benefits of the Organization shall automatically restart upon the Member's return from the authorized leave of absence.

## **SECTION 6**

Members who fail to pay dues for thirty (30) days without excuse shall be considered to be delinquent and not entitled to the rights and privileges of membership.

## **SECTION 7**

Dues are not refundable.

## **SECTION 8**

Members who are temporarily disabled and in an unpaid status will not be required to pay dues until they return to work. The member shall be responsible while in unpaid status for remittance of PPEO-sponsored insurance premiums to the PPEO.

# **Article VI – General Organization**

## **SECTION 1**

The governing body of this Organization shall consist of an Executive Board and a Board of Directors, which shall be known collectively as the Board of Directors or “the Board”. The Executive Board shall consist of the elected or appointed officers of the Organization; the Board of Directors shall consist of the elected or appointed directors of the Organization.

## **SECTION 2**

The Board shall have the powers, duties, responsibilities, and limitations provided herein and as otherwise provided by law, and general authority not inconsistent therewith, to form the policies and programs of the Organization.

## **SECTION 3**

The President of the Board may establish committees to assist in the planning and development of the Organization’s policies, programs, and operations.

# **Article VII – Officers**

## **SECTION 1**

The Officers of the Organization shall be a President, a Vice-President, a Secretary, and a Treasurer. The Officers shall be elected at-large or appointed in the manner prescribed in Article XII.

- (a) No person shall be elected or appointed as an Officer if that person’s spouse is an Officer of the Organization.
- (b) No person shall be elected or appointed as an Officer if they have a relative, by blood or by marriage, within the second degree of consanguinity who is an Officer of the Organization.

## **SECTION 2**

The duties of the Officers are:

**A. President**

- (1) The President shall be the Chief Executive Officer and shall preside at all meetings of the Board and of the General Membership, or at any membership meeting called to order.
- (2) The President shall vote on matters before the Board of Directors only to break a tie.
- (3) The President shall enforce a strict observance of these bylaws and of all other laws, rules, and regulations applicable to the governing of the Organization and the Board of Directors.
- (4) The President shall be empowered to designate committees and assign Membership thereto which are not otherwise provided for.
- (5) The President shall be an ex officio member of all committees.
- (6) The President shall require all Officers and Directors of the Organization to perform their duties diligently and faithfully; it shall be the President's duty to report forthwith to the Board of Directors any dereliction of duty that may come to the President's notice.
- (7) Where appropriate, the President shall announce the decision of the Organization or of the Board of Directors on all subjects that are of particular importance.
- (8) The President shall sign all reports, certificates, documents, or correspondence that may be required of the Organization, and act as the Chief Executive Officer in all official matters pertaining to official business of the Organization.
- (9) The President shall perform such other duties as the nature of said office or a majority of the Board of Directors may require.
- (10) The President shall have the authority to appoint a Sergeant-at-Arms and Vice-Chair to preserve order whenever necessity requires.
- (11) The President shall call all meetings of the Board of Directors and the Organization to order, as provided by these bylaws.
- (12) The President shall act as spokesperson for the Board of Directors in all matters upon which the Board of Directors is authorized to act.

- (13) The President shall make a report of their and the Board of Directors' meetings and activities at General Membership and Special meetings of the membership of the Organization.
- (14) The President shall ensure Committee reports are completed and submitted on time and in accordance with these bylaws. The President shall provide direction and guidance for committees in cooperation with the chairperson of each committee.
- (15) The President shall appoint, and may remove, the Organization's representative(s) to other organizations, subject to the approval of the Executive Board.
- (16) When a new President has been elected or appointed per these bylaws, the outgoing President shall deliver to said successor all books, documents, files, papers, equipment, passwords and/or any other items in the President's possession belonging to the Organization or to said office.

**B. Vice President**

- (1) The Vice President shall assist and advise the President.
- (2) The Vice President shall perform the duties of President in the absence of the President.
- (3) The Vice President shall be an ex officio member of all committees and shall ensure all reports are made on time, and provide direction to committees in cooperation with the chairperson.
- (4) The Vice President shall ensure all officers and board members are held accountable for their assigned duties.
- (5) The Vice President shall assist the President and/or the Secretary in contacting all new eligible employees to explain the requirements for eligibility of membership, the objectives of the Organization, how to become a member of the Organization, and explain to members their duties and obligations to the Organization.
- (6) The Vice President shall perform such other duties as are delegated to him or her by these bylaws, or by the Board of Directors.
- (7) When a new Vice President has been elected or appointed per these bylaws, the outgoing Vice President shall deliver to said successor all books, documents, files, papers, equipment, passwords and/or any other items in the possession of the Vice President belonging to the Organization or to said office.

**C. Secretary**

- (1) The Secretary will prepare the agenda for all meetings.
- (2) The Secretary shall preside at meetings of the Organization in the absence of the President and Vice-President.
- (3) The Secretary shall maintain all official records of the Organization.
- (4) The Secretary shall keep the roll of all Organization members.
- (5) The Secretary promptly shall prepare and preserve the minutes of all meetings of the General Membership and meetings of the Executive Board. The Secretary shall distribute to each member of the Executive Board a computer-generated copy of the minutes at the following meeting. Minutes of a General Membership meeting shall be presented to the Executive Board at the following Executive Board meeting.
- (6) The Secretary shall establish and maintain an accurate filing system for recall of all reports, minutes, and correspondence pertaining to the Organization, as needed.
- (7) The Secretary shall notify the General Membership and the Executive Board of all regular and special meetings of the Board of Directors and the Organization. Such notice shall state, 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 in accordance with the bylaws.
- (7) The President may appoint an assistant to the Secretary, who shall become familiar with the duties of the Secretary and act in their absence.
- (8) The Secretary shall perform other such duties as may be required by the Executive Board.
- (9) When a new Secretary has been elected or appointed per these bylaws, the outgoing Secretary shall deliver to said successor all books, documents, files, papers, equipment, passwords and/or any other items belonging to the Organization in the Secretary's possession or to said office.

**D. Treasurer**

- (1) The Treasurer shall be the Chief Financial Officer responsible for ensuring compliance with all the fiscal policies of these bylaws and the law.

- (2) The Treasurer shall maintain the financial records of the Organization.
- (3) The Treasurer shall submit all financial records, papers, documents, etc., in their possession or control to the authorized auditor whenever required per these bylaws.
- (4) The Treasurer shall collect and receive all income to the Organization.
- (5) The Treasurer shall ensure that all monies are properly accounted for. All monies shall be maintained in banks or other financial institutions as the Executive Board may designate.
- (6) The Treasurer shall pay all orders, charges, and expenses of the Organization as directed by the Executive Board.
- (7) The Treasurer shall retain the services of a professional accountant and/or bookkeeper, subject to the approval of the Executive Board, for federal and state tax returns and general accounting services, including an audit or review, and shall assist in the preparation of financial documents as needed.
- (8) The Treasurer shall ensure all accounts are properly designated. There shall be no commingling of personal or non-corporate assets with the assets of the Organization.
- (9) At all regularly scheduled membership meetings and all meetings of the Board of Directors, the Treasurer shall provide a balance sheet of all Organization assets and a year-to-date budget.
- (10) The President may appoint an assistant to the Treasurer, who shall become familiar with the financial affairs of the Organization and act in his or her absence.
- (11) The Treasurer shall perform such other duties as may be required by the Executive Board.
- (12) When a new Treasurer has been elected or appointed per these bylaws, the outgoing Treasurer shall deliver to said successor all books, documents, files, papers, equipment, passwords and/or any other items belonging to the Organization or to said office.

### **SECTION 3**

One week prior to any scheduled Board meeting, the executive board shall meet, in person or by telephone or videoconference, for the purpose of forming a Consent Agenda. If the scheduled Board meeting fails to convene due to lack of quorum, the executive board will meet to act on

the business of the Organization, except for those matters requiring a vote of the Board of Directors.

## **Article VIII – Board of Directors**

### **SECTION 1**

There shall be a Board of Directors, which shall consist of the Officers and Directors, all of whom shall be elected in accordance with the following allocation:

- (a) Directors shall not exceed fifteen (15).
- (b) Directors shall not exceed three (3) from any County department. “Department” includes departments within a County agency and departments with more than one division.
- (c) Each Department is entitled to one (1) Director for every twenty-five (25) Regular members, up to the maximum outlined in Sections 1(a) and (b) of this Article.
- (d) Officers of the Organization shall not be counted when determining representation allocations under subsections (a), (b), or (c) of this section.
- (e) One Director must be employed by Placer County at or east of Serene Lakes, when available.

### **SECTION 2**

The duties of the Board of Directors shall be to consider all matters affecting the Organization; to make recommendations to the membership of the Organization as the occasion arises; to manage the affairs of the Organization; and to take such executive action and exercise such powers as are deemed desirable or necessary within the limitation of the Constitution and Bylaws.

### **SECTION 3**

The Board may delegate to the executive board any of the power and authority of the Board in the management of the business and affairs of the Organization, except the power to set policy, adopt, amend, or repeal the Bylaws, and remove Officers or Directors from office.

### **SECTION 4**

The Directors of the Organization shall be elected in the manner prescribed in Article XII.

## **Article IX – Committees**

### **SECTION 1**

The standing committees of the Organization shall be:

- (a) Bylaws Committee: Recommends amendments to the Constitution and Bylaws of the Organization.
- (b) Communications Committee: Responsible for recruitment and retention of members as well as internal and external public relations programs.
- (c) Finance Committee: Prepares and submits to the Board of Directors, not later than the November meeting of each year, the proposed annual budget of the Organization for the succeeding year and provides oversight of the Organization's fiscal status.
- (d) Political Action Committee: Makes recommendations to the Board of Directors on all matters pertaining to the Organization's participation in any special, primary, or general election. Consistent with the PAC bylaws and state and local laws and regulations, the committee may recommend to the Board the contribution of such sums as it deems appropriate to support the campaign of any person or organization.
- (e) Social Activities Committee: Responsible for planning, promotion, and arrangement of social activities and programs for the membership of the Organization.

### **SECTION 2**

The President, at the first regularly scheduled meeting of the Board of Directors after having taken office, shall make appointments to each of the standing committees; each standing committee shall consist of a chairperson and at least one (1) additional member. At least one (1) member of each standing committee shall be a Director. Persons appointed to committees must be members in good standing. The President shall be an ex officio member of all committees.

### **SECTION 3**

Except as otherwise provided in this Article, no committee may act on its own accord or commit the Organization to a course of action without the approval of the Board of Directors.

### **SECTION 4**

No committee shall spend any money without the prior approval of the Board of Directors.



## **SECTION 5**

Each Committee Chairperson shall call an organizational meeting of his or her committee within thirty (30) days after appointment and make reports of committee activities to the Board of Directors.

## **SECTION 6**

The President, with the approval of the Board of Directors, may appoint such special committees as are necessary to accomplish the objectives of the Organization. The duties of such special committees shall be clearly defined.

## **SECTION 7**

The president shall have the power to remove and replace committee members, subject to the approval of the Board of Directors.

# **Article X – Meetings**

## **SECTION 1**

The Board of Directors shall meet monthly in regular session at a place, time, and date specified by the President, with the consent of the Board, in advance of each meeting. The President, with the consent of the Board, may cancel any regular monthly meeting for good cause. Notice of the place, time, and date of each meeting shall be given at least seven (7) days prior to the date of the meeting. Notices shall be sent to each member of the Organization by electronic mail. Said notices also shall be sent to each Director and posted on bulletin boards. A simple majority of Board members shall constitute a quorum to transact business at any regular or special meeting of the Board of Directors. If at any regular meeting no quorum is present within twenty (20) minutes of the announced opening time, the meeting shall be adjourned until the next regularly scheduled Board meeting.

## **SECTION 2**

Special meetings of the Board of Directors on emergency matters may be called by the President, or upon written request to the Secretary, by six (6) members of the Board, specifying the matters to be considered at such special meetings, and no other business shall be transacted.

## **SECTION 3**

There shall be a General Membership meeting at least once per calendar year. The meeting may be held in at the same time and place as a regularly scheduled meeting of the Board of Directors.

#### **SECTION 4**

Members in good standing representing at least ten percent (10%) of the Organization's total membership shall constitute a quorum for the transaction of business at any regular or special general membership meeting. If at any regular or special meeting no quorum is present, the meeting shall revert to an informational meeting only.

#### **SECTION 5**

The President or a majority of the Board of Directors, or Members in good standing representing at least ten percent (10%) of the Organization's total membership, may call a special meeting of the Membership at any time by making written demand to the Secretary for the call of such meeting. The demand shall set forth the purpose for which said meeting is desired. The meeting shall be called to be held on a date not more than twenty (20) days after receipt of written demand by the Secretary and notice thereof shall be given to each member at least seven (7) days before set date of meeting. Said notices shall be sent to each Member via electronic notification (email and website) and posted on bulletin boards, and shall set forth the purpose of the meeting, the date, time, and place of such meeting.

#### **SECTION 6**

All meetings of this Organization shall be open only to the membership except by invitation or prior approval of the President. No person shall take part in any meeting or election of the Organization unless that person is a member in good standing.

#### **SECTION 7**

The order of business at any Regular Meeting of the Board of Directors or the Membership shall be as follows:

- (a) Call to Order
- (b) Introduction of Board Officers, Board Directors, Members, and Guests.
- (c) Business Representative Report
- (d) Minutes of Previous Meeting
- (e) Treasurer's Report
- (f) Correspondence
- (g) Unfinished Business
- (h) New Business
- (i) Welfare of the Organization/Committee Reports
- (j) Date of Next Meeting and Location

(k) Adjournment

## **SECTION 8**

Robert's Rules of Order shall govern the conduct of business not covered herein.

## **SECTION 9**

Meetings of the Board of Directors may be conducted via teleconferencing software (e.g., Zoom, Microsoft Teams, Skype) at the discretion of the President. The software must limit attendance to members and invited guests only, with additional controls and functionality to be approved by the board. Videoconference links will be posted before the meeting in a similar fashion and location to that referenced in Article X, Section 1. The chairperson of the meeting shall advise attendees they may not record the meeting without the express consent of the Board of Directors.

# **Article XI – Finance**

## **SECTION 1**

The Executive Board, working with the Finance Committee, shall submit to the Board of Directors no later than the November meeting the proposed annual budget of the Organization for the succeeding calendar year beginning January 1<sup>st</sup>, including the estimated revenues as well as operating expenses and capital expenditures. The Board of Directors, by a two-thirds (2/3) vote of all members thereof, shall adopt an annual budget.

## **SECTION 2**

The fiscal year shall terminate on the 31<sup>st</sup> day of December in each year, and the financial books of the Organization shall be closed as of midnight on that day.

## **SECTION 3**

Officers, employees, and members of the Organization shall receive such reimbursement and remuneration as is provided for in Board policy.

## **SECTION 4**

The Board may engage a qualified bookkeeper to review the monthly financial reports of the Organization and an enrolled agent to prepare the Organization's tax returns.

## **SECTION 5**

The primary business account shall be the general fund, with the exception that the Board of Directors may establish special fund accounts.

## **Article XII – Elections and Voting**

### **SECTION 1**

Officers shall be elected by an election process presented to the entire membership (see section 3), to serve for a term of three (3) years. Directors shall be elected by a majority vote of the Board of Directors, to serve for a term of three (3) years. No person shall be eligible to serve as an Officer or Director of the Organization until they have been a member in good standing for at least twelve (12) consecutive months prior to nomination.

### **SECTION 2**

The terms of Officers shall be staggered so that no more than two (2) Officers shall stand for election at one (1) time.

### **SECTION 3**

The nominations and elections of Officers and Directors shall be conducted in the following manner:

- (a) At the August meeting of the Board of Directors, the Board shall appoint an Election Committee of not less than three (3) members in good standing in the Organization. The Election Committee will decide whether to conduct the election via paper or electronic balloting.
- (b) The Election Committee shall nominate at least one (1) candidate for each position on the Board of Directors occupied by persons whose terms are expiring. These nominations shall be compiled and submitted in writing to the Board by the September meeting of the Board of Directors.
- (c) Additional candidates for each office may be nominated from the floor at the September meeting of the Board of Directors. All nominations from the Election Committee and the floor nominations shall be closed at the adjournment of the September meeting. The Secretary, immediately following the September meeting, shall deliver to the Election Committee all qualified member nominations from the floor as well as those nominated by the Election Committee.
- (d) A candidate nominated from the floor must submit a letter of interest to the Board of Directors by 5:00 pm the following business day of the nomination to qualify being placed on the ballot. This letter is to confirm the nominee's intent to run for the position to which they were nominated.
- (e) The Committee shall prepare paper or electronic ballots listing all nominees. The Election Committee shall send a ballot to each eligible member of the Organization via U.S. or

electronic mail, together with a return stamped envelope addressed to the Election Committee. The Election Committee shall count only those ballots that were postmarked before midnight on the date specified by the Election Committee or, for electronic voting, were cast before midnight on the date specified by the Election Committee and certify the results thereof to the Secretary not later than the date of the November Board meeting.

- (f) Where any candidate duly nominated is unopposed for the election, the vote shall be dispensed with and the Secretary shall cast one (1) ballot for such nominee/incumbent, who shall then be declared duly elected to their respective seat.
- (g) The results of the election shall be officially announced by electronic mail/Organization's website to each member of the Organization.
- (h) Successful candidates will take office on the first day of January following election.

#### **SECTION 4**

Under conditions requiring expeditious action on the part of the membership on a proposal affecting wages, hours, terms and conditions of employment, five (5) working days beginning the Monday following receipt of such proposal will be provided for the purpose of distributing notification of meeting times, necessary information materials, conducting meetings as deemed necessary by the Negotiating Team, and conducting a vote of the membership in the appropriate unit(s).

- (a) All voting shall be by ballot, unless otherwise directed by the Elections Committee. Ballots will be distributed only to persons identified on a current membership list as members in good standing of PPEO. Each member voting shall sign a voter register before receiving a ballot.
- (b) The vote shall be conducted with sufficient time to vote at the three (3) primary work locations, Roseville, Auburn and Lake Tahoe. Two (2) PPEO members appointed by the President shall conduct the election at each location. The appointed persons conducting the election in each location shall report the results of the election to the Election Committee, either by telephone or in person, no later than two (2) hours after voting closes. Results must be substantiated by the actual ballots cast, which must be delivered to the PPEO as soon as possible following the vote.
- (c) Affiliated organizations may conduct MOU ratification elections in a manner, time, and place as best suits their particular situation, with at least two (2) PPEO Board Members present at the voting locations.

## **SECTION 5**

Before a meeting to consider adoption of a side letter to the Memorandum of Understanding (MOU), a thirty (30) day advance notice to members is required. This notice provision allows for a regular board meeting to take place and members to voice questions, comments, and/or opinions on any negotiated terms and conditions contained within the side letter.

## **SECTION 6**

Elections referenced herein may be conducted electronically using a vendor approved by the Board of Directors. The Elections Committee will be tasked with identifying and presenting a certified electronic voting vendor for approval of the Board of Directors.

In all matters requiring a membership vote, the Board of Directors shall make every effort to use an online voting system that ensures a fair election and accurate tabulation of all votes. This includes votes for election of Board Members, proposed bylaw changes, approval of the MOU and/or side letters, and any other issue the Organization board may present to the membership.

Unless otherwise specified in these Bylaws, a minimum of fifty percent (50%) plus one of the votes cast on any matter brought before the membership shall prevail. The Board of Directors shall certify the vote in writing and file the results with the Organization Secretary.

# **Article XIII – Expulsion and Suspension**

## **SECTION 1**

Pursuant to this Article, any Member, Officer, or Director of the Organization may be expelled or suspended from membership in the Organization, the Board, or of his or her office, or more than one of these, for conduct detrimental to the name and welfare of the Organization.

## **SECTION 2**

To initiate the process of expulsion or suspension, written charges shall be filed with the Board of Directors and signed by a member of the Organization. Any written charges shall be provided to the accused within five (5) days of receipt. A date for hearing by the Board of Directors shall be set not less than ten (10) days after the written charges are provided to the accused, at which time the accused person shall have the opportunity to be heard. The accused will have the opportunity at this hearing to be heard in person, or by a representative. However, the date for the hearing shall not be delayed due to the accused's or their representative's unavailability. Notice of the hearing must be delivered personally to the accused and must contain a written copy of the charges. After the hearing, the Board of Directors will vote on the expulsion or suspension. The accused must be expelled or suspended by a two-thirds (2/3) vote of all members of the Board of Directors.

### **SECTION 3**

The expelled or suspended Member, Officer, or Director shall have the right to appeal such a decision of the Board of Directors, provided written notice of the appeal is received by the Board of Directors within ten (10) days of the vote on expulsion or suspension. Upon receipt of a timely written notice of appeal, the Vice-President shall refer the matter to a special meeting of the Organization membership. It shall take a vote of two-thirds (2/3) of those present at the special meeting to overturn the action of the Board of Directors; if the appeal is successful, the member shall be immediately restored to all rights and privileges of membership, office, or both. The accused shall have no vote on any action relative to the appeal. At the special meeting, the accused shall be given the opportunity to be heard in his or her own defense in person or by representative, and the Board of Directors may present such evidence as it sees fit in support of its action. However, the date for the hearing shall not be delayed due to the accused's, their representative's, or any individual Board member's unavailability.

### **SECTION 4**

If any Director or Officer is absent for three (3) consecutive regular meetings without good cause, the Board of Directors may, by the affirmative vote of the majority of the Board, declare the office vacant.

### **SECTION 5**

The office of any Officer, Director, or Committee Member shall be declared vacant until such time as the position is filled as provided for in Article XV.

## **Article XIV – Recall of Officers or Directors**

### **SECTION 1**

A recall of any Officer or Director of the Organization may be initiated by a written petition signed by at least ten percent (10%) of the membership. The petition must be submitted to the Organization Secretary; however, if the Secretary is the subject of the recall, then the written petition must be submitted to the President.

### **SECTION 2**

Said petition shall set forth the reason for the recall action at the top of each page on which signatures are affixed. The sponsor or sponsors of the recall action shall sign their name beneath the reasons for the recall and identify themselves as the sponsors of the action.

### **SECTION 3**

The Organization shall certify the number of signatures required based on the most recent membership report submitted to the Board of Directors.

#### **SECTION 4**

Upon receipt of the completed petition, the Secretary shall verify each name and signature as that of a member in good standing of the Organization. All illegible signatures and those of non-members or members not in good standing will be rejected. Once certified, the Secretary will inform the Board of Directors of the recall and the Director or Officer recalled will be immediately suspended from the office. These duties will be performed by the President if the Secretary is the subject of the recall.

#### **SECTION 5**

The Board of Directors shall call a special election within fifteen (15) days to determine whether or not the recall is affirmed by the membership. The recall shall fail unless at least fifty (50%) percent of all Regular Members carried on the roster participate in the vote, with at least two-thirds (2/3) of the members voting for the officer or director to be recalled. If the recall is not sustained, the Officer, or Director subjected to the recall action shall be immediately restored to office. If the recall is sustained, the vacancy shall be filled in the manner prescribed in Article XV of these Bylaws.

#### **SECTION 6**

Recall of a director may be initiated by a unanimous vote of all Board members, excluding the director whose recall is sought.

### **Article XV – Vacancies**

#### **SECTION 1**

Any members of the Board of Directors may fill a vacancy of an Officer for the remaining term by a majority vote of the present Board members at a regular meeting.

#### **SECTION 2**

Vacancies on committees may be filled by appointment by the President, subject to approval by the Board of Directors.

### **Article XVI – Quorum**

#### **SECTION 1**

A majority of the Executive Board constitutes a quorum for Executive Board meetings.

#### **SECTION 2**

A majority of the Board of Directors constitutes a quorum for all meetings of the Board of Directors. If a quorum is not present, any business conducted shall be carried over to the next meeting.



### **SECTION 3**

A majority of the members present of any Committee constitutes a quorum.

## **Article XVII - Limitations**

### **SECTION 1**

No Officer, Director, Member, or employee shall take any action on behalf of or in the name of the Organization that is incompatible with its objectives, policies, or programs.

### **SECTION 2**

No member of this Organization shall be discriminated against because of race, national origin, sex, gender, gender identity, age, disability, political or religious opinions, or affiliations. Nothing in this section shall be construed to protect any member who advocates the overthrow of the United States government by force or violence.

### **SECTION 3**

The total budgetary allotment of any activity shall not be exceeded except by approval of the Board and upon transfer from other allotments.

### **SECTION 4**

No solicitations or contracts shall be made in the name of this Organization without the approval of the Board of Directors.

### **SECTION 5**

No assessments shall be levied without the approval of the membership. Proposed assessments shall be presented to the membership for approval in the same manner as prescribed for Bylaws amendments in Article XVIII, Section 1.

## **Article XVIII - Amendments**

### **SECTION 1**

These Bylaws may be amended, revised, or repealed by two-thirds (2/3) vote of the Board of Directors and presented to the membership for approval. Proposals for an amendment, revision, or repeal of these Bylaws will be presented to the membership by ballot, mailed during the regularly scheduled annual election, or special election called by the Board of Directors, to each member. If a majority of the members responding vote in favor of the proposed amendment, revision, or repeal of these Bylaws, it shall be adopted. Electronic voting may be used for this election, at the discretion of the Board.

## SECTION 2

Any proposed amendment to the Bylaws shall be presented to the Secretary in writing or by electronic submittal via the PPEO website, <http://www.ppeo.org>, not less than 35 days before the regularly scheduled annual election or a special election called by the Board of Directors. The Secretary shall supply copies of the proposed amendments to the Board of Directors and shall, within five (5) working days after the receipt of such proposed amendment, publicize the proposed amendment through bulletin boards and other channels of communications.

### **Article XIX - Savings Clause**

In the event any provision of these Bylaws is declared by a Court of competent jurisdiction to be illegal or unenforceable, that provision shall be null and void, but such nullification shall not affect any other provisions, all of which shall remain in full force and effect.

---

President

---

Date

---

Secretary

---

Date