



**LOS ANGELES COUNTY
MANAGEMENT COUNCIL
LACMC**

BYLAWS

Revised March 2020

**BYLAWS OF
LOS ANGELES COUNTY MANAGEMENT COUNCIL**

TABLE OF CONTENTS

ARTICLE 1 - NAME	1
ARTICLE 2 - PURPOSE	1
ARTICLE 3 - MEMBERSHIP	2
SECTION 1. UNINCORPORATED MEMBERSHIP ORGANIZATION	2
SECTION 2. CATEGORIES OF MEMBERSHIP	2
SECTION 3. DEPARTMENT HEAD/DIRECTOR	2
SECTION 4. GENERAL MEMBER	2
SECTION 5. RETIREE MEMBER	3
SECTION 6. LIFETIME MEMBER	3
SECTION 7. ASSOCIATE MEMBER	4
SECTION 8. HONORARY MEMBER	4
SECTION 9. OTHER MEMBERSHIP CATEGORIES	5
SECTION 10. VOTING RIGHTS OF MEMBERSHIP	5
SECTION 11. REVOCATION OF MEMBERSHIP	5
ARTICLE 4 - EXECUTIVE COUNCIL	5
SECTION 1. EXECUTIVE COUNCIL	5
SECTION 2. DUTY OF CARE AND LOYALTY	5
SECTION 3. GENERAL DUTIES	6
SECTION 4. SELF-DEALING	6
SECTION 5. COMPENSATION AND REIMBURSEMENT	7
SECTION 6. NUMBER AND QUALIFICATION OF EXECUTIVE COUNCIL MEMBERS	7

SECTION 7. PERMANENT SEATS ON THE EXECUTIVE COUNCIL	7
ARTICLE 5 - ELECTION AND REMOVAL OF EXECUTIVE COUNCIL MEMBERS. .5	
SECTION 1. TERM OF OFFICE	5
SECTION 2. VACANCIES ON THE EXECUTIVE COUNCIL	5
SECTION 3. ELECTIONS	5
ARTICLE 6 - OFFICERS9	
SECTION 1. OFFICERS OF THE ORGANIZATION	9
SECTION 2. QUALIFICATIONS	10
SECTION 3. ELECTION OF OFFICERS AND TERMS OF OFFICE	10
SECTION 4. REMOVAL AND RESIGNATION OF OFFICERS	10
SECTION 5. OFFICER VACANCIES	10
SECTION 6. RESPONSIBILITIES OF OFFICERS	11
ARTICLE 7 - MEETINGS OF THE EXECUTIVE COUNCIL 13	
SECTION 1. PLACE AND TIME OF MEETINGS	13
SECTION 2. MEETINGS BY TELEPHONE OR OTHER ELECTRONIC FORM . . 13	
SECTION 3. SPECIAL MEETINGS	13
SECTION 4. NOTICE	13
SECTION 5. QUORUM FOR MEETINGS AND VOTING	14
SECTION 6. ADJOURNMENT	14
SECTION 7. MAJORITY ACTION AS EXECUTIVE COUNCIL ACTION	15
SECTION 8. CONDUCT OF MEETINGS	15
SECTION 9. ACTION BY WRITTEN CONSENT WITHOUT MEETING	15
ARTICLE 8 - COMMITTEES OF THE EXECUTIVE COUNCIL15	

SECTION 1. EXECUTIVE COMMITTEE	16
SECTION 2. AUDIT COMMITTEE	16
SECTION 3. COMMUNICATION COMMITTEE	16
SECTION 4. MANAGEMENT EDUCATION COMMITTEE	16
SECTION 5. MEMBERSHIP COMMITTEE	17
SECTION 6. MENTORSHIP COMMITTEE	17
SECTION 7. NOMINATING COMMITTEE	17
SECTION 8. SPECIAL SERVICES COMMITTEE	17
SECTION 9. ADVISORY COMMITTEES	17
SECTION 10. LIMITATIONS ON COMMITTEE AUTHORITY	18
SECTION 11. MEETINGS AND ACTIONS OF COMMITTEES	18
ARTICLE 9 - LIABILITY	18
SECTION 1. NON-LIABILITY OF EXECUTIVE COUNCIL MEMBERS	18
SECTION 2. SELF-FUNDED LIABILITY INSURANCE	19
ARTICLE 10 - FISCAL YEAR	19
ARTICLE 11 - AMENDMENT TO BYLAWS	19
ARTICLE 12 - DUES	19
SECTION 1. PAYMENT OF DUES	19
SECTION 2. USE OF DUES	19
SECTION 3. MEMBERSHIP DUES AND COLLECTIONS	19
SECTION 4. FAILURE TO PAY DUES	20
SIGNATURES	20
CERTIFICATE OF SECRETARY	21



**LOS ANGELES COUNTY
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LACMC**

**BYLAWS OF
LOS ANGELES COUNTY MANAGEMENT COUNCIL**

As Amended and Restated (DATE)

**ARTICLE 1
NAME**

The name of this organization is Los Angeles County Management Council (LACMC).

**ARTICLE 2
PURPOSE**

The purpose of LACMC is to work for the continued improvement of management in County government. LACMC will provide for the exchange of information and ideas by:

- A. Identifying and discussing management issues that are common to departments, and their possible solutions.
- B. Serving as a clearinghouse where those responsible for departmental management can exchange views, experiences, and other information.
- C. Fostering a common understanding and approach with respect to improvement of County policies, operations, and procedures.
- D. Providing opportunities for leadership and professional development of County managers.
- E. Providing a vehicle through which issues of departmental management may be communicated to the Chief Executive Officer, the Board of Supervisors, or other appropriate authority.
- F. Providing networking and mentoring opportunities among members to enhance management capability.

**ARTICLE 3
MEMBERSHIP**

SECTION 1. UNINCORPORATED MEMBERSHIP ORGANIZATION

LACMC is an unincorporated membership association and is governed by an Executive Council. Members pay membership dues, with the exception of Honorary and Lifetime members, and are eligible to vote for Executive Council membership, amend Bylaws, and vote on other matters authorized by these Bylaws. There are different membership categories.

Member Type	Dues	Right to Vote	Eligible for Executive Council	Eligible for Committees	Attendance at Events
Department Head	Regular Dues	Yes	Yes	Yes	Yes
General Member	Regular Dues	Yes	Yes	Yes	Yes
Retiree Member	Retiree Dues	Yes	Yes	Yes	Yes
Lifetime Member	None	Yes	Yes (as retiree)	Yes	Yes
Associate Member	Regular Dues	Yes	No	Yes	Yes
Honorary Member	None	No	No	Yes	Yes

SECTION 2. CATEGORIES OF MEMBERSHIP

The membership categories for LACMC are: (a) Department Head; (b) General Member (non-executive); (c) Retiree Member; (d) Lifetime Member; (e) Honorary Member; and (f) Associate Member. The Executive Council may add other membership categories as it deems appropriate.

SECTION 3. DEPARTMENT HEAD/DIRECTOR

A Department Head/Director is the person appointed by the Los Angeles County Board of Supervisors, or elected by the voters, to be the senior administrator for a Los Angeles County department or agency.

SECTION 4. GENERAL MEMBER

A General Member is a person who manages staff and/or significant operations/programs and other areas of responsibility for a County department. General Member positions/items are recommended for LACMC membership by that department’s Director to the LACMC Membership Chair and are approved or denied by the LACMC Executive Council by a majority vote of those present at a regularly scheduled Executive Council meeting.

Department Heads have the sole discretion to identify the classification(s) within their department that would be recommended to the Membership Chair for consideration for General Membership. If approved, any County employee within that department who is in that classification is eligible to become a General Member.

A County employee must apply to the Chair of the Membership Committee, be confirmed as eligible, and begin regular dues payments in order to be qualified as a General Member. A General Member will retain their standing, as long as dues payments are made, even if they transfer to an ineligible classification in another County department and have written approval for continued membership by the new department's director.

General Members are eligible to vote, serve on the Executive Council and Committees, and attend LACMC events.

A General Member may rescind their membership by notifying the Chair of the Membership Committee in writing and stopping the payment of dues; however, they must currently be on an eligible classification if they later decide to rejoin LACMC.

SECTION 5. RETIREE MEMBER

A Retiree Member is a person who retired from County service as a Department Head or General Member at the time of retirement. Eligible retired County employees must apply to the Chair of the Membership Committee, be confirmed as eligible, and begin paying retiree dues in order to be qualified as a Retiree Member.

Retiree Members are eligible to vote, serve on the Executive Council and Committees, and attend LACMC events.

A Retiree Member may rescind their membership by notifying the Chair of the Membership Committee in writing and stopping the payment of retiree dues; however, they remain eligible if they later decide to rejoin LACMC.

SECTION 6. LIFETIME MEMBER

Lifetime membership may be conferred by the Executive Council upon an eligible retired member who has demonstrated extraordinary dedication and service to LACMC. Nomination for Lifetime membership must be made by an Executive Council member to the Executive Council and approved by a majority vote of those present at a regularly scheduled Executive Council meeting.

- a. Lifetime membership will not be effective until after that individual is retired.
- b. Lifetime members are not required to pay membership dues.
- c. Lifetime members are eligible to vote, serve on the Executive Council and committees as a retiree, and attend LACMC events.
- d. Lifetime members are entitled to free attendance at one future LACMC-sponsored conference of the member's choice and any other benefits established by the Executive Council. Such benefits will be recorded and maintained by the Chair of the Membership Committee.

e. To be considered for Lifetime membership, a candidate must be retired or have a signed letter of intent with LACERA, and meet the following criteria:

- (1) 25 years of dues-paying membership; or
- (2) 20 years of dues-paying membership if at least five (5) years were in the capacity of an elected member, committee chairperson, or committee member; or
- (3) 15 years of dues-paying membership if at least 10 years were in the capacity of an elected member, committee chairperson, or committee member; and

SECTION 7. ASSOCIATE MEMBER

An Associate Member is a person who manages staff and/or significant operations/programs, and other areas of responsibility for the Superior Court or public entities governed by the Los Angeles County Board of Supervisors.

The Los Angeles County Superior Court's executive officer (whose employees became State employees through prior government consolidation/reorganization) and the directors of public entities governed by the Los Angeles County Board of Supervisors have the sole discretion to identify which classification(s) within their respective organization would be recommended to the Executive Council for consideration for Associate Membership.

Associate Member positions/items are recommended for LACMC membership by that department's Director to the LACMC Membership Chair and are approved or denied by the LACMC Executive Council by a majority vote of those present at a regularly scheduled Executive Council meeting. If approved, anyone in that organization who is in that classification is eligible to become an Associate Member.

Eligible employees must apply to the Chair of the Membership Committee, be confirmed as eligible, and begin regular dues payments in order to be qualified as an Associate Member.

Associate Members are eligible to vote, participate on Committees, and attend LACMC events. They are not eligible for Executive Council membership.

SECTION 8. HONORARY MEMBER

Honorary membership may be conferred by the Executive Council upon individuals who have provided extensive and considerable service to LACMC over an extended period of time and are not otherwise eligible to become members of LACMC. Honorary

memberships are issued for a one-year time period and may be renewed each year at the discretion of the Executive Council.

Honorary members are exempt from paying membership dues and are not eligible to vote in LACMC elections. They are entitled to free attendance at one future conference of the member's choice, the right to attend and pay for LACMC events, and such other benefits that the Executive Council may deem appropriate. Such benefits will be recorded and maintained by the Chair of the Membership Committee. Honorary members may serve on Executive Council committees.

SECTION 9. OTHER MEMBERSHIP CATEGORIES

The Executive Council, by majority vote, may create and define non-voting membership categories in order to best serve the interests of LACMC and its membership.

SECTION 10. VOTING RIGHTS OF MEMBERSHIP

Each dues-paying member and Lifetime member is entitled to cast one vote in all general elections, Bylaw amendment votes, or other special elections established by the Executive Council. Honorary members are not eligible to vote.

SECTION 11. REVOCATION OF MEMBERSHIP

The Executive Council reserves the right to revoke membership for non-payment of dues, removal of the classification from a department's list of eligible positions by the Department Director, or for any other reason by 2/3 vote of the Executive Council.

ARTICLE 4 EXECUTIVE COUNCIL

SECTION 1. EXECUTIVE COUNCIL

LACMC will be governed by an Executive Council. LACMC's activities and affairs will be managed, and all powers will be exercised, by or under the collective action of the Executive Council, subject to any applicable laws and County policies. The Executive Council will adopt all necessary rules of conduct of the meetings and approve programs for LACMC.

SECTION 2. DUTY OF CARE AND LOYALTY

- a. It is the obligation of each Executive Council member of LACMC to perform their duties in good faith, in a manner such Executive Council member believes to be in the best interests of the organization, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. This obligation extends to all activities an Executive Council member performs in that capacity including, without limitation, duties as a member

of any committee of the Executive Council on which an Executive Council member may serve.

- b. In the administration of the management of LACMC funds, the Executive Council will consider among other relevant considerations the long and short term needs of LACMC in carrying out its purposes, its present and anticipated financial requirements, and general economic conditions.

SECTION 3. GENERAL DUTIES

It is the duty of an Executive Council member to:

- a. Perform any and all duties imposed on them collectively or individually by law, County policy, or these Bylaws; and
- b. Meet at such times and places as required by these Bylaws, or as otherwise called pursuant to these Bylaws; and
- c. Register their addresses, phone numbers, and electronic mail ("e-mail") addresses with the Secretary of LACMC. Notices of meetings telephoned to them or delivered by e-mail or by other electronic means will be valid notices.

SECTION 4. SELF-DEALING

LACMC will not enter into any contract or transaction with any (1) Executive Council member of LACMC; (2) General member of LACMC, or (3) corporation, firm, association, or other entity in which one or more of LACMC's Executive Council members are directors or have a material financial interest, or in which any of these parties will be directly or indirectly interested, unless:

- a. The material facts regarding that Executive Council member's or officer's financial interest in such contract or transaction, or regarding such common membership, officer position, or financial interest are fully disclosed in good faith and noted in the minutes, or are known to all members of the Executive Council, prior to consideration by the Executive Council of such contract or transaction; and
- b. Such contract or transaction is authorized in good faith by a vote of the majority of the Executive Council without counting the votes of the interested Executive Council members; and
- c. Before authorizing or approving the transaction, the Executive Council considers and in good faith decides, after reasonable investigation, that LACMC could not obtain a more advantageous arrangement with reasonable effort under the circumstances; and

- d. At the time the transaction is entered into (1) the transaction is fair and reasonable to LACMC, and (2) LACMC entered into the transaction for its own benefit.

SECTION 5. COMPENSATION AND REIMBURSEMENT

Executive Council members will serve without compensation, although they may be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties. Executive Council members may be compensated for rendering services to LACMC in any capacity other than as an Executive Council member only if such other compensation is reasonable, allowable, and has been authorized under the provisions of these Bylaws. Committee members are also eligible for reimbursement of expenses incurred in the performance of their regular duties.

SECTION 6. NUMBER AND QUALIFICATION OF EXECUTIVE COUNCIL MEMBERS

The Executive Council will consist of 16 dues-paying members who are elected by the general membership and two additional permanent seats as described in Section 7, for a total of 18 seats. A minimum of six (6) of the non-permanent seats must be Department Heads. At least one (1) member, but no more than three (3) members, must be a Retiree or Lifetime member.

General Member candidates for Executive Council must have the following qualifications:

1. A minimum of three (3) years of dues paying membership, and
2. Actively participate in LACMC conferences, seminars, and workshops for the three (3) most recent years, or
3. Have served on an official LACMC committee for no less than two (2) years.

SECTION 7. PERMANENT SEATS ON THE EXECUTIVE COUNCIL

There are two permanent seats on the Executive Council in addition to the 16 seats identified in Section 6 above. They are:

1. The Director of Personnel is a permanent voting member of the Executive Council and does not count toward one of the Department Head seats. The Director of Personnel is authorized to allow their Chief Deputy Director or another executive director to attend and vote on their behalf.
2. The Chair of the Education Committee is also a permanent voting member of the Executive Council.

**ARTICLE 5
ELECTION AND REMOVAL OF EXECUTIVE COUNCIL MEMBERS**

SECTION 1. TERM OF OFFICE

The term of office for all Executive Council members is three (3) years. There is no limit to the number of terms of office an Executive Council member may serve.

SECTION 2. VACANCIES ON THE EXECUTIVE COUNCIL

- a. A vacancy on the Executive Council will exist on the occurrence of the following: (a) separation from County service of any Executive Council member; (b) removal or resignation of any Executive Council member; or (c) the increase in the authorized number of Executive Council members by Bylaw amendment.
- b. Any Executive Council member may resign by giving written notice to the President or the Secretary. The resignation will be effective when the notice is given unless it specifies a later time for the resignation to become effective.
- c. Any Executive Council member may be removed, with or without cause, by a 2/3 vote of the majority of the Executive Council.
- d. The Executive Council, after consultation with the respective member, may remove any member who fails to attend three (3) consecutive Executive Council meetings or five (5) out of eleven (11) meetings per calendar year. Meetings may be attended in person or by conference call. Conference call attendance should not exceed six (6) meetings in any calendar year.
- e. Vacancies on the Executive Council will be filled during the annual election. Vacancies between elections may be filled for the remainder of that position's term by vote of the Executive Council.
- f. No reduction of the authorized number of Executive Council members will have the effect of removing any Executive Council member before that Executive Council member's term of office expires.

SECTION 3. ELECTIONS

- a. An election for Executive Council members will be held by electronic ballot no later than November, with the results communicated to the general membership by December of that year. The results will be announced by electronic message, online, or by notice in a membership publication.
- b. Only dues-paying and Lifetime members of record at the close of nominations may cast ballots.

- c. Each vacancy on the Executive Council will be filled by the person who receives the most votes. In the event of a tie vote for an Executive Council vacancy, both candidates will be seated if there are sufficient vacancies. If there are not sufficient vacancies to seat the tied candidates, the Executive Council will select the candidate to fill the vacancy.
- d. The Nominating Committee will solicit nominations for Executive Council membership for the purposes of developing the ballot's candidate list. In order to be a qualified candidate, nominations must be accompanied by:
 - (1) Signatures of support from five (5) dues paying members, two of whom must work for or be retired from two (2) different departments other than that of the nominee, and
 - (2) A one-paragraph biographical fact sheet, and

A nomination may also be accompanied by an optional photograph in a format determined by the Nominating Committee.

- e. The Nominating Committee will transmit the qualified candidate ballot list to the Executive Council for its approval prior to the election. The Executive Council will approve the ballot list if it conforms to the criteria contained in these Bylaws. The Executive Council may add to the ballot list of nominees for the purpose of Department Head selections.
- f. The Nominating Committee will present the candidate ballot list to the membership for election purposes and conduct the annual election process consistent with these Bylaws and good election practices.
- g. The Executive Council may amend the election procedure in any current year consistent with fairness and equity for the purpose of correcting substantial errors or material changes regarding the election procedure. An explanation for the reason for the change will be provided to the membership.

ARTICLE 6 OFFICERS

SECTION 1. OFFICERS OF THE ORGANIZATION

The officers of LACMC will be a President, Vice President, Secretary, and Treasurer.

SECTION 2. QUALIFICATIONS

Only Executive Council members may serve as officers of LACMC. The President must be a dues paying Department Head member of the Executive Council and elected by a majority of the members of the Executive Council.

SECTION 3. ELECTION OF OFFICERS AND TERMS OF OFFICE

The officer positions will be chosen every three years by the Executive Council and will serve at the pleasure of the Executive Council. The officers will be elected on a calendar year basis for a three (3) year term. There is no limit to the number of consecutive three (3) year terms that may be held by the President, Vice President, and Secretary. The Treasurer may only serve two consecutive three-year terms.

The Executive Council may appoint, and may authorize the President or other officer to appoint, any other officers that LACMC may require in the best interests of the membership. Each officer so appointed will have the title, hold office for the period, have the authority, and perform the duties specified in the Bylaws or determined by the Executive Council.

SECTION 4. REMOVAL AND RESIGNATION OF OFFICERS

- a. Any officer may be removed, either with or without cause, by a majority vote of the Executive Council at any regular special or meeting of the Executive Council.
- b. Any officer may resign at any time by giving written notice to the President or the Secretary. Any such resignation will take effect at the date of receipt of such notice or at any later date specified. Unless otherwise specified, the acceptance of such resignation will not be necessary to make it effective.

SECTION 5. OFFICER VACANCIES

The Executive Council is responsible for ensuring all officer positions are filled as expeditiously as possible. The President may make a temporary appointment between Executive Council meetings if an office becomes vacant due to death, resignation, removal, disqualification, or other reason.

In the event the Presidency is vacant, the Vice President will temporarily perform the duties of the President. When so acting, the Vice President will have all powers of and be subject to all restrictions on the President. The Vice President will have such other powers and perform such other duties as the Executive Council or the Bylaws may prescribe. An election for President will be held at the next regularly scheduled Executive Council meeting.

A person temporarily filling a vacant office will hold that office until an election is held during the next meeting of the Executive Council or until their separation from County service or removal from office. Such election will be to serve the remainder of that vacant position's original term.

SECTION 6. RESPONSIBILITIES OF OFFICERS

- a. President

Subject to the control of the Executive Council, the President will call and preside at all Executive Council meetings. The President will be an ex-officio member of all committees of the Executive Council. Except as otherwise expressly provided by law, County policy, or these Bylaws, the President may, in the name of LACMC, execute such contracts, checks, or other instruments which may be authorized by the Executive Council. The President may grant designated authority for the execution of these instruments. The President will have such other powers and duties as the Executive Council or the Bylaws may prescribe. The President will request the annual financial allocation from the Board of Supervisors. The President appoints the Chair of the Nominating Committee.

b. Vice President

The Vice President will perform all duties of the President if the President is absent, disabled, or the position is vacant.

The Vice President will have the specific responsibility for coordinating LACMC conferences and any special events authorized by the Executive Council. The Vice President will appoint all committee chairpersons and monitor their activities except for the Nominating Committee, which is appointed by the President. The Vice President or their designee has the authority to execute purchase orders and agreements related to the annual conferences and special events.

c. Secretary

The Secretary will:

1. Keep, or cause to be kept, a book of minutes of all meetings, proceedings, attendance records, and actions of the Executive Council; and
2. Keep, or cause to be kept, a copy of the Bylaws, and its historical amendments to date; and
3. Give, or cause to be given, notice of all meetings of the Executive Council, agendas, financial records, membership committee reports, supporting documents, and minutes for each regular or special meeting; and
4. Provide the aforementioned documents within a reasonable time to any Executive Council member of LACMC or other authority; and
5. In general, perform all duties incidental to the office of Secretary and such other duties as may be required by law, County policy, or by these Bylaws, or which may be assigned to them from time to time by the Executive Council.

d. Treasurer

The Treasurer will:

1. Keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of LACMC's business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses; and
2. Send, or cause to be sent, to the Executive Council members such financial statements and reports as are required to be given by law, by these Bylaws, or by the Executive Council. The books of account will be open to inspection by any Executive Council member at all reasonable times; and
3. Have charge and custody of, and be responsible for, all funds and securities of LACMC, and (a) deposit, or cause to be deposited, all money and other valuables in the name of LACMC with such depositories as the Executive Council may designate, and (b) disburse, or cause to be disbursed, LACMC's funds as the Executive Council may order; and
4. Render to the President and Executive Council members, whenever requested, an account of any or all of their transactions as Treasurer, and of the financial condition of LACMC; and
5. Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports; and
6. Prepare the annual budget for the approval of the LACMC Executive Council; and
7. In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, County policy, or these Bylaws, or which may be assigned to them by the Executive Council.

**ARTICLE 7
MEETINGS OF THE EXECUTIVE COUNCIL**

SECTION 1. PLACE AND TIME OF MEETINGS

Meetings of the Executive Council will be held at any place within California that has been designated by resolution of the Executive Council or in the notice of the meeting, or any other location approved by a majority vote of the Executive Council members then in office. Executive Council meetings will be held monthly unless otherwise determined by the Executive Council.

SECTION 2. MEETINGS BY TELEPHONE OR OTHER ELECTRONIC FORM

Executive Council members may participate in a meeting through use of conference telephone, electronic video screen communication, or similar communication equipment, as long as all of the following apply:

- a. Each Executive Council member participating can communicate with all of the other participating Executive Council members concurrently; and
- b. Each Executive Council member is provided the means of participating in all matters before the Executive Council, including without limitation, the capacity to make an objection to a specific action to be taken by the Executive Council.
- c. The Executive Council member does not participate in more than six (6) conference calls per calendar year as a means of participating in LACMC Executive Council meetings. In-person attendance at Executive Council meetings is strongly preferred.

SECTION 3. SPECIAL MEETINGS

Special meetings of the Executive Council for any purpose may be called at any time by the President, Vice President, Treasurer, Secretary, or any two Executive Council members.

SECTION 4. NOTICE

- a. Notice of the time and place of regular or special meetings shall be given by the Secretary to each Executive Council member by one of the following methods:
 - (1) By personal or electronic delivery of written notice at least 48 hours before the time set for the meeting; or
 - (2) Other electronic means that can be and is confirmed; or

- (3) Telephone, including a voice messaging system or other technology designed to record and communicate messages, either directly to the Executive Council member or to a person at the Executive Council member's office or home who would reasonably be expected to communicate that notice promptly to the Executive Council member. All such notices will be given or sent to the Executive Council member's address, telephone number, or electronic mail address as shown on LACMC's records.
- b. Notice of meetings will specify the place, date, hour, and conference call phone number and access code of the meeting. The notice of any special meeting must state the general nature of the business to be transacted and state that no other business may be transacted. No business, other than the business that was set forth in the notice of meeting, may be transacted at a special meeting of the Executive Council.
- c. Notice of a meeting of the Executive Council need not be given to any Executive Council member who, either before or after the meeting, signs a waiver of notice, a written consent to the holding of the meeting, or approves the minutes of the meeting. The waiver of notice or consent need not specify the purpose of the meeting. All such waivers, consents, and approvals will be filed with the LACMC records and made a part of the minutes of the meetings. Notice of a meeting need not be given to any Executive Council member who attends the meeting and who, before or at the beginning of the meeting, does not protest the lack of notice.
- d. Executive Council members that are providing written reports or other documents for discussion at a regular meeting will provide the documents to the Secretary a minimum of 48 hours prior to the meeting.

SECTION 5. QUORUM FOR MEETINGS AND VOTING

- a. A majority of Executive Council members then in office will constitute a quorum for the transaction of business, except to adjourn. Every action taken or decision made by a majority of the Executive Council members present at a duly held meeting at which a quorum is present will be the act of the Executive Council. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of Executive Council members, if any action taken or decision made is approved by at least a majority of the generally required quorum for regular LACMC business.
- b. Each member of the Executive Council is entitled to one vote.

SECTION 6. ADJOURNMENT

A majority of the Executive Council members present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given unless the original meeting is adjourned

for more than 48 hours. If the original meeting is adjourned for more than 48 hours, notice of any adjournment to another time and place will be given, before the time of the adjourned meeting, to the Executive Council members who were not present at the time of the adjournment.

SECTION 7. MAJORITY ACTION AS EXECUTIVE COUNCIL ACTION

Every action taken or decision made by a majority of the Executive Council members present at a duly held meeting at which a quorum is present will be an act of the Executive Council, subject to the more stringent provisions of these Bylaws, including, without limitation, those provisions relating to:

- a. Approval of contracts or transactions in which an Executive Council member has a direct or indirect material financial interest; and
- b. Indemnification of Executive Council members; and
- c. Removal of Executive Council members, which requires a 2/3 majority vote as required by Article 5, Section 2(c).

SECTION 8. CONDUCT OF MEETINGS

Meetings of the Executive Council will be presided over by the President of the Executive Council or, in their absence, by the Vice President of the Executive Council or, in the absence of each of these persons, by a person chosen by a majority of the directors present at the meeting. The Secretary of LACMC will act as secretary of all meetings of the Executive Council. In their absence, the presiding officer will appoint another person to act as secretary of the meeting.

SECTION 9. ACTION BY WRITTEN CONSENT WITHOUT MEETING

Any action required or permitted to be taken by the Executive Council may be taken without a meeting if a quorum of the Executive Council consents in writing to the action. However, the consent of any Executive Council member who has a material financial interest in a transaction to which LACMC is a party and who is an "interested Executive Council member" is not required for approval of that transaction. Such action by written consent will have the same force and effect as any other validly approved action of the Executive Council. All such consents will be filed with the minutes of the proceedings of the Executive Council.

ARTICLE 8 COMMITTEES OF THE EXECUTIVE COUNCIL

The Executive Council may create one or more committees of the Executive Council. Each committee must consist of at least one Executive Council member to serve at the pleasure of the Executive Council. Committee Chairs must be dues paying members

prior to their appointment. Additional committee appointments will be made by their respective Committee Chairs and appointees will serve at the pleasure of the Committee Chair. Additional committee appointees need not be Executive Council members of the Executive Council

SECTION 1. EXECUTIVE COMMITTEE

The Executive Committee will consist of the President, Vice President, Secretary, and Treasurer. Except as prohibited by this section, the Executive Committee may exercise all of the power of the Executive Council and will have full power to act on matters of policy, administration, and personnel matters between meetings of the Executive Council.

SECTION 2. AUDIT COMMITTEE

The Vice President will appoint an Audit Committee of three people to review LACMC's financial transactions as determined necessary by the Executive Council.

SECTION 3. COMMUNICATION COMMITTEE

The Chair of the Communications Committee is appointed by the Vice President. The Communications Committee is responsible for reviewing and publishing the LACMC newsletter, and communicating to the membership and others regarding LACMC activities, management issues, and other information relevant to LACMC activities. The Communications Committee will maintain the LACMC website and social media accounts and make updates as necessary.

SECTION 4. MANAGEMENT EDUCATION COMMITTEE

The Chair of the Management Education Committee is appointed by the Vice President. The Management Education Committee is responsible for planning and facilitating educational seminars – the core function of LACMC. The Chair of the Management Education Committee has authority to execute purchase orders and agreements related to educational seminars, as authorized by the Executive Council.

Participation of General and Associate Members on the Management Education Committee requires an application to the Chair and approval from their department (Department Head, Chief Deputy, or Administrative Deputy) of the necessary time commitment to LACMC.

Recommendations for educational seminars must be brought to the full Management Education Committee for approval. The Chair will report the results of the monthly educational seminars during the Executive Council's monthly meetings.

SECTION 5. MEMBERSHIP COMMITTEE

The Chair of the Membership Committee is appointed by the Vice President. The Membership Committee determines membership eligibility based on the Bylaws, submits recommendations to the Executive Council for the addition of General Member classifications, and processes membership transactions. The Membership Committee also maintains all membership records. Those records include current contact information including email address, payroll classification/job title, dues-paying status, and membership type for all LACMC members. The Membership Committee controls the e-mail distribution lists to the membership. The Membership Committee coordinates the collection of membership dues with the Auditor, LACERA, and those members who pay their dues directly.

SECTION 6. MENTORSHIP COMMITTEE

The Chair of the Mentorship Committee is appointed by the Vice President and must be a member of the Executive Council. The Mentorship Committee provides a formal structure to develop LACMC members through mentoring with participating General Members. The objectives are to promote individual development through the transfer of skills and expert knowledge, provide a resource for feedback and guidance, develop future leaders, and assist with member career satisfaction and retention.

SECTION 7. NOMINATING COMMITTEE

The President will appoint a Nominating Committee from members of the Executive Council not currently running for re-election. The Nominating Committee will solicit nominations for Executive Council membership, develop a ballot list of candidates, obtain approval of the ballot list from the Executive Council, and conduct the annual election consistent with these Bylaws and good election practices.

SECTION 8. SPECIAL SERVICES COMMITTEE

The Special Services Committee will be chaired by the Vice President of the Executive Council. The Special Services Committee will develop plans for conferences, special events, and other networking forums. All logistical arrangements necessary for events will be the responsibility of the Special Services Committee. The chair of the Special Services Committee must bring recommendations for events to the full Executive Council for approval.

SECTION 9. ADVISORY COMMITTEES

LACMC may have other committees as may be designated by resolution of the Executive Council. Such other committees may consist of persons who are not members of the Executive Council or LACMC members. These additional committees will act in an advisory capacity only and will be clearly titled as "advisory" committees. The Chairs of these committees will be appointed by the Vice President.

SECTION 10. LIMITATIONS ON COMMITTEE AUTHORITY

Any such committee, to the extent provided in the Executive Council resolution, will have all the authority of the Executive Council, except that no committee, regardless of Executive Council resolution, may:

- a. Take any final action on any matter that also requires approval of the members or approval of a majority of all members; or
- b. Fill vacancies on the Executive Council or on any committee that has the authority of the Executive Council; or
- c. Amend or repeal Bylaws or adopt new Bylaws; or
- d. Amend or repeal any resolution of the Executive Council; or
- e. Create any other committees of the Executive Council or appoint the members of committees of the Executive Council; or
- f. Expend LACMC funds to support a nominee for Executive Council member after more people have been nominated for Executive Council member than can be elected; or
- g. Approve any contract or transaction to which LACMC is a party and in which one or more of its Executive Council members has a material financial interest.

SECTION 11. MEETINGS AND ACTIONS OF COMMITTEES

- a. The Vice President may at any time revoke or modify any or all of the authority so delegated to committees, increase or decrease but not below two (2) the number of its members, and fill Chair vacancies from the members of the Executive Council.
- b. Meetings and actions of committees of the Executive Council will be governed by, held, and taken in accordance with the provisions of these Bylaws concerning meetings and other Executive Council actions. The time for regular meetings of such committees and the calling of special meetings of such committees may be determined by the Committee Chair

ARTICLE 9 LIABILITY

SECTION 1. NON-LIABILITY OF EXECUTIVE COUNCIL MEMBERS

The Executive Council members will not be personally liable for the debts, liabilities, or other obligations of LACMC.

SECTION 2. SELF-FUNDED LIABILITY INSURANCE

LACMC is an affiliate of Los Angeles County and is covered by the County's self-funding liability (self-insurance) program.

ARTICLE 10 FISCAL YEAR

The fiscal year is January 1 through December 31.

ARTICLE 11 AMENDMENT TO BYLAWS

Bylaw amendments may be proposed by either of the following means:

- A. Recommendation by the Executive Council; or
- B. Referendum at the request of dues-paying members representing thirty percent (30%) of the number who voted in the most recent general election. Referendum advocates must submit the proposed amendments and aforementioned members' printed names and signatures to the Secretary.

The Secretary will present the proposed amendments to the bylaws for membership review at least 30 days prior to the vote. Adoption of amendments requires majority approval based on the number of registered members that voted in the most recent general election.

ARTICLE 12 DUES

SECTION 1. PAYMENT OF DUES

Each member must pay monthly dues as established by the membership within the time and on the conditions set forth in these Bylaws.

SECTION 2. USE OF DUES

Dues are used to support training and management development; subsidize the cost of hosting conferences, networking functions and other LACMC activities; and administrative overhead.

SECTION 3. MEMBERSHIP DUES AND COLLECTIONS

The membership dues and means for their collection are:

- a. All active LACMC members: Dues will be collected through the payroll deduction process or any other method determined by the Membership Chair. Dues may be increased if determined to be in the best interests of the membership, by a majority vote of the Executive Council, and ratified by the membership.
- b. Retiree dues: The Retiree dues rate is 50 percent (50%) of the dues paid by active members. Dues will be collected through payroll deduction via LACERA or any other method determined by the Membership Chair.
- c. Associate member dues will be collected through a process established by the Membership Committee.
- d. Lifetime and Honorary members are not required to pay membership dues.

SECTION 4. FAILURE TO PAY DUES

Failure to pay dues will result in loss of membership status and all benefits including, but not limited to, receiving communications, attending LACMC events and conferences, voting in elections, voting on Bylaw amendments, or participating in any other LACMC votes or activities.

* * * *

IN WITNESS WHEREOF, the officers of the Executive Council of the Los Angeles County Management Council have caused this Amendment of the Bylaws to be subscribed by the Executive Council pursuant to its delegation of authority, and in accordance with the requirements of the Bylaws have caused this Amendment to be executed on its behalf by its duly authorized officials on the day, month, and year written below.

LOS ANGELES COUNTY MANAGEMENT COUNCIL BYLAWS:

EXECUTIVE COUNCIL OFFICER

By *Ruth G. Wong*
 Brig. Gen. USAF (Ret.) Ruth Wong, President

EXECUTIVE COUNCIL OFFICER

By *Steven Hernandez*
 Steven Hernandez, Treasurer

EXECUTIVE COUNCIL OFFICER

By *Kashari S. Jones*
 Kashari S. Jones, Vice President

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Secretary of Los Angeles County Management Council (LACMC), that the above Bylaws, consisting of 21 pages, are the Bylaws of LACMC as duly adopted by the membership on Monday, December 7, 2020 and that they have not been amended or modified since that date.

Executed on Tuesday, December 15, 2020 at Los Angeles, California.

Rita Tufenkjian

Rita Tufenkjian, Secretary