



## FIRST 2012 BOARD OF DIRECTORS MEETING

SEIU Local 1000  
1325 S Street  
Sacramento, CA 95814

**February 4, 2012**

### **TIMES CERTAIN**

#### **Friday – February 3, 2012**

Department of Community Colleges (DOJ Building) Third Floor, Board Rooms A & B –  
1102 Q Street,

9 a.m. – 5 p.m.                      Board Workshop (closed session) – Department of Community  
Colleges

#### **Saturday – February 4, 2012**

SEIU Local 1000 – 1325 S Street, Field Office, Training Room (single story building)

8:45 a.m. – 9 a.m.                      Board Agenda Committee (open session) – SEIU Local 1000

9 a.m. – 5 p.m. –                      Board of Directors Meeting (open session)

### **BOARD MEETING AGENDA**

Call to order on February 4, 2012, at 9 a.m. by President Dave Hart

Roll Call – Secretary-Treasurer David Okumura

Pledge of Allegiance – Vice President Donna Snodgrass

Communications – Secretary-Treasurer David Okumura

Report of Closed Session – Secretary-Treasurer David Okumura

Reading and Approval of Third 2011 Board of Directors Minutes – Secretary-Treasurer David  
Okumura

Report of Agenda Committee – Secretary-Treasurer David Okumura

Report of President

Report of Vice President

Report of Secretary-Treasurer

Report of General Manager/Director of Organizational Development

Affiliate Reports

Staff Reports

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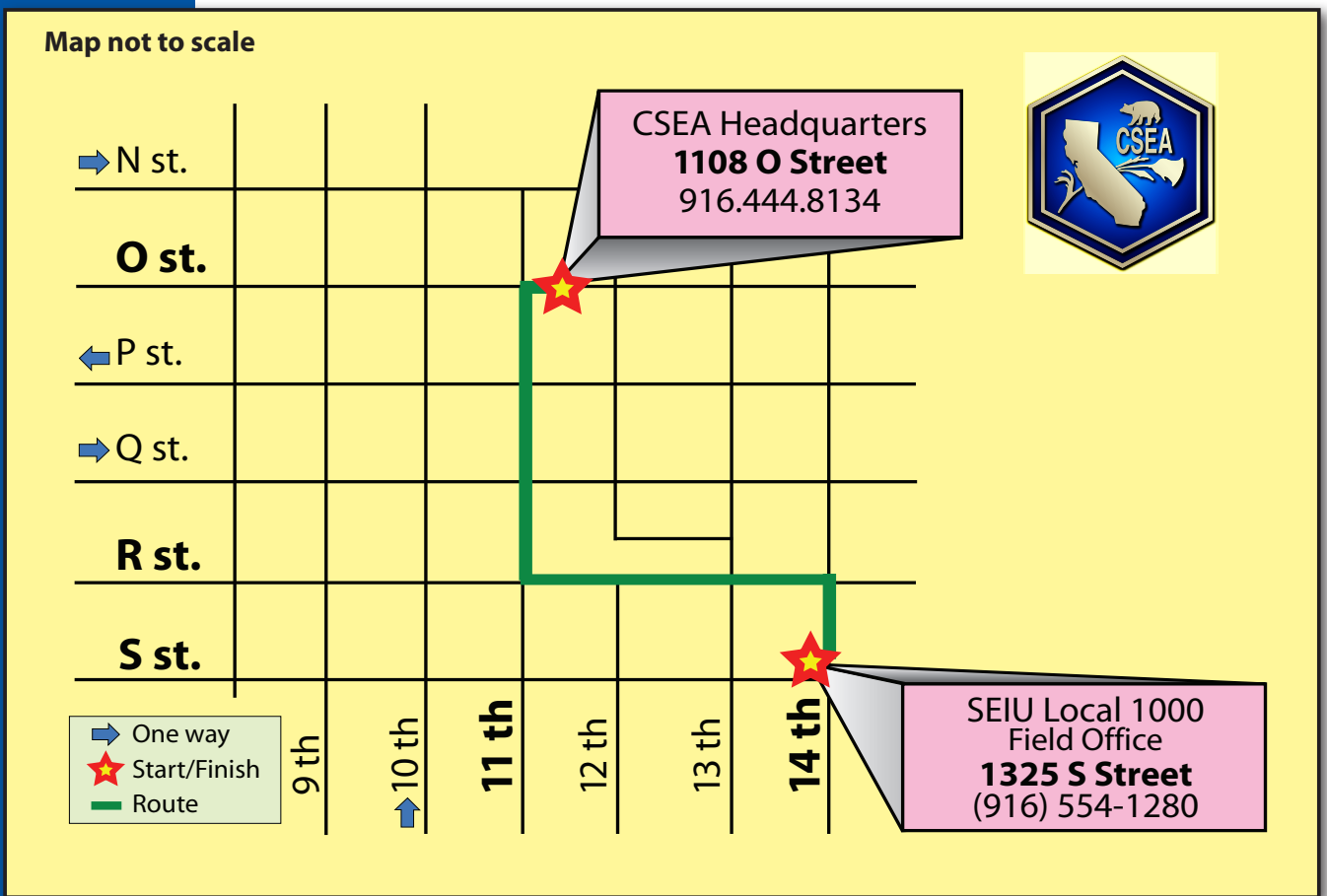
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# First 2012 CSEA BOARD OF DIRECTORS MEETING

Location: SEIU Local 1000 Field Office  
1325 S Street, Sacramento  
Field Office Training Room (Single Story Building)

**February 4, 2012**  
**9:00 a.m. - 3:00 p.m.**





**ROLL CALL**  
**FIRST 2012 CSEA Board of Directors Meeting**  
**February 4, 2012**

<b>TITLE:</b>	<b>NAME:</b>	√
<b>President</b>	<b>Dave Hart</b> Sitting in:	
<b>Vice President</b>	<b>Donna Snodgrass</b> Sitting in:	
<b>Secretary-Treasurer</b>	<b>David Okumura</b> Sitting in:	
<b>CSUEU President</b>	<b>Patrick N. Gantt</b> Sitting in:	
<b>SEIU Local 1000 President</b>	<b>Yvonne Walker</b> Sitting in:	
<b>CSR President</b>	<b>Roger Marxen</b> Sitting in:	
<b>ACSS, Inc. President</b>	<b>Arlene Espinoza</b> Sitting in:	
<b>CSUEU VP for Finance</b>	<b>Loretta Seva'aetasi</b> Sitting in:	
<b>CSUEU VP for Representation</b>	<b>Russell Kilday-Hicks</b> Sitting in:	
<b>SEIU Local 1000 VP/Secretary-Treasurer</b>	<b>Cora Okumura</b> Sitting in:	
<b>SEIU Local 1000 VP Bargaining</b>	<b>Margarita Maldonado</b> Sitting in:	
<b>CSR Executive VP</b>	<b>Susan Sears</b> Sitting in:	
<b>CSR VP</b>	<b>Jerry Evans</b> Sitting in:	
<b>ACSS, Inc. Director at Large</b>	<b>Frank P. Ruffino</b> Sitting in:	
<b>ACSS, Inc. Vice President</b>	<b>Elnora Hunter-Fretwell</b> Sitting in:	

**Board Alternates:**

Carlos Chavez – ACSS, Inc./Director @ Large

Harold Rose – CSR/CFO

Joseph Dobzynski – CSUEU/VP for Member Engagement

Tamekia Robinson – SEIU Local 1000, VP Organizing/Representation

First 2012 CSEA BOD Meeting PM/rev.9.27.11



**BOARD AGENDA ITEM** B&P 1/12/1 (Hart)  
**ACTION ITEM** DATE: 2/4/12  
**SUBJECT:** CSEA Bylaws Revision – New Governance Structure  
**SOURCE AND/OR PROPONENT:** Board of Directors  
**PRESENTATION BY:** Dave Hart  
**ASSIGNED TO:** Karen Jensen

**RECOMMENDED ACTION:**

That the attached amendments to the Bylaws, in the form of a new article, XIX New Governance Structure for the Association, be submitted to the Board of Directors for adoption and submitted to the Delegates of the 2012 General Council.

**BACKGROUND:**

See whereas clauses as part of proposed Bylaw revision.

**ESTIMATED COST/SAVINGS:** No additional costs associated with this bylaw change. Significant savings to Affiliates due to reduced governance costs associated with General Council. Additionally, there would be reduced personnel costs in CSEA for positions no longer required to support putting on a General Council. Also, there would be reduced meeting and expense costs due to small Board size.

**FUNDING SOURCE: N/A**

**BOARD ACTION:**

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**SUBJECT:** CSEA Bylaws Revision – New Governance Structure

**SUBMITTED BY:** Board of Directors

**REFERENCE:** CSEA Bylaws Revision

**WHEREAS**, (1) all four affiliates of the California State Employees Association recognize their common history in the creation of the California Public Employees Retirement System and share a common goal of preserving, protecting and strengthening the long term viability of defined benefit retirement programs; and,

**WHEREAS**, (2) all four affiliates of the California State Employees Association recognize their common history in moving legislation on every aspect of state employment, notably the merit system, health care benefits and countless parts of the Government Code that benefit the public as well as public employees; and,

**WHEREAS**, (3) all four affiliates of the California State Employees Association share a common interest in preserving, protecting and insuring the viability of health care benefits for their members both while actively employed and in retirement; and,

**WHEREAS**, (4) all four affiliates of the California State Employees Association recognize their common history of accomplishment for state employees and the public and desire to preserve the opportunity to enjoy a close working relationship through the Association by creating a more adaptable, affordable and responsive business services provider for the ever-changing needs of all four affiliates; and,

**WHEREAS**, (5) the General Council delegates previously changed the Bylaws of the California State Employees Association to transfer responsibility for direct representation of individual members to the incorporated Affiliates of the Association; and, simultaneously narrowed the primary mission of the Association to be a cost efficient provider of shared administrative services; and,

**WHEREAS**, (6) the California State Employees Association Bylaws have not kept pace with this shift in mission purpose and results in abnormally high governance costs in relation to the narrow scope of central support services that are required by the Affiliates; and,

**WHEREAS**, (7) all four affiliates of the California State Employees Association have assumed full control and responsibility for selecting and supervising their own staff employees and are directly responsible for bargaining, member representation and political affairs; and,

**WHEREAS**, (8) the officers and Boards of Directors of all four affiliates of the California State Employees Association have a fiduciary responsibility to be accountable to their members and exercise full and exclusive control over the use of their members' dues; and,

**WHEREAS**, (9) the California State Employees Association continues to incur time and expenses in electing statewide officers, approving a central support budget and approving bylaw changes at an annual cost to Affiliate members of approximately \$1,000,000; and,

**WHEREAS**, (10) the California State Employees Association's central support management team needs to be more nimble in its decision-making ability to cost effectively meet the business needs of the Affiliates and is hampered from doing so by a three-year budget cycle; and,

**WHEREAS**, (11) the officers and Boards of Directors of all four affiliates of the California State Employees Association expect central support services of the Association to operate as an asset by creating net value for the Affiliates; and now therefore be it

**RESOLVED:** (a) that pursuant to Article XVII, Section 1 of the Bylaws and applicable law, the delegates to the 66<sup>th</sup> General Council do hereby adopt on this day, September 2, 2012, an amendment to the 2009-2012 Bylaws (the "Current Bylaws") of the California State Employees Association, a California nonprofit mutual benefit corporation (the "Association") that was submitted by the Board of Directors in compliance with Article IX, Section 11(a)(4), by making the changes to the Current Bylaws set forth below these recitals;

**RESOLVED:** (b) that since after giving effect to this amendment to the Current Bylaws, the Active Members of the Association no longer elect the Directors of the Association, no Directors of the Association shall be elected at this 66<sup>th</sup> General Council and shall be instead elected as set forth in the Current Bylaws as so amended; and

**RESOLVED:** (c) that the Current Bylaws shall be amended to include a new Article XIX to read in its entirety as follows:

**Article XIX: New Governance Structure for the Association**

**Section 1. Creation of a New Class of Membership**

The Association shall have a new class of membership called Affiliate Entity Members. The Affiliate Entity Members shall consist of four (4) members: SEIU Local 1000; California State Retirees; CSU Employees Union; and the Association of California State Supervisors.

## **Section 2. Change in Voting Rights of Active Members; General Council Meetings**

The Active members shall have no voting rights, except the right to vote on the dissolution of the Association after each of the Affiliate Entity Members has approved the dissolution of the Association. The General Council shall only meet when a special session of the General Council has been called by the Board of Directors.

## **Section 3. Voting Rights of Affiliate Entity Members**

The Affiliate Entity Members shall have the right to designate the Directors of the Association as set forth in Section 4 below. The Affiliate Entity Members shall have the right to vote as members on all matters which cannot be exclusively exercised by the Board of Directors under the California Nonprofit Mutual Benefit Corporation Law and each Affiliate Entity Member shall have the right to approve the dissolution of the Association before it is submitted to a vote of the Active members as set forth in Section 2 above.

## **Section 4. Number of Directors and Election of Directors**

The Association shall have eight (8) Directors. Each Affiliate Entity Member shall designate two (2) Directors. Each Affiliate Entity Member shall be entitled to remove either or both of its Directors with or without cause and to fill any vacancy(ies) for its Director(s). Each Affiliate Entity Member shall determine its own internal procedures for designating two (2) Directors.

## **Section 5. Election of Officers; General Manager**

The Association shall initially only have the following officers: Chair and Secretary/Treasurer. The Board may create additional officers. The Board of Directors shall elect the Chair of the Board and all other officers of the Association, who shall all serve at the pleasure of the Board of Directors. The Chair and Secretary/Treasurer may not be associated with the same Affiliate Entity Member. The Board of Directors shall engage the General Manager of the Association, who shall serve at the pleasure of the Board of Directors, subject to the terms of any written agreement. The General Manager shall be the chief executive officer of the Association if designated by the Board of Directors; and, in the absence of such designation, the Chair shall be the interim chief executive officer. The General Manager shall not be a Director.

## **Section 6. Powers of the Board of Directors**

(a) To the maximum extent permitted by law, the Board of Directors shall have the right to vote on all matters except for the right to vote on matters as mentioned in Sections 2 and 3 above. The Board of Directors shall have the right and power to conduct the activities and affairs of the Association and to

exercise all corporate powers of the Association, including but not limited to the right to amend the Bylaws.

(b) The approval by at least five of the Directors present and voting at a meeting at which a quorum is present shall constitute approval of the Board, provided that at least one of the Directors designated by each Affiliate Entity Member shall have approved the action at the same meeting.

### **Section 7. Repeal of Current Board Composition; Removal of all Current Directors**

Article IV, Section 1 is repealed. The Active members and the affiliates/divisions remove all of the current Directors of the Association upon the earliest of (a) 20 calendar days after General Council or (b) the date an Affiliate Entity Member designates such Director's replacement; provided that no Director's term may be extended beyond the term for which they were elected. However, if an Affiliate Entity Member designates the same person as a current Director, the person would continue to serve as a Director.

a. This Amendment shall take priority over the Current Bylaws. Any conflict between the Current Bylaws and this Amendment shall be resolved in favor of this Amendment. In order to give full effect to this Amendment, any conflicting provision of the Current Bylaws shall be deemed amended or repealed to the extent necessary, and the Bylaws as so amended herein are hereby ratified.

b. This Amendment shall be effective upon the adjournment of the 67<sup>th</sup> General Council in accordance with Article XVII, Section 3 of the Current Bylaws.

**RECOMMENDED ACTION:** The CSEA Board recommends adoption.

**ESTIMATED COST/SAVINGS:** No additional costs associated with this bylaw change. Significant savings to Affiliates due to reduced governance costs associated with General Council. Additionally, there would be reduced personnel costs in CSEA for positions no longer required to support putting on a General Council. Also, there would be reduced meeting and expense costs due to small Board size.

**ACTION: To Board....Adopt....Reject....Amend....Affiliate(s)**

**BOARD AGENDA ITEM** B&P 2/12/1 (Ferrasci-Hamilton)

**ACTION ITEM** Date: 2/4/12

**SUBJECT:** Bylaws Article II: Purposes and Objectives  
Sections 1(a), (b), (c); 2, 2(l); 3; 4(a), 4(a)(2),  
4(b), 4(b)(1), 4(c), 4(d); 5; 6 and 7

**SOURCE AND/OR PROPONENT:** Bylaws, Policies, Procedures, and Programs  
Committee

**PRESENTATION BY:** Marilyn Ferrasci-Hamilton

**ASSIGNED TO:** Rocco Paternoster/Karen Jensen

**RECOMMENDED ACTION:**

That the Board of Directors adopt the attached Resolution with changes in the language of Article II: Purposes and Objectives, Sections 1(a), (b), (c); 2, 2(l); 3; 4(a), 4(a)(2), 4(b), 4(b)(1), 4(c), 4(d); 5; 6 and 7, in order to bring the language into conformity with 2007 General Council B&P 8/07, and that these changes be submitted to the Delegates of the 2012 General Council.

**BACKGROUND:**

The Bylaws, Policies, Procedures and Programs Committee has been charged with reviewing the Bylaws for updating obsolete terminology and bringing them into compliance with Resolutions made at General Council 2007.

**ESTIMATED COST/SAVINGS:** (Staff estimate: None.)

**FUNDING SOURCE:**

**BOARD ACTION:**

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**SUBJECT:** Bylaws Article II: Purposes and Objectives

**SUBMITTED BY:** Board of Directors

**REFERENCE:** Bylaws Article II: Purposes and Objectives  
Sections 1(a), (b), (c); 2, 2(l); 3; 4(a), 4(a)(2),  
4(b), 4(b)(1), 4(c), 4(d); 5; 6 and 7

**WHEREAS**, (1) Bylaws Article II, Section 1(a) and (c) are in need of changes to delete obsolete wording; sub-section (b) should be deleted in its entirety and the following sub-section re-lettered, and

**WHEREAS**, (2) Bylaws Article II, Section 2 and 4; is in need of the addition of language changes to clarify the Objectives of the Association, and

**WHEREAS**, (3) Bylaws Article II, Section 3 should be deleted in its entirety as the right to organize, negotiate collectively and represent members has been diverted to the affiliates, and the following section renumbered, and

**WHEREAS**, (4) Bylaws Article II, Section 4, is in need of changes to affirm Association responsibility where appropriate, and

**WHEREAS**, (5) Bylaws Article II, Sections 2(l); 4(a), 4(a)(2), 4(b), 4(b)(1), 4(c), 4(d); 5; 6 and 7 should be renumbered and minor language changes made to clarify the representation of members and minor word order changes where appropriate, and

**WHEREAS**, (6) Bylaws Article II, Section 6 should be deleted in its entirety, because this sections falls under the jurisdiction of an "affiliate" of the Association, and the following section be renumbered, now therefore be it

**RESOLVED:** (a) that Bylaws Article II, Sections as referenced above be amended as follows:

## **Article II: Purposes and Objectives**

### **Section 1. Purposes of the Association**

(a) The Association was formed ~~and exists~~ to further the interests of the current and retired employees of the State of California in connection with their service to the people of the state.

~~(b) The Association shall represent organized employees participating collectively in the mutual formulation of wages, hours, working conditions and retirement benefits~~

~~except and to the extent such representation rights have been transferred to a duly chartered affiliate organization.~~

(e~~b~~) The Association shall serve as the central support system ~~to~~of a federation of related organizations, each representing the particular interests of a class or classes of members united by occupational, collective bargaining, retirement status, or other common interests.

## **Section 2. Objectives of the Association**

The Association is established to provide service to and support the affiliates/divisions in order to their efforts:

- (a) foster acquaintanceship, cooperation, efficiency, and harmony among state employees and to develop a fuller knowledge among them of the state's organization, functions, and activities;
- (b) encourage and preserve a true merit system in state government;
- (c) promote the welfare of employed and retired state employees in all ways compatible with the public interest, including the support of legislation deemed beneficial and resistance to legislation deemed detrimental to their interest;
- (d) represent those employees for whom it has, or may acquire, lawful authority to serve as majority representative including members and nonmembers of the Association in discussions and negotiations with the state, its agencies and with other employers relating to all personnel and employment matters;
- (e) undertake and perform lawful acts in concert including such acts as pertain to the employment relationship and to mutual aid and protection;
- (f) support the continuity and integrity of government;
- (g) encourage the maintenance of high standards of employee conduct in governmental affairs;
- (h) advocate and defend a just and efficacious administration of laws;
- (i) aid in the improvement of government and in the development of the state's resources and the advancement of the state's economy;
- (j) inspire and maintain in its members a constant dedication to the principles of constitutional democracy as exemplified in our American form of government;
- (k) in all ways render the most effective service to the people of the United States of America and the State of California;



(l) support and promote the independent public employee movement both within and without the Association, including the ~~Association of California State Supervisors, Inc.,~~ affiliates/divisions through programs of education, cooperation, representation, and affiliation, of and among all political subdivisions of the State of California;

(m) represent the interests of its members in all matters relating to the negotiation of wages, hours and all other terms and conditions of employment without regard to sex, race, religious creed, color, national origin, ancestry, age or sexual orientation (except as provided in Government Code Section 18932); and

(n) follow the work, organize and represent employees in the private sector and non-state employment who continue to perform the work formerly carried out in the civil service, for the state universities, or which was public work or publicly funded.

### **~~Section 3. Right to Organize, to Negotiate Collectively, and to Represent Members~~**

~~The Association and its members have earned, and they expect and demand, that government recognize the right of organized employees to participate collectively in the mutual formulation of wages, hours and other terms and conditions of employment for submission by agreement and with bilateral recommendation to the legislature, in all instances where legislative action is constitutionally required and otherwise for settlement through direct agreement or by the aid of fact finding, mediation, conciliation, arbitration, or such other negotiating techniques as may be mutually acceptable.~~

~~Notwithstanding any other provisions of these Bylaws, the Association shall retain the right to represent its members in all matters of labor conflict resulting from the failure of any of the provisions in this section to achieve their desired result, providing however, that all related procedures of the Association and affiliates/divisions have been complied with.~~

### **Section 43. Areas of Responsibility**

#### **(a) Association Responsibility**

~~(a) The Association shall be primarily responsible for matters on which it is necessary, advisable, or advantageous to the members of the affiliates/divisions of the Association to take a common stand to secure securing the greatest possible benefits for active and retired state employees affiliate/division members.~~

(1) The Association shall have the exclusive responsibility for business services, printing, and personnel management.

(2) The Association shall have the lead responsibility for legal services, legislative and political ~~action services~~, and member benefits, but policy-making authority in these areas shall be shared with the affiliates/divisions.

(b) Affiliate/Division Responsibility

~~(b)~~ Each affiliate/division shall be primarily responsible for pursuing those goals and objectives which are particular to its members, as provided in Articles VII and VIII.

(1) The affiliates/divisions shall have the exclusive responsibility for contract negotiations, meet and confer sessions, organizing, member recruitment, member representation, training and education, member communications, ~~and research, and dues/fees collections.~~

(2) Affiliates/divisions shall not enter into any agreement which will adversely affect the benefits of any other affiliate or division members.

(c) Mutual Responsibility

~~(c)~~ The Association and the affiliates/divisions have the responsibility to promptly resolve any area of concern that cannot be met by the parties.

(d) Association Responsibility to Non-Association Organizations

~~(d)~~ The Association's Board of Directors shall have the authority to offer services that include printing, personnel management, business and legislative services, and membership services, except for representation services, to any non-Association organization it deems advantageous, provided that the board shall consider the following:

(1) that there is no diminution of services to affiliates/divisions; and

(2) that there is no adverse impact on any affiliate/division.

**Section 54. Representation of Membership**

The Association, through its affiliates/divisions, shall maintain such recognition, registration, or identification as an employee organization as may be required or permitted by law on behalf of the members, ~~chapters, and councils of the Association~~, of the affiliates/divisions and except as otherwise provided by the Board of Directors or the General Council, shall be the representative of the members, ~~chapters, and councils of the Association~~ of those affiliates/divisions for all purposes stated in Section 1 of this Article.

## **Section 6. Supervisory, Management, and Confidential Personnel**

~~The interests of supervisory, management, and confidential personnel shall be provided for by the Association through the Association of California State Supervisors, Inc., in its representation, so far as permitted by law, and such representation shall be accomplished without placing members or the Association in a conflict of interest position.~~

## **Section 75. Anti-Discrimination**

The Association shall not accept or uphold any form of discrimination against any member on the basis of race, color, sex, religion, national origin, sexual orientation, ancestry, disability (as defined by the Americans with Disabilities Act), age or classification.

**RECOMMENDED ACTION:** The CSEA Board recommends adoption.

**ESTIMATED COST/SAVINGS:** (Staff estimate: None.)

**ACTION:** To Board....Adopt....Reject....Amend....Affiliate(s)

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**BOARD AGENDA ITEM** B&P 3/12/1 (Ferrasci-Hamilton)

**ACTION ITEM** DATE: 2/4/12

**SUBJECT:** Bylaws Article IX: General Council  
Sections 2(a) and (c); 3(a) and (b); 4(a)(1);  
4(b)(1) and (2); 5(a) and 5(a)(1), (2), and  
(4); 5(b); 6(a) and (b); 7(a) and (b); 9; and  
11(a)(1)

**SOURCE AND/OR PROPONENT:** Bylaws, Policies, Procedures, and Programs  
Committee

**PRESENTATION BY:** Marilyn Ferrasci-Hamilton

**ASSIGNED TO:** Rocco Paternoster/Karen Jensen

**RECOMMENDED ACTION:**

That the Board of Directors adopt the attached Resolution with changes in the language of Article IX: General Council, Sections 2(a) and (c); 3(a) and (b); 4(a)(1); 4(b)(1) and (2); 5(a) and 5(a)(1), (2), and (4); 5(b); 6(a) and (b); 7(a) and (b); 9; and 11(a)(1), in order to bring the language into conformity with 2007 General Council B&P 8/07, and that these changes be submitted to the Delegates of the 2012 General Council.

**BACKGROUND:**

The Bylaws, Policies, Procedures and Programs Committee has been charged with reviewing the Bylaws for updating obsolete terminology and bringing them into compliance with changes made at General Council 2007.

**ESTIMATED COST/SAVINGS:** (Staff estimate: None.)

**FUNDING SOURCE:**

**BOARD ACTION:**

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**SUBJECT:** Bylaws Article IX: General Council

**SUBMITTED BY:** Board of Directors

**REFERENCE:** Bylaws Article IX: General Council  
Sections 2(a) and (c); 3(a) and (b); 4(a)(1);  
4(b)(1) and (2); 5(a) and 5(a)(1), (2), and  
(4); 5(b); 6(a) and (b); 7(a) and (b); 9; and  
11(a)(1)

**WHEREAS**, (1) Bylaws Article X: General Council, Section 2 (a) is a change to the ratio of delegates and the size of future General Council delegations which is supported by the affiliates, and

**WHEREAS**, (2) Bylaws Article IX: General Council, Section 2(c); is a change from two officers to one officer, and

**WHEREAS**, (3) Bylaws Article IX: General Council, Section 3(a) and (b); 4(a)(1), 4(b)(1) and (2); 5(a), 5(a)(1), (2) and (4); 5(b); 6(b); 7(a) and (b); 9; and 11(a)(1) are in need of minor word addition, and

**WHEREAS**, (4) Bylaws Article IX: General Council, Section 3(a), 4(b)(1), and 6(a) are in need of being updated to bring the Bylaws into conformity with General Council B&P 8/07, now therefore be it

**RESOLVED:** (a) that Bylaws Article IX: General Council, Sections as referenced above is amended as follows:

### **Article IX: General Council**

#### **Section 1. Purposes**

All the voting rights of the active members, except the right to elect delegates, shall be exercised by and through their delegates. An assembly of delegates for the purpose of exercising this voting power and the group of delegates selected for such purpose, are either or both, referred to as the "General Council." All matters required to be approved by the members, or which may be acted upon by the members, shall be voted upon by the General Council with the same effect as though voted upon by all the voting members which each delegate represents. All rights of membership other than voting rights are reserved to the individual members themselves. This section applies to actions taken at General Council, or by a written vote of General Council when it is not in session, and does not apply to matters upon which a division or affiliate is voting.

## Section 2. Membership Roll

The membership roll of delegates to General Council, limited to active members of the Association, is determined at each session, and consists of:

- (a) delegates and alternates elected by chapters/DLCs. Each chapter/DLC shall be entitled to elect one delegate for each ~~400~~ 200 members then belonging to such chapter/DLC or major fraction thereof, except that no chapter/DLC shall have less than ~~one~~ two delegates. A chapter/DLC may provide in its bylaws that the person elected chapter/DLC president will be one of that chapter's/DLC's delegates to General Council. In such case, the candidate consent statement and the election ballots shall indicate that the person elected will serve in both capacities and such elections shall be held in accordance with standards applicable to the election of chapter/DLC delegates. The delegates referred to above shall be known as chapter/DLC delegates;
- (b) members of the outgoing Board of Directors;
- (c) ~~two~~ one officers from each affiliate/division who ~~are~~ is not already a delegates by virtue of (b) above, determined by the affiliate/division; and
- (d) past state presidents who are currently members of the Association.

## Section 3. Record Date for Delegate Elections

- (a) The number of delegates to which a chapter/DLC is entitled shall be based on the number of active members in good standing in the chapter/DLC 120 days before the general session of the General Council. ~~In the absence of a delegate at any session of the General Council, an alternate serves.~~
- (b) Notwithstanding other provisions in this section, a chapter/DLC acquiring a charter after the date fixed for delegate apportionment and more than 30 days before the convening of General Council is entitled to one delegate.

## Section 4. Delegate Elections and Terms

### (a) Elections

#### (1) Chapter/DLC Delegates and Alternates

All elections of chapter/DLC delegates shall be by secret ballot. All chapter/DLC members shall be given a fair and equal opportunity to run for delegate, to nominate others, to campaign for themselves or others, and otherwise to communicate with other chapter/DLC members about such vote.



Those candidates who are not elected delegates shall be placed on a list of alternate delegates in order of votes received.

If a chapter's/DLC elections do not result in the election of a full delegation, or if subsequent vacancies in the delegation occur, and there are insufficient alternate delegates to fill the positions, or if the chapter/DLC has no alternate delegates or has an insufficient number of alternate delegates, it may hold additional elections until it has elected a full delegation and/or sufficient number of alternate delegates.

All such secondary elections must be completed at least 31 days prior to the opening session of General Council. The cost of additional elections shall be borne by the chapters/DLC.

Affiliates shall establish specific procedures for elections of their chapters'/DLCs' delegates. The Association's Board of Directors shall establish specific procedures for election of chapter/DLC delegates from divisions, and for election of delegates from those affiliates who do not establish their own procedures.

## (2) Other Delegates

Statewide officers shall be elected by secret ballot in accordance with the other provisions of these Bylaws.

Unless another provision of these Bylaws establishes the procedure for electing those who will serve as General Council delegates by virtue of holding an office in any affiliate/division or subordinate body thereof, they shall be elected as set forth in this paragraph. Such elections shall be by secret ballot. All persons qualified to hold the office to be filled shall be given a fair and equal opportunity to run for such office and to communicate with the electorate about the election. All persons entitled to vote in the election shall be given a fair and reasonable opportunity to nominate candidates for it and to communicate with other voters about the election. Each affiliate/division may adopt detailed rules of procedure, consistent with these Bylaws, for the conduct of such elections among its members.

## (b) Terms

### (1) Chapter/DLC Delegates

General Council chapter/DLC delegates have ~~two~~ three-year terms, beginning at the opening ceremonies of General Council and continuing until their successors are installed. ~~Commencing in the year 2009, and thereafter, the chapter/DLC delegates shall have three-year terms.~~

(2) Past State Presidents

Past state presidents shall serve as delegates for life ~~so~~ as long as they remain members in good standing.

(3) Other Delegates

Statewide officers shall serve as delegates for the terms of such offices as set forth elsewhere in these Bylaws.

Unless another provision of these Bylaws establishes a specific term for those who will serve as General Council delegates by virtue of holding an office in any affiliate/division or subordinate body thereof, such term shall be as set forth in the Bylaws and/or written policies of the appropriate affiliate/division. In the absence of any other term provision, such term shall be for two years and until a successor has been elected and assumed office, in the year 2009 and thereafter these other delegates shall be elected for three-year terms.

## **Section 5. Delegate Vacancies**

(a) Chapter/DLC Delegates

(1) Vacancy

A vacancy in a chapter/DLC delegation to General Council exists by virtue of the resignation, death, disability, or removal of a delegate, or failure of a chapter/DLC delegate who does not serve as such by virtue of being chapter/DLC president to attend a session (or part of a session) of the General Council.

(2) Filling of Chapter/DLC Vacancy

When a chapter/DLC has a vacancy in its delegation to the General Council, the chapter/DLC shall fill the vacancy with an elected chapter/DLC alternate in order of the number of votes received by each alternate, and certify such alternate delegate to the secretary-treasurer of the Association.

(3) Alternate for a Delegate

An alternate who fills a vacancy serves and is known as a delegate for the remainder of the term for which such delegate was elected.

(4) Alternate for a Chapter/DLC Officer

An alternate replacing a delegate who is a delegate by virtue of being a chapter/DLC president, serves only for the duration of the general session, or of

any special session from which the chapter/DLC president is absent, and the chapter/DLC president serves at all other times and until the convening of the next session of the General Council.

(b) Other Delegates

A vacancy exists by virtue of the resignation, death, disability, or removal of a delegate. Any vacancy in the office that gives delegate status to a person other than a chapter/DLC delegate shall also create a vacancy in such person's position as a delegate. Any such vacancy shall be filled automatically by the successor, if any, to such office, and may not be filled in any other way.

## Section 6. Accreditation of Delegates

(a) Chapter/DLC Delegates

At each general session of General Council, the Credentials Committee shall accord membership to those chapter/DLC delegates, and chapter/DLC alternates who present credentials signed by the president and secretary of their chapters/DLCs. If the chapter/DLC has no secretary, the credential may be signed by another elected chapter/DLC officer. In the absence of an elected chapter/DLC officer, the credentials may be signed by an affiliate officer.

(b) Other Delegates

Delegates who are not chapter/DLC delegates shall be accorded membership by the Credentials Committee upon presentation of credentials signed by the president and secretary-treasurer of the Association.

## Section 7. Removal

(a) Chapter/DLC Delegates

Any chapter/DLC delegate may be removed for cause by the vote of a majority of the chapter/DLC members at a regular or special meeting of the chapter/DLC. All chapter/DLC members shall be given a fair and reasonable opportunity to communicate with other chapter/DLC members about the matter, and the delegate(s) subject to removal shall be given reasonable notice of the proposed action and opportunity to be heard by the members. The vote shall be by secret ballot. Affiliates shall establish specific procedures for removal of their chapter/DLC delegates. The Association's Board of Directors shall establish specific procedures for removal of chapter/DLC delegates from divisions, and from affiliates that do not establish their own procedures.

Chapter/DLC delegates may also be removed as delegates for cause by the Board of Directors upon petition by the Executive Committee.

#### (b) Delegate Status as Result of Other Elective Office

Except as provided below, delegates other than chapter/DLC delegates are removed by action of removal from the office that gives them delegate status.

#### (c) Past Presidents

Past presidents of the Association, who retain active membership in the Association, may be removed as delegates for cause, by the Board of Directors on petition of the Executive Committee. Removal of delegate status does not deprive a past president of the office of past president.

### **Section 8. Recall**

Any chapter/DLC delegate may be recalled. Affiliate(s) shall establish specific procedures for recall of their chapter delegates. Any affiliate that does not establish specific procedures for recall of chapter/DLC delegates shall follow the procedures established by the Association for the divisions. The Association's Board of Directors shall establish specific procedures for recall of chapter/DLC delegates from divisions.

### **Section 9. Duties of Delegates**

Delegates, delegates-elect, and delegates-designate to General Council are encouraged to attend meetings of General Council committees. Delegates shall attend all sessions of General Council, consider General Council resolutions, and act upon the business of General Council in accordance with the best interest of their chapters/DLCs and the Association. Delegates shall assist their chapters/DLC in understanding and implementing the actions of the General Council.

### **Section 10. Franchise**

Only members of the General Council may vote in the General Council. Each member of the General Council is entitled and limited to a single vote on each issue. All General Council subject committee chairpersons shall during the duration of the respective committee reports have the right to make motions for the committee and speak on resolutions being reported by that committee. The rights of the subject committee chairperson shall be limited to the above unless the subject committee chairperson is a member of the General Council.

### **Section 11. Resolutions**

(a) A resolution intended for consideration by the General Council must be in writing and in duplicate. Each resolution whose adoption would entail an expenditure of Association funds must contain an estimate of probable cost to the Association. Resolutions are submitted as follows:

(1) when signed by 50 or more active members of the Association, or by any delegate of General Council, delegate-elect, or delegate-designate to the General Council, or proposed by a chapter/DLC, ~~region~~, or any subject or procedural committee, division council or bargaining unit council at any officially convened meeting and delivered to the headquarters office of the Association at least 60 days prior to the convening of the next general session of the General Council;

(2) when proposed by any subject or procedural committee or bargaining unit council at any officially convened meeting, or signed by 20 or more delegates of General Council, or delegates-elect and delegates-designate to General Council and delivered to the headquarters office of the Association before 12 noon of the 15th day preceding the convening of the General Council;

(3) when presented by or signed by any member of the General Council and introduced prior to adjournment of the General Council, with an accompanying statement identifying the vital interests of the Association involved in the subject of the resolution and why the matter may not await the next General Council, and approved for consideration by the Rules Committee. Any resolution not approved for consideration by the Rules Committee may be appealed to the General Council when the Rules Committee gives its report. The proponent shall be given an opportunity to present an argument supporting the request for consideration of the resolution at this General Council and the resolution may be accepted by a two-thirds vote of the General Council;

(4) when proposed by the Board of Directors, or by an affiliate/division council at any time.

(b) The headquarters office shall cause a copy of each resolution submitted under Subsection (1) to be mailed to each delegate, delegate-elect and delegate-designate at least 30 days prior to the convening of the General Council; and shall cause a copy of each resolution submitted under Subsection (2) to be mailed to each delegate, delegate-elect and delegate-designate at least 10 days prior to the convening of the General Council.

(c) A resolution which names or alludes to any individual or any Association member or member of Association headquarters staff in language that will be deleterious to that person's character and reputation shall be withheld from publication by the president. The president shall immediately notify the proponent in writing of the intention to withhold the resolution and the reasons therefore, and the proponent shall have 10 days from the date of such notice within which to resubmit the resolution amended so as to delete the deleterious portions therefrom. In the event no amended resolution is received or an amended resolution that has been submitted timely is still unacceptable in the opinion of the president, he/she shall refer the resolution to the Board of Directors for affirmation of the action by a two-thirds vote at their next meeting. The proponent of the resolution shall be given

timely notification of the president's action prior to the board meeting. If the president's action is affirmed, the resolution shall be set aside without further consideration and the proponent so notified.

(d) Unless the resolution contains language to the contrary, all resolutions adopted by General Council shall become effective and acted upon accordingly, at the adjournment of General Council.

## **Section 12. Induction**

(a) Members of the Board of Directors are installed as the last order of business at General Council.

(b) If it becomes necessary to install an officer and General Council is not in session, the installation shall be conducted by the Association's president as the first order of business at a Board of Directors meeting. However, the board member shall assume his/her duties upon appointment or election.

(c) Installation of affiliate/division officers shall be in accordance with affiliate/division rules.

## **Section 13. Expenses**

The authorized expenses of members of the General Council occasioned by their attendance at any session of the council are paid by the Association or affiliate/division as appropriate.

**RECOMMENDED ACTION:** The CSEA Board recommends adoption.

**ESTIMATED COST/SAVINGS:** (Staff estimate: None.)

**ACTION:** To Board....Adopt....Reject....Amend....Affiliate(s)

**BOARD AGENDA ITEM** B&P 4/12/1 (Ferrasci-Hamilton)

**ACTION ITEM** DATE: 2/4/12

**SUBJECT:** Bylaws Article X: Committees  
Sections 1(a)(1), (2), (3); 1(b)(1), (2), (3),  
(4), (5), (6), (7); 2(b)(3), (4), (5); and  
Section 4

**SOURCE AND/OR PROPONENT:** Bylaws, Policies, Procedures and Programs  
Committee

**PRESENTATION BY:** Marilyn Ferrasci-Hamilton

**ASSIGNED TO:** Rocco Paternoster/Karen Jensen

**RECOMMENDED ACTION:**

That the Board of Directors adopt the attached Resolution with changes in the language of Article X: Committees, Sections 1(a)(1), (2), (3); 1(b)(1), (2), (3), (4), (5), (6), (7); 2(b)(3), (4) and (5); and Section 4; in order to bring the language into conformity with 2007 General Council B&P 8/07 where needed & to reflect Board recommendations for committee changes, and that these changes be submitted to the Delegates of the 2012 General Council.

**BACKGROUND:**

The Bylaws, Policies, Procedures and Programs Committee has been charged with reviewing the Bylaws for updating obsolete terminology and bringing them into compliance with changes made at General Council 2007.

**ESTIMATED COST/SAVINGS:** (Staff estimate: None.)

**FUNDING SOURCE:**

**BOARD ACTION:**

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**SUBJECT:** Bylaws Article X: Committees

**SUBMITTED BY:** Board of Directors

**REFERENCE:** Bylaws Article X: Committees  
Sections 1(a)(1), (2), (3); 1(b)(1), (2), (3),  
(4), (5), (6), (7); 2(b)(3), (4), (5); and Section 4

**WHEREAS**, (1) Bylaws Article X: Committees, Sections 1(a)(1), (2), (3); 1(b)(1) and (2) are in need of deletion of two subject committees, and 1(b)(3) through (7), should be amended to list the remaining committees in alphabetical order, and

**WHEREAS**, (2) Bylaws Article X: Committees, Section 2(b)(3) is in need of deletion of obsolete language and in need of correction, and

**WHEREAS**, (3) Bylaws Article X: Committees, Section 2 (b)(4) and (5) are recommended for deletion by the Board of Directors, and

**WHEREAS**, (4) Bylaws Article X: Committees, Section 4 is amended to reflect affiliate autonomy regarding their representatives on Association Committees, now therefore be it

**RESOLVED:** (a) that Bylaws Article X: Committees, Sections 1(a)(1), (2), (3); 1(b)(1) through (7); 2(b)(3), (4), (5); and Section 4, be amended as follows:

### **Article X: Committees**

#### **Section 1. General Council Committees**

In the General Council there are the following committees:

(a) Subject Committees:

- (1) ~~Association~~ Bylaws, Policies, Procedures and Programs
- (2) ~~Member Benefits~~ Fiscal
- (3) ~~Fiscal~~ Member Benefits

(b) Procedural Committees:

- (1) ~~Rules~~ Arrangements
- (2) ~~Credentials~~ Courtesy
- (3) ~~(1) Sergeant-at-Arms~~ Credentials
- (4) ~~(2)~~ Election Tellers

- (5) (3) Courtesy Nominations
- (6) (4) Nominations Rules
- (7) (5) Arrangements Sergeant-at-Arms

## **Section 2. Other Committees**

(a) Committees other than General Council committees and division committees of the Board of Directors are established by a majority vote of the General Council, the Board of Directors, or affiliates/divisions.

(b) Board Appointed Committees:

The Board of Directors may create other committees from time to time to hold hearings and make recommendations to it concerning programs and issues of interest to the Association. Additionally, the following committees shall serve the board between sessions of General Council:

### (1) Fiscal Committee

Between sessions of the General Council, the Fiscal Committee shall prepare the proposed budget for the Association and provide ongoing fiscal oversight. Notwithstanding the provisions of Bylaws Article X, Section 4 and Bylaws Article IV, Section 2 (b)(1)(f.), it shall be comprised of the chief fiscal officer of each affiliate/division and the Association's secretary-treasurer, who shall serve as the chair. In addition, the president may appoint one additional person, and each affiliate/division may appoint one additional person, to serve as an alternate committee member. Alternate committee members may attend all committee meetings and may substitute in the event of the absence of the committee member for whom they are the alternate. Alternate committee members shall have all the voting rights of the member for whom they are substituting. The Association and each affiliate/division have one vote on matters before the committee.

### (2) Member Benefits Committee

Between sessions of the General Council, the General Council Member Benefits Committee shall serve the Board of Directors and shall be responsible for insurance, retirement, other benefit programs, and related matters.

### (3) ~~Association~~ Bylaws, Policies, and Procedures and Programs Committee

Between sessions of the General Council, the General Council ~~Association~~ Bylaws, Policies, and Procedures and Programs Committee shall serve the Board of Directors and shall be responsible for the reviewing of and recommending action on the Bylaws, policies and procedures of the Association.

~~(4) Human and Civil Rights Committee~~

~~The Board of Directors shall establish a Human and Civil Rights Committee to educate and to inform all members about the needs and concerns of its people and the general populace.~~

~~(5) Women's Committee~~

~~The Board of Directors shall establish a Women's Committee to educate and to inform all members about the needs and concerns of women in the Association, state service and in the general populace.~~

**Section 3. Line of Responsibility**

Nothing in this article affects the rights and powers of the Board of Directors as declared in Article IV, Section 1(b). Between general and special sessions of the General Council, all committees, except those of the affiliates/divisions, are responsible to the Board of Directors, and shall keep the Board of Directors currently informed of their aims, findings, and objectives; during general sessions, and special sessions, they are responsible to the General Council.

**Section 4. Appointments**

~~Except for the Committee on Nominations, Governmental Affairs Committee, ex-officio members of the Fiscal Committee and affiliate/division committees, as declared and qualified in Article IV, Section 2 (b)(1)(f), or as otherwise provided in these Bylaws, the president shall appoint persons to all Association committees. Affiliates/divisions will nominate appoint all persons who are to be considered for an appointment to an Association standing committees as a representatives of the particular affiliate/division; subject to the right of the president to veto a particular nominee, in which case the affiliate/division shall nominate another person for consideration. The president is empowered to remove a committee member for failure to perform the duties, or for a conflict of interest, or at the request of the represented affiliate/division subject to the majority vote of the Association Board of Directors.~~

**Section 5. Composition and Tenure**

Members of committees in Sections 1(a) and 2(a) are appointed from the active membership of the Association. Members of committees in Section 1(b), except for the Election Tellers Committee, are appointed from the membership of the General Council of the general session in which they will serve. The president and each affiliate president or division director shall certify with the Credentials Committee three members to serve on the Election Tellers Committee. Such appointee shall be an alternate delegate or any member in good standing who is already present at General Council. Committee appointments terminate in any event at adjournment of the general session

next succeeding appointment and acceptance, except that if an emergency arises between the close of General Council and the first meeting of the Board of Directors following General Council, the prior committee with its members may be reinstated to consider the emergency matter.

### **Section 6. Duties of General Council Subject Committees**

It is the duty and prerogative of each committee listed in Section 1 (a) to:

- (a) formulate a program of aims and objectives in its respective field and through resolutions, present such programs to the General Council at the next session;
- (b) receive and analyze, during sessions of General Council, resolutions which are referred to it, and to prepare amendments;
- (c) recommend to the General Council actions on each resolution; and
- (d) consider such other matters as the board or president may refer to it between sessions of the General Council.

### **Section 7. Duties of General Council Procedural Committees**

- (a) It is the duty and prerogative of each committee listed in Section 1 (b) to initiate appropriate resolutions for referral to General Council.
- (b) The Credentials Committee determines the eligibility, through proof of election or otherwise, of each prospective member of General Council.

**RECOMMENDED ACTION:** The CSEA Board recommends adoption.

**ESTIMATED COST/SAVINGS:** (Staff estimate: None.)

**ACTION:** To Board....Adopt....Reject....Amend....Affiliate(s)

**BOARD AGENDA ITEM**

**A**

[INCOMPLETE]

INFORMATION ITEM

Date: 2/4/12

SUBJECT:

Disposition of Board Assignments

SOURCE AND/OR PROPONENT:

Board of Directors Minutes

ASSIGNED TO:

Karen Jensen

Following is a status report on board motions referred on which action has not been completed:

*No incomplete items.*

<b>Item:</b>	<b>Description:</b>	<b>Division/Program:</b>
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**BOARD AGENDA ITEM****A-1**

[COMPLETE]

INFORMATION ITEM

Date: 2/4/12

SUBJECT:

Disposition of Board Assignments

SOURCE AND/OR PROPONENT:

Board of Directors Minutes

ASSIGNED TO:

Karen Jensen

Following is a status report on board motions referred on which action has been completed as of this meeting:

<b>BENEFITS ITEMS</b>		
<b>Item:</b>	<b>Description:</b>	<b>Division/Program:</b>
<b>BEN 5/11/3 BD 31/11/3</b>	Group Term Life Insurance Plan – Anthem Life Insurance Company – Annual Review	Member Benefits
<b>BEN 6/11/3 BD 32/11/3</b>	Group Ordinary Life Insurance Plan – Anthem Life Insurance Company – Annual Review	Member Benefits
<b>BEN 7/11/3 BD 33/11/3</b>	Accidental Death and Dismemberment Insurance Plan – New York Life Insurance Company – Annual Review	Member Benefits
<b>BEN 8/11/3 BD 34/11/3</b>	Disability Income Insurance Plans – (Short Term and Long Term) – New York Life Insurance Company – Annual Review	Member Benefits
<b>BEN 9/11/3 BD 35/11/3</b>	Cancer Insurance Plans – Monumental Life Insurance Company – Annual Review	Member Benefits
<b>BEN 10/11/3 BD 36/11/3</b>	Family Life Insurance Plan – American United Life Insurance Company – Annual Review	Member Benefits
<b>BEN 11/11/3 BD 37/11/3</b>	Legal Plan – Legal Club of America – Annual Review	Member Benefits
<b>BEN 12/11/3 BD 38/11/3</b>	Auto and Home Owners Insurance Plan –Unitrin Direct <i>preferred insurance</i> – Annual Review	Member Benefits

<b>BEN 13/11/3</b> <b>BD 39/11/3</b>	Emergency Assistance Plan (EA+) – OnCall International – Annual Review	Member Benefits
<b>BEN 14/11/3</b> <b>BD 40/11/3</b>	24PetWatch Pet Insurance Plan – Pethealth Incorporated – Annual Review	Member Benefits
<b>BEN 15/11/3</b> <b>BD 41/11/3</b>	Comprehensive Accident Plan (CAP) – Hartford Life and Accident Insurance Company – Annual Review	Member Benefits
<b>FISCAL</b>		
<b>FIS 7/11/3</b> <b>BD 42/11/3</b>	Approval of CSEA entering into a Line of Credit Agreement with Wells Fargo Bank in the amount of \$250,000	Chief Financial Officer
<b>FIS 8/11/3</b> <b>BD 43/11/3</b>	2010Audit Report	Chief Financial Officer
<b>FIS 9/11/3</b> <b>BD 44/11/3</b>	CSEA History Project	Chief Financial Officer



**BOARD AGENDA ITEM**

**B**

**INFORMATION ITEM**

Date: 2/4/12

**SUBJECT:**

SEIU Local 1000 Service Agreement and Amendment

**SOURCE AND/OR PROPONENT:**

SEIU Local 1000

**ASSIGNED TO:**

Lee King

**BACKGROUND:**

- Single employer status is recognized as both reasonable and desirable by all four affiliates and has been repeatedly reaffirmed in Board workshop settings and in Bargaining Team meetings. All four affiliates and central support services behave as single employers in supervision, discipline, hiring and firing of staff and setting respective work rules and policies. CSEA provides services only for the administrative functions of an employer at the request of the affiliates. This “division of labor” is consistent with recent changes in the bylaws toward affiliate autonomy irrespective of bylaws language in Article XIV, Section 2 that identifies CSEA as the employer.
- At this time, one affiliate, Local 1000, has the resources and desire to establish single employer status and expand their own staff to provide the entire range of CSEA central support business functions on their own. Local 1000 also believes this move to single employer status needs to happen before December 31, 2011 to avoid being bound by a new UAW contract negotiated jointly by CSEA and all affiliates.
- Significant issues are raised by the prospect of single employer status:
  1. The financial impact on the affiliates through the **cost allocation formula** in the bylaws. If any affiliate becomes a single employer and declines to utilize any services from CSEA, their share of indirect costs arguably becomes zero. In the absence of an alternative cost sharing agreement, the other affiliates who are taking services from CSEA would have to cover all central support costs.
  2. Liability for costs of defending against **legal challenges** to establishing single employer status under CSEA Bylaws or NLRA by parties unknown.
  3. Liability for costs that may result from UAW contract provisions that may be incurred as a result of employees exercising **seniority rights** under the CBA.

The proposed resolution of these issues is contained in the subject Local 1000 Service Agreement and Amendment to the Service Agreement documents that were distributed to the Affiliate presidents and chiefs of staff on November 22, 2011, and emailed to the entire Board on December 13, 2011.

## Summary of Service Agreement

- Local 1000 has proposed a new Service Agreement that allows for single and separate employer status to begin before negotiations with the UAW would begin under the CSEA umbrella and has also proposed an amendment to the service agreement that would address legal and financial impacts on CSEA or the other three affiliates.
- As part of the amendment to the service agreement, Local 1000 proposes to: (A) indemnify all parties for (1) all legal costs, (2) staff related costs and (3) any other identifiable costs arising from their action to become a single and exclusive employer. CSEA also has corporate insurance that covers all CSEA Board members, acting individually or as a group in good faith on behalf of the corporation; and, (B) address financial impacts through a negotiated alternative central support funding proposal for the 2013-2015 General Council budget and beyond.
- Legal analysis of the bylaws has an indeterminate conclusion: On one hand, more recent changes to corporate bylaws weigh heavier than older language when deciding how bylaws are interpreted by a judge; on the other hand, existing language that is in conflict does exist and can be leveraged by skilled attorneys. There may be as many opinions as attorneys one way or the other until a legal challenge is decided by an arbitrator or judge.
- Local 1000 is particularly motivated to act before December 31 because not only does it wish to negotiate a new agreement apart from the rest of CSEA, but both parties are embarking on a transformation of respective IT and Accounting functions and require increased control over classifications, more appropriate compensation and a wide range of personnel issues.

**ESTMATED COST/SAVINGS:** No Cost

**FUNDING SOURCE:** N/A

**BOARD ACTION:**

**MOTION:** Moved by Yvonne Walker, second by David Okumura that the CSEA Board of Directors approves Board Item B&P 19/11/4, SEIU Local 1000 Service Agreement and Amendment. CARRIED. (Roll call vote was in favor: Maldonado, Robinson, Walker, Rose, Marxen, Sears, Hunter-Fretwell, Ruffino, Espinoza and Okumura; opposed: Gantt and Kilday-Hicks).

**BOARD AGENDA ITEM**

**C**

**INFORMATION ITEM**

Date: 2/4/12

**SUBJECT:**

Election of CSEA Foundation Directors

**SUBMITTED BY:**

Joan Kennedy

**ASSIGNED TO:**

Gae Van Wagoner

**RECOMMENDED ACTION:**

That an election be conducted to fill three open positions on the CSEA Foundation Board of Directors. One position will expire in 2013; two positions will expire in 2015.

**BACKGROUND**

According to CSEA Foundation Bylaws, the CSEA Foundation directors shall be elected by the CSEA Foundation members, who are the CSEA Board of Directors, to hold office until the expiration of his/her three-year term.

Two of the positions with terms that expire in 2012 are presently held by Joan Kennedy and Carol Bowen respectively. The third position with a term expiring in 2013 was vacated by Richard Latimer in June 2011.

According to CSEA Foundation Bylaws, candidates must submit a resume to the CSEA Foundation office prior to any election. The resumes shall be accompanied by a cover letter indicating the candidate's willingness, desire and availability to serve.

The following candidates have submitted resumes and consent to serve statements for three vacant seats:

Joan Kennedy (CSUEU), 2015

Patricia Neifer (ACSS), 2013

Ron Ridley (CSR), 2015

In accordance with the Foundation Bylaws, nominations of additional candidates will not be accepted from the floor. Since there are only three names submitted for three positions, the CSEA Board of Directors declares these three candidates elected by acclimation and no election is required.

**ESTMATED COST/SAVINGS:** (Staff Estimate: None)

**FUNDING SOURCE:** Not applicable.

**BOARD ACTION:**

