

BYLAWS of the ASSOCIATION of SANITATION DISTRICTS of LOS ANGELES COUNTY EMPLOYEES

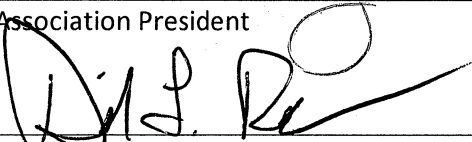
We, the undersigned, are the duly-elected Officers and Directors of the inaugural Board of the Association of Sanitation Districts of Los Angeles County Employees and, as such, hereby certify the Bylaws of the Association as approved of by the members of the Professional, Professional Supervisory, Supervisory, Technical Support, White Collar and Energy Recovery bargaining units.



Association President



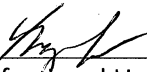
Association Vice-President



Association Secretary



Association Treasurer



Professional Unit Director

Professional Supervisory Unit Director

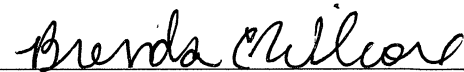


Supervisory Unit Director

Energy Recovery Unit Director



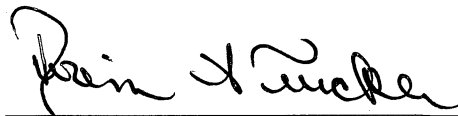
Technical Support Unit Director



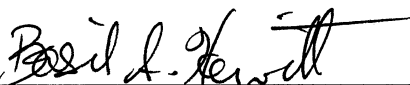
White Collar Director



Director at Large



Director at Large



Director at Large



AFSCME Representative

BYLAWS of the ASSOCIATION of SANITATION DISTRICTS of LOS ANGELES COUNTY EMPLOYEES

Approved March 9, 2019

I. Name

The name of this organization is the Association of Sanitation Districts of Los Angeles County Employees, herein referred to as the "Association", in affiliation with the American Federation of State, County and Municipal Employees (AFSCME), the American Federation of Labor and Congress of Industrial Organizations (AFL-CIO).

II. Principal Office

The principal office for the transaction of business of the Association shall be located in the State of California.

The Board of Directors, herein referred to as the "Board" may, from time to time, change the location of the principal office and the Board may establish from time to time, branch or subordinate offices at which Association business is conducted and/or correspondence received.

III. Purpose

The specific and primary purposes for which this Association is organized and operated is to promote, foster, represent and further the common good and general welfare of its Members by whatever means are determined by the Board or Membership. As part of this mission, the Association and its Board will make every effort to address the needs of each and every Bargaining Unit, even if those needs are limited to a single Unit, with full transparency to the Membership.

The Association, at its inception, shall consist of the Professional, Supervisory, Professional Supervisory, Energy Recovery, Technical Support and White Collar Bargaining Units. Inclusion of any individual Bargaining Unit in this Association is dependent upon ratification of these bylaws by a simple majority vote of the union Members in each individual Unit. And while these Bargaining Units are designated as distinct by the Sanitation Districts of Los Angeles County (Sanitation Districts), they share common interests and hereby intend to operate and negotiate collectively as the Association under these

Bylaws. Furthermore, the Association intends to coordinate and conduct contract negotiations, as well as any other appropriate union related activities, with any and all other Sanitation Districts' Bargaining Units that have also affiliated with AFSCME. These activities may include providing other Sanitation Districts' Bargaining Units the opportunity to join the Association.

IV. Membership

1. Member

Every person employed by the Sanitation Districts in a job classification which is included in any of the certified Bargaining Units designated as Professional, Supervisory, Professional Supervisory, Energy Recovery, Technical Support or White Collar, or any other AFSCME certified Bargaining Unit that may join the Association in the future, is eligible for membership in the Association. Members shall be entitled to all rights and privileges of membership under these Bylaws and the AFSCME International Constitution. Membership requires submission of an application for membership and the payment of dues as prescribed herein.

2. Procedures for Application for Membership

All applications for membership shall be in writing and shall be signed by the applicant. The application shall contain the name, occupation and address of applicant, and such other information as the Board shall prescribe. All applications for membership shall be submitted in the manner prescribed by the Board. This application shall also be used as the prospective Member's authorization for payroll deduction of dues.

In no event, shall membership criteria discriminate in any manner against any person or persons on account of race, marital status, sex, religious creed, color, ancestry or national origin; membership criteria as are applied at any time shall be applied uniformly to all persons who then are applicants for membership.

3. Resignation

Any Member may resign by filing a written letter of resignation with the Secretary no earlier than twelve (12) months after the Member has begun paying dues. Such resignation shall not relieve the Member of his/her obligation to pay any dues, fees or premiums theretofore accrued and unpaid. Upon the filing of such resignation, all privileges and rights shall immediately terminate, except any representation services incidental to the Association's duty to represent.

4. Reinstatement

Any Member that has resigned from membership under Section IV.03 or is suspended under Section IX.03 may not be reinstated until all outstanding obligations, if any, are paid in full.

V. General Membership Voting

1. Voting

Except as provided for the ratification of an MOU and the election of Officers and Directors, voting by the Membership shall be done according to this Section. All active Members as of the date a vote is taken shall be entitled to cast one (1) vote.

2. Method of Voting

The Board shall determine the method of voting which may include voice, written, electronic or mail ballot. Proxy voting is not permitted. Notwithstanding any other vote required of the Membership by these Bylaws, a vote to ratify the terms and conditions of a labor contract (MOU) is required of the membership of each Bargaining Unit.

3. Counting of Votes

The Board shall determine the method, time and place of counting and by whom the votes will be counted. Details of such information shall be decided and held by the Association at least fifteen (15) days prior to any elections. Unless expressly provided herein, any action may be taken at a meeting or as a result of returned ballots of the Members upon the affirmative vote of a majority of the votes cast.

4. Results

After tabulation of ballots, the Board shall notify all Members of the results of the vote.

VI. Meetings and Quorum

1. Meetings of Members

Regular Membership meetings of the Association shall be held at least quarterly. Special meetings of the Members may be called at any time by the President or a majority of the Board or by a petition of at least twenty percent (20%) of the Members, or twenty percent (20%) of the unit membership of any one of the Bargaining Units to consider matters that are exclusive to the Bargaining Unit. Meetings shall be held at such time and place as is fixed by the President, when the meeting is called by the President or the Board or, if called by the Members, by the Secretary. The Board shall make provisions to electronically connect larger satellite facilities to the Membership meetings when such meetings are held at the Main Office of the Sanitation Districts.

2. Notice of Meetings

Notices shall specify the date, time and place of meetings and the matters which will be considered. Special meetings shall be limited to the matters identified in the notice; no other business may be conducted. Unless determined to be urgent, by the Board, meeting shall be set by the President or the Secretary, not less than fifteen (15) days, or more than thirty (30) days after the receipt of the request.

3. Quorums

A quorum for any meeting of the Association involving Members of all of the Bargaining Units shall be 20% of the Members in the Association. A quorum for any meeting of the Association involving only Members of one Bargaining Unit shall be 20% of the members in the Unit. The Board shall establish a protocol for counting Members at satellite facilities connected electronically to any meeting.

The Members present at a duly called and held meeting, at which a quorum is present, may continue to transact business until adjournment. If during a meeting there is the withdrawal of enough Members to leave less than a quorum, no official business may be conducted until a quorum is re-established.

4. Waiver by Attendance

Attendance by a Member at a meeting shall constitute a waiver of notice of that meeting except when a person objects at the beginning of the meeting to the transaction of any business due to the inadequacy or illegality of the notice. Attendance at a meeting is not a waiver of any right to object to the

consideration of matters required to be included in the notice of the meeting and not so included, if that objection is expressly made at the meeting.

5. Notice of Certain Agenda Items

If action is proposed to be taken on any of the following proposals, the notice shall also state the general nature of the proposal. Member action on such items is invalid unless the notice or written waiver of notice states the general nature of the proposal(s):

- Filling vacancies on the Board.
- Approving a contract or transaction in which a Member of the Board has a material financial interest.
- Any material actions that may be of concern to the membership.
- Amendment of these Bylaws

6. Adjourned Meetings and Notices Thereof

Any meeting of the Members, whether or not a quorum is present, may be adjourned from time to time by the affirmative vote of a majority of the Members and represented at such meeting in person, but in the absence of a quorum, no other business may be transacted at any such meeting. When any meeting of the Members is adjourned, notice of the reconvening of the adjourned meeting shall be given as in the case of the original meeting so adjourned.

If the adjournment is for more than thirty (30) days, notice of the adjourned meeting shall be given to each Member of record entitled to vote at the meeting, except as aforesaid, it shall not be necessary to give any notice of adjournment or of the business to be transacted at any adjourned meeting, other than by an announcement of the meeting at which adjournment is taken.

7. Action without Meeting

Any action, other than the election of Officers and Directors, that may be taken at a meeting of the Members, may be taken without a meeting of the Members and without prior notice, if (a) the written ballot of every Member is solicited, (b) the required number of signed approvals in writing, setting forth the action so taken is received and (c) the number of ballots cast within the time period specified, equals or exceeds the number of votes that would be required to approve the action at a meeting assuming the number of ballots cast equals the number of votes which would have been cast at a meeting. After tabulation of the ballots, the Board shall notify all Members by mail or by posting notices, or both, of the outcome of the vote.

8. Conduct of Meetings

Except as provided herein, all meetings of the Members shall be governed by either Robert's Rules of Order.

VII. Board of Directors

1. Association Powers

There shall be four (4) Officers – President, Vice President, Treasurer and Secretary – and nine (9) Directors of this Association. The number of Directors shall be increased in the event that any other Sanitation Districts' Bargaining Unit affiliates with AFSCME and petitions to join the Association. These Officers and Directors shall make up the Board of Directors. The Board shall be the governing body of the Association, except when meetings of the Membership are in session. All matters affecting the

policies, aims and means of accomplishing the purposes of the Association not specifically provided for in these Bylaws or by action of the Membership at a regular or special meeting shall be decided by the Board.

Notwithstanding the above, only Members within one of the Bargaining Units shall have the power to approve any MOU covering their employment or vote or make decisions which would affect the status of their particular Bargaining Unit issues as provided in the Myers-Milias-Brown Act, Govt. Code 3500 *et sec.*

2. Number of Directors

The number of Directors shall be set at one (1) Unit Director elected from each individual Bargaining Unit by the Members of that Unit. In addition, there will be three (3) At-Large Directors who may be elected from any Bargaining Unit by vote of the entire Membership, with a limit of one (1) At-Large Director from any single Bargaining Unit. To the greatest extent possible, Directors should be drawn from satellite facilities of the Sanitation Districts as well as from the Main Office, and from different job classifications when possible.

If any other Sanitation Districts' Bargaining Unit affiliates with AFSCME and joins the Association, that Unit will be granted one (1) Unit Director to be elected from that particular Bargaining Unit to serve on the Board. At the next Association election, Members of the newly-affiliated Bargaining Units may run for election to a position as an Officer or At-Large Director, if there is such an election scheduled for that year. There shall be no increase in the number of At-Large Directors positions following the addition of new Bargaining Units to the Association, unless by amendment to these Bylaws.

3. Term

The terms of the Officers shall be for two (2) years, with a maximum of two (2) consecutive terms per office. Officers who are termed out may run for another Office or as a Director for the subsequent term or for the same Office after being out of that office for at least one (1) full term. The term of office shall begin on January 1 of odd-numbered years, except for 2019 in which said term shall begin with the date of the initial election.

The election of Unit Directors in 2019 shall be one (1) each from Professional, White Collar and Supervisory for a two (2) year term and one (1) each from Professional Supervisory, Technical Support and Energy Recovery for a one (1) year term. The one (1) At-Large Director with the highest vote counts shall serve a two (2) year term, with the other two (2) At-Large Directors serving an initial one (1) year term. In all subsequent elections, all Directors will be elected to two (2) year terms. There are no term limits for Directors. Any new AFSCME-affiliated Bargaining Unit(s) that join the Association will hold an election for one (1) Unit Director who will serve out the remainder of either a one (1) year or two (2) year term as decided upon by the Board at its sole discretion in order to stagger the terms of incoming Directors to preserve continuity on the Board. Any Director may run for an Officer position during an election that takes place during the middle of that Director's term of office.

4. Eligibility

In order to be eligible to hold a seat on the Board, members of the respective Bargaining Units must have been a Member in good standing of their Bargaining Unit for a period of at least two years. Except, however, a Member of any Bargaining Unit who qualifies herein and subsequently becomes a Member of another Bargaining Unit shall be deemed qualified in the subsequent Bargaining Unit.

5. Nominations and Elections

Other than the first election, which will be held after these Bylaws are enacted, elections for the Officers and Directors shall be held before the end of December of each year. If there are less than eight (8) months from the initial election until the next scheduled election, then the second election shall be held the following year. Not less than fifteen (15) days prior to nominations and elections the Association shall notify Members of the impending nominations and elections to the Board. Notice of elections shall include the Officers and number of Directors to be elected and the terms.

Nominations may be made at a regular or special meeting. Any Member of the Association may be nominated for an Officer position. Members of the Association who are nominated for a Unit Director position must be employed in the Bargaining Unit which the Director will represent. Those nominated shall be afforded the opportunity to decline and the name of any nominee who declines shall not appear on the ballot. Write-in votes shall not be valid for any purposes. In any case where there is only one nominee for Officers and Directors, such nominee shall be declared elected. In all other cases, elections shall be conducted no sooner than 15 days from date ballots are mailed to the membership. Elections shall be by secret ballot. Officer positions and At-Large Director positions shall be elected by the entire Association Membership while Unit Director positions shall be elected by the Members of the Bargaining Unit the Director will represent. All Members shall be afforded a reasonable opportunity to vote.

Upon completion of the voting, the ballots shall be tabulated and the candidate for each office receiving the majority of the votes cast for that office shall be declared elected.

6. Voting Among Board of Directors

The President shall have no vote except in the cases of ties. The value of votes cast by the other members of the Board shall be counted as one (1). Motions of the Board shall be carried by a simple majority.

7. Vacancies

A vacancy or vacancies shall be deemed to exist any time the composition of the Board falls below the number as required in these Bylaws. Vacancies for any reason shall be filled by special election. Each Officer or Director so elected shall fill the vacancy and hold office for the balance of the term replaced.

8. Meetings of the Board of Directors

a. Regular Meetings

The Board shall adopt a schedule of its regular meetings to be held during the forthcoming year.

b. Special Meeting

Special Meetings of the Board may be called at any time by the President or by at least seven (7) members of the Board exclusive of the President. Special Meetings shall be held with at least four (4) days written notice. Notice of the Special Meeting need not be given to any Director who 1) signs a waiver of notice; 2) gives written consent to holding a meeting; 3) attends the meeting and prior thereto; or at its commencement does not protest the lack of such notice or 4) approves the minutes of a meeting at which they were not in attendance.

All such waivers, consents and approvals shall be filed with the Association records and made part of the minutes of the meeting.

c. Quorum

A simple majority of the Board, including the President, shall constitute a quorum of the Board, and if the quorum is present, in person or by telephone, the decision of a majority of those present shall be the act of the Board.

d. Action without a Meeting

Any action required or permitted to be taken by the Board may be taken without a meeting if all Officers and Directors, individually or collectively, consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as the unanimous vote of the Board.

e. Director Absences

In the event any Officer or Director is absent from three (3) consecutive regular meetings of the Board of Directors, without excuse, the Board may by action taken at the meeting during which said third absence occurs, declare the office of said absent Officer or Director to be vacant and post a notice for election.

9. Compensation

Officers and Directors, including the President, shall not receive any monetary compensation for their services to the Association.

10. Discipline

Discipline of any Member of the Association, including members of the Board, may only be imposed in accordance with the provisions set forth in Article X of the AFSCME International Constitution. Any member of the Board who has engaged in conduct imminently dangerous to the welfare of the Association or AFSCME may be suspended in accordance with the provisions set forth in Article IX, Section 48 of the AFSCME International Constitution.

11. Director Involvement in Employer/Employee Relations

Notwithstanding other provisions of these Bylaws, no member of the Association Board is authorized to meet with management on any subject pertaining to matters subject to the provisions of Government Code Section 3500 *et seq.* without approval of a two-thirds (2/3) majority vote of the Board. The Association Board shall determine the composition of Shop Stewards who will act as union representatives for member needs. Members of the Association Board may act in the capacity of Shop Steward. The goal is to have at least one (1) Shop Steward at each Sanitation Districts' facility with the intent of representing the majority of the each site's Bargaining Unit employees to the greatest extent practical.

VIII. OFFICERS

1. Number and Tenure

The Officers of the Association shall be President, Vice-President, Treasurer and Secretary. Officers shall be elected by the Membership and shall serve a term of two (2) years, with a limit of two (2) consecutive terms in any single office. Officers cannot simultaneously hold a Director's position.

2. Duties of Officers and Directors

a. President

Subject to the policies established by the Membership and the Board, the President shall be the Chief Executive Officer of the Association. He/she shall perform all duties incidental to the office and such other duties as may be required by law, these Bylaws or by the Board. Subject to the provisions of these Bylaws and the Board, the President shall preside at all meetings of the Members and of the Board; be a member of all committees except election committees, countersign all checks drawn against the funds of the Association; appoint all standing committees and all special committees of the Association, subject to the approval of the Board; and report periodically to the Membership regarding the progress and standing of the Association and the President's official acts.

b. Vice-President

In the absence of the President or in the event of his inability or refusal to serve, the Vice-President shall perform the duties of the President and when so acting, shall have all powers of and be subject to all restrictions upon the President. The Vice-President shall publish a newsletter to the Membership at least quarterly and shall be responsible to publish any updates as required by the President and/or the Board. The Vice-President shall perform such other duties as, from time to time, may be assigned by the Board or the President. Upon approval of the Board, the Vice-President shall be authorized to act as co-signer of checks drawn on the Association's funds in place of either the President or the Treasurer. President may appoint another Officer or Director to take his/her place on any given committee.

c. Treasurer

The Treasurer shall serve as the Association's chief financial officer. The Treasurer shall receive and receipt for all monies of the Association; deposit all money so received in the name of the Association in a bank or banks selected by the Board, and money so deposited shall be withdrawn only by check signed by the President and the Treasurer, or by the Vice-President if authorized; prepare and sign checks for such purposes as are required by the Bylaws or are authorized by the Membership or the Board; prepare and submit the monthly Membership report to the International Union office and see that a check is drawn in payment of the Association's per capita tax each month and sent to the International Secretary-Treasurer; and keep an accurate record of receipts and disbursements and shall at each regular meeting submit to the Membership a semi-annual operating statement of the financial transactions of the Association for the six (6) month period ending the month preceding the regular meeting. The Treasurer shall also give a surety bond for an amount to be fixed by the Board, at the expense of the Association and through the International Union and see that any financial reports required by the International Union Constitution to be submitted to the International Union are submitted in accordance with the International Union Constitution.

d. Secretary

The Secretary shall act as the custodian of all properties of the Association; keep the minutes of the Meetings of the Members of the Association and of the Board; see that all notices are duly given or received in accordance with the provisions of these Bylaws or as required by law and in general; and perform all duties incidental to the office of Secretary and such other duties as, from time to time, may be assigned by the Board or the President. The Secretary shall maintain a current roster of Members.

e. Directors

The duties of a Director shall be to communicate with the Members of the Bargaining Unit from which he/she was elected. Directors are responsible to keep the Members informed of issues under consideration by the Board and to bring to the Board issues of concern to the Members.

f. Committees

All committees are appointed by the President, except that the Negotiation Committee shall consist of, in addition to the Association's Labor Representative, at least two (2) Members from each of the certified Bargaining Units whose contract is up for renewal, as voted upon by that Unit.

IX. Miscellaneous

1. Liabilities of Members, Officers and Directors

Neither the Members nor the Officers or Directors of the Association shall be personally liable for any of the liabilities or obligations of the Association.

2. Contracts

The Board may delegate management responsibilities of the Association to others as provided, from time to time, by the Board. Said delegation may be accomplished by contract or other reasonable method as determined by the Board.

3. Dues

Membership dues are \$40.90 per month - \$13.65 of which represents the per capita to the International, \$23.90 of which represents the per capita to the Council, and \$3.35 is rebated back to the Association. Dues shall be adjusted in per capita allotment as required by the AFSCME International Constitution thereafter. At a minimum, the dues shall be at least sufficient, when divided by the number of Members, to pay all professional representation fees charged and obligations of the Association. Any increase in dues above that set by AFSCME International would require approval by two-thirds (⅔) of the Members and would be fully retained by the Association.

Membership dues shall be payable monthly in advance to the Treasurer and in any event shall be paid no later than the first Sanitation Districts' pay date of the month in which they become due. The method of payment shall be by a monthly payroll deduction. Any Member who fails to pay dues by said date shall be considered delinquent, and upon failure to pay dues for two successive months shall stand suspended. Provided, however, that any Member who is paying dues through a system of regular payroll deduction shall for so long as such person continues to pay through such deduction method, be considered in good standing. If Member is on approved unpaid leave of absence, such as long-term disability, layoff, Family Medical Leave, etc., dues will be suspended until such time as the Member returns to full duty status.

4. Assessments

The Membership shall have the sole authority to assess special charges or fees of attorneys, arbitrators, professional representatives, courts, stenographers, legislative activity and the like, incidental to representation of the Association or its Members. Notice and logistics of such assessment shall be determined by the Board.

5. Official Notification to District Management

The Board shall cause official notification to be given to Sanitation Districts' management that all correspondence, communication, requests for meetings or discussion and etc., with the Association on matters pertaining to provisions contained in Government Code 3500 *et seq* shall be sent or directed to the Association's President, Vice President and Secretary.

6. RECORDS

a. Minutes of Meetings

Written minutes of meetings of the Board and all committees, created either by these Bylaws or the Board, shall be prepared and distributed to the Members within a reasonable time after the meeting.

b. Record of Members

The Association shall maintain a written record of Members, including names and addresses. Said records shall be obtained from the Sanitation Districts' Human Resources Department.

7. Inspection of Records

a. Inspection by an Officer or Director

A serving Officer or Director of the Association shall have the absolute right at any reasonable time to inspect all books, records and documents related to Association activities which are in the possession of the Association.

b. Inspection by a Member

A Member, upon written request, shall have the right to inspect the books and records during regular business hours.

All records and documents of the Association may be inspected by a Member, only upon the approval of the Board, upon the Member showing that the purpose thereof is reasonably related to the Member's individual interests as a Member. All said inspections shall be by the Member or the Member's legal representative. The Board may require five (5) days advance notice for such inspection.

8. Sale of Assets

Regardless of any other section of these Bylaws, the Board shall not sell all or substantially all of its assets, nor shall this Section be amended, except upon the written consent of the Members representing seventy-five percent (75%) of the Membership. This provision shall apply to any one transaction or a series of transactions which have the cumulative effect of terminating the Association's ability to operate.

9. Indemnification of Directors, Officers, Employees or Agents

The Association shall, to the maximum extent permitted by law, indemnify each person who is or was a Director, Officer, Employee or Agent of the Association against expenses, judgments, fines, settlements or other amounts actually incurred in connection with any proceeding arising by reason of the fact that any such person is or was a Director, Officer, Employee or Agent of the Association and shall have the power to pay on behalf of each such person reasonable amounts incurred in defending any such proceeding to the maximum extent permitted by such law. The Association shall have the power to maintain insurance on behalf of any person who is or was a Director, Officer, Employee or Agent of the

Association against any liability asserted against or incurred by any such person in such capacity or arising out of any such person's status as such whether or not the Association would have the power to indemnify any such person under the law.

10. Association Agents

Except to the extent specified in these Bylaws, no Officer or Director of the Association shall have the power to act as agent for or otherwise bind the Association in any way whatsoever. No Member or group of Members or other person or persons shall have the power to act on behalf of or otherwise bind the Association except to the extent specifically authorized in writing by the President of the Association or by the Board.

11. Amendment of Bylaws

Except as otherwise provided specifically in these Bylaws, the power to amend these Bylaws shall be vested in the Membership. This power shall not be exercised in any case, except upon fifteen (15) days' notice mailed or e-mailed by the Secretary to each Member of the Association at the Member's last known appropriate address and, with such notice, the Secretary shall transmit a copy of any of the Bylaws intended to be amended. Any notice provided for in this Section shall also include the date of the meetings of the Membership at which the proposals to so amend, will be considered. The certificate of the Secretary filed with the minutes of the meeting of the Membership shall be conclusive evidence of the sending of said notices.

By signed written petition, addressed to the Association Secretary, twenty-five percent (25%) of the Members may propose to amend these Bylaws and such proposal shall be subject to the provisions for notice and ratification as set forth above. The Board may make recommendations on any such proposals before they are submitted to the Membership for ratification.

These Bylaws may be amended, revised or otherwise changed by a majority vote of each Unit's Members on such proposed change if the proposed changes are read at a regular or special meeting of the Association and read and voted on at a subsequent meeting of the Association. Otherwise the changes may be adopted by two-thirds ($\frac{2}{3}$) vote of each Unit's Members. Any changes adopted shall take effect only upon written approval of the AFSCME International President.

A Bargaining Unit may elect to withdraw from this Association at any time and form a separate Association under AFSCME. If the vote for separation has a simple majority of the Unit Members, then these Bylaws shall be amended as necessary and a new Association with its own Bylaws, Officers and Directors shall be created by the separating Unit. Proceeding into the future, the original Association and the new Association shall cooperate and coordinate on activities that are of common and beneficial interest to both. Members in one or more Bargaining Unit may elect to decertify from AFSCME at any time by means of a majority vote of the employees in that Unit. In such a case, any position of Officer or Director shall be declared vacant by the Board following acceptance of decertification by the Sanitation Districts. The Board shall call for a special election to fill the vacant positions at the earliest practical time.

12. Notices

Any notice or mailing provided by these Bylaws shall be in writing and delivered either personally, by postage prepaid first class, or by other reasonable transmission.