

CONSTITUTION AND BYLAWS OF THE LONG BEACH MANAGEMENT ASSOCIATION (LBMA)

ARTICLE 1. NAME AND PLACE OF BUSINESS

Section 1. **Name.** The name of this organization shall be the Long Beach Management Association and hereinafter referred to as the LBMA.

Section 2. **Place of Business.** The principal place for the transaction of business of the LBMA shall be such address in the State of California as may from time to time be designated by the Board of Directors.

ARTICLE 2. MISSION OF THE ASSOCIATION

Section 1. **Mission.** The mission of the LBMA is to:

- A. Enhance the proficiency and development of City of Long Beach management staff to strengthen the quality of City services through effective leadership.
- B. Provide a platform for members to share perspectives and ideas on management issues within the City.
- C. Uphold the highest standards of honor and integrity in all public and personal interactions, earning the trust and confidence of elected officials, employees, and the community.
- D. Participate in community affairs by supporting the activities and fundraising efforts of organizations that are working to improve the lives of Long Beach residents.
- E. Collaborate to enhance the quality of life in Long Beach by attracting top public administration talent through competitive salaries, benefits, and working conditions, positioning the City as the premier employer in Southern California.
- F. Support the education, understanding, and access regarding all negotiated benefits and compensation structures available to City management staff.

ARTICLE 3. OBJECTIVES OF THE ASSOCIATION

Section 1. **Objectives.** The objectives of the LBMA are to:

- A. Facilitate networking, innovation and professional development among its members.
- B. Serve as a forum for members to meet one another, learn about their profession, build relationships and acquaint themselves with topics beneficial and of interest to the majority.

- C. Preserve and promote a pay for performance system for managers of the City of Long Beach.
- D. Advocate compensation competitive with the local municipal employment market to attract and retain an innovative and effective management team.
- E. Negotiate salary, benefits, and terms and conditions of employment for those employees who are employed in a bargaining unit for which the LBMA is the exclusive bargaining representative.
- F. The organization exists for nonprofit purposes and individual members will not derive profit from the organization.

ARTICLE 4. MEMBERSHIP

Section 1. **Membership.** All City Employees that fall under the LBMA bargaining unit are eligible for membership. Membership requires payment of association dues. These contributions help fund our activities, negotiations and other member benefits.

Section 2. **Nondiscrimination.** Membership shall not be denied to any eligible person because of age, sex, race, religious creed, color, national origin, ancestry, physical or mental disability, medical condition, sexual orientation, or political affiliation.

Section 3. **Good Standing.** A member in good standing is one who is not delinquent in the payment of any dues or special assessments.

Section 4. **Professional Standards and Ethics.** The LBMA supports and ascribes the professional standards and ethics described in the City's Values Statement and the International City Management Association's Code of Ethics.

Section 5. **Membership Dues.** Dues are currently \$240 annually and can be changed by a majority vote of the membership. Dues are paid via a monthly \$20 deduction through payroll.

Section 6. **Retired Membership.** The following shall apply to retiree membership:

- A. **Eligibility.** Any individual who was a member of good standing of the LBMA at the time of their retirement shall be eligible for Retired Membership.
- B. **Dues.** Retired Members shall pay annual dues of \$240 to maintain their membership. Dues shall be payable by check payable to the Long Beach Management Association and shall be due January 10 of each year for that calendar year. Please refer to www.lbma.net for details on how to pay dues.
- C. **Rights and Privileges.** Retired Members shall have the following rights and privileges: attendance at general meetings, participation in committees and community outreach programs, receipt of emails and membership on the closed Facebook page. Retired members shall not have voting rights. Retired members shall not be able to hold a position on the board.
- D. **Good Standing.** Retired Members shall be considered in good standing upon payment of their annual dues.
- E. **Termination of Membership.** Retired Membership may be terminated for failure to pay

dues by the due date, or for any other reason deemed appropriate by the Board of Directors.

ARTICLE 5. BOARD OF DIRECTORS

Section 1. **Composition.** The LBMA shall have a Board of Directors consisting of nine members including an Executive Committee consisting of President, Vice President/Secretary, Treasurer and six Directors at-large.

Section 2. **Term of Office.** The Board of Directors shall serve a term of two (2) calendar years. Five members will be selected in one election cycle and four members in an alternating election cycle for staggered terms.

If a permanent vacancy occurs in any office, it shall be filled by the unelected candidate from the most recent election who received the next highest number of votes. Appointments shall be made in descending order of votes received. The appointed individual shall serve only for the remainder of the vacated Director's term.

If no eligible candidate remains from the most recent election, the Board of Directors shall appoint a replacement to serve the remainder of the term.

Section 3. **Powers and Duties.** The Board of Directors shall oversee the affairs of the LBMA in accordance with these Bylaws. It shall have the authority to:

- Manage and allocate LBMA funds.
- Provide for and enter into contracts on behalf of LBMA as needed.
- Provide and maintain facilities for the use of LBMA events.
- Conduct activities on behalf of LBMA that support its mission.
- Appoint LBMA members to fill vacancies on the Board of Directors.
- Perform any additional duties as prescribed by these Bylaws.

Section 4. **Meetings.** Board meetings shall be held at the call of the President or a majority of the Directors. A quorum shall consist of five (5) present Directors. All Board actions require a majority vote of those present. Proxy voting is not permitted.

Section 5. **Committees.** The Board of Directors may create committees as needed with an elected Director as chair of said committee. Any LBMA member in good standing may be appointed to a committee.

Section 6. **Resignation.** A Board member may resign by submitting a written statement to the Board of Directors, specifying their resignation date.

Section 7: **Removal.** A Board member may be removed for just cause upon majority vote of the Board of Directors. The following procedures must be followed:

1. Notice: The Board member shall be provided with written notice of the specific charges

against them, at least 7 days prior to the vote for removal.

2. Opportunity to Respond: The Board member shall have the opportunity to respond to the charges, either in writing or in person at a hearing before the Board of Directors.
3. Determination of Cause: The Board of Directors shall determine whether just cause for removal exists, based on evidence presented.
4. Documentation: The reasons for removal and the process followed shall be documented in the meeting minutes.
5. Causes for Removal: Causes for removal may include but are not limited to:
 - Failure to fulfill duties:
 - Consistent failure to attend Board meetings such as three consecutive meetings without reasonable excuse (e.g. illness, family emergency, pre-notification of conflicting schedule).
 - Neglect of assigned responsibilities or committee work.
 - Failure to act in the best interests of the organization.
 - Breach of ethical conduct:
 - Conflicts of interest that are not properly disclosed or managed.
 - Misuse of organizational funds or resources.
 - Violation of the organization's code of ethics or conduct.
 - Actions that damage the organization's reputation.
 - Legal Violations:
 - Engaging in illegal activities.
 - Violating state federal laws related to non-profit governance.
 - Disruptive behavior:
 - Consistently disruptive or obstructive behavior that hinders the board's ability to function effectively
 - Harassment or bullying of other board members or other City employees, in general.
 - Violation of Bylaws:
 - Failure to adhere to the organization's bylaws.

ARTICLE 6. OFFICERS OF THE BOARD

Section 1. **President.** The President shall preside at all meetings of the Board of Directors and the general membership and shall exercise such authority as the Board of Directors shall delegate. The President shall be authorized to speak for the LBMA on all matters in keeping with general guidelines established by the Board of Directors and approved by a simple majority of the members in good standing.

Section 2. **Vice President/Secretary.** The Vice President/Secretary shall exercise all authority of the President during the President's absence or inability to act. This officer shall record the proceedings of all meetings of the Board of Directors and the general membership, assist in

setting priorities for the association and distribute agendas for all meetings of the Board of Directors. The Vice-President/Secretary shall be responsible for administering the election process, including the conduct of the election itself, the distribution and collection of votes, and the tabulation of results. A second Board member, appointed by the Board of Directors, shall participate in the election process to reduce the perception of bias or impropriety, ensuring accuracy, transparency, and fairness. This participation shall include, but not be limited to, the verification of the vote count to the Board of Directors.

Section 3. **Treasurer.** The Treasurer shall be responsible for the sound financial management of the organization. This responsibility includes oversight of the receipt and disbursement of all funds, maintenance of accurate and up-to-date financial records, and management of bank accounts under direction of the Board of Directors. They will process payments and reimbursements in a timely and accurate manner. The Treasurer will provide a monthly financial report to the Board of Directors detailing income, expenditures, and current fund balances, as well as quarterly and year-end financial summary. They will ensure that all tax filings and compliance requirements are met in a timely manner. They will maintain internal controls to safeguard the organization's assets, and coordinate and cooperate with any audits or financial reviews, and perform other financial duties as assigned by the Board of Directors or as prescribed by these Bylaws.

Section 4. **Executive Board Selection.** The President, Vice President/Secretary, and Treasurer shall be elected by majority of the Board of Directors every January. These officers shall serve one-year terms with a maximum of two consecutive terms. Directors can only hold one executive position per term.

Section 5. **Collateral Positions/Committees.** Other collateral positions on the Board of Directors exist to support services to LBMA membership and may be fulfilled by a combination of Board members. These may include, but not limited to:

- Community Outreach. Coordinate engagement with community-based organizations and drive participation with LBMA membership.
- Professional Development. Responsible for coordinating professional development, social networking, and other related events.
- Member Outreach. Coordinate communication and outreach to members including event updates, processing new member sign-up, and informing new management hires throughout the City about LBMA.
- Health Insurance Advisory Committee (HIAC). Maintain awareness and current information related to health insurance benefits for LBMA members.
- Deferred Compensation. Monitor deferred compensation plans and related issues, and keep membership informed regarding pertinent retirement benefits related issues.
- Technology Management. Maintain currency of various LBMA technology and social media tools including the main LBMA webpage, Facebook and LinkedIn.
- Labor Relations. Serve as a primary point of contact for requests from City Labor Relations or LBMA members for issues related to interpreting and applying the terms

of the MOU. Members of this committee shall be appointed at the discretion of the LBMA President.

ARTICLE 7. FINANCIAL MANAGEMENT AND OVERSIGHT

Section 1. **General Financial Principles.** LBMA shall manage its funds with transparency, accountability, and fiscal responsibility. All financial activities must align with the organization's mission and objectives.

Section 2. **Minimum Fund Balance Requirement.** To ensure financial stability, LBMA shall always maintain a minimum fund balance of \$40,000. If the fund balance falls below this threshold, the Board of Directors must take corrective actions, which may include but are not limited to adjusting budgeted expenditures or proposing a membership fee increase (as per Section 3).

Section 3. **Trigger for Membership Fee Increase.** Any proposed membership fee must be approved by a majority vote of the members in good standing and shall take effect at the earliest pay period in coordination with Central Payroll, after notice of voting results is provided to the membership.

Section 4. **Signature Authority and Debit Card Holders.** To ensure financial security, at least 2 Board members shall have signature authority on all LBMA bank accounts. These authorized signatories must include the Treasurer and the President (or their designated Board-approved replacements).

Debit card access shall be limited to no more than two designated Board members, typically the Treasurer and one other Board officer, as approved by the Board of Directors. Debit card transactions must be accompanied by proper documentation and subject to periodic review.

Section 5. **Financial Reporting Obligations.** The Treasurer shall be responsible for financial oversight as described in Article 6, Section 3. Financial records shall be made available for inspection by members in good standing upon reasonable written request, in accordance with the organization's policies.

Section 6. **Audits and Financial Oversight.** To maintain financial integrity, the Board of Directors may conduct an internal financial review and/or may commission an external audit if requested by the majority of Board members, if a major financial discrepancy is discovered, or as required by law or funding sources. All financial records shall be maintained and made available for review by the Board of Directors and, upon request, by any member in good standing.

ARTICLE 8. ELECTIONS

Section 1. **Biannual Election.** The Biannual election of the Directors shall be held at a meeting in the quarter preceding January 1.

Section 2. **Nominations.** Members in good standing may be nominated for a director position by submitting their name to the Vice President/Secretary no later than the deadline specified on the nomination form.

Section 3. **Publication of Candidates.** The names of the candidates shall be published no later than ten (10) days before the election.

Section 4. **Distribution of Ballots.** The Vice President/Secretary shall distribute appropriate ballots to all members in good standing not later than five (5) days before the election.

Section 5. **Voting.** Each member in good standing shall have one vote and may cast votes for the designated number of Directors in each election. Proxy voting is not permitted. A majority of votes cast shall be required for election, adoption, or amendment.

Section 6. **Counting.** The Vice President/Secretary shall oversee the count and verification of the votes (Article 6, Section 2). If the Vice President/Secretary is a candidate, two non-candidate Board members, and/or a committee of non-candidates, shall be selected by the Board of Directors to oversee the counting and verification of ballots. Candidates receiving the highest number of votes shall be elected to the Board of Directors.

ARTICLE 9. MEETINGS OF THE MEMBERSHIP

Section 1. **Meetings.** Meetings of the membership shall occur at a minimum of six per year. Meetings can be scheduled every other month. There shall be additional meetings of the membership as the Board of Directors may call.

Section 2. **Time and Place of Meetings.** The time and place of the meeting of the membership shall be designated by the Board of Directors, except that a meeting called as a result of a written request, therefore by ten (10) members in good standing shall be held within thirty (30) days of such request.

Section 3. **Notice.** Notice of a meeting of the membership shall be given by the Board of Directors in such a manner as it may designate, provided that such notice shall be reasonably calculated to inform all members in good standing of the time and place of such meeting.

Section 4. **Voting.** Each member in good standing shall have one vote. No vote may be cast by proxy. In all cases, a majority of votes cast shall be required for election, adoption, or amendment.

Section 5. **Rules of Order.** Meetings of the membership shall be conducted in accordance with such rules as may be adopted by the Board of Directors. The order of business shall be as prescribed by the person presiding.

ARTICLE 10. RATIFICATION OF MEMORANDA OF UNDERSTANDING

Section 1. **Ratification.** Each member in good standing shall have one vote. The ratification of a memorandum of understanding (MOU) between the City of Long Beach and the LBMA shall be conducted by secret ballot during a meeting with at least five (5) working days' notice. A majority of those present and voting shall be required to ratify an MOU governing the terms and conditions of employment for the bargaining unit or to approve any material amendment to an existing MOU. The Board of Directors shall have the authority to determine whether an amendment

is material.

ARTICLE 11. AMENDMENT OF THE BYLAWS

Section 1. **Proposal.** Any member of the Board of Directors or any ten (10) members in good standing may present a proposal to the Vice President/Secretary requesting amendment of these Bylaws, setting forth the exact language proposed as an amendment.

Section 2. **Notice.** Within thirty (30) days after receipt of a petition for amendment, the Vice President/Secretary shall distribute to the Board of Directors for consideration.

Section 3. **Voting on Proposed Amendment.** The Board of Directors will consider all proposed amendments to the bylaws and any proposed amendment change will pass with a majority vote of the Board of Directors.

	 	
Michael Goldschmidt President	Audra Balok Vice President/Secretary	Rachel Rock Treasurer
Michelle Wilson Director	Eric Winterset Director	Juan Lopez-Rios Director
Michal Loving Director	Stephanie Hall Director	Sandy Wedgeworth Director