

**POWAY SCHOOL EMPLOYEES
ASSOCIATION - BYLAWS**

ARTICLE I. NAME

This organization shall be known as the Poway School Employees Association (PSEA or Association).

ARTICLE II. PURPOSE

The purposes for which this Association is formed are:

1. to represent employees of the Poway Unified School District with respect to their wages, hours, and other terms and conditions of employment;
2. to increase communications between all represented employees and foster a friendly, understanding relationship among all members of the represented groups through the utilization of collective bargaining;
3. to establish a spirit of cooperation and mutual respect with the school board members and the management personnel of the Poway Unified School District; and
4. to promote generally the welfare and interest of the members of this organization and to provide the means through which the desires and needs of the membership may be carried out.

ARTICLE III. BOOKS AND RECORDS

1. Records

The Association shall maintain adequate and correct records, books, and accounts of its business and properties.

2. Inspection of Books and Records

Books and records shall be open to inspection by the Directors and members in the manner provided by the Association's Document Request Policy consistent with the California Corporation Code.

3. Bylaws and Articles of Incorporation

The original or copy of these Bylaws, as amended and otherwise altered to date, certified by the Secretary, and the Articles of Incorporation shall be open to inspection by the members of the Association.

4. Return of Books, Records and Property of the Association

All Books, Records and Property of the Association in the possession of a member of the Board of Directors must be promptly returned to the Association's Secretary at the end of their term of office.

ARTICLE IV. MEMBERSHIP

1. Eligibility

Any employee who is exclusively represented by PSEA may become a regular PSEA member by filling out a membership and dues authorization form and remaining current in their dues to PSEA. Any regular PSEA member whose qualifying employment is terminated shall have the right to remain a member until such time as all appeals of that termination have been exhausted.

Any retiree who retired from active status (no current bargaining unit assignment) as a regular PSEA member in good standing and who is a current dues paying member in good standing of the PSEA's Retiree Chapter, shall be a retiree member of PSEA. Except as provided in Article IX, Section 3, retiree members shall not vote on official PSEA business, nor hold any elected PSEA office, but shall maintain all other benefits of membership.

2. Expulsion, Suspension, Censure or Admonition, of Members, Officers, Directors

Association Members, Officers and Directors are at all times expected to be of honorable character and reputation. A member, officer or director may be disciplined, up to and including suspension or expulsion from membership for cause based on the sustained allegation of misconduct, including, but not limited to, any of the following acts:

- a. Violating any provisions of the Bylaws, any lawful Board policy or directive, or any established rules of the Association;
- b. Failing to pay fees, assessments, or other financial obligations in a timely manner;
- c. Obtaining membership by fraudulent means or by misrepresentation;
- d. Unreasonably, unlawfully, or improperly disturbing the peace or harmony of any meeting of the Association or of any of its offices;
- e. Embezzling, misappropriating, fraudulently receiving, wrongfully handling, or failing to account for the funds of the Association or any employee benefit fund;
- f. Using the name of the Association for soliciting funds or advertising or similar activities, except as expressly authorized by the Board of Directors;
- g. Furnishing a complete or partial list of the membership of the Association to any person other than those whose governmental position or Association office or employee benefit fund position entitles them to have a list, without specific authorization from the Board which is confirmed in writing from the President of the Association;
- h. Deliberately and improperly interfering with any Officer, Director, or representative of the Association in the discharge of their official duties;
- i. Deliberately engaging in conduct in violation of the responsibility of members toward the Association as an institution;

- j. Deliberately interfering with the performance of the legal or contractual rights or obligations of the Association;
- k. Belonging to or assisting any employee organization which seeks to represent any portion of the Association's membership for purposes of collective bargaining, or attempting or advocating the decertification of the Association from representing any member or group of members;
- l. Engaging in dishonest acts or illegal acts, which involve the Association;
- m. Engaging in conduct unbecoming a member of the Association;
- n. Engaging in conduct, which tends to injure the good name of the Association, disturb its well-being, or hamper it in its work; and
- o. Failing to fulfill the duties and/or obligations of their elected office.

3. Disciplinary Action

Disciplinary action imposed by the Board of Directors may include Admonition, Censure, Removal from Office, Suspension of Membership or Revocation of Membership. Discipline shall be progressive except where summary removal from office, or suspension or revocation of membership is warranted.

4. Investigative and Trial Procedures

The Board of Directors shall adopt a discipline process policy to ensure that any member facing removal from office, suspension of membership or revocation of membership receives due process.

ARTICLE V. MEETINGS

1. Regular Membership Meetings

Regular membership meetings will occur in the months of September, January and May, at such times and dates as set by the Board of Directors. Any member in good standing shall have the right to attend a Regular Membership Meeting.

2. Regular Board of Directors meetings

Regular Board of Directors meetings shall be held at least once per month between the months of August and June. A quorum shall be a majority of the Board of Directors. Board meetings shall be open to PSEA members, except that decisions concerning confidential personnel information, grievances, and legal matters may be decided in closed session. PSEA members shall not be entitled to a vote at Board meetings but shall have a voice when recognized by the presiding officer.

3. Special Meetings

A special Board meeting may be called by the President or by five (5) members of the Board. No such special Board meeting shall take place on less than 24 hours' notice. Special Membership

Meetings shall be called by the Board of Directors of PSEA when deemed necessary by the Board of Directors of PSEA for the good and welfare of the Association. The only voting at special meetings will be on the business for which the special meeting was called. Other items may be discussed but not voted on since no prior notification was given to members.

4. Notice of Meetings

Notice of all membership and Board of Director meetings shall be posted on the Association website and shall state the time, date and location of the meeting. Notice of any membership meeting and of regular Board of Director meetings shall be posted at least one week prior to the meeting. Notice of special Board of Director meetings shall be posted at least 24 hours prior to the meeting.

ARTICLE VI. OFFICERS, BOARD OF DIRECTORS AND TERMS OF OFFICE

1. Board of Directors and Officers

The Board of Directors shall be comprised of a President, Vice-President, Secretary, Treasurer, Parliamentarian and four (4) Members at Large. Board members must be regular members of the Association. The Officers shall be the President, Vice-President, Secretary, and Treasurer. Subject to the limitation of the Articles of Incorporation, the Bylaws and the laws of the State of California as to the action to be authorized or approved by the members, all corporate powers shall be exercised by or under authority of and the business and affairs of this Association shall be controlled by the Board of Directors.

The Board of Directors shall be responsible for carrying out the Purpose of the Association (as set forth in Article II) and the policies and decisions adopted by the Board and/or the membership. Board members are expected to participate in the activities of the Association.

Each Board member shall be responsible for turning over all books, records and property of the Association to the Secretary at the end of their term of office.

2. Duties of the President

- a. The President shall preside at all meetings of the Association and of the Board of Directors to decide all questions of order, put questions to vote, and protect the assembly from frivolous or dilatory motions by refusing to recognize them, subject to over-rule by a majority of the Board. The President shall only cast a vote in the event the President's vote would affect the outcome of the vote.
- b. The President shall accept Board motions and Resolutions in advance of regular monthly Board of Directors meetings and include such motions and other pertinent items in a prepared agenda distributed to the Directors prior to the meeting time and date.
- c. The President shall preserve order and enforce these Bylaws.

- d. The President shall have such other authority and duties as may be prescribed from time to time by the Board of Directors, by law, or as set forth in these Bylaws.
- e. The President shall appoint all Committee Chairpersons and Committee members as are necessary to carry out the affairs of the Association subject to the approval by the majority of the Board.
- f. The President shall receive the reports of all Committees and shall have the authority to remove the Chairperson or members thereof for non-performance of their duties subject to the approval by the majority of the Board.
- g. The President shall countersign all Association funds checks.
- h. The President shall have authority to retain and to terminate independent contractors, including accountants, attorneys, general counsel, and other professionals, subject to approval by the Board of Directors.

3. Duties of the Vice President

- a. In the absence of the President, the Vice-President shall preside at all meetings of the Association and of the Board of Directors. In the event the Vice-President is not present, the Board of Directors shall appoint a Chairperson Pro Tem from among those Board members present.
- b. In absence of the President, the Vice-President or Chairperson Pro Tem shall perform all of the duties of the President, and in so acting shall have all the authority of the President.
- c. The Vice-President or Chairperson Pro Tem shall have such other authority and perform each other's duty as may be prescribed from time to time by the Board of Directors, a majority of the Regular membership, by law, or as set forth in these Bylaws.
- d. In the event that the Treasurer or President is a payee of an Association fund check, the Secretary or Vice President will serve as the second signer on the check.
- e. In the absence of the Secretary, the Vice President shall be responsible for taking minutes at Board meetings, unless the Board designates otherwise.

4. Duties of the Secretary

- a. The Secretary shall be responsible for taking minutes at all Board meetings.
- b. The Secretary shall present the written minutes of meetings to the Board of Directors prior to the next meeting for correction and/or approval at the next meeting.

- c. The Secretary shall make service of such notices as may be necessary and proper.
- d. The Secretary shall supervise the keeping of the records of the Association.
- e. The Secretary shall administer all elections in accordance with these Bylaws.
- f. The Secretary shall discharge such other duties of the office as may be prescribed from time to time by the Board.
- g. The Secretary shall accept all books, records and property of the Association from Officers and Directors at the end of their term of office.
- h. The Secretary shall keep accurate records of attendance at Board meetings.
- i. In the absence of the Treasurer, the Secretary shall have the authority to sign Association checks.

5. Duties of the Treasurer

- a. The Treasurer shall receive and safely keep all funds of the Association and deposit them in the bank(s), or other depositories that may be designated by the Board of Directors.
- b. The funds of the Association which are paid out on checks of the Association shall be signed by the Treasurer and countersigned by the President. Funds that are not paid out on checks of the Association (e.g., debit cards, online payments) shall be paid out in conformity with the Financial Policy approved by the Association's Board of Directors.
- c. The Treasurer shall maintain appropriate financial ledgers and/or check registers, which itemize all transactions for each fund established by the Association.
- d. The Treasurer shall prepare a monthly Membership and Financial Transaction Report for the monthly Board meeting. It shall include the account balances and operations.
- e. The Treasurer shall perform such other duties as may be prescribed by the Board.
- f. The Treasurer shall be responsible for the administration of the Association budget.

6. Duties of the Parliamentarian

- a. The Parliamentarian shall advise the President and other officers, committees and members on matters of Parliamentary Procedure.

- b. The Parliamentarian shall confer with President before meetings and during recesses to anticipate any problems.
- c. During meetings, the Parliamentarian shall give advice to the President or other presiding officer, and when requested, to any other member.
- d. The Parliamentarian shall point out to President as inconspicuously as possible any procedural errors that may affect the substantive rights of any members.
- e. The Parliamentarian shall be familiar with the current authorized edition of "Robert's Rules of Order".
- f. The Parliamentarian shall act as a regular voting member during Board meetings, only assuming full duties of Parliamentarian for General membership meetings.
- g. The Parliamentarian shall advise on procedure in an informal capacity during Board meetings.
- h. The Parliamentarian shall help President ascertain if there is quorum at meetings.

7. Duties of the Members at Large

- a. The Members at Large are responsible for providing insight and input to the Board from the membership as a whole, and for taking on responsibilities within the activities of the Association as needed and deemed necessary by the President and the Board of Directors.
- b. The Members at Large conduct projects to further the goals of the organization or to develop services for the membership.
- c. The Members at Large participate as members of the Board of Directors attending monthly Board of Director meetings and special meetings as scheduled.
- d. The Members at Large represent the general membership on issues of interest or concern and may assist in identifying committees to address the interests and needs of the members.

ARTICLE VII. NOMINATIONS AND ELECTIONS

1. Manner of Voting

Voting may be by mail ballot, by ballot boxes at polling locations, at membership meetings, or by electronic voting. Voting shall take place in January at a manner and means determined by the Board. The Board shall determine the manner and means of voting, adopt the Declaration of Candidacy form, and prescribe its method of submission no later than the end of the third full

week of October. The candidate with the highest number of votes shall be declared the winner, except that the two candidates with the highest number of votes for Member at Large shall be declared the winners and be seated to office at the February Board meeting.

2. Nominations

The Secretary shall issue the Notice of Nominations and Election no later than the last business day of October. Candidates seeking a position as an Officer and or Board Member of the Association shall file with the Secretary:

- (i) A declaration of candidacy statement on a form prescribed and approved by the Board of Directors.
- (ii) A petition with no less than five (5) signatures of Regular Members in support of their nomination,

The Declaration of Candidacy Statements and Petition forms must be received no later than 5 p.m. on the last business day of November in a manner and means prescribed by the Board. Declaration of Candidacy Statements and Petition forms received after the prescribed time period are untimely, invalid, and shall not be accepted by the Secretary.

Should the number of qualified nominees for each office equal the number of positions up for election, those nominees shall be considered elected by acclamation. Should there be an insufficient number of qualified applicants elected, the Board may solicit applications for appointment and may appoint qualified applicants to fill vacant or unfilled seats.

3. Qualifications for Candidacy

Any Regular member who is a member in good standing is qualified to be a candidate for election to the Board provided that the candidate has been a member in good standing with the Association since at least January 1 immediately prior to being nominated, and has attended either two (2) Membership Meetings or two (2) Board meetings or served on a PSEA Committee in the twelve months preceding the close of nominations. Said candidate must be a Regular Member, and in good standing at the time of the filing of their petition and must have remained a Regular Member in good standing up to and including the time that the candidate, if elected, is sworn in and seated on the Board for the commencement of their term of office. A member may only run for one position on the Board during any given election.

4. Election Supervision

All PSEA Officers and Board Members shall be elected by secret ballot election held under the supervision of the Secretary who shall be responsible for: a) issuing the Notice of Nominations and Election; b) verifying the eligibility of candidates; c) organizing and supervising the elections proceedings.

The Secretary shall tally the ballots and post, in a manner and means prescribed by the Board, the initial results within twenty-four (24) hours of the close of the election. Within a period of seven (7) days from the date of posting of the election results, any candidate may challenge the results of the election by submitting the specific reasons for the challenge in writing to the Secretary.

The election results shall be certified as official by the Board of Directors at the February meeting, which may not be held prior to the seven (7) day challenge period. The Secretary shall report the results of the election to the Board of Directors at the first meeting following the election.

The Secretary shall be assisted in all these functions by an Election Committee, which shall be appointed by the Secretary and approved by the Board of Directors no later than the last day of November. Association members appointed to the Election Committee are ineligible to run for a position on the Board of Directors. If the office of Secretary is up for election, the election shall be supervised by a Board member selected by the President provided that the selected Board member's office is not up for election. A Board member charged with supervising an election (be it the Secretary or another Board member) shall be ineligible to run for any Board position during that election.

5. Term of Office

The term of office shall be two years.

6. Staggered Elections

Elections for the President, Treasurer, Parliamentarian and two (2) Members at Large will be elected one year and the Vice President, Secretary, and two (2) remaining Members at Large will be held the following year.

ARTICLE VIII. VACANCIES

If a vacancy occurs in the President position of the PSEA, the Board will select a Board member to serve as President for the remainder of the President's term. A vacancy in any other office, occurring between elections shall be filled by action of the Board. Any appointee to the Board must satisfy the Qualifications for Candidacy (Article VII, Section 1) at the time of appointment.

ARTICLE IX. RECALL OR REMOVAL OF ELECTED OFFICER AND OR BOARD MEMBERS

The entire Board or any individual Officer and/or Board Member may be removed from office as provided by the Corporation Code. An Officer and/or Board Member may also be removed for cause, for absenteeism, by recall, or when the Officer and/or Board Member is no longer a Regular member in good standing.

1. Removal for Cause:

Officers and or Board Members shall be subject to removal, suspension, or expulsion, for cause pursuant to the provisions and procedures set forth in Article IV.

2. Removal for Absenteeism:

Any Officer and/or Board Member who is not present at three (3) Regular Board of Directors meetings, during their term, without cause shall lose their office and the Board shall fill the vacancy pursuant to provisions of these Bylaws. An Officer or Board member may request,

prior to a Regular Board meeting, that their absence be excused for cause, by writing to the President and/or Secretary. The Board shall review all such requests.

3. Removal for Loss of Qualifying Employment:

In the event that an Officer and/or Board Member is no longer employed by the Poway Unified School District, the position on the Board shall be declared vacant; but in the event that the Director's loss of qualifying employment was due to an adverse action taken against the Officer and or Board Member by the District, the position shall not be declared vacant until after the Officer and/or Board Member has unsuccessfully exhausted all administrative remedies to challenge their removal from qualifying employment and gain reinstatement. "Loss of qualifying employment" does not include the first four months of layoff status. Any PSEA Officer or Board member who retires from qualifying employment for PSEA membership during a term of office shall be eligible to remain a regular PSEA member and retain their office for a maximum of sixty (60) calendar days.

4. Removal by Recall:

The General Membership may recall any Officer and/or Board Member by submitting a recall petition containing signatures of 40% of the membership, signed and dated within 30 days of the submission of the petition. The petition shall be submitted to the President who shall direct the Secretary to validate the membership of those names and signatures which appear on the petition. Upon confirmation of the signatures, the President shall thereafter notify the affected Officer and/or Board Member of the recall petition and shall schedule a special recall election no sooner than thirty (30) days nor later than sixty (60) days, unless a general election is to take place within that time period, in which case it shall be included in the general election. In addition, no special recall election shall take place between the end of one school year and the start of the next, and any such recall election that would otherwise take place then shall be scheduled to take place within thirty (30) days of the start of the school year.

ARTICLE X. FINANCIAL

1. Dues

Effective July 1, 2024 (or the payroll period immediately following PSEA membership ratification of these bylaws amendments, whichever is later), regular PSEA dues shall be at 1.2% of gross salary. Dues for the PSEA Retiree Chapter shall be set by the Board of Directors.

Effective July 1, 2024 (or the payroll period immediately following PSEA membership ratification of these bylaws amendments, whichever is later), the monthly dues cap shall increase every fiscal year by \$2 for the next two (2) years (\$36.25 by July 1, 2025).

2. No Increases Without Majority Approval

Regular PSEA dues shall not be increased except by majority vote of the members by amending these bylaws. Effective July 1, 2026, the Board of Directors shall have the authority to modify the monthly dues cap with a 2/3 vote of those Directors present and voting at a Board meeting, provided that the Board has, at a prior meeting, done a First Reading of any proposals to modify the monthly dues cap.

3. Fiscal Year

The Association's fiscal year shall be from July 1 until June 30.

4. Non-Liability of Members

No member of this Association shall be personally liable for the debts, liabilities, or obligations of the Association.

5. Deficit Spending

At no time shall the Association engage in deficit spending.

6. Annual Budget

By July of each year, the Board of Directors shall approve, after a First Reading and a Second Reading, an annual budget prepared by the Treasurer, in consultation with the President. This budget shall consist of the anticipated monthly and total expenditures for the coming year. Any expenditure exceeding this total monthly budget allotment shall require the approval by majority vote of the Board of Directors. Non-budgeted expenses which are in excess of \$10,000, or in excess of \$800/month, shall be approved after a First Reading and a Second Reading. Copies of this budget shall be made available to all Regular members upon request.

7. Review of Financial Records

The Board shall ensure, starting no later than July of each year, that the financial records of the Association be annually reviewed by a Certified Public Accountant who shall be selected and employed by the Board for that purpose. Said review shall show the condition of said financial records as rendered by the Certified Public Accountant and shall be furnished by the Treasurer to each Regular Member upon request.

8. Loans

This Association shall not engage in the practice of lending money.

ARTICLE XI. REFERENDA

1. Right of Referenda

Except as provided below, any five (5) members may seek to refer to a vote of the membership any decision of the Board by submitting a single written Notice of Intent to Refer containing their five (5) names and signatures and the decision of the Board at issue to the President within one week of the minutes of the relevant Board meeting being posted.

2. Stay of Decision

Any Board decision for which a timely Notice of Intent to Refer is submitted, including any proposed expenditures at issue, shall be stayed for 30 days or until a referendum election is conducted, whichever is later.

3. Referenda Petition

Within thirty (30) days from the timely submission of a Notice of Intent to Refer, the referendum proponents may submit a referendum petition containing signatures of 25% of the membership. Each page containing signatures shall state the Board decision at issue. The petition shall be

submitted to the President who shall direct the Secretary to validate the membership of those names and signatures, which appear on the petition.

4. Referenda Election

Upon confirmation of the signatures, the President shall schedule a special referenda election no sooner than thirty (30) days nor later than sixty (60) days, unless a general election, a special recall election, a contract ratification election, or a bylaws amendment election is to take place within that time period, in which case the referenda election shall be included in that other election. In addition, no special referenda election shall take place between the end of one school year and the start of the next, and any such referenda election that would otherwise take place then shall be scheduled to take place within thirty (30) days of the start of the school year. Further, no referenda election shall take place if the Board, prior to the election, rescinds the decision at issue. A majority of members voting shall be sufficient to overturn the Board decision at issue

5. Matters Exempt from Referenda

The following matters shall be exempt from referenda: a) the Association's annual budget; b) expenditures which are required by law; and c) ordinary business expenses.

ARTICLE XII. NEGOTIATIONS

During each round of negotiations, the Negotiations Team shall have the authority to enter into Tentative Agreements to modify the PSEA negotiated Agreement(s), subject to ratification by PSEA members. Any permanent changes to PSEA's negotiated Agreement(s) must first be ratified by the relevant bargaining unit, via a majority vote of those PSEA members voting, in order to be effective. The time, place and manner of ratification shall be determined by the PSEA President in consultation with the Board and with the Negotiations Team.

ARTICLE XIII. AMENDMENTS

The Board of Directors may adopt, amend or repeal any bylaw provision subject to approval by a majority of the members by mail ballot, by ballot boxes at polling locations, at a membership meeting, or by electronic voting as determined by the Board. Members may also propose bylaws by presenting a petition containing the language of the proposed amendments with the signatures of thirty percent (30%) of the members who are eligible to vote signed and dated within thirty (30) days of the submission of the petition to the Secretary of the Association. The language of the proposed amendments must be on the page signed by the member. Amendments proposed by the membership shall be presented to the membership for adoption in a secret ballot election no sooner than thirty (30) days nor later than sixty (60) days from the time the proposed amendments were submitted to the Secretary along with sufficient signatures in support. No election to adopt proposed bylaws shall take place between the end of one school year and the start of the next school year, and any such election that would otherwise take place then shall be scheduled to take place within thirty (30) days of the start of the school year. Amendments to these Bylaws shall become effective immediately upon their adoption unless the Regular membership, in adopting them, provides that they are to become effective at a later date.

ARTICLE XIV. DISSOLUTION

Upon the dissolution of the organization, all funds and assets will be used first to pay off debts and encumbrances and the remaining funds and assets, if any, will be distributed to further the interests of the membership in a manner determined by the Board.