

BYLAWS OF THE
CONFIDENTIAL ASSOCIATION OF SANTA ANA (CASA)

ARTICLE I
NAME

Section 1: This organization shall be known as the Confidential Association of Santa Ana (Association).

ARTICLE II
PURPOSE

Section 1: To maintain and improve wages, benefits, hours, and working conditions for members of the Association and to promote the economic security of working people and their families.

ARTICLE III
MEMBERSHIP

Section 1: General Members

General Members shall be those individuals employed by the City of Santa Ana designated as Confidential Employees for whom the Association is the exclusive representative and who have not affirmatively declined Association membership.

ARTICLE IV
OFFICERS AND DIRECTORS

Section 1: The elected officers of the Association must be current dues-paying members and shall consist of a President, Vice President, Secretary, and Treasurer.

Section 2: The elected officers and the three (3) At-Large Directors (who must be current dues-paying members), and the immediate Past President (if the immediate Past President continues to be a current dues-paying member), shall constitute the Board of Directors. At no time shall any Board member or active member enter into and/or sign any agreement or modify a current agreement on behalf of the Association without express approval of a majority of the Board.

Section 3: Officers and other Directors shall serve two-year terms. The President, Secretary, and two (2) At-Large Directors shall be elected every second year commencing in 2025. The Vice President, Treasurer, and one (1) At-Large Director

shall be elected every second year commencing in 2026. An officer shall assume office on January 1 of the year following the officer's election. No elected officer shall serve in more than one office at any time except during periods of temporary vacancy.

Section 4: Officers and Directors to be elected may be nominated by any current dues-paying member beginning October 15 through close of business on October 25 every other odd-numbered year beginning 2025. Voting will occur by ballot cast from November 1 through November 15 each election year. Officers and Directors elected shall assume office the following January 1.

Section 5: In the event a vacancy occurs on the Board of Directors, the remaining Directors shall designate a successor to fill the vacant position who shall hold office for the period remaining in the previous incumbent's term.

ARTICLE V VOTING

Section 1: Only current dues-paying regular members shall be entitled to hold office, be a negotiations team member, or vote on an Association matter (including but not limited to ratification of a tentative agreement with the City of Santa Ana).

Section 2: Voting may be in person, electronic, or both as determined by the Board of Directors prior to each election. No proxy voting shall be permitted.

ARTICLE VI DUTIES OF THE OFFICERS AND OTHER DIRECTORS

Section 1: The duties of the Board of Directors shall be to:

- a. Consider matters affecting CASA:
- b. Make recommendations to the membership of CASA as the Board deems appropriate;
- c. Manage the affairs of CASA; and
- d. Take such executive action and exercise such powers as are deemed desirable or necessary subject to any limitations set forth in these Bylaws or other existing governance document.

In addition to the foregoing, members of the Board of Directors shall comply with the provisions of the California Corporations Code regarding the duties and liabilities of Directors, including Section 7231, Duties and Liabilities, which provides, in part, as follows: "A Director shall perform the duties of a director, including duties as a member of any committee of the Board upon which the director may serve, in good faith, in a manner such Director believes to be in the best interests of the corporation and with

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such care, including reasonable inquiry, as an ordinary prudent person in a like position would use under similar circumstances.”

Section 2: The President shall normally preside at all Association meetings and perform all other duties incidental to the office.

Section 3: The Vice President shall assist the President and assume the duties of the President in the President’s absence.

Section 4: The Secretary shall keep minutes of member meetings and regular and special Board meetings. Electronic copies of minutes shall be retained for a minimum of six (6) years. A copy of the minutes of any member or Board meeting shall be provided to any member upon written request.

Section 5: The Treasurer shall oversee and maintain accurate financial records of the Association’s fiscal affairs.

ARTICLE VII
RESIGNATION AND REMOVAL OF DIRECTORS

Section 1: An Officer or other Board member’s resignation shall become effective upon the Director’s delivery of a written or electronic resignation notice to the President.

Section 2: An Officer or other Board member may be removed from office for reasonable cause by the Board. Reasonable cause shall be defined as, but not limited to, breach of confidentiality, breach of the duty of care or loyalty, breach of any other fiduciary duty, or violation of any statute setting forth the duties of directors of a nonprofit organization.

Section 3: Removal of a Director may be instituted by a majority of Board members present at a meeting noticed for that purpose. The grounds for such removal shall be set forth in writing and delivered to the subject Director in person or by text or email. The subject Director shall have fifteen (15) calendar days to request a membership meeting to respond to the Director’s removal in person or in writing. In that event a noticed membership meeting for that purpose shall be held as soon as practicable. One Director may be designated to provide a rebuttal to the subject Director’s presentation, after which the members then present shall vote to uphold or reject the removal of the subject Director. A simple majority of members voting shall prevail. If the subject Director fails to timely request a membership meeting to respond, the Director’s removal shall be effective retroactive to the date of the initial action by the Board of Directors.

ARTICLE VIII
BOARD AND ASSOCIATION MEETINGS

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Section 1: The Board of Directors shall normally hold one meeting each calendar quarter, at a time and place designated by the President. Special meetings may be scheduled by the President or a majority of the Board of Directors as then constituted.

Section 2: All active members shall be notified of the date, time, and place of all regular Board and/or member meetings three (3) days prior to the meeting, except special meetings. Special meetings shall be noticed 24 hours prior to the meeting where practicable.

Section 3: A majority of the Board of Directors shall constitute a quorum. One third (1/3) of the Association's dues-paying members shall constitute a quorum at any meeting of members.

Section 4: There shall be a minimum of one (1) regular in person or virtual member meeting per year.

Section 5: Any dues-paying member may submit an agenda item(s) for the next scheduled Board or Association meeting. The President may exercise the President's discretion to agendaize the item. In the event the President declines to agendaize the item, the item shall be agendaized upon submission to the President of a request signed by at least ten (10) dues-paying members.

ARTICLE IX DUES AND ASSESSMENTS

Section 1: The principal source of revenue for the Association shall be member dues.

Section 2: Dues shall be set from time to time by the Board of Directors. Dues shall be payable through payroll deduction or as otherwise determined by the Board.

Section 3: No special assessments on members may be imposed without the approval of a majority of dues-paying members at a membership meeting noticed for that purpose.

ARTICLE X PROCEDURE

Section 1: The latest revised edition of Roberts Rules of Order shall govern the conduct of all meetings except that in the event of a conflict between Roberts Rules of Order and the Bylaws, then the provisions of these Bylaws shall have priority.

