

**CONSTITUTION**  
**CITY OF SPOKANE**  
**MANAGERIAL AND PROFESSIONAL ASSOCIATION**

WHEREAS, workers organize labor unions and non-affiliated associations to act as their bargaining representatives to secure wages and better working conditions. Workers also organize in order to participate in decisions which affect them at work. One fundamental tenet of democratic government is the consent of the governed and bargaining representatives are an extension of that tenet; and

WHEREAS, collective bargaining is the expression of citizenship in employment; -- NOW,

THEREFORE, bargaining representatives are under a solemn obligation to represent bargaining units forcefully and effectively in negotiations with management and to conduct internal affairs according to democratic standards.

**ARTICLE I - MEMBERSHIP**

Exempt managerial, exempt professional, classified managerial and classified professional employees of the City of Spokane are eligible for membership in the Association. All dues-paying members in good standing with the Association (hereinafter referred to as "members") shall be governed by this Constitution.

**ARTICLE II - BILL OF RIGHTS**

Section 1. No person otherwise eligible for membership in this Association shall be denied membership because of race, color, gender, religion, national origin, creed, marital status, age, political belief, or the presence of any sensory, mental, or physical disability.

Section 2. No member shall be impaired from full freedom of speech concerning the operations of the Association. Active discussion of Association affairs shall be encouraged and protected.

Section 3. Members shall have the right to fair and democratic elections. Proper election procedures shall be specified and uniformly applied. All members shall have an equal right to vote and each vote cast shall be of equal weight. Members shall have an equal right to run for and hold office, subject only to specified qualifications.

Section 4. Members shall have the right to a full and clear accounting of all Association funds. Accounting safeguards shall be specified and uniformly applied.

### **ARTICLE III - NAME**

The name of this organization shall be "City of Spokane Managerial and Professional Association", hereinafter referred to as "Association".

### **ARTICLE IV - PURPOSE**

The purposes of the Association are:

- A. To represent employees of the City of Spokane in their employment relations with the City of Spokane.
- B. To meet with the City of Spokane at reasonable time, to confer and negotiate in good faith, and to execute a written agreement with respect to grievance procedures and collective negotiation on personnel matters, including wages, hours and working conditions, in accordance with state law.
- C. To promote the dignity of governmental employment and perform any and all acts which may be found necessary or convenient for carrying out the purposes herein.

The Association shall be non-profit.

### **ARTICLE V - DUES**

Section 1. The board of directors shall set the membership dues in the bylaws. The board shall give members a minimum of thirty (30) days' notice of any proposed adjustment in the dues amount.

Section 2. Suspension of membership for nonpayment of dues shall be as prescribed in the bylaws.

Section 3. Provisions for special assessments shall be as prescribed in the bylaws.

## **ARTICLE VI - OFFICERS AND BOARD OF DIRECTORS**

Section 1. The policy-making body of the Association shall be an elected ten (10) person board of directors consisting of the officers and five (5) directors.

Section 2. The officers of the Association shall be a president, past president, vice president, secretary, and treasurer. Any compensation to an officer by the Association for services performed in the furtherance of the Association shall be as prescribed in the bylaws.

Section 3. Candidates for the board shall have been a member for one (1) year immediately preceding the election.

Section 4. Candidates for the office of president shall be a current or previous member of the board.

Section 5. Duties of officers and directors shall be as prescribed in the bylaws.

Section 6. Any officer or director may be removed from office for failure to fulfill his/her responsibilities upon a sixty percent (60%) majority vote of the membership voting.

## **ARTICLE VII - ELECTION**

Section 1. Members shall elect officers and directors by secret ballot.

Section 2. Directors shall serve for two (2) years from installation or until their successors have been elected and installed.

Section 3. Officers shall serve for two (2) years from installation or until their successors have been elected and installed.

## **ARTICLE VIII - MEETINGS**

Section 1. There shall be a regularly scheduled annual membership meeting as prescribed in the bylaws. An independent audit of the Association's financial records shall be presented at this meeting.

Section 2. There shall be, at a minimum, two (2) general membership meetings. Any additional important notices or information may be disseminated through a newsletter or other mailing, to include electronic mail and/or posting on the Association's Official Membership Website.

Section 3. The board of directors shall meet once a month, or as otherwise set by the board. The meeting may be either conducted in person, telephonically, or virtually through the use of an Internet meeting service, or by any combination thereof (in person, telephonically, or virtually through the use of an Internet meeting service) as technology allows.

Section 4. Special meetings shall be called by the president, board of directors, or upon petition signed by ten (10) members. Members shall be given ten (10) days advance notice of the special meeting. Special meetings of the board of directors shall be as prescribed in the bylaws.

Section 5. A quorum at the membership meeting for the transaction of business shall be ten percent (10%) of the membership. A quorum of the board of directors for the transaction of business shall be a majority of the elected board members.

Section 6. The rules of procedure contained in Robert's Rules of Order, Revised shall be used in the conduct of business of the Association in all cases which are not covered by the constitution, bylaws, or other special rules of the Association.

#### **ARTICLE IX - COMMITTEES**

Section 1. The board of directors shall have the Association's constitution and bylaws reviewed by committee on a periodic basis, not to exceed five (5) years.

Section 2. The chairpersons of all committees shall be appointed by the president with approval by the board of directors.

#### **ARTICLE X - AMENDMENTS**

Amendments to the constitution may be proposed by a two-thirds (2/3) vote of the elected board members, or upon a petition signed by ten percent (10%) of the membership. Notification of the vote on a proposed amendment shall be given to the membership at least thirty (30) days in advance. Amendment passage shall require a sixty percent (60%) affirmative of cast votes.

#### **ARTICLE XI - BYLAWS**

Section 1. The day-to-day operations of the Association shall be prescribed in the bylaws.

Section 2. Any proposed bylaw amendment shall be presented to the board of directors a minimum of ten (10) days in advance of a vote. Amendment passage shall require a

majority vote of the entire board of directors. Passed amendments shall be presented to the membership for ratification at the next general membership meeting. Notification of proposed amendments shall be included in the meeting notice. Amendments passed by the board shall have full force and effect upon ratification by the membership. Proposed bylaw amendments presented by petition and signed by ten percent (10%) of the membership and not passed by the board of directors, shall be presented to the membership for action at the next annual membership meeting. Notification of proposed amendments shall be included in the meeting notice.

## **ARTICLE XII - DISSOLUTION**

The Association shall not have the power to dissolve while there is a majority of dissenting members in good standing.

**Revised Constitution adopted and ratified by the Membership May 26, 2021.**

## **BYLAWS**

### **CITY OF SPOKANE MANAGERIAL AND PROFESSIONAL ASSOCIATION**

#### **ARTICLE I - MEMBERSHIP**

Section 1. Exempt managerial, exempt professional, classified managerial and classified professional employees of the City of Spokane are eligible for membership in the Association.

Section 2. Membership in the Association shall be subject to approval by the Board of Directors. The Secretary of the Association shall maintain a list of members.

Section 3. Members who are current in their dues shall be considered in good standing. Members who are not in good standing are considered suspended. Suspended members may not vote in Association matters or serve on the Board of Directors.

Section 4. Members whose circumstances change so that they are no longer eligible for membership shall have their membership automatically terminated by the secretary. Persons terminated by the secretary may appeal to the board of directors, whose decision shall be final.

#### **ARTICLE II - DUES AND ASSESSMENTS**

Section 1. Monthly dues for members shall be one-quarter of a percent (0.25%) of a member's regular salary per month payable by payroll deduction.

Section 2. Special assessments may only be levied by a sixty percent (60%) majority vote of the membership voting. No vote shall be taken on any special assessment unless all members of the Association have been sent written notification of the proposed assessment and its purposes at least fourteen (14) days prior to the vote. Special assessments shall be used solely for the benefit and welfare of the Association.

Section 3. Any member who fails to pay dues or special assessments by the 15<sup>th</sup> of the month due shall be considered delinquent. Upon failure to pay dues for two consecutive months, the member shall be considered suspended. Members who are paying dues through regular payroll deduction shall be considered in good standing for so long as they continue to pay through such deduction method. A member suspended under this article may be reinstated to membership upon payment of all arrearage.

Section 4. Special consideration may be given to those members on a leave of absence without pay, upon written request. This will be reviewed on a case-by-case basis by the board of directors.

### **ARTICLE III - DIRECTORS, OFFICERS AND STAFF REPRESENTATIVE**

Section 1. The board of directors shall serve as the policy-making body of the Association. In that role, the board of directors shall establish and adopt operating guidelines, policies, procedures, and rules for governance. Each officer and member of the board of directors has a single vote. The board shall set immediate goals for the current administrative year and long-range plans and goals for future development. It shall arrange for the independent annual review of the Association's financial records.

Section 2. The president shall preside at all meetings of the board of directors and all regular and special membership meetings. The president shall be responsible to the board of directors and general membership for the satisfactory operation of the Association in accordance with the constitution and bylaws. He/she shall appoint and remove all committee chairpersons with approval of the board of directors, except for the election committee.

Section 3. The past president shall, in the absence of the president and vice president, perform his/her duties. The past president shall preside over the election committee and shall perform such other duties as may be designated by the president.

Section 4. The vice president shall, in the absence of the president, perform his/her duties. The vice president shall perform such other duties pertaining to his/her office as may be designated by the president.

Section 5. The secretary shall maintain membership records and keep records of all meetings of the membership and board of directors. The secretary shall keep records of all negotiations involving the Association. The secretary shall perform such other duties pertaining to his/her office as may be designated by the president.

Section 6. The treasurer shall assume responsibility for the Association funds and deposit them in a depository approved by the board of directors. The treasurer shall pay all bills that fall within the budget, provided the invoices are approved by the officer responsible for the activity; and pay all other bills which are duly approved by the board of directors. The treasurer shall keep books of account of receipts and expenditures which shall be open at all times for inspection by the members and the board of directors. A complete financial report shall be given at all regular membership meetings.

Section 7. The board of directors may propose compensation to be paid an officer for

services performed in the furtherance of the Association. Proposed compensation shall be presented to the membership for approval at the next general membership meeting. Notification of the proposed compensation shall be included in the meeting notice.

Section 8. Vacancies in office shall be filled by appointment of the board of directors for the remainder of the unexpired term.

Section 9. The staff representative shall be appointed by the president and confirmed by the board of directors and will help oversee the day-to-day operations of the Association. These tasks include, but are not limited to, Civil Service reviews, disciplinary actions, preparation of supplementals, and salary reviews.

Section 10. The name of the staff representative and the names of Association members who may represent employees shall be certified in writing by the Association president.

#### **ARTICLE IV - COMMITTEES**

Section 1. All committees will be defined and appointed by the president and the board of directors.

Section 2. Outside consultants may be used when designated by the president and the board of directors.

#### **ARTICLE V - NOMINATING AND ELECTION PROCEDURE**

Section 1. The board of directors shall appoint and direct an annual Election Committee, comprised of a minimum of three (3) members. No more than two (2) committee members (to include the past president who shall preside over the committee) shall be a current board member. No committee member shall be a candidate for office. The names of those serving on the committee shall be announced to the members prior to the annual membership meeting.

Section 2. The committee shall nominate candidates for all directors and officers whose terms are expiring. All candidates shall meet applicable eligibility requirements prior to being considered by the committee. The list of candidates nominated by the committee shall be submitted to the membership at the annual membership meeting. A candidate may run for only one (1) position.

Section 3. Election of officers and directors shall be by secret ballot a minimum of fifteen (15) days after the annual meeting. The election shall be so conducted as to afford all members a reasonable opportunity to vote. Paper ballots may be used but shall be submitted to and/or received at a designated election site no later than 3:00 p.m. the



day of election. Mail ballots may be used but shall be postmarked with a date not later than the election. In addition to or as an alternative to Paper and/or Mail ballots, Electronic voting may be used but ballots by such means shall be submitted before the end of the day of election. Only one vote per member will count. The Election Committee shall count the ballots and certify the election results. Candidates shall be elected by a majority of those voting.

Section 4. Any protest of the election results shall be made to the board of directors within five (5) business days of the formal announcement of election results. If there are any protests on the vote counting or any irregularities in the election procedures, the election shall not be considered as certified until the board of directors and the Election Committee have met by special meeting of the board of directors. Advance notification of the meeting shall be given to all interested persons. The decision of the board of directors shall be final.

#### **ARTICLE VI - MEETINGS**

Section 1. General membership meetings shall be held two (2) times a year, at a minimum. The board of directors shall designate the time, place, and other arrangements regarding each meeting. General membership meetings may be held either in person; or telephonically; or virtually; or in any combination thereof (in person, telephonically, and virtually through the use of an Internet meeting service) as technology allows. Advance notification of the meeting shall be given to the membership.

Section 2. The annual membership meeting shall be held in May. The annual membership meeting may be held either in person; or telephonically; or virtually through the use of an Internet meeting service; or in any combination thereof (in person, telephonically, and virtually through the use of an Internet meeting service) as technology allows. All annual reports, including an independent review of the Association's financial records, shall be presented. Advance notification of the annual meeting shall be given to the membership.

Section 3. Installation of officers and directors shall be held at the first meeting of the board of directors of each administrative year.

Section 4. Special meetings shall be called for a specific purpose or purposes only, with no other business being transacted at the meeting. Special meetings may be held either in person; or telephonically; or virtually through the use of an Internet meeting service; or in any combination thereof (in person, telephonically, and virtually through the use of an Internet meeting service) as technology allows.

Section 5. Special meetings of the board of directors shall be called by the president, board of directors, or upon petition signed by ten (10) members. Officers and directors

shall be given two (2) days advance notice of the special meeting.

Section 6. When a quorum is not present at a general membership meeting, the recommendation of the board of directors shall act the same as a vote on a matter.

Section 7. The administrative year shall be from July 1<sup>st</sup> to June 30<sup>th</sup>.

## ARTICLE VII

Proposed bylaw amendments shall be presented in writing to the board of directors and shall be signed by the president, an elected director or ten (10) regular members of the Association.

## ARTICLE VIII - CONTRACT RATIFICATION, NEGOTIATIONS, AND DESIGNATED SIGNATORIES

Section 1. The results of collective bargaining agreement (Agreement) negotiations with the City shall be subject to ratification by secret ballot of the affected members.

Section 2. At the outset of negotiations for a successor Agreement, the President shall establish a Negotiations Committee. The committee members shall consist of at least three (3) persons, who may be officers or directors of the Board, Association members, or outside consultants. Membership on the committee shall be subject to approval by the Board.

Section 3. The Negotiations Committee shall present the proposed successor Agreement to the Board of Directors. Upon majority approval by the Board, the President shall call for a general membership meeting to present the Agreement to the members.

Section 4. The vote to ratify the Agreement shall take place a minimum of fourteen (14) calendar days after the general membership meeting. The designated Election Day shall be announced at the general membership meeting. The vote shall be so conducted as to afford all members a reasonable opportunity to vote. Paper ballots may be used but shall be received at a designated election site no later than 3:00 p.m. the day of election. Mail ballots may be used but shall be postmarked with a date not later than the day of election. In addition to or as an alternative to Paper and/or Mail ballots, Electronic voting may be used but ballots by such means shall be submitted before the end of the day of election. Only one vote per member will count.

Section 5. The Board of Directors shall appoint a minimum of three (3) Association

members to count the votes and certify the election results. No member appointed to count votes shall also be a member of the Negotiations Committee. The names of those serving to count votes shall be announced to the members on or before the designated Election Day.

Section 6. A majority of votes cast by members in good standing is required for approval of the Agreement. Upon certification of the vote, the President or designee shall formally announce the election results by electronic mail to members and by post on the Association website, if available.

Section 7. Protests of the contract vote shall be held in accordance with Article V, Section 4.

Section 8. Upon approval of the proposed Agreement by the Spokane City Council, the contract shall be made available to all Association employees.

Section 9. Clarifications or modifications of the Agreement may be made during the term of the Agreement in the form of supplemental agreements or memoranda of understanding. Changes that require negotiation may be delegated to the Negotiation Committee. All such changes are subject to approval by the Board of Directors. The Board may establish policies to delegate approval authority for specific, frequent, or routine types of changes to the President or other designee(s).

Section 10. At least two (2) signatures will be required for contracts, supplementals, and memos of understanding between the City and the Association; the President and one (1) elected board member must sign these documents. For all other business, the President or designee may be the signatory.

Section 11. A true copy of all collective bargaining agreements, including contracts, supplemental agreements, and memoranda of understanding shall be filed with the Secretary upon execution.

## **ARTICLE IX - MAILING**

Section 1. Election ballots, contract changes, amendment votes, and other Association business may be distributed by electronic notice and/or postal mail. Association business outside of the General Membership meeting notices, member surveys containing an outside link to a non-City server, and responses to City inquiries should be conducted outside of the City server and/or email system due to public records policy.

Section 2. Newsletters and other updates will be provided at least semi-annually.

**ARTICLE X - LIABILITY OF OFFICERS,  
DIRECTORS AND AUTHORIZED REPRESENTATIVES**

To the fullest extent permitted by law, an officer, director, or authorized representative of the Association shall not be liable to the Association or its members for monetary damages for his or her conduct as an officer, director, or authorized representative. To the fullest extent permitted by law, the Association shall indemnify its officers, directors and authorized representatives for any acts or omissions which are related to that individual's activities on behalf of the Association. Any amendment to or repeal of this Article shall not adversely affect any right of a person with respect to: (1) any acts or omissions occurring prior to the amendment or repeal; or (2) any right of indemnification arising prior to the amendment or repeal. This Article shall cover conduct occurring since the formation of the Association.

**Bylaws revised/ratified by the membership on May 26, 2021.**