

Sacramento Public Works Association Bylaws

As amended, March 1997; again October 2012; and again January 2017.

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; 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 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.

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ARTICLE IV — OFFICERS AND DIRECTORS

1. The Board of Directors shall consist of the Officers and eight Directors elected at large. (Amended January 2017)
2. The Officers of the Association are a President, a Vice-President, a Secretary, and a Treasurer, all of whom are chosen by, and serve at the pleasure of, the Board of Directors. Only directors are eligible to be officers. The board may also appoint additional vice-presidents and such other officers as the board deems expedient for the proper conduct of the business of the association. Each of these additional officers has such authority and must perform such duties as the Board of Directors may determine. New offices must be approved by a majority vote of all directors. The directors must select officers and must select them by a majority vote of all directors. If no candidate for an office obtains a majority vote, the Directors must immediately hold a run-off vote between the top two vote recipients. (Amended January 2017)
3. Twelve months after the previous election, but not before unless agreed to by the Board, the Secretary or any officer shall call for nominations of directors by email for a period of ten days. Then, the Secretary or any officer shall immediately hold elections by e-mail or other safe and easily accessible means for a period of ten days. The results shall be certified by a meeting of the current officers within two weeks of the end of the voting period or thereafter by a meeting of those who were nominated to become directors. The newly elected directors shall assume office immediately upon certification of the vote. Each Board of Directors shall remain in office until replaced by its successor. (Amended December 2012)
4. In the event of a vacancy in the office of President, the Vice President shall assume that office. In the event of a vacancy in any other officer 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 at least once each calendar quarter on dates to be determined and announced by the Board. 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. (Amended January 2017)

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4. Directors may participate in any meeting through the use of any means of communication by which all directors participating may simultaneously hear each other during the meeting, including in person, internet video meeting, or by telephonic conference call. (Amended January 2017)
5. Between meetings of the Board of Directors, urgent business may be conducted by the board by means described in Section 4 of this article 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. (Amended January 2017)

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 Vice-President shall assume the duties of the President in his/her absence. The Vice President shall also chair the Business Management Committee.
3. 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.
4. 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.
5. 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.
6. Besides the general duties outlined above, each officer and director is responsible for any other duties of office established by the Board.
7. 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.

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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.

ARTICLE 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 Vice President, the Treasurer, and three Directors. The Vice President shall serve as chair.

ARTICLE 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).

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ARTICLE X — AMENDMENTS

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

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