



California Community Colleges Classified Senate (4CS)

Bylaws

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Table of Contents

ARTICLE I – ARTICLES OF INCORPORATION	1
Section 1. Name	1
Section 2. Address	1
Section 3. Fiscal Year	1
ARTICLE II – PURPOSE AND MISSION STATEMENT	2
Section 1. Purpose	2
Section 2. Mission Statement	2
ARTICLE III – REPRESENTATION AND ELECTORATE	3
Section 1. Representation	3
Section 2. Electorate	3
ARTICLE IV – BOARD OF DIRECTORS	4
Section 1. Board Composition	4
Section 2. Board of Directors Qualifications	4
Section 3. Terms	4
Section 4. Elections	5
Section 5. Appointment	5
Section 6. Removal	5
Section 7. Resignation	5
Section 8. Leave of Absence	5
Section 9. Recall	5
Section 10. Vacancies	6
ARTICLE V – POWERS AND DUTIES	7
Section 1. Powers	7
Section 2. Duties	7
ARTICLE VI – MEETINGS	10
Section 1. Notice and Place of Meeting	10
Section 2. Frequency	10

Section 3. Quorum	10
Section 4. Parliamentary Authority	10
Section 5. Special Meetings	10
ARTICLE VII – COMMITTEES	11
Section 1. Committees and Task Forces	11
Section 2. Assignments	11
ARTICLE VIII – BYLAWS ESTABLISHMENT AND AMENDMENT	12
Section 1. 4CS Bylaws	12
Section 2. Amendment of Bylaws	12
Section 3. Dissolution Clause	12
ARTICLE IX – INDEMNIFICATION AND INSURANCE	13
Section 1. Indemnification of Directors, Officers, and Other Agents	13
ARTICLE X – DEFINITIONS	15
Classified Staff (Classified Professionals as per Resolution 20190615)	15
Delegate	15
Classified Senates	15
Certified Local Senates	15

California Community Colleges Classified Senate (4CS) Bylaws

ARTICLE I – ARTICLES OF INCORPORATION

Section 1. Name

The official name of the organization shall be California Community Colleges Classified Senate, hereinafter referred to as 4CS.

Section 2. Address

The Corporate address has been established to be California Community Colleges Classified Senate, 2017 O Street, Sacramento, California, 95814.

Section 3. Fiscal Year

The Fiscal Year of the Corporation shall begin on July 1 and end on June 30 of each year.

California Community Colleges Classified Senate (4CS) Bylaws

ARTICLE II – PURPOSE AND MISSION STATEMENT

Section 1. Purpose

The specific purpose of the non-profit Corporation shall be to represent the Classified Professionals of the California Community College System for participation in governance and to support the mission of the California Community College System.

Section 2. Mission Statement

California Community Colleges Classified Senate recognizes and values the insight of Classified Professionals and advocates for their inclusion in decision making through participatory governance and active participation in professional learning and leadership in student success.

California Community Colleges Classified Senate (4CS) Bylaws

ARTICLE III – REPRESENTATION AND ELECTORATE

Section 1. Representation

All classified professionals, as defined in Article X, are represented by 4CS.

Section 2. Electorate

The Electorate has voting rights and are defined as voting members of the Board of Directors and certified local senates. Certified local senates are those that have a constitution/bylaws on file with, and certified by, the 4CS.

California Community Colleges Classified Senate (4CS) Bylaws

ARTICLE IV – BOARD OF DIRECTORS

Section 1. Board Composition

The Board of Directors shall consist of no more than 25 members. The minimum composition must include the president, treasurer, and secretary.

- A. Executive Officers – Executive Officers include the President; President-Elect; Vice President; Secretary; Treasurer; Director, Communications; Director, Government Relations; Director, Professional Learning; and Past President as voting members. Additional executive officers may be added at the approval of the Board of Directors.
- B. Region Representatives – Region Representatives shall consist of voting members of the board within designated areas. These areas may be subject to change at the discretion and approval of the Board of Directors.
- C. Associates – Associates are classified professionals who express interest in participating on the 4CS board. Associates are non-voting members and are assigned specific responsibilities by the Executive Officers.
- D. Board Advisors – Board Advisors consist of former board members who shall operate in an advisory capacity to the board as non-voting members.

Section 2. Board of Directors Qualifications

The 4CS Board of Directors shall meet the qualifications outlined in Board Policy 3105, Board of Directors Qualifications.

Section 3. Terms

A term of office is two years for all board of director positions except the President-Elect.

The President-Elect is a one-year position and is selected at the beginning of the second year of the president's term. Members of the Board of Directors except the president, president-elect,

California Community Colleges Classified Senate (4CS) Bylaws

and past-president may serve consecutive terms. Exceptions can be made to the president and past president term limits due to unforeseen circumstances with approval of the Board of Directors.

Section 4. Elections

Members of the board of directors shall be elected annually as determined by the election schedule outlined in the Policies and Procedures manuals.

Section 5. Appointment

Appointed members of the board of directors shall hold office until completion of the term in process or until their successor has been elected, unless they sooner resign, are removed, or become ineligible to continue to serve in such capacity.

Section 6. Removal

An elected member of the Board of Directors may be removed from office for cause following the process outlined in the Policies and Procedures manuals.

Section 7. Resignation

Any member of the Board of Directors may resign by written notice to the President.

Section 8. Leave of Absence

Any member of the Board of Directors may request a leave of absence by written notice to the President.

Section 9. Recall

Recall of a member of the Board of Directors shall follow procedures outlined in the Policies and Procedures manuals.

California Community Colleges Classified Senate (4CS) Bylaws

Section 10. Vacancies

A vacancy in office shall be filled in accordance with the Policies and Procedures manuals.

California Community Colleges Classified Senate (4CS) Bylaws

ARTICLE V – POWERS AND DUTIES

Section 1. Powers

All the business and affairs of the 4CS shall be managed and controlled by the Board of Directors.

Section 2. Duties

The Board of Directors will adopt rules of procedure and implement policies consistent with the intent, purposes and provisions of the 4CS bylaws.

- A. President – Provides leadership and organizational oversight, supports the overall mission, upholds the finances, and supervises the Board of Directors roles and responsibilities as it relates to the interests of the organization, along with fulfilling the duties outlined in the Policies and Procedures manuals.
- B. President-Elect – Works closely with the current President and assists in providing overall leadership, organizational oversight, and support of vision and mission, finances, policies and procedures, goals, and direction for actions for the organization. The President-Elect will be assigned to make important decisions in the absence of the 4CS President, along with fulfilling the duties outlined in the Policies and Procedures manuals.
- C. Past President –Ensures continuity during governance transitions and organizational change, helps ensure the appropriate succession of the Board of Directors, supports the President in their role, and provides mentorship to the Board, along with fulfilling the duties outlined in the Policies and Procedures manuals.
- D. Vice President – Provides support, mentorship, and training to Region Representatives. The Vice President holds leadership roles within the strategic goals of the organization and will make decisions in the absence of the 4CS President, 4CS President-Elect and

California Community Colleges Classified Senate (4CS) Bylaws

4CS Past-President, along with fulfilling the duties outlined in the Policies and Procedures manuals.

- E. Secretary – Performs the function of general secretary and provides administrative support for the Board of Directors, along with fulfilling the duties outlined in the Policies and Procedures manuals.
- F. Treasurer – Performs the function of maintaining all records pertaining to the organization's financial status, along with fulfilling the duties outlined in the Policies and Procedures manuals.
- G. Director, Communications – Responsible for managing the communication activities of the organization, under the direction of the Board of Directors. This includes communication and marketing strategies and content, along with fulfilling the duties outlined in the Policies and Procedures manuals.
- H. Director, Government Relations – Represents the 4CS on the CCLC Advisory Committee on Legislation, participates in legislative visits, attends the annual CCLC Legislative Conference, coordinates resolutions and works with chair of elections committee on the voting process for resolutions, along with fulfilling the duties outlined in the Policies and Procedures manuals.
- I. Director, Professional Learning – Coordinates events including Speakers' Bureau, Leadership Series, Classified Leadership Plan. Serves as a liaison with the CLI and Caring Campus Coordinators, along with fulfilling the duties outlined in the Policies and Procedures manuals.
- J. Region Representatives – Provides resources and support for their regional classified professionals including dissemination and collection of information, mentoring, and training. Region Representatives hold leadership roles within the strategic planning of

California Community Colleges Classified Senate (4CS) Bylaws

the organization and are assigned duties by the 4CS President and/or designee, along with fulfilling the duties outlined in the Policies and Procedures manuals.

- K. Associates – Provides support to the success of the organization by taking on special assignments and participating in meetings as non-voting members.
- L. Board Advisors – Former board members who operate in an advisory capacity to the board as non-voting members.

California Community Colleges Classified Senate (4CS) Bylaws

ARTICLE VI – MEETINGS

Section 1. Notice and Place of Meeting

All meetings shall be scheduled in advance by the Board of Directors except for special circumstances provided for within these bylaws. Notice of all meetings must be sent at least seventy-two (72) hours prior to the date of the proposed meeting to the Board of Directors. The Board of Directors will determine the place and times for each meeting. Meeting times and places shall be made available to the public.

Section 2. Frequency

The Board of Directors shall meet no fewer than four times each fiscal year. All meetings of the Board of Directors will be held according to the Policies and Procedures manuals.

Section 3. Quorum

In order to conduct business, the Board of Directors shall consist of a simple majority of voting members (not including vacancies).

Section 4. Parliamentary Authority

The Board of Directors reserves the right to establish meeting procedures for all 4CS meetings. In the absence of specific action by the Board of Directors, Robert's Rules of Order (latest edition) shall be the designated parliamentary authority for reference at all 4CS meetings.

Section 5. Special Meetings

Special meetings may be called by the President or a majority of the members of the Board of Directors to be held at such place and time when needed.

California Community Colleges Classified Senate (4CS) Bylaws

ARTICLE VII – COMMITTEES

Section 1. Committees and Task Forces

Committees and task forces shall be designated in the Policies and Procedures manuals.

Section 2. Assignments

Subject to the approval of the Board of Directors, the President shall make assignments to all committees/task forces.

California Community Colleges Classified Senate (4CS) Bylaws

ARTICLE VIII – BYLAWS ESTABLISHMENT AND AMENDMENT

Section 1. 4CS Bylaws

The Board of Directors shall adopt bylaws to establish rules and other provisions for implementing the intent and purpose of the non-profit Corporation. The Board of Directors is charged with the responsibility to update and change the bylaws as necessary per Corporation Code.

Section 2. Amendment of Bylaws

Bylaws consistent with and necessary to implement the organization's mission may be adopted or amended by the 4CS Board of Directors as outlined in the Policies and Procedures manuals. Any local member senate or 4CS Board of Directors member may propose bylaw changes to the President. Approval of proposed changes to the bylaws shall require a two-thirds (2/3) majority vote of those present. If passed, the amendments will move to the Electorate for approval. The amendments must be approved by the Electorate by a two-thirds (2/3) majority vote of those present. All changes shall be implemented immediately and shall be made available to all Classified Professionals.

Section 3. Dissolution Clause

The 4CS may be dissolved only with the authorization of its Board of Directors given at a special meeting called for that purpose with approval by a two-thirds (2/3) vote of the full board. If passed, the dissolution clause will move to the Electorate for approval. This must be approved by the Electorate by a two-thirds (2/3) majority vote of those present. Upon dissolution or other termination of 4CS, all remaining assets of the 4CS, after payment in full of all its debts, obligations, and necessary final expenses, or after the making of adequate provision therefore, shall be distributed to such tax-exempt organizations with purposes similar to those of the 4CS, which shall be chosen by the then existing Board of Directors of 4CS.

California Community Colleges Classified Senate (4CS) Bylaws

ARTICLE IX – INDEMNIFICATION AND INSURANCE

Section 1. Indemnification of Directors, Officers, and Other Agents

- A. Right of Indemnity. To the fullest extent permitted by law this Corporation shall indemnify its Directors, Officers, employees, and other persons as described in section 5238(a) of the California Corporations Code, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any “proceeding,” as that term is used in that Section, and including an action by or in the right of the corporation, by reason of the fact that the person is or was a person described in that section. “Expenses,” as used in this Bylaw, shall have the same meaning as in Section 5238(a) of the California Corporations Code.
- B. Approval of Indemnity. On written request to the Board by any person seeking indemnification under Section 5238(b) or Section 5238(c) of the California Corporations Code, the Board shall promptly determine under Section 5238(e) of the California Corporations Code whether the applicable standard of conduct set forth in Section 5238(b) or Section 5238(c) has been met and, if so, the Board shall authorize indemnification. If the Board cannot authorize indemnification because the number of Directors who are parties to the proceeding with respect to which indemnification is sought prevents the formation of a quorum of directors who are no parties to that proceeding, the Board shall promptly call a meeting of members. At that meeting, the members shall determine under Section 5238(c) of the California Corporations Code whether the applicable standard of conduct set forth in Section 5238(b) or Section 5238(c) has been met and, if so the members present at the meeting in person shall authorize indemnification.
- C. Advancement of Expenses. To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under these bylaws in defending any proceeding covered by

California Community Colleges Classified Senate (4CS) Bylaws

those Sections shall be advanced by the Corporation before final disposition of the proceeding, on receipt by the Corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the Corporation for those expenses.

- D. Insurance. The Corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its Officers, Directors, employees, and other agents, against any liability asserted against or incurred by any Officer, Director, employee, or agent in such capacity or arising out of the Officer's, Director's, employee's or agent's status as such.

California Community Colleges Classified Senate (4CS) Bylaws

ARTICLE X – DEFINITIONS

Classified Staff (Classified Professionals as per Resolution 20190615)

As defined by Article 1, Section 88003(a) of the California Education Code.

Section 88003(a)

“The governing board of any community college district shall employ persons for positions that are not academic positions. The governing board, except where Article 3 (commencing with Section 88060) or Section 88137 applies, shall classify all those employees and positions. The employees and positions shall be known as the classified service...”

Delegate

Each local senate shall appoint a representative, hereinafter called “Delegate,” who shall represent that senate during each fiscal year. Delegates must be an active California Community College Classified Professional. Delegates shall have full voting rights and shall have the responsibility of being a liaison between the local senate, the Region Representative, and the 4CS.

Classified Senates

Classified Senates are defined as the elected body for Classified Professionals whose primary purpose is non-collective bargaining issues, professional learning, and participation in shared governance (i.e., associations, councils, classified organizations, committees).

Certified Local Senates

Certified Local Senates are those that have a constitution/bylaws on file with, and certified by, the 4CS.

California Community Colleges Classified Senate (4CS) Bylaws

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