

# **ARTICLES OF ASSOCIATION** **(BY-LAWS)**

## **PREAMBLE**

We, the members of the Monterey County Registered Nurses' Association, in order to promote the professionalism of the registered nurses employed by Monterey County, ensure and improve working conditions, welfare, benefits and efficiency, do hereby form and organize the Monterey County Registered Nurses' Association.

### **ARTICLE I**

#### **Section 1. Name**

The official name of this organization shall be the Monterey County Registered Nurses' Association (*MCRNA*) and it shall always be represented under its official name. For usage in the By-Laws and Articles of Association, it shall be referred to as the ASSOCIATION.

#### **Section 2. Object**

The specific and primary purpose of the Organization shall be:

- A. To comply within the meaning of section 23701a of the California Revenue and Taxation Code and Section 501(c)(5) of the Internal Revenue Code.
- B. To organize its members for the purpose of developing a spirit of cooperation among those who have dedicated themselves to the profession of nursing.
- C. To furnish representation to its members in matters regarding wages, hours and terms and conditions of employment, and other matters relating to their general welfare.
- D. To encourage the advancement of the academic, professional and vocational training of the members of the Monterey County Registered Nurses' Association.
- E. To advance the professional, educational, economic and social welfare of its members by establishing a permanent, non-profit organization.
- F. To have and possess all powers, and to do all things necessary, to promote and protect the individual, common, mutual, and collective interests of the Association members and of the Association itself.

- G. The Organization does not contemplate pecuniary gain or profit of its members and is organized for nonprofit purposes.
- H. Notwithstanding any of the above statements of purposes and powers, this Association shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the specific purpose of the Association.

## ARTICLE II

### Section 1. Membership Qualification

- A. The Association shall have no membership restrictions based on race, color, creed, national origin, gender, age, religion, sexual orientation, mental or physical disability or medical condition.
- B. Any person in the classification of Registered Nurse employed by Monterey County shall be eligible for regular membership in the Association and shall become a regular member in good standing upon completion of the necessary membership application and monthly dues payments. Any regular member in good standing, who has retired as a Registered Nurse from Monterey County, may remain a member in the Association in a retired status, upon such retirement. Such retired members shall not pay dues or be eligible to vote on any issue of the Association.

### Section 2. Membership Dues

- A. The dues of this Association shall be set by the Association Board of Directors. Any change to the rate of dues shall be subject to ratification by the general membership.
- B. Members shall authorize the deduction of his/her dues by executing a payroll dues deduction authorization card. In any case where the County disallows the use of payroll deduction, dues shall be payable by the member directly to the Treasurer of the Association.

### Section 3. Membership Termination

Any membership in this Association may be terminated for conduct deemed detrimental to the objectives of the Association. Any termination shall be accomplished in the following manner:

- A. No person shall have his/her membership terminated unless he/she has been served with charges, in writing, setting forth the conduct deemed detrimental to the Association. Said charges may be brought by any member of the Association or by elected representatives as a group.

- B. The matter of a membership termination shall be calendared for the next regularly held membership meeting.
- C. The question of a member's termination shall be submitted to the members of the Association for secret ballot vote, and a two-thirds (2/3) majority of the members voting is necessary to terminate membership under this section. Reinstatement may be considered after six (6) months of termination.
- D. The terminated member may request that he/she be allowed to pay to the Association the sum of money that would cover monthly payments for legal representation. If the Association Board of Directors agrees to the member's request, the terminated member shall pay directly to the Treasurer in advance the sums required.

#### **Section 4. Rights of Regular Members**

- A. All regular members in good standing shall have the right to voice and vote in any business of this Association at General Membership meetings.
- B. All membership meetings of this Association, including meetings of any Boards or Committees thereof, shall be open to any regular member of this Association.
- C. All members in good standing shall have the right to examine the books, reports and correspondence of the Secretary or the Treasurer of the Association upon request. The right to examine shall take place as soon as possible at a mutually agreed time and place.
- D. Any member who is dismissed or terminated from the Department and who appeals such dismissal or termination, shall remain a member in good standing pending the outcome of his/her appeal, provided that he/she pays to the Association dues and fees required of a member in good standing. The Association may, upon majority vote of the membership, elect to pay the dues and fees of any such dismissed or terminated member out of the general funds of the Association, pending the outcome of the appeal, upon such terms as set forth by the membership
- E. Any regular member, in good standing, shall be eligible to be nominated and elected to any office or to be appointed to any committee of the Association.
- F. Bargaining Unit employees only paying Service Fee dues will not have the benefits listed above of full paying members who are in good standing and will have no right to vote or participate in Association related matters.

#### **Section 5. Membership Meetings**

- A. The annual meeting of this Association shall be held during the month of May of each calendar year.
- B. Regular meetings of the Association shall be as designated by the Board of Directors at the time and place to be designated by the President and/or the Secretary. The Secretary shall notify the membership of such meetings at least

- five (5) days in advance by posting a notice and/or via e-mail to the individual members.
- C. Special meetings of this Association may be called by the President or by a petition signed by at least two hundred (200) regular members in good standing. When such a petition is presented to the President, he/she shall forthwith call a Special Meeting subject to the provisions below:
1. No special meeting shall be called without three (3) days notice given to the membership by the Secretary in advance.
  2. The notice of the meeting to the membership shall enumerate the matters to be discussed, and no other business shall be taken up, or decided upon by the membership at any Special Meetings unless it is enumerated in the notice of said meeting.
- D. A quorum for the transaction of all general business, at all general meetings shall consist of five percent (5%) in attendance of regular members, in good standing. All votes will be decided by a simple majority of those regular members present and voting. Proxies will be allowed if signed and dated by the member.
- G. All business conducted at the meetings of the Association will be done in open session, and in the presence of attending members.
- H. All business of this Association conducted at general membership meetings shall be conducted on the principle that members in good standing shall be entitled to cast one (1) vote and no more.
- I. Any matter submitted to the general membership for a vote may be submitted upon a secret ballot which may be called for by at least two-thirds (2/3) of the members present, or by the President. Any vote on a Memorandum of Understanding or General Membership vote will be conducted by ballot at the discretion of the President. The President will appoint a committee of three (3) regular members, who are not Board Members, to count the ballots.
- J.

### **ARTICLE III**

#### **Section 1. Officers**

The officers of this Association shall be the President, Vice-President, Treasurer and Secretary. The officers of the Board of Directors shall comprise the Executive Board. All officers must be regular or retired members of this Association.

- A. President - The President shall:
- 1) be the Chief Executive Officer of the Association and shall supervise, direct, and control the business, officers and members of this Association;
  - 2) preside at all meetings of this Association;
  - 3) decide questions of order, act as judge of, and declare the results of, all elections, and shall enforce a strict observance of the By-Laws and all of the rules and regulations governing this Association;
  - 4) appoint members to committees;

- 5) sign orders drawn upon the Treasury of this Association for money legally voted and he/she shall also sign all reports, certificates, documents, or correspondence that may require his/her signature;
- 6) have and possess the general powers and duties of management usually vested in the office of the President of a corporation, and he/she shall perform and have all such other powers and duties as may be necessary to carry out the provisions of the majority of the members of the Association;
- 7) be ex-officio member on all Association Committees;
- 8) pass on to his/her successor all equipment, correspondence, and materials belonging to the Association or to his/her office;
- 9) have the authority to spend up to \$300.00 without a vote of the Board of Directors in any one (1) calendar month unless it is a regular monthly expense.

B. Vice-President - The Vice-President shall:

- 1) assist the President in the execution of the duties of the President and shall perform such other duties as prescribed by the membership;
- 2) act for the President in the absence or inability of the President to act, and all the powers and duties of that office shall then devolve upon the Vice-President;
- 3) turn over to his/her successor all the material, equipment and correspondence belonging to the Association or his/her office.

C. Treasurer - The Treasurer shall:

- 1) keep true and accurate records without deletion on behalf of the Association;
- 2) receive all monies due the Association, from any source, and shall issue official receipts. He/she shall enter all such receipts in a Cash Book, showing the date, source, purpose, and amount of each separate item and shall post each such item in appropriate ledgers;
- 3) draw and sign all orders on the Treasury for monies legally voted, and secure the necessary signatures to the same as hereinafter provided;
- 4) enter the date, name, and the address of the payee, purpose and the amount of each disbursement made by him/her in a record kept by him/her for that purpose, and balance such record as of the first day of each and every month, showing the cash and other assets of the Association in full;
- 5) render and perform such other duties as may be required of him/her, by his/her own office, or by the membership;
- 6) submit all books, accounts, funds or equipment, in his/her possession or under his/her control to an authorized Auditor whenever requested and at the expiration, or termination of his/her tenure of office;
- 7) deliver to his/her successor all funds, monies, books, accounts, papers, documents, equipment and/or other materials belonging to the Association or to his/her office;

- 8) cause to be made an annual audit of the books of this Association by a Certified Public Accountant fully licensed and accredited by the State of California;
  - 9) have the books, accounts papers, documents, and all other records of this Association in the care, custody and control of the Treasurer be open at reasonable times to inspection upon demand by any member of this Association;
  - 10) cause to be made at each membership or Board of Directors' meeting of this Association a financial report of the financial status of this Association.
- D. Secretary - The Secretary shall:
- 1) keep full, accurate and complete minutes of all meetings of the Association;
  - 2) keep a book in which shall be entered in alphabetical order the names of all members together with their addresses and telephone numbers;
  - 3) issue all certificates, notices, and documents not otherwise provided for and necessary in the transaction of the business of the Association;
  - 4) prepare and mail all correspondence and documentary matter, not otherwise specifically provided for, which the Association may require to be prepared or mailed;
  - 5) keep in safe custody, all correspondence and other matter received by the Association and copies of all matter sent by the Association;
  - 6) render such reports as may be required of him/her;
  - 7) maintain all records of the Association not specifically provided for;
  - 8) perform such other duties as may be required of him/her by his/her office or by the membership;
  - 9) at the time of expiration of or sooner termination of his/her tenure of office, deliver, to his/her successor all books, documents, files papers, equipment, and other matters belonging to the Association or to his/her office;
  - 10) notify the general membership of all general and special meetings of the Association as outlined above.

## **Section 2. Elections**

The Officers of this Association shall be elected to serve three (3) year terms, or until succeeded by their regularly elected successor, pursuant to the following procedure:

- A. All nominations for officers of this Association shall be made at the regular membership meeting in the month of April.
- B. The Secretary shall cause ballots to be drawn up setting forth the nominations as made at the April membership meeting. Write in nominations will be accepted at the annual meeting. A vote by secret ballot will take place at the annual membership meeting in May. The President will appoint a committee of three (3)

regular members, who are not Board Members or nominees, to count the ballots. If a quorum is present the officers will be elected by a simple majority of the regular members present who are voting.

- C. The candidates receiving the majority of the votes, regardless of the number of nominees, shall be declared to be elected. Upon being elected, the new Board will assume their duties. In cases of a tie for any particular position, the Secretary shall cause to be resubmitted to the membership pursuant to the procedure outlined above, ballots for a run-off election between the tying contenders.
- D. The term of office of each director of this association shall be three (3) years. Successors for Officers whose terms are expiring shall be elected at the annual meeting of the members of the Association. At the first annual meeting following adoption of these By-Laws the officers of the positions of President and Treasurer shall be elected to three (3) year terms. The officers of the positions of Vice-President and Secretary shall be elected for a two (2) year term until the end of that term when their terms will transition to the three (3) year terms. This is to allow for the Board to have staggered terms.
- E. The outgoing President, if not re-elected as President, shall automatically become a member of the Board of Directors.
- F. Officers may succeed themselves in office.

### **Section 3. Succession of Officers by Vacancy**

The order of succession to the office of the President shall be that order in which the various officers are listed in Article III, Section 1. A vacancy in any office because of death, resignation, or removal, disqualification, or otherwise shall be filled by the President.

## **ARTICLE IV**

### **Section 1. Board of Directors/Numbers**

The Board of Directors shall consist of the four (4) officers (set forth above) and the Board has the option of adding at least nine (9) additional at-large directors. If the Board size is increased by nine (9) the Health Department nurses shall represent a minimum of three (3) positions on the Board. The nurses at Natividad shall represent a minimum of six (6) positions on the Board. Health Department nurses shall vote for their representatives and Natividad nurses will likewise vote for their representatives. All Association members will vote for the Officers of the Board of Directors.

### **Section 2. Quorum**

The majority of the members of the Board of Directors (either present or by signed proxy) shall constitute a quorum for the transaction of business at all Board of Director meetings. For a

General Membership meeting a quorum constitutes 5% of the eligible voting members of the Association.

### **Section 3. Powers of Directors**

Subject to limitations of the By-Laws and laws of California, all powers of the Association shall be exercised by or under the authority of the Board of Directors. Without limiting the general powers, the Board of Directors shall have the following powers:

- a. To select and remove all the officers, agents, and employees of the association, prescribe such powers and duties for them as may not be inconsistent with law or the By-Laws and require from them honest and faithful service.
- b. To conduct, manage, and control the affairs and business of the Association, and to make rules and regulations not inconsistent with law or the By-Laws.
- c. To enter into and maintain all contracts for services with representatives of the Association such as attorneys, labor representatives, accountants or other consultants working for the interests of the Association.

### **Section 4. Election and Terms of Office**

The term for the first Board of Directors *other than the Association Officers* shall be two (2) years. Successors for directors whose terms are expiring shall be nominated at the March meeting and elected at the annual meeting of the members of the association in May. A director may succeed themselves in office.

### **Section 5. Vacancies**

Vacancies to the Board of Directors shall be filled by a majority vote of the remaining directors then in office even though less than a quorum. A successor director so elected shall serve for the unexpired term of his or her predecessor. If all positions become vacant within a thirty (30) day period a special election shall be held within a reasonable time to elect a new Board of Directors.

### **Section 6. Place of Meeting**

Meetings of the Board of Directors shall be held at any place and time that has been designated by the Board of Directors. Notice may be provided via telephone or e-mail and the meeting may be held by conference call.

### **Section 7. Special Meetings**

Special meetings of the Board of Directors for any purpose or purposes may be called at any time by the President or by any three (3) directors. Notice of the time and place of a special meeting shall be delivered personally to each director or sent to each director by e-mail at least

three (3) days before the time of the holding of the meeting. The transactions of any meeting of the Board of Directors, properly noticed, shall be valid as a regular Board of Director meeting if a quorum is present.

**Section 8. Action without a Meeting**

Any action by the Board of Directors may be taken without a meeting if a majority of the members of the Board individually or collectively consent in writing to this action which writing may include e-mail. Such written consent or consents shall be filed with the minutes of the proceedings of the Board.

**Section 9. Removal**

A vote of a majority plus one (1) of the directors may remove a director from office, for cause. For example, if there are thirteen (13) members including the President, removal could only be accomplished by a vote of eight (8) members or more.

**Section 10. Compensation**

The directors shall receive no compensation for their services as directors.

**ARTICLE V**

**Section 1. Rules of Order**

“Robert’s Rules of Order” shall govern the conduct of all meetings of this Association, and shall prevail over any other parliamentary rule not explicitly provided for in the By-Laws.

**ARTICLE VI**

This Constitution and By-Laws may be amended or repealed by a written draft representing the changes presented to the Secretary at a regular meeting of the Association. The amendment will then be voted on at the next regularly scheduled monthly meeting. If the resolution is approved by a two-thirds (2/3) majority of the members present at the regular meeting, the resolution shall be declared adopted.

I, Cheryl Hawkins, President of the Monterey County Registered Nurses' Association certify under penalty of perjury that pursuant to the laws of the State of California that the Articles of Association are true and correct.

\_\_\_\_\_  
Date

\_\_\_\_\_  
Cheryl Hawkins, President  
Monterey County Registered  
Nurses' Association