

**BY LAWS
OF
UNITED ADMINISTRATORS OF SAN FRANCISCO
Local No. 3
Affiliated with American Federation of School Administrators
AFL-CIO**

**ARTICLE I
NAME OF ORGANIZATION,
PURPOSE, PRINCIPAL OFFICE & SEAL**

Section 1.01. Name.

The name of this organization is UNITED ADMINISTRATORS OF SAN FRANCISCO (hereinafter referred to as "UASF")

Section 1.02. Purpose and Use of Funds.

UASF is a nonprofit corporation organized under the Public Mutual NonProfit Corporation Law of the State of California to, among other things, (a) support and improve the quality of education in the San Francisco Unified School District (SFUSD); (b) support educational programs for its membership regarding professional and self development; (c) create awareness and support of communities served by the SFUSD of the status and goals of the public school system; (d) express opinions on proposed local and state legislation affecting the quality of public education in the SFUSD; (e) serve as the exclusive collective bargaining representative for a unit of certificated supervisory employees within the SFUSD, and such other activities as are consistent with these enumerated purposes.

In addition to the above, the activities of UASF shall be consistent with the activities described in the UASF Articles of Incorporation, from time to time revised. No gains, profits or dividends shall be distributed to any of the members of UASF, and no part of the net earnings, funds or assets of UASF shall inure to the benefit of any member, private shareholder or individual or any other person, firm, organization or corporation.

Section 1.03. Principal Office.

The principal office of UASF shall be within the City & County of San Francisco, State of California. As of the date of adoption of these bylaws, UASF's mailing address is: P.O. Box 31940, San Francisco, CA 94131. The Board of Directors may change the location of the principal office or the mailing address from time to time, as necessary.

**ARTICLE II
MEMBERSHIP**

Section 2.01. Eligibility for Membership and Membership Classifications.

There shall be two classes of membership in UASF, and they shall be composed of the following persons:

- (a) **Regular Members.** Any person employed by the SFUSD as a supervisory employee, as that term is defined by law, including but not limited to Section 3540.1 (m) of the California Government Code, is eligible to become a regular member of UASF. As set forth elsewhere in these bylaws, regular members shall be entitled to vote, and shall be eligible to run for, and serve as, officers and members of the Board of Directors of UASF.
- (b) **Emeritus Members.** Any person who is a retired SFUSD administrator shall be eligible to become an Emeritus Member of UASF. Emeritus members shall not be entitled to vote or run for office or serve on the Board of Directors of UASF. Emeritus Members of UASF may, however, be eligible to assume non-voting seats on the Board of Directors (see Article 4.02, *infra*).

Section 2.02. Admission to Membership.

Any person eligible for membership in UASF may be admitted to membership upon (a) submission of a written form stating his/her intent to join and (b) payment of specified dues.

Section 2.03. Membership Cards.

The Board of Directors may authorize the issuance of membership cards evidencing membership in UASF. Such cards shall be signed by the President and Treasurer of UASF and shall otherwise be in such form as may be determined by the Board of Directors. If such issuance is authorized, a membership card shall be issued to each qualified member.

Section 2.04. Property and Voting Rights.

No member shall have any right or interest in any property of UASF. Each Regular Member shall have one vote on matters on which members are entitled to vote. Emeritus Members shall not have voting rights.

Section 2.05. Dues & Assessments.

Members shall be liable for the payment of annual dues, and separate assessments, in such amounts as shall be fixed from time to time by the Board of Directors in accordance with Article IV.

Section 2.06. Number of Members.

There shall be no limit on the number of members UASF may admit.

Section 2.07. Non-transferability of Membership.

Membership in UASF is personal to the person admitted to membership. No membership in UASF, or any rights in the same, may be transferred or assigned for value or otherwise.

Section 2.08. Membership Records.

UASF shall keep written records of names and addresses of members (including work and personal phone numbers, as well as personal e-mail addresses and other pertinent communication data). Such records, in addition to listing names, addresses and communications data, shall list the beginning and ending dates of each person's membership.

These records shall be kept at the principal office of UASF and shall be subject to the rights of inspection required by law and set forth in Section 2.09 of these ByLaws.

Section 2.09. Inspection Rights of Members.

(a) **Demand.** Subject to UASF's right to set aside a demand for inspection pursuant to Section 6332 of the California Corporations Code and the power of a court to limit inspection rights pursuant to Section 6332 of that code, and unless UASF provides a reasonable alternative as permitted by Section 2.09(c) of these ByLaws, a member satisfying the qualifications set forth below may do either of the following:

- (1) Inspect and copy the records of all current members' names, sites and Union voting rights, at reasonable times, on five (5) business days prior written demand, which shall be delivered to an officer of UASF, which demand shall state the purpose for which inspection is being requested; or
- (2) Obtain from the Secretary of UASF, on written demand and tender of reasonable charge, a list of the names, sites and voting rights of those members entitled to vote for the election of the UASF Board of Directors, as of the most recent record date for which it has been compiled or as of the date of demand. The demand shall state the purpose for which the list is requested. The membership list shall be available on or before the later often (10) business days after the demand is received or after the date specified therein as the date as of which the list is to be compiled.

(b) **Members Permitted to Exercise Rights of Inspection.** The rights of inspection set forth in Section 2.10 (a) of these ByLaws may be exercised by the following:

- (1) Any member, for a purpose reasonably related to such person's interest as a member;
- (2) The authorized number of members for a purpose reasonably related to the members' interest as members.
- (3) The validity of the purpose for which the membership list is sought shall be determined by the Secretary, subject to review by the Board of Directors.

(c) **Alternate Method of Achieving Purpose.** UASF may, within ten (10) business days after receiving a demand pursuant to Section 2.09 (a) or (b) of these ByLaws, deliver to the person or persons making the demand a written offer of an alternate method of achieving the purpose identified in said demand without providing access to, or a copy of, the membership list. An alternate method which reasonably and in a timely manner accomplishes the proper purpose set forth in a demand made pursuant to Section 2.09 (a) or (b) of these ByLaws shall be deemed reasonable, unless within a reasonable time after acceptance of the offer, UASF fails to do those things which it offered to do. Any rejection of the offer shall be in writing and shall indicate the reasons the alternative proposed by UASF does not meet the proper purpose of the demand made pursuant to Section 2.09 (a) or (b) of these ByLaws.

(d) **Improper Use of List - Cause for Termination.** Improper use of the membership list may constitute

good cause for termination of membership under Section 2.11 (a)(4).

Section 2.10. Non-liability of Membership.

No member of UASF, including those members serving as officers or on the Board of Directors, shall be personally liable for the organization's debts, obligations, or liabilities.

Section 2.11. Termination of Membership.

(a) Cause for Termination. Membership in UASF and all rights pertaining thereto shall automatically terminate upon the occurrence of any of the following causes:

- (1) The member assuming a position of employment within the SFUSD that is not included within the certificated supervisory bargaining unit;
- (2) The written, signed voluntary resignation of Union membership by member;
- (3) The voluntary resignation to the District by member;
- (4) The death of the member;
- (5) The termination of memberships upon the amendment of these ByLaws permitting the termination, pursuant to Section 5342 of the California Corporations Code; or
- (6) Failure to pay membership dues.

(b) Effect of Termination. All rights as a member in UASF and in its property shall cease on the termination of such member's membership. Termination shall not relieve the member from any obligation(s) for charges incurred, services or benefits actually rendered or received, dues, assessments or fees, however arising, which obligations existed as of the date of termination.

UASF shall retain the right to enforce any such obligation(s) or obtain damages for its (their) breach, as UASF sees fit in its own discretion.

**ARTICLE III
MEETINGS OF MEMBERS**

Section 3.01. Place of Membership Meeting.

Meetings of members shall be held at such location(s) within the State of California, as may be designated from time to time by resolution of the Board of Directors.

Section 3.02. Regular (General) Meetings.

Regular meetings of members shall be held at least two (2) times each school year at a time and place specified by the Board of Directors for the purpose of transacting such proper business as may come before the organization.

Section 3.03. Special Membership Meetings.

Special meetings of members shall be called by the Board of Directors, the President, or by way of a petition signed by twenty-five percent (25%) of the voting membership. Special meetings shall be held at such times and places within the State of California as ordered by resolution of the Board of Directors, except that if such meetings are called by way of a membership petition, they shall be held within fifteen (15) working days of verification of the petition.

Section 3.04. Notice of Membership Meeting.

Written notice of every regular or special meeting of members shall be either personally emailed or mailed, to each member who on the record date for notice of the meeting is entitled to vote thereat. The notice shall be given at least ten (10) days before the meeting. In the event notice is given by mail, the notice shall be addressed to the member at the address of such member appearing on the records of UASF or at the address given by the member to UASF for the purpose for notice. The Secretary of UASF, or any person specifically designated by the Secretary for the purpose herein mentioned, shall execute a statement reciting that proper notice has been given for each membership meeting. Notice of a special meeting shall be emailed or mailed immediately upon verification of the requesting petition.

Section 3.05. Adjournment of Membership Meeting.

No meeting may be adjourned for more than forty-five (45) days. If a meeting is adjourned to another time or place, and thereafter a new record date is fixed for notice or voting, a notice of the adjourned meeting shall be given to each member of record who, on the new record date for notice of the adjourned meeting, is entitled to vote at the meeting.

Section 3.06. Emergency Meetings.

In the event of the need for an emergency meeting as declared by the Board of Directors, such meeting may be called upon two (2) working days notice, which may be given by telephone, e-mail, or in person verbal

communication.

Section 3.07. Contents of Notice.

The notice for any meeting shall include the place, date, and time of the meeting. In the case of special or emergency meetings, the notice shall also include a statement of any matters which are to be presented for action by the members. The notice of any meeting at which Directors or Officers are to be elected shall include the names of all those persons known to be nominees.

The transaction of any meeting of members, however called and noticed, and wherever held, shall be as valid as if a meeting duly held after regular call and notice, if a quorum is present in person, and if, either before or after the meeting, each of the persons constituting the quorum signs a written waiver of notice, a consent to the holding of the meeting, or an approval of the minutes of the meeting. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 3.08. Quorum at Membership Meetings.

A quorum at any meeting of the membership shall consist of ten percent (10%) of the Regular Members. For purposes of this ByLaw, the term "Regular Members" means those current dues paying members persons entitled to vote for the election of directors at the time any determination of voting power is made and does not include the right to vote on the happening of some condition or event which has not yet occurred and voting by future or pending voting members.

Section 3.09. Loss of Quorum.

The members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment notwithstanding the withdrawal of enough members to leave less than a quorum, if such action taken, other than adjournment, is approved by at least a majority of members required to constitute a quorum.

Section 3.10. Adjournment for Lack of Quorum.

In the absence of a quorum, any meeting of members may be adjourned from time to time by the vote of a majority of the votes represented in person, but no other business may be transacted except as provided in Section 3.09 of these ByLaws.

Section 3.11. Voting of Membership.

(a) **One Person, One Vote.** Each Regular Member is entitled to one (1) vote on each matter submitted for a vote of the members.

(b) **Manner of Casting Votes.** Voting may be by voice, online/electronic ballot using a secure personal identification number (PIN), or written ballot, provided that any election of Directors or Officers must be by ballot.

(c) **Only Majority of Members Represented at Meeting Required, Unless Otherwise Specified.** If a quorum is present, the affirmative vote of the majority of the members represented at the meeting, in person or by proxy entitled to vote and voting on any matter (other than the election of Directors or Officers) shall be the act of the members, unless the vote of a greater number or voting by classes is required by California Non Profit Corporation Law, the Articles of Incorporation or by other provision of these ByLaws.

Section 3.12. Action by Ballot Without Meeting.

(a) **Ballot Requirements.** Subject to the limitations specified in Section 3.10 (b) of these ByLaws, any action which may be taken at any regular or special meeting of members may be taken without a meeting. If an action is taken without a meeting, UASF shall distribute a written UASF ballot to every member entitled to vote on the matter. The ballot shall set forth the proposed action, provide an opportunity to specify approval or disapproval of any proposal, and provide a reasonable time within which to return the ballot to UASF. Approval by written ballot shall be valid only when the number of votes cast by ballot within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action and the number of approval equals or exceeds the number of votes that would be required to approve at any meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

(b) **Limitations Pertaining to Election of Directors and Officers.** Directors and Officers shall be elected by written ballot only.

(c) **Solicitation of Ballots.** Ballots shall be solicited in a manner consistent with the requirements of giving notice of meetings set forth in Section 3.04 of these ByLaws and of voting by written or online ballot as set forth in Section 3.12(a) and 3.12(b) of these ByLaws. All such solicitations shall indicate the number of

responses needed to meet the quorum requirements and, with respect to ballots other than for the election of the Directors and Officers, shall state the percentage of approvals necessary to pass the measure submitted. The solicitation shall specify the time by which the ballot must be received by UASF in order to be counted.

(d) Revocation of Ballot. Unless otherwise provided in the Articles of Incorporation or these ByLaws, a written ballot may not be revoked.

Section 3.13. Conduct of Membership Meetings.

(a) Chair. The President, or in succeeding order, the Vice President, Secretary, Treasurer, or any other person chosen by a majority of UASF Directors, shall chair the meeting and preside over the business conducted at the meeting.

(b) Secretary of Meetings. The Secretary shall act as secretary of all meetings of members; provided however, that in his/her absence, the Chair of the meeting shall appoint another person to act as secretary of the meeting.

(c) Rules of Order. Robert's Rules of Order, as may be amended from time to time, shall govern the affairs of UASF, insofar as such rules are not inconsistent with or in conflict with these ByLaws, the Articles of Incorporation or of the laws of the State of California, or the laws of the United States. Notwithstanding the foregoing, the Board of Directors may prescribe fair rules of procedure to govern the business of UASF, provided those rules are set forth in writing and written notice of the rules is given to the membership in advance of their application.

ARTICLE IV BOARD OF DIRECTORS

Section 4.01 Number of Directors.

UASF shall have a Board of Directors (which may also be referred to as the Executive Council) composed of up to seventeen (17) Regular Members, who may be referred to as Directors. Collectively, the Board of Directors may be referred to as "the Board." The composition of the Board shall be as follows:

- (a) Officer Directors.** The five (5) officers specified in Article 5.01(a) through (e) shall also sit as Directors.
- (b)** All officers shall be elected by the total UASF membership.
- (c) Non-Officer Directors.** There may be up to 12 non-officer Directors. Good faith efforts shall be made (and may be made via a standing resolution of the Board of Directors – see Article 4.01(c) below) to ensure that the composition of the Board is equitably reflective of the membership of UASF in general, including reasonable representation of the various SFUSD divisions that comprise the UASF membership (i.e., the Board shall equitably represent Elementary, Middle K-8 and High School UASF site administrators, Central Office Administrators, Early Education Department Site Administrators, Two non-voting director seats shall be comprised of members of the United Administrators of San Francisco-Emeritus (UASF-E).
- (d) Officer at Large.** An Officer at Large may be appointed by the President at any time from among the Non-Officer Board Members, to perform duties as determined by the President and Vice President with Board approval.
- (e) Standing Resolution.** The Board shall adopt a Standing Resolution as to its general operation, composition of directors and committee structure.

Section 4.02. Qualifications for Directors.

Each Director shall be a Regular Member of UASF in good standing (or, in the case of any emeritus member of the Board, an Emeritus Member of UASF-E in good standing).

Section 4.03. Term of Office for Directors.

Each Director shall hold office for two (2) years, or until a successor is elected, whichever is the shorter period. Terms of directors shall be staggered to provide continuity of leadership. The specific details of the staggered terms shall be accomplished by Board resolution.

Section 4.04. Nomination.

- (a) Nominating Committee.** Prior to January 31a of each fiscal year, the President shall appoint a

committee to select qualified candidates for election to the Board of Directors. The nominating committee shall consist of three (3) Regular Members (who may also be members of the Board of Directors) and shall be generally representative of UASF's membership. The nominating committee shall meet prior to March 15 and shall make its report to the Board of Directors prior to April 1st of each fiscal year. Regular Members may submit additional nominations by forwarding names to the Secretary by April 15. As soon as possible after April 15, the Secretary shall forward to each Regular Member, pursuant to Article III, a list of candidates nominated to serve in a designated capacity as an Officer or Director.

(b) Nominations by Written Ballot. If there is a written or an online/electronic ballot using a secure personal identification number (PIN) to elect the Board of Directors, any member may write in the name of any otherwise qualified candidate on the ballot, and shall also designate the office for which such candidate is nominated. The candidate must consent to the nomination.

(c) Reasonable & Feasible Proportional Representation. The Nominating Committee is charged with the responsibility of reviewing the available positions on the Executive Board and is charged with the responsibility of ensuring reasonable and feasible, proportional representation among each administrative category as represented by the membership.

Section 4.05. Election.

The Board of Directors shall be elected no later than the May meeting of the members, by written or online ballot as authorized by Section 3.12 of these ByLaws.

The candidates receiving the highest number of votes up to the number of Directors to be elected are elected. Existing Directors shall be eligible for reelection without limitation on the number of terms they may serve, provided they continue to meet the qualifications required by Section 4.02 of these ByLaws. Persons elected shall take office as of July 1st.

Section 4.06. Stipend and Honorarium.

All Officers, Directors, and appointed UASF Representatives may receive a reasonable stipend designed to defray costs of serving the organization. Appointed UASF Representatives may receive an honorarium. The amount of the stipend or honorarium shall be determined by the Board and recorded in the Board Minutes.

Section 4.07. Meetings of the Board.

(a) Call of Meetings. Meetings of the Board may be called by the President, Vice President or the Secretary or any three (3) Directors.

(b) Place of Meetings. All meetings of the Board shall be held at a place or places designated by the President.

(c) Time of Regular Meetings. Regular meetings of the Board shall be held at such times as shall be established by the Board of Directors. Such meetings may be held without notice to the general membership.

(d) Special Meetings. Special meetings of the Board may be called by the President, an officer, or any three (3) Board Members. If such a meeting is called, the person(s) calling the meeting shall instruct the Executive Director to notify the entire Board.

(e) Quorum. Eight (8) Directors constitute a quorum of the Board for the transaction of business, except as hereinafter provided.

(f) Voting Rights. Each Board Member shall have one vote on matters which Board members are entitled to vote. Seats held by UASF- Emeritus and appointed (non-elected) Labor Representatives are non-voting.

(g) Transactions of the Board. Except as otherwise provided in the Articles, in these ByLaws, or by law, every act or decision done or made by a majority of the Board of Directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors; provided, however, that any meeting at which a quorum was initially present may continue to transact business notwithstanding the withdrawal of Directors if any action taken is approved after the fact by at least a majority of the required quorum for such meeting, or such greater number as is required by law, the Articles, or these ByLaws.

(h) Conduct of Meetings. The President or, in his or her absence, any Director selected by the Board present, shall preside at meetings of the Board of Directors. The Secretary of UASF or, in the Secretary's absence, any person appointed by the presiding officer, shall act as Secretary.

(i) Adjournment. A majority of the Directors present, whether or not a quorum, may adjourn any meeting to another time and place. If the meeting is adjourned for more than twenty-four (24) hours, notice of the adjournment shall be given to absent Directors prior to the start of the adjourned meeting.

Section 4.08. Action without Meeting.

Any action required or permitted to be taken by the Board may be taken without a meeting, if a majority of the Board 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 a majority vote of such Directors.

Section 4.09. Removal of Board Members.

The Board may declare vacant the office of an individual Director on the occurrence of any of the following events:

- (1) The individual Director has been declared of unsound mind by a final order of court;
- (2) The Director has been convicted of a felony; or
- (3) The Director has absented him/herself from three (3) consecutive meetings without proper written notification and explanation to the President or Executive Director.

Section 4.10. Resignation of Director.

Any Director may resign effective on giving written notice to the President, the Secretary, or the Board, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a further time, a successor may be elected to take office when the resignation becomes effective.

Section 4.11. Vacancies on the Board of Directors.

(a) Causes. Vacancies on the Board of Directors shall exist upon:

- (i) the death, resignation, or removal of any Director;
- (ii) a leave of absence granted to a Board Member by a majority of the Board;
- (iii) whenever the number of authorized Directors is increased; and
- (iv) the failure of the members in any election to elect the full number of Directors as authorized.

(b) Filling Vacancies by Board. Vacancies on the Board of Directors may be filled by the President with confirmation by a majority vote of the Directors then in office, whether or not less than a quorum, or by a sole remaining Director.

(c) Filling Vacancies by Members. If the Board fails to fill a vacancy within 60 days of its occurrence, the Regular Members may elect a Director to fill the vacancy.

Section 4.12. Functions of the Board.

The Board of Directors shall establish and administer the following functions:

- (a) UASF's budget;
- (b) UASF's annual membership dues;
- (c) The expenditure and disbursement of funds;
- (d) The conduct of collective bargaining negotiations, administration of the collective bargaining agreement between UASF and the SFUSD, and general union representation of the membership in connection with employment-related matters;
- (e) Establishment of various committees (if any) and receipt of reports from the same;
- (f) UASF meetings;
- (g) Submission of reports and recommendations to the members, groups and agencies;
- (h) The Legal Action/Grievance Committee shall adhere to the UASF Legal Services Policy which was originally approved in Fall 1986, and amended from time to time by the Board. A copy of the current UASF Legal Services Policy is attached hereto and is incorporated herein by this reference;
- (i) Appointment of persons to represent UASF in connection with various labor organizations

(j) Such other matters as the Board of Directors shall in its sole discretion from time to time deem appropriate.

ARTICLE V OFFICERS

Section 5.01. Specification of Officers.

The officers of UASF shall be:

- (a) President;
- (b) Vice President;
- (c) Secretary;
- (d) Treasurer;
- (e) Immediate Past President (if still a member of the collective bargaining unit); and
- (f) Such other officers with such titles and duties as shall be determined from time to time by the Board of Directors and as may be necessary to enable UASF to sign instruments or otherwise transact its business.

Provided, however, that Emeritus Members are eligible to hold office in the organization.

Section 5.02. Term of Office for Officers.

- (a) Except, as provided elsewhere in these ByLaws, the length of elected office shall be two years.
- (b) With the exception of the President and Vice President, any officer may choose, if elected, to serve consecutive terms of office. After serving a full (or consecutive) term of office with a limit of four (4) terms, the President or Vice President may stand for election to any other office.

Section 5.03. Election of Officers.

The Officers of UASF shall also be members of the Board of Directors, and shall be elected in accordance with Article IV of the ByLaws.

Section 5.04 Various Duties of Officers.

(a) President. The President shall be the general manager and chief executive officer of UASF and shall, subject to the control of the Board of Directors, have supervision, direction, and control of the business and affairs of UASF. The President shall preside at all meetings of the Board of Directors and of the membership and shall perform all duties incident to the office of President and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors. The President shall appoint chairpersons for the standing committees. In addition, the President shall delegate responsibilities to officers and members of the Board for organizational functions and activities.

(b) Vice President. The Vice President shall serve in an active association and partnership capacity with the President in order to increase and enhance his/her scope of understanding and knowledge of the operation of the office of President. In the absence or disability of the President, or vacancy in that office, the Vice President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions upon, the President. The Vice President shall have such other powers and perform such other duties as from time-to-time may be prescribed respectively by the Board of Directors or the President.

(c) Secretary. The Secretary shall keep or cause to be kept at the principal office or UASF, or such other place as the Board of Directors may order, a book of minutes of all meetings of the Board of Directors. The Secretary shall perform such other and further duties as may be required by law or as may be prescribed or required from time to time by the Board of Directors.

(d) Treasurer. The Treasurer of UASF shall keep and maintain in written form adequate and correct books and records of account of the properties and business transactions of UASF, including accounts of its assets, liabilities, receipts, disbursement, gains, and losses. The books and records of account shall at all times be open to inspection by any member of UASF. The Treasurer shall deposit all moneys and other valuables in the name of and to the credit of UASF with such depositaries as may be designated by the Board of

Directors. The Treasurer shall disburse the funds of UASF as ordered by the Board of Directors, and shall render to the President and the Board, on request, an account of all such officer's transactions as Treasurer, and of the financial condition of UASF. The Treasurer shall perform such other and further duties as may be required by law or as may be prescribed or required from time to time by the Board of Directors or these ByLaws.

Section 5.04. Removal of Officers.

The Board of Directors may remove any Officer for cause, at any regular or special meeting of the Board.

Section 5.05. Resignation of Officers.

Any officer may resign at any time by giving written notice to UASF. Any resignation shall take effect at the date of the receipt of the notice or at any later time specified in that notice; and, unless otherwise specified in the notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the right, if any, of UASF under any contract to which the Officer is a party.

Section 5.06. Vacancies in Offices.

In the event that the sitting Vice President assumes the duties of the President (pursuant to Article 5.04(b)), the Vice President shall become the President for the remainder of the sitting President's term. All other vacancies in any office because of death, resignation, removal, disqualification, or any other cause shall be filled for the remainder of the current term of office by way of an appointment by the President of a sitting Board Member, subject to a confirmation vote by a majority of the Board as soon as practicable.

Section 5.07. Executive Director(s).

UASF may employ an Executive Director(s), who shall be selected by a committee with approval by the Board of Directors. If the position becomes vacant, the Board of Directors shall appoint a committee, composed of no more than 3 members, which shall be representative of the membership in general, to submit names, interview and recommend qualified candidates for the position of Executive Director(s). The salary, contract, and duties of the Executive Director(s) shall be determined by the Officers of UASF with approval by the Board of Directors.

**ARTICLE VI
STATEMENTS OF POLICY &
ENDORSEMENT OF CANDIDATES**

Section 6.01. Statements of Policy.

Any statements of policy or endorsements to be issued by UASF as an organization must be included in the published agenda of the Board of Directors and approved by a majority vote of the Board.

Section 6.02. Endorsement of Candidates.

The Board of Directors, and UASF as an organization, can endorse candidates for political office and/or ballot propositions, and may make contributions to political campaigns. UASF may also organize forums at which candidates and spokespersons may make their presentations, with individual members (and anyone else in the audience) free to determine their own levels of commitment and support.

**ARTICLE VII
CORPORATE RECORDS AND REPORTS**

Section 7.01. Keeping Records.

UASF shall keep adequate and correct records of account and minutes of the proceedings of its members, Board, and committees. The minutes shall be kept in written form. Other books and records shall be kept in either written form or in any other form capable of being converted into written form.

Section 7.02. Annual Report.

The Board of Directors shall cause an annual report to be sent to the members. The report shall contain all the information required by Section 6321(a) of the Corporations Code and shall be accompanied by any report thereon of independent accountants, or if there is no such report, the certificate of an authorized officer of UASF that the report was prepared without audit of the books and records of UASF. The annual report shall be furnished to all Directors.

**ARTICLE VIII
AMENDMENTS**

Section 8.01. Amendment by Members.

New ByLaws may be adopted, and these ByLaws amended or repealed, by majority vote of the Regular Members at a membership meeting conducted in accordance with Article III. Written notice of proposed amendments to the

bylaws shall be distributed to all members at least thirty (30) business days prior to the date of the voting.

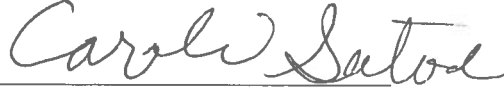
Section 8.02. Amendment by the Board.

Subject to the right of members under Section 8.01 of this Article VIII, any ByLaw, other than one fixing or changing the authorized number of directors, may be adopted, amended, or repealed by a two-thirds vote of the Board of Directors.

CERTIFICATE OF PRESIDENT

The undersigned hereby certifies that:

- (1) I am the current President of the United Administrators of San Francisco, a California nonprofit corporation, and
- (2) The above ByLaws, consisting of 11 pages including this page, are the ByLaws of United Administrators of San Francisco, duly adopted by the UASF Board of Directors on April 22, 2019.



Caroline Satoda
President of United Administrators of San Francisco