

CONSTITUTION AND BYLAWS OF THE MUNICIPAL EMPLOYEES AGENCY FOR NEGOTIATION

ARTICLE ONE - NAME

The agency organized by selected municipal employees for the purpose set forth herein shall be designated the "Municipal Employees Agency for Negotiation (herein referred to as "MEAN").

ARTICLE TWO - PURPOSES

Section I

The purposes of MEAN shall be:

To promote the general welfare of its members employees, including but not limited to:

1. Improve economic conditions for members through collective bargaining,
2. Continue equal opportunity and affirmative action programs for all members,
3. Increase educational and training opportunities for all members,
4. Improve working conditions for all MEAN members,
5. Improve working relationships between the City of Livermore and MEAN members.

Section II

To attain the objectives set out in Section I above, MEAN shall meet and confer, with the City of Livermore or its duly authorized representatives pursuant to the provisions of the Meyers-Milias-Brown Act of 1968 (as amended), or any other applicable legislation, on all matters affecting wages, hours, working conditions and employer-employee relations.

MEAN retains the right to affiliate with any other organization to achieve its objectives if such affiliation would benefit the membership.

To serve the best interests of MEAN in meeting its objectives, the Board of Directors shall appoint such committee(s) as it deems appropriate.

ARTICLE THREE - NON-PROFIT ORGANIZATION

MEAN shall be a non-profit organization.

ARTICLE FOUR - MEMBERSHIP

Membership shall be open to all employees listed as MEAN employees in the latest Personnel Salary Schedule of the City of Livermore, which is attached as an Appendix to these bylaws.

Other positions within the City of Livermore may be represented by MEAN as mutually agreed to between the City of Livermore and MEAN.

There shall not be discrimination in the acceptance of membership due to race, color, creed, or sexual orientation.

ARTICLE FIVE - MEMBERSHIP DUES

Section I

MEAN Dues shall be collected monthly by voluntary payroll deduction. The amount of the dues collection shall be determined by a majority of the membership in good standing. The initial dues shall be 0.2% of base salary, and may be modified by a subsequent vote.

Any MEAN member who has paid MEAN dues for the previous four consecutive pay periods (or have enrolled for paying dues if employed with the City of Livermore for less than 4 pay periods) shall be deemed a member in good standing. Members who have not paid such dues shall not be considered members in good standing.

All dues shall be maintained in a bank account. All checks, transfers or debit card use shall be approved by the President, Vice President or by two members of the Board of Directors. The Treasurer may transfer money between accounts held by MEAN.

Section II

Dues collected may be appropriated by the MEAN Board for, but not limited to, the following purposes:

1. Consulting services for purposes of negotiating a Memorandum of Understanding between MEAN and the City of Livermore. This shall include the cost of auditing the City of Livermore's finances, professional negotiation assistance, and legal counsel on negotiation items.
2. Legal counsel for MEAN necessary to uphold the objectives of MEAN as outlined in Article Two.
3. Reproduction and copying services associated with voting on a negotiated contract or Memorandum of Understanding between MEAN and the City of Livermore.
4. Reproduction and copying services associated with elections, approvals of amendments to the MEAN Constitution and Bylaws, and the MEAN newsletter.
5. Other expenditures deemed appropriate by the Board.

Section III

No dues shall be expended in a lawsuit by an individual against the City of Livermore.

ARTICLE SIX - BOARD MEMBERS AND THEIR ELECTION

Section I - Governance

MEAN shall be governed by a Board of thirteen (13) Directors, who shall represent the members at large. The officers of the Board of Directors shall consist of a President, a Vice-President, a Treasurer, a Secretary, and shall have nine Members at Large. The President, Vice-President, Treasurer, and Secretary may be MEAN Members from any City Department/Work Area. The Members at Large shall be comprised of MEAN Members as follows in order to ensure the General Membership has broad representation on the Board of Directors:

Work Area/Departments	Number of Members at Large
Airport/Library/Multi-Service Center,	One
City Hall	Two
Police Department	Two
Public Works/Maintenance Service Center	Two
Water Treatment Plant	Two

Section II - Board Election

1. Each Board member shall be elected for a term of two years. In addition to establishing election procedures, the purpose of the following Board Election provisions are to ensure that the Board reflects the diverse work area and departments that comprise the MEAN Membership. All candidates for Member at Large shall stand for election before the entire membership.
 - a) In odd numbered years, except as prescribed in Section II.1.c below, the following positions shall be open for election: President, Secretary, five Members at Large representing work areas/departments as follows: one from Airport/Library/Multi-Service Center, one from City Hall, one from the Police Department, one from Public Works/Maintenance Service Center, one from the Water Treatment Plant.
 - b) In even numbered years, except as prescribed in Section II.1.d below, the following positions shall be open for election: Vice-President, Treasurer, four Members at Large representing work areas/departments as follows: one from City Hall, one from the Police Department, one from Public Works/Maintenance Service Center, one from the Water Treatment Plant.
 - c) For the September 2013 election, the following positions shall be open for election: President, Secretary, five Members at Large representing work areas/departments as follows:

One Member at Large from the Airport/Library/Multi-Service Center
One Member at Large from City Hall
One Member at Large from the Police Department
One Member at Large from Public Works/Maintenance Service Center
One Member at Large from the Water Treatment Plant

- d) For the September 2014 election, the following positions shall be open for election: Vice-President, Treasurer, four Members at Large representing work areas/departments as follows:

One Member at Large from City Hall
One Member at Large from the Police Department.
One Member at Large from Public Works/Maintenance Service Center
One Member at Large from the Water Treatment Plant

- e) If there is no candidate for a Member at Large position from a prescribed work area/department, that position will be filled by the candidate for a Member at Large position who receives the highest number of votes without having won election in the most recent general election regardless of that candidate's work area or department.
- f) A Member at Large who is currently in office as of the date of the annual general membership meeting in shall not be required, as a result of these amendments, to resign from the Board before the scheduled end of his or her term. Any Member at Large remains subject to replacement or removal pursuant to Section IV.

2. Nominations for the election of the members of the Board of Directors, including the officers, shall take place at an annual general meeting in September of each year. Nominations may be made either in orally or in writing by members in good standing. Members who are not in good standing shall be disqualified from standing for election. If a sitting Board member accepts a nomination for another Board position, then that Board member shall vacate his/her current position and MEAN shall accept nominations to fill the Board position left vacant by that Board member. Once all nominations have been taken at the general meeting, the President shall appoint a member of the Board of Directors to serve as the Elections Clerk, who shall be a MEAN member not running in a contested election.
3. Within one week of the September general meeting, the Elections Clerk shall contact all nominated individuals and determine their willingness to stand for election. Within ten calendar days of the September general meeting, the Elections Clerk shall deliver to all MEAN members a ballot, showing all nominated individuals willing to stand for election to the Board of Directors. The front side of the ballot shall contain a list of nominated individuals. The back side of the ballot shall have upon it the name of the individual to which the ballot was delivered. Only members in good standing shall be permitted to vote.

4. Within two weeks of the September general meeting, the Elections Clerk shall collect all ballots. Ballots transmitted via electronic mail or the original delivered ballots which show the name of the person to which it was delivered shall be counted. Neither reproduced ballots nor ballots from members not in good standing shall be counted. The candidates receiving the most votes shall be elected to each office. The Election Clerk shall determine who has been elected to the Board of Directors within 15 calendar days of the September general meeting. The Elections Clerk shall make every effort to not discover the vote of any Agency member, and shall keep all ballots in confidence. The Elections Clerk shall deliver a notice to all MEAN members announcing the results of the election within three weeks of the September general meeting. All ballots shall be kept by the Election Clerk until the next general meeting the following January.
5. Board Members shall take office effective October 1st in the year in which they are elected.

Section III - Grievance Committee

1. The Grievance Committee shall consist of the President, and the two appointed Grievance Members. All grievance matters shall be handled by the Grievance Committee, subject to the general oversight of the Board.
2. The President shall nominate two Members at Large to serve as Grievance Members on the Grievance Committee.

Section IV - Replacement and Removal of Board Members

1. Any Board member, including Board officers, may be removed by an affirmative vote of two thirds of the other Board members for failing to uphold the responsibilities of the office as defined in Article Six, Section V, or for failing to continuously remain a member in good standing.
2. With the exception of the President, any vacancies on the Board of Directors created by a resignation, removal, death, or retirement shall be handled in one of the following ways, at the discretion of the majority of remaining Board members:
 - a) Based on the results of the most recent general election, the position may be filled by the person who received the highest number of votes for that particular position without having won election; or
 - b) The Board may call a general meeting for nominations, and hold a special election to fill the vacant position; or
 - c) The Board may leave the position unfilled until the next regularly scheduled election; or
 - d) In the case where the Vice-President, Secretary, or Treasurer position(s) was filled in an uncontested election, the Board may fill that position(s) with one of the other Board members.

3. If the office of the president is vacated, the vice-president shall immediately become president.

Section V - Responsibility of the Board

1. Board of Directors - The Board's duties are as follows:
 - a) To uphold the purposes of MEAN as outlined in Article Two.
 - b) To appropriate funds for various expenditures.
 - c) To appoint negotiator(s) for contract negotiations with the City of Livermore.
 - d) To prepare Board meeting minutes as directed by the President
 - e) To abide by all the provisions of the MEAN Bylaws and Constitution.
 - f) To attend called meetings.
 - g) To recommend changes and additions for improvements to the City's Personnel Rules and Regulations.
 - h) To make recommendations regarding employee compensation, fringe benefits, and other terms and conditions of employment.
 - i) To act as liaison for MEAN members regarding personnel issues.
2. President - The President's duties shall be, but not limited to:
 - a) To preside at meetings of the Board of Directors, the annual general meeting, and other general meeting(s) that may be called by the Board or the President.
 - b) To appoint an Election Clerk at the January general meeting.
 - c) Call regular and/or emergency meetings of the Board of Directors.
 - d) To keep the Board and all Agency members informed as to the status of all discussions and negotiations undertaken on their behalf.
 - e) To execute the directives of the Board of Directors.
 - f) To appoint on a rotating basis Members at Large to complete Board meeting minutes.
 - g) To act as Editor-in-Chief of the Agency Newsletter.
 - h) To authorize the Treasurer to sign checks drawn from the MEAN treasury for expenditures authorized by the Board.
 - i) To issue formal correspondence of MEAN to the City of Livermore, subject to the prior consent of the full Board.
 - j) Make official representations on behalf of MEAN.
 - k) Sign collective bargaining agreements or memoranda of understanding on behalf of MEAN.
 - l) Hire outside consultants with the consent of the MEAN Board.
 - m) To delegate the above duties to other Board Member(s) as appropriate.
3. Vice-President - The Vice-President's duties are as follows:
 - a) To fulfill the duties of the President in the absence or incapacity of the President, or if requested to do so by the President.
4. Secretary - The Secretary's duties are as follows:
 - a) Keep all meeting minutes on file for access by MEAN members

- b) To notify Board members of regular or emergency Board meetings
 - c) To keep all files of MEAN current and accurate.
 - d) Keep an up to date record of members in good standing.
5. Treasurer - The Treasurer's duties are as follows:
- a) Shall handle all moneys received by MEAN, including MEAN dues collections.
 - b) Serve as liaison with the City of Livermore for receiving dues collections.
 - c) Keep an accurate account of all funds received and distributed out of the MEAN Treasury.
 - d) Make reports to the Board as requested by the President.
 - e) Make a report at the annual general meeting on the financial status of MEAN.
 - f) Sign all checks drawn from the MEAN Treasury for expenditures authorized by the Board.
 - g) File necessary reports with appropriate government agencies that ensures the Agency's non-profit status.
 - h) Maintain a bank account.
6. Members-at-Large – Members-at-Large duties are as follows:
- a) Attend regular monthly Board Meetings, regular Annual Membership Meetings, and other Board/Membership Meetings as needed.
 - b) Provide work/group/area representation to the members of their areas, and serve as the voice of those members on the MEAN Board.
 - c) Provide first-level representation for members in their work areas who are in need of representation in discipline and work area issues, except in circumstances where the Board determines, in its discretion, that representation should be provided by another Officer or Member at Large.

ARTICLE SEVEN - RESPONSIBILITIES OF THE MEMBERSHIP

Through the creation of the Agency by its adoption of Resolution 9-77, the City Council has granted exclusive recognition to the Agency as representative of all employees as identified in Article Four. Therefore, unless an individual exercises his or her rights to self- representation prior to reaching agreement on a memorandum of understanding, that individual is bound by the memorandum of understanding negotiated on his or her behalf by MEAN.

If, by a majority vote of all members, it is determined that dues collection is necessary for purposes outlined in Article Five, all members are responsible for paying dues as set by the Board and as confirmed by a vote of the membership in good standing.

In general, it is the responsibility of the membership to abide by decisions reached by the MEAN Board and its representatives with the City, and to participate as fully as possible in meetings that provide direction to the MEAN Board on various matters.

ARTICLE EIGHT - MEETINGS

1. Meetings of the Board of Directors shall be called by the President or his or her designated representative, or at the request of a majority of the Board.
2. There shall be one (1) annual general meeting in January of each year for the purpose of accepting nominations for the Board of Directors. An Election Clerk shall be appointed by the President at that meeting. Other general meetings may be called by the President, or a majority of the Board as needed, with the President providing a one-week notice of such general meetings.
3. All meetings shall be open to the membership.
4. Notices of upcoming regular Board or general meetings and summaries of action taken at regular meetings shall be placed in the MEAN newsletter.
5. "Robert's Rules of Parliamentary Procedure", as revised to date, shall be the authority for all parliamentary procedure, and in all matters not covered by these bylaws, except when in conflict with specific provisions contained herein.

ARTICLE NINE - QUORUM

A quorum for purposes of making decisions shall consist of six (6) members of the Board, except that appropriations shall require the affirmative vote of at least six (6) Board members.

ARTICLE TEN - AMENDMENTS

Amendments to these bylaws may be made as follows:

1. The proposed amendment(s) must be approved by a minimum of two-thirds of the Board Members currently holding office. Proposed amendment(s) shall indicate the date when it (they) shall become effective.
2. Within two weeks of Board approval, the President shall deliver a copy of the proposed amendment(s) and a ballot for voting on the proposed amendment(s) to all MEAN members. The back side of the ballot shall have upon it the name of the individual to which the ballot was delivered.
3. Within three weeks of Board approval of the proposed amendment(s), the President
4. shall collect all ballots. The President shall determine the results of the ballot. Ballots transmitted via electronic mail or the original ballots which show the name of the person to which it was delivered shall be counted. Reproduced ballots shall not be counted.
5. Subsequent to Board approval, the proposed amendment(s) must be approved by a 2/3's vote of the voting Agency membership in good standing (two-thirds of those voting).

ARTICLE ELEVEN - NEGOTIATIONS

Negotiations covering wages, fringe benefits, and other terms and conditions of employment between the City of Livermore and MEAN shall be in conformance with the provisions of the Meyers-Milias-Brown Act of 1968, any amendments thereto, and any

further applicable law. Negotiators shall be appointed by a majority of voting Board members.

Any memoranda of understanding between MEAN and the City of Livermore shall not become effective until it is ratified by a majority of the voting membership in good standing (a majority of those voting).

ARTICLE TWELVE - GOVERNING BYLAWS

This Constitution and Bylaws approved by the Municipal Employees Agency for Negotiation by its general membership vote shall supersede any and all previous bylaws of MEAN and shall take effect August 28, 2013.