

CONSTITUTION AND BY-LAWS OF THE CALIFORNIA STATE ASSOCIATION OF PUBLIC ADMINISTRATORS, PUBLIC GUARDIANS AND PUBLIC CONSERVATORS

Adopted July 14, 1965
Amended September 30, 1985
Amended September 18, 1989
Amended September 23, 1992
Amended September 22, 1993
Amended September 17, 1996
Amended March 27, 2002
Amended March 22, 2005
Amended September 22, 2010
Amended September 19, 2012
Amended September 21, 2015

ARTICLE I

NAME AND OBJECTIVES

- A. There shall henceforth be an association known as the California State Association of Public Administrators, Public Guardians, and Public Conservators.
- B. Objectives of this Association shall include:
 - 1. Implementation of the development of support and interaction between the offices of Public Administrators, Public Guardians, and Public Conservators in the State of California.
 - 2. Development of programs and policies designed to maintain understanding, cooperation, and mutual support among all Public Administrators, Public Guardians, and Public Conservators in the State of California.
 - 3. Development and support of an educational and training program whose objectives shall be the establishment of professional levels of competency for Public Administrator, Public Guardians, Public Conservators, and their staff, and the certification of those persons who have successfully completed the education and training requirements.
 - 4. Legislative advocacy at the state and county level concerning any laws or regulations pertaining to the offices of Public Administrator, Public Guardians, and Public Conservators.

ARTICLE II

DEFINITIONS

- A. The Association as referred to herein shall be the California State Association of Public Administrators, Public Guardians, and Public Conservators.

- B. Officers referred to herein shall be members who have been duly elected and installed officers of the Executive Board of the Association.

ARTICLE III

MEMBERSHIP

- A. There shall be the following classes of members, who shall be eligible for membership in the Association in the manner hereinafter set forth:

1. PRINCIPAL MEMBERS:

All Public Administrators, Public Guardians, Public Conservators or other county officials designated by their respective Boards of Supervisors, Councils, or by election to perform the duty of Public Administrator, Public Guardian, or Public Conservator within the respective county shall be eligible for principal membership.

2. ASSOCIATE MEMBERS:

All persons, Supervisory or management personnel (except first line supervisors) by whatever title, e.g., Chief Deputy, Assistant, Deputy, etc., who are employees of the county agencies providing the services of Public Administrator, Public Guardian, Public Conservator and receiving a salary paid by the county or by statutory fees and actively engaged in the profession of estate and case management and investigation, functions of Public Administrator, Public Guardian, or Public Conservator, shall be eligible for associate membership.

3. AFFILIATE MEMBERS:

Excluding persons who qualify as Principal Members and Associate Members, all employees of the county agencies providing the services of Public Administrator, Public Guardian, Public Conservator, and receiving a salary paid by the county and actively engaged in the functions of Public Administrator, Public Guardian, or Public Conservator, shall be eligible for affiliate membership.

4. INDIVIDUAL COUNTY PUBLIC ADMINISTRATORS, PUBLIC GUARDIANS AND PUBLIC CONSERVATOR PROGRAM MEMBERS

Each Public Administrator, Public Guardian and Public Conservator program as designated by their respective Boards of Supervisors, Councils, or by election to perform the duty of Public Administrator, Public Guardian, or Public Conservator within the respective county shall be responsible for program membership.

5. LIFE MEMBERS:

Any former active members of the Association may be elected a Life Member upon recommendation of the Executive Board at the annual meeting of the Association by a majority vote of the members present. A Life Member shall have all of the rights and privileges of a Member, except such Life Member shall be exempt from payment of dues and shall not have a right to vote.

B. VOTING

1. Entitled:

No member of this Association as an individual shall be entitled to vote. Voting upon any measure before the association for consideration shall be decided by the casting of single-county (Principal Member) votes, each vote to be cast by the Public Administrator, Public Guardian, and Public Conservator, in good standing, of the respective county or their duly qualified and certified proxy or designee. All votes will be cast by electronically or in person and no more than 58 Public Administrator votes, 58 Public Guardian votes and 58 Public Conservator votes or no more than one hundred seventy-four (174) total votes shall be cast at any time; there shall be no more than 3 votes per County.

2. Voting in Proxy

a. A (Principal Member) county vote, on specific measures, may be cast in proxy by any other member of the Association from that county who has been duly authorized and certified in writing as qualified to cast the vote for the Public Administrator, Public Guardian and Public Conservator of their county.

b. The Public Administrator/Public Guardian/ Public Conservator may designate any other member of the Association from that county to be duly authorized and certified in writing to vote for the Public Administrator/Public Guardian/Public Conservator in their absence. The certification is to be submitted to the Executive Secretary and recorded with the Executive Secretary as an official document until rescinded by the Public Administrator/ Public Guardian/Public Conservator of their county.

c. Granting of a proxy or voting designation to another member of the Association from that county shall not be authorized unless the Public Administrator, Public Guardian, Public Conservator of that county is a member in good standing of the Association.

3. Issues:

If an issue must be decided prior to a scheduled meeting, the President of the Association may direct a mail or e-mail poll of all principal or designated voting members of the Association. The results shall be entered into the official records of the Association.

C. CERTIFICATION TO MEMBERSHIP

1. Persons desiring membership in the Association shall provide to the Executive Board, upon demand, all documentation necessary to establish their full eligibility for active membership status.

2. All applications for membership shall be filed with the Executive Secretary, accompanied by the first year's dues in full, and after such action as may be taken thereon; the Executive Secretary shall notify each applicant of the action taken. If an applicant is rejected, the deposit accompanying the application shall be returned.

3. Any question of eligibility for membership shall be referred to the Executive Board of the Association.

D. TERMINATION OF MEMBERSHIP

1. Membership of this Association shall automatically cease for a member who is:
 - a. Terminated from appointed or elected office for any reason.
 - b. Convicted of any crime related to his/her elected or appointed office.
 - c. Expelled for cause by majority vote of the Association. The minimum quorum for this purpose shall be twelve counties.

E. DUES-FEES-ASSESSMENTS

1. Principal Members, Associate Members, Affiliate Members and County Program Members shall pay annual dues in the amount fixed by the Executive Board. Dues become due and payable the first day of July and become delinquent sixty (60) days thereafter. Members will be placed in inactive status if due are not paid timely. Dues must be current in order to obtain required certification in compliance with Probate Code §1456.2; 2923 and 7605. Dues payments are non-refundable and non-transferable.
2. Each County shall pay annual fees in an amount fixed by the Executive Board which shall include provisions for fee assessment based on the recognized criteria of extra-small, small, medium, large and extra-large counties. County fees become due and payable the first day of July and become delinquent sixty (60) days thereafter. County fees must be current in order to obtain required certification in compliance with Probate Code §1456.2; 2923 and 7605. County's fees are non-refundable.

ARTICLE IV

MEETINGS

A. MEETINGS

1. The Association shall hold an annual meeting of the membership for the purpose of electing officers of the Association and for the transaction of other business. The annual meeting shall be held during the September Training Conference. Subsequent to the meeting, minutes will be made available by the request by any current member.
2. The Executive Board may authorize the President to call additional meetings or conferences when necessary.
3. The Executive Board shall direct Executive staff to notify all members of each general meeting or conference. The notice shall set forth the dates, times, and agendas of each general meeting.
4. Robert's Rule of Order shall govern the conduct of all meetings of the Executive Board and of the Association.

ARTICLE V

EXECUTIVE BOARD

A. COMPOSITION

The Executive Board of the Association shall consist of 11 members. Member must include President, President-Elect, Secretary, Treasurer and Sergeant-At-Arms. Other members may include Liaison Officers, Members-At-Large, Immediate Past President and Second Past President.

B. ELECTIONS

The officers of this Association shall be elected at the annual meeting of the Association and will serve for one year.

1. The Nomination Committee appointed by the President shall present the nominations of officers at the annual conference.
2. Nominations may also be made from the floor by members in good standing.

C. DUTIES-RESPONSIBILITIES

1. President:

The President shall preside over the meetings of the Association and Executive Board. As Chief Executive Officer, the President shall have the general powers to appoint committees and to sign legal documents. The President shall have all other powers usually connected with the office of President.

Expenses and the associated invoices in the approved budget up to \$2,500 shall be approved by the Executive Director and paid by staff. Approved budget expenses and the associated invoices above \$2,500 shall have the approval of the Treasurer prior to payment. Expenses not in the approved budget shall require prior approval from the Executive Board.

2. President-Elect:

The President-Elect, in the absence of the President, shall act as President Pro-Tem and serve as Chairperson of the Constitution-By-Laws Committee. The President Elect shall act as conference chair for that year's conference. The President-Elect shall perform such other duties as delegated by the President.

3. Secretary:

The Secretary shall keep Minutes of all Executive Board meetings and all official Association business and forward to the Executive Secretary and shall report to the Executive Board.

4. Treasurer:

The Treasurer shall be responsible to report to the Executive Board on budget and financial matters involving the Association. The Treasurer shall confer with the Executive Director periodically, but not less than quarterly, to review the budget prior to its presentation to the Executive Board. The Treasurer and Executive Director will be responsible to prepare responses and develop systems to address any audit findings and present those to the Executive Board for approval and implementation. The Treasurer shall be a signer on all financial accounts held by the Association and shall report to the Executive Board.

5. Sergeant-at-Arms:

The Sergeant-at-Arms will attend all meetings of the Executive Board and the Association and is responsible for maintenance of order and decorum, and shall perform such other duties as delegated by the President. The Sergeant-at-Arms shall report to the Executive Board.

6. Liaison Officers (3):

The Liaison Officers shall act as Liaisons to outside entities and agencies of relevance to the concerns of the Association. Such entities and agencies are to be determined by the Executive Board but may include the Judicial Council Probate Committee, the Department of Corrections and Rehabilitation, California Behavioral Health Director's Association, The Probate Referee's Association, the Professional Fiduciary's Association of California and the Trusts and Estate Section of the California State Bar. The Liaison Officers shall perform other duties as the President and Executive Board may direct and shall report to the Executive Board.

7. Member-At-Large:

The Member-At-Large shall maintain regular contact with Regional Chairs and may act as Chairperson to Ad Hoc Committees and shall perform other duties as the President and Executive Board may direct and shall report to the Executive Board.

D. MEETINGS

1. Meetings of the Executive Board may be requested of the President, by any member of the Executive Board, or set by the President.
2. The Executive Board shall meet during each conference, and at least once before each conference, to coordinate and plan conference agendas and Association business.

E. VACANCIES

Whenever a vacancy occurs on the Executive Board, the President may fill the vacancy for the remaining term of office by appointment.

F. QUORUM

A quorum shall be constituted of at least six (6) members of the Executive Board.

G. AUTHORITY

All of the affairs and business of the Association shall be under the direction of the Executive Board, except where such authority remains in the counties. The Executive Board may from time to time designate or delegate authority to committees appointed by the President, or to the Executive Director, is nominated by the Executive Board and approved by majority vote of the Executive Board.

H. AUTHORITY TO CONTRACT

The Executive Board shall have the authority to contract for professional services, including but not limited to, Certified Public Accountants, Attorneys, and others to perform professional services which are deemed proper and necessary by a majority vote of the Executive Board.

I REIMBURSEMENT

Upon request, the Executive Board may grant full or partial reimbursement of reasonable expenses incurred by any member attending Executive Board meetings, if such member represents and confirms a financial hardship in attending such meetings.

J. REMOVAL

An Executive Board member may be removed by a majority vote of the Executive Board for material violations which may include, but are not limited to, the following:

- Insufficient participation in Board activities
- Making public statements that are deemed detrimental to the association
- Violating the association Code of Ethics
- Engaging in conduct which is deemed by the Executive Board to be a conflict of interest, which may include the following situations:
 - Receipt of financial or material gain from a contract, grant or relationship with a vendor providing services or products to the association.
 - Knowingly participating in discussions and decisions on matters in which an association policy or decision would result in financial or material gain to a board member.
- Engaging in conduct or behavior deemed to be unbecoming or detrimental to the interests of the association.

ARTICLE VI

THE EXECUTIVE SECRETARY(IES) AND SUPPORT STAFF

A. The Executive Director shall select candidates for the position of Executive Secretary(ies) and other support staff as needed, and make recommendations to the Executive Board. The Executive Secretary(ies) and support staff shall be selected by a majority vote of the Executive Board and likewise may be dismissed by a majority vote of the Executive Board but in accordance with the terms of the contract by and between the Association and said Executive Secretary(ies) or support staff.

B. Under direction of the Executive Director, the Executive Secretary(ies) shall assist in the management of the general and specific business affairs of the Association.

C. General duties and responsibilities may include, but are not limited to:

1. Responsibility for the academic credit data input and maintenance of membership roster, to include all membership categories.
2. Maintenance of dues and assessment records, billings, receipts, and other revenues.
3. Preparation and maintenance of a membership list for all membership categories.
4. Other duties and responsibilities as may be delegated by the Executive Director.
5. Specific job duties, goals and objectives will be determined by the Executive Board and in conjunction with the Executive Director.

D. An Executive Secretary or support staff may not vote in the Executive Board or Association meetings unless voting as a principal or associate member as herein described.

E. The Executive Secretary(ies) and support staff shall receive a fee for services, as recommended by the Executive Director, and reimbursement for expenses, as may be deemed necessary and reasonable by majority vote of the Executive Board.

ARTICLE VII

THE EXECUTIVE DIRECTOR

A. The Executive Director shall be selected by a majority vote of the Executive Board and likewise may be dismissed by a majority vote of the Executive Board but in accordance with the terms of the contract by and between the Association and said Executive Director.

B. Under direction of the Executive Board, the Executive Director shall manage the general and specific business affairs of the Association.

C. Duties and responsibilities may include, but are not limited to:

1. Assist the Executive Board in the development of CAPAPGPC policies and procedures, strategic plans, and objectives, and under Board direction, implement those policies, procedures, plans and objectives.
2. In conjunction with the Executive Board, develop and implement an annual budget.
3. The Executive Director shall review and coordinate the efforts of the Audit Committee and has responsibility for the routine/daily financial affairs of the Association. The Executive Director is also responsible to immediately report to the Treasurer any financial discrepancies, concerns, or gaps in accounting principles identified by the Executive Director and/or the audit committee.
4. Serve as CAPAPGPC's primary spokesperson to the organization's constituents, the media and the general public.
5. Establish and maintain relationships with various organizations throughout the state and utilize those relationships to strategically enhance CAPAPGPC's Mission.
6. Manage organization staff, including recommendations for hiring, compensation, disciplinary actions and performance evaluations
7. Oversee marketing, educational outreach, and other communications efforts.
8. Review and approve contracts for services.
9. Prepare quarterly and annual financial statements and compare actual performance relative to budget.
10. Collaborate with Association Lobbyist to track, research and respond to legislative inquiries, proceedings and bills concerning the services and responsibilities of county Public Administrators, Public Guardians and Public Conservators.
11. Other duties as assigned by the Executive Board.
12. Specific job duties, goals and objectives will be determined by the Executive Board.

D. The Executive Director may not vote in the Executive Board or Association meetings.

E. The Executive Director shall receive a fee for services and reimbursement for expenses, as may be deemed necessary and reasonable by majority vote of the Executive Board.

ARTICLE VIII

PROPERTY INTEREST OF MEMBERS

The interest of any member, or associate, or affiliate member in the property of the Association shall cease with the termination of membership. All other membership classifications shall have no interest in the Association property. In the event the Association is dissolved, all Association liabilities shall first be paid, and the balance of any assets shall be distributed. Distribution shall be equally divided according to the Laws of the State of California.

ARTICLE IX

COMMITTEES

The President shall appoint the following committee chairpersons or committee members from the membership, said appointments to begin at the time of the annual meeting, and terminate at the time of the next annual meeting. Each committee shall make recommendations to the Executive Board and the Executive Board shall have final authority as to the actions to be taken by the Association.

A. LEGISLATIVE COMMITTEE

To consist of the Executive Board and as many membership-at-large as the Executive Board deems necessary. The President of the Association or their designee shall automatically act as Chairperson of the Committee.

B. AUDIT COMMITTEE

To periodically review and make sure the financial records are in proper order, and financial obligations are met in accordance with these by-laws and the laws of the State of California. To consist of not less than three (3) members selected from the active membership who are not holding office and to be appointed by the President.

C. STANDARDS AND CERTIFICATION BOARD

Shall consist of not less than five (5) active members in good standing and to be appointed by the President.

D. AD HOC COMMITTEES

To be appointed by the President and constituted as necessary.

E. CONSTITUTION AND BY-LAWS COMMITTEE

Shall consist of three (3) active members plus the Chairperson who shall be the President-Elect of the Association. The Committee will review all proposed changes, additions or deletions for

clarity, continuity and compatibility with the Constitution and By-Laws and recommend any further changes, when appropriate, to the Executive Board.

The Committee shall have the authority to rewrite any parts of the Constitution and By-Laws for the purpose of clarity and correcting grammatical errors when such revision does not alter the meaning or intent of the section. Each committee member may serve on the By-Laws Committee for two years. Membership for more than two years requires approval by the Executive Board.

F. NOMINATIONS COMMITTEE

Shall consist of the Chairperson, appointed by the President.

G. WEBSITE COMMITTEE

Shall consist of at least one Executive Board Member and the Executive Secretary(ies) and as many members in good standing as the President deems necessary. The committee shall have responsibility for website content, shall provide input to the Executive Board on any website-related issues and may suggest to the Board changes in the website, its function, design or content.

ARTICLE X

AMENDMENTS TO CONSTITUTION - BY-LAWS

A. The Constitution By-Laws may be amended by a majority Principal vote at any annual or special meeting, provided the Secretary shall have provided to all voting members copies of the proposed changes to Constitution By-Laws not less than thirty (30) days prior to the meeting of the Association. Changes to the Constitution By-Laws proposed during an open meeting of the Association shall be voted upon at the next general meeting of the Association.

B. When necessary the Executive Board has the power to propose resolutions governing the conduct of the Association's affairs. Said resolutions when adopted by majority Principal vote, has the power and authority of the By-Laws.

BE IT RESOLVED that the Constitution and By-Laws of the California State Public Administrators, Public Guardian, and Public Conservators Association was amended and adopted by majority vote of the Association in meeting assembled at Sacramento, California, this 21st day of September, 2015.

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