

737015

ARTICLES OF INCORPORATION
of
SACRAMENTO
PUBLIC WORKS ASSOCIATION

**ENDORSED
FILED**
in the office of the Secretary of State
of the State of California

MAY 29 1975

MARCH FONG EU, Secretary of State

Carlson R. Petersen
Deputy

I

The name of this corporation shall be:

SACRAMENTO
PUBLIC WORKS ASSOCIATION

II

The purposes for which this corporation is formed are:

(a) The specific and primary purpose is to provide money and gifts for recreational activities for the general health, welfare and recreational interests of employees of the State of California, Department of Transportation, who work in the Headquarters Building at 1120 N Street, Sacramento, California, and to coordinate all such activities for their general benefit and recreation interests.

(b) The general purposes and powers are to engage in any activity authorized by the General Nonprofit Corporation Law of the State of California that is incidental to or in furtherance of the specific and primary purposes set forth in subparagraph (a) of this article.

(c) No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing

or distribution of statements) on behalf of any candidate for public office.

III

This corporation is organized pursuant to the General Non-profit Corporation Law of the State of California. This corporation does not contemplate pecuniary gain or profit to the members thereof and it is organized for nonprofit purposes.

IV

The principal office for the transaction of the business of this corporation is located in the County of Sacramento, State of California.

V

The names and addresses of the persons who are to act in the capacity of officers until the selection of their successors are:

<u>Name</u>	<u>Address</u>
Dick Barlow	Room No. 4532, 1120 N Street, Sacramento, CA 95814
Hal Crowden	Room No. 2501, 1120 N Street, Sacramento, CA 95814
Harry Sahagian	Room No. 1204, 1120 N Street, Sacramento, CA 95814
Patrick S. Couch	Room No. 3328, 1120 N Street, Sacramento, CA 95814
Imogene Ryder	Room No. 4504, 1120 N Street, Sacramento, CA 95814

VI

The authorized number and qualifications of members of the corporation, the different classes of membership, if any, the property, voting and other rights and privileges of members, and

their liability to dues and assessments and the method of collection thereof shall be as set forth in the Constitution and Bylaws.

VII

The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private persons. Upon the dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

If this corporation holds any assets in trust, or the corporation is formed for charitable purposes, such assets shall be disposed of in such manner as may be directed by decree of the superior court of the county in which the corporation has its principal office, upon petition therefor by the Attorney General or by any person concerned in the liquidation, in a proceeding to which the Attorney General is a party.

IN WITNESS WHEREOF, the undersigned, being the persons

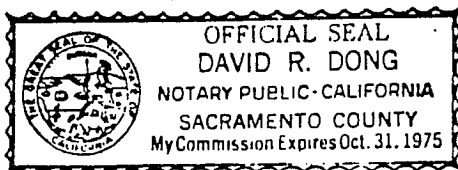
hereinabove named as the first directors, have executed these Articles of Incorporation, this 15 day of April, 1975.

Dick Barlow
Hal Crowden
Harry Sahagian
Patrick S. Couch
Imogene Ryder

STATE OF CALIFORNIA)
)
COUNTY OF SACRAMENTO)

On this 15 day of April, 1975, before me, David R. Dong, a Notary Public for the State of California, with principal office in Sacramento County, personally appeared Dick Barlow, Hal Crowden, Harry Sahagian, Patrick S. Couch, and Imogene Ryder, known to me to be the persons whose names are subscribed to the within Articles of Incorporation, and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal on the day and year first above written.



David R. Dong
Notary Public

Sacramento Public Works Association Bylaws
(Revised, December 1992)

ARTICLE I -- NAME

1. The name of this organization shall be the Sacramento Public Works Association (SPWA).

ARTICLE II -- PURPOSE

1. To provide cash grants for social and recreational events and activities sponsored by or benefitting the members of the Association; to provide or loan sports and recreational equipment for group activities; to present gifts to retiring employees; and to promote such other activities and services as determined by the Board of Directors to be for the general benefit of the members.
2. To administer and promote the Caltrans Headquarters Blood Drive program.
3. To act as an informal liaison group between the members of the Association, the Cafeteria Management, and the Building Manager of the 1120 N Street Building.
4. The net earnings of the Association are to be devoted to its members for charitable, educational or recreational purposes. In the event of the dissolution of the Association, the assets are to be donated to non-profit organizations devoted to like purposes.

ARTICLE III -- MEMBERSHIP

1. The membership of the Association shall be comprised of all persons regularly employed by Caltrans headquarters. No application for membership will be necessary; all employees automatically become members at the beginning of their employment with Caltrans Headquarters. For purposes of these bylaws, the employees of Caltrans Headquarters are deemed to be all those persons employed by Caltrans and working in the 1120 N Street building, or such other buildings or facilities in the Sacramento area which have been designated by the SPWA Board of Directors as being a headquarters location.
2. The Board of Directors may grant honorary membership to any other Caltrans employee who has, by previous service on the Board of Directors or by other volunteer activities on behalf of PWA or its members, been deemed by the Board to merit such distinction. Honorary members shall have all of the rights and benefits of membership as regular members.
3. There shall be no membership dues in the Association.

ARTICLE IV -- OFFICERS AND DIRECTORS

1. The Officers of the Association shall consist of a President, a First Vice-President, a Second Vice-President, a Secretary, and a Treasurer.

2. The Board of Directors shall consist of the Officers and twenty Directors.
3. Elections shall be held annually during the month of January with the newly elected officers and directors to assume office at the following February meeting of the Board. Officers shall be elected only during even numbered years and shall serve 2-year terms. Directors shall serve two-year staggered terms with one-half of the Directors to be elected each year. For the 1993 elections only, all Directors shall be elected. At the February meeting, it shall be determined by lot which ten Directors are to serve a one-year term and which a two-year term. Nothing shall prohibit an officer or director from seeking re-election.
4. In the event of a vacancy in the office of President, the First Vice President shall assume that office. In the event of a vacancy in any other office or director, the vacancy shall be filled by appointment of the President with the approval of the board.

ARTICLE V -- MEETINGS

1. Regular meetings of the Board of Directors shall be held on the second Wednesday of each month, or as soon thereafter as possible if the second Wednesday should be a holiday. All board meetings shall be open to all members.
2. Special meetings may be called by the president or upon the written request of any three Directors delivered to the President or the Secretary. Prior notice of at least three working days must be given to all directors of any such special meeting.
3. The business of the Association shall be conducted by the Board of Directors in meeting when a quorum is in attendance. A quorum consists of a majority of the current Board of Directors excluding any vacancies and including any proxies which have been submitted to the secretary.
4. Voting by proxy is permitted when necessary to conduct Association business. Proxies must be in writing and delivered to the secretary at the beginning of each meeting, except that verbal proxies delivered to the President or the Secretary will be recognized in cases of sudden illness or emergency provided written confirmation is provided within 24 hours of the giver's return to work.
5. Between meetings of the Board of Directors, urgent business may be conducted by telephone vote provided any actions so taken are approved by a majority vote of the entire board and are ratified by the Board at its next regular meeting.

ARTICLE VI -- DUTIES OF OFFICERS AND DIRECTORS

1. The president shall preside at all meetings of the Board and shall have general supervision of the affairs of the Association. The President shall be an ex-officio member of all standing committees.
2. The First Vice President shall assume the duties of the President in his/her absence. The first vice-president shall also chair the Business Management Committee.

3. The Second Vice President shall chair the Public Relations Committee.
4. The Secretary shall take the minutes of all board meetings, prepare official correspondence, and shall maintain the files and records of the Association, except for any current year business and financial records maintained by the Treasurer and Business Management Committee.
5. The Treasurer shall keep a record of all income and expenditures of the Association and report regularly on the status thereof. The treasurer may pay all bills, taxes, and invoices for business operations without separate authorization from the board provided sufficient funds have been budgeted and are available. The Treasurer shall issue checks only upon authorization of any two officers or directors designated as signatories on the Association's checking account; the treasurer may transfer funds between checking and savings accounts without separate authorization.
6. Each officer and Board member is expected to attend, or provide for representation by proxy, all regularly scheduled Board meetings. Unexcused absence from more than 2 meetings without proxy shall be deemed automatic resignation from the Board.
7. Besides the general duties outlined above, each officer and director is responsible for any other duties of office established by the Board.
8. The Board of Directors is authorized to contract for professional services and labor as determined necessary for the orderly operation and management of its vending business.

ARTICLE VII -- COMMITTEES

1. Items coming to the Board for its consideration may be referred to any of the following standing committees or to a special ad hoc committee, as appropriate. Members of all committees shall be appointed by the President from among the members of the Board of Directors.
 - a. Business Management Committee. Manages, under Board direction, the Association's vending business. Develops general business policy and pricing; hires and manages contracted staff; performs such other duties as determined by the Board.
 - b. Public Relations Committee. Serves as liaison with cafeteria and building management and the Caltrans public affairs office; publicizes PWA activities and events among the members.
 - c. Sports Committee. Reviews request for sporting and educational grants for recommendation to the Board. Manages the recreational equipment lending program.
 - d. Blood Committee. Promotes and manages the Caltrans HQ blood drives.
 - e. Financial Committee. Prepares the annual budget and conducts an annual audit.

- f. Elections Committee. Recruits candidates for the officers and Directors and conducts the annual elections.

VIII. -- BUSINESS OPERATIONS

1. The vending operations owned and operated by the SPWA shall be managed at the direction of the Business Management Committee under the Business Operation Guidelines established by the Board of Directors.
2. The Business Management Committee shall be comprised of the First Vice President, the Treasurer, and three Directors. The First Vice President shall serve as chair.

IX -- GOVERNING AUTHORITY

1. The governing authority for the SPWA shall be its articles of incorporation, these bylaws, and Roberts rules of Order (latest edition.)

X -- AMENDMENTS

1. These bylaws may be amended by a two-thirds vote of the Board of Directors provided that the proposed amendment was submitted in writing at a previous meeting of the Board.

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