

**BYLAWS
OF THE ASSOCIATION OF DEPUTY DISTRICT
ATTORNEYS**

APPROVED BY THE BOARD OF DIRECTORS 06-17-2014
APPROVED BY THE MEMBERSHIP 08-05-2014

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ARTICLE I
NAME, AFFILIATIONS, PLACE OF BUSINESS, AND PURPOSE

Section 1. Name

1.1.1 The organization shall be known as the Association of Deputy District Attorneys (hereinafter, ADDA).

1.1.2 The ADDA is responsible for representing Bargaining Unit 801, certified by The Los Angeles County Employee Relations Committee (ERCOM) on March 24, 2008.

Section 2. Affiliations

1.2.1 For so long as the affiliation agreement (attached hereto and incorporated herein) dated May 5, 2011, is in full force and effect, the ADDA shall be affiliated with the American Federation of State, County and Municipal Employees (AFSCME) and shall also be known as the AFSCME Local 2682 and shall be subject to the International Constitution of the AFSCME. The ADDA is subject to future changes to the International Constitution provided that AFSCME complies with Article XIII of the AFSCME 2012 International Constitution.

1.2.2 Through its affiliation with AFSCME and thereby California District Council 36, ADDA shall also be affiliated with the County Coalition of Unions (CCU), the California Federation of Labor, the Los Angeles County Federation of Labor, and the AFL-CIO.

1.2.3 Nothing in these bylaws shall interfere with or impede the ability of the ADDA or its members to disaffiliate from AFSCME under the affiliation agreement dated May 5, 2011. If the ADDA disaffiliates from AFSCME, all references to AFSCME and provisions applicable because of affiliation may be redacted from these bylaws without affecting these bylaws.

Section 3. Principal Office

1.3 The ADDA's board of director shall fix the principal place of business of the ADDA at any place within Los Angeles County, California.

Section 4. Purpose

The purpose of the ADDA is:

1.4.1 To meet and confer in good faith with Los Angeles County District Attorney (LADA) management and Los Angeles County on behalf of its members concerning wages, hours, all other terms and conditions of employment, issues

arising under the terms and conditions of employment, and matters arising under the Memorandum of Understanding and applicable state law;

1.4.2 To promote the welfare of the membership and to provide a voice in the determination of the terms and conditions of employment particularly through the collective bargaining process;

1.4.3 To promote legislation beneficial to the ADDA, the deputies that it represents and other organizations consistent with the goals of the ADDA and the furtherance of the administration of justice and public safety;

1.4.4 To promote career service in government;

1.4.5 To provide research and educational services and activities designed to assist members and other organizations consistent with the goals of the ADDA;

1.4.6 To foster cooperation among members and organizations consistent with the goals of the ADDA;

1.4.7 To the extent required by law and as provided in the Memorandum of Understanding, provide representation in grievance and disciplinary proceedings to members of the bargaining unit upon request of the represented class member, as long as the member has no other representative;

1.4.8 To endorse in elections and for offices as the board determines.

ARTICLE II MEMBERSHIP AND DUES

Section 1. Membership

2.1.1 Membership in the ADDA is limited to Los Angeles County Deputy District Attorneys Grades I through IV.

2.1.2 An applicant for membership will become a member upon commencement of dues payment made in the manner determined by the board of directors. A member in good standing is one whose dues are not more than fifteen (15) days in arrears.

2.1.3 Upon a majority vote of the board of directors, individuals not otherwise eligible for membership in Section 2.1.1 may be permitted to maintain an associate membership in the ADDA. Such associate membership shall not entitle the associate member to any voting rights or eligibility to serve as a board member.

Section 2. Membership Application

2.2 Application for membership shall be made on a standard application form as approved by the board of directors.

Section 3. Dues

2.3.1 Membership dues shall be collected by direct payroll deduction. In the event payroll deduction is precluded by law then the board of directors shall establish an alternate method of collection.

2.3.2 Monthly dues of the ADDA shall be 0.6% of the gross monthly salary of each member. Dues shall only be increased pursuant to the AFSCME International Constitution or by a majority vote of the ADDA members. Dues may be decreased by two-thirds (2/3) vote of the full board or majority vote of ADDA members.

2.3.3 Board of directors may set fees for associate members.

2.3.4 Only a member of the bargaining unit whose dues are current shall be considered "in good standing" and shall be eligible to participate in all activities of the ADDA.

2.3.5 A member who has not received a salary for more than twenty days in any calendar month who does not receive unemployment compensation or sick leave pay or other remuneration, may, at the discretion of the board of directors, be entitled to credit for membership dues for the period of unemployment.

ARTICLE III MEMBERS' MEETINGS

Section 1. Place of Meetings

3.1 Meetings of members may be held at any place within Los Angeles County designated by the executive committee.

Section 2. General Meetings

3.2 The ADDA shall schedule and hold a general meeting for members quarterly.

Section 3. Special Meetings

3.3.1 A special meeting of the members may be called at any time by the president, or by a petition signed by either a majority of the board of directors or

by not less than fifteen percent (15%) of the members in good standing. Special meetings may be called by the International President or by an authorized representative of the International President.

3.3.2 If a special meeting is called by any person or persons other than the ADDA president or its board of directors, or the AFSCME International President or such President's authorized representative, the request shall be in writing, specifying the general nature of the business proposed to be transacted, and the petition shall be delivered personally or sent by certified mail to the president or the secretary of ADDA. The secretary shall promptly give notice to members in good standing, in accordance with the provisions of Sections 3.4 and 3.5.1, that a meeting will be held at a convenient time and place so that members may attend.

Section 4. Notice of Members' Meetings

3.4 All notices of meetings of members shall be sent or otherwise given in accordance with Section 3.5.1 not less than ten nor more than sixty days before the date of the meeting. The notice shall specify the place, date and hour of the meeting and (i) in the case of a special meeting, the general nature of the business to be transacted, or (ii) in the case of the general meeting, those matters which the board of directors, at the time of giving the notice, intend to present for action by the members.

Section 5. Manner of Giving Notice; Affidavit of Notice

3.5.1 Notice of any meeting of members shall be given either personally or by first-class mail or electronic mail, charges prepaid, addressed to the member at the address of that member appearing on the membership records of the ADDA. If no such address appears on the ADDA's membership records, notice shall be deemed to have been given if it is posted on the ADDA's internet website. Notice shall be deemed to have been given at the time when delivered personally or deposited in the mail or sent by electronic mail, or posted on the ADDA's website.

3.5.2 A certificate of the mailing or other means of giving notice of any members' meeting shall be executed by the president, secretary, or any other person so authorized by the board of directors or the executive committee, and shall be filed and maintained with the records of the ADDA.

Section 6. Quorum

3.6 The presence in person of fifteen percent (15%) of the members in good standing shall constitute a quorum for the transaction of business. Proxies shall not be accepted. The members present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment. Notwithstanding the withdrawal of enough members to leave less than a quorum,

any action taken by the remaining members, other than adjournment, must be approved by at least a majority of the members required to constitute a quorum.

Section 7. Adjourned Meeting; Notice

3.7.1 Any members' meeting, whether or not a quorum is present, may be adjourned from time to time by the vote of the majority of the members represented at that meeting in person, but in the absence of a quorum, no other business may be transacted at that meeting, except as provided in Section 3.6.

3.7.2 When any meeting of members, either general or special, is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place are announced at the meeting at which adjournment is taken. However, if the adjourned meeting is scheduled more than forty-five days after the original meeting, each member in good standing shall receive notice of the date, time and place of the continuation of the adjourned meeting in accordance with the provisions of Sections 3.4 and 3.5.1. At any adjourned meeting the ADDA may transact any business that might have been transacted at the original meeting.

Section 8. Voting

3.8 The members entitled to vote at any meeting of members shall be determined in accordance with the provisions of Section 3.9. The members' vote may be by voice vote, roll call, or by secret ballot; provided, however, that any election for the board of directors or change in dues or amendments to these bylaws must be by secret, written ballot. Any action must receive a majority of members voting to pass, unless the vote of a greater number is required by these bylaws.

Section 9. Record Date for Member Notice, Voting and Giving Consent

3.9 All members of record in good standing shall be entitled to notice of any meeting, to vote, or to give consent to any action without a meeting, consistent with other provisions of these bylaws and the AFSCME International Constitution.

For the purposes of determining members of record, the board of directors may set a record date on any day on or between ten to sixty days before the date of any meeting, election, or action without a meeting. If no record date is set, the record date shall be ten (10) days before the day of the meeting, election, or action.

Notwithstanding notice given, all members of record in good standing as of the record date shall be entitled to notice and to vote or to give consent to any action.

Section 10. Sergeant at Arms

3.10 Before any meeting of members, the president may appoint any persons other than nominees for office to act as sergeant(s) at arms at the meeting or its adjournment. The Sergeant(s) at Arms will ensure that those present at the meeting are members in good standing and that meetings are conducted in an orderly fashion and consistent with the Code of Conduct found in Article IV, Section 2, which shall apply to all members attending a members' meeting.

ARTICLE IV DUTIES OF OFFICERS, DIRECTORS AND TRUSTEES

Section 1. Eligibility and Composition

4.1.1 The authorized number of board members shall be eleven (11) consisting of five (5) officers and six (6) directors. The officers of the ADDA shall be president, executive vice president, vice president, secretary and treasurer. The executive committee shall be comprised of the five (5) officers of ADDA.

4.1.2 The board of directors, consisting of five (5) officers and six (6) directors, shall be the governing body of the ADDA except when meetings of the membership are in session. The board of directors shall decide all matters affecting the policies, operations and functions of the ADDA not specifically provided for in these bylaws or by action of the membership at a regular or special meeting.

4.1.3 All officers and directors shall be elected or appointed as provided in Article V.

4.1.4 All candidates for officer or director must be members in good standing of the ADDA for at least one (1) year to be eligible to hold office. Pursuant to Chapter 5.04.200 of the Employee Relations Ordinance of the County of Los Angeles, only a member who does not hold a supervisory assignment is eligible to become an officer, director or trustee.

4.1.5 If a current officer, director or trustee accepts a supervisory assignment, he or she shall be deemed to have relinquished the office held upon accepting the assignment. Supervisory assignments include Acting Head Deputy, Assistant Head Deputy, Deputy-in-Charge, Special Assistant, assignment to assist the head of the Employee Relations Division, and any assignment that includes writing performance evaluations of deputy district attorneys. Upon leaving a supervisory assignment, the member may be eligible for office.

4.1.6 No officer, trustee, director, or committee member may be compensated for his or her duties performed on behalf of the ADDA. Release time reimbursement shall not be considered compensation.

4.1.7 Consistent with the ethical standard established by California Government Code Section 26540, a board member shall not advise, consult, defend or assist in the defense of a criminal defendant(s) in any capacity and in any jurisdiction. Such board member may be suspended or expelled under the provisions of Article X of the AFSCME International Constitution. Any board member so suspended or expelled may still exercise any appeal rights outlined in Article X of the AFSCME International Constitution.

Section 2. Code of Conduct for Officers, Directors and Trustees

4.2 All officers, directors and trustees shall:

(a) Adhere to all ADDA bylaws, board of directors or executive committee decisions and resolutions.

(b) Act with honesty and integrity, avoiding actual and/or apparent conflicts of interest with the ADDA. When any issue arises that may present an actual and/or apparent conflict of interest, officers, directors and trustees shall immediately inform the president or the executive committee and either seek a waiver by the board of directors or recuse himself or herself from any participation or action on the matter of apparent conflict. An apparent conflict of interest includes any situation that interferes with or appears to interfere with the interests of the ADDA whether it occurs in the board member's or trustee's professional or personal capacity.

(c) Interact fairly with the ADDA, its members, and its employees. Officers, directors and trustees shall not take unfair advantage of another member through concealment, abuse of privileged information, misrepresentation, and/or any other unfair practice or dealing.

(d) Respect the confidentiality of any and all confidential information of the ADDA acquired in the course of the duties as a board member or trustee and not use such confidential information for personal advantage. Confidential information includes all non-public information that, if disclosed, might be harmful to ADDA, its members, and/or its staff. Any confidential documents used at an ADDA meeting or for any ADDA purpose shall be returned to the secretary, upon conclusion of the meeting or use, or upon demand of the secretary or president. The contents of any such confidential documents shall not be divulged unless authorized by the board of directors. Officers, directors and trustees shall follow guidance from ADDA counsel regarding confidential information.

Unauthorized possession or disclosure of confidential information, whether written or oral, is improper and is a violation of these bylaws.

(e) Not use ADDA property, information or position as a board member or trustee for personal gain.

(f) Not work directly or indirectly with individuals and/or organizations that are hostile to the purpose, goals and function of the ADDA by working to de-certify the ADDA unless approved by the board of directors and ratified by vote of the members.

(g) Fulfill all duties as a board member or trustee to advance the interests of the ADDA.

(h) Protect ADDA's assets to ensure they are used efficiently and only for approved ADDA purposes.

(i) Have no unauthorized meetings and/or conversations with any principals and/or management of Los Angeles County or the District Attorney that pertains to confidential ADDA business without prior consent of the board of directors, the executive committee or an authorized sub-committee of the board of directors.

(j) Return all ADDA property and records to ADDA immediately upon the end of his or her tenure.

(k) Treat all officers, directors, trustees, ADDA members, and staff with the highest degree of professionalism, dignity, courtesy, tolerance, and respect in all communications, whether written or oral, including but not limited to meetings, text messages and emails.

Section 3. President

4.3 The president shall preside at all meetings of the ADDA, its board and of the executive committee. The president shall be an ex-officio member of all committees except the election committee. The president shall report periodically to the membership regarding the state of the ADDA and the president's official acts. The president shall be an authorized co-signer to checks drawn against the funds of the ADDA. The president shall appoint all standing committees and all special committees of the ADDA, subject to the approval of the board of directors pursuant to Section 7.1. The President shall also be a delegate to any convention.

Section 4. Executive Vice-President

4.4 The executive vice-president shall assist the president in the work of the president's office and in the absence of the president or in the president's inability to serve, preside at all meetings and perform all duties otherwise performed by the president. The executive vice-president shall have such other powers and perform such other duties as from time to time may be prescribed by the bylaws, the president, the executive committee or the board of directors. Upon approval by the board of directors, the executive vice-president may be authorized to act as co-signer of checks drawn on the ADDA's accounts. The executive vice-president shall also be a delegate to any convention.

Section 5. Vice-President

4.5 The vice-president shall assist the president in the work of the president's office and in the absence of the president and the executive vice-president or in the president's or the executive vice-president's inability to serve, preside at all meetings and perform all duties otherwise performed by the president. The vice-president shall have such other powers and perform such other duties as from time to time may be prescribed for by the bylaws, the president, and the executive committee. Upon approval by the board of directors, the vice-president may be authorized to act as co-signer of checks drawn on the ADDA's accounts. The vice-president shall also be a delegate to any convention.

Section 6. Secretary. The secretary shall:

4.6.1 Keep, or cause to be kept, at the principal executive office or such other place as the board of directors may direct, a book of minutes of all meetings and actions of the board of directors and committees.

4.6.2 Keep, or cause to be kept, at the principal executive office, or another location as determined by resolution of the board of directors, a register, or a duplicate register, showing the names of all members and their contact information.

4.6.3 Prepare an agenda in coordination with the President for all general membership and regularly scheduled board meetings and give, or cause to be given, notice of all meetings of the members and of the board of directors required by the bylaws to be given, and shall keep the seal of the ADDA if one be adopted, in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the board of directors or by these bylaws.

4.6.4 Upon approval of the board of directors, the secretary may be authorized to act as co-signer of checks drawn on the ADDA's accounts. In the event the treasurer is unavailable because of illness, disability or extended absence, the

secretary may sign checks on the ADDA's accounts in the place of the treasurer along with another designated co-signer.

4.6.5 The secretary shall also be a delegate to any convention.

Section 7. Treasurer. The treasurer shall:

4.7.1 Receive and account for all monies of the ADDA, deposit all money so received in the name of the ADDA in a bank or banks selected by the ADDA board, and money so deposited shall be withdrawn only by check signed by the designated co-signer and the treasurer.

4.7.2 Prepare and sign checks for purposes authorized by the members or the board of directors.

4.7.3 Verify the accuracy of the payment from the County of Los Angeles for the dues deducted from members of the bargaining unit.

4.7.4 Keep an accurate record of receipts and disbursements and shall, once each month, submit to the membership a monthly operating statement of the financial transactions of the ADDA for the previous month. Financial records shall be retained, in their original form, at the ADDA's principal place of business for a minimum of seven years.

4.7.5 Act as custodian of all properties of the ADDA.

4.7.6 Obtain a surety bond, at the expense of the ADDA, for an amount to be fixed by the executive committee.

4.7.7 Prepare an annual budget.

4.7.8 Provide documents necessary to complete the annual audit of the ADDA.

4.7.9 The treasurer shall also be a delegate to any convention.

Section 8. Board of Directors. The ADDA board of directors shall:

4.8.1 Attend scheduled board meetings as directed by Article VI of these bylaws.

4.8.2 Serve on at least two committees as appointed by the president and approved by the board of directors.

4.8.3 Disseminate information to members as directed by the president, the board of directors or the executive committee.

4.8.4 Hold periodic work site visits for the purpose of informing members of ADDA activities and soliciting members' opinions and suggestions on various issues.

4.8.5 Approve the annual budget by a majority vote of the board of directors.

4.8.6 All board members can act as a substitute delegates if the delegates are not available.

Section 9. Executive Committee

4.9.1 The executive committee shall have full power and authority during the intervals between board meetings of the ADDA to do all acts and perform all functions of an urgent nature that the ADDA might do or perform, except that it shall have no power to amend the bylaws, to approve expenditures over \$1,000 unless previously budgeted by the board of directors, or to commence or to conclude litigation.

4.9.2 The executive committee shall meet at the call of the president or by a written request of any three members of the executive committee with a minimum 48 hours notice given to all members of the executive committee unless individual waivers of such notice have been received and filed in the ADDA's records. A quorum of three must be present to convene a meeting of the executive committee. Except when the executive committee is meeting in executive session, attendance at executive committee meetings shall be open to the membership. The secretary or designee shall record minutes of business conducted at meetings of the executive committee.

4.9.3 Three members of the executive committee must approve written materials not otherwise approved by the communications committee, and distributed to the members or to the public on behalf of the ADDA. This Section does not prohibit the president from disseminating factual, tone-neutral information to the members.

4.9.4 In the event that the treasurer and secretary are both unavailable, the executive committee shall appoint an acting treasurer and/or an acting secretary.

Section 10. Trustees

4.10 The trustees shall be members of the union but shall not be officers or directors. There shall be three (3) trustees, and two (2) alternate trustees elected by the members-at-large. The trustees shall make or cause to be made, at least annually, an audit of the finances of the ADDA, including the finances concerning any health and welfare, pension, insurance or other benefit programs covering members of the ADDA. The trustees shall attend regular board meetings in order to keep apprised of the ongoing financial concerns of the ADDA. The

trustees shall report to the membership annually on the results of such audit. In the event an elected trustee is unable to complete his or her term, one of the elected alternate trustees will be appointed by the board of directors to complete the term. In the event there is no remaining alternate trustee, the board of directors may appoint a trustee to fill the vacancy.

ARTICLE V ELECTIONS AND ELIGIBILITY FOR OFFICE, VACANCIES, REMOVALS FROM OFFICE AND RESIGNATIONS

Section 1. Elections, Nominations, Challenges and Protests

5.1.1 All officers, directors and trustees shall be elected for a term of two years. All matters concerning nominations and elections shall be consistent with and subject to the provisions of Appendix D, entitled Elections Code, of the AFSCME International Constitution. Officers, directors and trustees shall be elected by secret ballot vote. At least thirty (30) days' advance notice shall be given to the members before holding the elections. Beginning in the year 2015, and every election year thereafter, the election shall be noticed by the first Tuesday of November. The secretary shall submit the nominations to the elections committee no later than the first Tuesday of December. The ballots shall be returned no later than the third Tuesday of January of the following year. The officers, directors and trustees shall be installed and assume office immediately following the election. Upon ratification of these bylaws, the present board of directors shall remain in place until the first regularly scheduled election cycle as provided for in this Section (i.e., 2015-16).

5.1.2 An elections committee consisting of at least three (3) members shall be nominated by the president and appointed by the board of directors and shall have general responsibility for the conduct of the election in accordance with these bylaws. Any challenge concerning the eligibility of any nominee shall be decided by the elections committee and its decision shall be reported to the membership for acceptance or rejection before the election. The membership meeting for nominations and elections does not require a quorum.

5.1.3 The elections committee shall also report to the membership and the executive committee, as expeditiously as possible, the results of the balloting, and shall make to the executive committee its recommendations regarding any protests that have been lodged about the conduct of the election. The membership shall vote on any protests or challenges lodged about the conduct of the election. If there is no quorum for the membership's vote on the outcome of any protests to the election, the parties may appeal to the Judicial Panel of AFSCME International on the basis that ADDA is unable to act. Any executive committee member who is running for a contested office shall abstain from any ruling on any protest lodged about the conduct of the election. The elections

committee may consist of members at large, however, no member of the elections committee may be a candidate for office. If the elections committee determines that there were violations that may have affected the outcome of the election, it may order that the newly elected officers and directors take office pending the outcome of a new election within ninety (90) days.

5.1.4 Nominations may be made in writing, to the secretary of the ADDA according to the timetable in Section 5.1.1. To be eligible for election, a nominee must be a member in good standing of the ADDA for at least one (1) year immediately prior to the election and must meet such other conditions as required in these bylaws. Those nominated shall be afforded the opportunity to decline, and the name of any nominee who declines shall not appear on the ballot. Votes for write-in candidates shall not be valid for any purpose.

5.1.5 In any case where there is only one nominee for office, such nominee shall be declared elected. In all other cases, elections shall be by secret ballot. In the event there are no nominees for an office, after the election, the new board shall fill the vacant office pursuant to Article V, Section 2.

5.1.6 Elections of the ADDA shall be held by mail. The ballots shall be received at a designated location, kept sealed and secured until the date and time that they are to be counted.

5.1.7 Any candidate whose name is to appear on the ballot shall have the right to have present an official observer of the candidate's own choosing in all places where ballots bearing the candidate's name are to be counted. Any observer must be a member in good standing of the ADDA.

5.1.8 Upon completion of the voting, the ballots shall be tabulated and the candidate for each office receiving a majority of the votes cast for that office shall be declared elected. In the event no candidate receives a majority of the vote, the two candidates who receive the highest number of votes in the first balloting shall compete in a run-off election. The candidate who receives the highest number of votes in the run-off election shall then be declared elected. The pre-election incumbents shall remain in office until the new officers are installed pursuant to Section 5.1.1.

5.1.9 All election records, including ballots, shall be retained for at least one year after the election at ADDA's principal place of business.

5.1.10 No funds of the ADDA shall be used to support the candidacy of any member for any elective office within the ADDA. Except that the ADDA elections committee shall establish a protocol to distribute ballot statements consisting of one (1) page candidate statement mailed with the ballot for each nominee or candidate for elective office within the ADDA to all members in good standing at the addresses currently on file.

5.1.11 No publication sponsored by or supported by the ADDA shall endorse or support any candidate for elective office within the ADDA.

5.1.12 In addition to Section 5.1.10, any nominee or announced candidate for elective office within the ADDA shall have the right once prior to the election to have mailed, through the union office but at private expense, campaign literature. Such literature shall be mailed to each member in good standing.

5.1.13 Any member of the ADDA in good standing may challenge the eligibility of any nominee by filing such challenge with the elections committee before the election is held. The elections committee shall make a determination regarding the challenge and shall report its ruling to the membership. The membership shall either accept or reject the ruling of the elections committee before the election.

5.1.14 Any protest concerning the conduct of the election may be lodged at the time the ballots are counted or by filing such protest in writing with the elections committee within ten business days of the time the ballots are counted. All interested parties shall be allowed an opportunity to be heard. The elections committee shall rule on such protests within thirty (30) business days of the filing of the protest.

Section 2. Vacancies

5.2.1 In the event of a vacancy in the office of the president, the executive vice president shall become the ADDA president for the remaining unexpired term. In the event of such a succession, the vice president will succeed the executive vice president. A vacancy in any office other than the president or executive vice president shall be filled as provided in Section 5.2.2.

5.2.2 Vacancies in positions of officers and directors not covered in Section 5.2.1 shall be filled for the remainder of the unexpired term by majority vote of the ADDA board. The vote to fill vacancies shall occur within sixty (60) days after the position becomes vacant unless a general election is to be held within ninety (90) days of the vacancy in which case the vacancy can remain unfilled until the general election. However, members shall be notified by first class mail or electronic communication to a verifiable electronic address (verifiable electronic address is the last known email address provided by the member) if the use of electronic notice will reach the entire membership, within thirty (30) days of the meeting at which the vote shall take place, that the vacancies exist. Members shall be allowed to submit their names and qualifications, limited to 500 words on a single page, for consideration for appointment. Applications for consideration for appointment must be submitted to and received by the secretary no fewer than twenty (20) days before the meeting at which the vote shall take place. If

three (3) or more vacancies exist they shall be filled by election of the membership.

Section 3. Removal

5.3.1 All officers, directors, trustees and committee members are expected to attend all meetings, on time, and remain throughout the duration of such meetings. Any officer, director, trustee or committee member who misses three consecutive regular board meetings that are unexcused absences, within any 12-month period, beginning with the first missed meeting, shall be removed from his or her position. Officers, directors, trustees and committee members on military duty are considered excused absence. The executive committee shall use its judgment to determine whether an absence from a meeting should be treated as unexcused. Treatment of any absence as unexcused shall be decided on a rational basis, applied in a non-discriminatory manner and shall take into consideration the elected official's personal and professional obligations that may on occasion interfere with the ability to attend a meeting. The affected member shall be given proper notice of the intended action of removal and an opportunity to be heard as defined in Section 5.3.3.

5.3.2 The following, and no other, may constitute the basis for removal of an officer, director or trustee through due process. Charges may be filed by any ADDA member and communicated to the president, except if the president is the subject of the charges, then to the executive vice president.

- A. Violation of any provision of the AFSCME International Constitution or of any officially adopted and approved constitution of a subordinate body to which the member being accused is subject.
- B. Misappropriation, embezzlement, or improper or illegal use of union funds.
- C. Any action by any officer or employee of any council which results in the expenditure by said council of money which is the property of any other without proper written authorization from the body which is the owner of such funds.
- D. Acting in collusion with management to the detriment of the welfare of the union or its membership.
- E. Any activity that assists or is intended to assist a competing organization within the jurisdiction of the ADDA.
- F. Refusal or deliberate failure to carry out legally authorized decisions of the International Convention, the International President, the International Executive Board, the Judicial Panel, or of the convention or executive board of the ADDA of which the accused is a part.

- G. Willful violation of a legally negotiated and approved collective bargaining agreement.
- H. Using the name of AFSCME or of the ADDA in an unauthorized manner or for an unauthorized purpose.
- I. Obtaining membership through fraud or misrepresentation.
- J. Deliberately interfering with any official of AFSCME or of the ADDA in the discharge of such official's lawful duties.
- K. The solicitation or acceptance of a bribe or the acceptance of any gift of more than nominal value from any employer, member, group of members or employee of the union, or from any person or firm which has or is known to the officer or director to be seeking to establish a business relationship with AFSCME or ADDA.
- L. Conviction of a crime, the nature of which is such as to bring ADDA into disrepute.
- M. Knowingly submitting a false per capita tax or other financial or audit report to AFSCME or ADDA or knowingly and intentionally making any false financial report or statement to any lawfully constituted body at any level of the union.

5.3.3 Due process as used herein requires 30-day written notice of the violation and hearing posted to the board member's address of record, by first class US mail, return receipt requested. An ad hoc judicial board of three members will be nominated by the president, unless the president has a conflict of interest, and appointed by the board of directors to hear the case. At the appointed date and time, the board member will have an opportunity to be heard and to defend the case and the judicial board will make a recommendation about removal by a two-thirds (2/3) vote at the conclusion of the hearing. The final acceptance or rejection of the judicial board's recommendation shall be made by the board of directors. Removal must be approved by two-thirds (2/3) vote of the quorum of the board of directors. If the board of directors votes to remove a board member, that board member's duties, responsibilities, privileges and obligations cease immediately. The sole appellate remedy from the decision of the ADDA board of directors shall be with the AFSCME Judicial Panel in accordance with the procedures set forth in Article X of the AFSCME International Constitution.

5.3.4 Officers, directors and trustees who violate the Code of Conduct, as outlined in Article IV, Section 2, may be sanctioned up to and including removal from office pursuant to the procedure described in Section 5.3.3.

Section 4. Resignations

5.4 Any board member may resign effective upon giving written notice to the president, or the secretary, unless the notice specifies a later time for the effectiveness of such resignation, in which case such resignation shall be effective at the time specified. Unless such resignation specifies otherwise, its acceptance by the ADDA shall not be necessary to make it effective.

ARTICLE VI BOARD MEETINGS

Section 1. Conduct of Meetings

6.1.1 The rules contained in the current edition of Robert's Rules of Order, Newly Revised, shall govern the ADDA in all cases to which they are applicable and in which they are not inconsistent with these bylaws, with any legally adopted special rules of the ADDA and with the AFSCME International Constitution.

6.1.2 Officers, directors, trustees and guests shall conduct themselves in conformity with Section 4.2 of these bylaws.

6.1.3 Officers and directors shall be physically present to participate.

6.1.4 The presence in person of seven (7) officers and directors shall constitute a quorum for the transaction of business. The quorum shall be established at the beginning of the meeting and business may continue until concluded despite the departure of any officers and directors as long as at least three (3) remain. Unless otherwise specified, any action taken must be approved by at least a majority of those present. In the event the membership of the board of directors falls below seven (7) members, a majority of the remaining members may constitute a quorum to conduct business pending filling of vacancies according to these bylaws.

Section 2. Regular Meetings

6.2 The board of directors shall meet at least quarterly. Notice of the regular quarterly meetings shall be given at least ten business days prior to such meeting. Members-at-large are entitled to attend all regular board meetings. The meeting agenda is to be prepared pursuant to the schedule outlined in Addendum A, attached.

Section 3. Executive Session

6.3 The ADDA board may hold any portion of its meeting as an executive session, upon the request of the president or a majority of the officers and directors present. Executive session shall be used to handle matters of a sensitive nature, including but not limited to personnel matters, litigation, or negotiating strategy. Participants at the executive session shall be limited to the board of directors, its counsel and staff, and any people designated to assist in resolution of the matter. Anyone, including a board member who has a personal interest in the outcome of any subject discussed or voted on during an executive session shall be excluded from the executive session after being given an opportunity to be heard.

Section 4. Special Meetings

6.4 Special meetings of the ADDA board may be called at any time and for any purpose by the president or a majority of the board of directors. Notice of the date, time, place and purpose of special meetings shall be delivered to each board member by first-class mail or e-mail sent to the last known email address of the board member. Notice shall be given at least eight (8) business days before the special meeting, unless such notice is impracticable.

Section 5. Teleconference or E-mail Meetings

6.5 Teleconference or e-mail meetings shall be limited to single issue emergency situations and approval of urgent budgetary matters. Teleconference or e-mail meetings shall be called by the president with twenty-four hours notice or sooner if practicable. Notice of the date, time and purpose of the teleconference or e-mail meeting shall be delivered to the last known email address of the board member.

6.6 A single item issue considered in an e-mail meeting may be approved by a majority vote of the board via return e-mail.

ARTICLE VII STANDING COMMITTEES

Section 1. Appointment of Standing Committees

7.1 The president shall appoint all standing committees and all special committees of the ADDA, subject to the approval of the board of directors. However, a committee member who is appointed may begin his or her duties as soon as necessary as long as ratification is raised at the next regularly scheduled

board meeting. Committee membership will not be limited to the board of directors. A majority of the board of directors may remove a committee member.

7.1.1 No financial or contractual obligation of a committee shall be valid unless authorized by the board.

Section 2. Rules for Meetings, Minutes and Protocols

7.2 Meetings and actions of committees shall be governed by the policies and instructions set by the board and rules established by the committee, provided those rules are consistent with the bylaws. The committees shall meet at a time and place convenient to the committee members. The committees should designate a person to keep the minutes of the meetings. Each committee shall establish a protocol for operating the committee. The board of directors shall approve the committee protocols.

Section 3. Contract Negotiations and Joint Labor-Management Committee

7.3.1 The Contract Negotiations and Joint Labor Management Committee shall be responsible for negotiating the collective bargaining agreement (MOU) with the County regarding wages, hours and conditions of employment. The president will nominate committee members, with final approval by the board of directors. Members-at-large may be considered for participation on the committee. As long as there is a Joint Labor-Management Committee (JLMC) established by the MOU, membership on the JLMC shall be a subset of the Bargaining Committee. The committee shall be responsible for communicating with the membership regarding the status of the collective bargaining process.

7.3.2 After a contract is reached, a new contract negotiations committee will be formed to prepare for and negotiate the new contract.

Section 4. Awards Committee

7.4 The Awards Committee shall be responsible to receive and evaluate nominations from deputy district attorneys, the administration and the community at large for Deputy District Attorney of the Month, Prosecutor of the Year, and Deputy District Attorney Lifetime Achievement Awards and such other awards as the board of directors may from time to time establish. The committee shall submit the names of designated recipients to the board of directors for approval unless the board of directors authorizes the committee to be the final arbiter of the award winners.

Section 5. Endorsement Committee

7.5 The Endorsement Committee shall be responsible for evaluating judicial candidates, political candidates, and legislation for possible ADDA endorsement. The committee shall establish a fair and comprehensive protocol for processing endorsement requests, collecting information, interviewing candidates, and planning candidate debates where appropriate. The endorsement committee shall present its findings to the board of directors for final endorsement.

Section 6. Entertainment Committee

7.6 The Entertainment Committee shall be responsible for organizing social events for members including an annual awards dinner reception and celebration honoring outstanding deputy district attorneys, and such other events as the board of directors may deem appropriate.

Section 7. Grievance Committee

7.7 The Grievance Committee shall be responsible for assisting and representing members of the bargaining unit in matters of dispute with the administration or the County. The grievance committee shall establish a protocol to determine what matters shall be the subject of representation and the grievance levels, including arbitration or litigation that will qualify for representation on each subject of representation. The grievance committee shall evaluate potential grievances, assign representatives, and proceed in accordance with the established protocol, the MOU and the LADA Personnel Policies Manual. In addition, the grievance committee shall recommend to the board of directors whether to proceed to arbitration or litigation. Members of the grievance committee will participate in steward training whenever possible.

Section 8. Strategic Planning Committee

7.8 The Strategic Planning Committee shall be responsible for charting ADDA's future. The committee members shall assess the collective needs and interests of the members, devise plans of action to address them and make periodic reports to the ADDA board regarding the plan's progress. The committee may survey the members to determine their needs and interests and use such other tools and methods as they deem appropriate.

Section 9. Membership/Outreach Committee

7.9 The Membership/Outreach Committee shall be responsible for organizing an annual members' meeting. The committee shall endeavor to increase membership and membership participation at various venues including Saturday Seminars.

Section 10. Communications Committee

7.10 The Communications Committee shall be responsible for generating newsletters containing current events, issues, and accomplishments of the ADDA. The members of this committee shall be responsible for providing detailed information to the members-at-large and general public. The communications committee shall be responsible for maintaining the ADDA website.

Section 11. Litigation Committee

7.11 The Litigation Committee shall monitor all litigation involving the ADDA. The committee shall evaluate all potential actions, gather information and make recommendations to the board of directors for final action and approval. No litigation shall be commenced or concluded without approval of the board of directors. The committee shall evaluate all bills for attorney's fees and costs to ensure that they are reasonable and earned. The committee shall recommend to the treasurer and the board of directors whether the fees should be paid. No member may serve on the committee if he or she has a conflict of interest in any litigation in which ADDA is a party. The treasurer shall serve on the litigation committee.

Section 12. Ad Hoc Committees

7.12 The president, the executive committee or the board of directors may establish such other committees as may be necessary from time to time, consisting of such number of its members and with such powers as it may designate, consistent with these bylaws.

Section 13. Political Action Committee

7.13 The ADDA shall establish, maintain, and fund a Political Action Committee (PAC) as defined by California Fair Political Practices Commission. The members of the Endorsement Committee shall be the officers of the PAC, and the PAC shall be chaired by the chair of the Endorsement Committee. The president shall be an ex officio member of the PAC. The PAC shall make monetary contributions to political candidates and other political causes only when directed to by the board of directors.

Section 14. Legislative Review Committee

7.14 The Legislative Review Committee shall be responsible for monitoring current or proposed legislation pertaining to issues important to the ADDA and its members. The committee shall update the board and make recommendations on what actions, if any, the ADDA should take on legislation. The committee shall work with other law enforcement and labor groups to develop legislative and

policy positions beneficial to the ADDA and its members. The committee will communicate with state legislators and other elected officials as needed.

ARTICLE VIII AMENDMENTS

Section 1. Amendments

8.1 These bylaws may be amended, revised or otherwise changed by majority vote of the board of directors subject to approval by the membership. Any amendment, revision or change must be ratified by a two-thirds (2/3) majority vote of the members voting in the ratification election. Proposed amendments to these bylaws must be sent by first class mail to eligible members at addresses on record at least 30 days before the vote. The vote may be held via ballot-by-mail or at a special or regular membership meeting as designated by the board of directors. Members shall receive 30 days notice of the time and manner of the vote.

ARTICLE IX INDEMNIFICATION OF OFFICERS, DIRECTORS, EMPLOYEES AND AGENTS

Section 1. Indemnification

9.1 The ADDA shall, to the maximum extent permitted by law, indemnify each of its officers, directors, employees and those agents designated by the board of directors who were acting within the scope of their duties, against any and all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with any proceeding arising by reason of the fact that any such person is or was an agent of the ADDA.

ARTICLE X RECORDS AND REPORTS

Section 1. Maintenance and Inspection of Member Register

10.1 The ADDA shall keep a record of its members at its principal executive office or such other location as established by the board of directors.

Section 2. Maintenance and Inspection of Bylaws

10.2 The ADDA shall keep at its principal executive office, the original or a copy of the bylaws as amended to date, which shall be open to inspection by the members at all reasonable times during office hours.

Section 3. Inspection by Members and Retention

10.3.1 A copy of the minutes of each meeting and the treasurer’s report that has been prepared by the ADDA shall be kept on file in the principal executive office of the ADDA and each such statement shall be exhibited at all reasonable times to any member demanding an examination of any such statement with minimum notice of three (3) business days.

10.3.2 Minutes and treasurer’s reports of the ADDA shall be retained for a minimum of seven (7) years.

**ARTICLE XI
EXHAUSTION OF REMEDIES**

Section 1. Exhaustion of Remedies

11.1 No member or represented employee shall institute any civil action, suit or other proceeding in any court or other tribunal outside of the ADDA, against the ADDA, or any officer or board member of the ADDA on account of any controversy or dispute for which a remedy is provided in these bylaws, without first exhausting all such remedies including all available appeals; provided that the foregoing shall not apply where the action was instituted to prevent the loss of rights under an applicable statute of limitations and the member or represented employee has diligently pursued available internal remedies; and provided further that violation of this provision shall not be a basis for the filing of charges pursuant to Article V of these bylaws.

**ARTICLE XII
SEVERABILITY**

Section 1. Severability

12.1.1 The application of the provisions of these bylaws shall, at all times, be subject to the provisions of any applicable laws. If any article, section, subsection, sentence, clause, or phrase of these bylaws is found by any court of final and competent jurisdiction, to be illegal or invalid for any reason whatsoever, such finding shall not affect the validity of the remaining portions of these bylaws.

12.1.2 The language of these bylaws shall be liberally construed and shall be interpreted in a manner designed to fully protect the fundamental rights of members.

12.1.3 In the event the ADDA disaffiliates with AFSCME, any references to AFSCME herein become void but the remaining bylaws will survive.

ADDENDUM A

ADDA BOARD AGENDA PROCESS & TIMETABLE

<u>DAY</u>	<u># of Days</u> ¹	<u>ACTIVITY</u>
By Monday at 6:00 p.m.	15	AGENDA DEADLINE for submission of all non-board-initiated items to the president. Items received <u>after</u> deadline will be handled as new business, as time permits, or be deferred to following regular board meeting agenda.
By Tuesday 6:00 p.m.	14	AGENDA DEADLINE for submission of all board-initiated agenda items <u>with all written supporting materials to secretary via e-mail for inclusion on the next regular board meeting</u> ² agenda. Items received <u>after</u> deadline will be handled as new business, as time permits, or deferred to following regular board meeting.
Tuesday thru Thursday	14-12	Secretary reviews all materials submitted by board members, consults with the president, board of directors, counsel, and/or staff as necessary, and prepares draft board agenda.
By Thursday 6:00 p.m.	12	DEADLINE for secretary to transmit draft board agenda with <u>all written supporting materials received from officers and directors to president via e-mail.</u>
Thursday thru Tuesday	12-7	President reviews draft board agenda with all written supporting materials transmitted by secretary, consults with secretary, board members, counsel, and/or staff as necessary, adds non-board initiated items received by the agenda deadline, and prepares final board agenda.
By Tuesday 6:00 p.m.	7	DEADLINE for president to transmit final board agenda packet ³ to all parties on board agenda Distribution list ⁴ via e-mail.
Tues. thru Mon.	7-1	Agenda packets reviewed by board meeting participants.
Tuesday 6:00 p.m.	0	Regular board meeting held ⁵ .

¹ # of days = calendar days before board meeting

² Regular board meetings are held on the 3rd Tuesday of each month at 6:00 p.m. unless otherwise noticed

³ Agenda packet = final agenda and written supporting materials

⁴ Board agenda distribution list = all officer, directors, general counsel, and AFSCME.

⁵ The agenda may be augmented with approval by two-thirds (2/3) of the members present at the board meeting.