



A*S*A*P Associated Supervisory / Administrative Personnel
of the City of Irvine

BYLAWS

ARTICLE 1. Definitions

Unless otherwise indicated, the terms "Association" or "ASAP" shall mean the Associated Supervisory / Administrative Personnel. "Board" shall mean Board of Directors of the Association. "Members" shall mean members in good standing of the Association.

ARTICLE 2. Offices

The principle office for the transaction of business of the Association shall be located in the City of Irvine, State of California.

ARTICLE 3. Memberships and qualifications

Section 1. General Qualifications

- A. A person, to be eligible for membership, must be employed by the City of Irvine and be a member of the Supervisory/Administrative employee Bargaining Unit.

Section 2. Anti-Discriminatory Clause

- A. Acceptance for membership shall be based only on the qualifications stipulated herein and shall not be denied on grounds of physical disability, marital status, medical condition, race, color, gender, sexuality, age, national origin or ancestry.

Section 3. Application, Dues and Membership Standing

- A. Membership applications shall be submitted to the Board for approval. The information thereon shall be in conformance with the eligibility requirements of these By-Laws.
- B. The dues schedule and the method of collection shall be established by the Board.
- C. An applicant for membership shall be considered a member when his/her application / signed payroll deduction request form has been accepted by the Board.
- D. A member in good standing is one whose dues are current. Only members in good standing may vote on any action.

Section 4. Separation

- A. A member may resign from the Association by sending a letter containing such resignation to the Board. Such resignations shall become effective on the last day of the month in which it is received. The Board shall notify Human Resources to cease dues collection.

ARTICLE 4. Organization

Section 1. Board

- A. The powers shall be exercised, the property controlled, and the affairs and business of the Association shall be conducted by a Board of Directors consisting of five (5) members, subject to the provisions of these By-Laws and the Corporate Laws of the State of California.
- B. The officers of the Board shall also be the officers of the Association.

Section 2. Councils

- A. Councils composed of members having special interests may be formed by the Board.
- B. Councils shall operate under rules established by the Board.

Section 3. Committees

- A. The Board shall appoint the following committees within 60 days following the annual installation of the Board:
 - i. Nominating Committee consisting of at least three members.
 - ii. Election Committee consisting of at least three members.
- B. The Board may appoint an Executive Committee consisting of three or more Directors and other committees which it deems advantageous to the conduct of the Association.

ARTICLE 5. Officers

Section 1. Board of Directors

- A. There shall be an Executive Officer, Secretary and Financial Officer elected by the Board from its own membership for a period of one year. They may be reelected to succeed themselves.
- B. Only one person shall hold any one office at any one time.



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- C. The Board may appoint an Assistant Secretary and Assistant Financial Officer, or both combined in one person, who need not be members of the Association.
- D. Every member of the Board shall be a member in good standing of the Association.

ARTICLE 6. Nominations, Elections, Term of Office of Directors and Voting

Section 1. Nomination

- A. Only members shall be nominees for office in the Association.
- B. Any member seeking candidacy for office shall submit a nominating petition signed by him/herself and 10 members to the Nominating Committee by the 7th day of August.

Section 2. Acceptance of Nominations

- A. Candidates for office who file nominating petitions with the Nominating Committee, in accordance with Section 1 of this By-Law, shall be accepted as nominees for office by the Nominating Committee and their names shall be placed on the ballot by the Election Committee, unless ineligible as defined by By-Law VII, Section 2.,F.

Section 3. Election of Directors

- A. The Secretary shall, by September 7 of each year, notify the Nominating and Election Committees of the number of Directors to be elected.
- B. The Election Committee shall conduct free and democratic elections by secret ballot for the election of the Directors. A tie vote shall be decided by lot.
- C. The election of Directors must be completed by the first day of October each year.
- D. The Election Committee shall immediately notify the Secretary by letter of the results of the election.
- E. The Secretary shall immediately inform all nominees and the Board by letter, and the membership by posting in each department office or work site the results of the election.

Section 4. Term of Office

- A. The term of office of Director shall begin on the second Tuesday in October following his/her election, and end on the second Tuesday in October of the second calendar year following his/her election, at which time his/her successor will take office.
- B. Directors may be elected to succeed themselves.
- C. Three Directors shall be elected in the odd years and two Directors shall be elected in the even years.

Section 5. Voting

All members shall have equal voting rights and each regular member shall be entitled to cast one vote except in the election of Directors of the Association. In the election of Directors of the Association, each member shall have one vote for each vacancy to be filled on the Board of Directors. At any election of Directors each regular member may cumulate his/her votes and give one candidate a number of votes equal to the number of Directors to be elected, or may distribute his/her votes among as many candidates as he/she thinks fit. The candidates receiving the highest number of votes in descending order of votes are elected to fill the positions of Directors to be elected.

ARTICLE 7. Duties of Officers, Directors and Committees

Section 1. Officers

- A. The Executive Officer of the Association shall preside at all meetings of the Association and the Board.
- B. In the event of the absence or inability to act of Executive Officer, the duties of the office shall be performed by a member of the Board selected by the Board.
- C. The Secretary shall cause written minutes of all Board, Membership and Executive Committee meetings to be prepared and kept on file in the Association Office. He/she shall also keep any and all other records, reports, letters, etc., on file that pertain to the function of the Association, including a roster of members as required by Law.
- D. The Secretary shall prepare and file all reports required by public agencies.
- E. The Financial Officer shall receive and disperse, upon order of the Board, the funds of the Association.
- F. The Financial Officer shall cause an accurate accounting to be kept of all the financial transactions of the Association and he/she shall submit the necessary financial reports to the Secretary for forwarding to such public agencies as are required.



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Section 2. Directors or Board

- A. Financial Authority. The Board shall have supervision and control of the funds of the Association.
- B. Meetings. The Board shall meet at least once each month. A quorum, consisting of a simple majority of the Board, must be present in order to conduct business.
- C. Employees and Additional Officers. The Board shall appoint such other officers and hire or discharge employees/agents as it may deem necessary for the proper conduct of the affairs of the Association. Such actions shall require a majority vote of the entire Board.
- D. Financial Reports. The Board shall cause to be distributed to the members, annually or more often, an itemized statement of the financial accounts of income and expense of the Association for the preceding year. Such statement shall state the sources of income and the classes of expenditure and the amounts.
- E. Absenteeism. Any member of the Board who is absent from three consecutive meetings of the Board shall automatically drop from the membership of the Board unless a written statement explaining such absence is submitted on or before the date of the next Board meeting, and such explanation is acceptable to at least two-thirds of the members of the Board.
- F. Ineligibility. Any member of the Board who is inexcusably absent from more than one-half of the meetings of the Board during any term shall be ineligible for renomination or reelection for the following term.
- G. Vacancies. Any vacancy occurring by absenteeism, death or resignation shall be filled by appointment of the Board in accordance with Section 2.,C. of this By-Law. Such appointment shall terminate at the next regular election, at which time the vacancy shall be filled by election procedures for the unexpired term.
- H. Termination of Appointments. Any appointments made by the Board, other than those made in accordance with Section 2.,G. of this By-Law, may be terminated by the Board.
- I. Compensation. No members of the Board, Council or Committees shall draw any compensation from the Association except for expenses incurred on Association business when authorized by the Board.
- J. Representation. The Board may act as agent, or appoint an agent, to represent any member or members on any subject matter pertaining to the Association objectives when a controversy, difference, or problem arises between such member or members and employer(s) or management, when the Board has been so petitioned.
- K. Indemnification
 - i. Right of Indemnity. To the fullest extent permitted by law, this corporation shall indemnify its Directors, Officers, Employees, and other persons described in Section 7237(a) of the California Corporation Code, including persons formerly occupying any such position, 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 in that Section, and including an action by or in the the right of the corporation, by reason of the fact that the person is or was a person described in that section. "Expenses," as used in this bylaw, shall have the same meaning as in Section 7237(a) of the California Corporation Code.
 - ii. Approval of Indemnity. On written request to the Board by any person seeking indemnification under Section 7237(b) or Section 7237(c) of the California Corporation Code, the Board shall promptly determine under Section 7237(e) of the California Corporation Code whether the applicable standards of conduct set forth in Section 7237(b) or Section 7237(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 Section 7237(e) whether the applicable standards of conduct set forth in Section 7237(b) or Section 7237(c) has been met, and, if so, the members present at the meeting in person [or by proxy] shall authorize indemnification.
 - iii. Advancement of Expenses. To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under Section K.i and K.ii of these bylaws in defending any proceeding covered by those Sections shall be advanced by the corporation before final disposition of the proceeding, on receipt by the corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately determined that the



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person is entitled to be indemnified by the corporation for those expenses.

- L. The Board shall select a Bargaining Committee which shall be comprised of at least one member from each of the various departments of the City of Irvine.

Section 3. Committees

- A. The Nominating Committee shall cause nominating forms to be made and circulated among the membership by March 15 of each year.
- B. The Election Committee shall conduct all elections for Directors and any other Association business in conformance with By-Law VI and By-Laws X, XI, XII, XVI, and XVII.
- C. The Nominating Committee and Election Committee may be one in the same.
- D. The Executive Committee's duties, powers and responsibilities shall be established by the Board.
- E. All other committees shall be appointed by the Board as necessary, and they shall have the duty to investigate, study and make reports including any recommendations on the subjects for which they were specifically organized.

ARTICLE 8. Financial

Section 1. Purpose of Funds

Funds or assets may be disbursed only for carrying out the objectives of the Association as defined by the Articles of Incorporation and these By-Laws.

Section 2. Fiduciary Responsibility

All checks, drafts, or orders for payment of money, notes or other evidence of indebtedness issued in the name of or on behalf of the association shall be signed by the Financial Officer and counter signed by the President or Vice-President, or by such other two Officers as designated by the Board of Directors.

ARTICLE 9. Membership meetings

Section 1. Annual Membership Meeting

Shall be announced each year, such meeting to be held at a time and place specified by the Board.

Section 2. Special Membership Meetings

May be called, providing 24 hours notice to the members is given;

- A. By the Board.
- B. By the President, only in case of great emergency and when time is too limited to obtain the consent of the Board.

Section 3. Meeting Notices

Notices of special membership meetings must state the business to be transacted and the time and place of the meeting. No other business will be considered. Notice must be posted in each Department.

Section 4. Board Action

Unless otherwise provided by these By-Laws, every question which shall come before a membership meeting shall be decided by the vote of the majority of the members present, but such decision may be subjected to a referendum vote through the procedure established for said vote in the By-Laws. No member may vote or act by proxy. Actions taken at a meeting become effective immediately unless otherwise specified

Section 5. Quorum

At any annual or special meeting, a quorum shall consist of twenty-five percent (25%) of eligible members present and entitled to vote.

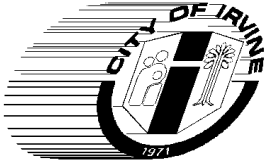
Section 6 . Indemnity of Opinions

The Association, as a body, shall not be responsible for the statements of fact or opinion in papers, speeches or discussions at the meetings.

ARTICLE 10. Initiative Procedure

Section 1. Initiative (Petition) Procedure

This procedure shall be used by a member(s) who wants to present to the membership a proposed course of action for adoption. The initiative procedure shall be instituted by the filing of a petition with the



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Secretary which shall state the proposed course of action and which shall be signed by members numbering at least 10 percent of the total number of members.

Section 2. Certification of Petition

Upon receipt of such a petition, the Secretary shall verify signatures and check for compliance with Section 1. above. If the petition is found to meet the requirements of Section 1. above, the Secretary shall so certify to the Board forthwith.

Section 3. Call for Meeting

Upon receipt by the Board of the certified petition, the Board shall call a special membership meeting to consider the proposed course of action. This meeting shall be held not less than 15 nor more than 30 days from receipt by the Board of the (certified) petition. Action taken by the membership at such meeting shall be binding upon the Association.

Section 4. Membership Notice

Within 30 days after the meeting, the Secretary shall notify all members of the action taken at the meeting.

ARTICLE 11. Referendum and Recall Procedure

Section 1. Referendum

- A. A referendum of any members may be taken on any act of the Board or any officer or employee of the Association, or on any measure adopted at any meeting of the Association (including initiative measures and recall actions).
- B. A referendum may be called for by the Board or by a petition in writing filed with the Secretary, signed by members numbering not less than 10 percent of the total membership.
- C. The Secretary shall mail ballots on the question at issue to all members within 25 days of said filing. Said ballots shall state the date for the closing of the polls, which date shall not be earlier than 10 nor later than 25 days from the date of mailing the ballots.
- D. The Board shall cause the votes to be counted within five days of the closing of the polls. A majority of the votes cast will be decisive.
- E. The referendum shall fail if less than 50 percent of the total membership votes.

Section 2. Recall

Any officer or member of the Board may be recalled. The action shall follow initiative procedure except that the written notice shall include a copy of the complaint and it shall be mailed to all members and the officer or member of the Board who is the subject of the action at least 15 days prior to the membership meeting at which said recall is to be considered. At the meeting the person involved will have the opportunity to be heard and to present others in his/her behalf.

ARTICLE 12. Bylaw Amendments

Proposed amendments to the By-Laws shall follow initiative procedure and mail referendum procedure except that a two-thirds majority vote of the members voting shall be required for adoption of the amendment. Amendments shall not be adopted unless at least 15 percent of the total membership votes.

ARTICLE 13. Disciplinary Action

Any member or employee of the Association may be subjected to disciplinary action by the Board for any willful violation of the terms of the Articles of Incorporation, or of these By-Laws, or for any willful act detrimental to the Association. Under this section the Board may terminate membership.

ARTICLE 14. Internal Remedies

Section 1. Procedure

In the event any member has cause to believe that any of his/her membership rights have been violated by the Association or that the affairs of the Association are being mismanaged, the following procedure shall apply to the hearing and determination thereof:

- A. The aggrieved member shall present his/her claim or complaint to the Board, either in writing, signed by the member, or by his/her personal appearance.
- B. Following the presentation of the claim or complaint to the Board, the Board shall appoint an Investigating



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Committee composed of three members, who are not members of the Board, to determine the facts. Within 60 days following the initial complaint, the Investigating Committee shall report its findings to the Board. The Board shall make its final decision and inform the member of the decision within 14 days after receipt of the Committees' report. If the member is not satisfied with the determination, he/she shall have the right either to present his/her claim or complaint to the membership of the Association at the next membership meeting, or to invoke the referendum procedure under By-Law XI. No member shall be disciplined in any manner for exercising any of his/her rights guaranteed by this By-Law.

ARTICLE 15. Inspection of Files

Section 1. Corporate Records

The books of account, the minutes of the Board and the membership meetings, and the membership roster shall be open to inspection at any reasonable time upon the written demand of any member for any purpose reasonably related to his/her interest as a member.

Section 2. By-Laws

The original By-Laws and a copy thereof as amended to date, certified by the Secretary, shall be kept on file in the principal office of the Association and open to inspection by the members at all reasonable times during office hours.

ARTICLE 16. Conflict of Interest

No officer or employee of the Association shall receive direct compensation or gratuities from any vendor with which the Association is transacting business.

ARTICLE 17. Parliamentary Law

In all questions involving parliamentary procedure, including election procedures not covered by these By-Laws, Robert's Rules of Order (Revised) shall be the governing authority.

ARTICLE 18. Validity of By-Laws

If any provision of these By-Laws, or the application thereof to any person or circumstance, is held invalid, the remainder of these By-Laws, or the application of such provision to other persons or circumstances, shall not be affected thereby.

ARTICLE 19. Statement of Purpose

The specific purpose of this corporation is primarily to engage in all lawful activities and operations usually and normally engaged in by an association of public employees, including but not limited to negotiations on wages, hours, and other terms and conditions of employment, representation concerning the terms and conditions of employment and improvement of employee relations with the City of Irvine on matters arising under the California Government Code Section 3500 et seq and other applicable laws, ordinances or regulations.

Initial Bylaws as Approved on March 25, 1996 by A*S*A*P Organizing Committee