



MOTOR VEHICLE MANAGERS AND SUPERVISORS  
ASSOCIATION OF CALIFORNIA, INC.

# Constitution and By-Laws



A California non-profit corporation together with the Articles of Incorporation, filed with the Secretary of State on June 12, 1963, for the purpose of forming a non-profit corporation, for benevolent, educational and recreational purposes under the laws of State of California governing the establishment of such corporation, these by-laws shall form the "Constitution and By-Laws of the Motor Vehicle Managers Supervisors Association, Inc." The use in these by-laws of "Motor Vehicle Managers and Supervisors" or "Association" shall mean "Motor Vehicle Managers and Supervisors Association, Inc."

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# CONSTITUTION

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## **ARTICLE ONE – NAME**

The name of this non-profit corporation shall be: "Motor Vehicle Managers and Supervisors Association" (MVMSA).

## **ARTICLE TWO – PRINCIPLES**

### **Section One: Loyalty to United States**

We, the members of the MVMSA, believe wholly and without reservation in the principles and form of the government of the United States of America.

### **Section Two: Loyalty to State of California**

We, the members of the MVMSA, believe that we owe to the state and people of California the best service, knowledge, and earnest endeavor that can be given individually and as a group.

### **Section Three: Declaration of Neutrality**

The MVMSA shall always maintain an attitude strictly non-sectarian and non-partisan.

## **ARTICLE THREE – PURPOSE**

Recognizing that state management is a unique field requiring professional knowledge, which must be developed to raise management standards, this organization is specifically formed for the following purposes:

- Further the benefits accruing to the state and people of California resulting from the combined abilities, experiences, planned training, and desires of the membership.
- Encourage the development of a better understanding of the needs of state governmental service.
- Further the intellectual advancement of the membership.
- Promote efficiency.
- Work with the administration of our respective departments.
- Assist in promoting of standardized operating procedures.
- Promote goodwill and fellowship among the membership by engaging in appropriate educational and recreational activities beneficial to all members.
- Cooperate with other organizations of similar purposes

**AND**

- Represent the membership before any state board, agency, or department.

## **ARTICLE FOUR–THE BOARD OF DIRECTORS**

### **Section One: Number**

The board of directors of this Association shall be known as the Executive Board. The Executive Board shall consist of eleven natural persons: President, Vice-President, Past President, Secretary, Treasurer, and six Area Representatives. Each person shall be elected to the Executive Board, serve for their terms, and have the authority hereinafter set forth in the By-Laws of the Association.

# CONSTITUTION

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## **Section Two: Executive Officers**

The executive officers of this Association shall consist of the President, Vice-President, Treasurer, and Secretary.

## **ARTICLE FIVE – BUSINESS MEETINGS OF MEMBERSHIP**

### **Section One: Annual Meetings**

There shall be an annual business meeting of the membership of this Association, at a date to be fixed by the Executive Board, at which time reports shall be given and the installation of officers shall take place, as the By-Laws provide.

### **Section Two: Quorum for Business Meeting**

There is no required minimum number of voting members at an annual business meeting for the establishment of a quorum.

## **ARTICLE SIX – FINANCES**

### **Section One: Source of Income**

The Association shall be financed through monthly dues assessed from the membership, interest from accounts, and any donations.

### **Section Two: Special Assessments**

No special assessments shall be levied on the membership unless such assessment has been approved by ballot as provided in the By-Laws.

## **ARTICLE SEVEN – PARLIAMENTARY REGULATION AND AUTHORITY**

Except as otherwise specifically provided in this constitution, the government of this Association shall be under parliamentary authority of the By-Laws.

## **ARTICLE EIGHT – AMENDMENTS**

Amendments to this constitution may be made only by the vote of the active voting members at a regular annual business meeting of the Association, provided that such business meeting had been duly called as provided in the By-Laws. The constitution may also be amended by special ballot during the year. The proposed amendments text shall be sent by mail or electronic mail (email) to each active member at his or her address of record, at least thirty (30) days prior to the business meeting at which the amendment is to be considered or the date which ballots must be returned. A new constitution or amendments to this constitution shall require a two-thirds vote of those active voting members present or two-thirds of the ballots returned to the Association office by mail or email. All constitutional amendments sent are to contain an explanation of the change.

# BY-LAWS

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## **ARTICLE ONE – PARLIAMENTARY LAW**

All Association meetings shall be conducted in accordance with Robert's Rules of Parliamentary Procedure.

## **ARTICLE TWO – MEMBERSHIP**

### **Section One: Standard of Membership**

Any employee, who shall subscribe to the foregoing principles and purposes as stated in Articles Two and Three of the Constitution without reservation or equivocation, and who is in a Civil Service Classification designated as Management, Supervisory, or Confidential under the State Employer-Employee Relations Act, is entitled to join this Association upon payment of required dues.

Any member of this Association who changes classification to a non-managerial or non-supervisory position, but continues employment in state service, may retain membership upon payment of required dues.

### **Section Two: Honorary Membership**

The executive board may bestow an honorary membership upon any individual whom the executive board determines has been an asset in accomplishing the Association's goals and objectives.

### **Section Three: Retiree Membership**

Any employee specified in Section One of this Article may, upon retirement, secure or continue membership upon payment of the monthly dues specified in Article Nine.

### **Section Four: Voting Constituency**

All members, except honorary members, in good standing shall constitute the legal voting membership of the Association.

### **Section Five: Voluntary Termination of Membership by Member**

Any member may discontinue membership in the Association at any time by notifying the Association's administrative office in writing. No refund of dues paid prior to notification will be permitted.

## **ARTICLE THREE – DISCIPLINE**

### **Section One: Disciplinary Action of a Member**

The Executive Board is empowered to suspend or remove from membership those members guilty of conduct contrary to the purposes of this Association. Suspension shall mean that a member will not have voting privileges for a set period of time.

### **Section Two: Notice**

When the Executive Board determines that a member should be suspended or removed, the member in question shall be notified in writing of such action, and the reasons therefore, by the secretary of the Association. Such notice shall be given to such member by regular mail sent to that person's address, as recorded in the files of the Association.

# BY-LAWS

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## **Section Three: Appeal**

A member suspended or removed from membership may request a hearing before the President and a majority of the Executive Board. The request must specify all defenses to each charge made and must be received by in the Association's administrative office in writing within 90 days of the notice to suspend or remove from membership. The appeal hearing must be held at a location designated by the Board within 90 days of receipt of the request from the member. When the Executive Board has rendered its final decision, the member shall be notified by regular mail sent to that person's address, as recorded in the files of the Association of the decision within 30 days of the date of decision.

## **ARTICLE FOUR – QUALIFICATIONS AND DUTIES OF OFFICERS**

### **Section One: Qualifications for President and Vice-President**

Nominees for President and Vice-President must be members, in good standing, in the Association for at least one-year prior to being nominated to serve.

### **Section Two: Qualifications for Treasurer, Secretary, and Area Representatives**

Nominees for Treasurer, Secretary, and Area Representatives must be members, in good standing, in the Association for at least six months prior to being nominated to serve.

### **Section Three: Duties of the President**

The President shall be the presiding officer of the Association and shall represent the Association as its titular head. The President shall:

- Call all Board meetings, unless it is ordered otherwise by the Executive Board.
- Ensure that the Association's financial books are audited annually. The audit report must be submitted at the annual business meeting prior to the installation of the new officers.
- Assign a parliamentarian.
- Serve ex-officio as a member of all committees of the Association

#### **AND**

- Hire or contract with the approval of the majority of the Executive Board for special services required in the conduct of MVMSA business to include attorneys, legislative lobbyists, researchers and others who may be needed from time to time. The activities and costs associated with these agreements shall be audited at least annually to ensure that the objectives of the Association are being conducted effectively and in a cost-efficient manner. It is the specific intent of this Article to provide effective representation for MVMSA members.

### **Section Four: Duties of the Vice-President**

The Vice-President shall:

- Perform the duties of the President upon the absence of the President or upon the request of the President.
- Succeed to the office of President in the event of a vacancy in that office.



# BY-LAWS

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## **Section Five: Duties of the Past President**

The Past President shall be:

- An advisor to the President and the Executive Board.
- The chairperson of the Election Committee.
- Responsible for advising the Association's committees relative to the formulation of policy statements and legislative planning strategy

**AND**

- Assigned other duties as are required by the President.

## **Section Six: Duties of the Treasurer**

The Treasurer shall be the chief financial officer of the Association and be entrusted with all the finances of the Association. The Treasurer shall:

- Report at every Executive Board meeting, or at any time at the discretion of the Executive Board, to the Executive Board on the financial operations of the Association.
- Be responsible for the timely submission of all reports required of a non-profit organization by state and federal agencies and report compliance to the Executive Board at regular meetings of the Board.
- Shall deposit all monies from Association business and activities, whether derived from dues or any other source, in the Association's commercial or credit union account.
- Maintain adequate books of account.
- Provide a financial statement showing receipts and expenditures to all members at the annual conference

**AND**

- Ensure that the expenditure of all funds shall be through such agents as may be appointed or contracted with by the Executive Board or by the Board's own action.

## **Section Seven: Duties of the Secretary**

The Secretary is the custodian of all legal documents and the corporate seal of the Association.

The Secretary shall keep a faithful record of all communications and proceedings of the Association including:

- Executive Board meetings.
- Annual meeting

**AND**

- Transactions of the financial operations of the Association.

## **Section Eight: Duties of the Area Representatives**

There shall be six Area Representatives, known by the following:

- Area 1 (Northern Area Representative)
- Area 2 (Headquarters Area Representative)
- Area 3 (San Francisco/Coastal Area Representative)

## **BY-LAWS**

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### **Section Eight: Duties of the Area Representative, *continued***

- Area 4 (Central Valley Area Representative)
- Area 5 (Los Angeles Area Representative)
- Area 6 (Southern Area Representative)

The duties of each Area Representative are to:

- Keep the members in their area informed of Association activities.
- Receive suggestions, resolutions, complaints and request from the membership.
- Hold area meetings when determined such meetings would be desirable, as directed by the Executive Board, or as requested by the membership

**AND**

- Promote, encourage, and secure membership in this Association.

The Representatives serve as first point of contact for all members and prospective members.

The Representatives also serve as mentors.

### **Section Nine: Duties of the Executive Board**

The Executive Board shall:

- Be the governing body of the Association. The policies, activities, and business of the Association shall be determined and conducted by the Board in accordance with the Constitution and By-Laws of the Association with such assistance as it may appoint or for which it may contract.
- A quorum for any meeting of the Executive Board shall consist of a simple majority of the then current membership of the Executive Board.
- Powers of the Executive Board shall be subject to limitations of the articles of incorporation of this corporation, the provisions of this code of Constitution and By-Laws as it now consists or may be amended, and the law of the State of California.
- All corporate powers of this Association shall be exercised by or under the authority of, and its business affairs shall be controlled by, the Executive Board.
- Approve all disbursements, including assignments of any monies to special or reserve funds. Disbursement of the Association's funds shall be by check, bearing the signature of the President, Vice President, or Treasurer. The Treasurer shall be notified of such expenditure within five (5) days.
- The duties of the officers of the Association as set forth in the following sections of this Article are not limiting. These duties may be supplemented by others as set forth elsewhere in the Constitution and By-Laws, or as assigned by resolution of the Board or membership. During the absence or disability of any officer, the officer's duties may be re-assigned by the President of the Board to any other officer or member of the Board.
- Other procedures not specifically requiring the approval of the membership at large, or not prohibited by the Constitution and By-Laws of the Association, may be ordered by resolution of the Executive Board.

# BY-LAWS

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## ARTICLE FIVE – NOMINATIONS AND ELECTIONS

### **Section One: Elections**

Elections shall be held for the offices of Secretary, Treasurer, and Area Representatives during even-numbered years. Elections shall be held for the offices of President and Vice-President during odd-numbered years.

### **Section Two: President**

The President shall be elected by entire membership of the Association. The term of the President shall be for two years. There are no term limitations for President.

### **Section Three: Vice-President**

The Vice-President shall be elected by entire membership of the Association. The term of the Vice-President shall be for two years. There are no term limitations for Vice-President.

### **Section Four: Secretary**

The Secretary shall be elected by entire membership of the Association. The term of the Secretary shall be for two years. There are no term limitations for Secretary.

### **Section Five: Treasurer**

The Treasurer shall be elected by entire membership of the Association. The term of the Treasurer shall be for two years. There are no term limitations for Treasurer.

### **Section Six: Area Representatives**

Each area of the Association shall elect its own Area Representative. The term of an Area Representative shall be for two years. There are no term limitations for an Area Representative.

### **Section Seven: Election Committee**

No later than one hundred and twenty calendar days prior to the first day of the annual conference, the past President shall, with the approval of the Executive Board, appoint at least two members of the Association who are not members of the Executive Board to the Election Committee. Within a week following such appointments, the Secretary shall notify all members by mail giving the names of the Election Committee members, their mailing addresses, and home and office telephone numbers. The notice shall set forth that an election is to be held and give specific information as to the procedure for nominating and balloting. The Secretary shall deliver to the Elections Committee upon its appointment, a copy of the By-Laws of the Association.

### **Section Eight: Nomination of Officers**

The Election Committee shall nominate at least one member for each office of the Association. In addition to these nominations, any member shall have their name placed on the ballot by delivering written notice of their candidacy to the Election Committee. The final date for filing of candidacy of office shall be 12:00 p.m. of the sixtieth (60) day prior to the first day of the annual meeting.

### **Section Nine: Submission of Names to Secretary**

The Election Committee shall submit the names of the candidates to the Secretary on or before the tenth day after the last day for filing of candidacy.

# BY-LAWS

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## **Section Ten: Preparation of Ballots**

Ballots shall be prepared by the Secretary for each member in good standing. The ballots shall contain a listing of the offices for which candidates are being elected and the names of the candidates for each office.

## **Section Eleven: Mailing or E-mailing of Ballots**

The Secretary shall mail or E-mail the ballots described in Section Four to eligible members on or before the twentieth (20) day after the last day for filing of candidacy. Honorary members are not eligible to vote.

## **Section Twelve: Deadline for Casting Ballots**

Members will indicate on the ballot the name of the candidate of their choice for each office. The ballot will be returned to the Election Committee by the twentieth (20) day prior to the first day of the annual meeting.

## **Section-Thirteen: Counting of Ballots**

The Election Committee shall count all ballots returned. The Chairperson of the Election Committee shall immediately upon receiving the count of the ballots, notify the candidates of the results, and prepare a report of the results to be given at the annual meeting. The person receiving the largest number of votes for a given office shall be declared elected. In the event of a tie vote for any elective office of the Association, the candidate selected shall be decided by majority vote of the current Executive Board, as provided in Article Five, Section Fifteen. The President, Vice-President, Treasurer, and Secretary shall be elected by the entire membership. Area Representatives shall be elected in the following manner:

- The Northern Area Representative shall be elected by majority vote of the members who are employed within the Northern Area.
- The Southern Area Representative shall be elected by majority vote of the members who are employed within the Southern Area.
- The Headquarters Area Representative shall be elected by majority vote of the members who are employed within the Headquarters campus.
- The Central Valley Area Representative shall be elected by majority vote of the members who are employed within the Central Valley Area.
- The San Francisco/Coastal Area Representative shall be elected by majority vote of the members who are employed within the San Francisco/Coastal Area.
- The Los Angeles Area Representative shall be elected by majority vote of the members who are employed within the Los Angeles Area.

## **Section Fourteen: Installation Requirement for New Officers**

The elected officers shall be installed upon receipt of a satisfactory audit report as provided in Article Four, Section Three, of the By-Laws and the new officers shall take office on the final day of the annual meeting.

# BY-LAWS

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## **Section Fifteen: Filling Vacancies**

Vacancies in any office may be filled for the remaining term by a majority vote of the Executive Board, except that succession to the office of the President shall be as provided in Article Four, Section Four of the By-Laws. In case of a tie vote for any office during the election process of new officers, the Executive Board by a majority vote shall fill the office.

## **Section Sixteen: Filling Simultaneous Vacancies of President and Vice-President**

Should the offices of President and Vice President become vacant simultaneously, the Executive Board, upon unanimous votes, shall fill the vacancies, or upon majority vote, shall provide for the election of new officers through ballot of the membership.

## **ARTICLE SIX – MEETINGS**

### **Section One: Regular Executive Board Meetings**

Meetings of the Executive Board shall be upon call of the President, but should not exceed more than one per month nor be less than two per year. Board members are to be notified one week in advance of each meeting; such notice to be in writing stating the time and place the meeting is to be held. A simple majority of Board members shall constitute a quorum. All Executive Board meetings will be open to the Association members, except when the Executive Board holds an executive session at which time all non-board members will be excused.

### **Section Two: Annual Business Meeting**

A meeting of the membership at large will be held annually. The Executive Board shall establish the time and place of the annual meeting, with the requirement that the members be advised of the time and place at least two (2) months prior to the annual meeting. A majority vote of the active members present at annual meeting will be necessary to ratify any actions properly presented to them for consideration. Such action shall not be in conflict with Article Eight of the Constitution, regarding constitutional amendments and Article Twelve of the By-Laws regarding By-Law amendments.

## **ARTICLE SEVEN – COMMITTEES**

The Executive Board may appoint standing committees for the conduct of particular business of the Association, by special resolution entered into the minutes of the meetings, fixing responsibilities and powers or such committees, the duration of the committees, composition, and regulations.

## **ARTICLE EIGHT – CHAPTERS**

Chapter status may be granted on an area basis, with the approval of the Executive Board, and upon petition of twenty-five (25) or more members. Each chapter shall have at least three (3) officers consisting of a President, Secretary, and Treasurer. The By-Laws and conduct of business of the Chapter shall be consistent with those of MVMSA. Support of the Chapter shall be through \$1.00 reimbursement per chapter member, paid to the Chapter on a monthly basis.

# BY-LAWS

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## ARTICLE NINE – FINANCES

### **Section One: Budget**

The Executive Board shall establish an annual operation budget of the corporation, to determine and authorize payment of all salaries for employees of the Association, and to have general supervision in all financial matters in the Association, and make adjustments deemed necessary or expedient.

### **Section Two: Salaries**

The Executive Board shall review Association employees' salaries annually to consider an adequate income adjustment to meet changes in cost of living. Employees shall be given regular financial support from the funds of the Association, to be paid in amounts and at such intervals as may be fixed by the Executive Board, in accordance with law and the ability of the Association in these premises.

### **Section Three: Compensation for Executive Board Members and Committee Chairpersons**

Unless otherwise employed by the Association, the member of the Executive Board or Committee Chairpersons shall not receive compensation for their services or their time involved in meetings of the Executive Board. There shall; however, be reimbursement for expenses incurred on behalf of the corporation or in the course of the Association business, including expenses incurred by attendance at meetings of the membership of the Executive Board. Account expenses shall be submitted to and paid by the Treasurer of the Association and paid out of corporate funds without further approval or resolution, prima facie bona fide.

### **Section Four: Source of Income:**

The primary source of income for the Association will be the monthly active membership dues of \$25 (\$300 annually) and monthly retired membership dues of \$5 (\$60 annually).

### **Section Five: Method of Dues Payment**

The monthly dues will be payable through the monthly payroll deduction program (administered by the State Controller's Office).

### **Section Six: Special Assessments**

No special assessments shall be levied on the membership unless such assessment has been approved by ballot of the voting membership of the Association.

# BY-LAWS

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## **ARTICLE TEN – BUSINESS PROCEDURE**

The regular order of business for the annual business meeting of the membership of this Association shall be as follows:

1. Call to Order.
2. Roll Call of Executive Board
3. Board Reading of Minutes of the last Annual Business Meeting.
4. President's Report.
5. Vice President's Report.
6. Past President's Report.
7. Secretary's Report.
8. Treasurer's Report.
9. Each Area Representative's Reports.
10. Committee Report(s).
11. Unfinished Business.
12. New Business.
13. Adjournment.

## **ARTICLE ELEVEN – MISCELLANEOUS**

### **Section One: Prohibits Forced Servitude of a Member**

No member shall be required to serve upon a committee or in any office of the Association.

### **Section Two: Prohibited Action by the Board or any Member**

Under no circumstances shall the Executive Board or any member of the Association take any action in the name of the Association that might in any way interfere with the supervision of any member of any state agency.

## **ARTICLE TWELVE – AMENDMENTS**

Amendments to these By-Laws may be made by a vote of a majority of the Executive Board. Amendments may also be voted on by the active voting members at a regular annual business meeting of the Association, provided that such business meeting had been duly called as provided in the By-Laws. The By-Laws may also be amended by special ballot during the year. The proposed amendment text shall be sent by mail or E-mail to each active member at their address or E-mail Address of record, at least thirty (30) days prior to the business meeting at which the amendment is to be considered or the date which ballots must be returned. A new By-Law or Amendment to these By-Laws shall require a majority vote of those active voting members present or a majority of the ballots returned to the Association office. All By-Law amendments sent are to contain an explanation of the change.