

BYLAWS
of the
UNION OF CALIFORNIA STATE WORKERS

I NAME

This organization shall be known as the "Union Of California State Workers", hereinafter to be referred to as the "UCSW".

II PURPOSE

The purpose of the UCSW is to build a strong member-led union by educating, organizing, and mobilizing the membership in the workplace, in the political arena, and within the Union itself to improve the living standard and rights of the members, their families and other working people, and to achieve economic and social justice.

III MEMBERSHIP

- A. Except for managerial, confidential and supervisory employees, the active membership consists of those civil service employees of the State of California or teaching staff of special schools under the jurisdiction of the Superintendent of Public Instruction, who are employees of a civil service unit represented by the California State Employees Association ("CSEA") or by the UCSW and who are current in the payment of dues to the UCSW and the CSEA.
- B. Associate membership in the UCSW is limited to those persons who are on authorized leave of absence from the state service and who elect not to be active members. The UCSW may establish additional classes of membership when deemed necessary or appropriate to further the purposes of the UCSW.
- C. Membership is effective at the time a signed membership payroll deduction application is received by an authorized representative of the UCSW.
- D. Only active members in good standing shall have the right to vote and hold office. Except for the right to elect officers of the UCSW, officers of the DLC to which the member belongs, District Bargaining Unit Representatives, Local Officers, delegates to the General Council of the CSEA and the right to vote on permanent changes to dues, all voting rights of active members shall be exercised by and through their General Council delegates unless otherwise provided by these Bylaws.

IV OFFICERS

- A. The officers of the UCSW shall be the President, Vice President/Secretary-Treasurer, the Vice President for Organizing/Representation, and the Vice President for Bargaining.
- B. The UCSW Officers shall be elected directly by the members of the UCSW for terms of two years and shall continue to serve until their successors are elected. No person may be elected as an officer of the UCSW who is not an active UCSW member in good standing and satisfies all other conditions for office set forth in the UCSW Policy File; provided, however, that the initial officers of the UCSW are designated as follows:
 - 1. The Division Director of the Civil Service Division of the California State Employees Association Local 1000, SEIU on the date these Bylaws are adopted by the UCSW Council shall

- be the initial President of the UCSW;
2. The Deputy Director (Finance) of the Civil Service Division of the California State Employees Association Local 1000, SEIU on the date these Bylaws are adopted by the UCSW Council shall be the initial Vice President/Secretary Treasurer of the UCSW;
 3. The Alternative Deputy Director for District Labor Councils of the Civil Service Division of the California State Employees Association Local 1000, SEIU on the date these Bylaws are adopted by the UCSW Council shall be the initial Vice President for Organizing/Representation of the UCSW; and,
 4. The Alternative Deputy Division Director for BUNCs of the Civil Service Division of the California State Employees Association Local 1000, SEIU on the date these Bylaws are adopted by the UCSW Council shall be the initial Vice President for Bargaining of the UCSW.
 5. The duties of the President shall include:
 - a) Being the spokesperson for the UCSW at sessions of the General Council for all matters affecting the UCSW and presiding over all meetings of the UCSW delegates both while General Council is in session or at other times.
 - b) Being the UCSW representative on the Board of Directors of the CSEA.
 - c) Scheduling and presiding over all meetings of the UCSW Council.
 - d) Administering the daily affairs of the UCSW, carrying out the policies and procedures of the UCSW council, executing the plans and programs of the UCSW Council, and between meetings of the UCSW Council making all necessary interpretations or clarifications of UCSW policy.
 - e) Being the UCSW's mail spokesperson in communicating with media representatives regarding collective bargaining issues, progress of negotiations and/or other items of UCSW policy or position.
 - f) With the exception of Bargaining Unit Negotiating Committees (BUNCs), appointing all committee members subject to disaffirmation by the UCSW Council.
 - g) Being, or designating, the UCSW's chief negotiator for any master contract negotiations.
 - h) Such other duties as may be prescribed by the UCSW Policy File or directed by the UCSW Council.
 6. The Vice-President/Secretary-Treasurer shall:
 - a) Assist the President in administering the affairs of the UCSW and be a UCSW representative to the Board of Directors of the CSEA.
 - b) Assume the President's duties in the event of the President's resignation, death, disability or extended absence.
 - c) Coordinate fiscal policy and procedures of the UCSW and report the status of UCSW funds; Chairs the Budget, Agenda, Defense, and Grants Committees.
 - d) Such other duties as may be prescribed by the UCSW Policy File or directed by the UCSW Council.

- e) Keep or cause to be kept, at the corporation's principal office or such other place as the board may direct, a book of minutes of all meetings, proceedings, and actions of the Council, of committees of the Council, and of members' meetings. The minutes of meetings shall include the time and place of holding, whether the meeting was annual, regular, or special and, if special, how authorized, the notice given, the names of those present at Council and committee meetings, and the number of members present or represented at members' meetings. The Vice President/Secretary-Treasurer shall keep or cause to be kept, at the principal office in California, a copy of the articles of incorporation and Bylaws, as amended to date.
 - f) Keep or cause to be kept, at the corporation's principal office or at a place determined by Council resolution, a record of the corporation's members, showing each member's name, address, and class of membership.
 - g) Give, or cause to be given, notice of all meetings of members, of the Council, and of committees of the Council required by these Bylaws to be given. The Vice President/Secretary-Treasurer shall keep the corporate seal in safe custody and shall have such other powers and perform such other duties as the Council or the Bylaws may prescribe.
7. The Vice President for Organizing/Representation shall:
- a) Serve as liaison to the UCSW Council for the District Labor Council ("DLC") presidents.
 - b) Attend the UCSW meetings and meetings of the Board of Directors of the CSEA.
 - c) Act as a spokesperson for the DLCs.
 - d) Fill DLC vacancies, except for delegates to the General Council, whenever procedures to fill vacancies do not exist or have been exhausted and vacancies still exist.
 - e) Perform all other duties assigned by the President as related to the activities of the DLCs.
 - f) Chair the Statewide Chief Steward Committee.
 - g) Such other duties as may be prescribed by the UCSW Policy File or directed by the UCSW Council.
8. The Vice President for Bargaining shall:
- a) Preside over all meetings of the BUNC chairs.
 - b) Serve as liaison to the UCSW Council for the BUNC chairs.
 - c) Attend the UCSW Council meetings and the Board of Directors' meetings of the CSEA.
 - d) Act as a spokesperson for the BUNCs.
 - e) Assist the President or designee with any master contract negotiations.
 - f) Perform all other duties as assigned by the President as related to activities of the BUNCs.
 - g) Serve as chair of the Division Bargaining Committee.
 - h) Such other duties as may be prescribed by the UCSW Policy File or directed by the UCSW Council.

V MEETINGS

- A. At the call of the President, the UCSW Council shall meet at least three times per year to

discuss the regular and routine business of the UCSW. Special or emergency meetings may also be called by the President as deemed necessary.

- B. The President shall also call a meeting of the UCSW Council upon petition by two-thirds of the UCSW Council members.
- C. Notice of regular meetings shall be given to the members of the UCSW Council and their alternates at least 30 days prior to the meeting date. For special or emergency meetings, notice shall be given to the members and their alternates at least five days prior to the meeting date.
- D. A majority of the UCSW Council members shall constitute a quorum. If a quorum is not present, those present may continue to meet for the purpose of giving reports, sharing information, caucusing, and similar activities. However, no business requiring a vote shall be conducted without a quorum.

VI BOARD OF DIRECTORS / EXECUTIVE COMMITTEE

- A. The Board of Directors of the UCSW shall be known as the UCSW Council and shall be comprised of the four officers, the chair of each Bargaining Unit Negotiating Council ("BUNC") and the president of each District Labor Council ("DLC"). Members of the UCSW Council shall be elected for a term of two years. The UCSW Council shall be no less than thirty and no more than one hundred fifty as set from time-to-time by the UCSW Council by a vote of sixty percent (60%) of the UCSW Council Members. No person may be elected as a member of the UCSW Council who is not an active member of the UCSW in good standing and satisfies the other conditions set forth in the UCSW Policy File; provided, however, that the initial members of the UCSW Council shall be qualified to hold that office if they were members of the Civil Service Division Council of the California State Employees Association described in section 3CSDO.OO of the Policy File of the Civil Service Division of the California State Employees Association immediately prior to becoming UCSW Council members.
- B. The UCSW Council shall have all those powers and responsibilities given to a Board of Directors under corporate law, the CSEA Bylaws, and these Bylaws. In addition, through its adopted Policy File, it may establish all policies and procedures deemed necessary or appropriate to the proper governance of the UCSW or to accomplish its purposes, including the establishment of any subordinate units, councils, locals, offices, or committees.
- C. The initial number of BUNCs and jurisdiction of each and the initial number of DLCs and jurisdiction of each shall be as was presently constituted within the Civil Service Division of the California State Employees Association on the date of adoption of these Bylaws. The UCSW Council may increase or decrease the number of DLCs when necessary either to accommodate new worksites, accommodate changes in Bargaining Units, or when necessary to implement a reapportionment plan adopted by a majority vote of UCSW Council. The UCSW Council may also reapportion existing DLCs in accordance with policies, rules and procedures established in the UCSW Policy File.
- D. DLC Officers, District Bargaining Unit Representatives, and Local Officers shall be elected in odd numbered years directly by the members within their respective jurisdictions and according to those policies, rules and procedures established in the UCSW Policy File.
- E. The four UCSW officers shall serve as an Executive Committee and shall have all necessary authority to carry out the policies of the UCSW between meetings of the UCSW Council. All

actions shall be reported to the UCSW Council at the next UCSW Council meeting.

- F. The initial officers of the District Labor Councils, as described in the Policy File, shall be those persons who are officers of the District Labor Councils of the Civil Service Division of the California State Employees Association Local 1000 on the date these Bylaws are adopted by the UCSW Council.
- G. The initial members and officers of the Bargaining Unit Negotiating Councils, as described in the Policy File, shall be those persons who are members and officers, respectively, of the Bargaining Unit Negotiating Councils of the District Labor Councils of the Civil Service Division of the California State Employees Association Local 1000 on the date these Bylaws are adopted by the UCSW Council.

VII COMMITTEES

- A. The Standing Committees of the UCSW are:
 - 1. African American
 - 2. Agenda
 - 3. Budget
 - 4. DLC Realignment
 - 5. Defense Fund
 - 6. Division Bargaining
 - 7. General Council Resolutions
 - 8. Grants Fund
 - 9. Health & Safety
 - 10. Human Rights/Affirmative Action
 - 11. Latino/Latina
 - 12. Lavender (LGBTL)
 - 13. Committee on Political Activity (COPE)
 - 14. Policy File and Bylaws
 - 15. Representation Appeals
 - 16. Statewide Chief Steward
 - 17. Women's
- B. All standing committees shall report to the UCSW Council. The duties of each standing committee shall be established in the UCSW Policy File. The President shall be an ex-officio

member of each standing committee.

- C. The UCSW Council may create special or ad hoc committees or task forces as it deems necessary.
- D. Appointments to all standing committees shall be made by the President from the membership of the UCSW subject to disaffirmation of the UCSW Council. Appointment to special or ad hoc committees or task forces shall be made by the President unless the UCSW Council specifies otherwise when creating the committee or task force.
- E. With the exception of labor-management committees at the worksite, all contract committees negotiated by the State and CSEA shall adhere to the same policies as may be adopted for standing committees.

VIII PARLIAMENTARY AUTHORITY

These Bylaws of the UCSW, the UCSW Policy File and Roberts Rules of Order, Newly Revised, latest edition, in that order, shall govern the procedures for all UCSW meetings.

IX AMENDMENT

These Bylaws may be amended by a majority vote of the UCSW Council, at any regular or special meeting of the UCSW Council, except as otherwise required by the laws of the State of California.

X PRINCIPAL OFFICE

The principal office for the transaction of the activities, affairs and business of the UCSW shall be located at Sacramento, California. The UCSW Council may change the principal office from one location to another. Any change in location of the principal office shall be noted by the Vice President/Secretary-Treasurer on these Bylaws opposite this section, or this section may be amended to state the new location. -

XI PROVISOS

- A. As of the date of adoption of these Bylaws, the existing Policy File of the Civil Service Division of the California State Employees Association shall constitute the Policy File of this corporation, except insofar as it may conflict with these Bylaws.
- B. The initial term of office of the Officers and UCSW Council shall be the term remaining for each of those persons in the positions to which they were appointed or elected within the Civil Service Division of the California State Employees Association at the time of the incorporation of the UCSW, unless earlier removed pursuant to the these Bylaws.
- C. Until a complete revision of the UCSW Policy File can be completed, all references therein to the Board of Directors shall be construed to mean the CSEA Board of Directors and not the Board of Directors of this corporation. All references in the Policy File to the Civil Service Division Council shall be construed to mean the Board of Directors of this Corporation (the "UCSW Council"). All other terms and provisions of the Policy File, if determined to be ambiguous, shall be construed so as to 1) be consistent with this proviso, and 2) be consistent with the concept that the UCSW is an autonomous, self-governing unit of the CSEA authorized to adopt its own Bylaws, policies and procedures so long as not in direct conflict with CSEA Bylaws.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Vice President/Secretary-Treasurer of the Union Of California State Workers, a California nonprofit mutual benefit corporation, that the above Bylaws consisting of 9 pages, are the Bylaws of this corporation as adopted by the UCSW Council on July 7, 2001 and that they have not been amended or modified since that date.

Executed on July 12, 2001 at Sacramento, California.

Vice-President/Secretary-Treasurer