

# UTILITIES MANAGEMENT AND PROFESSIONAL ASSOCIATION OF PALO ALTO BYLAWS

## ARTICLE I – NAME AND PURPOSE/NO DISCRIMINATION

- Sec. 1 This organization shall be known as The Utilities Management and Professional Association of Palo Alto (Association). The Association’s purpose is to (1) represent members with respect to salary, benefits, and other terms and conditions of employment, and (2) enhance communication between the membership and the City of Palo Alto (City) in matters relating to employment contracts.
- Sec.2 The Association shall not accept or uphold any form of discrimination against any member on the basis of race, color, sex, religion, national origin, sexual orientation, ancestry, disability (as defined by the Americans with Disabilities Act), age or classification.

## ARTICLE II – MEMBERSHIP

- Sec. 1 The Association is comprised of all regular employees who are classified as management, professional or confidential staff in the Utilities Department with the exception of the Utilities Director and the Utilities Chief Operating Officer.
- Sec. 2 Members have the following rights: to hold elective office; to express their opinions, criticism, ideas and proposed changes; to request, in writing, to review any documents of the Association with the exception of documentation actively being used in the course of ongoing negotiations; and to place items on the agendas of general meetings for information or action by the membership, with prior written approval of the Board.
- Sec. 3 Members may not represent the Association in public forums outside of Association meetings without prior approval of a majority of the Board.

## ARTICLE III – BOARD OF DIRECTORS DUTIES AND TERMS OF OFFICE

- Sec. 1 The Board of Directors shall be comprised of a Chairperson, Vice-Chairperson, Secretary, Treasurer, and Immediate Past Chairperson. The Board of Directors shall be responsible for carrying out the Purpose of the Association and the policies and decisions adopted by the Board and/or the membership. Board members are expected to participate in the activities of the Association. Each Board member shall be responsible for turning over all books, records, and property of the Association to the Secretary at the end of their term of office.
- Sec 2. Each Board member is elected to a one year term. There is no limit to the number of one year terms a member may have.

Sec. 3 The duties of the Chairperson are:

- A. To preside at all meetings, administer the functions of the Association, and enforce the Constitution and Bylaws of this Association. If the Chairperson is unavailable to perform any duties, the Vice-Chairperson shall carry them out.
- B. To represent the Association in all official communication or appoint a designee for such purposes.
- C. To call a special or Board meeting of the Association when deemed necessary by a majority of the Board.
- D. To approve and co-sign all checks of the Association, or delegate in writing this task to the Vice-Chairperson.
- E. To assign such duties to the other Board members and/or committee(s) as are necessary to perform the functions of the Association.
- F. To 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 upon leaving the role of Chairperson.

Sec. 4 The duties of the Vice-Chairperson are:

- A. To assist the Chairperson and preside at all meetings in the absence of the Chairperson.
- B. To approve and co-sign all checks of the Association, if that responsibility is designated in writing by the Chairperson.
- C. To 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, upon leaving the role of Vice-Chairperson.

Sec. 5 The duties of the Secretary are:

- A. To document all resolutions and proceedings of the meetings of the Association and to make documentation available to any member.
- B. To maintain responsibility for correspondence relating to the Association.
- C. To maintain an archival copy of all current and expired Memoranda of Understanding held by the Association and make them available for inspection by any member.
- D. To prepare and distribute to the membership written notices of general meetings and Board meetings at least 5 days before the meetings, and to prepare and

distribute to the membership all general meeting and Board meeting minutes within 15 days thereafter.

- E. To maintain a current membership roster.
- F. To distribute to the membership, within 20 days of any change in the Board or committee composition, the names of the Directors and members of all committees.
- G. To 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, upon leaving the role of Secretary

Sec. 6 The duties of the Treasurer are:

- A. To 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. To prepare and sign all checks, with the co-signature of either the Chairperson or Vice-Chairperson.
- C. To 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, upon leaving the role of Treasurer.

Sec. 7 Immediate Past-Chairperson

- A. The Immediate Past-Chairperson shall act in an advisory capacity, shall have the right to attend any and all Board meetings, and shall have voting rights as a member of the Board.

Sec. 8 In the event of vacancy in the office of the Chairperson, the Vice-Chairperson shall act as Chairperson until the vacancy is filled as indicated in Article III.

Sec. 9 Any vacancy occurring in other elected positions shall be filled by the Board at a regularly scheduled Board meeting following the declaration of the vacancy.

Sec. 10 Any member of the Board of Directors may be removed from office by a special election petitioned by no less than 20% of the membership followed by a majority vote of the membership.

#### ARTICLE IV – NOMINATIONS AND ELECTIONS

Sec. 1 All members of the Association are eligible for nomination to the Board of Directors.

Sec. 2 Election to the Board shall take place annually in January at a meeting of the membership.

- Sec. 3 The Secretary shall issue a Notice of Nominations and Elections at least 15 business days prior to the January meeting when elections will take place. Any member wishing to nominate them self or another member must do so in writing to the Secretary at least 5 business days prior to the January election meeting. At least 3 business days prior to the meeting, the Secretary shall notify the membership, in writing, of all nominees.
- Sec. 4 The Secretary shall issue ballots, whether electronic or paper, and manage the voting process. Ballots shall be issued to all members.
- Sec. 5 The candidate receiving the greatest number of votes for any office is elected. In the event of a tie vote for any given position, a second ballot shall be issued naming only the members involved in the tie. This balloting process will continue until a clear winner is declared.
- Sec. 6 The newly elected Directors shall assume their duties at the next regularly scheduled meeting of the Board after the election.
- Sec. 7 In the event that the Chairperson vacates the position, an election shall be held within 30 days to fill the vacancy.

#### ARTICLE V – MEETINGS

- Sec. 1 If the Vice-Chairperson and Chairperson are absent, a simple majority of the meeting group may appoint a temporary Chairperson of the meeting.
- Sec. 2 There are two types of membership meetings as noted in this Article: general, and emergency. To conduct any of these meetings, a quorum must 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 Directors in order to conduct business at a Board Meeting;
  - C. A total of 20% of the membership at an Emergency Meeting.
- Sec.3 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 Directors shall select.
- Sec. 4 General meetings may be called:
  - A. By order of the Chairperson.
  - B. By petition of at least 20% of the membership.
- Sec. 5 Per Article II, the Secretary shall notify all members in writing at least five 5 days before general meetings. A written agenda shall be sent to the membership at least 3 business days prior to the meeting. Agenda items shall be designated as “action” if a vote on an item

is to take place at the meeting; sufficient information shall be distributed to members along with the agenda, if needed, such that members may come prepared to vote. If, after discussion of the action item at the meeting, a majority of the membership wishes to delay the vote until after the meeting, votes may be taken, via electronic voting no more than 3 business days after the meeting.

- Sec. 6 An Emergency meeting of all members may be called by any two Directors with as little as two hour's written notice to the membership.
- Sec. 7 Any meeting that violates or may violate any provision of these bylaws shall proceed only upon a majority vote of members present.
- Sec. 8 There shall be a meeting of the Board at least once in each calendar quarter for the purpose of conducting the normal business of the Association. The time and place shall be at the discretion of the Chairperson.
- Sec. 9 Standing committees shall meet regularly as needed to conduct business. The time and place shall be at the discretion of the committee Chair.
- Sec. 10 The latest edition of Robert's Rules of Order, as it pertains to motions, shall be used as authority in all meetings.
- Sec 11 Directors and committee members are required to attend all general meetings. Failure to attend two general meetings in a row without just cause is reason for the Chairperson to replace a committee member.

#### ARTICLE VI – COMMITTEES

- Sec. 1 There are two standing committees, the Negotiating Committee and the Research Committee.
- Sec. 2 Any additional Standing Committees shall be established by a majority of the Board of Directors with committee members appointed by the Board.
- Sec. 3 Negotiating Committee
  - A. The Board shall appoint 4 members to the committee.
  - B. The members of the committee will select a Chair.
  - C. The committee shall exist for the purpose of representing the members in the negotiation of one or more Memorandum of Understanding.
  - D. The committee shall receive direction from the Board of Directors prior to the beginning of the negotiations and shall communicate with the members during negotiations.

- E. The Committee shall bring the proposed Memorandum of Understanding to the members for a vote with sufficient time for the membership to review the Memorandum and pose questions to the Board, committee members, or the membership prior to voting.

Sec. 4 Research Committee

- A. The Committee shall consist of six representatives – one representative of each of the following groups: Electrical Operations (includes Operations AD), WGW Operations, Electric Engineering (includes Engineering AD), WGW Engineering, Resource Management and Customer Support Services (includes Admin Group) Members of each group shall select a representative.
- B. The members of the committee will select a Chair to coordinate the activities of the committee.
- C. The committee will research for the Board agreed upon topics for consideration for the next MOU. The research shall include but not be limited to benchmarking and benefit analysis.
- D. A subset of the Research Committee may be selected by the Board to represent UMPAPA on the benchmarking committee as established in the Memorandum.

Sec. 5 Ad Hoc Committees for specific purposes or activities may be designated from time by action of the Board.

ARTICLE VII – VOTING

Sec. 1 The transaction of Association business shall require a majority vote of the members present at a general 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 or email, and an email or in-person ballot.

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, which 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. Votes may be allowed outside of a meeting in the circumstance where votes are scheduled to be taken at a meeting and a member wishing to vote cannot attend or call in. In this case, the voting member must cast the vote, via email to a Board member, prior to the start of the meeting.

Sec 5 All members in good standing shall have the right to vote on Association matters. A member who has paid the full dues obligation for the previous 12 months (or since the

beginning of their status as a represented member of UMPAPA, whichever is shorter,) shall be determined to be in good standing.

#### ARTICLE VIII – FINANCES/DISBURSEMENTS

- Sec. 1 The amount of membership dues shall be recommended by the Board, must be approved by majority vote of the membership, and shall include amounts for all operational expenses of the Association.
- Sec. 2 Dues are voluntary and are to be paid through payroll deductions or any other mechanism determined by the Board. If payroll deductions are used, an authorization form shall be signed for the Payroll Department to deduct dues.
- Sec. 3 As determined by the Board, dues may be ongoing monthly or biweekly payments or one-time payments.
- Sec. 4 Payment of dues shall be done in a timely manner by the Association’s members.
- Sec. 5 The Association shall collect dues at 0.5% of member salaries until reserve levels reach \$80,000. The Association will suspend collecting dues once the reserves reach \$80,000. This suspension remains in effect until the reserve levels drop to \$60,000.

#### 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. Approved bylaws shall become effective immediately.
- Sec. 2 A copy of the proposed amended Bylaws shall be distributed to the membership at least 7 business 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.

*These bylaws were amended in 2019 and 2021, as approved by the membership on November 21, 2019 and January 21, 2021, respectively.*