

PACIFIC SERVICE EMPLOYEES ASSOCIATION OF PG&E



CONSTITUTION & BYLAWS

Current through: 01/28/2019

**PACIFIC SERVICE EMPLOYEES
ASSOCIATION OF PG&E**

**1390 Willow Pass Road, Suite 240
Concord, California 94520**

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Effective January 9, 1917	Amended November 12, 1989
Amended March 9, 1920	Amended May 5, 1990
Amended March 8, 1921	Amended September 20, 1991
Amended August 21, 1964	Amended September 24, 1993
Amended January 1, 1971	Amended November 3, 1994
Amended January 1, 1983	Amended July 31, 1998
Amended November 1, 1985	Amended October 4, 2001
Amended September 15, 1986	Amended October 12, 2005
Amended September 14, 1987	Amended October 5, 2005
Amended September 4, 1988	Amended October 3, 2007
Amended September 13, 1988	Amended October 1, 2008
	Amended October 7, 2009

CONSTITUTION OF PACIFIC SERVICE EMPLOYEES ASSOCIATION OF PG&E

ARTICLE I

NAME AND HEADQUARTERS

Section 1. The name of this organization is Pacific Service Employees Association of PG&E (hereinafter called "Association"). *(Resolution No. 506, 9/89)*

Section 2. The principal place of business and headquarters of the Association shall be in the City of Concord and County of Contra Costa, California, and at such place as the Board of Trustees shall designate. *(Resolution No. 509a, 9/90)*

ARTICLE II

OBJECTS AND PURPOSES

Section 1. The objects of the Association are:

- a. To promote, foster, advance and maintain a spirit of fraternity and fellowship among its members;
- b. To provide for and advance the interests of its members by means of the conduct, directly or indirectly, of educational, social and recreational activities. *(Resolution No. 509b, 9/90)*

Section 2. The Association shall be operated for the purposes stated in Section 1 of this Article. The net earnings of the Association shall be devoted exclusively to social and recreational purposes and no part of its net or surplus earnings shall ever inure to the benefit of any individual officer or member, except as such earnings may properly be used in the accomplishment or furtherance of its objects and purposes. *(Resolution No. 549, 11/94)*

ARTICLE III

TITLES AND DEFINITIONS

Section 1. Whenever used in this Constitution or in the Bylaws of the Association, unless otherwise qualified:

- a. The title "Association" means the Pacific Service Employees Association of PG&E. *(Resolution No. 506, 9/89)*
- b. The title "Company" means the Pacific Gas and Electric Corporation, or its California subsidiaries and affiliates; *(Resolution No. 457, 1/83); (Resolution 563, 7/98)*
- c. The title "Board" means the duly elected and qualified Board of Trustees of the Association;
- d. The title "Member" means active, retired, associate and/or adult children (21+) of current PSEA Members as Associate members of the Association; *(Resolution No. 549, 11/94), (Resolution No. 572, 10/01)*
- e. The title "Active Member" means a member of the Association employed by PG&E, or its domestic subsidiaries or affiliates; *(Resolution No. 549, 11/94)*

- f. The title "Retired Member" means a retired member of PG&E, or its domestic subsidiaries or affiliates; *(Resolution No. 549, 11/94)*
- g. The title "Associate Member" means a member, associated with PG&E through other means than active or retired employees, who have left PG&E's employ and being in good standing with the Association, or who is working under contract or whose company has been contracted by PG&E, or an immediate Family member of a current PSEA Member; *(Resolution No. 549, 11/94); (Resolution No. 572, 10/01); (Resolution No, 582, 10/08)*
- h. The terms "Chapter" and "Chapters" mean respectively a duly organized Chapter or Chapters, of the Association; *(Resolution No. 522, 9/91)*
- i. The title "Chapter Chairman" means a duly elected and qualified chairman of a Chapter; *(Resolution No. 469, 11/85)*
- j. The title "Trustee" means a duly elected and qualified member of the Board of Trustees;
- k. The title "Employee" means an employee of the Association; and
- l. Words used in the masculine gender include the feminine and neuter, unless specifically stated otherwise. *(Resolution No. 476, 9/86)*

ARTICLE IV MEMBERSHIP

Section 1. Membership in the Association shall be divided into three classes, viz.: Active Members, Retired Members, and Associate Members which include Contractors and Family members which include adult children (21+), brothers and sisters (21+) and parents of current PSEA Members as PSEA Associate Members. *(Resolution No. 549, 11/94); (Resolution 580, 10/07); (Resolution No. 582, 10/08) (Resolution No. 583, 10/09)*

Section 2. Subject to the provisions of this Constitution and Bylaws, any employee, past employee or adult children (21+) of a current PSEA Member of the Association or Company is eligible to become a Member of this Association. *(Resolution No. 549, 11/94); (Resolution No. 572, 10/01)*

Section 3. A Member of the Association shall automatically be eligible to become a Retired Member upon retirement from the Association or Company. *(Resolution No. 549, 11/94)*

Section 4. Members, Retired Members or Associate Members and adult children (21+) of current PSEA Members shall be entitled to participate in all activities and enjoy all rights and privileges of the Association. Retired Members or Associate Members shall not be entitled to vote or hold office, with the exception that the Retiree Trustee may exercise his right to vote as an appointed member of the Board of Trustees. *(Resolution No. 549, 11/94); (Resolution No. 572, 10/01)*

ARTICLE V

CONTROL AND ADMINISTRATION

Section 1. The government, administration and control of the Association and all of its activities shall be vested in a Board of Trustees. (*Resolution No. 520, 7/12/91*)

Section 2. The Board shall consist of the immediate past Chairman of the Board, Chairman, Vice Chairman, five (5) Trustees of the Association to be elected by the membership in the manner provided in the Bylaws, one chapter trustee to be elected by the membership in the manner provided in the bylaws and two Retiree trustees to be appointed by the Chairman of the Board. (*Resolution No. 549, 11/94*); (*Resolution 556, 01/95*)(*Resolution 581 10/07*)

ARTICLE VI

OFFICERS

Section 1. The officers of the Association shall be a Chairman, Vice Chairman, and Treasurer who shall be elected by the Board and a President who shall be approved by the Board. Additional officers may be appointed by the Chairman subject to confirmation by the Board. (*Resolution No. 549, 11/94*)

ARTICLE VII

CHAPTERS

Section 1. Chapters of the Association may, in the discretion of the Board, be organized. The aims and purposes of such Chapters shall be to facilitate the carrying out of the objects and purposes of the Association as set forth in Article II of this Constitution. (*Resolution No. 549, 11/94*)

Section 2. The Board shall prescribe the procedure for the organization, establish the form of government, and define the rights and powers of Chapters of this Association. (*Resolution No. 549, 11/94*)

ARTICLE VIII

AMENDMENTS

Section 1. Proposed amendments to this Constitution shall be presented in writing, signed by at least twenty-five (25) members, at any regular meeting of the Board. By a majority vote of the Board, the proposed amendments shall be submitted to the membership at a regular or special meeting of the Association. Due notice shall be given all members of the Association of proposed amendments at least thirty (30) days in advance of such meetings. A two-thirds (2/3) affirmative vote of all members present at such meeting shall be necessary for the adoption of amendments.

ARTICLE IX

VOTING POWER

Section 1. A member of the Association is entitled to one (1) vote.

Section 2. Retired and Associate Members of the Association have no vote, with the exception that the Retiree Trustees may exercise their right to vote as an appointee member of the Board of Trustees. *(Resolution No. 549, 11/94); (Resolution No. 556, 01/95); (Resolution No. 572, 10/01)*

Section 3. A roll call shall be ordered on the demand of eleven (11) members on any question before the Association. *(Resolution No. 549, 11/94)*

Section 4. Voting by proxy shall not be allowed at any meeting of the Association or any of its Committee meetings.

ARTICLE X

DISSOLUTION

Section 1. On the dissolution of the Association, its assets remaining after payment of, or provision for the payment of, all debts and liabilities of the Association shall be distributed for social or recreational purposes, as provided in Article II, Objects and Purposes. *(Resolution No. 549, 11/94)*

ARTICLE XI

PARLIAMENTARY LAW

Section 1. Robert's Rules of Order shall be the governing parliamentary law of the Association in all cases not definitely provided for by this Constitution, the Bylaws, or the rules of the Association. *(Resolution No. 476, 9/86)*

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Effective January 9, 1917	Amended September 13, 1988
Amended March 9, 1920	Amended September 12, 1989
Amended December 28, 1945	Amended May 5, 1990
Amended August 22, 1947	Amended September 20, 1991
Amended April 23, 1954	Amended August 18, 1993
Amended August 21, 1964	Amended December 3, 1993
Amended January 1, 1982	Amended November 3, 1994
Amended January 1, 1983	Amended January 21, 1995
Amended August 17, 1984	Amended January 30, 1998
Amended January 1, 1986	Amended October 4, 2001
Amended November 14, 1986	Amended November 28, 2005
Amended August 1, 1987	Amended June 30, 2006
Amended May 6, 1988	Amended December 8, 2006
	Amended October 3, 2007

BYLAWS OF PACIFIC SERVICE EMPLOYEES ASSOCIATION OF PG&E

ARTICLE 1 MEMBERSHIP

Section 1. Any person qualified under the Constitution of the Association may become a member.

Section 2. Membership in the Association shall be based upon receipt of written application and appropriate dues, in form to be prescribed by the Board, at the office of the Association.

Section 3. Upon receipt of a properly prepared and signed membership application and appropriate dues, the Association Office shall notify the applicant of acceptance. Receipt, by an applicant of a membership card shall constitute notice of approval of application and membership. (*Resolution No. 458, 1/83*)

Section 4. When a member fails to pay dues, membership in the Association thereupon automatically terminates, and such member shall not thereafter be entitled to participate in or receive any benefits of, the Association's activities. (*Resolution No. 549, 11/94*)

Section 5. The status and rights of a member who is on leave of absence from, retires from, resigns from, or is discharged, or temporarily laid-off by, the Company or Association shall be fixed and determined by resolution of the Board. (*Resolution No. 549, 11/94*)

Section 6. Any member failing to pay dues within thirty (30) days after the due date shall be notified of the delinquency by the Association Office, and if such dues are not paid within sixty (60) days after such notice, such member shall automatically stand suspended and shall cease to be a member. Suspended members may be reinstated if a reinstatement fee equal to one (1) year's dues is received in Addition to the current year dues. (*Resolution No. 575, 6/06*).

Section 7. For reasons deemed sufficient by the President, he/she may terminate the membership of any member who has been determined to not be in good standing, provided, however, no such membership shall be terminated under this section while a member is disabled and rightfully receiving or entitled to receive benefits under any Plan which requires that he be a member of this Association in good standing.

Within sixty (60) days of such termination, the member may request a full and fair review of the decision. The member also has the right to examine related documents and to make written statements he believes are appropriate. All such appeals shall be heard by an Appeal Board, consisting of three (3) members to be appointed by the Chairman of the Board. A final ruling will be made within sixty (60) days after the member files a request for review. (*Resolution 576, 12/06*)

ARTICLE II MEMBERSHIP DUES

Section 1. The dues of active, retired, associate and adult children (21+) of current PSEA Members for each calendar year beginning January 1 shall be payable annually in advance of December 1, of the previous year, and in such manner and amount as the Board may prescribe, provided, however, that: *(Resolution No. 549, 11/94); (Resolution No. 572, 10/01)*

- a. The dues of a member joining the Association at a time other than coinciding with the start of the calendar year, shall be prorated at the appropriate rate as determined by the Board for the period July 1 through December 31. *(Resolution No. 549, 11/94)*
- b. The provisions of paragraph a. hereof shall be applicable only to persons not therefore members of the Association, and to ex-members who were not members of the Association during the year immediately prior to making of application.
- c. The conditions under which dues become delinquent, thereby resulting in loss of membership, shall be determined by the Board.

Section 2. The refund of dues, or any portion thereof, shall be made only in accordance with regulations prescribed by the Board. *(Resolution No. 549, 11/94)*

ARTICLE III ANNUAL AND SPECIAL MEETINGS OF THE MEMBERSHIP

(Resolution No. 499, 9/88)

Section 1. The Annual Meeting of the Membership shall be held in the month of September, or as determined by the Board, on the day, at the time and in such place as the Board shall designate. *(Resolution No. 547, 9/94)*

Section 2. Special meetings of the Membership may be called by the Chairman of the Board, or by the majority of the Board, and shall be called at the written request of twenty-five (25) members of the Association. *(Resolution No. 532, 8/93)*

Section 3. Notice of the Annual Meeting and of any special meeting of the Membership shall be given to the membership by the Secretary-Treasurer at least ten (10) days prior to such meetings. The manner of giving notice of any such meeting shall be fixed by the Board. *(Resolution No. 458, 1/83)*

Section 4. At the Annual or any special meetings of the Membership twenty-five (25) members shall constitute a quorum for the transaction of business. If less than a quorum is present, the meeting may be adjourned from time to time by a majority of members present for a period not exceeding one month at any one time, without any notice other than by announcement at the meeting, until a quorum is present. At any adjourned meetings, at which a quorum is present, any business may be transacted which might have been transacted at the original meeting. *(Resolution No. 458, 1/83)*

ARTICLE IV ELECTION OF TRUSTEES

Section 1. At least sixty (60) days prior to the Annual Meeting of the Membership, the Chairman of the Board shall appoint a Nominating Committee composed of members of the Association. It shall be the duty of said Committee to submit a report containing the names of the required number of members to be voted upon for the office of Trustees for a term of three (3) years. The report of the Nominating Committee shall be submitted to the membership at a meeting of the membership to be called and held for that purpose at least thirty (30) days prior to the date of the election, which date shall be set by the Board. The recommendations of said Committee shall not debar any members of the Association from placing in nomination the names of other members to be voted upon for Trustee; provided, however, that all such additional nominations must be made at the meeting held for the purpose of receiving the Nominating Committee's report. *(Resolution No. 549, 11/94)*

If there are more nominees than Trustees to be elected, the election shall be decided by ballot. The names of all members duly nominated shall be placed upon the ballots to be used in the election. The required number of candidates receiving the highest number of votes cast for Trustee shall be declared elected. *(Resolution No. 549, 11/94)*

When there is no contest for the office of Trustee, the Secretary may be instructed to cast a unanimous ballot electing the required number of members nominated by the Nominating Committee. *(Resolution No. 520a, 7/91)*

Trustees shall take office on the first day of January following their election.

Section 2. The Chapter Trustee-Elect for the Board of Trustees will be elected by the current Chapter Chairmen for a term of two (2) years. Nominees for the election can be current Chapter Chairman, Past Chapter Chairman, Vice Chapter Chairman or Chapter Treasurers. If none of these positions are nominated for Chapter Trustee Elect, other Chapter volunteers can be nominated, *(Resolution No. 581, 10/07)* *(Resolution 584 11-09-2013)*

Section 3. Vacancies in the Board occurring during the interval between annual meetings shall be filled for the unexpired term by the nomination of the Chairman of the Board and approval of the majority of the remaining Trustees. No vacancy on the Board shall impair the right of remaining members to exercise all powers of the Board. *(Resolution No. 506, 9/89); (Resolution No. 549, 11/94)* *(Resolution 585 11-09-2013)*

Section 4. The Board shall have full power and authority to finally and conclusively decide any question or controversy arising out of or in connection with the election of Trustees under this Article. *(Resolution No. 506, 9/89)*

Section 5. It is the desire of the Board of Trustees/Directors to establish a standard to achieve maximum attendance at Board Meetings and to provide adequate volunteer representation for the membership. The Board has established an attendance standard that states if a Board member is absent for 50% of the regular Board Meetings per calendar year, without cause, the Board Member would be asked to resign from the Board. The Chairperson of the Board will ask for said resignation by letter from the Board. *(Resolution 551 01/95, rev 1/28/19)*

ARTICLE V TRUSTEES' MEETINGS

Section 1. The Annual Meeting of the Board shall be held within sixty (60) days after the Annual Meeting of the Membership. Such meeting shall be called by the Chairman of the Board and shall be held on the day, at the time and in such place as the Board shall designate. *(Resolution No. 499, 9/88)*

Section 2. Regular meetings of the Board during the year shall be held at such times as the Chairman of the Board shall designate. Special meetings of the Board may be called by the Chairman of the Board, or by a majority of the Trustees. Notice of the Annual Meeting and of any meeting of the Board shall be given to each Trustee, either personally, or by letter, telephone, transmitted facsimile, or electronic mail. At least ten (10) days notice shall be given of the Annual or regular meetings of the Board and not less than three (3) business days notice of any other meeting. Electronic meeting final vote totals will be emailed to all Board members by the end of the following business day. *(Resolution No. 524, 2/93); (Resolution No. 574, 10/01)*

Section 3. The acts of the Board, or any majority thereof, at any regular or special meeting, shall be valid, notwithstanding that such meeting may not have been called, or notice thereof given, as in this Article provided, if the same shall be assented to in writing by all members of the Board, and if so assented to, they shall be as valid and effective as if passed at a meeting regularly called and held, of which all Trustees had notice. *(Resolution No. 458, 1/83)*

Section 4. A majority of the Board in office shall constitute a quorum for the transaction of business, but a less number may adjourn a meeting from time to time until a quorum is present. *(Resolution No. 458, 1/83)*

Section 5. At meetings of the Board, business shall be transacted in such order as from time to time the Chairman of the Board shall designate, or the Board may prescribe by resolution. *(Resolution No. 458, 1/83)*

Section 6. At all meetings of the Board, the Chairman of the Board, or in his absence the Vice Chairman, shall preside.

Section 7. Normally, meetings of the Board will be attended by Members of the Board, the President, and a recording secretary. In addition, at its pleasure, the Board may invite staff members, the Board's attorney, vendors, or guests to provide reports of activities, updates, or business opportunities. They may also, from time to time, invite potential future Board Members in order to observe the business proceedings of the Association.

Section 8. Executive Sessions of the Board are closed to all but members of the Board. Other Association members or outsiders may be invited to attend when they have important information to share, but they do not have the right to attend. Any Board member can make a motion to go into Executive Session. This motion is a privileged motion and is adopted by a majority vote. If the motion is adopted, all non-Board

members are required to leave until the Board votes to end the Executive Session. Most disciplinary actions against a member must be discussed in Executive Session. No business may be transacted in an Executive Session. Once discussions are completed, the Board votes to close the Executive Session and if any action is required, the motion can be made in open session and voted on with no further discussion. Discussions in an Executive Session are confidential and known only to its members. Members may not divulge the proceedings of an Executive Session and can be punished if they do so. Anyone not a member who is invited to stay for all or part of an Executive Session, (for example, the President or an employee of the Association) is honor bound not to tell what happened in the Executive Session.

ARTICLE VI BOARD OF TRUSTEES

Section 1. The Board shall constitute the ruling and governing body of the Association; shall exercise general supervision over its affairs; shall have and exercise all powers needful for the accomplishment of the purposes of the Association; and shall have full authority to expend the funds of the Association for any purpose or purposes it may deem necessary or proper, not inconsistent with the Constitution or the Bylaws.

Section 2. Without in any way restricting the foregoing general power and authority, the Board shall have full power with respect to the following matters:

- a. To approve, ratify and confirm acts of any special committee of the Association. (*Resolution No. 549, 11/94*)
- b. By affirmative vote of a majority of the Board to adopt, amend, revise or repeal bylaws governing the conduct of affairs of the Association, not inconsistent with the objectives and purposes thereof, provided, however, that no bylaws so made, shall invalidate any prior act of the Board which would have been valid had such bylaw not been made.

Section 3. Each of the members of the Board shall be entitled to reimbursement for necessary expenses in attending any meeting of the Board called in the manner prescribed by these Bylaws, but in all cases the claims for such expenses shall be approved by the Chairman of the Board or his designated representative before being paid by the Treasurer. (*Resolution No. 458, 1/83*)

ARTICLE VII OFFICERS

Section 1. At its Annual Election Meeting, the Board for the ensuing year shall elect a Vice Chairman who will automatically become Chairman the following year from its membership which has been elected as provided by Article IV of the Bylaws, and a Treasurer, who shall hold the office for one year, commencing on the first day of January following their election, unless removed for cause, and until their successors shall have been elected and qualified. The Chairman shall not be eligible for re-election either as Chairman or Vice Chairman for a period of three (3) years following his tenure of office. (*Resolution No. 579, 11/05*) (*Resolution 586, 11/11*).

The President and Treasurer need not be members of the Board. (*Resolution No. 549, 11/94*)

The Chairman may appoint, subject to confirmation by the Board, the secretary and such other officers as deemed necessary, who shall have such authority and shall perform such duties as from time to time may be prescribed by the Board, and they shall hold office during its pleasure. (*Resolution No. 519, 7/91*); (*Resolution No. 540, 11/93*); (*Resolution No. 549, 11/94*)

Section 2. Powers and duties of the Chairman of the Board.

Subject to the control of the Board, the Chairman shall have general charge of overall Board activities. By virtue of his office he shall be a member of all committees appointed by him. It shall be the duty of the Chairman: (*Resolution No. 549, 11/94*)

- a. To see that the objects and purposes of the Association are strictly maintained and carried out and that the constitution and Bylaws are adhered to.
- b. To call such meetings as are herein provided for and to preside over all meetings of the Association and the Board. (*Resolution No. 458, 1/83*)
- c. To appoint the General Auditor, the Disability Plan Appeals Board, Retiree Trustees and all special committees of the Association. (*Resolution No. 549, 11/94*)
- d. To discharge all necessary executive functions of the Board when that body is not in session.
- e. To present at the Annual Meeting of the Board a written report, therein setting forth all his official acts during the year, exhibiting the general condition of the Association, listing the general accomplishments during the year, and making such recommendations as he deems necessary or expedient for the welfare of the members.
- f. To perform such other duties appertaining to his office as the Board may direct.

Section 3. Powers and duties of the Vice Chairman of the Board.

The Vice Chairman shall assist the Chairman in the discharge of his duties and shall possess the power and may perform the duties of the Chairman in his absence or disability. He shall do and perform such other duties as may be from time to time assigned to him by the Chairman of the Board. (*Resolution No. 537, 8/93*)

Section 4. Powers and duties of the President. (*Resolution No. 549, 11/94*)

The President is responsible for the overall management of the Association. It shall be the duty of the President: (*Resolution No. 549, 11/94*)

- a. To develop short and long range goals and objectives for the Association.
- b. To develop plans for accomplishing the goals and objectives.
- c. To prepare an annual budget and maintain budgetary controls.

- d. To organize and staff Association positions.
- e. In event of absence or disability of both the Chairman and Vice Chairman, to call all meetings to order and preside until a chairman pro-tem shall be selected.
- f. To collect all money due the Association, keep a correct account thereof in proper books, and pay said money within ten (10) days after its receipt to the Treasurer.
- g. To have charge of the accounts, books and papers of the Association, the Association employees, and the offices of the Association headquarters, and to have the same open at least seven and one-half hours each day except Saturdays, Sundays and legal holidays for the transaction of Association business.
- h. To conduct the correspondence of the Association and to submit copies to interested parties.
- i. To sign and execute all authorized contracts or other obligations. (*Resolution No. 458, 1/83*)
- j. To standardize all forms used by the Association, keep a supply on hand and furnish them to the Chapters at no cost. (*Resolution No. 549, 11/94*)
- k. To promptly carry out all instructions and directions of, and do and perform all acts required of him by, the Board of Trustees. (*Resolution No. 519, 7/91*)
- l. To perform all such other duties appertaining to his office as the Board may direct. (*Resolution No. 458, 1/83*)
- m. To execute to the Association a bond, annually in a surety company, in such sum and with such sureties as shall be required by the Board, to insure the faithful performance of his duties as prescribed herein. (*Resolution No. 517, 2/91*)
- n. To see to the publication of the resolutions and proceedings of all meetings within a reasonable time after each meeting by sending a copy thereof to each member of the Board. (*Resolution No. 549, 11/94*)
- o. To receive, duly file and safely keep all papers and documents addressed or belonging to the Board and to present such as may require its action at each meeting. (*Resolution No. 549, 11/94*)
- p. To issue all notices of meetings as herein required. (*Resolution No. 549, 11/94*)
- q. To keep in the Association Office a full and complete record of all members and the facts and date of all expulsions, suspensions, rejections, forfeitures, cancellations or other final disposition thereof. (*Resolution No. 549, 11/94*)

Section 5. Powers and duties of the Secretary

- a. The Recording Secretary duties will be coordinated by the President as a PSEA office administrative responsibility. (*Resolution No. 550a, 01/95*)
- b. To record all resolutions and proceedings of all meetings of the Board and of the Association and
- c. To promptly carry out all instructions and directions of, and do and perform all acts required of him by, the Board of Trustees.

- d. To perform all such other duties appertaining to his office as the Board may direct.
(Resolution No. 540, 12/93)

Section 6. Powers and duties of the Treasurer

- a. To receive all moneys belonging to the Association from the President, to keep a correct account thereof in proper books, and to deposit the same to the credit of the Association under the name "Pacific Service Employees Association" in such bank or depository as the Board may designate. The money shall be withdrawn from the bank only on checks signed by such officers of the Association as the Board may authorize by resolution. (*Resolution No. 549, 11/94*)
- b. To take charge of all bonds, other evidence or securities for debt.
- c. To pay all debts owing by the Association.
- d. To render, whenever required by the Board, a detailed account of the receipts and disbursements, with proper vouchers and a statement of the existing condition of its property and finances, including an annual audit report of the Association's books. (*Resolution No. 517, 2/91*)
- e. To promptly carry out all instructions and directions of, and do and perform all acts required of him by, the Board of Trustees.
- f. To perform all such other duties appertaining to his office as the Board may direct.
- g. To execute to the Association a bond annually, in a surety company, in such sum and with such sureties as shall be required by the Board of Trustees, to insure the faithful performance of his duties as prescribed herein, and at the end of his term pay over and transfer to his successor all funds or property of the Association which shall have come into his keeping. (*Resolution No. 540, 12/93*)

ARTICLE VIII STANDING COMMITTEES

Section 1. Standing Committees and their Chairmen shall be appointed at the discretion of the Chairman of the Board-Elect at each Annual Meeting of the Board of Trustees (*Resolution No. 549, 11/94*)

Section 2. The duties of all Standing Committees shall be prescribed by resolutions of the Board.

Section 3. Reports of all Committees shall be made in writing. The Chairman of each Standing Committee shall transmit to the Chairman of the Board a written report of its activities and accomplishments for the current year at least fifteen (15) days before the Annual Meeting of the Board. (*Resolution No. 458, 1/83*)

ARTICLE IX CHAPTERS

Section 1. Each Chapter shall be governed by the Uniform Bylaws provided by the Association for its guidance and for the management of the Chapter. The Chapter may adopt detailed procedures, rules, and policies, which expound the Uniform Bylaws, but in no case shall such adopted procedures, rules, or policies be in conflict with the Constitution and Bylaws of the Association proper, or the Uniform Bylaws or Robert's

Rules of Order. (*Resolution No. 471, 1/86*); (*Resolution No. 522, 9/91*); (*Resolution No. 538, 8/93*); (*Resolution No. 549, 11/94*)

Section 2. The Chairman of the Board and the President, or their authorized representative, shall at all times have the right to inspect any of the records and the management of any Chapter. (*Resolution No. 471, 1/86*); (*Resolution No. 549, 11/94*)