

SACRAMENTO COUNTY MANAGEMENT ASSOCIATION (SCMA)

Summary of Proposed Bylaw Changes - 12/10/10

The following summary was created to assist in your review of SCMA's existing and proposed Bylaws. Significant changes were necessary to address SCMA's change in status to a Recognized Employee Organization. The changes being recommended for adoption are the result of extensive discussions, research and review by a Bylaws Committee and a thorough review and recommendation by the SCMA Board of Directors. For reference, copies of both SCMA's existing and proposed Bylaws are included.

Page(s)	Section	Description of Change	Reason for Change
1	Preamble	Replaced Article I - Purpose.	Condensed Article I into a list to provide one inclusive summary of SCMA duties and responsibilities.
1	1 - Name of Organization	Replaced Article II - Principal Office. Changed to include the name of our Association.	Changing the title to Name of Organization better describes the content of this section.
1, 2	2 - Representation Categories	Replaced Article III - Membership. Language replaced to better describe the bargaining units (i.e. Bargaining Unit 032 Management and Bargaining Unit 033 Civil Attorney).	Language provides for better understanding of who is a member given SCMA's new status as a Recognized Employee Organization (REO).
2	3 - Association Obligations	New section.	Language necessary to explain the SCMA's responsibilities as an REO.
2, 3	4 - Officers	Replaced Article V - Officers. (1) Proposed language provides greater detail of each officers' responsibilities; (2) President can now vote; (3) Change for removal of any Officer(s) for cause from none to 2/3 vote of the Board of Directors (see Section 4.6 of Proposed Bylaws).	(1), (2), and (3) Language included to support the needs of the Board of Directors and to better serve Association members. Ability to allow for Board of Directors to remove an Officer(s) is now included in Section 6.3 since the Board of Directors elects the Officer(s). The Board of Directors is responsible for ensuring the Officer(s) are performing the duties as identified in the Bylaws and that the Officer(s) are representing the Association.
3, 4	5 - Board of Directors	Replaced and modified Article IV - Board of Directors. (1) Increased number of Board members from nine to twelve. The ratio, if adopted, would be ten Directors from Bargaining Unit 032 and two Directors from Bargaining Unit 033; (2) Provides greater detail of Board duties to include fiduciary/financial responsibility, etc.; (3) Change for removal of any Director from Recall only to Recall or Cause. Cause requires a 2/3 vote of the Board of Directors to remove a Director.	(1) Language added to provide greater representation to county managers, and to assist with the Board of Directors workload; (2) Greater detail of responsibilities will assist with accountability issues and provide information to county managers regarding services provided by the Board of Directors; (3) The Board of Directors is responsible for all actions of each member of the Board of Directors. This language provides the ability to remove a Director for Cause. Reasons for Cause are included in the Proposed Bylaws, Section 6.3.

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4, 5, 6	6 - Board of Director Removal	Replaced and modified Article X - Recall. (1) Added additional language allowing for removal of Directors for Cause; (2) Identified the possible penalties consisting of fines, suspension, or expulsion.	Language added to include additional reasons why a Director may be removed. While recall and absenteeism language was contained in the prior Bylaws, the Bylaws did not identify Cause as a possible reason.
6, 7	7 - Elections	Replaced and modified Article VI - Elections. (1) Identified the two separate bargaining units, 032 and 033, and how the voting would occur; (2) Increased qualifications statements from 200 to 300 words; (3) Added language throughout section to accommodate change from calendar year to fiscal year thereby reducing all 2010 and 2011 Board of Director terms from 24 to 18 months. The transition will be complete after the 2012 election. IMPACT: Current Board of Directors voted by general membership for 2 year terms from January 1, 2009 - December 31, 2011 will be removed on June 30, 2011, at 18 months, 6 months earlier, unless voted in again by the electorate in a subsequent election; Current Board of Directors voted by general membership for 2 year terms from January 1, 2011 - December 31, 2013, will be removed on June 30, 2012, at 18 months, 6 months earlier, unless voted in again by the electorate in a subsequent election.	(1) Language added to provide clarity on the ratio of representation on the Board and how voting would occur; (2) Prior limitation of 200 words made it difficult for nominees to provide detailed qualification statements; (3) SCMA's taxes are reported on a fiscal year basis to coincide with the County's fiscal year. Decision was made to change operations of SCMA to fiscal year to simplify all Board of Director and Association reporting. As a result, the election schedule was changed which affects the length of term for all existing Board of Directors while the transition occurs.
7	8 - Association Meetings	No change to Article VII - Meetings of the Association.	N/A
7, 8	9 - Dues and Assessments	Replaced and modified Article VIII - Dues. (1) Added "Special Assessment" language and the requirement that any special assessment must be approved by a majority vote of Voting Members at a regular or special Association meeting, via mail ballot, or by on-line voting (example of a special assessment would be to pay for a one-time expenditure); (2) Added Board discretion for temporary suspension of dues.	(1) Language included to address special circumstances that may result in the need for a special assessment; (2) Language included should a Voting Member take a leave of absence due to disability, etc.
8, 9	10 - Standing Committees	Replaced and modified Article IX - Committees. (1) Identified each Standing Committee, their responsibilities, and how they report their activities to the Board of Directors; (2) Added two new Standing Committees: Membership and Audit; (3) Addressed how committee chairs are selected and how they can be removed.	(1) The detail provided for each committee gives greater direction to the committees and identifies the expectation for each; (2) The Membership Committee was added to assist with the recruitment and retention of SCMA members; and the Audit Committee was added to ensure fiscal and financial accountability of the Board; (3) Provided detail on the selection and removal process for committee chairpersons for clarity.

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9, 10	11- Grievance Committee	New section.	Language is necessary to address bargaining unit responsibilities.
10	12 - Negotiating Committee	New section.	Language was added to identify the need for a Negotiating Committee to negotiate SCMA's collective bargaining agreements. It was determined that the committee should be selected by the Board of Directors to ensure adequate representation while taking into consideration experience, knowledge and time commitment. The time commitment for this committee is immense both during normal business hours and after hours. The Board encourages Voting Members interested in participating on the Negotiating Committee to contact the Board. The Voting Member will then be considered for participation in this process.
10	13 - Amendments	Replaced and modified Article XI - Amendments. (1) Language was added to enable voting to occur via different voting mechanisms; (2) Shortened notification period from 30 days to 15 days.	(1) With technology constantly changing, having voting mechanism options provides for more timely decision making; (2) Due to technology we can get the information to members more quickly.
10, 11, 12, 13, 14	14 - Membership Status/Discipline	Replaced and modified Article XII - Discipline. Added language to address the process for handling member discipline. New language includes a Hearing Committee and hearing procedure.	While language was contained in the existing Bylaws for discipline, it did not state, in detail, how it would be handled. The additional language gives a thorough explanation of the roles and process to be followed by everyone involved.
14	15 - Dissolution	Replaced and modified Article XV - Dissolution. Language added regarding the process for handling the vote.	It was necessary to address what process would be used for dissolution of the Association. Existing Bylaws did not provide how the decision would be handled.
14	16 - Vested Interest	Replaced and modified Article XVI - Vested Interest. Added language allowing the Board to take 30 days after dissolution decision to determine which non-profit 501c(3) organizations would be the recipients of the Association's assets.	Language is necessary to provide adequate time to determine the best distribution of the Association's residual assets should dissolution occur.
	Non-Discrimination	Removed Section XIV - Non-discrimination. Language removed from proposed Bylaws.	Non-discrimination is covered under federal and state law therefore it was removed from the Bylaws.

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	Robert's Rules of Order; Parliamentarian	Removed Article IV, Item O.	Language regarding Robert's Rules of Order and Parliamentarian deemed not necessary for Board of Directors' meetings per review of Robert's Rules of Order Tenth Edition. Robert's Rules of Order state "In a board meeting where there are not more than about a dozen members present, some of the formality that is necessary in a large assembly would hinder business." The Board of Directors may use Robert's Rules of Order when deemed necessary.
	Arbitration of Disputes, Claims and/or Controversies	Removed Article XIII - Arbitration of Disputes, Claims and/or Controversies. Language removed from proposed Bylaws.	While arbitration is a possible solution for any dispute, claim or controversy, any issue that is unresolved through the Hearing Committee or Appeal process to the Board of Directors has more than one option. To prevent limiting members or the Board of Directors' options, the exclusion of said language allows for more possibilities such as Superior Court, mediation, arbitration, etc. Since this is beyond the scope of the Hearing Committee and requires formal action, this language was removed as the process will be dictated by the situation.
	Attachment A	Removed Attachment. Representation will no longer be by group, but will be by Bargaining Units 032 and 033.	Change allows for broader representation and flexibility due to County reorganizations and/or restructuring.