

**BAY AREA AIR QUALITY
MANAGEMENT DISTRICT
EMPLOYEES' ASSOCIATION**



**Constitution (adopted April, 2007 and amended
September 25, 2015; and
By-Laws (adopted September 25, 1973 and
subsequently amended on September 19, 1995
and April, 2007 and September 25, 2015**

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CONSTITUTION

PREAMBLE AND HISTORY

The members of the Bay Area Air Quality Management District Employees' Association ("Association"), a non-profit California Corporation, recognized that it shares with the Bay Area Air Quality Management District (BAAQMD) ("District") and its Board of Directors mutually held aspirations of the District's welfare and prosperity; and that the Association's members are personally and professionally dedicated to advancing these common interests.

To achieve these ends, the Association commits itself to provide effective work ethics to the District on an ongoing and consistent basis.

The Association has been created to promote ongoing mutual understanding and agreement between the District and the Association, and to address issues regarding the terms and conditions of its service to the District, as they may arise.

The original By-laws of the Association were adopted at a meeting of the Association on September 25, 1973, subsequently amended on September 19, 1995, and again on September 25, 2015.

ARTICLE I - NAME

The name of the employee organization shall be "Bay Area Air Quality Management District Employees' Association, Inc." (Hereinafter referred to as the "Association" and/or "EA") The Association is a non-profit California corporation. Its Articles of Incorporation were filed with the Secretary of State on October 1, 1973. Any conflict with those Articles by any matter specified herein shall be construed in favor of those Articles.

ARTICLE II - PURPOSE

The purpose of the Association is:

- A. To assist in the maintenance of the higher standards of public service.
- B. To improve the wages, hours and working conditions of its members.
- C. To represent its members as a bargaining unit on all matters affecting the welfare of the members, including but not limited to wages, hours and other terms and conditions of employment.
- D. To unite all employees who are members of the Association for the purpose of maintaining, protecting and advancing their interest, both individually and as a group; and to foster and advocate professional competency and proficiency of its members.
- E. To foster a better understanding and cooperation between the Association and the District.

ARTICLE III – GOVERNANCE

The organizational structure of the Association shall encompass the members and the Board of Directors, with governance of the Association vested in the Board of Directors.

- A. All powers, as prescribed in the Constitution & By-laws shall be vested in the Board of Directors, which shall direct the business of the Association.
- B. English shall be the official language of the Association.
- C. The governance and operating year of the Association shall be on a fiscal year basis, starting from September.

ARTICLE IV - MEMBERSHIP

- A. The Association shall have no restriction on membership based on sex, race, religion, creed, sexual orientation, national origin, or political belief.
- B. Membership shall be open to any full or limited term employee of the District, except those recognized by the District as Management and Confidential employees, and elected and appointed members of the Boards and Councils of the BAAQMD.
- C. Any full or limited term employee shall become a member upon completion of a membership application. College Interns and High School Interns are not eligible to become members of the EA and are not covered by the MOU. Payment of dues shall commence at the time of employment and shall be paid by payroll deduction, with the exception as noted in Article VII, Sections F and G of the Constitution.
- D. Application into membership shall include a commitment by the applicant to comply with and be bound by the Articles of Incorporation, the Constitution and By-laws and amendments thereto, and the policies, rules and regulations adopted by the Association, from time to time, in accordance with these Constitution and By-laws.
- E. Suspension for Cause: The Association's Board of Directors, may, by a majority of vote, at any of its regular meetings, or at a special meeting, decide to consider for suspension the membership of any member for cause. Such proceedings shall also be initiated upon receipt, by the Board of Directors, of a petition signed by one-third of the membership in good standing. Suspension for cause may include, but is not limited to:
 - Willful failure to adhere to the Constitution and By-laws and/or Articles of Incorporation.
 - Willful failure to adhere to decisions arrived at by majority decision of the Association's Board of Directors and/or the Association's general membership.
 - Entrance into unauthorized and/or secret negotiations and agreements with District management or the District's Board of Directors to the detriment of the Association.
 - Misappropriation and misuse of the Association's funds and general properties.
 - Abuse of the power and privileges given to the elected Officers and Stewards of the Association.

- Any action deemed inappropriate by a majority vote of the Association's Board of Directors.

Upon deciding to examine a situation for suspension, the Board of Directors shall give at least thirty (30) days written notice to the member of the intention to suspend. The member shall then have ten (10) days after receipt of the notice to inform the Board, in writing, of a desire to be heard before the Board. The respondent or his/her designated representative, who must be a member in good standing, may attend the hearing. The hearing shall be conducted at a Regular or Special meeting of the Association's Board of Directors. A move to suspend shall require a simple majority of the votes of the Board of Directors. Hearing findings shall be communicated by regular U.S. mail to the affected party within ten (10) days of the Board's decision. A suspended member may appeal the Board's decision before the general membership at any Regular or Special meeting.

A suspended member may reapply for membership after one year. The granting of the membership to the suspended member must be voted upon by the Board of Directors.

ARTICLE V - OFFICERS, TITLES, SCOPE OF AUTHORITY & DUTIES

- A. The Officers of the Association shall be a President, a Vice President, a Recording Secretary, a Corresponding Secretary, a Treasurer and seven (7) Stewards who together shall constitute the Association's Board of Directors. The seven Stewards shall represent the following job-related areas:

Clerical: One Steward representing all Divisions

Inspection: Two Stewards representing all Inspectors

Professional: Two Stewards representing all Divisions

Technical/General: Two Stewards – one representing Air Monitoring/Analysis & Source Testing; one representing staff located at the District office

All officers are voting members of the Board of Directors. The Past-President shall serve as a non-voting Association Director, ex officio, for the term of one year in order to assist the President with assuming his/her duties.

- B. The Officers shall have those powers and authority, as designated by these Constitution and By-laws, the Articles of Incorporation and as specified by law. The business of the Association shall be managed by its Officers as follows:

President: The President shall be the presiding officer at all meetings of the Association and shall serve as the Chairperson of the Board. The President is responsible for the administration, management and coordination of all activities of the Association. Specific duties include, but are not limited to, except as otherwise provided herein, appoint all committees, subject to confirmation by the Board of Directors, scheduling of meetings of the Association; recruitment of new members; providing assistance in problem-solving and resolving conflicts concerning interpretation and/or implementation of the Memorandum of Understanding (MOU); serving as an ex-officio member of the negotiating team; enforcing the provisions of the Constitution and Bylaws; assisting in the development of goals and objectives for the Association; and serving as the official spokesperson for the Association.

Vice President: The Vice President shall perform all duties of the President during the absence or the incapacity of the President. The Vice President shall assist the President in his/her duties and shall perform such other duties, as directed by the President and/or the Association's Board of Directors.

Recording Secretary: The Recording Secretary shall be the custodian of the records of the Association and shall transcribe, prepare and submit to the President minutes of all meetings of the Association; shall maintain an official copy of the current Constitution and By-laws, signed by the President and the Vice President, in the Association's records. The Recording Secretary shall accept applications for membership and shall announce all new memberships before the Membership at its next meeting; and shall perform such other duties, as are assigned by the President.

Corresponding Secretary: The Corresponding Secretary shall be responsible for the correspondence of the Association and such other related matters as shall be referred by the President; shall distribute proposed amendments to the Membership, as required in Article VII of the By-laws. The Corresponding Secretary shall be responsible for dissemination of the Association's meeting minutes, agendas for future meetings, ballots for voting and all items requiring consideration by the general Membership. The Corresponding Secretary shall maintain all records of the proceedings in the absence of the Recording Secretary, and shall perform such other duties as are assigned by the President.

Treasurer: The Treasurer shall be responsible for the financial affairs of the Association and shall:

- maintain an accurate accounting of all finances of the Association;
- receive the dues of the members;
- receive and deposit monies of the Association and shall disburse monies in accordance with the authorized expenditures;
- signs all checks issued on behalf of the Association. The President shall assign 2 Board members the authority to countersign checks. All Board members signing checks must be bonded. In the event that the Treasurer is unable to issue checks, the President may authorize the other board members, with authority to countersign, to issue the necessary checks, with their signature and countersignature.
- present an annual financial statement at the first meeting of the general membership in the calendar year. The Treasurer shall also present a financial statement at each regular meeting of the Association's Board of Directors. Financial statements must include separate line items for all expenditures in excess of \$1,000. The Treasurer shall also prepare such other financial statements as are required;
- make the Association's financial records available to any regular member within five (5) working days after receipt of a formal, written request from said member;
- perform such other duties as are assigned by the President.

Stewards: Stewards shall provide liaison for members in job-related areas, as described in Article V, Section A. Stewards shall be elected for a two-year term by a simple majority of the voting members in good standing. Stewards shall bring matters before the Board as a representative of that class of member; shall accept members' proxy votes; may assist members in processing of grievances and discrimination suits; shall make sure that all new

employees in their respective classification are provided with copies of the current Constitution & By-laws and Memorandum of Understanding (either electronic or hardcopy); and shall perform such other duties as assigned by the President.

- C. The Board may employ such consultants, including outside legal counsel and a grievance advisor, to provide advice and services as is deemed necessary for conducting general business for the Association, up to a maximum of \$7,500 per matter/service. In addition, the Board may make necessary expenditures up to a maximum of \$5,000 for any individual grievance, \$5,000 for any disciplinary matter; and up to a maximum of \$10,000 per fiscal year for social events and/or items given to membership at large. In addition, the Board may enter into contracts for services and equipment as is deemed necessary for operating the Association as follows: up to a maximum of \$5,000 per fiscal year for Association-related Training, Education and Conference for EA Board members only; up to a maximum of \$5,000 per fiscal year for equipment and software; and up to a maximum of \$ 2,500 per fiscal year for telephone(s), telephone service, fax machine(s), website subscription insurance.
- D. Any expenditure exceeding the limits above requires the general memberships' approval by a simple majority vote of the ballots cast. Matters put before the membership for voting, shall provide explanatory materials as provided by the supporters and/or opponents of the proposal and/or recommendation.

ARTICLE VI – NOMINATIONS, ELECTIONS AND TERMS OF OFFICE FOR OFFICERS AND STEWARDS

- A. The Officers (including Stewards) of the Association shall be elected by a simple majority of the ballots cast in an election of the membership at a general membership meeting. No Officer shall serve more than two consecutive terms (four years) in the same office. However, in the event that there are no candidates for an elected position, then the incumbent (including the President's position) has the right to continue in that position, as ratified by the Board of Directors.
- B. A separate or a combined ballot shall be cast for each of the offices. Election of Officers and Stewards shall be by secret ballot at a date, time, and place as designated by the Board of Directors (normally held in the month of September). As an exception, if only one candidate is running for an office or two candidates are running for the Inspector Stewards or two candidates are running for the Professional Stewards, voting may be conducted as determined by the Board of Directors (specifically, to allow a voice vote or a show of hands).
- C. In the event of a tie among candidates, a run-off election will be held. If the run-off election results in another tie, a majority of the Board shall determine the outcome.
- D. A notice announcing the date of the election and a request for nominations of Officers and Stewards shall be distributed to the membership (via email or by regular U.S. mail) not less than ninety (90) days prior to the end of the term of office of the current incumbents.
- E. The period for nominations shall be kept open up to and including the day of Elections. In addition, nominations may be accepted from the floor.
- F. The election of Officers and Stewards shall be held not less than thirty (30) days prior to the end of the term of the current incumbents.

- G. A vacancy occurring in the office of the President shall be filled, on an interim basis, by the Vice President, until the next membership meeting when the vacancy shall be filled by nominations from the membership and an election to be held as soon as reasonably possible. Vacancies occurring in all other elected members' positions of the Board of Directors shall be filled by a recommendation made by the President to the Board of Directors, and subsequently by a majority vote of the Board of Directors. If during the interim process, a quorum of the Board cannot be obtained, the President shall be responsible for determining the appointment. All interim Officers and Stewards' terms shall expire at the end of the term of the other incumbents.
- H. A candidate may elect to run for a maximum of two positions on the EA Board of Directors – a Steward position and one other Officer position. If the candidate is elected to both positions, he/she may select one of the positions.
- I. The Nominating Committee shall meet no later than the third week of August to discuss the possible slate of candidates for upcoming elections of Officers in September.

ARTICLE VII – DUES AND ASSESSMENTS

- A. All dues and assessments shall be used exclusively for the purpose of carrying out the objectives of the Association.
- B. No initiation fee is required for any current employee who joins the Association.
- C. All members shall contribute dues to the Association on a regular basis in an amount to be determined by a simple majority of the votes cast, whether at a general meeting or in a mail ballot. **(Currently the rate is 0.35% of gross pay per salary period)**. Dues shall be paid by payroll deduction each pay period.
- D. Any change in the percentage of Association dues collected, or in the manner or schedule of payment, shall be made, as deemed necessary, by the Board of Directors, as a recommendation to the general membership, and shall require a simple majority of the votes cast, whether at a general meeting or in a mail ballot.
- E. Assessments (which are separate from Association dues) shall be made as a recommendation by the Board of Directors and shall require a simple majority of the votes cast, whether at a general meeting or in a mail ballot.
- F. Any member taking a leave of absence (without pay) for ninety (90) days or more is not required to pay any Association dues for the duration of the time off.
- G. An exemption from the payment of dues shall be granted to any employee who is a member of a bona fide religion, body, or sect which has historically held conscientious objections to joining or financially supporting public employee organizations, or if the employee has personal moral objections to joining or financially supporting employee organizations. Such employee is required, in lieu of payment of Association dues, to pay a sum equal to such dues to a non-religious, non-labor charitable fund exempt from taxation under Section 501(c)(3) of the Internal Revenue Service Code, chosen by such employee from a list of at least three such funds.

- H. Supervisory employees may opt not to pay any dues to the Association, pursuant to the MOU, Article II, Section 2.04. Those Supervisors, who opt not to pay any dues, shall not have any voting rights; shall not attend any meetings; and shall not be eligible to hold any office.
- I. No dues or assessments shall be used for the purpose of donating to any charitable or political organization without a simple majority of the votes cast, whether at a general meeting or in a mail ballot.
- J. No dues or assessments shall be used for the purpose of giving to any individual for hardship (i.e. money or flowers due to hospitalization or death) without a simple majority of the votes cast, whether at a general meeting or in a mail ballot.

BY-LAWS

ARTICLE I – ORDER OF BUSINESS

The order of business for all membership, Board of Directors and Committee meetings of the Association shall be as follows:

1. Meeting called to Order
2. Adoption of previous Minutes
3. Unfinished Business
4. Interim Bargaining Update
5. Litigation Update (if any)
6. New Business
7. Correspondence
8. Officer and Board Reports (if any)
9. Committee Reports (if any)
10. Other Business
11. Adjournment

The order of business may be modified, as needed, by the presiding officer of the meeting.

ARTICLE II – RULES OF ORDER

Unless otherwise specified in these By-Laws or by rule adopted by the Association Board of Directors, Robert's Rules of Order, latest edition, shall govern the conduct of all meetings.

ARTICLE III – QUORUM AND MEETINGS

- A. The minimum number of members to constitute a quorum at a regular or special Membership meeting shall be no less than twenty percent (20%) of the total membership count for the transaction of business. Any proxy votes shall be included in the count of eligible voting members needed to establish a quorum. If a recommendation to the Membership from the Board of Directors requiring action of the Membership cannot be acted upon due to a lack of a quorum of the Membership, then that recommendation shall automatically become adopted.
- B. The minimum number of Board members to constitute a quorum at a Board meeting shall be six (6). The absence of a quorum does not prevent discussion of issues, but no business may be transacted nor votes cast, other than a vote for adjournment.
- C. Regular Membership meetings shall be scheduled quarterly each year. Regular Board of Directors meetings shall be scheduled monthly.
- D. The Board of Directors meetings shall be held at a date, time and place, as determined and announced by the President, at least five (5) calendar days in advance, except under unusual circumstances requiring the calling of a Special Board of Directors meeting. A notice stating the place, day and hour of the meeting and a specific agenda for the meeting shall be delivered to each Board member by mail and/or via email, and via the electronic District EA Association Bulletin and the EA Website.

- E. Special Membership meetings (which may include telephone polling) shall require at least three (3) calendar days' notice and may be called by the President or any four (4) members of the Board to consider any issue of an urgent nature that cannot wait until the next respective meeting. A notice stating the place, day and hour of the meeting and a specific agenda for the meeting shall be delivered to each member by mail and/or via email and via the electronic District EA Association Bulletin and the EA Website.
- F. Regular Membership meetings shall be held at a date, time and place as determined and announced by the President at least fifteen (15) calendar days in advance, except under unusual circumstances requiring the calling of a Special Membership meeting. A notice stating the place, day and hour of the meeting and a specific agenda for the meeting shall be delivered to each member by mail and/or via email and via the electronic District EA Association Bulletin and the EA Website.
- G. Actions taken at Special meetings can only relate to the subject for which the Special meeting was called.
- H. A Board recommendation to the Membership shall be considered a motion at the Membership meeting and does not require a second.
- I. Except as otherwise provided herein, Board of Directors meetings shall be open to all Association members, with no vote or voice during the meeting, except as otherwise instructed by the Chair. The Board of Directors may require to have closed session meetings, as deemed necessary, for discussions pertaining to personnel matters, contract negotiations and/or litigation matters. Association members shall not attend any closed sessions of the Board of Directors for purposes of safeguarding the confidentiality of such matters.
- J. Absences at Board meetings: Any Director who fails to attend three (3) consecutive Regular or Special meetings of the Association, without prior approval of the President, is subject to a hearing for recall. At each Board meeting the Directors shall have the power to review the validity of an absence and can override the President's approval by a majority vote.

ARTICLE IV – VOTING

- A. Each dues-paying member and each member on leave of absence without pay shall be entitled to one vote at the Regular or Special meetings of the Association.
- B. Items requiring a vote of the membership shall be by a simple majority of the votes cast.
- C. Ballots shall be received and secured by the Corresponding Secretary or a Board member appointed by the President. At least two (2) additional Board members shall be present at all times for counting of ballots. Only Board members shall collect the ballots. Ballot results shall be made available to the general membership. Ballots shall be retained in the Association records for sixty (60) days following any vote, except in the case of a show of hands vote or voice vote.
- D. The Board may allow voting for elections or any other item requiring a vote of the membership by ballots cast as follows:
 - By U.S. regular mail; and/or

- By office mail; and/or
 - By other approved electronic method; and/or
 - By Steward delivery; and/or
 - By secured box balloting; and/or
 - By a show of hands at a Regular or Special membership meeting.
- E. When deemed necessary by the President, rigorous voting procedures such as closed box balloting shall be put into effect.
- F. At least fifteen (15) days shall be allotted between the announcement of a pending vote on a new MOU and the voting deadline. The notification of a pending vote and presentation of Board recommendation(s) shall be conveyed in any of the following methods:
- General Membership Meeting
 - Special Membership Meeting
 - Approved electronic method

During the 15-day period, any member may submit opinions and arguments concerning the vote to the EA Board of Directors' Corresponding Secretary for distribution to the full membership.

- G. Proxy voting shall be allowed for certain situations in which a member is prevented from attending EA meetings, and when an EA Officer is prevented from attending Board of Directors meetings. These situations include but are not limited to: Board of Directors meetings, hospitalization or illness, jury duty, District work assignments, District authorized leave and field personnel (staff stationed away from the District headquarters). Members must submit a written request for proxy vote in advance of the voting. Members must contact their Steward or any other EA Board member directly to file a request for proxy via email or via fax. The completed proxy form must be sent to their Steward or another Board member via email, fax, inter-departmental mail, U.S. regular mail or via hand-delivery by the day before the vote. The Steward shall submit a copy of the proxy request to the Recording Secretary. In the event that the Steward is unable to accept the proxy, the proxy shall be assigned to another Board member. Proxy votes shall be valid for the current meeting only, unless requested by the member assigning the proxy. Members may have occasion to assign their proxy vote for longer periods of time, not to exceed one (1) year.
- H. A member may cast one vote for a Steward in his/her category, except that a member may cast two votes for the two categories that have two Stewards – Inspection and Professional. An office Technical member may only vote for an office Technical Steward, and a field Technical member may only vote for a field Technical Steward.
- I. Election results shall be certified by the Recording Secretary or any other Officer appointed by the President if the Recording Secretary is not available. Elected Officers shall take office immediately after the election results are certified.

ARTICLE V – FINANCES

The Treasurer shall be responsible for the financial affairs of the Association (see Article V, Section (B) of the Constitution).

- A. The Treasurer and the President may approve expenditures up to \$1,000. Expenditures over \$1,000 must be approved by a majority vote of the Board of Directors for: a) general Association business up to a maximum of \$7,500 per matter/service; b) any individual grievance up to a maximum of \$5,000; c) any disciplinary matter up to a maximum of \$5,000; d) social events and/or items given to membership at large up to a maximum of \$10,000 per fiscal year; e) Association-related Training, Education and Conferences up to a maximum of \$5,000 per fiscal year; f) equipment and software up to a maximum of \$5,000 per fiscal year; and g) telephone(s), telephone service, fax machine(s), website subscription, insurance up to a maximum of \$2,500 per fiscal year. Expenditures exceeding the maximums of the above-mentioned categories must be approved by a vote of the general membership.
- B. All requests to the Association for payment of funds must be accompanied by appropriate documentation, invoices, receipts and reports from consultants/legal counsel.
- C. The Board of Directors may provide funds for outside legal counsel and advice, as outlined in Article V, Section C of the Constitution.
- D. No Officer shall be reimbursed for out-of-pocket expenses incurred on behalf of the Association unless proof of such expenditures is first submitted to the Treasurer. Expenditures made without prior approval of the Treasurer and one other Officer shall not exceed seventy-five (\$75.00) dollars.
- E. No general member shall be reimbursed for out-of-pocket expenses incurred on behalf of the Association without prior approval of the Treasurer and one other Officer. Proof of expenditures must be submitted to the Treasurer before reimbursement.
- F. The Finance Committee shall audit the books and financial records of the EA at least once every two years. If deemed necessary, the Board of Directors shall select an independent Certified Public Accountant to perform the audit. An audit is also required whenever there is a change in the Treasurer Officer position or circumstances warrant an audit with a quorum vote by the Board of Directors. Upon completion of each audit, the auditor shall make a written report of the auditor's activities, findings and recommendations to the Board of Directors. Such report shall be retained in the records of the EA. The auditor's report on the EA's annual financial statements shall also be presented to the membership at the quarterly meeting following the completion of the audit.

ARTICLE VI - COMMITTEES

- A. The President shall appoint Standing Committees and their Chairpersons at the beginning of his/her term. Members shall be appointed to the Committees by the President and the Chairpersons of respective Committees from the regular membership, and the President shall ensure that all Committees maintain their required number of members throughout his/her term.
- B. Each Committee shall maintain accurate records of all its meetings and present reports to the Board of Directors and the general membership, as necessary.
- C. The President may appoint Special Committees, as deemed necessary, and designate the committee chairperson thereto. The President shall determine the number of members required for each Special Committee on a case-by-case basis.

D. All Committees shall report to the Board of Directors and shall present a report at least once a quarter, and at least twice a year to the general membership, except for the Nominating Committee, which shall report every other year or whenever nominations are held.

E. The following Standing Committees shall be appointed:

- Constitution & By-laws Committee
- Finance Committee
- Meet and Confer Committee
- Nominating Committee

Constitution & By-laws Committee:

The Committee shall continually review the Constitution & By-laws of the Association to determine if any changes are needed, and work with the Board of Directors to develop a more viable structure/organization via the Constitution & By-laws.

Finance Committee:

The Committee shall consist of three (3) appointed members, and shall assist the Treasurer and make such recommendations, as it deems necessary, to the Board of Directors, regarding the financial structure of the Association. The Committee shall develop an annual budget to be presented to and adopted by the membership. If the proposed budget necessitates a dues increase, the Board of Directors and membership must approve that increase prior to the adoption of the budget. The Committee shall advise the Board of Directors on investment strategies for Association funds. The Committee may inspect, from time to time, the financial records of the Association, and present reports to the Board of Directors and general membership, as stated in Article VI – Committees, Section A. If required, the Committee shall present a report to the Board on a monthly basis.

Meet and Confer Committee:

The Committee shall consist of four (4) members, one from each major District employment classification, and a designated alternate for each member. There must be at least three (3) members present at all such meetings. Committee members who cannot attend meetings scheduled with the District/Management shall arrange for their designated alternate to attend. The purpose of the Committee shall be to study and make recommendations on working conditions, employee-employer relations and other matters, including but not limited to, recommendations on wages, benefits, hours and other terms and conditions of employment. The President and/or the Vice President must sign all matters related to the Memorandum of Understanding (MOU).

Nominating Committee:

The Nominating Committee shall consist of the Past President as the Chairperson, and two other members from the general membership. The Nominating Committee shall solicit nominations and prepare a slate of consenting candidates for each office who are subject to election by the membership. The Committee shall ensure that candidates nominated for the

Board of Directors are eligible for the respective positions by virtue of membership and the Constitution and By-laws, and are willing to be nominated for office. The Nominating Committee shall receive all announcements of candidates and nominations from the membership, and submit the complete listing of candidates and their qualifications to the Board of Directors for approval. The Nominating Committee shall meet no later than the third week of August to discuss the possible slate of candidates for upcoming elections of Officers in September.

ARTICLE VII - AMENDMENTS

The procedure for amending these By-Laws shall be as follows: The proposed amendment must be submitted to the Secretary of the Association in writing, over the signatures of either four (4) officers (directors) of the Association or 20% of the members of the Association entitled to vote thereon, as determined by the Recording Secretary and the Corresponding Secretary. Proposed amendments shall be included on the agenda for the next regularly scheduled Association Board of Directors meeting. If no meeting is scheduled for the next thirty (30) days, the presenters of the proposed amendment may petition the Board to hold a special meeting. After consideration by the Board for general acceptability, the Corresponding Secretary shall cause such proposed amendments and any explanatory materials to be distributed in writing to the membership. Such distribution shall be made at least ten (10) working days prior to a general membership meeting. At the general meeting, the proposed amendment shall be read and offered for discussion before a vote is taken. If a quorum is not present at the meeting, the amendment shall be voted upon by mail ballot. Amendments must be approved by a simple majority of the votes cast, whether at a general meeting or in a mail ballot. Amendments will become effective when the official copy of these By-Laws is changed to reflect the amendment and when the revised By-Laws are signed by the Recording Secretary and witnessed by the President and Vice-President of the EA Board of Directors.

ARTICLE VIII - DISSOLUTION

- A. The agency shop provision may be rescinded by a majority vote of the general membership, provided that:
1. a request for such a vote is supported by a petition containing the signatures of at least thirty (30) percent of the general membership, and
 2. such a vote is by secret ballot, and
 3. such a vote may be taken at any time during the term of the current Memorandum of Understanding (MOU) with management, but in no event shall there be more than one vote taken during such term.

(Meyers-Milias-Brown Act; Government Code #3502.5)

- B. Upon the winding up and dissolution of this Corporation, after paying or adequately providing for the debts and obligations of the corporation, the remaining assets shall be distributed to a non-profit fund, foundation or corporation, which is organized and operated exclusively for charitable, educational, religious and/or scientific purposes and which has established its tax-exempt status under Section 501(c) (3) of the Internal Revenue Code. If this corporation holds any assets on trust, such assets shall be disposed of in such manner as may be directed by decree of the superior court of the county in which this corporation's

principal office is located, upon petition, therefore, by the Attorney General or by any person concerned in the liquidation.

ARTICLE VII - AMENDMENTS

The provisions of this plan shall be subject to amendment, alteration or modification in any manner that may be deemed necessary or desirable by the Board of Directors of the Corporation, provided that such amendments, alterations or modifications shall not be made in any manner that would be inconsistent with the provisions of the laws of the State of New York or the laws of the United States of America. Any amendments, alterations or modifications shall be subject to the approval of the Board of Directors of the Corporation, and shall be subject to the approval of the stockholders of the Corporation, provided that such amendments, alterations or modifications shall not be made in any manner that would be inconsistent with the provisions of the laws of the State of New York or the laws of the United States of America. Any amendments, alterations or modifications shall be subject to the approval of the Board of Directors of the Corporation, and shall be subject to the approval of the stockholders of the Corporation, provided that such amendments, alterations or modifications shall not be made in any manner that would be inconsistent with the provisions of the laws of the State of New York or the laws of the United States of America.

ARTICLE VIII - DISSOLUTION

1. The assets of the Corporation shall be distributed to the stockholders of the Corporation in accordance with the provisions of this plan.

2. The assets of the Corporation shall be distributed to the stockholders of the Corporation in accordance with the provisions of this plan.

3. The assets of the Corporation shall be distributed to the stockholders of the Corporation in accordance with the provisions of this plan.

CERTIFICATION

I, the undersigned, do hereby certify:

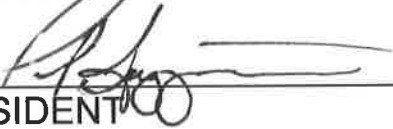
- 1) That I am the Recording Secretary of the Bay Area Air Quality Management District Employees' Association, a non-profit California corporation, and
- 2) That the foregoing By-Laws constitute the By-Laws of said corporation, as adopted by the general membership through a voting by electronic ballots of the Employees' Association held on September 25, 2015.

IN WITNESS WHEREOF, I have hereunto subscribed my name this 25 the day of

September.



RECORDING SECRETARY



PRESIDENT



VICE-PRESIDENT