

**1999 BY-LAWS OF THE
MUNICIPAL ATTORNEY'S ASSOCIATION
OF SAN FRANCISCO**

PREAMBLE

The specific and primary purposes for which this Association of municipal attorneys of San Francisco is formed are: to further the honor, dignity and public usefulness of the members of the legal profession serving the City and County of San Francisco; to increase the perceptiveness of said members in promoting the sound administration of justice for the City and County of San Francisco; to act in the interests of maintaining a highly skilled and professionally competent staff of attorneys serving the City and County of San Francisco; to represent its members in employment relationships with the City and County of San Francisco; and to cultivate social intercourse among members of the Association. The general purposes of the Association are to serve the welfare of all municipal attorneys employed by the City and County of San Francisco by such means as from time to time may be appropriate and to provide an organization for collective action for the aforesaid purposes.

Section I

Name

1. The organization shall be known as the Municipal Attorneys Association ("MAA" or "Association") of San Francisco.

Section II

Membership

1. Any attorney who is employed as such by the City and County of San Francisco up to and including Chief Attorney I is eligible for membership.

Section III

Officers

The officers of this Association and their respective duties shall be as follows:

1. President. The President:
 - a. shall preside at all regular meetings of the full assembly.
 - b. shall serve on the executive board and shall preside at meetings of the executive board.
 - c. shall preside at meetings of committees when invited to do so.
 - d. shall appoint committees to serve at the discretion of the President.
 - e. may endorse checks for disbursement.
 - f. shall have the right to call extra meetings of the full assembly or the committees.
 - g. shall review or sign all official documents or correspondence.
 - h. shall make any official representations on behalf of the Association. No official representation (whether oral or written) on behalf of the Association shall be made by any other individual without the advance consent of the President.
 - i. shall perform such duties as commonly pertain to the office of the president.
 - j. shall participate to the fullest extent possible in all negotiations in employment relationships upon behalf of the Association before the representatives of the City and County of San Francisco.
 - k. shall sign all collective bargaining agreements or memoranda of understanding on behalf of the Association.
 - l. may hire or fire legal counsel after consulting with the other 4 officers.

2. First Vice-President. The First Vice-President:
 - a. shall have all the duties of the President during the absence of the President.
 - b. shall assist the President in the conduct of all meetings of the Association.
 - c. shall serve on the executive board.
 - d. may endorse checks for disbursement.

3. Second Vice-President. The Second Vice-President:
 - a. shall have all the duties of the President during the absence of the President and First Vice-President.
 - b. shall assist the President in the conduct of all meetings of the Association.
 - c. shall serve on the executive board.
 - d. may endorse checks for disbursement.

4. Recording Secretary. The Recording Secretary:
 - a. shall have all the duties of the President, during the absence of the President, First Vice-President and Second Vice-President.
 - b. shall keep the records of the correspondence of the Association.
 - c. shall maintain a roster of all the members of the Association.
 - d. shall keep the minutes of the regular meetings of the Association.
 - e. shall read the minutes of the previous meeting at the next regular meeting.
 - f. shall conduct correspondence at the request of the President.
 - g. may endorse checks for disbursement of funds.
 - h. shall serve on the executive board.

5. Treasurer. The Treasurer:
 - a. shall have all the duties of the President, during the absence of the President, First Vice-President, Second Vice-President and Recording Secretary.
 - b. shall be responsible for the collection of all funds due the Association.
 - c. shall keep an itemized account of all receipts and disbursements.
 - d. shall keep a complete record of dues, initiation fees, assessments, etc. collected from each member.
 - e. shall review and monitor all employee lists provided to the Association by the City and County of San Francisco and ensure that the proper dues or agency fees are being deducted for each bargaining unit member represented by the Association and that such deductions are being paid over by the City and County of San Francisco to the Association.
 - f. shall prepare and submit to the Association at least quarterly an itemized statement of receipts and disbursements showing the cash balance on hand.
 - g. shall deposit all funds in the bank in the name of the Association and draw out said sums only by checks of the Association.
 - h. provide a complete financial report for the fiscal year. The report shall be rendered to the membership at the next regular meeting following the close of the fiscal year.
 - i. shall serve on the executive board.

Section IV

Executive Board

1. The Association shall be governed by an Executive Board, consisting of the five officers and four additional executive board members. The four additional executive board members shall include: one at-large member who shall work in any office of the City; one member who works in the Office of the

District Attorney; one member who works in the Office of the City Attorney; and one member who works in the office of the Public Defender.

2. The Executive Board shall have the power and authority to do all acts and perform all functions which the Association might do or perform, including the administration of all business and expenditure of funds on behalf of the membership, within the bounds of authority granted by that membership.

3. A majority of the Executive Board shall constitute a quorum for the transaction of business, except that (1) if the office of any officer or executive board member other than the president shall become vacant, a majority of the remaining board members, even if such a majority is less than a quorum, may elect a successor to hold office for the unexpired portion of the term of the officer or board member and until his/her successor shall have been duly chosen.

Section V

Nomination of Officers and Executive Board Members and Election Procedures

1. In May of 1998, a regular meeting will be held during which the nomination for officers and executive board members of this association shall take place. Upon the closing of nominatins, the president shall appoint an elections committee of three members, none of whom shall be a candidate for election to any office. The candidates nominated at the May meeting shall be voted upon at a regular meeting held in June, 1998. The term of office for officers and executive board members elected in June 1998 shall be sixteen months.

2. In September of 1999 and in September every two years thereafter, a regular meeting will be held during which the nomination for officers and executive board members of this association shall take place. The candidates nominated at the September meeting shall be voted upon at a regular meeting in October of that same year. The term of office for officers and executive board members elected after June 1998 shall be two years.

3. No member shall be a candidate for more than one office.

4. The election of all officers shall be by secret ballot. Only members in good standing in the month preceding the election shall be entitled to vote.

5. Members who are entitled to vote may vote for one nominee for each office and for the at-large executive board member. In addition, as to the three executive board positions reserved for a representative from the Office of the City Attorney, the Office of the District Attorney and the Office of the Public Defender, only members from each such office may vote for that office's representative on the executive board.

6. Members who are absent from the City on the day of the election may, upon written request to the election committee not less than 3 days prior to the election, vote by absentee ballot. The election committee shall set up a procedure for receipt of such ballots to ensure that absentee voting shall be by secret ballot. Absentee ballots must be received by the election committee no later than one day prior to the election. The election committee shall not count absentee ballots until all voting has closed.

7. The candidate receiving the majority of votes shall be elected to each respective office.

8. Other membership votes required by these bylaws shall also be by secret ballot. Only members in good standing in the month prior to the election shall be permitted to vote. The absentee ballot provisions set forth in this section shall also apply to such other membership votes, except for votes to amend the By-Laws as provided in Section X.

9. The president shall be the judge of the election and shall resolve all disputes and issues.

Section VI

Committees

1. Bargaining Committee

- a. The Association shall have a Bargaining Committee consisting of the President and eight committee members appointed by the President.
- b. The President shall also appoint one of the other four officers to serve as the President's alternate.
- c. At least two committee members shall work in the Office of the City Attorney; at least two committee members shall work in the Office of the District Attorney; and at least two committee members shall work in the Office of the Public Defender.
- d. On any vote of the Bargaining Committee, the President and each committee member may vote; however, in the event that the President is not present to vote, his or her alternate may vote in his or her place.
- e. At the President's discretion, additional members may also serve on the Bargaining Committee. The additional members, however, are not entitled to vote in any vote of the Bargaining Committee.
- f. The Bargaining Committee shall serve as MAA's bargaining agent for collective bargaining under the Meyers-Millias-Brown Act. Cal. Gov. Code section 3500 et seq. and as MAA's agent for negotiations, mediation and interest arbitration under the San Francisco Charter.
- g. The Bargaining Committee shall report to the Executive Board of this Association when called upon to do so and shall give a full account of their activities.
- h. Any Memorandum of Understanding negotiated between the Association and the City and County of San Francisco shall not become effective until it is ratified by the membership by a majority vote.

2. Election Committee

- a. Upon the closing of nominations for officers as set forth above and at such other times as the President shall deem necessary, the president shall appoint an Election Committee of three members, none of whom shall be a candidate for election to any office.
- b. The Election Committee shall ensure the proper administration of Section V, Nomination of Officers and Executive Board Members and Election Procedures.

3. Other Committees

a. The President may appoint committees and subcommittees as he or she deems appropriate and necessary to carry out any duties or functions of the Association.

4. Endorsement Committee

(a) The Association shall have an Endorsement Committee consisting of the members of the Executive Board.

(b) The Committee shall have the authority to endorse or oppose candidates seeking election to public office and to sponsor, endorse, or oppose any ballot proposition, except when the membership is polled pursuant to Section VI, 4c, below. However, any such endorsement must be voted by 2/3 vote of the Board members present and voting at a closed board meeting considering such endorsement. Decisions on whether or not to endorse shall be taken by secret ballot. Unless the decision of the Board is unanimous, the numerical division of the Board on any endorsement shall be kept confidential by the Board, with only the fact of endorsement made public.

(c) One-third (1/3) of the members of the Board of Directors may require a poll of the membership regarding any endorsement by indicating a desire for such polling. Such motion to poll the membership must be made before the end of the Board meeting voting the endorsement. Any such poll shall be by secret ballot conducted in accordance with procedures established by the Board of Directors. Such poll may or may not require a mail ballot and shall be overseen by the General Election committee.

(d) Endorsements whether arrived at by section (b) or (c) above shall be binding on the Association. Individual members may make endorsements, but are prohibited from using the Association's materials and/or identification.

Section VII

Fees, Dues and Assessments

1. The bargaining unit represented by the Association is an agency shop.

2. Except as noted below, dues and assessments shall be in an account fixed from time to time by resolution of the officers and vote of the membership.

3. Dues and/or assessments may be fixed by a majority vote of the members present and voting at any regularly scheduled or special meeting. Before a vote fixing dues and/or assessments given at a regularly scheduled or special meeting taking place at least ten (10) days before the meeting where the vote fixed by vote of the membership may not be altered for six months after the vote fixing the rate of dues.

4. Each member of the Association shall sign a form authorizing deduction of Association dues. The dues of the Association shall be deducted by the City and County of San Francisco from each member's pay, following receipt by the Controller of such form.
5. No officers or members shall be exempt from the payment of dues or assessments.
6. Any member who has failed to pay the prior month's dues shall be deemed not in good standing.
7. Any employee in a bargaining unit position represented by the Association and covered by an agency shop agreement who is not a member of the Association shall be required to pay his or her fair share payments to the full extent permitted by law.

Section VIII

Meetings

1. Regular Meetings will be held no less frequently than once every six (6) months.
2. Special Meetings may be called by the President or any officer of the Association. Notice of such Special Meeting, together with a brief statement of the purpose of the special meeting and a general description of the proposed business to be discussed at the Special Meeting, shall be given at least three (3) days in advance of each meeting.

Section IX

Fiscal Year

1. The fiscal year of this Association shall be July 1 to June 30.
2. A complete financial report for the fiscal year shall be rendered to the membership at the next Regular Meeting following the close of the fiscal year.

Section X

Amending By-Laws

1. The authority to amend the By-Laws shall be accomplished by a two thirds (2/3) vote of the members present and voting in any Regular or Special Meeting provided that said proposed amendment(s) shall have been presented in writing, signed by at least five members, at a Regular or Special Meeting at least ten (10) days prior to the vote on the proposed amendment(s). A copy of the By-Laws in force, together with a copy of the proposed amendment(s), shall be provided to the members of the Association at the meeting prior to the vote at which the amendment(s) will be acted upon by the membership.

Section XI

Independence of the Association

1. This Association is an independent association, unaffiliated with any local, regional, state, national or international organization.

Approved by vote of the members of the Association on May 14, 1998

