

**CONSTITUTION AND BYLAWS  
OF  
BURBANK MANAGEMENT ASSOCIATION**

**A nonprofit mutual benefit labor organization**

**ARTICLE I  
NAME**

The name of the association is Burbank Management Association. The Burbank Management Association, shall, for purposes of reference in these Bylaws, be hereinafter referred to in the document as “Association.”

**ARTICLE II  
OFFICES OF THE ASSOCIATION**

**Section 1: Principal Office**

The principal office for the transaction of the activities and affairs of the Association is located at Burbank Water and Power, 164 Magnolia Boulevard, Burbank, California (“principal office”). The Board of Directors (“Board”) may change the principal office from one location to another. Any change of location of the principal office shall be noted by the Secretary adjacent to this section without the need for an amendment to the Bylaws.

**Section 2: Other Offices**

The Board may, at any time, establish branch or subordinate offices at any place or places where the Association is qualified to conduct its activities.

**ARTICLE III  
PURPOSES AND LIMITATIONS**

**Section 1: General Purposes**

Although the Association is not currently a corporation, the general purpose of this Association is to engage in any lawful act or activity for which a corporation may be organized under the California Nonprofit Mutual Benefit Association Law and for tax-exempt purposes as set forth in Internal Revenue Code Section 501(c)(5) and California Revenue and Taxation Code section 23701a.

**Section 2: Specific Purposes**

Within the context of the general purposes stated above, this Association’s specific purposes shall be:

- (A) To represent its members in regard to wages, hours and working conditions, for purposes of their employee/employer relations with the City of Burbank and, whenever possible, to assist in all matters pertaining to the welfare and advancement of all of its members. In addition, the Association will represent individuals who are not members

but are in classifications for which the Association is the exclusive representative to the extent required by law.

- (B) To promote and maintain an organization for the mutual advancement and welfare of its members by all proper, suitable and lawful means.
- (C) To encourage and promote innovative concepts and procedures in the field of industrial relations, and in particular to adapt such procedures to the resolution of disputes between the Association and Burbank.

## **ARTICLE IV**

### **MEMBERS**

#### **Section 1: Classes and Qualifications**

This Association shall have one (1) class of membership: Regular Members.

- (A) Regular Members shall be limited to those individuals who: (1) are employed by the City of Burbank in a management classification, (2) have satisfied the requirements for membership, and (3) has not resigned from their membership.

#### **Section 2: Regular Members**

Regular Members shall have the exclusive right to vote, as set forth in these Bylaws, on the election of directors, on the disposition of all or substantially all of the assets of the Association, on any merger and its principal terms and any amendment of those terms, and on any election to dissolve the Association. All references in these Bylaws to “members” or the “membership” shall be limited to the Regular Members as defined in Section 1 of this Article.

#### **Section 3: Commencement of Membership**

Persons eligible for membership and desiring to become members of the Association shall make application to the Secretary together with payment of such admission fees as may be required by the Board. Applicants for membership shall provide the Secretary with such information regarding their qualifications and suitability as may be required. Applicants for membership are subject to approval by the Board, and an applicant for membership shall have the right of appeal to the membership at a General Meeting of the Association.

#### **Section 4: Dues, Fees, and Assessments**

Each member must pay, within the time and on the conditions set by the Board, membership dues, fees and assessments in amounts to be fixed from time to time by the Board.

The dues for members at the time of adoption of these Bylaws are one-half percent (0.5%) of base salary for each member’s classification. Dues shall be paid by each member through dues deduction with the City per pay period. If for any reason the City of Burbank will no longer permit dues deductions or a member is unable to participate in dues deductions, affected members will be responsible for paying dues monthly directly to the Secretary in compliance with procedures established by the Board.

## **Section 5: Good Standing**

Those members who have paid the required dues, fees, and assessments in accordance with these Bylaws and who are not suspended, shall be members in good standing. A member shall automatically lose his or her status as a member in good standing for failure to pay dues within thirty (30) days after said dues were to be paid.

## **Section 6: Termination and Suspension of Membership**

- (A) Causes of Termination. A member's membership shall terminate on occurrence of any of the following events:
- (i) Resignation of a member. Resignation must be given to the Secretary in writing during the month of October;
  - (ii) Occurrence of any event that renders a member ineligible for membership, or failure to satisfy membership qualifications;
  - (iii) Expulsion of the member under this Section, based on the good faith determination by the Board, or a committee or person authorized by the Board to make such a determination, that the member has failed in a material and serious degree to observe the rules of conduct of the Association, or has engaged in conduct materially and seriously prejudicial to the purposes and interests of the Association.
- (B) Suspension or Expulsion of Membership. A member may be suspended or expelled, under this Section, based on the good faith determination by the Board, or a committee or person authorized by the Board to make such a determination, that the member has failed in a material and serious degree to observe the Association's rules of conduct, or has engaged in conduct materially and seriously prejudicial to the purposes and interests of the Association. A person who has been expelled or whose membership is suspended shall not be a member during the period of expulsion or suspension.
- (C) Procedure for Expulsion or Suspension. If grounds appear to exist for expulsion or suspension of a member under this Section of these Bylaws, the procedure set forth below shall be followed:
- (i) The member shall be given fifteen (15) days prior notice of the proposed expulsion or suspension and the reasons for the proposed expulsion or suspension. Notice shall be given by any method reasonably calculated to provide actual notice. Any notice given by mail shall be sent by first-class or registered mail to the member's last address as shown on the Association's records.
  - (ii) The member shall be given an opportunity to be heard, either orally or in writing, at least five days before the effective date of the proposed expulsion or suspension. The hearing shall be held, or the written statement considered, by the Board or by a committee or person authorized by the Board to determine whether the expulsion or suspension should take place.

- (iii) The Board, committee, or person shall decide whether or not the member should be expelled, suspended, or sanctioned in some other way. The decision of the Board, committee, or person shall be final unless thirty-three percent (33%) of the members of the Association petition for the matter to be put on the agenda at the next meeting of the members. In the event that the matter is heard by the members, two-thirds (2/3) of the members present at such a meeting will be required to overturn or modify any action taken by the Board against the member.
- (iv) Any action challenging an expulsion, suspension, or termination of membership, including a claim alleging defective notice, must be commenced within twenty (20) days after the date of the expulsion, suspension, or termination and is subject to mandatory arbitration pursuant to these Bylaws.

#### **Section 7: Transfer and Termination of Memberships**

No membership or right arising from membership shall be transferred in any way, shape, or form. Subject to these Bylaws, all membership rights cease on the member's death, termination or resignation of membership, or any failure to satisfy the conditions for membership.

#### **Section 8: Reinstatement**

Any Regular Member who has withdrawn from the Association may be reinstated by a vote of the Board. The Board may elect to place any conditions it deems appropriate on said reinstatement.

#### **Section 9: Nondiscrimination**

No member of this Association shall be favored or discriminated against, directly or indirectly, in any facet of the Association membership, right, privilege or benefit because of the member's race, creed, color, sex, national origin, religion, rank or political affiliation.

### **ARTICLE V** **MEETINGS OF MEMBERS**

#### **Section 1: Place of Meetings**

Meetings of the members shall be held at any place within or near the City of Burbank designated by the Board or by the written consent of all members entitled to vote at the meeting, given before or after the meeting. In the absence of any such designation, members' meetings shall be held at the Association's principal office.

#### **Section 2: Annual Meeting**

An annual meeting of the members shall be held in the month of January at a date and time to be determined by the Board. At this meeting, directors shall be elected and any other proper business may be transacted, subject to these Bylaws.

### **Section 3: Special Meetings**

- (A) Persons Authorized to Call. A special meeting of the members for any lawful purpose may be called at any time by a majority of the Board, by the president, or by a written petition signed by twenty percent (20%) or more of the Regular Members.
- (B) Calling Meetings. A special meeting called by any person (other than the Board) entitled to call a meeting shall be called by written request, specifying the general nature of the business proposed to be transacted, and submitted to the chairman of the board, if any, or the President or any Vice President or the Secretary of the Association. The officer receiving the request shall cause notice to be given promptly to the members entitled to vote, in accordance with this Article, stating that a meeting will be held at a specified time and date fixed by the Board, provided, however, that the meeting date shall be within ten (10) but not more than twenty (20) days after receipt of the request. If the notice is not given within seventy-two (72) hours after the request is received, the person or persons requesting the meeting may give the notice. Nothing in this Section shall be construed as limiting, fixing, or affecting the time at which a meeting of members may be held when the meeting is called by the Board.
- (C) Proper Business of Special Meetings. No business, other than the business the general nature of which was set forth in the notice of the meeting, may be transacted at a special meeting. Any person(s) calling for a special meeting shall be present at such meeting.

### **Section 4: Notice Requirements for Members' Meetings**

- (A) General Notice Requirements. Whenever members are required or permitted to take any action at a meeting, a written notice of the meeting shall be given, in accordance with this Article, to each member entitled to vote at that meeting. The notice shall specify the place, date, and hour of the meeting and, (i) for a special meeting, the general nature of the business to be transacted, and no other business may be transacted, or (ii) for the annual meeting or any regular meeting, those matters that the Board, at the time notice is given, intends to present for action by the members, but except as provided in this Section of this Article, any proper matter may be presented at the meeting. The notice of any meeting at which directors are to be elected shall include the names of all persons who are nominees when notice is given.
- (B) Notice of Certain Agenda Items. Approval by the members of any of the following proposals, other than by unanimous approval by those entitled to vote, is valid only if the notice or written waiver of notice states the general nature of the proposal or proposals:
  - (i) Removing a director;
  - (ii) Filling vacancies on the Board;
  - (iii) Amending governing documents, including but not limited to these Bylaws;
  - (iv) Approving a contract or transaction between the Association or one or more directors, or between the Association and an entity in which a director has a material financial interest;

- (v) Electing to wind up and dissolve the Association; or
  - (vi) Approving a plan of distribution of assets, other than money, not in accordance with liquidation rights of any class or classes as specified in the Articles or Bylaws, when the Association is in the process of winding up.
- (C) Manner of Giving Notice. Notice of any meeting of members shall be in writing and shall be given at least five (5) but no more than thirty (30) days before the meeting date. In the event of a special meeting, notice must be provided within seventy-two (72) hours after the meeting has been called. Notices may be provided via electronic mail to each Regular Member's designated email address or any other means deemed appropriate by the Board pursuant to a Board Resolution. If a Regular Member has not provided a personal email address for use by distributing notice, notice shall be sent to the Regular Member's email address provided by the City.

#### **Section 5: Quorum**

- (A) Percentage Required. A majority (more than 50%) of the voting power of the Association shall constitute a quorum for the transaction of business at any meeting of members provided.
- (B) Loss of Quorum. Subject to Subsection (A) of this Section, the members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment, even if enough members have withdrawn to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the members required to constitute a quorum.

#### **Section 6: Adjournment and Notice of Adjourned Meeting**

Any members' meeting, whether or not a quorum is present, may be adjourned from time to time by the vote of the majority of the members represented at the meeting, either in person. No meeting may be adjourned for more than 45 days. When a members' meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which adjournment is taken. If, after adjournment, a new record date is fixed for notice or voting, a notice of the adjourned meeting shall be given to each member who, on the record date for notice of the meeting, is entitled to vote at the meeting. At the adjourned meeting, the Association may transact any business that might have been transacted at the original meeting.

#### **Section 7: Exclusion of Non-Members**

Upon a majority vote of the Board or Regular Members present at any regular or special membership meeting, any non-member can be excluded.

#### **Section 8: Voting**

- (A) Eligibility to Vote. Subject to the provisions of these Bylaws, members entitled to vote at any meeting of members, shall be Regular members in good standing as of the record date determined under Sections 11 and 12 of this Article of these Bylaws.

- (B) Manner of Casting Votes. Voting may be by voice or ballot, except that any election of directors must be by written ballot.
- (C) Voting. Each member entitled to vote shall be entitled to cast one vote on each matter submitted to a vote of the members.
- (D) Approval by Majority Vote. If a quorum is present, the affirmative vote of the majority of the voting power represented at the meeting, entitled to vote and voting on any matter, shall be the act of the members, unless the vote of a greater number or voting by classes is required.
- (E) Retention and Challenge of Ballots. The results of all votes cast shall be posted immediately after they are tabulated. The Board shall provide that the original ballots be maintained in the Association files for a period of ten (10) days after the results of any vote are posted. After the expiration of the ten (10) day period, the original ballots may be destroyed. The Board shall provide that the results of all votes be maintained in the Association files indefinitely.
- (F) Balloting Challenge. Any member seeking to challenge or protest the results, methods or procedures of an election of the membership, shall submit a written protest to the Board within ten (10) days after the results of the particular vote are posted. Failure to file a written protest within the ten day period will constitute a forfeiture of any right which the member may have to challenge the vote.

**Section 9: Waiver of Notice or Consent by Absent Members**

- (A) Written Waiver by Consent. The transactions of any meeting of members, however called or noticed and wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if: (1) a quorum is present either in person and (2) either before or after the meeting, each member entitled to vote signs a written waiver of notice, a consent to the holding of the meeting, or an approval of the minutes of a meeting. The waiver of notice, consent, or approval need not specify either the business to be transacted or the purpose of any meeting of members, except that if action is taken or proposed to be taken for approval of any of those matters specified in Section 4(B) of this Article, the waiver of notice, consent, or approval shall state the general nature of the proposal. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.
- (B) Waiver by Attendance. A member's attendance at a meeting shall also constitute a waiver of notice of and presence at that meeting, unless the member objects at the beginning of the meeting to the transaction of any business because the meeting was not lawfully called or convened. Also, attendance at a meeting is not a waiver of any right to object to the consideration of matters required to be included in the notice of the meeting but not so included, if that objection is expressly made at the meeting.

**Section 10: Action Without a Meeting**

- (A) Action by Unanimous Written Consent. Any action required or permitted to be taken by the members may be taken without a meeting, if all members consent in writing to the

action. The written consent or consents shall be filed with the minutes of the proceedings of the members. The action by written consent shall have the same force and effect as the unanimous vote of the members.

- (B) Action by Written Ballot Without a Meeting. Any action that may be taken at any meeting of members may be taken without a meeting by complying with this Article.
- (C) Solicitation of Written Ballots. The Association shall distribute one written ballot to each member entitled to vote on the matter. Such ballots shall be given either personally or by first class registered or certified mail or by other means of written communication, charges prepaid, and shall be addressed to each member entitled to vote, at the address of that member appearing on the books of the Association for purposes of notice. All solicitations of votes by written ballot shall (1) indicate the number of responses needed to meet the quorum requirement; (2) with respect to ballots other than for election of directors, state the percentage of approvals necessary to pass the measure or measures; and (3) specify the time by which the ballot must be received in order to be counted. Each ballot so distributed shall (1) set forth the proposed action; (2) provide the members an opportunity to specify approval or disapproval of each proposal, and (3) provide a reasonable time within which to return the ballot to the Association. In any election of directors, a written ballot that a member's marked "withhold," or otherwise marks in a manner indicating that authority to vote is withheld, shall not be voted either for or against the election of a director.
- (D) Number of Votes and Approvals Required. Approval by written ballot shall be valid only when: (1) the number of votes cast by ballot (including those ballots that are marked "withhold" or otherwise indicate that authority to vote is withheld) within the time specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and (2) the number of approvals equals or exceeds the number of votes that would be required for approval at a meeting at which the total number of votes cast was the same as the number of votes cast by written ballot without a meeting.
- (E) Revocation. A written ballot may not be revoked.
- (F) Filing. All written ballots shall be filed with the Secretary of the Association and maintained in the corporate records for at least one (1) year.

**Section 11: Record Date for Notice, Voting, Written Ballots and Other Actions as Determined by Board**

For purposes of determining the members entitled to notice of any meeting, entitled to vote at any meeting, entitled to vote by written ballot, or entitled to exercise any rights with respect to any lawful action, the board may, in advance, fix a record date. Unless otherwise specified, the record date shall be ten (10) days before the vote or mailing of the ballot.

**Section 12: Members of Record**

For purposes of Section 12 of this Article, a person holding membership at the close of business on the record date shall be a member of record.

## **ARTICLE VI**

### **DIRECTORS**

#### **Section 1: Powers**

- (A) General Corporate Powers. Subject to the provisions and limitations of any other applicable law, and subject to any limitations in any Articles of Incorporation and these Bylaws regarding actions that require the approval of the members, the Association's activities and affairs shall be managed, and all corporate power shall be exercised, by or under the Board's direction.
- (B) Specific Powers. Without prejudice to the general powers set forth in this Section of these Bylaws, but subject to the same limitations, the directors shall have the power to:
  - (i) Appoint and make recommendations to the membership concerning the removal of; or, remove at the pleasure of the Board the Association's officers, agents, and employees and prescribe powers and duties for them that are consistent with the law and with these Bylaws.
  - (ii) Subject to the approval of the members, cause the Association to conduct its activities in any other state, territory, dependency, or country; conduct its activities within or outside the city of Burbank; and designate any place within or outside the city of Burbank for holding any meeting of members.
  - (iii) Borrow money and incur indebtedness on behalf of the Association and cause to be executed and delivered for the Association's purposes, in the Association's name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities. The authority granted to the directors in this subsection (iv) of this Section to borrow money and incur indebtedness is limited to obligations not exceeding five hundred dollars (\$500). Any obligation or indebtedness in excess of this amount shall be approved by the members prior to incurring such debt.
  - (iv) Use Association funds for the purpose of maintaining operations and paying all expenses of the Association, however, any expense outside of a normal operating expense in excess of five hundred dollars (\$500) is subject to membership approval, as set forth below. Fees paid to accounts, consultants, and legal representatives shall be deemed normal operating expenditures for purposes of these Bylaws so costs of the same are not subject to membership approval.

#### **Section 2: Responsibilities of Officers**

- (A) Generally. In their capacity as such, all directors of the Association shall represent the interests of the members. In every matter which could affect the reputation of the Association, including, but not limited to, political issues and issues relating to wages, hours and working conditions, each officer should obtain the approval of the majority of the Board before publishing any opinions, whether orally or in writing, which suggest that the communication is made in the name of, or on behalf of the Association, or in

any way conveys their official title as an officer and/or director.

**Section 3: Limitation of Authority**

- (A) Memorandum of Understanding or Wage Contracts. The Board is precluded from taking any final actions to accept, reject, approve or ratify a proposed final offer from the City of Burbank as to the terms of a negotiated memorandum of understanding, collective bargaining agreement, employment agreement or contract pertaining to wages, hours and working conditions of the members. Any final acceptance, approval, ratification or rejection of such an offer or proposal is a matter to be determined by the members at a duly called meeting of the members or other procedure authorized by these Bylaws. Nothing herein shall restrict the ability of the Board to take all necessary steps in furtherance of negotiating the most advantageous terms of a collective bargaining agreement with the City of Burbank.
- (B) Limitations on Expenditures. The Board is precluded from taking any final action on expending funds or incurring indebtedness, other than normal operating expenditures, on behalf of the Association as provided in Section 1 of this Article, in an amount which exceeds five hundred dollars (\$500.00) with respect to any single transaction or a related series of transactions constituting a single event, or entering into a lease, rent, option, purchase, service, or other payment agreement which by its terms amounts to an expenditure or obligation exceeding five hundred dollars (\$500.00). Any final authorization, ratification, or rejection on expenditures or indebtedness exceeding this amount is a matter to be determined by the members at a duly called meeting or other procedure authorized by these Bylaws. Fees paid to accounts, consultants, and legal representatives shall be deemed normal operating expenditures for purposes of these Bylaws so costs of the same are not subject to membership approval.

**Section 4: Number**

The Association's Board shall be comprised of seven (7) directors, all of whom shall be current Regular Members in good standing. The directors shall include the four (4) officers, as set forth in Article VII, and three (3) directors.

**ARTICLE VII**  
**OFFICERS**

**Section 1: Officers**

The officer positions of the Association shall be President, Vice-President, Secretary, and Treasurer, all of whom shall serve on the Board.

**Section 2: Responsibilities of Officers**

- (A) President. The President shall preside as the Chair of the Board at meetings of the membership and Board and shall exercise and perform such other powers and duties as the board or the members may assign from time to time. The President shall also be the general manager of the Association and shall supervise, direct and control the Association's activities, affairs, and officers. The President shall be an ex-officio

member of all committees of the Association. The President shall also have such other powers and duties as the Board or these Bylaws may prescribe.

(B) Vice-President(s). The Vice-President shall carry out all duties of the President in the case that the President is unavailable or otherwise not present at a meeting. In the event that the position of President becomes vacant for any reason, the Vice-President shall be promoted to said office.

(C) Secretary. The Secretary shall:

1. keep a record of meetings of the Association and Board. The minutes of the foregoing meetings shall be kept available at all times for inspection by the Board.
2. send out notices of General Meetings of the Association, meetings of the Board, and election notices in accordance with the provisions of this Constitution and By-Laws.
3. carry on the correspondence of the Association.

(D) Treasurer.

1. have the care and custody of the funds of the Association, deposit them in the name of the Association in its bank, keep an accurate account of all monies received and disbursed, and make the associated Association books and records available at all time for inspection by the Board.
2. appoint an Acting Treasurer if the Treasurer is unable to discharge the prescribed duties for any reason.

### **Section 3 Other Officers**

The Board or the members may appoint and may authorize the chairman of the board, the President, or other officer, to appoint any other officers that the Association may require. Each officer so appointed shall have the title, hold office for the period, have the authority, and perform the duties specified in the Bylaws or determined by the Board or members.

### **Section 4 Qualifications of Directors and Officers**

Any member who has successfully completed their employee probationary period, if any, with the City of Burbank and is a member in good standing shall be eligible to serve as director and/or officer. The member must maintain his/her status as a member in good standing throughout the term of his or her office.

### **Section 5 Term of Office**

Directors shall be elected by the Regular Members to hold office for the term of approximately two (2) years.

**ARTICLE VIII**  
**ELECTION OF DIRECTORS**

**Section 1: Election Procedure**

- (A) Elections shall take place annually. In odd-numbered years, the President, Secretary, and one director shall be elected. In even-numbered years, the Vice-President, Treasurer, and two directors shall be elected.
- (B) By the tenth day of November of each year, the Board of Directors shall provide notice of the election including the positions that will be up for election and requesting nominations for each position. The notice shall also request nominations for those positions which will be up for election. The notice of the election shall set forth the timeline for the election, which includes the last day nominations will be accepted and the date that the election will be conducted. The election shall be conducted no later than the fifteenth of December. The notice shall also contain proper directions as to the filing of nominations in accordance with these Bylaws.
- (C) Any member in good standing who is current on dues as of the date of the notice of election may nominate himself or herself for any position on the Board of Directors. Nominations must be made in writing to the Secretary. No member may concurrently run for more than one position.
- (D) After the nominations are resolved the Secretary shall give notice calling for the election and prepare the ballot from the nominations received. Names of nominees for each position will be arranged in alphabetical order by last name. The ballot shall include proper directions as to the method of voting and returning said ballot. Each Member's ballot shall be mailed or delivered to the Secretary in a sealed plain envelope marked "ballot" and enclosed in an outer envelope properly addressed and signed by the Member. Only those ballots which are received by the Secretary by the date and time set forth in the voting instructions will be counted.
- (E) The candidate receiving the highest number of votes for each position shall be declared elected and shall take office at the Annual General Meeting in January. In the event of a tie between two or more candidates, the newly elected President shall cast the deciding vote. In the event of a tie between two or more candidates for the office of President, the newly elected Vice President shall cast the deciding vote.

**Section 2: Vacancies on the Board**

- (A) Vacancies on Board. A vacancy or vacancies on the Board shall exist on the occurrence of the following: (a) the death or resignation of any director; (b) the declaration by resolution of the Board of a vacancy in the office of a director who has been declared of unsound mind by an order of court or convicted of a felony, or, if the Association holds assets in charitable trust, has been found by a final order or judgment of any court to have breached a duty listed under Section 7238 of the California Corporations Code; (c) the vote of two-thirds (2/3) of the members entitled to vote for the officer or director to remove any director or officer; (d) the increase of the authorized number of directors or officers; or (e) the failure of the members, at any meeting of members at which any

director(s) are to be elected, to elect the number of directors required to be elected at that meeting

- (B) Resignations. Except as provided below, any director or officer may resign by giving written notice to the chairman of the board, if any, or to the President or Secretary of the Board. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become effective. If a director's or officer's resignation is effective at a later time, the President may appoint, subject to Board approval, a successor to take office as of the date when the resignation becomes effective.
- (C) Removal of Officers or Directors by the Board: The Board may vote to remove an officer or director who is absent from three (3) consecutive meetings.
- (D) Removal of Officers and Directors by the Membership. Whenever a written petition signed by twenty percent (20%) of the members entitled to vote for a particular director or officer are submitted to the Board asking for the recall of any officer or director which was elected, the Board shall, within ten (10) days, direct the preparation of a recall ballot to be submitted to each voting member of that class of the Association. The officer or director involved shall be advised of the basis of any recall petition against him or her. The Secretary of the Association shall cause the recall ballot to be provided to all eligible voting members of that class as of the date of the submission of the recall petition by any reasonable means. Each recall ballot shall contain the name of the officer or director and provide spaces for an affirmative or negative vote as to his or her recall. Recall ballots shall be returned to the Secretary in a sealed envelope which is signed by the eligible voter, or other person designated by the Board. All recall ballots returned with the envelope not signed by an eligible voter shall be null and void and shall be held until the recall ballots are counted. All recall ballots shall be returned to the Secretary within ten (10) days, placed in a locked ballot box and forwarded to the Board. The Board shall, within five (5) days, tabulate the recall ballots. If two-thirds (2/3) of the total voting membership of that class has voted in favor of recall, the officer or director shall immediately be declared removed from office. The Board may impose additional safeguards to protect the recall results if it deems necessary in order to avoid members resulting from participation in the recall election.
- (E) Filling Vacancies. If any vacancy on the Board occur, unless such vacancy is caused by the removal of a director or officer by the membership, the Board shall solicit nominations and vote to fill the vacancy from said nominations.
- (F) Reduction of Number of Directors. No reduction of the authorized number of directors or officers shall have the effect of removing any director before that director's term of office expires.

### **Section 3: Indemnification**

- (A) Right of Indemnity. To the fullest extent permitted by law, this Association shall indemnify its directors, officers, employees, and other persons described in Section 7237(a) of the California Corporations Code, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements and other amounts

actually and reasonably incurred by them in connection with any “proceeding,” as the term is used in that section, and including an action by or in the right of the Association, by reason of the fact that the person is or was a person described in that section. “Expenses,” as used in this bylaw, shall have the same meaning as in Section 7237(a) of the California Corporations Code.

- (B) Approval of Indemnity. On written request to the Board by any person seeking indemnification under Section 7237(b) or Section 7237(c) of the California Corporations Code, the Board shall promptly determine under Section 7237(e) of the California Corporations Code whether the applicable standard of conduct set forth in Section 7237(b) or Section 7237(c) has been met and, if so, the Board shall authorize indemnification. If the Board cannot authorize indemnification because the number of directors who are parties to the proceeding with respect to which indemnification is sought prevents the formation of a quorum of directors who are not parties to that proceeding, the Board shall promptly call a meeting of members. At that meeting, the members shall determine under Section 7237(e) of the California Corporations Code whether the applicable standard of conduct set forth in Section 7237(c) has been met and, if so, the members present at that meeting in person or by proxy shall authorize indemnification.
- (C) Advancement of Expenses. To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under this Section of these Bylaws in defending any proceeding covered by those sections shall be advanced by the Association before final disposition of the proceeding, on receipt by the Association of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the Association for those expenses.
- (D) Insurance. The Association shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, directors, employees, and other agents, against any liability asserted against or incurred by any officer, director, employee, or agent in such capacity or arising out of the officer's, director's, employee's, or agent's status as such.

## **ARTICLE IX**

### **BOARD OF DIRECTORS' MEETINGS**

#### **Section 1: Place of Meetings**

Meetings of the Board shall be held at any place that has been designated by resolution of the Board or in the notice of the meeting, or if not so designated, at the principal office of the Association.

#### **Section 2 Meetings by Telephone**

Any meeting may be held by telephone conference or similar communication equipment, as long as all directors participating in the meeting can hear one another. All such directors shall be deemed to be present in person at such a meeting.

### **Section 3      Regular Meetings**

Regular meetings of the Board shall be held when deemed appropriate by the Board at any place within or outside the City that has been designated by resolution of the Board or in the notice of the meeting, or if not so designated, at the principal office of the Association. Non-members may be excluded at the request of the Board. Members may not be excluded.

### **Section 4      Annual Meetings**

Immediately after each annual meeting of members, the Board shall hold a regular meeting for purposes of organization, election of officers, and the transaction of other business. Notice of this meeting is not required.

### **Section 5      Special Meetings**

- (A) Authority to Call. Special meetings of the Board for any purpose may be called at any time by the chairman of the Board, if any, the President or any Vice-President, or the Secretary or any two directors.
- (B) Notice.
  - (i) Manner of Giving Notice. Notice of the time and place of special meetings shall be given to each director by one of the following methods: (a) by personal delivery of written notice; (b) by first-class mail, postage prepaid; (c) by telephone, either directly to the director or to a person at the director's home who would reasonably be expected to communicate that notice promptly to the director; or (d) by electronic mail. All such notice shall be given or sent to the director's home address or telephone number as shown on the records of the Association.
  - (ii) Time Requirements. Notices sent by first-class mail shall be deposited in the United States mails at least four days before the time set for the meeting. Notices given by personal delivery, telephone, or electronic mail shall be delivered, telephoned, or given at least forty-eight (48) hours before the time set for the meeting.
  - (iii) Notice Contents. The notice shall state the time, place and purpose of the meeting.

### **Section 6      Quorum**

A majority of the authorized number of directors shall constitute a quorum for the transaction of business, except to adjourn. Every action taken or decision made by a majority of the directors present at a duly held meeting at which a quorum is present shall be the act of the Nonprofit Mutual Benefit Association Law, including, without limitations, those provisions relating to (a) approval of contracts or transactions between the Association and one or more in which a director or officer has a material financial interest, (b) creation of and appointments to committees of the Board, and (c) indemnification of directors. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of directors, if any action taken or decision made is approved by at least a majority of the

required quorum for that meeting.

#### **Section 7      Waiver of Notice**

Notice of a meeting need not be given to any director who, either before or after the meeting, signs a waiver of notice, a written consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice or consent need not specify the purpose of the meeting. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meetings. Notice of a meeting need not be given to any director who attends the meeting and does not protest, before or at the commencement of the meeting, the lack of notice to him or her.

#### **Section 8      Adjournment**

A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place.

#### **Section 9      Notice of Adjourned Meeting**

Notice of the time and place of holding an adjourned meeting need not be given unless the original meeting is adjourned for more than twenty-four (24) hours. If the original meeting is adjourned for more than twenty-four (24) hours, notice of any adjournment to another time and place shall be given before the time of the adjourned meeting, to the directors who were not present at the time of the adjournment.

#### **Section 10      Action Without a Meeting**

Any action that the Board is required or permitted to take may be taken without a meeting if all members of the Board consent in writing to that action. Such action by written consent shall have the same force and effect as any other validly approved action of the Board. All such consents shall be filed with the minutes of the proceedings of the Board.

#### **Section 11      Compensation and Reimbursement**

Directors, at the time of adoption of these Bylaws, do not receive any form of compensation or remuneration for any services rendered to the Association. However, the Board may, with membership approval, adopt a resolution setting reasonable compensation for Officers and/or Directors. Directors may, upon authorization from the entire Board and/or the membership be reimbursed for expenses which are previously approved by the Board and/or membership.

### **ARTICLE X**

### **COMMITTEES AND SPECIAL APPOINTMENTS**

#### **Section 1:      Committees of the Board**

The Board, by resolution adopted by a majority of the directors then in office, provided a quorum is present, may create one or more committees, each consisting of two or more directors or members of any class, to serve at the pleasure of the Board. Appointments to committees of the Board shall be made by the President subject to approval majority vote of the directors then in office. The President may appoint one or more members or directors as alternates of any such committee, who may

replace any absent member of any meeting. The President shall serve on an ex-officio basis on all committees. Any such committee, to the extent provided in the Board resolution, shall have all the authority of the Board, except that no committee, regardless of Board resolution, may:

- (A) take any final action on any matter that, under the California Nonprofit Mutual Benefit Association Law, also requires approval of the members or approval of a majority of all members;
- (B) fill vacancies on the Board or on any committee that has the authority of the Board;
- (C) fix compensation of the directors for serving on the Board or on any committee;
- (D) amend or repeal bylaws or adopt new bylaws;
- (E) amend or repeal any Board resolution that by its express terms is not so amendable or repealable;
- (F) create any other committees of the Board or appoint the members of committees of the Board;
- (G) expend corporate funds to support a nominee for director after more people have been nominated for director than can be elected; or
- (H) with respect to any assets held in charitable trust, approve any contract or transaction between the Association and one or more of its directors or between the Association and an entity in which one or more of its directors have a material financial interest, subject to the special approval provisions of Section 5233(d)(3) of the California Corporations Code.

## **ARTICLE XI**

### **DUES**

#### **Section 1: Scale**

A scale of membership dues shall be formulated and proposed by the Board on a budgetary basis, so that sufficient revenue shall be derived therefrom to defray the expenses of the Association. Any changes in dues structure shall be subject to approval of the membership as set forth in these Bylaws.

#### **Section 2: Rate**

The dues for all Regular Members is, at the time of adoption of these Bylaws, one half percent (.5%) of base salary per pay period.

#### **Section 3: Initiation Fees**

There shall be no initiation fees, except as may be assessed by the Board under Article IV, Section 5 of these Bylaws.

#### **Section 4: Assessments**

General or special assessments or levies may be made from time to time in the manner hereinafter provided. Members voluntarily withdrawing from the Association for a period of time and later wishing to rejoin, may be subject to a special assessment, the amount in the form of which shall be determined by the Board.

**Section 5: Increase in Dues/Levying of Assessments**

Any increases in the membership dues or the levying of any general or special assessment fees shall be made only in accordance with the following procedure: Reasonable notice shall be given by the Secretary to the general membership at least ten (10) calendar days prior to the meeting at which time the membership will consider the question of whether or not such dues or other fees, or general or special assessments or any of them, shall be charged or levied. The notice shall indicate that increase of any of the aforementioned dues, fees or assessments is to be voted on. Such a meeting may be general or special.

**Section 6: Failure to Pay Dues/Assessments**

In the event that any member refuses, fails or neglects to pay his/her dues or any assessments for a period of thirty (30) days, he/she shall be deemed delinquent and all benefits and privileges of the Association shall hereby be forfeited. Any member wishing to have his/her status reinstated shall petition the Board. Reinstatement may be made at the discretion of the Board with payment of all back dues, fines and assessments. The Board may levy a fine for failure to pay dues and assessments.

**ARTICLE XII**  
**ARBITRATION OF DISPUTES**

**Section 1: Arbitration of All Disputes, Claims and/or Controversies.**

- (A) Members shall submit to final and binding arbitration any dispute, claim or controversy arising between them and the Association. Such claims, disputes, and/or controversies specifically include but are not limited to:
  - (i) discrimination claims under Title VII of the Civil Rights Act of 1964, 42 U.S.C. section 2000, *et seq.*, the Age Discrimination in Employment Act, 29 U.S.C. section 623, *et seq.*, the Americans with Disabilities Act, 42 U.S.C. section 12101, *et seq.*, and the California Fair Employment and Housing Act, Cal. Gov't. Code section 12900, *et seq.*; and,
  - (ii) claims for tortious violation of the duty of fair representation (i.e., "DFR" claims). In addition, and in accordance with the authorities cited above, members expelled or suspended from membership under Article IV of these Bylaws shall submit to final and binding arbitration any dispute, claim or controversy arising out of such expulsion or suspension concerning any alleged violations of Article IV's disciplinary procedures.
- (B) In all cases arising under this Section, an impartial arbitrator will be selected by the American Arbitration Association. The arbitrator's fees and expenses will be paid in full by the Association. Notwithstanding the preceding, in those cases where an expelled or suspended member submits to arbitration an alleged violation of Article IV's

disciplinary procedures, such individual shall pay half of the arbitrator's fees and expenses, which amount shall be held by the Association in an interest-bearing, escrow account until the arbitrator renders a decision. If the arbitrator ultimately rules in favor of the individual, the Association will reimburse such individual with the amount held in escrow, with interest, and pay in full the arbitrator's fees and expenses. If the arbitrator rules in favor of the Association, the monies held in escrow will be used to satisfy in part the arbitrator's fees and expenses.

### **ARTICLE XIII** **CONDUCT OF MEETINGS**

#### **Section 1:     Agenda/Order of Business**

Each meeting of this Association shall have an agenda which shall be posted in a conspicuous place at the City of Burbank at least two (2) days prior to the meeting, comprised substantially as follows:

- (A)     Call to order;
- (B)     Roll call of members and directors;
- (C)     Reading of the minutes of the previous membership and/or Board of directors meeting;
- (D)     Communications and/or correspondence;
- (E)     Report of Treasurer;
- (F)     Report of committees;
- (G)     Unfinished business;
- (H)     New business;
- (I)     Adjournment.
- (J)     Parliamentary Procedure

Meetings shall be governed by procedures as deemed appropriate by the President or chair of any meeting, as such rules may be revised from time to time insofar as such rules are not inconsistent or in conflict these Bylaws or with any provision of law. All questions or procedure to determined, and not covered by these Bylaws, shall be decided and ruled upon by the chairman of the Board, or if none, the President. In the event that the internal procedural disputes of the Association cannot be resolved by this Section, the Board may consider provisions of Robert's Rules of Order. Robert's Rules of Order shall be offered as a secondary and persuasive authority of procedural matters for the Association.

**ARTICLE XIV**  
**RECORDS AND REPORTS**

**Section 1: Maintenance of Corporate Records**

The Association shall at all times keep:

- (A) adequate and correct books and records of account;
- (B) the elected Secretary (if the Secretary is not at the meeting then another Board member) will keep written minutes of the proceedings of its members, Board, and committees of the Board; and,
- (C) a record of each member's name, address, and class of membership.

**Section 2: Members' Inspection Rights**

- (A) Membership Records. Members of the Association may, for a purpose, reasonably related to a member's interest as a member:
  - (i) Inspect and copy the records of members' names, and voting rights during usual business hours on five days' prior written demand on the Association, which demand must state the purpose for which the inspection rights are requested; or
  - (ii) Obtain from the Secretary of the Association, on written demand and tender of a reasonable charge, a list of names and voting rights of members who are entitled to vote for the election of directors as of the most recent record date for which that list has been compiled, or as of the date, after the date of demand, specified by the member. The demand shall state the purpose for which the list is requested. The Secretary shall make this list available to the member on or before the later of ten (10) days after (1) the demand is received or (2) the date specified in the demand as the date as of which the list is to be compiled.
  - (iii) The Association may withhold disclosure of any confidential information such as home addresses, home telephone numbers, family information and any other information which is deemed confidential and private.
- (B) Reasonable Alternatives. The Association may, within ten business days after receiving a demand under this section, make a written offer of an alternative method of reasonable and timely achievement of the proper purpose specified in the demand without providing access to or a copy of the membership list. Any rejection of this offer must be in writing and must state the reasons that the proposed alternative(s) does not meet the proper purpose of the demand.
- (C) Denial of Access. If the Association reasonably believes that the information will be used for a purpose other than one reasonably related to a person's interest as a member, or if it provides a reasonable alternative under this section, it may deny the member access to the membership list.

- (D) Physical Inspection. Any inspection and copying under this section may be made in person or by the member's agent or attorney. The right of inspection includes the right to copy and make extracts. Any right of inspection extends to the records of any subsidiary of the Association. Records may be redacted to protect confidential information as identified in subsection A hereinabove.
- (E) Accounting Records and Minutes. On written demand on the Association, any member may inspect, copy, and make extracts of the accounting books and records and the minutes of the proceedings of the members, the Board, and committees of the Board at any reasonable time for a purpose reasonably related to the member's interest as a member. Any such inspection and copying may be made in person or by the member's attorney. Any right of inspection extends to the records of any subsidiary of the Association. All accounting, financial and general business records, documents and instruments shall be kept at the Association's principal offices.
- (F) Maintenance and Inspection of Articles and Bylaws. The Association shall keep at its principal office, the original or a copy of the Bylaws, as amended to date, which shall be open to inspection by the members at all reasonable times during office hours. The Association shall keep all financial books, records and accounts of the organization for a period of three (3) years. All written minutes of membership and Board meetings along with action by unanimous written consent of the directors shall be kept secure by the organization indefinitely, or until such time as the Board rules otherwise.

### **Section 3: Inspection by Directors**

Every officer and director shall have the absolute right at any reasonably time to inspect the Association's books, records, documents of every kind, physical properties, and the records of each of its subsidiaries. The inspection may be made in person or by the officer's or director's agent or attorney. The right of inspection includes the right to copy and make extracts of documents.

### **Section 4: Annual Report**

At the end of the calendar year, the Association shall prepare an annual report indicating the balance sheet for the Association which includes revenues and expenses and all liabilities. Each member shall have a right to the report prepared pursuant to this Section on an annual basis. The matters to be reported pursuant to Section 5 of this Article should also be included in the report.

## **ARTICLE XV**

### **CONSTRUCTION AND DEFINITIONS**

Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit Association Law shall govern the construction of these bylaws. Without limiting the generality of the preceding sentence, the masculine gender includes the feminine and neuter, the singular includes the plural, the plural includes the singular, and the term "person" includes both a legal entity and a natural person.

## **ARTICLE XVI**

### **AMENDMENTS**

#### **Section 1: Amendment**

- (A) Amendments to Bylaws. Bylaws may be amended or restated by approval of the Regular Members, provided, however, that any such adoption, amendment, or repeal also requires approval by the members of a class if that action would:
- (i) materially and adversely affect the rights, privileges, preferences, restrictions, or conditions of that class as to voting, dissolution, redemption, or transfer in a manner different than the action affects another class;
  - (ii) materially and adversely affect that class as to voting, dissolution, redemption, or transfer by changing the rights, privileges, preferences, restrictions, or conditions of another class;
  - (iii) increase or decrease the number of memberships authorized for that class;
  - (iv) increase the number of memberships authorized for another class
  - (v) effect an exchange, reclassification, or cancellation of all or part of the memberships of that class; or
  - (vi) authorize a new class of memberships.
- (B) High Vote Requirement. Any provision of these Bylaws that requires the vote of a larger proportion of the members than otherwise is required by law may not be altered, amended, or repealed except by vote of that greater number. No amendment may extend an officer's or director's term beyond that for which the officer or director was elected.
- (C) Designation of Officers and Directors. Any provision of these Bylaws providing for the designation or selection, rather than election, of any officer or director or officers or directors may be adopted, amended, or repealed only by approval of the members, subject to the consent of the person or persons entitled to designate or select any such officers or directors.
- (D) Procedure for Amendment by Members.
- (i) These Bylaws may be altered or amended only by application submitted in writing, signed by at least twenty percent (20%) of the Regular Members of the Association offering the proposed change, and must be first submitted to the Board for their approval. If approved by the Board, by majority vote, such changes will be submitted to a vote of the entire Regular Members of the Association. A simple majority of all Regular Members votes cast is needed to pass such amendment. Thirty (30) days notice by posting said amendment in the place where the agenda is posted must be given to the Regular Members of such proposed change prior to the vote.

- (ii) Any suggested changes or amendments to these Bylaws presented to the Board and rejected by them, may be re-submitted by a petition signed by not less than thirty-three percent (33%) of the total Regular Members, and shall thereupon be submitted to a vote of the entire Regular Members. A two-thirds (2/3) majority of all Regular Members' votes cast is needed to pass such amendments. The quorum requirement for a meeting to consider the passage of a Bylaw amendment shall be fifty percent (50%) of the members.

(E) Amendment by Board.

The Board, without approval of the members shall be permitted to amend these Bylaws unless membership approval is expressly required under Section 1, above. The Board shall also have authority to make unilateral changes to the Bylaws whenever necessary to secure the Association's status as a California nonprofit mutual benefit Association or to remove, add, or change language which is no longer legally operative, such as the case where the membership has previously approved an amendment.

**ARTICLE XVII**  
**DISSOLUTION**

The Association may be dissolved by approval of ninety percent (90%) of the Members in good standing. Upon the dissolution of this Association, any unexpended and uncommitted funds of the treasury of this Association shall be distributed to the Regular Members upon.

## **CERTIFICATE OF SECRETARY**

I certify that I am the duly elected and acting Secretary of the Burbank Management Association a nonprofit mutual benefit labor organization, that the above bylaws, consisting of twenty-three (23) pages, are the bylaws of this Association which were duly adopted on October 15, 2019 and that they have not been amended or modified since that date.

Executed on October 28, 2019, at Burbank, California.

A handwritten signature in black ink, appearing to read 'St Aragon', is written over a horizontal line.

Steven Aragon, Secretary/Treasurer