

ARTICLES OF INCORPORATION

and

BY - LAWS

of the

CALIFORNIA ASSOCIATION

OF

PROFESSIONAL EMPLOYEES

Los Angeles,  
California

February 3, 1964

ARTICLES OF INCORPORATION

OF

CALIFORNIA ASSOCIATION OF PROFESSIONAL EMPLOYEES

FIRST: The name of this corporation is:

CALIFORNIA ASSOCIATION OF PROFESSIONAL EMPLOYEES.

SECOND: The purposes for which this corporation is formed, the specific and primary purpose for which it is formed being set forth in Paragraph (a) below, are:

(a) The specific activity in which the corporation is primarily to engage is to initiate, sponsor, promote and carry out plans, policies and activities which will tend to advance the health, comfort, morale and economic welfare of all member employees of public agencies or public corporations.

(b) To engage in all lawful activities and operations usually and normally engaged in by an association of public employees.

(c) To possess and exercise all of the powers conferred by law upon nonprofit corporations and to have all other powers and to do all other acts necessary or incidental to the administration of the affairs and for carrying out the purposes of this corporation, including, without limitation, any or all of the following acts or things:

1. To buy, lease, rent, or otherwise acquire, hold or use, own, enjoy, sell, exchange, lease as lessor, mortgage, deed in trust, pledge, encumber, transfer upon trust, or otherwise dispose of any and all kinds of property, whether real, personal, or mixed, and including shares of stock, bonds, or securities of other corporations, and wherever situated;

2. To receive property by devise or bequest, subject to the laws regulating the transfer of property by testamentary disposition; to act as trustee under any trust and to receive, hold, administer and expend funds and property subject to any such trust;

3. To borrow money and to contract debts; to issue bonds, notes and other evidences of indebtedness, and to secure the same by any or all of the property of this corporation, or to issue the same unsecured;

4. To enter into, make, perform and carry out partnerships, joint ventures, and contracts of every kind for any lawful purpose and without limit as to amount with any person, firm or corporation.

THIRD: This corporation is organized pursuant to the General Nonprofit

Corporation Law of the State of California. Nothing contained in the foregoing statement of purposes shall be construed to authorize this corporation to carry on any activity for the profit of its members, or to distribute any gains, profits or dividends to any of its members as such, except upon dissolution or winding up.

**FOURTH:** The county in the State of California where the principal office for the transaction of the business of this corporation is to be located in the County of Los Angeles.

**FIFTH:**

(a) The powers of this corporation shall be exercised, controlled, and its affairs conducted by a Board of Directors. The number of Directors of this corporation shall be nine (9). The number of Directors of this corporation provided for herein may be changed by By-Law duly adopted by the members entitled to vote.

(b) The names and addresses of the persons who are appointed to act as Directors until the selection of their successors are as follows:

Stanley E. Blakely	436 S. Beachwood Dr., Burbank, CA
Walter L. Maze	1721 E. Chevy Chase Dr., Glendale, CA
Harvey J. Weese	18838 Ballinger St., Northridge, CA
George D. Arndt	1406 St. Malo St., W. Covina, CA
Joseph P. Becker	1010 Aldgate Ave., La Puente, CA
Alden Chase	13714 Shablow Ave., Sylmar, CA
Armando Cid	2366 W. 231st St., Torrance, CA
Jerome I. Orland	4851 Linscott Pl., Los Angeles, CA
James W. Quinn	15435 E. Lashburn St., Whittier, CA

**SIXTH:** The authorized number of qualifications of the members of this corporation, the different classes of membership, the voting and other rights and privileges of members, and the obligations of members shall be as set forth in the By-Laws of this corporation.

**SEVENTH:** The name of the existing unincorporated association which is being incorporated is: CALIFORNIA ASSOCIATION OF PROFESSIONAL EMPLOYEES.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of California, we, the undersigned, constituting the Presiding Officer, the Secretary of CALIFORNIA ASSOCIATION OF PROFESSIONAL EMPLOYEES, and the remaining members of the Board of Governors which constitutes the governing board of the CALIFORNIA

ASSOCIATION OF PROFESSIONAL EMPLOYEES, have executed these Articles of  
Incorporation this 12th day of December, 1963.

(Signed)

STANLEY E. BLAKELY, Chairman

WALTER L. MAZE, Secretary

HARVEY J. WEESE

GEORGE D. ARNDT

JOSEPH P. BECKER

ALDEN CHASE

ARMANDO CID

JEROME I. ORLAND

JAMES W. QUINN

BYLAWS  
OF  
CALIFORNIA ASSOCIATION OF PROFESSIONAL EMPLOYEES, MEBA AFL-CIO  
A CALIFORNIA NON-PROFIT ASSOCIATION

**ARTICLE 1  
PURPOSES**

**SECTION 1. OBJECTIVES AND PURPOSES**

The primary objectives and purposes of this Association shall be to initiate, sponsor, promote and carry out plans, policies and activities to advance the health, safety, comfort, morale, rights and economic welfare of all members.

**ARTICLE 2  
OFFICES**

**SECTION 1. PRINCIPAL OFFICE**

The principal office of the Association for the transaction of its business is located in Los Angeles County, California.

**ARTICLE 3  
DIRECTORS**

**SECTION 1. NUMBER**

The Association shall have 9 directors at the time of the creation of these Bylaws and collectively they shall be known as the Board of Directors.

**SECTION 2. POWERS**

Subject to the provisions of applicable law and any limitations in the Articles of Incorporation and Bylaws relating to action required or permitted to be taken or approved by the members of this Association, the activities and affairs of this Association shall be conducted, and the property controlled by this Association shall be administered, under the direction of the Board of Directors. The powers of the Board shall include the authority to enter into affiliate relationships with labor organizations and Associations to provide support and/or services to such organizations and Associations on terms that will benefit CAPE members, and within the objectives of CAPE's Purpose shall require a 2/3 vote by the full Board of Directors. The Board shall create and amend policies consistent with the Bylaws.

**SECTION 3. DUTIES**

It shall be the duty of the directors to:

- (a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation of this Association, or by these Bylaws;
- (b) Appoint, remove, employ, discipline, discharge and except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of contractors and employees of the Association;
- (c) The Board shall fill by appointment any vacancy occurring on the Board due to absenteeism, death, resignation or retirement. Such appointment shall terminate at the next regularly scheduled election, at which time the vacancy shall be filled by election procedures for the unexpired term;
- (d) Meet at such times and places as required by these Bylaws;
- (e) Register their addresses with the Secretary of the Association and notices of meetings mailed, e-mailed, or faxed to them at such addresses or fax numbers shall be valid notices thereof;
- (f) Exercise sole power to approve recommendations for the establishment or abolishment of committees and the composition of said committees, except for standing committees established by these Bylaws;
- (g) The Board shall make available to the members, the audited financial report for the preceding year on at least an annual basis;
- (h) The Board may decide to have the Association assume representation of any member or consenting employee whose classification is contained in a bargaining unit in which the Association is the authorized representative, or group thereof, regarding a subject matter pertaining to the Association objectives when a controversy, dispute, difference, or problem arises, and the Board has been petitioned thereon
- (i) The Board shall review all policies upon any amendment of these Bylaws.

**SECTION 4. TERMS OF OFFICE**

Each director shall hold office for a two-year term and until the next election of the Board of Directors as specified in these Bylaws, and until the successor is sworn-in.

**SECTION 5. COMPENSATION**

Directors shall serve without compensation except that they shall be allowed and paid advancement or reimbursement of reasonable expenses incurred in the performance of their duties as authorized by the Board. Directors may not be compensated for rendering services to the Association in any capacity.

**SECTION 6. POLICIES**

- (a) Subject to these bylaws and applicable laws, the Board may establish policies and procedures for the management and day-to-day operation of the Association as well as procedures for the Board and Officers to follow in fulfilling their responsibilities which are not in conflict with these Bylaws. The Board has the authority to create, amend, and repeal any policy, subject to two-thirds (2/3) vote at any duly scheduled and noticed Board meeting.
- (b) The Secretary shall be responsible for maintaining a current copy of all Association policies, and for making available a copy of the current policies to any member, upon request.
- (c) If a situation arises where a policy is found to be in conflict with these Bylaws, the Bylaws shall prevail.

**ARTICLE 4  
NOMINATIONS, ELECTIONS AND TERM OF OFFICE OF DIRECTORS**

**SECTION 1. NOMINATIONS**

- (a) Only members in good standing shall be nominees for office in the Association. A "member in good standing" for the purposes of this provision is a member of the Association who is current in his payment of dues and who has not been disciplined by the Association within the last two years.
- (b) Any member in good standing seeking candidacy for office shall submit a nominating petition signed by himself and 20 Members to the Nominating Committee by July 15. Such submission shall be delivered to the Nominating Committee by hand, first class mail or other delivery service, must include the original signatures, and must arrive on or before July 15.

## **SECTION 2. ELECTION OF DIRECTORS**

- (a) The Secretary shall, by July 7 of each year, notify the Nominating and Election Committee 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.
- (c) The election of Directors must be completed by the first day of September each year.
- (d) The Election Committee shall immediately notify the Board by letter of the results of the election, and the Board will notify the general membership thereof.
- (e) A tie vote shall be decided by a special runoff election within 30 days of the initial certification of the vote results.

## **SECTION 3. TERM OF OFFICE**

- (a) The term of office of Director shall begin on the second half of the first board meeting immediately following the certification of an election. The conclusion of the Director's term of office shall end in the first half of the first Board meeting immediately following the certification of the election.
- (b) Directors may be elected to succeed themselves.
- (c) Five Directors shall be elected in the odd years and four Directors shall be elected in the even years. If that first election occurs in an even-numbered year, four directors will be elected to two-year terms. If the first election occurs in an odd-numbered year, five directors will be elected to a two-year term.

## **ARTICLE 5 OFFICERS OF THE BOARD OF DIRECTORS**

### **SECTION 1. SELECTION OF THE OFFICERS**

The offices of President, Vice President, Secretary and Treasurer shall be selected from among the members of the Board of Directors by majority vote of the Board. In the event any Board member no longer serves on the Board, the Board shall select a replacement from among the Board of Directors members, including those who are already officers, until such time as an election may be held to replace the departing Board member. In the event that an officer no longer serves as an officer but remains on the Board, the Board shall select the officer's replacement from among all of the Board members by majority vote of the Board.

### **SECTION 2. DUTIES OF PRESIDENT**

The President shall, subject to the control of the Board of Directors, supervise and control the day-to-day affairs of the Association and the activities of the officers in the periods between meetings of the Board. He or she shall perform all duties and exercise such powers as are customary and incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation of the Association, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors. Unless another person is specifically appointed as Chairperson of the Board of Directors, he or she shall preside at all meetings of the members. The President shall have authority over the daily operational functions of the Association including directing Association staff; however when decisions have significant financial impact as defined by Board Policy or on decisions affecting policy, then such decisions defer to the Executive Committee or the full Board of Directors when feasible. Except as otherwise expressly provided by law, by the Articles of Incorporation or by these Bylaws, he or she shall, in the name of the Association, execute such deeds, mortgages, bonds, contracts, checks, or other instruments authorized by the Board of Directors.

### **SECTION 3. DUTIES OF VICE PRESIDENT**

In the absence of the President, or in the event of his or her inability to act, the Vice President shall perform all the duties of the President, and when so acting have all the powers of, and be subject to all the restrictions on, the President. The Vice President shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Board of Directors.

### **SECTION 4. DUTIES OF SECRETARY**

The Secretary shall:

Certify and keep at the principal office of the Association the original or a copy of these Bylaws as amended or otherwise altered to date.

Keep at the principal office of the Association or at such other place as the board may determine a book of minutes of all meetings of the directors, and, if applicable, meetings of committees of all directors and of members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting and the proceedings thereof.

See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.

Ensure that the recordkeeping protocols established by the Board from time to time pertaining to the Secretary are followed.

Keep at the principal office of the Association a membership record containing the name and address of each and every member, and, where anyone's membership has been terminated, he or she shall enter such fact in the membership record together with the date on which such membership ceased.

Exhibit at all reasonable times to any director of the Association, on request therefor, the Bylaws, the membership record, and the minutes of the proceedings of the directors of the Association.

In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation of this Association, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

### **SECTION 5. DUTIES OF TREASURER**

Subject to the provisions of these Bylaws relating to the "Execution of Instruments, Deposits and Funds," the Treasurer shall:

Have charge and custody of and be responsible for, all funds and securities of the Association, and deposit all such funds in the name of the Association in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.

Receive, and give receipt for, monies due and payable to the Association from any source whatsoever.

Disburse, or cause to be disbursed, the funds of the Association as may be directed by the Board of Directors or the President, taking proper vouchers for such disbursements.

Keep and maintain adequate and correct accounts of the Association's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.

Ensure that the recordkeeping protocols established by the Board from time to time pertaining to the Treasurer are followed.

Exhibit at all reasonable times the books of account and financial records to any director of the Association, on request therefor.

Render to the President and directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the Association.

Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of the Association, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

Treasurer will be responsible to ensure that an annual audit will be performed in compliance with the Department of Corporations' requirements.

Upon request from any member, provide a copy of the audited financial report for the preceding year.

## **ARTICLE 6 COMMITTEES**

### **SECTION 1. EXECUTIVE COMMITTEE**

The officers of the Board shall constitute an Executive Committee with interim powers and authority of the board in the management of the business and affairs of the Association subject to ratification of the full Board. The President shall initially confer with the entire Executive Committee on any decision involving significant financial impact or a change in standing policy. Members of the Executive Committee shall make themselves available to the Association during times of critical decision making. Additionally, the Executive Committee may make recommendations to the Board on special issues.

### **SECTION 2. NOMINATING AND ELECTION COMMITTEE**

The Nominating and Election committee will consist of at least three members of the Association, appointed by the Board of Directors, who are neither standing members of the Board of Directors nor are candidates in said election. This committee reports to the Secretary. This committee shall cause nominating forms to be made and circulated among the membership by July 15 of each year. The Nominating and Election committee shall conduct all elections for the Board of Directors and any other Association business in conformance with these Bylaws (see Article 10). One or more members of this committee shall be on hand to supervise all ballot counting. Any member running for the Board election or who is affected by other ballot counting under the articles of these Bylaws shall have the right to attend and witness the Ballot counting. The Board shall appoint members to this committee within 60 days following the installation of the Board.

### **SECTION 3. OTHER COMMITTEES**

All other committees shall have the duty to investigate, study, and make reports including any recommendations on the subjects for which they are specifically organized.

## **ARTICLE 7 BOARD MEETINGS**

### **SECTION 1. FREQUENCY OF BOARD MEETINGS**

Regular Board meetings of Directors shall be held monthly on a regularly scheduled day designated by the Board, with reasonable advance notification to members of changes, and shall be procedurally governed by Robert's Rules of Order except as specifically stated otherwise in these Bylaws.

### **SECTION 2. PLACE OF BOARD MEETINGS**

Meetings shall be held at the principal office of the Association unless otherwise provided by the Board or at such place within Los Angeles County or other suitable location which has been designated from time to time by resolution of the Board of Directors.

### **SECTION 3. AGENDA**

A Draft Agenda for the Board Meeting will be sent to Board Members at least one week prior to each Board Meeting. The finalized Board Agenda will be sent to Board Members no later than 72 hours prior to each Board Meeting. All attachments will be included with the Finalized Board Agenda. The Finalized Board Agenda can only be changed if a majority vote of Board Members at the meeting designates the new item(s) as urgent item(s).

### **SECTION 4. QUORUM**

A quorum, consisting of a simple majority of the Board, must be established in order to conduct business. The Board has the authority to continue to conduct business if a quorum is subsequently lost. Board meetings shall last no more than five hours unless a motion carried by the majority of Directors present extends the meeting.

### **SECTION 5. ATTENDANCE**

To ensure that all members receive the benefit of the participation of their democratically-elected representatives, attendance is required by directors at regular meetings of the Board. Any director who has an unexcused absence from three regular meetings of the Board within a consecutive 12-month period shall be automatically dropped 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. Such explanation must be acceptable to at least two-thirds of the Board Members present at the meeting to excuse the absence.

For any foreseeable absence, Directors should notify the Association's office at least one-day in advance of a Board of Directors meeting.

Board Directors shall be present for the entirety of the meeting in order to get credit for attendance unless excused by the chair of the meeting, subject to review by the Board.

### **SECTION 6. TELECONFERENCE**

Any meeting, Regular or Special, may be held by conference telephone, electronic video screen communication, or other adequate communications equipment or device. Participation in a meeting through use of conference telephone constitutes presence in person at that meeting so long as all directors participating in the meeting are able to hear one another. Participation in a meeting through use of electronic video screen communication or other communications equipment (other than conference telephone) constitutes presence in person at that meeting if all of the following apply:

- a) Each director participating in the meeting can communicate with all of the other directors concurrently;
- b) Each director is provided the means of participating in all matters before the board, including without limitation, the capacity to propose, or to interpose an objection to, a specific action to be taken by the Association;
- c) The Association adopts and implements some means of verifying:

1. That all persons participating in the meeting are directors and/or members of the Association or are otherwise entitled to participate in the meeting, and
2. That all actions of, or votes by, the board are taken and cast only by directors.

The minutes will reflect all the participants involved in the meeting.

#### **SECTION 7. MINUTES**

The Secretary is responsible for preparation and distribution of the minutes of meetings of the Board of Directors prior to the next meeting. Upon completion, they should be submitted to the next regularly scheduled Board Meeting for review, revision if necessary and approval.

#### **SECTION 8. SPECIAL BOARD MEETINGS**

Special Board Meetings may be called, providing there is a three-day written (including e-mail) notice to the Board Members. The three-day notice time period may be waived by an action of the Executive Committee. Such notice must be authorized by a majority of:

- a) the Board of Directors, or
- b) the Executive Committee, only in case of emergency and when time is too limited to obtain consent of the entire Board.

Notwithstanding the possibility of waiving the three-day written notice requirement for such meetings, no business may be conducted at such Special Board meetings without a quorum.

#### **SECTION 9. TRUST REPORT**

At each regular meeting of the CAPE Board of Directors, a report of any existing CAPE Trust should be presented reporting on all new activities of the trust.

#### **SECTION 10. TREASURER'S REPORT**

At each regular meeting of the CAPE Board of Directors, a report on the financial status of the Association shall be delivered by the Treasurer.

### **ARTICLE 8 MEMBERSHIP MEETINGS**

#### **SECTION 1. ANNUAL MEMBERSHIP MEETINGS**

An annual membership meeting shall be announced to the full membership each year. Such meeting will be held at a time and place specified by the Board, and shall be procedurally governed by Robert's Rules of Order except as specifically stated otherwise in these Bylaws.

#### **SECTION 2. SPECIAL MEMBERSHIP MEETINGS**

Special Membership Meetings may be called, providing there is written notice to all Members in good standing of CAPE. Such a meeting must be authorized:

- a) By the Board of Directors, or
- b) By the Executive Committee, only in case of great emergency and when time is too limited to obtain consent of the entire Board, or
- c) By a petition signed by 5% of the members.

The agenda of the special membership meeting shall be limited to consideration of the agenda items contained in the written notice for such meeting.

#### **SECTION 3. NOTICE**

No later than 20 days prior to any Membership Meeting, a notice of such meeting and the corresponding Agenda must be sent to all members in good standing stating the business to be transacted and the time and location of the meeting. The Agenda shall include those matters which the board, at the time the notice is given, intends to present for action by the members. No later than 30 days prior to the Annual Membership Meeting, any member shall have the right to submit one or more issues or motions to be considered by the members at the meeting. Any such issue timely submitted to the Board for consideration at the membership meeting shall be listed on the Agenda sent with the notice of such meeting.

#### **SECTION 4. ISSUES PRESENTED AT THE MEETING**

Issues raised at the regular membership meeting shall upon the votes of a majority of the Members present, become the action of the Association. No Member may vote or act by proxy.

The following issues may not be acted upon at any membership meeting unless specifically enumerated in the membership meeting notice:

- Removing directors without cause;
- Filling vacancies on the board;
- Approving contracts in which a director has a material financial interest;
- Amending the articles of incorporation;
- Voluntarily electing to wind up and dissolve the corporation;
- Approving a distribution plan on winding up that is inconsistent with class liquidation rights specified in the articles or bylaws.

#### **SECTION 5. QUORUM**

A quorum shall consist of twenty percent of the membership. Such a quorum must be present to transact business.

#### **SECTION 6. ORDER OF BUSINESS**

The order of business at any membership meeting shall be as follows:

1. Call to Order
2. Optional Pledge of Allegiance
3. Reading of the minutes of the preceding meeting by the Secretary or designee, unless a motion is carried to waive the reading of the minutes.
4. Financial report from the Treasurer, or designee, unless a motion is carried to waive the reading of the financial reports.
5. State of the Association report read by the Association President, or designee.
6. All issues to be presented by the Board to the members for action.
7. Any member issues per Sections 3 and 4 of this article.
8. Adjourn.

#### **SECTION 7. AGENDA, MINUTES AND FINANCIALS**

The meeting agenda, copies of past membership meeting minutes and financials will be available in hard copy at each meeting.

**ARTICLE 9  
MEMBERS**

**SECTION 1. RETIRED MEMBERS**

In order to become a Retiree Member, an employee must be a CAPE member in good standing upon separation from public service and be invited by the Board of Directors to become a Retiree Member. Retiree Members' rights, privileges and annual fees shall be set by the Board of Directors. Retiree Members shall have no voice or vote on Association matters affecting CAPE's represented Bargaining Units.

**SECTION 2. HONORARY MEMBERS**

Honorary members are individuals who are not eligible for representation by the Association, but whom the Board wishes to recognize for their esteemed achievements and/or status. Honorary Members shall have no voice or vote on Association matters affecting CAPE's represented Bargaining Units.

**SECTION 3. REPRESENTED MEMBERS**

Represented Members have full voting rights, have access to Board of Director Meetings and are eligible to hold office on the CAPE Board of Directors. Represented Members are entitled to CAPE's enhanced representation services subject to the policies and provisions set by the CAPE Board of Directors.

Any member who is more than 60 days in arrears on his/her dues shall have his/her membership terminated, except in prior instances approved by the Board.

**SECTION 4. AGENCY-FEE PAYERS**

Agency Fee Payers are entitled to representation services to the extent required by the Association's duties of fair representation, by any other applicable law, and any additional policies set by the Board of Directors specifically for Agency-Fee payers. They have no right to voice or vote at any Association meeting.

**SECTION 5. ANTI-DISCRIMINATORY CLAUSE**

Acceptance for membership shall be based only on the qualifications stipulated by the Board of Directors in its discretion and shall not be denied on grounds of race, color or creed, sexual orientation or any other basis or criteria prohibited by applicable law.

**SECTION 6. ASSESSMENTS**

Assessments may be levied on the membership or any group of the membership upon the recommendation of the Board of Directors and by a majority vote of the members affected by the proposed assessments.

**SECTION 7. DUES**

The Board of Directors shall fix the dues for each class of membership. Regular Members' dues and Agency Fees are based on a percentage of base salary. Member dues are not capped on the basis of salary amount. If payroll deduction should fail, Members are obligated to continue making regular dues payments.

**ARTICLE 10  
INITIATIVE, REFERENDUM AND ASSESSMENT VOTES**

**SECTION 1. FILING PROCEDURE**

An initiative vote shall be used to present to the membership a proposed course of action for adoption. An initiative vote shall be called for by a petition in writing filed with the Secretary which shall state the proposed course of action and which shall be signed by members numbering at least 20 percent of the total membership.

A referendum of the members may be taken to challenge any act of the Board or any officer or employee of the Association, or on any measure adopted at any meeting of the Association. A referendum may be called for by a majority of the Board or by a petition in writing filed with the Secretary which shall state the challenge and which shall be signed by members numbering at least 20 percent of the total membership.

An assessment vote shall be used to approve a special assessment of the membership. An assessment vote may be called for by a majority of the Board or by a petition in writing filed with the Secretary which shall state the reason for the assessment and which shall be signed by members numbering at least 20 percent of the total membership.

**SECTION 2. VERIFICATION**

Upon receipt of such a petition, the Secretary shall verify signatures and check for compliance with Section 1 above within 7 days of receipt of the petition. If the petition is found to meet the requirements of Section 1 above, the Secretary shall certify to the Board.

**SECTION 3. SPECIAL VOTE**

Upon receipt of the certified petition, the Board shall mail a ballot on the subject addressed in the petition to the membership within 90 days of the petition being certified by the Secretary. During this period, the Board shall take steps to educate members on the positive and negative aspects of the subject matter.

**ARTICLE 11  
RECALL PROCEDURE**

Any officer or member of the Board of Directors may be recalled only by a secret ballot vote of the members at a membership meeting. The recall procedure shall follow the Initiative procedure for qualifying purposes outlined in Article 10. The meeting shall be conducted no less than 30 days and no more than 60 days from the time the petition is certified by the Secretary. The written notice of the membership meeting to consider recall shall include a copy of the body of the petition against the Officer or Board member subject to recall and it shall be mailed at least 15 days prior to the membership meeting at which said recall is to be considered. At the meeting the person subject to the recall will have the opportunity to be heard and to present others in his/her behalf, and the petitioning members shall have an opportunity as a body to be heard through a representative those members designate.

At the meeting at which the recall is to be considered, the content of the recall petition shall be read aloud by the officer presiding over the meeting. Immediately thereafter, the motion to consider the recall of the officer or officers shall be made and seconded. If there is no second, the motion to recall shall be deemed denied and overruled. If the motion to consider the recall is seconded, the officer or officers sought to be recalled and any witnesses he/she wishes to call shall thereafter each have a total of fifteen minutes to state their position with respect to the recall.

After the officer or officers subject to the recall have made their 15-minute presentation, the petitioning member or members shall have a total of 15 minutes to present their position on the recall.

After the petitioning members have made their 15-minute presentation, the officers subject to recall shall have 5 minutes to present rebuttal. After the 5-minute rebuttal, the petitioning member or members shall have 5 minutes to respond to the rebuttal.

Thereafter, the membership meeting shall proceed by appropriate motion to decide on the recall petition. The motion shall be deemed to have passed if a quorum of twenty (20) percent of the membership is present at the time it is voted upon by secret ballot, and vote, and if a majority of those casting ballots vote for the motion. If no appropriate motion is seconded, or fewer than a majority of those casting ballots vote for the motion, the recall petition shall be deemed to have failed and the recalled officer(s) shall retain his/her office.

## **ARTICLE 12 REMOVAL FROM OFFICE**

A Board Member or Officer may be removed from his or her position for cause, and only through utilization of the following procedure.

### **SECTION 1. FILING OF CHARGE**

Any member may file a charge for disciplinary action with the Board of Directors against any member of the Board or any officer of the Association. Upon receipt of that charge, the Board shall serve a copy of the charge and any accompanying documents upon the charged party. The charge shall provide notice to the charged party of the fundamental factual basis for the charge such that the charged party may adequately and intelligently understand the basis for the charge and prepare and present a defense, if the charged party decides to do so.

### **SECTION 2. APPOINTMENT OF NEUTRAL HEARING PANEL**

Within thirty (30) days of receipt of charge, the Board shall appoint a neutral hearing panel of an odd number of members numbering no less than three (3), who are not witnesses to the events or conversations that are the basis of the charge.

### **SECTION 3. HEARING**

The hearing panel shall meet and review charges within 30 days after appointment of the panel. The hearing panel shall decide on one of its number to act as presiding officer to make pre-hearing and evidentiary decisions and to administer the hearing. At the hearing, the panel will enable the charging party and charged party to present witnesses and documents, and cross-examine witnesses. A recording of the testimony and all statements on the record shall be prepared and retained. The panel will retain at least one set of documents submitted as exhibits. The charging party shall have the burden of proof by a preponderance of the evidence to demonstrate that the charges against the charged party are true and correct and are a valid basis for discipline against the charged party. The parties to the hearing may represent themselves, or be represented by any member of the Association. The parties may not be represented by a non-member of the Association.

Valid bases for discipline of an officer shall include:

- a. Crossing a CAPE-sanctioned picket line;
- b. Advocating dual unionism;
- c. Violation of any specific provision of the Bylaws or rules of order, or failure to perform any of the duties specified there under,
- d. Violation of oath of office to the Association,
- e. Breaching a fiduciary obligation owed to any labor organization by any act of embezzlement or conversion of funds or property,
- f. Conduct which is disruptive of, interferes with, or induces others to disrupt or interfere with, the performance of the Association's legal or contractual obligations;
- g. Causing or participating in an unauthorized strike or work stoppage;
- h. Disruption of Association meetings, or assaulting or provoking assault on directors, officer or members, or failure to follow the rules of order or rulings of the presiding officer at meetings of the Association, or any similar conduct in, or about Association premises or places used to conduct Association business;
- i. Working for, or remaining in the employment of, any employer, whose employees are on a sanctioned strike or are locked out, unless given permission by a director or elected officer of the Association;
- j. Retaliating or threatening to retaliate against any director, officer or member for having filed disciplinary charges or otherwise participated in a disciplinary hearing;
- k. Retaliating or threatening to retaliate against any director, officer or member for exercising rights under its Bylaws or applicable law including the right to speak, vote, seek election to office, support the candidate of one's choice, or participate in the affairs of the Association,
- l. Obstructing or interfering with the work of, or unreasonably failing to cooperate in any investigation conducted by, a director or officer,
- m. Taking or retaining any money, books, papers, or any other property belonging to the Association without authorization;
- n. Destroying or discarding any books, bills, receipts, vouchers, or other property of the Association; and/or
- o. Conduct unbecoming an officer, including conduct involving moral turpitude.
- p. Breaches confidentiality of the Board.

A Board member shall not be disciplined for exercising political rights. The exercise of such rights, or the threat to do so, shall not be deemed "retaliation" or "threat of retaliation" for the purposes of this section.

### **SECTION 4. DECISION**

The hearing panel may dismiss the charges, fine, censure, or remove from office the Board member or officer against whom the charges have been filed. The hearing panel will issue its decision in writing.

### **SECTION 5. ACTION**

Disciplinary action shall not be taken unless the Board member or officer is served with written specific charges, given time to prepare a defense, and offered the opportunity for a full and fair hearing as described above.

### **SECTION 6. APPEAL**

- A. The decision of the hearing panel may be appealed to the Board of Directors whose decision shall be final. No member of the Board of Directors who was a material witness or party to the hearing shall participate in the consideration of the appeal. If there is no quorum on the Board of Directors once all members of the Board of Directors who must be disqualified are barred from the appellate body, the remaining members of the Board will appoint sufficient qualified uninvolved members to serve "pro tem" on the appellate body to maintain a quorum.

Request for appeal shall be made in writing to the Secretary on behalf of the Board within thirty (30) days of notification of the decision of the hearing panel. The request for appeal will include all of the appealing party's arguments and contentions seeking reversal or

modification of the hearing panel's decision. The appellant shall serve his/her request for appeal on the appellee at the same time and in the same manner as the request for appeal is served on the Secretary on behalf of the Board.

The request for appeal will be mailed by first class mail, a recognized delivery service or hand-delivered to the Secretary and to the appellee. Service shall be complete upon mailing or hand delivery to the Secretary. The Board, for good cause shown, has the discretion to excuse and consider on its merit a late-filed appeal.

Any party to the disciplinary action shall have 30 days from the time of service of the request for appeal to file with the Secretary on behalf of the Board and serve on the appellant his/her written response to the appeal. Appellant shall then have 15 days from the date of service of the response to file a written reply to that response.

- B. The Board of Directors shall respond to the request for appeal within forty-five (45) days of receipt of the final filing by the appellant or appellee, either by deciding the appeal, or by notifying the parties of a hearing. The Board may make its decision on the appeal with or without a hearing, and shall have available to it the entire record from the panel hearing. The Board may notify the parties in writing with no less than 15 calendar days' notice to appear to present argument before it, but absent extraordinary circumstances, will not consider evidence or argument not presented by a party to the hearing panel.

The Board of Directors, sitting as an appellate body to the hearing panel, may dismiss the charges, and/or otherwise modify or affirm and/or remand the hearing panel's decision.

## **ARTICLE 13 DISCIPLINE OF MEMBERS**

A Member may be disciplined or expelled from membership for cause, only through utilization of the following procedure.

### **SECTION 1. FILING OF CHARGE**

Any Member may file a charge for disciplinary action with the Board of Directors against any other Member. Upon receipt of that charge, the Board shall serve a copy of the charge and any accompanying documents upon the charged party. The charge shall provide notice to the charged party of the fundamental factual basis for the charge such that the charged party may adequately and intelligently understand the basis for the charge and prepare and present a defense, if the charged party decides to do so.

### **SECTION 2. APPOINTMENT OF HEARING PANEL**

Within thirty (30) days of receipt of charge, the Board shall appoint a neutral hearing panel of an odd number of members numbering no less than three (3). That panel may include members of the Board or officers or Members who are not witnesses to the events or conversations that are the basis of the charge.

### **SECTION 3. HEARING**

The hearing panel shall meet and review charges within 30 days after appointment of the panel. The hearing panel shall convene a hearing at which it will preside to enable the charging party and charged party to present witnesses and documents, and cross-examine witnesses. The charging party shall have the burden of proof by a preponderance of the evidence to demonstrate that the charges against the charged party are true and correct and are a valid basis for discipline against the charged party. The parties to the hearing may represent themselves, or be represented by any member of the Association. The parties may not be represented by a non-member of the Association.

Valid bases for discipline of a member shall include:

- a. Crossing a CAPE-sanctioned picket line;
- b. Advocating dual unionism;
- c. Violation of any specific provision of the Constitution and Bylaws or rules of order, or failure to perform any of the duties specified there under;
- d. Violation of oath of office or of the oath of loyalty to the Association;
- e. Breaching a fiduciary obligation owed to any labor organization by any act of embezzlement or conversion of funds or property;
- f. Conduct which is disruptive of, interferes with, or induces others to disrupt or interfere with, the performance of the Association's legal or contractual obligations;
- g. Causing or participating in an unauthorized strike or work stoppage;
- h. Disruption of Association meetings, or assaulting or provoking assault on directors, officer or members, or failure to follow the rules of order or rulings of the presiding officer at meetings of the Association, or any similar conduct in, or about Association premises or places used to conduct Association business;
- i. Working for, or remaining in the employment of, any employer, whose employees are on strike or locked out, unless given permission by a director or elected officer of the Association;
- j. Retaliating or threatening to retaliate against any director, officer or member for having filed disciplinary charges or otherwise participated in a disciplinary hearing;
- k. Retaliating or threatening to retaliate against any director, officer or member for exercising rights under this Constitution or Bylaws or applicable law including the right to speak, vote, seek election to office, support the candidate of one's choice, or participate in the affairs of the Association;
- l. Obstructing or interfering with the work of, or unreasonably failing to cooperate in any investigation conducted by, a director or officer;
- m. Taking or retaining any money, books, papers, or any other property belonging to the Association without authorization; and /or
- n. Destroying or discarding any books, bills, receipts, vouchers, or other property of the Association;
- o. Conduct unbecoming a member, including conduct involving moral turpitude.
- p. While serving as a Board member, breaches the confidentiality of the Board.

A member should not be disciplined for exercising political rights. The exercise of such rights, or the threat to do so, shall not be deemed "retaliation" or "threat of retaliation" for the purposes of this section.

### **SECTION 4. DECISION**

The hearing panel may dismiss the charges, fine, censure, suspend or expel the Member against whom the charges have been filed.

### **SECTION 5. ACTION**

Disciplinary action shall not be taken unless the member is served with written specific charges, given time to prepare a defense, and offered the opportunity for a full and fair hearing.

**SECTION 6. APPEAL**

The decision of the hearing panel may be appealed to the Board of Directors whose decision shall be final. The appellate procedure to be followed in the case of member discipline shall be the same as for officer discipline as set forth in Article 12, Section 6 above.

**ARTICLE 14  
AMENDMENT OF THESE BYLAWS**

There will be a mandatory review of these Bylaws by the Board every 10 years to determine whether to recommend incorporating any changes.

The procedure by which these Bylaws may be amended shall be by majority vote of the Board to approve the specific language of the proposed amendment, or by a petition in writing filed with the Secretary requesting that a specific Bylaws amendment be adopted, signed by members numbering not less than 20 percent of the total membership. Once either of these prerequisites for Bylaws amendments occurs, the proposed Bylaws amendment is subject to the following procedure:

- (a) The Secretary shall mail ballots on the proposed Bylaws amendment to all members within 30 days of said Board vote or petition filing, as the case may be. Said ballots shall state the date for the closing of the polls which date shall not be earlier than 30 days from the date of mailing of the ballots;
- (b) 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;
- (c) The proposed Bylaws amendment shall fail if less than 20 percent of the total membership votes.