BYLAWS OF THE
PASADENA MANAGEMENT ASSOCIATION

ARTICLE I
NAME

Section 1. The name of this association shall be the Pasadena Management Association, which is referred to herein as the Association.

ARTICLE II
OBJECTIVES

Section 1. The objectives of this Association are:

(1) To promote the principles of sound management;

(2) To build and maintain a continuing relationship between the City and its management personnel;

(3) To represent its membership in collective bargaining with the City on all matters relating to employment conditions and employer-employee relations; and

(4) To support the local community and economy through outreach, partnerships, and in kind

ARTICLE III
FISCAL PERIOD

Section 1. The fiscal year of the Association shall be from January first to December thirty-first.

ARTICLE IV
MEMBERSHIP

Section 1. Membership in the Association shall consist of Active Members and Passive Members.

A. Active Membership shall be open to employees of the City of Pasadena who are designated as management employees in the Memorandum of Understanding between the City of Pasadena and the Association. An Active Member is a dues-paying member and is eligible to vote in all initiatives / elections, and participate in all activities sponsored by the Association.

B. Passive Membership shall be open to employees of the City of Pasadena who are designated as management employees in the Memorandum of Understanding between the City of Pasadena and the Association. A Passive member is one who opts not to pay dues, and as such, is not eligible to vote in any initiatives / elections or on Association business, nor participate in any meetings or activities sponsored by the Association.

Section 2. Admission to Active Membership: Any employee designated as a management employee in the Memorandum of Understanding between the City of Pasadena and the Association desiring to become an Active member, may contact the Board Secretary to complete the appropriate form to authorize dues deductions. Active membership will require a one-year commitment and will remain in force until cancelled in accordance with the terms on the signed form.

Section 3. Termination from Membership: Membership in this Association shall terminate by the removal from or the resignation from office of the member or by his or her death. Non-payment of dues for a period of forty-five days after the date upon which dues become payable shall result in a suspension of rights of membership in the Association and such suspended member shall forfeit all rights as a member, however, the forfeiture of said membership rights shall not affect the representation of said individual in the respective Employee Bargaining Unit for the City of Pasadena of which the Association shall continue to perform its obligations as provided by California Government Code Section 3500 et.seq..

ARTICLE V
MEETINGS

Section 1. Membership Meetings: All membership meetings are for Active Members only, and the following shall be held for the purpose of conducting confidential Association business. Confidentially assists in advancing the goals of the Association in employment issues and/or negotiations.

A. A membership meeting for the purpose of announcing the candidates for office and for receiving additional nominations of members in good standing from the floor shall be held once annually no less than two weeks prior to the Annual Meeting (Section 2) at such time and place as determined by the Board.

B. A membership meeting for the purpose of proposing the Association's negotiated Memorandum of Understanding for ratification shall be held at such time and place as determined by the Board no less than three days and no later than two weeks after the MOU has been presented to the Board.

Section 2. Annual Meeting: An Annual Meeting for the purpose of receiving Executive and standing committee reports, and for announcing Board election results shall be held once annually within five days of the close of the annual election of Board members and officers at a time and place determined by the Board.

Section 3. Regular meetings: Meetings for professional education and information, and for social or other reasons may be held at such time and place as determined by the Board. Quarterly meetings shall be held at a time and place determined by the Board to update the Membership on the status of matters relating to collective bargaining, employer/employee relations, and other Association business.

Section 4. Special meetings: Special meetings may be called by the President, or by a petition signed by at least twenty (20) members in good standing. Meetings shall be held not less than three days following written notice to the membership as outlined in Section 5.

Section 5. Notice of Association Meetings: Written notice as to the time, date and place of any Association meetings shall be given by the Board. Notice shall be not less than ten (10) calendar days before any meetings with the exception of meetings for the purpose of ratifying an M.O.U. and special meetings as set forth above. Notice shall state the general nature of business to be conducted and items to be presented for action by the members.

ARTICLE VI
ADMINISTRATION

Section 1. Board: The Board shall consist of four Officers, together with four Directors who have been elected by the membership of the Association. The Board shall constitute the governing body of the Association. Members who serve on the Board are eligible for up to full reimbursement of dues paid annually per Bylaws Article X, Section 3.

Section 2. Officers: The officers of the Association shall be President, Vice- President, Secretary, and Treasurer.

Section 3. Regular meetings of the Board shall be held once per month at a time and place determined by the Board. The Board may hold special meetings at any time as called by the President or by petition of a quorum of the Board.

Section 4. Duties of the President: The President shall preside at all meetings. The President may call special meetings of the Board as needed. The President shall recommend members for all committees to the Board for approval prior to appointment. When a committee is first authorized, the President shall appoint an interim Committee Chair to convene the committee for purposes of electing committee officers. The President or Treasurer shall sign all written contracts or other financial obligations of the Association authorized by the Board. The

President shall vote only in case of a tie vote in votes of the Board and the Membership.

Section 5. Duties of the Vice-President: The Vice-President shall act as the President during the absence of the President. The Vice-President shall become President in the event of a vacancy in the office of the President. The Vice-President shall be an *ex officio* member of all PMA committees.

Section 6. Duties of the Secretary: The Secretary shall keep the minutes of all Association meetings and meetings of the Board and will perform such other duties pertaining to the office as may be designated by the organization or by the Board. The Secretary shall maintain a manual of policies and procedures established by the Board. The Secretary shall preserve, in a permanent file, all minutes, records, and letters of continuing value to the Association. In the absence of the Secretary, the President will appoint a member as acting secretary for each meeting.

Section 7. Duties of the Treasurer: The Treasurer shall receive all money and shall deposit same to the credit of the Association in such depositories as may be approved by the Board. The Treasurer shall pay all bills duly authorized by the Board, keep book accounts of receipts and expenditures. The Treasurer shall make reports to the Board, and to the membership, as designated by the Board from time to time.

Section 8. Board Quorum: One half of the current members of the Board plus one constitutes a quorum for the transaction of business at any regular or special meeting of the Board.

Section 9. Board Attendance: Any Officer or Director who, in any given year, has three unexcused absences from regular Board meetings will be subject to dismissal from the Board by vote of the Board. The vacancy will be filled as per Bylaws Article VII, Section 3.

Section 10. Board Recall or Removal: Any Officer or Director of this Association may be recalled or removed therefrom for willful neglect of performance of his or her duties in relation to this Association. Provided, however, that whenever such Officer or Director is to be removed, s/he shall be served, by registered U.S. mail, a copy of the notice of his or her proposed suspension or dismissal and the reason(s) in support thereof and the opportunity to be heard, either orally or in writing, before the Board not fewer than fifteen (15) days before the effective date of the proposed suspension/dismissal. Such charges must be set forth in clear and concise language, signed by the President upon the direction of the majority of the Board or upon a petition signed by fifty percent (50%) of the general membership. Provided, further, however, that if an Officer against whom charges are pending

should be the President, then such charges may be signed by the Vice- President or any other Officer directed to do so by said Board.

The Officer or Director charged shall have the right to a full, fair and impartial hearing before the Board concerning the charges preferred. If, after such a hearing, the said Committee determines that such charges are sustained and sufficient cause for removal exists, the sub Officer or Director shall be suspended from office forthwith and the Board shall submit a copy of the charges together with a copy of their findings to the members and shall call a special recall election not less than thirty (30) nor greater than sixty (60) days from the effective date of suspension. If a majority of the members voting shall vote for the removal from office or directorship, said Board shall thereupon declare such office vacant.

In any case where written charges are submitted to the membership, the accused Officer or Director shall have the right to submit to the membership his or her written answer in defense or mitigation of the nature or gravity of the offense charged, together with such charges.

ARTICLE VII
NOMINATIONS, ELECTIONS AND SPECIAL BALLOTS

Section 1. Nominations of candidates for Board: The President shall recommend members of a Nominating Committee to the Board in sufficient time to fulfill the remaining requirements of this section. The Nominating Committee shall consist of no more than five Active Members in good standing, who are not members of the current Board. This committee shall present to the membership, at a time no later than two weeks prior to the Annual Meeting, the names of at least one candidate for each of the offices that are vacant for President, Vice-President, Secretary and Treasurer and the names of at least one candidate for each vacant Director position on the Board. Additional nominations may be made at the Membership Meeting by any member in good standing, with permission of the nominee.

Candidates for President and Vice-President must have served on the Board for one year since January 1, 1993. If there is a lack of candidates who meet this qualification, then the Nominating Committee shall nominate Active Members who, in the Nominating Committee's judgment, shall best be able and are willing to perform the duties of the office.

Section 2. Term of Office: President, Vice-President, Secretary, Treasurer, and Directors shall serve a term of two calendar years. Two Directors will be elected in alternating years.

Section 3. Vacancies: Vacancies on the Board other than the office of President, shall be filled by Interim Officers and Interim Directors elected by majority vote of the Board at the second meeting after the Board is notified of the resignation. Interim appointees shall serve until the end of the vacancy term.

Section 4. Balloting Provisions: The Board Secretary shall distribute ballots to all Active Members in good standing prior to the election. The Board Secretary shall determine the method of ballot distribution and voting, which may include paper ballots via U.S. Mail or digital/electronic voting via email. It is the responsibility of each Member to return his/her ballot to the Secretary by the date and time specified on the ballot.

Paper Ballots: Ballots returned shall be counted by at least three ballot-counters appointed by the Board. No ballot-counter may be a nominee in the election or member of the Board. The person receiving a plurality of the votes in each office shall be declared elected. The ballot-counters shall report the results of the election to the Secretary who shall announce them to the members present at the Annual Meeting.

Electronic ballots: Electronic ballots shall be returned by the date and time via the electronic system. The Secretary shall receive the electronic vote count once the voting period has ended directly from the third party electronic voting system. The person receiving the plurality of the votes in each office shall be declared elected. The Secretary shall announce the results of the election to the members present at the Annual Meeting.

ARTICLE VIII
COLLECTIVE BARGAINING AND GRIEVANCES

Section 1. Operating procedures for collective bargaining and the resolution of grievances shall be determined and revised by the Board, and shall be maintained by the PMA Secretary in an Operating Procedures manual.

Section 2. All items offered for negotiation by PMA, and their priority, shall be determined by a survey of all Active Members prior to the opening of negotiations for each new contract.

Section 3. A collective bargaining agreement proposed for ratification by the Association's Board will be ratified when approved by a majority of Active members casting votes following a Membership Meeting duly noticed and called to present the agreement. The length of the voting period will be determined by the Board.

Section 4. Subject to both the budget and the policies established by the Board, the Pasadena Management Association shall have a Grievance Committee with complete and independent authority to pursue the resolution of grievances for eligible management employees.

Section 5. The Grievance Committee shall be made up of members of all levels of management (Top, Middle, and Professional) so as to prevent the possibility of conflicts of interest and assure fairness in all proceedings.

ARTICLE IX
COMMITTEES

Section 1. Standing Committees: Under the direction of the Board, the standing committees of the Association shall be as follows:

Communications	Negotiation
Social & Community Engagement	Grievance
Political Action	Nominating
Bylaws	Finance

Section 2. Other Committees: Other committees may be established as needed by the President with approval of the Board.

Section 3. Appointment: Members of committees shall be appointed by the President with the approval of the Board, and shall serve for the calendar year unless removed by a vote of the Board. Every effort shall be made to provide representation of the levels of management, the departments of employment, and the job classes of the membership.

Section 4. Membership and Activities: The Board shall specify the number of members and the activities of each committee. Members who serve on a committee(s), are eligible for a level of dues reimbursement as determined by the Board per Bylaws Article X, Section 3.

Section 5. Reports: Each committee shall submit a written report to the Board at the Annual Meeting and at such times as the Board may designate.

Section 6. Committee Governance: Each committee shall elect a Chair by majority vote of the members of that committee. The Chair shall conduct meetings of the committee. All decisions and recommendations of a committee shall be decided by a majority vote of members of that committee. The Association Vice-President

is an *ex officio* member of all committees, but may defer participation in one or more committee(s) to another Board member(s).

ARTICLE X
FINANCES

Section 1. A schedule of dues and other charges shall be established by the Board subject to ratification by a majority of the Active members voting by either U.S. mail or electronic ballot.

Section 2. Beginning with calendar year 2025, and continuing annually thereafter, Board members in good standing, who fulfill the duties outlined in Bylaws Article VI, shall be reimbursed an amount equal to the total dues they paid for each complete year of service. If an Active member is appointed by the Board to fill a Board vacancy for a portion of a service year, they will be reimbursed an amount equal to the total dues they paid while on the Board for that partial service year. Reimbursements shall occur every January for the preceding calendar year of service.

If a Board member vacates a portion of a service year, they will be reimbursed an amount equal to the total dues they paid while on the Board for that partial service year. Reimbursement under this scenario will occur as soon as administratively possible.

Section 3. Beginning with calendar year 2025, and continuing annually thereafter, the Board will evaluate the activities of the various committees outlined in Bylaws Article IX, including, but not limited to, frequency of meetings, committee outcomes and ongoing support initiatives, member meeting attendance, and member participation outside of meetings. Based on this evaluation, the Board will approve an appropriate level of reimbursement of the dues each committee member paid for that year of service. Total reimbursement for service on one or more committees will never exceed one half of the total amount of dues paid for that service year. Reimbursements shall occur every January for the preceding calendar year of service.

ARTICLE XI
RECORDS

Section 1. Association Manual: A PMA Manual of Policies and Procedures developed by the Board shall be kept by the Secretary to be considered in effect as a supplement to the Bylaws, subject to continued approval by the Board.

Section 2. Association Business Records: A record of minutes, records and letters shall be kept by the Secretary and shall be open at all times to the inspection of the Board and the general membership. Such records shall be presented to the Secretary's successor at the conclusion of the Secretary's term of office.

Section 3. Association Financial Records: Book accounts of receipts and expenditures shall be kept by the Treasurer and shall be open at all times to the inspection of the Board and the general membership. Such records shall be presented at the conclusion of the Treasurer's term of office to such auditor as is appointed by the Board.

ARTICLE XII
AMENDMENTS TO THE BYLAWS

Section 1. Initiation of Amendments: A resolution proposing an amendment to the Bylaws may be introduced by a member of the Board at any regular meeting of the Board. The resolution may be voted on at the next regular meeting or at any subsequent regular meeting of the Board, provided all members of the Board are informed that the resolution will be voted on at that time. Approval of the resolution shall require an affirmative vote of a majority of the entire membership of the Board.

An amendment to the Bylaws may be initiated by a petition signed by at least twenty percent (20%) of the total members in good standing of the Association and submitted to the Secretary who shall submit the proposed amendment to the Board at the next regular meeting of the Board. The Board shall review the proposed within ninety days after the meeting at which it has been submitted by the Secretary.

Section 2. Adoption of Amendments: Any proposed amendment initiated and approved by the Board and any proposed amendment initiated by petition shall be submitted to the Active Membership for vote by either U.S. mail or electronic ballot within twenty days after review by the Board. Adoption of the proposed amendment shall require an affirmative vote of at least a majority of the votes cast within twenty days after the distribution of the ballots, with the effective date of the amendment to be the day following.