

FIRST AMENDED AND RESTATED BYLAWS

Of

COUNTY GENERAL SERVICES ASSOCIATION

A California Nonprofit Mutual Benefit Corporation

ARTICLE I – OFFICES

SECTION I. **PRINCIPAL OFFICE.** The principal office for the transaction of business of the corporation is hereby fixed in the State of California. The location may be changed by approval of a majority of the authorized Directors, and additional offices may be established and maintained at such other place or places, either within or without California, as the Board of Directors may from time to time designate.

SECTION II. **OTHER OFFICES.** Branch or subordinate offices may at any time be established by the Board of Directors at any place or places where the corporation is qualified to do business.

ARTICLE II - PURPOSE

SECTION I. **PURPOSE OF CORPORATION.** This corporation is a non-profit mutual benefit corporation organized under the Non-Profit Mutual Benefit Corporation Law. The purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under such law. The purposes of this Association shall be as follows:

- 1) Stimulate effective relationships and helpful cooperation between county General Services Departments in the states of California and Nevada.
- 2) Act as a forum for the sharing of knowledge and information among members of the Association.
- 3) May act on legislative measures, rules and regulations that are of collective and common benefit to the Association and respective counties.
- 4) Promote professional development and recognition of the membership of the Association.

SECTION II.. **AMENDMENT OR MODIFICATION OF ARTICLE II.** Article II, Section I, must be consistent and in concert with the Articles of Incorporation of the corporation and shall not be changed unless and until the Articles of Incorporation are modified in accordance with all applicable statutes.

ARTICLE III - MEMBERSHIP

SECTION I. **MEMBERSHIP TYPE.** The membership of the Association shall consist of four types of members, the qualifications for which shall be as follows:

Executive Membership. The Executive head of the County General Services Department/Agency (or agency or department with similar functions and responsibilities) shall be the Executive Member of the Association.

To qualify as an Executive Member, the person must be from a county which has paid the annual dues, as described in Article VI of this Bylaws.

Executive Members are accorded the following:

- a) Voting rights.
- b) Right to chair committees.
- c) Eligibility to hold office.
- d) Receipt of official mailings.
- e) Certification of their staff as Associate Members.
- f) Represent the Association as may become necessary.
- g) Other privileges as may be accorded Executive Members of the Association.

Associate Membership. In General Services Departments wherein the county has paid the annual dues as described in Article VI of this Constitution and Bylaws, Associate Members shall be those employees who have been certified for Associate Membership by those Departments' Executive Members.

Affiliate Membership. Employees of the states of California and Nevada, any city, municipality, special district, or publicly owned utility in the states of California and Nevada who perform and/or are responsible for duties similar to those carried out by members holding an Executive or Associate membership shall be eligible for membership in the Association as an Affiliate Member. Affiliate Members may not vote on Association matters or hold any Association office. Affiliate Members shall pay dues in accordance with Article VI, Section 1 of this Bylaws.

Emeritus Membership. In order to benefit from the experience of former members and to maintain friendships and professional relationships, former Executive Members of the Association shall be eligible for membership as an Emeritus Member. Emeritus Membership is offered by a majority vote of current Executive Members. Emeritus Members may not vote on Association matters or hold any Association office. Emeritus Members have no dues obligation.

SECTION II. ADMISSION TO MEMBERSHIP. With the exception of Emeritus Memberships, application for membership shall be made to the Secretary. Acceptance to membership shall be upon certification of an applicant's employment by the Executive Member representing the applicant's county or affiliate organization.

SECTION III. TERMINATION OF MEMBERSHIP. Membership in the Association shall be terminated for any member immediately upon his ceasing to meet these qualifications for membership.

ARTICLE IV – OFFICERS AND ELECTIONS

SECTION I. OFFICERS. The officers of the Association shall consist of a President, Treasurer, Secretary, and Executive Officer. The officers shall be Executive Members of the Association. The Executive Officer shall be the immediate Past President of the Association.

At the option of the Association Officers, an “Assistant to the President” may be appointed. Appointment to the position of “Assistant to the President” shall be from the current list of Emeritus Members. Duties of the “Assistant to the President” will be assigned by the President and/or other Association officers. Compensation will be limited to reimbursement for actual costs plus an honorary stipend. Services will be retained on an annual basis through an agreement for services confirmed by a majority vote of Executive Members in attendance at the first Association meeting of each calendar year.

SECTION II. NOMINATING COMMITTEE. The Nominating Committee shall be composed of the Executive Members present at the Association’s last regularly scheduled meeting of each calendar year.

The Nominating Committee shall be chaired by the President of the Association. The Committee shall nominate the sitting CGSA Treasurer to be the CGSA President for the ensuing calendar year; the Committee shall nominate the sitting CGSA Secretary to be the CGSA Treasurer for the ensuing calendar year; and the Committee shall nominate one or more candidates to be CGSA Secretary for the ensuing calendar year. All nominees shall be Executive Members of the Association.

In the event that any sitting CGSA Officer declines to serve as specified above, the Committee shall nominate candidates for any CGSA Officer position from the ranks of the CGSA Executive Membership. Notwithstanding the foregoing, there is nothing in these Bylaws to prevent the nomination of a sitting CGSA Officer to serve an additional year in his/her present position or in a different Officer position for the ensuing calendar year.

SECTION III. AT-LARGE NOMINATIONS. (Deleted in October, 2008)

SECTION IV. VOTING PROCESS. The Nominating Committee shall have the responsibility for conducting the election process. In the event of a single nomination, the President may entertain a motion for a voice vote of the Executive Members present at the last regularly scheduled meeting of the Association of each calendar year. For contested positions, an election shall be held among the membership of the Nominating Committee and a winner decided by majority vote.

The Nominating Committee shall tabulate the votes and announce the results through written communication from the CGSA President to each Executive Member prior to the end of the calendar year.

SECTION V. UNEXPIRED TERMS. The Nominating Committee shall have the responsibility for selecting nominees to fill any office vacated more than forty five (45) days prior to the expiration of a regular term. The nominees shall be selected from among the Executive Membership of the Association. Selection of the officer to complete the unexpired term shall be made at the next regularly scheduled meeting following the occurrence of the vacancy.

The election shall be by simple handwritten ballot by each Executive Member present at the meeting. Tabulation shall be done by the Nominating Committee. The successful candidate will be named prior to the adjournment of that meeting. In the event of a single nomination, the President may entertain a motion for a voice vote.

SECTION VI. TERM OF OFFICE. All officers shall assume office on January 1 following their election. Terms of office shall be for one calendar year.

ARTICLE V – ORGANIZATION AND DUTIES OF OFFICERS

SECTION I. PRESIDENT. The President shall preside over all meetings of the Association, may appoint committees as necessary, and shall coordinate the business affairs of the Association.

SECTION II. TREASURER. In the absence of the President, the Treasurer shall perform the duties of the President. The Treasurer shall perform or oversee the functions of auditing, budgeting, preparing and presenting the annual budget during the November meeting, and preparing and presenting an annual financial statement and balance sheet to the Association. The Treasurer is authorized to receive and disburse funds. The Treasurer may at his own discretion, or upon the request of the President, order that an outside audit be completed. The Treasurer shall also perform other duties as may be assigned by the President.

SECTION III. SECRETARY. The general duties of this office shall be to prepare, maintain, and distribute the agenda and minutes of Association meetings, maintain this Bylaws, complete resolutions, and maintain membership records.

SECTION IV. QUORUM. A quorum shall be a simple majority of the Executive Members.

SECTION V. PROXY. Any Executive Member may be represented in his absence by an authorized representative who is a member of the Association. Such

member, possessing written validation by the absent Executive Member, shall have full privileges of the discussion and vote. No other proxy vote shall be counted in meetings.

SECTION VI. MEETINGS. Date and location of Association meetings shall be determined by the Executive members present at the previous meeting.

SECTION VII. PARLIAMENTARY PROCEDURE. In the conduct of the business of the Association, Robert's Rules of Order, Revised, shall prevail unless otherwise ordered by these Bylaws.

ARTICLE VI – ANNUAL DUES

SECTION I. ANNUAL DUES. Participating organizations shall pay on or before January 31 of each year annual dues in the amount of One Hundred –fifty Dollars (\$150.00). The annual dues may be changed by a vote of the membership. The annual dues payable from each participating organization are unchanged regardless of the number of Association members from that organization. (Effective: January 1, 2007)

ARTICLE VI – AMENDMENTS TO BYLAWS

SECTION I. PROPOSALS. Proposed amendments to this Bylaws shall be submitted in writing to the Association's Executive membership not less than two (2) weeks prior to voting upon the amendments unless otherwise waived by the Association.

SECTION II. REGULAR MEETING. This Bylaws may be amended during any regular meeting of the Association.

ARTICLE VII – DISSOLUTION AND LIQUIDATION

SECTION I. DISTRIBUTION OF ASSETS. In the event of dissolution or liquidation of the Association, any and all assets remaining after the payment of Association debts, shall be distributed on a prorata basis to the member counties.

ARTICLE VIII - SEPARABILITY

SECTION I. If any section, subsection, subdivision, paragraph, sentence, clause or phrase of this Bylaws is for any reason held to be illegal or unconstitutional, such decision shall not affect the validity of the remaining portion of this Bylaws.