

**SANTA MONICA  
MUNICIPAL EMPLOYEES ASSOCIATION**

**BY-LAWS  
1950  
(Revised 1/1/2011)**

**AND**

**ARTICLES OF INCORPORATION  
1949**

**SANTA MONICA  
CALIFORNIA**

# **BY-LAWS**

## **ARTICLE 1**

### **LOCATION OF OFFICES**

#### **1.1 Principal Office**

The Principal Office for the transaction of business is located in the Santa Monica City Hall at 1685 Main Street in the City of Santa Monica, County of Los Angeles, State of California. The mailing address of the Association shall be established by the Board of Directors.

#### **1.2 Power to Change Principal Office**

The Board of Directors is hereby granted full power and authority to change said Principal Office from one location to another in the said City, but may not change said Principal Office to a location outside the City, without Membership approval.

#### **1.3 Other Offices**

Branch offices may, at any time, be established by the Board of Directors at any place or places where the Association is qualified to do business.

## **ARTICLE 2**

### **MEMBERSHIP**

#### **2.1 Rights and Classes of Membership**

The Association shall be composed of Represented, Associate, Life Members, hereinafter defined, and such other classes of members as shall be established who shall pay dues as shall be established by the Board of Directors.

#### **2.2 Represented Member**

A Represented Member shall be an employee of the City of Santa Monica whose job classification is represented by this Association with respect to wages, hours and conditions of employment. Each Represented Member shall be entitled to all rights and privileges of membership, including the right to cast one vote at all General Membership or Special Membership Meetings or elections of directors or elected officers except as hereinafter provided in these By-Laws. Any Represented Member shall be eligible for any office, elective or appointive, within the Association, except as hereinafter provided in these By-Laws.

#### **2.3 Associate Member**

An Associate Member shall be any employee of the City of Santa Monica not otherwise eligible to be a Represented Member. They shall not have the right to vote or hold office or directorship but shall be entitled to all the rights and privileges of membership not prohibited by these By-Laws. Associate Members shall not be entitled to representation service. To the extent permitted by laws, the Board of Directors may, at its discretion, provide such services from MEA arising out of the employer-employee relationship with the City of Santa Monica.

## **2.4 Life Member**

A Life Member shall be a former Represented or Associate Member who has left public service and who was a Member of this Association for five (5) years immediately prior to leaving public service. Life Members shall be entitled to those rights and privileges as determined by the Board of Directors, except that they shall not be entitled to vote, to hold office or to serve on the Board of Directors.

## **2.5 Dues**

The dues and method of collection shall be as set by the Board of Directors. Dues shall be non-refundable unless they are collected in error by the Association. In the event that dues were collected in error, it is the responsibility of the Member to advise the Board of Directors in writing of the error. The Board may refund up to three (3) months of erroneously collected dues.

## **2.6 Member – Good Standing**

A Member in good standing is a Member whose dues are not more than sixty (60) days in arrears. Only Members in good standing may vote on any action. A person whose dues are one (1) year in arrears shall be dropped from the Association roster.

## **2.7 Special Assessments**

A Special Assessment may be levied by the Board of Directors when such assessment is approved by a majority of the Represented Members present and voting at any General Membership or Special Membership Meeting.

## **2.8 Resignation**

A Member may resign upon ninety (90) days written notice to the Board of Directors, unless abridged by a Maintenance of Membership Agreement between the Association and City of Santa Monica.

## **2.9 Forfeiture of Membership**

Membership in this Association may be forfeited for cause by the Board of Directors.

# **ARTICLE 3**

## **GENERAL & SPECIAL MEMBERSHIP MEETINGS**

### **3.1 General Membership Meetings**

One (1) Annual General Membership Meeting shall be held each calendar year. These meetings shall be held for the purpose of taking up and transacting current and interim business and for the purpose of sustaining interest on the part of the Members in the affairs of the Association. General Membership Meetings shall be held at the time and place selected by the Board of Directors and the Notice thereof shall be given in the manner and at the time fixed by the Board of Directors. Notice of any General Membership Meeting shall specify, in addition to the place, hour and day of such meeting, the general nature of the business to be transacted. Notice shall be given at least 15 working days prior to the meeting in the manner deemed appropriate by the Board of Directors.

### **3.2 Special Membership Meetings**

The President, Vice-President or a "simple" majority of the Directors may call a Special Membership Meeting when, in their opinion, the circumstances of business of the Association warrant such a meeting. Except in special cases where no other express provision is made by statute, notice of such Special Membership Meetings shall be given in the same manner as for the General Membership Meetings. Notices of Special Membership Meetings must state the business to be transacted and the time and place of the meeting. No other business shall be considered.

### **3.3 Qualification of Voters**

Every Represented Member in good standing in the Association shall be entitled to vote at any General Membership or Special Membership Meeting.

### **3.4 Manner of Voting**

All voting must be done in person by persons qualified to vote. The Board of Directors may, at their discretion, implement an absentee ballot procedure. Voting by proxy and cumulative voting are expressly prohibited.

### **3.5 Quorum for General and Special Membership Meetings**

A majority of the number of Directors, as fixed by the By-Laws, and fifty (50) other Represented Members "in good standing" shall be necessary to constitute a quorum for the transaction of business at any General Membership or Special Membership Meeting. When any Membership Meeting is divided into more than one session, the fifty (50) Member requirement shall be cumulative for all sessions. Every act or decision, done or made by the appropriate majority of the Members present and voting at a meeting duly held, at which a quorum is present, shall be regarded as the act of the Association.

## **ARTICLE 4**

### **NOMINATIONS AND ELECTIONS**

#### **4.1 Time of Nominations and Elections**

- (A) Nominations and elections for the Board of Directors shall be held yearly.
- (B) Nominations must begin by the first full week of October and be "open" for at least ten (10) working days.
- (C) Elections must begin by the first full week of November and be "open" for at least ten (10) working days.
- (D) Elections shall be completed by the first full week of December with the results disseminated to the Membership within ten (10) days.
- (E) Only under special circumstances and by a majority vote of the Board of Directors may these timelines be amended.

#### **4.2 Nomination and Elections Committee**

The Board of Directors shall appoint a Nomination and Elections Committee, chaired by the Association Secretary. This committee will administer and conduct the nomination and election processes and will count results of both. They will be responsible for all procedures and for reporting results to the individuals running and to the Membership.

#### **4.3 Eligibility of Nominees**

No person shall be eligible for nomination as a member of the Board of Directors or any other office in the Association who has not been a Represented Member in continuous good standing in the Association for at least one (1) year immediately preceding such nomination.

#### **4.4 Qualification of Voters**

Each Represented Member "in good standing" shall be entitled to one (1) vote.

#### **4.5 Conduct of Elections**

- The Board of Directors shall declare nominations open for a period not to exceed ten (10) working days beginning by the first full week of October. Nomination balloting procedures will be set in a manner determined by the Board of Directors. Nominations may be taken from the floor at a General Membership Meeting preceding the election if one is scheduled. Additional names may be submitted in writing to the chairman of the Elections Committee during the nomination period. The Elections Committee shall certify the eligible nominees and place their names on the ballots.
- Election ballots will be sent by the first full week of November to all Represented Members via U.S. mail. A return envelope will be included with all ballots.
- Ballots will be made available to the Represented Members for a period not to exceed ten (10) days.
- Ballots are to be signed and returned to ballot boxes located in designated City Facilities or via U.S. mail to the official location designated on the ballot.
- Unsigned ballots (or outer ballot envelopes) are declared invalid and shall be destroyed by the Chairman of the Elections Committee five (5) working days after the election.
- The Election Committee shall remove ballots from ballot boxes, count valid ballots and declare the winners. The Chairman of the Elections Committee shall certify results of the election.
- Balloting material shall be held and made available for inspection for five (5) working days after the election, then filed and kept for one year, or two years depending on length of term to be filled.

#### **4.6 Election Results**

In case of a tie, a run-off election between those tied shall be held within ten (10) days. In the event of a second tie, the Board of Directors will vote.

**ARTICLE 5**  
**BOARD OF DIRECTORS**

**5.1 Number of Directors**

- The Board of Directors shall consist of the following thirteen (13) positions:
- President
- Vice President
- Past President
- Two (2) Directors from the Police, & Fire Departments
- Two (2) Directors from City Hall, Finance, Risk Management
- One (1) Director from Airport Administration, Arcadia Water, Housing, Ken Edwards, Library, Water Administration
- Two (2) Directors from City Yards
- One (1) Director from Open Space Management
- One (1) Director from Big Blue Bus (Administration and Maintenance)
- One (1) Director from Cemetery, Airport Maintenance, Beach Maintenance, Cemetery, Pier Maintenance, Promenade Maintenance

**5.2 Areas of Representation**

The Board of Directors shall be nominated and elected by a majority vote from all Represented Members “in good standing” as defined in these By-Laws, Section 2.6.

**5.3 Directors Term of Office**

All Directors will be elected for a two (2) year term. To maintain the desired rotation of Directors, five (5) Directors are elected annually. This shall occur in the following manner:

During odd years:

- One (1) Director from Police, & Fire Departments
- One (1) Director from City Hall, Finance, Risk Management
- One (1) Director from City Yards
- One (1) Director from Open Space Management
- One (1) Director from Big Blue Bus (Administration & Maintenance)

During even years:

- One (1) Director from Police, & Fire Departments
- One (1) Director from City Hall, Finance, Risk Management
- One (1) Director from City Yards
- One (1) Director from Airport Administration, Arcadia Water, Housing, Ken Edwards, Library, Water Administration
- One (1) Director from Airport Maintenance, Beach Maintenance, Cemetery, Pier Maintenance, Promenade Maintenance

A simple majority of those voting will be sufficient for the election of a Director. In areas where more than one Director is to be elected, a separate ballot shall be taken for each Director.

#### **5.4 Powers**

All corporate powers, fiscal powers, ordinary business, property and affairs of the Association shall be controlled by the Board of Directors, subject to the provisions of these By-Laws, the Articles of Incorporation, and the Corporate laws of the State of California.

#### **5.5 Duties**

The Directors shall cause to be provided representation services to Represented Members in a manner determined by the Board. The Directors may be paid a stipend from Association funds.

#### **5.6 Board of Directors Meetings**

There shall be not less than one meeting scheduled every two (2) months for the Board of Directors. Each meeting shall be set by either majority vote of the Board of Directors or by the President or Vice-President acting in his stead. The Board of Directors shall act upon matters requiring its attention by voice or hand vote unless one Board Member requests a roll-call vote. A roll-call vote shall require the Secretary of the Association to record the individual votes of the Board Members in the minutes.

All meetings of the Board of Directors shall be open and accessible to all Members; however the Board may hold executive sessions during a Regular or Special Meeting from which the Members may be excluded. Executive sessions include, but are not limited to, internal MEA personnel matters, charges against an elected Association representative, and collective bargaining strategy matters.

Notice of the time and place of each regular meeting of the Board of Directors shall be given in writing, electronically (e-mail), in person, or by telephone not less than five (5) working days prior to said meeting. An agenda shall be available prior to the meeting.

#### **5.8 Special Board Meetings**

Special Meetings of the Board of Directors shall be held whenever called by the President or a majority of the Board of Directors. Notice of Special Board Meetings can be made in writing, electronically (e-mail), in person, or by telephone. Reasonable efforts must be made to contact all Board Members in as timely a manner as possible. A quorum for a special meeting shall be as required in (Section 5.10 below). Special Meetings may be held electronically or via conference call provided that it is not possible to convene a face-to-face meeting on the matter due to time constraints. Any decision resulting from a "meeting" conducted through e-mail shall be delayed at least one (1) business day following the initial e-mail in order to ensure time for discussion and debate on the item.

#### **5.9 Place of Board Meetings**

Meetings of the Board of Directors may be held at any place within the City of Santa Monica. In special circumstances, and with approval of a two-thirds majority of the Board of Directors, the meeting may be held outside the City of Santa Monica.

#### **5.10 Quorum**

A majority of the Board of Directors, as fixed by the Articles or the By-Laws, shall be necessary to constitute a quorum for the transaction of business. Every act or decision, done or

made, by the majority of the Board of Directors present at a meeting duly held, at which a quorum is present, shall be regarded as the act of the Board of Directors.

### **5.11 Board Member Attendance**

A Board Member who fails to attend three (3) total unexcused regular meetings as defined in Section 5.6, above, shall automatically be removed from the Board. The President shall notify any Member who has missed two (2) such meetings.

### **5.12 Vacancies**

Vacancies occurring on the Board of Directors shall be filled in a manner dependent on the amount of time remaining in the term of that Director. A vacancy shall be deemed to exist in the case of the death, resignation or removal of any Director, or if a Director shall cease to be a Represented Member in good standing or in case the Members fail at any time to elect the full number of authorized Directors.

- (A) Vacancies that involve Director terms with 180 days or less of an unfilled term shall be filled by a nomination of the President and a two-thirds vote of the Board of Directors. The person nominated shall be a member of the department/area represented by the vacant position and otherwise be eligible to meet the normal election nomination requirements for a Director. The person appointed shall serve out the remainder of the vacant term.
- (B) Vacancies involving unfilled Director terms for time periods over 180 days shall be filled by the next person with the majority of votes, and so on, until the position has been filled. If no person is available the original electoral process shall prevail.
- (C) In the event the President is unable to complete his/her term, the Vice President would serve as President for the remainder of his/her term of office. The Board of Directors would select a replacement for the Vice President.

### **5.13 Director Transfer**

In the event that a Director should be promoted, transferred or otherwise moved to an area outside the specific department/area that person was elected from, then that Director shall cease to hold office fourteen (14) days from the date of the Director's change of position. This section shall also apply to City initiated realignments of staff. This position shall be filled in accordance with the vacancy provisions of this Article.

### **5.14 Failure to Fill a Directorship**

In the event that no person meeting the requirements for Director is available to fill a vacancy, either appointed or elected, it shall be the duty of the Board of Directors to fill that vacancy, regardless of department/area, as if that Directorship were an at-large position. Any Represented Member would be deemed eligible to fill that vacancy providing he/she meets the remaining established qualifications for Director. At the conclusion of the term of that Director, the position would revert to being filled by the established election procedures. Prior to filling the position in an at-large capacity, the Association Secretary must notify all Represented Members within the affected department that if no qualified person desires the position it will be filled according to the specifications of this section. The Board of Directors will invoke this

section if no qualified person becomes known in ten (10) days from the date of the Secretary's notification.

### **5.15 Past President**

The Past-President shall be a voting member of the Board of Directors. The Past-President shall serve for one (1) year. If the position becomes vacant it shall remain empty until filled by the present President.

### **5.16 Appointment of Secretary and Treasurer**

The Secretary and Treasurer shall be appointed from Represented Members by the Board of Directors and shall serve at their pleasure. The Secretary and Treasurer may be paid a salary from the Association funds in an amount set by the Board of Directors. In the event a qualified person is not available from the Represented Membership, the Board of Directors has the discretion to hire outside of the Membership.

### **5.17 Duties of the Secretary**

The Secretary shall give, or cause to be given, notice of all General Membership, Special Membership, or Board of Directors Meetings in accordance with the provisions of these By-Laws. The Secretary shall keep, or cause to be kept, at the Principal Office, or other such place as determined by the Board of Directors, the following items:

- (A) Minutes of all meetings that specify the type, place, time, location, number of people present and the proceedings thereof.
- (B) A membership register showing the names of the Members.
- (C) The seal of the corporation.
- (D) All other records, correspondence, grievances, books, agendas, elections results, etc. that pertain to the function of the Association.

### **5.18 Duties of the Treasurer**

The Board of Directors shall establish the criteria necessary for the position. The Treasurer shall promptly receive and disburse, upon or for the Board, the funds of the Association, deposit all monies and other valuables in the name of and to the credit of the Association with such depositories as shall be designated by the Board of Directors. He/she shall disburse the funds of the Association in such a manner as may be ordered by the Board of Directors and shall render to the President or Board, whenever they request it, an account of all of his/her transactions as Treasurer and of the financial condition of the Association and shall perform other duties and have other powers as may be prescribed by the Board of Directors or these By-Laws. All checks require two (2) signatures. The Treasurer shall be bonded to an amount to be determined by the Board with the cost of the bonding to be absorbed by the Association. The Treasurer shall maintain, or cause to be maintained, the following:

- (A) Adequate and correct accounts of the properties and business transactions of the Association.
- (B) Submit to the Board of Directors a monthly account of all assets, liabilities, receipts, disbursements, gains, losses, capital, and all income of any sort and kind derived by the Association from any of its activities.

(C) Assist the Board of Directors in the formation of an annual budget.

The books of the Association shall be at all reasonable times open to inspection by any Member. The Treasurer shall cause an annual accounting to be made of the financial affairs and records of the Association.

## **ARTICLE 6**

### **OFFICERS**

#### **6.1 Officers**

The Officers of the Association shall be a President and a Vice-President.

#### **6.2 Election of the President and Term of Office**

The President shall be elected from the Represented Members in good standing and serve a one (1) year term as President, followed by a one (1) year term in the position of Past-President. The President may be paid a stipend from Association funds in such an amount as may be set by the Board of Directors.

#### **6.3 Duties of the President**

The President shall be the chief executive officer of the Association and shall, subject to the control of the Board of Directors, carefully supervise, direct and control the affairs of the Association and labor for its usefulness and efficiency. The President will be a voting member of the Board of Directors. He/she shall have the following duties:

- (A) Preside at all Board of Directors Meetings, General Membership, or Special Membership Meetings.
- (B) Call the first Board of Directors Meeting. All subsequent meetings will be determined by a vote of the Board.
- (C) The President shall set the Board of Directors agenda, preside over Board Meetings and maintain procedural order. The President shall insure that members of the Board and persons legitimately coming before the Board are given a reasonable chance to express their views. The President shall be permitted to vote on any matter, but shall vote last on a roll-call vote.
- (D) Appoint the Chairperson of all Committees or if elected shall act as Chairperson.
- (E) Be an ex-officio member of all Committees.
- (F) Have the general powers and duties of management usually vested in the office of President of a Corporation.
- (G) Other duties and powers as may be prescribed by the Board of Directors or these By-Laws.

#### **6.4 Election of the Vice President and Term of Office**

The Vice-President shall be elected from the Represented Members and serve a one (1) year term.

## **6.5 Duties of the Vice-President**

In the absence of the President or upon his/her inability to act, the Vice-President shall perform all the duties of the President and when so acting, shall have all powers of, and be subject to all the restrictions upon the President.

- (A) The Vice-President shall have other powers and perform such other duties as from time to time may be prescribed for him by the President or by these By-Laws.
- (B) In case of vacancy in the office of the President, the Vice-President shall automatically succeed to that office and serve for the unexpired term.
- (C) The Vice-President shall be a voting member of the Board of Directors.
- (D) The Vice-President may be paid a stipend from Association funds in such an amount as may be set by the Board of Directors.

## **ARTICLE 7**

### **RECALL OF ELECTED OFFICIALS**

#### **7.1 Grounds**

Any Officer or member of the Board of Directors is hereby declared to be subject to recall for conduct unbecoming an elected official or failure to perform the duties of a Board Member as set forth in Article 5, Sections 5 and 6.

#### **7.2 Petition of Recall**

A petition for such recall shall be signed by not less than fifteen (15) percent of the members of the department/areas he/she represents and shall be presented to the Secretary or to the President.

If the petition is certified by such officer as being adequate, the petition shall be accepted without vote by the Association and Board of Directors, and a date set for a hearing no later than thirty (30) days from the date of acceptance of the petition.

Notice shall be given to the Officer or Director at least fifteen (15) calendar days prior to the Hearing and shall contain the reasons for the proposed recall and shall be given by any method reasonably calculated to provide actual notice.

#### **7.3 Hearing**

The hearing shall be at a Special Membership Meeting of the Association. The Member shall be given an opportunity to be heard either orally or in writing at the Hearing. Following the hearing a ballot will be sent to all Represented Members. A two-thirds majority of all votes will determine the outcome. If the official is recalled, a special election or appointment shall follow pursuant to these By-Laws (Article 5 Section 12), and at such election the recalled Official may not be a candidate.

## ARTICLE 8

### POWER TO DO BUSINESS

#### **8.1 Checks, Drafts and Funds**

All checks, drafts or other orders for payment of money, notes or other evidence of the indebtedness, issued in the name of, or payable to the Association requires two signatures and shall be signed or endorsed by such persons and in such manner as from time to time shall be determined by resolution of the Board of Directors.

#### **8.2 Bonding of Officers**

The President, Vice-President, and Treasurer of the Association shall be bonded. Any other officers or Directors' employees may be bonded as deemed necessary by the Board.

#### **8.3 Expenditures**

The Board of Directors shall adopt policies regarding receipts and accounting for expenditures. No expenditures shall be made or obligations incurred on behalf of the Association which have not been authorized by the Board.

#### **8.4 Loans**

This Association shall not lend any money or property.

#### **8.5 Indemnification**

To the fullest extent permitted by law, this association shall indemnify its directors, officers, employees, and other persons described in Associations Code Section 5238(a), including persons formerly occupying any such positions, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is used that section and including an action by or in the right of the association, by reason of the fact that the person is or was a person described in that section. "Expenses," as used in these By-Laws, shall have the same meaning as in that section of the Association Code.

On written request to the board by any person seeking indemnification under Association Code Section 5238(b) or Section 5238(c), the board shall promptly decide under Associations Code Section 5238(e) whether the applicable standard of conduct set forth in Associations Code Section 5238(b) or Section 5238(c) has been met and, if so, the board shall authorize indemnification. If the board cannot authorize indemnification, because the number of directors who are parties to the proceeding with respect to which indemnification is sought prevents the formation of a quorum of directors who are not parties to the proceeding, the board shall promptly call a meeting of members. At that meeting, the members shall determine under Associations Code Section 5238(e) whether the applicable standard of conduct has been met and, if so, the members present at the meeting in person or by proxy shall authorize indemnification.

To the fullest extent permitted by law and except as otherwise determined by the board in specific instance, expenses incurred by a person seeking indemnification under these B-Laws in defending any proceeding covered by these By-Laws shall be advanced by the association before final disposition of the proceeding, on receipt by the association of an undertaking by or on

behalf of that person that the advance will be repaid unless it is ultimately found that the person is entitled to be indemnified by the association for those expenses.

### **8.6 Insurance**

This association shall have the right, and shall use its best efforts, to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, directors, employees and other agents, to cover any liability asserted against or incurred by any officer, director, employee, or agent in such capacity or arising from the officer's, director's, employee's, or agent's status as such.

### **8.7 Hold Harmless Regarding Payroll Deductions**

Members authorizing MEA to receive payroll deductions for forwarding to appropriate companies for employee benefits, including but not limited to insurance policies, dental or optical care, cancer insurance shall hold the Municipal Employees Association harmless from any claim, demand or cause of action which may arise from any deduction made on behalf of the employee or dispute regarding any policy.

### **8.8 Authorized Signatures on Contracts**

All contracts authorized by the Board or its authorized representatives, shall be signed by the President, or in the absence of the President by the Vice-President, or other officer authorized by the Board.

### **8.9 Contracts, How Executed**

Any and all contracts which may be executed in the name of the Association shall be in such form as shall be consistent with law and with the Articles of Incorporation, and shall be approved by the Board of Directors, or by their duly authorized representatives.

### **8.10 Corporate Records**

The Association shall keep in its possession, such records ordered to be retained by the Board for the transaction of business, including the original or a copy of the By-Laws as amended, or otherwise altered to date, duly certified by the Secretary

### **8.11 Inspection of Corporate Records**

All the books of account, By-Laws and the minutes of proceedings of any meeting of the Members shall be open to inspection upon the written demand of any Member "in good standing" at a reasonable time and for a purpose reasonably related to his interest as a Member. Such inspection may be made in person or by an agent or attorney.

### **8.12 Notices, How Given**

Whenever, under the provision of these By-Laws, notice is required to be given to any Director or to any Member, it shall not be construed to mean personal notice, but such notice, if not given in any other manner authorized by law, may be given in writing by mail, by depositing the same in the Post Office or letterbox in the place where the Principal Office of the Association is situated, with postage prepaid, addressed to such Director or Member, at such address as appears on the books of the Association, or in default of such address, and if the address is not

readily ascertainable, to such Director or Member at the General Post Office in the place where the Director or Member was last known to reside, and such notice shall be deemed to have been given at the time the same shall be deposited in the mail.

### **8.13 Hiring of Consultants**

Consultants may be employed by the Board of Directors. Their duties, compensation, and any bond shall be prescribed by the Board. The premium of any bond shall be paid by the Board.

### **8.14 Hiring of Miscellaneous Help**

The Board of Directors may elect or authorize the appointment of such persons as the business of the Association may require, each of whom shall function for such period, have such authority and perform such duties as are provided by these By-Laws or as the Board of Directors may, from time to time, authorize or determine.

### **8.15 Grievances**

The Board of Directors shall prescribe policies and procedures consistent with the applicable laws and Memorandum of Understanding by which employees represented by the Association in their employee-employer relationship with the City of Santa Monica shall receive representation by the Municipal Employees Association and its authorized representatives.

### **8.16 Committees**

Special and standing committees may be established by the Board of Directors.

### **8.17 Meetings of Committees**

- (A) Members of Special Committees shall be appointed by the President, and a majority of the Board of Directors.
- (B) Members of Standing Committees shall be appointed by the Board of Directors.
- (C) Meetings of all committees shall be by call of their respective chairpersons, who shall render reports of their proceedings to the Board of Directors.

### **8.18 Terms of Committees**

The terms of Standing Committees shall coincide with the term of the President. Special Committees shall serve until discharged. The terms of all committees shall automatically expire at the termination of the President's regular term.

### **8.19 Reimbursement of Expenses**

Officers, the Board of Directors and others as deemed appropriate shall receive reimbursement for approved expenses related to the conduct of MEA business. Vouchers for reimbursement require two signatures.

## ARTICLES OF INCORPORATION

KNOW ALL PERSONS BY THESE PRESENTS:

That we, the undersigned, all of whom are residents of the County of Los Angeles, State of California, have this 30<sup>th</sup> day of August, 1949, voluntarily associated ourselves together for the purpose of forming a corporation under Title 1, Division 2, of the Corporation Code of California, for purposes other than pecuniary profit, and we hereby certify:

**FIRST:** The name of this corporation shall be "SANTA MONICA MUNICIPAL EMPLOYEES ASSOCIATION."

**SECOND:** That the purposes for which said corporation is formed are as follows:

- (a) To advance the social, economic and educational welfare of its members.
- (b) To aid in the perfection of systems and methods of that will make for greater efficiency and higher standards in all branches of City service.
- (c) To establish a permanent non-profit organization for the mutual benefit of all members.
- (d) To preserve individual rights.
- (e) To promote justice, peace and security, founded upon sound economic principles.
- (f) To foster tolerance, fair play, and loyalty in support of the fundamental principles of good government in accordance with the laws of the City, County, State and Nation.
- (g) To provide recreational facilities, entertainment, shows, dinners, lunches, theater parties, bowling tournaments and other recreational and social activities for its members.
- (h) To borrow money, issue bonds, notes, debentures and other obligations of this corporation from time to time, for any of the objects and purposes of this corporation, and to secure the same mortgage, pledge, deed of trust, or otherwise, or to issue the same unsecured.
- (i) To lend money, to purchase, acquire, own hold, guarantee, sell, assign, transfer, mortgage, pledge, or otherwise dispose of and deal in shares, bonds, notes, debentures, or other securities or evidence of indebtedness of any other person, corporation or association, whether domestic or foreign, and whether now or hereafter organized or existing; and while the holder thereof, to exercise all rights, powers and privileges of ownership, including the right to vote thereon, to the same extent as a natural person might or could do.
- (j) To own, operate, maintain, manage, equip, improve, repair, alter, and otherwise deal with, use and enjoy, to invent, design, develop, assemble, build, construct, fabricate, manufacture, buy, import, lease as lessee, and otherwise acquire, to mortgage, deed in trust, pledge and otherwise encumber, and to sell, lend, export, lease as lessor, and otherwise dispose of goods, wares, merchandise and personal property of every sort, nature and description.
- (k) To purchase, acquire, own, hold, lease, either as lessor or lessee, sell, exchange, subdivide, mortgage, deed in trust, plant, improve, cultivate, develop, construct, maintain, equip, operate and generally deal in any and all lands, improved and unimproved, dwelling houses, apartment houses, hotels, boardinghouses, manufacturing works and plants and other buildings of any kind, and the products avails thereof, and any and all other property of any and every kind or description, real, personal and mixed, wheresoever situated, including water and water rights.

(l) To build, operate and establish Club rooms, Buildings, or other institutions, to house the membership activities of said corporation, and to exercise any and all of the power to do any and all things necessary for the accomplishment thereof.

(m) To do any and all things necessary, suitable, convenient or proper, for and in connection with, or incidental to the accomplishment of any of the purposes or attainments of any one or more of the objects herein enumerated, or designated, directly or indirectly, to promote the interests of this corporation or to enhance the value of any of the properties, and in general to which may now, or hereafter, be lawful for the corporation to do or to exercise under the laws of the State of California.

That the objects herein specified shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any of the clauses or paragraphs of these articles. The objects, purposes and powers specified in each of the clauses and paragraphs in these articles shall be regarded as independent articles, digest, purposes and powers.

The foregoing shall be construed as objects and powers and the enumeration thereof shall not be held to limit or restrict in any manner the general powers, now or hereafter conferred on the corporation by the laws of the State of California.

**THIRD:** That there is no capital stocks; that said corporation does not contemplate the distribution of gains, profits or dividends to the members thereof; and that this corporation shall not be operated for profit to any of its members.

**FOURTH:** That the existence of this corporation shall be perpetual.

**FIFTH:** That the principal place for the transaction of business of said corporation, shall be located in the County of Los Angeles, State of California.

**SIXTH:** That the right to exercise the corporate powers of this corporation is confided in a Board of Directors consisting of thirteen(13) persons, i.e., ten (10) Directors elected as such, a Past President, if applicable, and the President and Vice-President, who shall be Directors by virtue of their respective offices.

**SEVENTH:** That the number of persons so named, shall constitute the number of directors of the corporation, but authority is hereby granted to change such number of directors by the adoption of a by-law.

**EIGHTH:** That the directors of the corporation shall not be personally liable for the debts, liabilities or obligations of the corporation.

**NINTH:** That the authorized number and qualifications of members of said corporation, the different classifications of members of said corporation, the different classifications of membership, if any, the property, voting or other rights and privileges of each classification of membership, and the liabilities of each and all classes, as to dues and assessments, and the method of collection thereof, shall be set forth in the By-Laws of this corporation.

**TENTH:** That there may be issued to each member, a certificate of membership, which shall not be assignable.

**ELEVENTH:** That the name of the unincorporated association which is being incorporated is the Santa Monica Municipal Employees Association.

(Accepted by the State of California, October 7, 1949).