

**BY LAWS
OF
UNITED ADMINISTRATORS OF Oakland Schools
Local 83
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 OAKLAND SCHOOLS (hereinafter referred to as "UAOS").

Section 1.02. Purpose and Use of Funds.

UAOS is a nonprofit corporation organized under the Public Mutual Non-Profit Corporation Law of the State of California to, among other things, (a) support and improve the quality of education in the Oakland Unified School District ("OUSD"); (b) support educational programs for its membership regarding professional development; (c) create awareness and support of communities served by the District 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 Oakland Unified School District ("District"); (e) serve as the exclusive collective bargaining representative for a unit of certificated and classified supervisory employees within the District, and such other activities as are consistent with these enumerated purposes.

Accordingly, no gains, profits or dividends shall be distributed to any of the members of UAOS and no part of the net earnings, funds or assets of UAOS shall inure to the benefit of any member, private shareholder or individual or any other person, firm, organization or corporation but for the stipend as set forth in Section 4.06.

Section 1.03. Principal Office.

The principal office of UAOS shall be within the City of Oakland, County of Alameda, State of California. As of the date of adoption of these Bylaws, UAOS mailing address is: 8517 Earhart Rd., Suite 200 Oakland, CA 94621. The Board of Directors ("Board") 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 **three** classes of membership in UAOS, and they shall be composed of the following persons:

- (a) **Regular Members.** Any person employed by the district as a classified or certificated 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 UAOS. 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 UAOS.
- (b) **Retired Members working in OUSD as retired administrators.** Any person who is a retired District administrator working as a Retired Administrator in OUSD shall be eligible to become a retired working member of UAOS. Working retired members shall be represented by UAOS when working as retired administrators in OUSD. Working retired members shall be entitled to vote and run for office

and/or serve on the Board of UAOS.

- (c) Retired Members not working in OUSD.** Any person who is a retired District administrator shall be eligible to become a retired Member of UAOS for an annual membership fee to be determined by the Executive Board of Directors of UAOS. Retired members shall not be entitled to vote or run for office or serve on the Board of UAOS.

Section 2.02. Admission to Membership.

Any person eligible for membership in UAOS may be admitted to membership upon (a) submission of a written form stating his/her intent to join.

Section 2.03. Property and Voting Rights.

No member shall have any right or interest in any property of UAOS. Each Regular Member and working Retired Administrator members shall have one vote on matters on which members are entitled to vote. **Non-working retired** members shall not have voting rights.

Section 2.04. Dues & Assessments.

Regular members and working retired members are expected to pay annual dues equal to 1% of their monthly paycheck, and separate assessments, in such amounts as shall be modified from time to time by the Board in accordance with Article IV.

Section 2.05. Number of Members.

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

Section 2.06. Non-transferability of Membership.

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

Section 2.07. Membership Records.

UAOS 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. Retention and maintenance of the aforementioned written records are of the exclusive province of the Executive Director. (See Article V).

Section 2.8. Non-liability of Membership.

No member of UAOS, 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 2.9. Termination of Membership.

- (a) Cause for Termination.** Membership in UAOS 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 district that is not included within the classified and/or certificated supervisory bargaining unit;
- (2) The written, signed voluntary resignation of UAOS 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) Any theft, misappropriation, embezzlement and/or destruction of UAOS funds or property.

(b) Effect of Termination. All rights as a member in UAOS 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.

UAOS shall retain the right to enforce any such obligation(s) or obtain damages for its (their) breach, as UAOS 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 the President or Vice President.

Section 3.02. General Meetings

General meetings of members shall be held at least two (2) times each school year at a physical or virtual time and location specified by the President and/or Vice President for the purpose of transacting UAOS business.

Section 3.03. Membership Meetings

Membership meetings of members shall be called by the Board **and/or**, the President. Membership meetings shall be held at physical or virtual times and locations within the State of California as ordered by the President and/or the Board.

Section 3.04. Emergency Meetings

In the event of the need for an emergency meeting as declared by the President and/or Board, 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 3.05. Contents of Notice

The notice for any meeting shall include the place, date, and time of the meeting. In the case of Membership 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 the President or Directors 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 or virtually present, 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 3.06. 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 3.7. 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.

Section 3.8. Matter Submitted to Vote of the Membership

The Membership shall vote on the following matters:

- (a) **Ratification of Contract**-the Membership shall vote on the ratification of an employment agreement negotiated by UAOS as the exclusive representative. The Membership shall vote on contract amendments or side letters at the discretion of the President and/or Board.
- (b) **Budget Approval.** The Membership shall vote on the approval/adoption of the UAOS annual budget.
- (c) **Election of President and Board.** The Membership shall vote on the election of the President and members to the Board. The Board members, once elected, will nominate and elect officers to the Board.

Section 3.9. Voting of Membership

- (a) **One Person, One Vote.** Each Regular Member and working Retired Member is entitled to one (1) vote on each matter submitted for a vote of the members (see Section 3.8).
- (b) **Manner of Casting Votes.** Voting may be by online/electronic or written ballot, provided that any ballot is required. Votes cast by written ballot shall be tabulated by Officers not subject to the vote of the membership or neutral UAOS members designated by the President.

Section 3.10. Conduct of General Meetings

- (a) **Chair.** The President, or in succeeding order, the Vice President, Secretary, Treasurer, or any other person chosen by a majority of UAOS 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 UAOS, 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 may prescribe fair rules of procedure to govern the business of UAOS, provided those rules are set forth in writing and written notice of the rules is given to the membership in advance of their application.

(d) Executive Director. The Executive Director shall be responsible for General, Membership, and Emergency meeting preparation. This includes, but is not limited to, preparation and distribution of meeting materials and agendas. When necessary, dissemination, distribution, and organization of nominations, and other duties as assigned to assist UAOS in the transaction of its business.

ARTICLE IV BOARD OF DIRECTORS

Section 4.01 Number of Directors (“Board”)

UAOS shall have a **Board** composed of up 11 or 13 Regular Members based on membership base and will 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) Non-Officer Directors.** There may be up to thirteen (13) non-officer Directors. Eleven (11) Directors shall be elected by a vote of the Membership. Good faith efforts shall be made to ensure that the composition of the Board is equitably reflective of the membership of UAOS in general, including reasonable representation of the various District divisions that comprise the UAOS membership (i.e., the Board shall equitably represent classified managers, Elementary, Middle K-8 and High School UAOS site administrators, Central Office Administrators, Early Education Department Site Administrators,
- (c) Officers at Large.** Two (2) Officers 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.

Section 4.02. Qualifications for Directors

Each Director shall be a Regular Member or working Retired Member of UAOS 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.

Section 4.04. Nomination

- (a) Nominating Solicitation.** Prior to March 31 of each fiscal year, the Executive Director shall electronically solicit nominations from the Membership for open Officer and Director positions. Nominations shall remain open for fifteen (15) days. At the conclusion of the nomination period. The Executive Director shall then present the nominations to the President and Board. The nominations will then be presented to the Membership input to a vote in accordance with these Bylaws.

Section 4.05. Election

The Directors shall be elected no later than the May Regular meeting of the members, by written or online ballot as authorized by Sections 3.08 and 3.09 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 for two terms. They can serve for two terms, then must sit out for two years before being eligible for re-election. There are no other limitations 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. (See also section 5.03).

Section 4.06. Stipends.

All Officers, Directors, and appointed UAOS Representatives may receive a reasonable stipend designed to defray costs of serving the organization. Appointed UAOS 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 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) **Membership Meetings.** Membership meetings of the Board may be called by the President, an officer, or any five (5) Directors. If such a meeting is called, the person(s) calling the meeting shall instruct the Executive Director to notify the entire Board.
- (e) **Quorum.** A simple majority (50% + 1) of 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.
- (g) **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 UAOS or, in the Secretary's absence, any person appointed by the presiding officer, shall act as Secretary.
- (h) **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 Director(s)

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 a court of competent jurisdiction; or

- (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
- (4) The Board, by majority vote, determines that the Director has engaged in conduct detrimental to UAOS' mission and purpose.

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) on the failure of the members in any election to elect the full number of Directors as authorized.
- (v) the removal of a Director pursuant to section 4.09.

(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, direct and administer the following functions:

- (a)** UAOS' budget development;
- (b)** UAOS' annual membership dues collection, adjustment and administration;
- (c)** The expenditure and disbursement of UAOS funds;
- (d)** The conduct of collective bargaining negotiations, administration of the CBA, UAOS and the District, 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)** UAOS Board meetings;
- (g)** Submission of reports and recommendations to the members, groups and agencies, including, but not limited to, the American Association of School Administrators (AFL-CIO);

- (h) Monitoring and administration of the UAOS Legal Services Policy.
- (i) Appointment of persons to represent UAOS in connection with various labor organizations
- (j) Such other matters as the Board shall in its sole discretion from time to time deem appropriate.

ARTICLE V OFFICERS

Section 5.01. Specification of Officers

The officers of UAOS shall be:

- (a) President;
- (b) Vice President;
- (c) Secretary;
- (d) Treasurer;
- (e) 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 UAOS to sign legal instruments or otherwise transact its business.

Section 5.02. Term of Office for Officers

- (a) The length of elected office shall be two (2) years.

Section 5.03. Election of Officers

UAOS Officers shall also serve as Directors on the Board and shall be elected in accordance with Article IV, 4.05 of the Bylaws.

Section 5.04 Various Duties of Officers

- (a) **President.** The President shall be the general manager and chief executive officer of UAOS and shall, subject to the Board authority, have supervision, direction, discretion and control of the daily business and affairs of UAOS. 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. The President and/or his or her Director designee, shall direct and evaluate the Executive Director. The President shall be a required signatory on all UAOS expenditures in excess of \$3,000. 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 may be prescribed respectively by the Board or the President.

- (c) **Secretary.** The Secretary shall keep or cause to be kept at the principal office or UAOS, 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. During any time, the Vice President is required to perform the duties of the President pursuant to section 5.04 (a) (b), the Secretary shall assume position and duties of the Vice President.
- (d) **Treasurer.** The Treasurer of UAOS, with the support of the Administrative Engagement Coordinator, shall review and maintain in written form adequate and correct books and records of account of the properties and business transactions of UAOS, including accounts of its assets, liabilities, receipts, disbursement, gains, and losses. The Treasurer shall provide written reports to the Board of Directors during every monthly Board Meeting. The Treasurer, President or Executive Director shall deposit all monies and other valuables in the name of and to the credit of UAOS with such depositories as may be designated by the President and/or Board. The Treasurer shall disburse UAOS funds as ordered by the Board of Directors, and shall render to the President and the Board, on request, a complete and accurate account of all such officer's transactions as Treasurer, and of the financial condition of UAOS. 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 President, Board or these Bylaws.

Section 5.05. Removal of Officers

The Board may remove any Officer for any reason necessitating the removal of the Director, set forth in section 4.09, by majority vote at any regular or emergency meeting of the board.

Section 5.05. Resignation of Officers

Any officer may resign at any time by giving written notice to UAOS. 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 UAOS 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 or 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)

UAOS may employ an Executive Director(s), who shall be selected by a Presidential committee with approval by the Board. If the position becomes vacant, the President shall appoint a committee, composed of no more than 3 members, which shall be representative of the membership in general, to submit names and recommend qualified candidates for the position of Executive Directors. The salary, contract, and duties of the Executive Director shall be consistent with section 3.10 (d) and determined by the Officers of UAOS and approved by the UAOS Board.

- (a) **Removal of Executive Director(s)** An Executive Director or Co-Executive Director may be removed at any time by a majority vote of the Board.

ARTICLE VI STATEMENTS OF POLICY & ENDORSEMENT OF CANDIDATES

Section 6.01. Statements of Policy

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

Section 6.02. Endorsement of Candidates

The Board, and UAOS as an organization, may endorse candidates for political office and/or ballot propositions, and may make contributions to political campaigns. UAOS 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

UAOS 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 UAOS that the report was prepared without audit of the books and records of UAOS. 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.

CERTIFICATE OF PRESIDENT

The undersigned hereby certifies that:

(1) I am the current President of the United Administrators Oakland Schools, a California nonprofit

corporation, and

- (2) The above Bylaws, consisting of eleven (11) Pages including this page, are the Bylaws of United Administrators of Oakland Schools, duly adopted by the UAOS Board of Directors on September 19, 2023.



Cary Kaufman

President of United Administrators of Oakland Schools

Date Approved by Membership: September 23rd, 2024