

PASCO BYLAWS

ARTICLE I NAME AND GOVERNMENT

Section 1:

The name of this corporation is Personnel Association of Sonoma County.

Section 2:

This Corporation is a non-profit corporation registered under the laws of the State of California.

Section 3:

This Corporation shall be governed by the Articles of Incorporation and by these bylaws.

ARTICLE II PURPOSES AND OBJECTIVES

Section 1:

The purposes of this corporation as set forth in the Articles of Incorporation are:

- (a) To advance human resources management by providing a unified voice of individuals and organizations actively engaged in public or private human resources administration, and to provide a vital source of leadership for the human resources profession.
- (b) To have and exercise all rights and powers conferred on non-profit corporations under the laws of California, including the power to contract, rent, buy or sell personal or real property, provided, however, that this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in the furtherance of the primary purposes of the corporation.

Section 2:

This Corporation shall establish and maintain objectives through membership meetings, committees and other appropriate modes, in such areas as:

- (a) Member education and training, to provide constant and consistent information to members, and to conduct training activities including conferences, seminars, and distribution of printed materials.
- (b) Member information regarding the legislative and regulatory process, including proposed legislation and regulation, and the procedures for compliance with new or changed laws and regulations.
- (c) Public relations, so as to develop a positive public image through a dynamic and ongoing program for increased recognition of human resources policies and practices by government and the business and professional community.
- (d) Inter-membership and inter-industry relations, so as to facilitate joint planning, research, training, surveys, development of meaningful statistical data, and other mutually beneficial activities.

ARTICLE III MEMBERSHIP

Section 1:

There shall be four classes of membership: Regular, Student, Life and Honorary. All shall be eligible to vote and to hold office.

(a) Regular Members shall be individuals who are designated by firms or agencies doing business in Sonoma, Mendocino, Lake, Marin and Napa County or may be individual practitioners who chose to join. These individuals must be regularly and actively engaged in a bona fide professional, educational or consulting capacity within the profession of Human Resources Management or any of its specialized phases.

(b) Membership shall be open to students associated with the human resource field and recognized by accredited colleges or universities.

(c) Life memberships may be granted by a majority vote of the Board of Directors to an individual who:

(1) Has been an active PASCO member for at least five years

(2) Is retiring from business or profession.

(3) Has shown extraordinary service in support of the goals and mission of PASCO while employed in the Human Resource Personnel field

(4) Has provided exceptional service to PASCO through participation on Committees, Task Forces, or by having held an elected office on the Board of Directors.

(d) Honorary membership may be granted by a majority vote of the Board of Directors to an individual who contributed notably to the furtherance and recognition of the importance of sound human resource personnel programs, policies and practices within government and business.

Section 2:

(a) The annual dues for Membership shall be determined annually by the Board of Directors at the time of adoption of the annual budget. There shall be no dues for Life or Honorary Members.

(b) Membership or membership renewals shall be in effect for a rolling twelve month period based on the anniversary date of initial application approval or renewal of membership.

Section 3:

All applications for membership shall be in writing and submitted with a remittance of full dues for the current membership year. The Vice President of Membership shall review and then approve or disapprove such applications. Membership shall be effective upon this approval. Disapproved memberships shall go to the Board of Directors for final review.

Section 4:

(a) The calendar year shall begin annually on July 1 and terminate on June 30 of the following calendar year. Membership renewals will be considered for acceptance by the Vice President of Membership and the Board of Directors upon full payment of fees and be on a rolling twelve month renewal basis.

(b) Membership may be terminated for good cause by a two-thirds vote of the Board of Directors, provided that five days notice, and opportunity for hearing before the Board of Directors prior to such vote, has been given.

(c) All members will pay the set annual fee for a full membership year. There will be no prorating or refund of fees for partial year participation. Individuals may carry membership with them should they leave their employer. Employers may add new members at any time by submitting an application and the full annual fee.

ARTICLE IV OFFICERS AND DIRECTORS

Section 1:

This Corporation shall be managed by the Board of Directors, comprised of officers and directors. The Board of Directors shall carry out the mandates and policies of this Association; have the responsibility to carry out the provisions of these bylaws and all resolutions and enactments of the voting members of this Association; have the full and complete power and authority to act and to transact business for or on behalf of the Association; have the supervision and control of the finances of the Association and the investment of its funds; and perform such other duties and exercise such other rights as are set forth in these bylaws; delegate such powers and duties as may be consistent with law and with contracts.

(a) The Officers of this corporation shall consist of the President; President-Elect; Vice-President, Programs; Vice-President, Membership; Vice-President, Communications; Vice-President, Education; Vice-President, Workshops; Director at Large; Secretary; Treasurer; and Past-President.

(b) An Executive Committee of the Board of Directors shall consist of the President, President-Elect, Past-President, Secretary, and Treasurer, and shall convene on an as-needed basis to make recommendations to the Board of Directors on administrative/operational issues. The Executive Committee shall not have the power to act on membership status or fill vacancies in elected offices.

(c) The President shall serve as chief executive officer and shall preside at all meetings of the membership, the Board of Directors, and the Executive Committee. The President shall be authorized to sign drafts, notes and contracts.

(d) The President-Elect shall assist the President in the discharge of the duties of the President, shall officiate in the absence of the President, and serve as committee liaison. The President-Elect shall succeed to the presidency in the event of a vacancy in the office of President. The President-Elect shall be authorized to sign contracts.

(e) The Vice-President, Programs shall serve as Program Committee chair, shall provide speakers for all educational and development programs, and make arrangements for facilities for programs. The Vice-President, Programs shall be authorized to sign contracts for programs, conferences and seminars.

(f) The Vice-President, Membership shall serve as Membership Committee Chair, and shall be responsible for outreach, recruiting new members and communication with current and potential members of the organization.

(g) The Vice-President, Communications shall serve as Communications Committee Chair and shall be responsible for collecting articles, editing, printing and timely distribution of the quarterly newsletter.

(h) The Vice-President, Education shall serve as Education Committee Chair and shall be responsible for the distribution of the annual scholarships as determined by the Board of

Directors and to promote and encourage human resources as a profession in the local schools.

(i) The Vice-President, Workshops shall serve as the Workshop Committee Chair and shall be responsible for providing four or more workshops annually to provide educational and developmental programs.

(j) The Director at Large shall be responsible for representing the organization at the annual Workforce Conference and for assisting with several special projects throughout the year as needed.

(k) The Secretary shall keep full records of all proceedings or meetings of the Board of Directors and be responsible for updating and maintaining the website content.

(l) The Treasurer shall assume custody of all financial records and documents belonging to this corporation; shall annually prepare a preliminary budget for the next fiscal year, shall present to each meeting of the Board of Directors a statement of the financial condition of this corporation. The current statement shall be available to any member upon request. The Treasurer shall, with the President, sign or endorse drafts and notes which may be properly authorized on behalf of this corporation.

(m) The Past-President shall serve in an advisory capacity to the Board and may be responsible for special assignments and projects.

Section 2:

(a) The term of office for all Board members shall be for one year, commencing on July 1 of each year.

(b) Upon completion of one term as President-Elect, the President-Elect shall, without further election become President for a term of one year. If a vacancy occurs in the office of President, the President-Elect shall become President, and shall serve as President for the remainder of the unexpired term and for all of the following year. No person shall otherwise serve consecutively as President or as President-Elect for more than one year.

(c) A vacancy in the office of President-Elect, Vice-President, Secretary, or Treasurer shall be filled for the remainder of the unexpired term by appointment by a majority vote of the Board of Directors. A person appointed as President-Elect shall not become President without further election.

(d) No person shall serve consecutively as a Board Member in the same position, for more than two full terms to which elected plus any unexpired term to which appointed.

Section 3:

(a) The Board of Directors shall meet at least six times in each membership year, and shall meet such additional times as it may find necessary, or upon the call of the President. A quorum shall consist of 50 % + 1 of the current Board of Directors in office.

(b) The Board of Directors may invite chairpersons or members of committees, or other members to participate in meetings of the Board of Directors without a vote. Any members may attend meetings of the Board of Directors as an observer.

**ARTICLE V
NOMINATIONS AND ELECTIONS**

Section 1:

The President shall appoint a Nominating Committee and declare an election date at the regular Board of Directors Meeting in March. The Nominating Committee shall consist of the Past-President, as Committee Chair, the President-Elect and the current President.

Section 2:

The Nominating Committee shall meet and agree upon one nominee for each of the following positions: President-Elect; Secretary; Treasurer; Vice-President, Programs; Vice-President, Membership; Vice-President, Communications; Vice-President, Education; Vice-President Workshops; and one Director. The list of nominees shall be presented to the Board of Directors at the regular meeting in April. Each nominee must be a Member in good standing and must have agreed to accept the responsibility of the position to which they have been nominated.

Section 3:

Additional names of nominations for Officers or Directors may be submitted to the Nominating Committee. The Membership shall be notified of the nomination process at least thirty days prior to the election date.

(a) Nominations of candidates for Officer or Director shall be received by the President or designee no less than twenty-one days prior to the election date.

(b) In the case of multiple nominations, the candidate's names for each office shall be listed in alphabetical order.

(c) Enclosed with each ballot there shall be a brief statement of each nominee's qualifications and background.

Section 4:

The President shall cause an election ballot to be sent to each Member in good standing at least fourteen days prior to the election date. The ballot shall include instructions to cast votes for the number of vacancies on the Board and to return the ballot by the election date.

Section 5:

All ballots shall be forwarded to the Nominating Committee. The Nominating Committee shall serve as sole Judges to determine the results of the election. The nominee with the greatest number of votes for each office shall be elected. In the event of a tie between the candidates who received the most votes, a run-off election will be conducted within fourteen days. The Chair of the Nominating Committee shall report the results of the election to the Board of Directors at the regular meeting in June. The outgoing President shall cause the results of the election to be announced to the membership by means of a written announcement.

**ARTICLE VI
COMMITTEES**

Section 1:

Each Member shall be eligible for service on a committee upon appointment by the Committee Chair.

Section 2:

Whenever a Treasurer leaves office, and when otherwise directed by the Board of Directors, the President shall appoint an Audit Committee, which shall cause to be performed an audit sufficient to ascertain whether the financial records of this corporation

are complete, accurate, up-to-date, and that expenditures have been in accordance with the budget.

Section 3:

The President may appoint such other committees as may be directed by the Board or as the President may determine to be appropriate in furthering the purposes and objectives of this corporation.

Section 4:

Each committee of the organization will be responsible for preparing and distributing notices and reports generated by that committee. Expenditures by all committees must have approval of a member of the Board of Directors.

ARTICLE VII MEETINGS OF MEMBERSHIP

Section 1:

There shall be at least eight meetings of the membership of this corporation per year. Meetings may be canceled or additional meetings scheduled upon approval by a majority of the Members present and voting at any meeting of the membership.

Section 2:

The Secretary or designee shall inform the membership in writing of the time and place of each meeting.

Section 3:

Attendance at meetings shall be open to members, their guests and to non-members.

ARTICLE VIII FINANCIAL ADMINISTRATION

Section 1:

The fiscal year of this corporation shall coincide with the membership year.

Section 2:

The outgoing Treasurer shall prepare a preliminary budget for the next fiscal year and submit it to the incoming Board of Directors for review and approval. The outgoing President shall provide a copy of the final budget to each Member upon request.

Section 3:

The budget for each year shall include a minimum contribution of two thousand dollars for the PASCO Scholarship Fund. If such contribution is not economically feasible in any given year, the Board of Directors, by a majority vote, may suspend or reduce the contribution for that year.

Section 4:

The Board of Directors may amend the budget at any time by a majority vote of those Officers and Directors present and voting at a duly noticed meeting of the Board of Directors.

Section 5:

Expenditures of funds belonging to this corporation shall be made only in accordance with the budget for the current fiscal year.

Section 6:

The President, President-Elect, Vice-President, Programs and Treasurer shall be the only signatories for the corporation's checking account. All checks shall be signed by any two signatories listed above.

**ARTICLE IX
BYLAWS**

Section 1:

These Bylaws may be amended by a majority vote of those Members who cast written ballots in an election called for such purpose by the Board of Directors. In each such election, the Board of Directors shall specify the dates for distribution of ballots by the Secretary or designee and for the return of completed ballots to the address specified by the Secretary or designee, which the dates for which shall be at least one month apart.

**ARTICLE X
DISSOLUTION**

Section 1:

This Corporation may be dissolved by a majority vote of those Members who cast written ballots in an election called for such purpose by the Board of Directors. Such election shall be conducted in the manner specified in Article IX.

Section 2:

Upon dissolution, and after provision for outstanding obligations, remaining assets shall be distributed to Regular and Student members in the fiscal year in which dissolution takes place, and in the immediate prior fiscal year. Assets shall be distributed in direct ratio to dues paid by members during the two fiscal years. In the event that a member eligible to participate in the distribution of assets does not respond within thirty days to reasonable notice of such impending distribution, such member shall forfeit all right thereto, and the share of such member shall be distributed equally among the remaining eligible participants.