

SAN DIEGO COUNTY SCHOOL PERSONNEL COMMISSIONERS ASSOCIATION BYLAWS

ARTICLE I - NAME

The name of this organization shall be the San Diego County School Personnel Commissioners Association (SDCSPCA).

ARTICLE II - PURPOSES AND LIMITATIONS

Section 1. The purposes of this Association are to promote and advance public education and improve public school personnel management to the benefit of the public, school and community college districts, and their classified employees and students. This Association is organized exclusively for educational purposes within the meaning of section 501(c) (3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States internal Revenue Law. Notwithstanding any other provision of these Bylaws, this Association shall not, except to an insubstantial degree, carry on or engage in any activities or exercise any powers that are not in furtherance of the purposes of this Association, and the Association shall not carry on any other activities not permitted to be carried on (a) by an association exempt from Federal income tax under section 501(c) (3) or the corresponding provision of any future United States Internal Revenue Law; (b) by an association, contributions to which are deductible under section 170(c) (2) of the Internal Revenue Code of 1954 or the corresponding provision of any future United states Internal Revenue Law.

Section 2. No substantial part of the activities of this Association shall consist of carrying on propoganda, or otherwise attempting to influence legislation, and this Association shall not participate in or intervene in (including the publishing or distributing of statements in connection with) any political campaign on behalf of or opposition to any candidate for public office or any ballot measure.

Section 3. The property, assets, profits and net income are dedicated irrevocably to the purposes set forth in Section 1 above. No part of the dues, profits or net earnings of this Association shall ever inure to the benefit of any of its Directors, trustees, officers, members, employees, or to the benefit of any private individual.

Section 4. Upon the winding up and dissolution of this Association, after paying or adequately providing for the payment of the debts, obligations and liabilities of the Association, the remaining assets of this Association shall be distributed to a state or local government, for a public purpose, or a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable purposes and which has established its tax-exempt status under Section 501(c) (3) of the Internal Revenue Code of 1954 or the corresponding provision of any future united States Internal Revenue Law.

ARTICLE III - MEMBERSHIP

Section 1. Regular members: Each personnel commission of a school district, a community college district and a county office of education which has adopted the merit system provisions provided for in the California Education Code and is not a member of any other regional personnel commissioners association, shall have the privilege of membership in SDCSPCA and shall become a member upon payment of the annual dues. Each personnel commissioner, personnel

director and one (1) designated staff member of a member district or county office shall be entitled to one (1) vote. Each individual commissioner, director and one (1) designated staff member of a member district or county office shall be entitled to hold office and to participate in the activities of the Association except as set forth in ARTICLE IV.

Section 2. Associate Members: Persons or organizations who do not qualify for membership under Section 1 of this Article may become associate members upon application and acceptance by a majority vote of those present and entitled to vote at any meeting called pursuant to ARTICLE VI herein and payment of annual dues. Associate members shall not have the right to vote or hold office but shall receive all other benefits of membership.

Section 3. Honorary Life Members: Persons who have rendered distinguished service in advancing or upholding the purposes of this Association may be nominated for the privilege of becoming Honorary Life Members. The nominee shall be designated an Honorary Life Member upon a favorable majority vote of the Board of Directors and a two-thirds (2/3) majority vote of those present and entitled to vote at any meeting called pursuant to ARTICLE VII herein. No more than one (1) Honorary Life Member shall be designated in any fiscal year. Honorary Life Members of the California School Personnel Commissioners Association who have served as a personnel commissioner or personnel director of a current or past regular member of this Association or who reside in San Diego County shall be recognized as an Honorary Life Member of this Association. Honorary Life Members shall have the right to vote and hold office and shall not be required to pay annual dues.

Section 4. Membership Dues: The annual dues for all categories of membership in this Association shall be recommended by the Board of Directors and approved by a majority vote of those present and entitled to vote at any meeting called pursuant to ARTICLE VII herein. The annual dues for members of this Association shall be for the fiscal year July 1 through June 30.

ARTICLE IV - OFFICERS AND DIRECTORS

Section 1. The officers shall be a President, Vice President, Secretary and Treasurer. The President and Vice President shall be personnel commissioners.

Section 2. The Board of Directors shall consist of the four (4) officers, who shall serve on the Board of Directors during their terms of office, and the immediate past president.

Section 3. The Board of Directors shall manage the affairs of SDCSPCA. The Board of shall approve expenditure of all funds and shall present a financial statement for approval at the Annual Meeting. The President with the concurrence of two (2) members of the Board of Directors may approve the expenditure of funds when they deem an emergency exists.

Section 4. The Board of Directors shall meet quarterly. The President shall fix the date, time and place of the meetings. The meetings shall be open to all members of SDCSPCA. Written notice by mail, facsimile and/or electronic communication shall be given to all members of the Association at least two (2) weeks in advance of the meeting. A majority of the Board of Directors shall constitute a quorum. The President or any two (2) members of the Board of Directors may call a special meeting upon forty-eight (48) hours notice by telephone, facsimile and/or electronic communication to all members of the Board of Directors.

Section 5. The Board of Directors is authorized to fill vacancies created by resignation, removal or incapacity of an officer for the unexpired term of said office. The Board of Directors may declare a vacancy exists if a board member fails to attend two (2) consecutive quarterly board meetings.

Section 6. A member of the Board of Directors may be removed from office "for cause" by a two thirds (2/3) majority vote of those present and entitled to vote at any meeting called pursuant to ARTICLE VI herein.

ARTICLE V - DUTIES OF OFFICERS

Section 1. The President shall preside at all Board and general membership meetings at which the President is in attendance; shall appoint all committee chairpersons and members except as otherwise provided in these Bylaws; and shall serve as the SDCSPCA regional representative on the California School Personnel Commissioners Association (CSPCA) board of directors and its nominating committee.

Section 2. The Vice President shall preside at all Board and general membership meetings at which the President is not in attendance. Should the President become incapacitated or ineligible to serve as a member of the Board of Directors, the Vice President shall assume all the duties of the President. The Vice President shall perform such duties as may be assigned by the President.

Section 3. The Secretary shall provide all members with written notice by mail, facsimile and/or electronic communication of all regular and special meetings; prepare minutes of all meetings of and actions taken at general membership and Board of Directors' meetings; shall distribute copies of the minutes to the members of the Association by mail, facsimile, electronic communication and/or at the next regularly scheduled general membership meeting; and shall maintain all records of the Association other than financial.

Section 4. The Treasurer shall prepare invoices for payment of annual dues and transmit them to eligible member commissions; receive all Association monies and deposit them in the name of the Association; at the direction of the Association's Board of Directors; prepare and remit warrants in payment of liabilities or costs incurred by the Association; maintain the financial records of the Association; and prepare financial reports for the quarterly Board of Directors and the annual general membership meeting. The Treasurer shall serve as the Chairperson of the Association's Budget Committee.

ARTICLE VI - COMMITTEES

Section 1. The President shall appoint the chairperson and member(s) of all committees except as provided in these Bylaws. At least one (1) member of each committee shall be a commissioner. The committee chairperson may recommend members for appointment by the President. The President shall be an ex-officio member of all committees.

Section 2. Audit Committee: The Audit Committee shall conduct an audit at the close of each fiscal year, on change of Treasurer, or at any other time as the Board of Directors may order and shall report findings of each such audit to the membership of the Association. Membership on the Audit Committee shall consist of individuals who are neither a member of the Board of Directors nor of the Budget Committee.

Section 3. Budget Committee: The Budget Committee shall develop and prepare a budget of the Associations' anticipated income and expenses for the fiscal year and shall present the budget to the Board of Directors for approval prior to the annual membership meeting. The Budget Committee shall consist of the Treasurer, who shall serve as the Chairperson, and the Chairpersons of the Program Committee and the Membership Committee.

Section 4. Bylaws Committee: The Bylaws Committee shall review and recommend necessary changes in the Association Bylaws and administrative rules and procedures.

Section 5. Membership & Awards Committee: The Membership & Awards Committee shall maintain contact with all Personnel Commissions; shall provide information to maintain and increase membership in the Association; shall solicit nominees for all awards presented by this Association from member districts; and shall recommend Honorary Life Members nominees to the Board of Directors. The Chairperson shall serve as the regional representative for the CSPCA's Schuyler C. Joyner Award. The Chairperson shall prepare and submit a report of the Committee's activities to the membership of the Association at the annual meeting.

Section 6. Nominating Committee: The Nominating Committee shall submit the names of nominees for all offices of this Association to the general membership, in writing by mail, facsimile and/or electronic communication, at least thirty (30) days in advance of the last regular meeting of an officer election year. The immediate past President shall serve as the Chairperson of the Nominating Committee.

Section 7. Program Committee: The Program Committee shall plan, prepare and carry out training programs for Personnel Commissions and their staff, including the regular quarterly meetings of this Association and shall be responsible for this Association's participation in any annual conference of the CSPCA and annual mini-conference of this Association, including budget preparation, program development, and facility arrangements. The Chairperson shall also serve as the regional representative on the CSPCA's training and development committee. The Chairperson shall prepare and submit a report of the Committee's activities to the membership of the Association at the annual meeting.

Section 8. The President may also appoint such special or other committees as may, from time to time, be deemed advisable.

ARTICLE VII - ASSOCIATION MEETINGS

Section 1. Quarterly Meeting: The general membership shall meet quarterly. The dates shall be set by the Board of Directors and announced at the annual meeting. The time and place of the meetings shall be set by the Board of Directors.

Section 2. Annual Meeting: The fourth quarterly general membership meeting shall be the annual meeting.

Section 3. Special Meeting: Special meetings of the general membership may be called by the Board of Directors and/or the President.

Section 4. At any meeting held pursuant to this Article, the regular and honorary life members present shall constitute a quorum, and a simple

majority of those present shall suffice to pass motions and to transact all business except as otherwise provided in these Bylaws.

Section 5. Written notice by mail, facsimile and/or electronic communication of all general membership quarterly, annual and special meetings shall be given to all members of the Association at least two (2) weeks in advance of the meeting.

ARTICLE VIII - ELECTION OF OFFICERS

Section 1. Elections of officers shall be held at the annual meeting held pursuant to ARTICLE VII.

Section 2. Officers shall be selected from regular and/or honorary life members in good standing. The terms of officers shall be two (2) years.

Section 3. Officers shall take office July 1.

Section 4. A nominating committee shall be named by the President at the third quarterly meeting of this Association of officer election years. The nominating committee shall consist of the immediate past president, who shall act as chairperson, and at least two (2) personnel commissioners and/or personnel directors from a member school district, community college district or county office of education. The nominating committee shall recommend a slate of officers to the membership at the annual meeting of officer election years. Personnel commissioners; personnel directors of member school districts, community college districts and county offices of education, and honorary life members may volunteer to serve as officers by contacting a member of the nominating committee.

ARTICLE IX - CONDUCT OF MEETINGS

Robert's Rules of Order, Revised, when not inconsistent with these Bylaws, shall regulate the conduct of meetings of SDCSPCA.

ARTICLE X - AMENDMENTS

These Bylaws may be amended at a general membership meeting by a two-thirds (2/3) vote of those present and entitled to vote, provided that written notice by mail, facsimile and/or electronic communication of the proposed amendment(s) shall have been given to all members of the Association at least two (2) weeks in advance of the meeting.

Bylaws Adopted:

First Amendment Adopted: May 19, 1988

Second Amendment Adopted: December 5, 1991

Third Amendment Adopted: September 9, 2009

NOTE: The amendment to Section 1 of ARTICLE III on December 5, 1991 was approved with the understanding that if a school district adopting the merit system from an adjacent county did not have an Association, the Bylaws would be amended to allow that school district to become a member of this Association.