

PETITION FOR THE ESTABLISHMENT AND CERTIFICATION OF THE UTILITIES MANAGEMENT AND PROFESSIONAL ASSOCIATION OF PALO ALTO AS A RECOGNIZED EMPLOYEE ORGANIZATION

TO: Russ Carlsen, Director of Human Resources City of Palo Alto

DATE: November 10, 2009

The utilities management, professional, and confidential group of employees is seeking establishment and certification as a recognized employee organization in the City of Palo Alto, per Merit Rule 12 of the City of Palo Alto. The name of that requested organization will be The Utilities Management and Professional Association of Palo Alto (UMPAPA).

This utilities management, professional, and confidential group of employees is the broadest feasible grouping based upon type of business and occupational community of interest. It extends to all areas of utilities management including WGW Operations, Electric Operations, WGW Engineering, Electric Engineering, Resource Management, and Customer Service.

This group functions as a utilities business unit separate and distinct from other city business. It identifies energy and utility resources, provides and maintains the infrastructure to deliver the products, provides critical monitoring and control of the product, provides specialized customer service, and in so doing, creates a revenue stream that supports the unit's business model. The individual employees that make up UMPAPA are highly skilled professionals in the utility industry. The management and execution of the successful delivery of water, gas, wastewater, electric, and telecommunications products is very different than the normal City of Palo Alto government business of providing information, planning, permits, protection and recreational outlets. The business models we each use are just as diverse as PG&E's are in contrast to the city's their utilities serve.

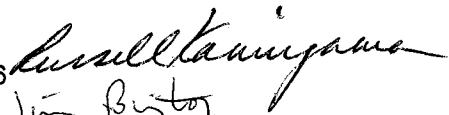
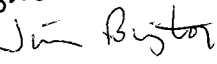
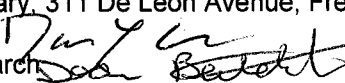
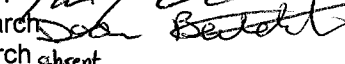
For these reasons and others, as provided in Merit Rule 12 and in sections 3500-3510 of the Government Code of the State of California, The Utilities Management and Professional Association of Palo Alto formally petitions to be established and certified as a recognized employee organization.

We anticipate written certification from your office that the representation unit has been established and certified as the recognized employee organization called The Utilities Management and Professional Association of Palo Alto within 30 days of the date of this petition, per Merit Rule 1205 (e) and 1206 (d).

The mailing address of the organization is UMPAPA, PO Box 2158, Redwood City, CA 94064. Notice sent by regular US mail to Russ Kamiyama, Jim Bujtor, and Monica Padilla will be deemed sufficient notice on the organization for all purposes.

Sincerely,

Interim officers and representatives:

- Russ Kamiyama – Chairman, 742 Sycamore Avenue, San Bruno, CA 94066 
- Jim Bujtor – Vice-Chair, 2950 Hastings Avenue, Redwood City, CA 94061 
- Monica Padilla – Secretary, 311 De Leon Avenue, Fremont, CA 94539
- Dave Yuan – Treasurer 
- Dean Batchelor – Research 
- Jim Thompson – Research *absent*
- Roland Ekstrand – Research *absent*

- Cc
- List of Employees covered by organization
 - UMPAPA Constitution
 - UMPAPA By-Laws
 - UMPAPA Anti-discrimination statement
 - Signed and Dated Petition Card

UTILITIES MANAGEMENT AND PROFESSIONAL ASSOCIATION of PALO ALTO (UMPAPA)

CONSTITUTION

ARTICLE I – NAME

- Sec. 1 The name of the association shall be “The Utilities Management and Professional Association of Palo Alto” herein referred to as “Association”.

ARTICLE II – OBJECTIVES

- Sec. 1 The objectives of the Association are to represent those employee classifications in the terms and conditions of employment with the City of Palo Alto.

ARTICLE III – MEMBERSHIP

- Sec. 1 All regular members of the Management, Professional, and Confidential group in the City of Palo Alto Utilities Department are eligible to join the Association.

ARTICLE IV – BOARD OF DIRECTORS

- Sec. 1 The Board of Directors shall be the governing body of the Association and consist of the officers.
- Sec. 2 The officers of the Association shall be elected and shall consist of the Chairperson, Immediate Past-Chairperson, Vice-Chair, Secretary, and Treasurer, all of whom shall be members in good standing with the Association, regular full-time employees of the City, and represented members of the Association. (Until 2nd election, the Past Chairperson will be the current Chairperson of the existing Management and Professional Compensation Team).
- Sec. 3 The officers of the Association shall act as its policy making body.
- Sec. 4 The term of office shall be the number of years equal to the years covered by the Memorandum of Understanding.

Sec. 5 The officers of the Association shall not retain the same office for more than two consecutive terms.

ARTICLE V – COMMITTEE

Sec. 1 The committee will consist of one elected representative for each Division within the Utilities Department. They are Electric Operations, WGW Operations, Electric Engineering, WGW Engineering, Resource Management, and Customer Service. That elected person shall have one vote. Committee members all of whom shall be members in good standing with the Association, regular full-time employees of the City, and represented members of the Association.

ARTICLE VI – DISSOLUTION

Sec. 1 In the event of dissolution of the Association, any remaining assets after paying all obligations will be disposed of in a manner decided by the Board of Directors and shall insure to the benefit of all members.

ARTICLE VII – REVISING CONSTITUTION

Sec. 1 No part of this Constitution shall be repealed, altered, or amended unless such revision is made in writing and approved by a two-thirds vote of the members present at a General or Special meeting and shall become effective on the first day of the month following ratification.

Sec. 2 A copy of the proposed amendment shall be distributed to the membership fifteen (15) days prior to the voting date.

Sec. 3 A committee shall be appointed by the Chairperson to revise the Constitution when deemed necessary by the Board of Directors.

UTILITIES MANAGEMENT AND PROFESSIONAL ASSOCIATION OF PALO ALTO
BYLAWS

ARTICLE 1 – MEMBERSHIP

- Sec. 1 Membership in the Association is voluntary.
- Sec. 2 A member shall be any regular employee in the Utilities Management and Professional Association of Palo Alto (hereafter referred to as “Association”) who signs a membership card.
- Sec. 3 Membership in the Association shall terminate upon severance of employment with the City of Palo Alto, or by written notice submitted to the Secretary by the withdrawing employee to become effective on the first day of the following month.

ARTICLE II – NOMINATIONS AND ELECTIONS

- Sec. 1 All members of this Association in good standing are eligible for candidacy.
- Sec. 2 Election of officers and committee members shall take place by secret ballot in the month of (XXXXX) of the first year of the approved MOU. The officers shall assume duties at the next regularly scheduled meeting of the Board of Directors.
- Sec. 3 The Secretary shall cause ballots to be printed in accordance with nominations. Ballots shall be issued to all members.
- Sec. 4 The candidate receiving the greatest number of votes for any office will be declared to be elected.

ARTICLE III – DUTIES OF THE BOARD OF DIRECTORS AND COMMITTEE MEMBERS

- Sec. 1 Chairperson
- A. It shall be the duty of the Chairperson to preside at all the meetings, to administer the functions of the Association, and to enforce the Constitution and Bylaws of this Association.
 - B. The Chairperson, or appointee thereof, shall represent the Association in all official communication of the Association.
 - C. The Chairperson shall call Special or Board meetings (including Committee) of the Association when deemed necessary.
 - D. The Chairperson, or the Vice-Chairperson, shall approve and *co-sign all checks* of the Association.

- E. The Chairperson shall assign such duties to the officers and committee as are necessary to perform the functions of the Association.

Sec. 2 Vice-Chairperson

- A. The Vice-Chairperson shall assist the Chairperson and shall preside in the absence of the Chairperson.
- B. The Vice-Chairperson, or Chairperson, shall approve and co-sign all checks of the Association.
- C. If the Vice-Chairperson and Chairperson are absent, a simple majority of the meeting group may appoint a temporary chair of the meeting.

Sec. 3 Secretary

- A. All resolutions and proceedings of the meetings of the Association shall be entered in the proper book by the Secretary. The Secretary shall be responsible for correspondence relating to the Association. The Secretary shall prepare and distribute written notices of general meetings at least seven (7) days before meetings and shall prepare and distribute general meeting and Board minutes within fifteen (15) days there from.
- B. The Secretary shall turn over to an elected successor, or to such other persons the Board of Directors may direct, all books, papers and other effects in his/her possession belonging to the Association.
- C. The Secretary shall maintain membership files.
- D. In (XXXXX) of each year, the Secretary shall distribute to the membership the names of the officers and members of all standing committees.

Sec. 4 Treasurer

- A. The Treasurer shall keep an accurate account of the finances of the Association. The Treasurer shall deposit all dues collected through payroll deductions and make all payments. The Treasurer shall provide quarterly financial reports to the Board of Directors and an annual financial report to the members at a General Meeting.
- B. The Treasurer shall prepare and sign all checks.
- C. The Treasurer shall turn over to an elected successor, or to such other persons the Board of Directors may direct, all books, papers and other effects in his/her possession belonging to the Association.

- Sec. 5 Immediate Past-Chairperson
- A. The Immediate Past-Chairperson shall act in an advisory capacity and shall have voting rights as a member of the Board.
- Sec. 6 It shall be the duty of the Board of Directors to act in an emergency in all matters pertaining to the Association.
- Sec. 7 If any officer is absent without just cause for three consecutive quarterly board meetings, the office thereof shall be declared vacant by the Chairperson.
- Sec. 8 In the event of vacancy in the office of the Chairperson, the Vice-Chairperson shall become Chairperson.
- Sec. 9 Any vacancy occurring in other elected offices shall be filled by the Board at a regularly scheduled Board meeting following the declaration of the vacancy.
- Sec. 10 All, or any of the Board of Directors and committee may be removed from office by a special election petitioned by 20% of the membership followed by a majority vote of the membership.

ARTICLE IV – MEETINGS

- Sec. 1 There shall be a General Meeting of the entire Association membership at least once each year to be held at such time and place as the officers shall select.
- Sec. 2 There shall be a Board Meeting of the officers of the Association and committee members at least once in each calendar quarter for the purpose of conducting the normal direction and business of the Association. The time and place shall be at the discretion of the Chairperson.
- Sec. 3 Special meetings may be called:
- A. By order of the Chairperson.
- B. By petition of 20% of the membership of the Association.
- Sec. 4 The Secretary shall notify all members in writing at least seven (7) days before general meetings, unless an emergency has been called.
- Sec. 5 An Emergency meeting of all members may be called by any two members who are either officers and or committee members with as little as one hour's notice.

Sec. 6 The latest edition of Robert's Rules of Order shall be used as authority in the conduct of all meetings except when in conflict with specific conditions in these Bylaws and Constitution, or with law.

Sec 7 Officers and committee members are required to attend all pertinent meetings.

ARTICLE V – COMMITTEES

Sec. 1 Committee members shall be elected by the Association.

Sec. 2 Standing Committees shall be appointed by the Board of Directors

Sec. 3 Negotiating Committee

- A. The Board shall appoint four (4) members in good standing to the committee.
- B. The members of the committee will select a chair, two (2) negotiators and two (2) alternate negotiators.
- C. The Negotiating Committee shall exist for the purpose of representing the members in the negotiation of a Memorandum of Understanding.
- D. The Committee shall receive directions from the membership prior to the beginning of the negotiations, and shall consult with the members during negotiations.
- E. The committee shall bring the proposed Memorandum of Understanding to the members for a vote.

Sec. 4 Nominating Committee

- A. The Board shall appoint a Nominating Committee consisting of at least two (2) members in good standing to the committee.
- B. The Nominating Committee shall select qualified persons for nomination to office.

Sec 5 Research Committee

- A. The Board shall appoint a research Committee consisting of a least two (2) members in good standing to the committee.

- B. The Committee will research for the Board agreed upon topics for consideration for the next MOU. To include but not limited to Benchmarking and Benefit analysis.
- Sec. 6 Ad Hoc Committees for specific purposes or activities may be designated from time by action of the Board and Committee.

ARTICLE VI – QUORUM

- Sec. 1 To conduct a General, Special and emergency Meeting, a quorum shall be present. A quorum shall consist of the following:
- A. a total of 25% of the membership and a majority of the Board to conduct business at General and Special Meetings;
 - B. a majority of the officers in order to conduct business at a Board Meeting;
 - C. a total of 25% of the membership at an Emergency Meeting.

ARTICLE VII – VOTING

- Sec. 1 The transaction of Association business shall require a majority vote of the members present at a General, Special or Emergency Meeting of the Association.
- Sec. 2 Every reasonable method of voting will be considered valid including, but not limited to; voice vote, show of hands, rising, voting by mail, etc.
- Sec. 3 In the event a vote is required and an Emergency Meeting cannot be called, the Board may take a vote by canvassing the membership. Canvassing the membership shall consist of a reasonable attempt to contact all members of the Association. To be valid, at least 25% of the membership must have responded to the canvas. The transaction of Association business shall require a majority of the members who responded to the canvas.
- Sec. 4 Members shall not be permitted to vote or act by proxy.

ARTICLE VIII – FINANCES/DISBURSEMENTS

- Sec. 1 The amount of membership dues shall be determined by majority vote of the membership, and shall include amounts for all operational expense of the Association.
- Sec. 2 Dues are to be paid through payroll deductions. An authorization form shall be signed for the Finance Department to deduct dues.
- Sec. 3 The Board shall make arrangement for an annual review of the Treasurer's books and for a report to the Board thereon.

ARTICLE IX – REVISING BYLAWS

- Sec. 1 No part of these Bylaws shall be repealed, altered or amended unless such revision is made in writing and approved by a majority vote of the members present at a General or Special Meeting and shall become effective on the first day of the month following ratification.
- Sec. 2 A copy of the proposed amendment shall be distributed to the membership fifteen (15) days prior to the voting date.
- Sec. 3 A committee shall be appointed by the Chairperson to revise the Bylaws when deemed necessary by the Board of Directors.