

FOURTH AMENDED AND RESTATED BYLAWS OF
THE SAN FRANCISCO REDEVELOPMENT EMPLOYEE ASSOCIATION, A
CHAPTER OF THE INTERNATIONAL FEDERATION OF PROFESSIONAL AND
TECHNICAL ENGINEERS, LOCAL 21, AFL-CIO

PREAMBLE

The San Francisco Redevelopment Employee Association (the “Association” or “SFREA”) is formed to provide a voice and vehicle for the interests of employees of the Redevelopment Agency (the “Agency”) of the City and County of San Francisco who are represented by the Association. The mission of the Association is to be heard and considered by the Agency in all matters and decisions that may affect the conditions of employment of the Members. The specific goals of the Association are to:

1. Represent the Members of the Association for the purpose of meeting, conferring and negotiating regarding wages, hours, benefits and other terms and conditions of employment;
2. Improve the effectiveness of employment relations with executive management of the Agency;
3. Advocate for the creation and on-going administration of fair and equitable processes for resolving employment disputes between Members and Agency executive management and between the Members and the Agency Commission;
4. Foster career growth and development of the Members;
5. Enhance the morale of its Members; and
6. Promote the effective delivery of services by the Agency to the people of the City and County of San Francisco.

SECTION I. Name of Organization

- 1.1 **Name.** The organization shall be known as the San Francisco Redevelopment Employee Association (SFREA), a chapter of the International Federation of Professional and Technical Engineers, Local 21 (“Local 21”).
- 1.2 **Bargaining Units.** SFREA represents three bargaining units recognized by the Agency: the Professional/Technical Unit, the Manager/Supervisory Unit and the Engineers and Architects Unit (each a “Bargaining Unit” or “Unit” and collectively the “Units”).

SECTION II. Membership

- 2.1 **Membership.** Any person employed by the Agency in a classification in one of the Units represented by the Association may apply to become a Member of the Association subject to the applicable Memorandum of Agreement (MOA) with the Agency.
- 2.2 **Associate Membership.** Persons who are in a classification not represented by the Association may be accepted as Associate Members at the discretion of the Executive Committee (Executive Committee is defined in Section 5.1). (Such Associate Members must also pay dues as a condition of their Membership.)

- 2.3 **Definition of Members.** The terms “Member,” “Members,” and “Membership” shall include any category of Association Membership described in this Section.
- 2.4 **Honorary Membership.** The Executive Committee may award and terminate honorary membership on behalf of the Association.
- 2.5 **Termination.** The retirement or termination of employment with the Agency of any Member shall result in the immediate termination of that person’s membership in the Association unless otherwise determined by the Association pursuant to these Bylaws. The obligation of that person to pay dues shall also terminate with the pay period following such action. Any Members who move out of a classification represented by the Association will have no further SFREA dues assessed unless they re-apply for and are accepted as an Associate Member.

SECTION III. Representation

Members shall be entitled to the following representation from the Association subject to the limitations stated herein:

- 3.1 **Collective Bargaining Representation** The Association will represent the Units in Meet and Confer and MOA negotiations with the Agency and endeavor to communicate clearly with and consult with Members about the status of said discussions and contracts. MOAs and amendments thereto shall be subject to ratification by a majority of the Members of the respective Unit.
- 3.2 **Grievance Representation**. The Association will provide fair representation to all persons holding a classification included in any SFREA Bargaining Unit in grievance procedures pursuant to the terms of Article III of the respective MOAs with the Agency.
- 3.3 **Shop Steward Roles.** Each of the Association’s Shop Stewards shall have the following responsibilities: 1) at the request of the affected Member, attend disciplinary meetings or grievance hearings, and 2) at the request of the President, participate in meet and confer sessions. In addition, a Shop Steward may also serve as an informal resource on employee issues affecting Members.

SECTION IV. Officers

The Officers of this Association shall be Members elected according to the provisions of Section VI of these Bylaws. Their duties shall be as follows:

- 4.1 **President**
- a. To preside at all meetings of the Association and of the Executive Committee.
 - b. To appoint committees and their chairs as may be deemed advisable or as requested by the Membership or the Executive Committee.
 - c. To co-sign checks with the Treasurer.

- d. To call meetings of the Association and the Executive Committee.
- e. To review or sign official documents or correspondence.
- f. To make written and oral representations on behalf of the Association. The President shall bring all basic policy matters to the Executive Committee for decision before making any official representation thereon.
- g. To represent the SFREA Chapter as a delegate at the Local 21 Delegate Assembly (the "Delegate Assembly").

4.2 Vice President

- a. To perform the duties of the President during the absence of the President.
- b. To assist the President in the conduct of meetings of the Association.
- c. To serve as the Association's Membership Chair by: 1) soliciting and receiving membership applications, and 2) assisting the Executive Committee's filling of vacancies in accordance with Section 5.2g.
- d. To represent the SFREA Chapter as a delegate at the Delegate Assembly.

4.3 Treasurer

- a. To collect and disburse all funds other than normal Union dues.
- b. To keep an itemized account of all receipts and disbursements.
- c. To prepare a quarterly report of all income and disbursements.
- d. To prepare and submit to the Association a proposed annual budget and an itemized statement of receipts and disbursements for the previous fiscal year.
- e. To deposit all funds in the bank in the name of the Association, to be drawn out only by checks of the Association.
- f. To file State and Federal tax returns as required by law.
- g. To represent the SFREA Chapter as an alternate delegate at the Delegate Assembly.

4.4 Secretary

- a. To keep records of the correspondence and business of the Association.
- b. To keep the names and addresses of all the Members of the Association.
- c. To keep the minutes of the regular and special meetings of the Association and the Executive Committee.

- d. To prepare correspondence.
- e. To circulate notices and agendas of meetings to be held by the Association.
- f. To maintain the official copy of the Bylaws of the Association and to make copies available upon request.
- g. To represent the SFREA Chapter as an alternate delegate at the Delegate Assembly.

SECTION V. Executive Committee

5.1 Executive Committee. The Executive Committee shall consist of the following nine (9) members of the Association: President, Vice President, Treasurer, Secretary and five (5) elected at-large Members. Five Members of the Executive Committee shall compose a quorum. The Executive Committee shall be broadly representative of the membership of all three Units and shall include at least one representative from each Unit.

5.2 Duties of the Executive Committee. The duties of the Executive Committee shall be as follows:

- a. To meet as often as required to carry out the business of the Association.
- b. In consultation with the Membership, to establish goals and objectives for the Association and to work toward those goals.
- c. To devise ways and means of carrying out the policies and actions of the Membership.
- d. To advise the Membership.
- e. To handle all Association problems that arise between Membership meetings and to develop solutions, formulate policies and make recommendations of same to the general Membership.
- f. To take any appropriate action on business brought before it by committees.
- g. To work under the guidance of the Vice President, to fill all vacancies among the officers and Executive Committee Members until the next regular election; provided however, that this shall not supersede the order of ascendancy set forth in Section 9.10.
- h. To take all actions necessary and appropriate to comply with any laws, regulations or contracts.
- i. To perform such other duties as are herein provided or delegated to it or conferred by law.
- j. To consult and provide advice to Members regarding individual employment issues.
- k. To consult with the Membership on negotiating strategies and goals as appropriate.

- l. To work with the Local 21 union representative.
- m. The Executive Committee may elect from its body or from the General Membership a Shop Steward for each Bargaining Unit.

SECTION VI. Elections

- 6.1 **Nominating Committee.** The Association shall have a Nominating Committee consisting of the three (3) most recent Past Presidents who are still Members of the Association. In the event that fewer than three (3) Past Presidents are available, then the Executive Committee shall serve as the Nominating Committee.
- 6.2 **Nominations.** It shall be the duty of the Nominating Committee to prepare a list of nominees for the various elective offices of the Association and to distribute such list to each Member prior to or at the regular meeting of the general Membership at which the election will be held. To the greatest extent possible, the Nominating Committee shall seek a balance of representation in the nominations from all Units. The regular nomination process shall occur in October of an odd-numbered year.
- 6.3 **Nominations from the Floor.** Additional nominations may be made from the floor by Members of the Association during the regular meeting(s) of the general Membership at which the elections take place.
- 6.4 **Officer Elections.** Officers shall be elected by a majority secret ballot vote of the Members present at the meeting. Elections of the President and Vice President shall include notice that these positions will also serve as delegates to the Delegate Assembly.
- 6.5 **Officer Terms.** Officers shall be elected for two-year terms, which shall begin upon their election and shall run through December 31st of each odd-numbered year. Any vacancy in an Officer positions arising after an election may be filled by the Executive Committee pursuant to Section 5.2g.

SECTION VII. Dues

- 7.1 **Dues for Members.** Membership dues shall be in accordance with Local 21 Bylaws.
- 7.2 **No Dues.** There shall be no dues for Honorary Members or for Members on non-pay status for at least two consecutive pay periods.
- 7.3 **No Exemption from Dues.** Subject to the Union Membership provisions of the respective MOA, no Member shall be exempted from the payment of dues which have been approved by the Membership.

SECTION VIII. Disbursements

- 8.1 **Annual Budget.** Should funds in addition to the normal Union dues be collected, such funds shall be expended in accordance with an annual budget which shall run from January 1st to December 31st unless otherwise approved by the Membership. A proposed budget for the use of such funds shall be presented by the Executive Committee and approved by the general Membership of the Association annually.
- 8.2 **Line Item Changes.** Line item changes to the budget may be made by the Executive Committee. Line item changes in excess of 10% of the annual budget must be approved by the Membership.
- 8.3 **Financial Reports.** A complete financial report shall be rendered to the general Membership at the regular meeting in which the budget is approved.

SECTION IX. Meetings

- 9.1 **Executive Committee Meetings.** Regular Executive Committee meetings shall be held at least semi-annually, on dates selected by the Executive Committee. The Executive Committee may cancel any regular meeting; however, two consecutive regular meetings may not be canceled.
- 9.2 **Membership Meetings.** Regular meetings of the membership shall be held at least quarterly, on dates selected by the Executive Committee.
- 9.3 **Meeting Times and Places.** The times, places and nature of meetings shall be determined by the Executive Committee except as decided otherwise by the Membership.
- 9.4 **Special Meetings.** Special meetings shall be called by the President at the request of or with the approval of a majority of the Members of the Executive Committee.
- 9.5 **Quorum.** Fifty percent (50%) of the Membership plus one shall constitute a quorum. In the event that a quorum is not achieved the meeting may go forward as a meeting of the Executive Committee if a quorum of that body is present.
- 9.6 **Voting.** The vote of a simple majority of those Members present at a meeting shall be sufficient to decide any issue presented to the Membership unless otherwise provided in these Bylaws. Notwithstanding this requirement, voting by ballot (“Ballot Voting”) may be authorized on a case-by-case basis for a specific vote following authorization by the Executive Committee. Ballot Voting will be considered by the Executive Committee in order to facilitate voting by all Members, including those who are not able to attend the meeting where the vote is held. A simple majority will also apply in elections held by Ballot Voting.
- 9.7 **Voting on Bargaining Unit Issues.** Only Members in classifications assigned to a Bargaining Unit represented by the Association shall be eligible to vote on matters affecting that Bargaining Unit. The requirements of Sections 9.5 and 9.6 shall apply to voting on a Bargaining Unit basis.
- 9.8 **Meeting Notices.** Notices of meetings shall be circulated no less than one week before such meetings. Business not announced in the agendas may not be discussed unless a majority of Members in attendance approves.

9.9 **Rules of Order.** Unless otherwise provided in these Bylaws, Roberts Rules of Order shall govern the conduct of the Association.

9.10 **Chairing of Meetings.** The President shall preside at all Association meetings unless s/he is absent. In the absence of the President, the Vice President shall preside; in the absence of the President and the Vice President, the Treasurer shall preside; and in the absence of the President, Vice President and Treasurer, the Secretary shall preside.

SECTION X. Hold Harmless.

10.1 **Member Indemnification.** Any Member authorized to act on behalf of the Association shall be held harmless from all claims against such Member arising from their conduct of the business of the Association.

SECTION XI. Amendment of Bylaws

11.1 **Notice of Proposed Amendment.** These Bylaws may be amended by two-thirds vote of the Members present and voting at any regular meeting, provided that a copy of the proposed amendment shall have been circulated, together with a copy of the pertinent section of the Bylaws in force, as part of the meeting notice and agenda at least ten (10) days prior to the regular meeting at which the amendment is to be acted upon.

11.2 **Amendment Proposal Process.** An amendment of these Bylaws may be proposed by the Executive Committee or by ten percent (10%) of the Members, provided that such amendment is first presented to the Executive Committee for such review and revision as the Executive Committee deems appropriate prior to submission to the Membership.

I certify that the above Bylaws were adopted by a _____ vote of a majority of the Membership at a duly noticed meeting held on January 24, 2007.

_____, Secretary

/s/ Penny Nakatsu