

**Administrative Team Associates (ATA)
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. The Board of Directors is granted full power and authority to change the principal office to a location outside the City without membership approval.

**Article 2
Membership**

2.1 RIGHTS AND CLASSES OF MEMBERSHIP. The Association shall be composed of represented members and such other classes of members as shall be established, who shall pay dues as established.

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 and who pays membership dues to the Association. Each represented member shall be entitled to all rights and privileges of membership, including the right to cast one vote at all general or special meetings or elections of directors except as hereinafter provided in these by-laws. Any membership dues-paying represented member shall be eligible for any office, elective or appointive, within the Association, except as hereinafter provided in these by-laws.

2.3 AGENCY FEE PAYER. An agency fee payer shall be an employee of the City of Santa Monica whose job classification is represented by this Association with the respect to wages, hours and conditions of employment and who pays monthly service representation fees to the Association. Each agency fee payer shall be eligible to receive representation on personnel matters and to receive ATA information and notices. They are not eligible to vote for officers, vote on the Memorandum of Understanding, by-laws, serve on boards and/or committees, or to attend the annual membership meeting. An agency fee payer is considered opted out of the Coalition PAC.

2.4 DUES. The dues shall be as set by a majority of the represented members present and voting at any general or special meeting for which an agenda was posted commensurate with these by-laws informing members of such vote. Dues shall be non-refundable. Service fee rates shall be set by the Board, and shall not exceed the membership dues rate.

2.5 SPECIAL ASSESSMENTS. A special assessment may be levied by the Board of Directors when such an assessment is approved by a majority of the represented members present and voting at any general or special meeting.

2.6 RESIGNATION. A member may resign upon thirty (30) days written notice to the Board of Directors, provided that the resignation does not conflict with the Agency Shop agreement (MOU Section 6.06).

Article 3 Meetings

3.1 ANNUAL GENERAL MEETING. An annual general membership meeting shall be held each calendar year at the time and place selected by the Board of Directors. The notice shall be given in the manner and at the time fixed by the Board of Directors and in no case less than two (2) weeks prior to the meeting, and shall specify the general nature of the business to be transacted.

3.2 SPECIAL MEETINGS. The President, or a majority of the Directors, may call a special meeting when in their opinion the circumstances of business of the Association warrant such a meeting. Additionally the President shall call a special meeting within thirty (30) days of receipt of a petition presented to any member of the Board of Directors and signed by fifty (50) represented members stating a specific matter that in their opinion warrants such a meeting. Notice of a special meeting shall be given in the manner and at the time fixed by the Board of Directors and in no case less than one (1) week prior to the meeting, and shall state the business to be transacted and the time and place of the meeting. No other business shall be considered. If the meeting is called by method of member petition, the notice shall reflect the specific business stated in the petition only.

3.3 RATIFICATION MEETING. At the conclusion of negotiations for the Memorandum of Understanding, a ratification meeting will be called by the Board of Directors. Notice stating the date and time of the meeting shall be sent to all represented members. All matters under negotiation shall be fully discussed at the ratification meeting or at a subsequent meeting if such meeting is deemed necessary by a majority vote of those present at the ratification meeting.

3.4 VOTING. Only represented members shall be permitted to vote. Association votes shall be conducted as follows:

- a. **Board Elections.** Elections of the Board of Directors shall be conducted in accordance with Article 4 of these by-laws.
- b. **Contract Ratification.** Within two (2) weeks following the Ratification Meeting held in accordance with Section 3.3, above, a ballot shall be mailed to each represented member. The ballot shall include all proposed MOU language changes and shall reference the specific MOU Sections proposed for amendment.

The ballot shall state a date not less than two (2) weeks from the date on which the ballot was sent by which the ballot must be returned to a designated member of the Negotiations Committee. Within two (2) business days of the voting deadline, the Committee shall count all votes submitted in a timely manner with a minimum of three Committee members present. Ratification of the contract shall require fifty percent plus one of all votes cast in a timely manner.

- c. **All other votes.** Any other vote deemed necessary by the Association shall be conducted in person at a General or Special Meeting and shall require a majority vote of those present at such meeting unless a ballot by mail is called for by the Board or by vote at the General or Special Meeting.
- d. **Announcement of results of all votes.** The Board of Directors or Committee charged with overseeing a vote or election shall inform the Board of Directors of the numerical results of the vote within one (1) business day of the votes being counted. The President shall then inform the membership of the numerical results within one (1) business day. All ballots shall be deposited with the Board Secretary and retained for ninety (90) days following the vote count. At a member's request, the ballots shall be made available for inspection within two (2) business days. Any member may request that ballots be retained for up to one (1) year from the date of such request and the Board Secretary shall retain them as requested.
- e. **Online Voting.** Online voting may be used. The Board of Directors or Committee charged with conducting the vote shall select an online voting vendor. The vendor should have experience in conducting similar votes and offer the ability for secure voting. Online voting ballots should be emailed to each represented member's City email address.

3.5 QUORUM FOR GENERAL, SPECIAL, AND RATIFICATION MEETINGS.

A majority of the currently serving Directors and twenty-five percent (25%) of other represented members in good standing shall be necessary to constitute a quorum for the transaction of business at any General or Special membership meeting. A meeting called by member petition shall require a quorum of twenty-five percent (25%) of represented members in good standing and shall be conducted by one of the signatories of the petition in the absence of a member of the Board of Directors.

Article 4

Elections

4.1 TIME OF ELECTIONS. Elections for the Board of Directors shall be held yearly. The Board of Directors shall notify the membership of formation of an Election Committee in September. The Committee shall be comprised of all interested represented members who are not seeking election/reelection. Nominations for the board

will be opened in October and the election will be held in November. The new Board of Directors will assume office on January 1.

4.2 ELECTION COMMITTEE, DUTIES OF. The Elections Committee shall choose a chairperson at their first meeting, shall set a timeline for the election, and shall notify the Board of Directors of such timeline. The Committee shall then send out a call for nominations to all members. All nominations of represented members that are accepted by the nominee shall be deemed valid. The Committee shall request a Statement of Candidacy and allow each nominee a minimum of one (1) week to submit such statement, which shall be included on the ballot. The elections committee shall notify all candidates one (1) week before the nominations close of the roster of candidates and seats for which he or she are running. A nominee may change the position for which they are running up until the close of nominations. The elections committee should also inform the Board of the current nominees one (1) week prior to nominations closing. The ballot shall be mailed to all represented members and shall state a date not less than two (2) weeks from the date on which the ballot was mailed by which the ballot must be returned to a designated member of the Committee. Within two (2) business days of the voting deadline, the Committee shall count all votes submitted in a timely manner with a minimum of three (3) Committee members present. The Committee shall announce the results in accordance with Article 3, above. In the case of a tie, a run-off election between those tied shall be held by ballot mailed to all members within ten (10) days with a return date not less than two (2) weeks from the date on which the ballot was mailed.

Article 5

Board of Directors

5.1 NUMBER OF DIRECTORS. The Board of Directors shall consist of the following seven (7) positions:

- President
- Vice-President
- Treasurer
- Secretary
- Coalition Liaison
- Retiree Medical Trust Liaison
- Director At Large

5.2 TERM OF OFFICE. Directors shall be elected for a one-year term.

5.3 POWERS. All association 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 Association and the laws of the State of California.

5.4 BOARD OF DIRECTORS MEETINGS. There shall not be less than ten (10) meetings per year of the Board of Directors. The Board shall set the meeting schedule for the year at the first meeting of the year. Changes to this schedule shall require a majority vote of the Board. The Board of Directors shall act upon matters requiring its attention by voice or hand vote unless one (1) Director requests a roll-call vote. Not less than three (3) working days prior to each regular meeting of the Board of Directors, notice of the time and place of said meeting shall be given in writing or email to all Board Members and to all members who have requested such notification. An agenda shall be available prior to the meeting. A majority of the Board of Directors, as fixed by the by-laws, shall be necessary to constitute a quorum for the transaction of business.

5.5 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 meetings may be made in writing, in person, electronically, 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 5.4 above. 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.

5.6 BOARD MEMBER ATTENDANCE. Any Board member who fails to attend three (3) regular meetings as defined in Section 5.3, above, shall automatically be removed from the Board. The President shall notify any member who has missed two such meetings.

5.7 BOARD VACANCIES. If a vacancy or vacancies occur on the Board of Directors, the position(s) shall be offered to the runners-up in the previous year’s election in order of the most votes received. If there are no eligible or interested runners-up, all represented members shall be notified of the vacancy and offered the opportunity to fill the position for the remainder of the term. The Board shall then by majority vote appoint from the list of volunteers a represented member, who shall fill the position for the remainder of the term.

5.8 DUTIES OF DIRECTOR AT LARGE. The Director at Large shall attend Board meetings, respond to member inquiries, assist in planning special events and meetings, and serve on committees as needed.

5.9 DUTIES OF THE RETIREE MEDICAL TRUST LIAISON. The Retiree Medical Trust Liaison shall represent the ATA at all trust meetings and shall report proceedings of all meetings back to the Board of Directors and general membership. The Liaison shall attend Board meetings, respond to member inquiries, assist in planning special events and meetings and serve on committees as needed.

5.10 DUTIES OF THE COALITION LIAISON. The Coalition Liaison shall represent the ATA at all Coalition meetings in accordance with Section 7.8 below, shall sit on the City's Insurance Committee, and shall report proceedings of all meetings back to the Board of Directors and general membership. The Coalition Liaison shall attend Board meetings, respond to member inquiries, assist in planning special events and meetings, and serve on committees as needed.

5.11 DUTIES OF THE SECRETARY. The Secretary shall record, transcribe and distribute the minutes of all meetings in a timely manner. The Secretary shall distribute the minutes to the Board of Directors, and shall provide the approved minutes to all members who request them. The Secretary or President shall give notice of all General, Special or Board of Directors meetings in accordance with the provisions of these by-laws. The Secretary shall keep the following items and provide them to any member upon request:

- a. Minutes of all meetings that specify the type, place, time, location, number of people present and the proceedings thereof.
- b. A membership roster showing the names of the members.
- c. All records, correspondence, etc. that pertain to the function of the Association.

The Secretary shall also attend Board meetings, and may respond to member inquiries, assist in planning special events and meetings, and serve on committees as needed.

5.12 DUTIES OF THE TREASURER. The Treasurer shall promptly receive and disburse the funds of the Association in such a manner as may be ordered by the Board of Directors. The financial records of the Association shall be at all reasonable times, open to the inspection of any member. The Treasurer shall cause an annual accounting to be made of the financial affairs and records of the Association. The Treasurer shall regularly provide a list of represented members to the Board. The Treasurer shall also attend Board meetings, and may respond to member inquiries, assist in planning special events and meetings, and serve on committees as needed.

5.13 DUTIES OF THE VICE PRESIDENT. The Vice President shall stand in for the President when necessary. In the event of a vacancy of the office of President, the Vice President shall automatically succeed to the office for the remainder of the term. The Vice President shall also attend Board meetings, respond to member inquiries, assist in planning special events and meetings, and serve on committees as needed.

5.14 DUTIES OF THE PRESIDENT. The President shall be 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 shall have the general powers and duties of management usually vested in the office of president of an association. The President shall preside over meetings of the Board of Directors and any General or Special meetings of the members, except as called for in Article 6, below. The President shall call to order and dismiss meetings and shall conduct meetings according to Robert's Rules of Order and any other rules provided for in these by-laws. The President shall be an ex officio member of all committees.

Article 6

Recall of Elected Officials

6.1 RECALL PROCEDURES. Any member of the Board of Directors is subject to recall for conduct unbecoming such elective official or failure to perform the duties described in Article 5, above. A petition for such recall shall be signed by not less than fifteen percent (15%) of the represented members and shall be presented to any Board member. If the petition is certified by such Board member as being adequate, the petition shall be accepted without vote by the Association and a date not to be later than thirty (30) days from the date of acceptance of the petition shall be set for a special meeting of the Association to hear and vote on the recall request. A Board member subject to recall may not preside over said meeting. To sustain the recall, a two-thirds (2/3) vote of represented members present shall be necessary. If the Board member is recalled, the position shall be filled in accordance with the provisions for filling Board vacancies provided in Section 5.6, above.

Article 7

Power to do Business

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

7.2 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 in such manner and at such times as the Board shall decide.

7.3 CONTRACTS. Any and all contracts which may be executed in the name of the Association shall be in such a form as shall be consistent with law and with the Articles of Association, and shall be approved by the Board of Directors or by their duly authorized representatives. All contracts authorized by the Board or its authorized representatives, shall be signed by the President, or in the absence of the President, any other officer authorized by the Board.

7.4 ASSOCIATION RECORDS. The Association shall keep in its principal office, 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.

7.5 INSPECTION OF ASSOCIATION RECORDS. All records of account, and the minutes of proceedings of any Association meeting 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/her interest as a member. Such inspection may be made in person or by an agent or attorney.

7.6 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 ordinary 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 in the records 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.

7.7 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 Administrative Team Associates.

7.8. ASSOCIATION POSITIONS ON BARGAINING COALITION MATTERS. The Board shall decide on the Association's position regarding Coalition matters not related to compensation, medical, or retirement. Section 3.4.b shall be followed for Coalition matters related to compensation, medical, or retirement. The Coalition Liaison shall cast the Association's vote in accordance with the Board's decision.

7.9. POLITICAL ACTION COMMITTEE MEMBERSHIP. The Board of Directors shall prescribe at the beginning of each year whether the Association will opt in to the Political Action Committee of the Coalition of Santa Monica City Employees (hereinafter Coalition PAC) or whether its members may not do so. If the Board of Directors prescribes that Association members may not opt into the Coalition PAC for that year, they shall inform all represented members of this decision and individual members may

choose to notify the Association that they wish to opt in. Should members do so, the Board of Directors will transmit the Coalition PAC dues for only those members to the Coalition PAC. If the Board of Directors prescribes that the Association will opt in to the Coalition PAC, the Board of Directors shall inform all represented members of this decision and will transmit to the Coalition PAC dues for its members. However, individual members may choose to notify the Board of Directors that they wish to opt out. Should members do so, the Board of Directors will not send dues on behalf of those members to the Coalition PAC.

Article 8

Amendment of By-Laws

8.1. INITIATING THE AMENDMENT PROCESS. Any process to consider amendments to the Association's by-laws shall be initiated by the Board of Directors. Following a Board decision to begin such a process, the President shall notify the membership of formation of a By-laws Committee. The Committee shall be comprised of all interested represented members.

8.2. RECOMMENDATIONS AND VOTING. The By-laws Committee shall formulate recommendations and present its proposal to the Board of Directors. The Board may add recommendations of its own. The Board shall not change any of the committee recommendations unless the committee agrees to such changes. All recommendations shall then be presented to represented members at the annual General Meeting or at a Special Meeting held in accordance with these by-laws, except that notice of the meeting shall not be less than two weeks prior to the date of the meeting. The amendments shall be voted on at the meeting and shall require a vote of not less than two-thirds (2/3) of those represented members present.