

**SANTA MONICA
MUNICIPAL EMPLOYEES ASSOCIATION**

**BY-LAWS
1950
(REVISED 2025)**

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

2.2 Members

A Member is an employee of the City of Santa Monica represented by this Association with respect to wages, hours, and conditions of employment who pays dues to the Association and is in good standing. Each 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. A member is entitled to benefits effective the date a membership form is signed and received by the MEA Treasurer.

2.3 Non-Member

A Non-Member shall be any employee of the City of Santa Monica represented by this Association with respect to wages, hours, and conditions of employment, but does not pay dues to the Association. They shall not have the right to vote or hold office or directorship but shall be entitled, in accordance with applicable law, to all the rights and benefits that are negotiated in the collective bargaining agreement with the City of Santa Monica. Non-Members shall not be entitled to paid members-only services, such as professional representation. To the extent permitted by law, 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 Associate Members

Police Officer Recruits and Firefighter Recruits shall be Associate Members until they graduate from their respective academies and become members of the POA or 1109.

2.5 Life Member

A Life Member shall be a former Member 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.

2.6 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. Dues will not be collected while an individual is an Associate Member. The Board will review current dues rates for proposed increases at least once annually and/or at the conclusion of every MOU negotiation.

2.7 Member in 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 Membership roster.

2.8 Special Assessments

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

2.9 Maintenance of Membership and Dues Deduction Agreement

Members agree and consent to have the City deduct periodic dues from their paychecks and remit such dues to the Board of Directors. Dues deductions shall continue while the member remains employed by the City in the bargaining unit, until the Association notifies the City of any termination of membership. Any employee in the unit may terminate membership by written notice to the Board of Directors. To terminate membership and cancel dues, a member must provide the Board of Directors with a completed and signed Membership Declination form. The Board of Directors will notify the City of any timely request to cancel dues effective the next full pay period after the member provides the form to the Board of Directors.

2.10 Reinstatement of Membership

Any Non-Member who wants to reinstate their membership must complete and sign a membership application form and remit any missed dues to the Board of Directors prior to reinstatement. The Association will provide the City with a timely notice of an employee's membership and dues authorization the next available full pay period after the member provides the form to the Board of Directors. The Association reserves the right to decline any application for reinstatement of membership.

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 electronically. 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 7 calendar 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 at least 3 working days prior to the meeting. 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 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 may be done electronically or 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 thirty (30) other 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 thirty (30) 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.

3.6 Virtual Meetings

The Association may hold meetings virtually and not subject to an in-person quorum if deemed appropriate by the Board of Directors. Members shall receive reasonable advance notice of any virtual meeting, or of any change in meeting to a virtual format, as well as advance instructions for how to join, participate, and vote (if applicable) during the virtual meeting.

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 working (10) days.

(E) These timelines may be amended if necessary by a majority vote of the Board of Directors.

4.2 Nomination and Elections Committee

The Board of Directors shall appoint a Nomination and Elections Committee, chaired by the Association Secretary. Directors appointed on this committee must not be running for re-election. 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 Member in continuous good standing in the Association for at least one (1) year immediately preceding such nomination. Additionally, probationary employees are not eligible for nomination.

4.4 Qualification of Voters

Each 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 of at least 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. The Board of Directors may reschedule an election until such time as there are eligible candidates

Election ballots will be sent electronically by the first full week of November to all Members.

If the above procedures are not followed the ballot will be declared invalid and shall be destroyed by the Chairman of the Elections Committee five (5) working days after 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.

The Board of Directors may reschedule an election until such time as there are eligible candidates

4.6 Election Results

In case of a tie, a run-off election between those tied shall be held within ten (10) working 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 (9) positions:

- President
- Vice President
- Past President
- *Three (3) Directors from the Police, Fire Department's, and City Manager's Office*
- *Three (3) Directors from all other City Departments with Members.*

5.2 Areas of Representation

The Board of Directors shall be nominated and elected by a majority vote from all Members in good standing as defined in these By-Laws, Section 2.7

5.3 Directors Term of Office

All Directors will be elected for a two (2) year term. To maintain the desired rotation of Directors, three (3) Directors are elected annually. This shall occur in the following manner:

Odd Years:

- One (1) Director from Police and Fire Departments, and City Manager's Office
- Two (2) Directors from *all other City Departments with Members.*

Even Years:

- Two (2) Directors from Police and Fire Departments, and City Manager's Office
- One (1) Director from *all other City Departments with Members.*

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.

In the case that there are no new nominees for a seat up for election, the serving Director may extend their term for one additional term.

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 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 no 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 their 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, representational matters, and collective bargaining strategy matters.

Notice of the time and place of each regular meeting of the Board of Directors shall be given electronically (e-mail) 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 will be made electronically by e-mail 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. 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. This does not apply to absences for medical leave covered by FMLA. The President shall notify any Member who has missed two (2) such meetings.

5.12 Vacancies

A vacancy on the Board of Directors may be filled by majority vote of the remaining members of the Board. A vacancy may be left unfilled

- (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 their term, the following process shall be followed:
 - a. Vice President will serve as President for the remainder of the vacant term of office. The Board of Directors would select a replacement for the Vice President as outlined in section 15.12 (D).
 - b. In the event that the Vice President is unable to assume the position of President, the Past President will serve as President for the

remainder of the vacant term of office. The Past President position shall remain vacant.

- c. In the event there is no Past President to assume the position of President, the vacancy shall be filled by an officer or director approved by a majority vote of the Board of Directors. The person appointed shall serve out the remainder of the vacant term.
- (D) In the event the Vice-President is unable to complete their term and the unfilled term is 180 days or less, the vacancy shall be filled by a nomination of the President and a two-thirds vote of the Board of Directors. The person appointed shall serve out the remainder of the vacant term. The resulting Director vacancy shall follow the provisions outlined in Section 5.12 (A).
- (E) When vacancies of the Vice-President's unfilled term is for a time period of over 180 days, the vacancy 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.

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 Member would be deemed eligible to fill that vacancy providing they meet 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 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 working (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 two (2) years. 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 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:

- (1) Minutes of all meetings that specify the type, place, time, location, number of people present, and the proceedings thereof.
- (2) A membership register showing the names of the members.
- (3) The seal of the Association.
- (4) All other records, correspondence, grievances, books, agendas, election 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, and 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. They 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 their 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 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 a Member that embodies the leadership, knowledge, and commitment to represent the Members and the Board. An ideal candidate would have the following experience:

1. The President is elected from the current Board of Directors;
2. Has served as a member of the current Board of Directors for the last two (2) consecutive years;
3. Or has been a Director of the Association for a total of at least five (5) years.

The President shall serve a two (2) year term followed by a two (2) year term in the position of Past-President.

The President may be paid a salary 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. They shall have the following duties:

- (1) Preside at all Board of Director Meetings, General Membership, or Special Membership Meetings.
- (2) Call the first Board of Directors Meeting. All subsequent meetings will be determined by a vote of the Board. The President shall set the Board of Directors agenda, preside over Board Meetings, and maintain procedural order.
- (3) 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.

- (4) Appoint the Chairperson of all Committees or if elected shall act as Chairperson.
- (5) Be an ex-officio member of all Committees.
- (6) Have the general powers and duties of management usually vested in the office of the President of a Corporation.
- (7) 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 a member that embodies the leadership, knowledge, and commitment to represent the members and the Board. An ideal candidate would have the following experience:

1. The Vice-President is elected from the current Board of Directors;
2. Has served as a member of the current Board of Directors for the last two (2) consecutive years;
3. Or has been a Director of the Association for a total of at least five (5) years.
4. The Vice- President shall serve a two (2) year term.

6.5 Duties of the Vice-President

In the absence of the President or upon their 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 of the restrictions upon the President.

- (1) The Vice-President shall have other powers and perform such other duties as from time to time may be prescribed for them by the President or by these By-Laws.
- (2) 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.
- (3) The Vice-President shall be a voting member of the Board of Directors.
- (4) The Vice-President may be paid a salary from Association funds in such an amount as may be set by the Board of Directors.

ARTICLE 7 RECALL OF OFFICERS AND DIRECTORS

7.1 Grounds

Any Officer or member of the Board of Directors is hereby declared to be subject to recall for conduct unbecoming or failure to perform the duties of an officer or Director as set forth above.

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 they represent 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 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 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 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.

8.3 Loans

This Association shall not lend any money or property.

8.4 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€ 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 to 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€ 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 By-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.

8.5 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.

8.6 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, and 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.

8.7 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 or Director authorized by the Board.

8.8 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.

8.9 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.

8.10 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 by the written demand of any Member in good standing at a reasonable time and for a purpose reasonably related to their interest as a Member. Such inspection may be made in person or by an agent or attorney.

8.11 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, including by electronic delivery (email), 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.

8.12 Hiring of Consultants

Consultants may be employed by the Board of Directors. Their duties and compensation shall be prescribed by the Board.

8.13 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.

8.14 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.

8.15 Committees

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

8.16 Meetings of Committees

(1) Members of Special Committees shall be appointed by the President, and a majority of the Board of Directors.

(2) Members of Standing Committees shall be appointed by the Board of Directors.

(3) Meetings of all committees shall be by call of their respective chairpersons, who shall render reports of their proceedings to the Board of Directors.

8.17 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.

8.18 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.

8.19 Political Action Committee Membership

The Association will opt into the Political Action Committee of the Coalition of Santa Monica City Employees (hereinafter Coalition PAC) during election years. If Association members do not wish to pay into the Coalition PAC for that year, individual members may choose to notify the Board of Directors that they wish to opt out by submitting an Opt-out Form to the Treasurer of the Board. In that case, the Board of Directors will not send dues on behalf of those members to the Coalition PAC. The Association will opt out of the Coalition PAC during non-election years. If Association members choose to pay into the Coalition PAC for that year, individual members may choose to notify the Board of Directors that they wish to opt in by submitting an Opt-in Form to the Treasurer of the Board. In that case, the Board of Directors will transmit the Coalition PAC dues for only those members to the Coalition PAC.

8.20 Dissolution

In event of dissolution of the Association, the Board of Directors shall assure even and equitable disbursement of final assets to current active members.

8.21 Affiliation or Subsummation

The Association shall not affiliate with or be subsumed by another organization but for a 2/3rds vote of ALL members, voting in secret ballot, conducted by a recognized independent agent.

8.22 Amendment and Interpretation of These Bylaws

These Bylaws may be amended as necessary at a general membership meeting by a majority vote of 50% plus one of the valid eligible vote's casts. Amendments shall become effective immediately upon adoption, unless otherwise specified, and the bylaws under which the Association operated heretofore shall be deemed repealed.

Notice of proposed amendments to these bylaws must be submitted in writing to the Association membership by the Association board at least five (5) working days prior to a general membership meeting.

In the event of any ambiguity in these Bylaws, they shall be interpreted to conform to law.