

**CARSON CITY EMPLOYEES ASSOCIATION
CONSTITUTION / BY-LAWS
TABLE OF CONTENTS**

CONSTITUTION.....	
ARTICLE I - NAME.....	
ARTICLE II - OBJECTIVES.....	
ARTICLE III - MEMBERSHIP.....	
ARTICLE IV - STRUCTURE.....	
ARTICLE V - AMENDMENT.....	
ARTICLE VI - ADOPTION.....	
BY-LAWS.....	
ARTICLE I - MEMBERSHIP.....	
Section I - Active.....	
Section II - Associate.....	
Section III - Honorary.....	
Section IV - Lay-Off.....	
Section V - Conditions for Termination.....	
Section VI - Grievance/Board.....	
Section VII - Hearing/Board.....	
Section VIII - Non - Members.....	
ARTICLE II - CERTIFICATES OF MEMBERSHIP.....	
Section I - Certification.....	
ARTICLE III - MEMBERSHIP MEETINGS.....	
Section I - Location and Time.....	
Section - II - Annual.....	
Section III - General.....	
Section IV - Special.....	
Section V - Call/Request.....	
Section VI - Days to Hold Meetings.....	
Section VII - Notice.....	
Section VIII - Changes to Contracts.....	
ARTICLE IV - DUES.....	
Section I - Fees.....	
Section II - Computation.....	
Section III - Authority.....	
Section IV - Meeting/Dues Increases.....	
Section V - Notification.....	
Section VI - Part Time Dues.....	
ARTICLE V - CANDIDATES.....	
Section I - Qualifications.....	
Section II - Monthly Compensation.....	
Section III - Probation.....	
ARTICLE VI - ELECTIONS.....	
Section I - Nominations.....	
Section II - Procedure.....	
Section III - Certification.....	

Section IV - Proxy.....	
Section V - Dual Offices.....	
Section VI - Absentee Ballots.....	
Section VII - Write-In.....	
Section VIII - Observers.....	
Section IX- Observers.....	
Section X - Special Mailing.....	
Section XI - Mailing Expense.....	
Section XII - Administrative Leave.....	
Section XIII - Election Records.....	
ARTICLE VII - BOARD OF DIRECTORS.....	
Section I – Quorum.....	
Section II - Misconduct.....	
Section III - Expenditures.....	
ARTICLE VIII - DUTIES OF THE BOARD OF DIRECTORS.....	
Section I - Administration.....	
Section II - Powers, General.....	
Section III -Authority, Specific.....	
ARTICLE IX - DUTIES OF THE OFFICERS.....	
Section I - President.....	
Section II - Vice - President.....	
Section III - Secretary.....	
Section V - Treasurer.....	
ARTICLE X - MEETINGS OF THE BOARD OF DIRECTORS.....	
Section I - Location.....	
Section II - Requirements.....	
Section III - Special.....	
Section IV - Notices.....	
Section V - Quorum.....	
Section VI - Contract/By-Laws revisions.....	
ARTICLE XI - VACANCIES.....	
Section I - Cause/Action.....	
ARTICLE XII - COMMITTEES.....	
Section I - Appointment.....	
Section II - Standing.....	
Section III - Reports.....	
ARTICLE XIII - EMPLOYEE MAILING LISTS.....	
Section I - Use of Mailing List.....	
ARTICLE XIV - STANDING RULES FOR CCEA MEETINGS.....	
Section I - Order of Business.....	
Section II - Rules and Regulations.....	
Section III - Meeting Protocol.....	
Section IV - Meeting Protocol.....	
Section V - Meeting Protocol.....	
Section VI - Meeting Protocol.....	
Section VII - Meeting Protocol.....	
ARTICLE XV - RESIGNATIONS.....	

Section I - Window Periods.....	
ARTICLE XVI - OPINIONS.....	
Section I - Opinion Submission to Board.....	
ARTICLE XVII - BONDING.....	
Section I - Bonding.....	
ARTICLE XVIII - LEGAL COUNCIL.....	
Section I - Board Authority.....	
Section II - Non-Member Uniform Fees Schedule.....	
ARTICLE XIX - BY-LAWS.....	
Section I - Committee.....	
Section II - Preparation.....	
Section III - Special Meetings.....	
Section IV - Revisions.....	
Section V - Special Meetings.....	
ARTICLE XX - PARLIAMENTARY AUTHORITY.....	
Section I - Roberts' Rules.....	

CONSTITUTION

ARTICLE I – NAME

This organization, incorporated in the State of Nevada, shall be known as the Carson City Employees Association, Incorporated (C.C.E.A.); hereinafter referred to as "The Association".

ARTICLE II – OBJECTIVES

Section I: To work for and promote the welfare of the citizens of the community by the advancement and improvement of city services, and to secure conditions necessary to promote greater efficiency, competence, and cooperation of public employees and the public employer.

Section II: To promote the economic and social welfare of public employees through unity of action and mutual cooperation.

Section III: To promote the welfare of the membership, and to provide a voice in the determination of terms and conditions of employment.

Section IV: To secure economic advantages for the membership through organization and collective bargaining.

Section V: To negotiate with the public employer regarding disputes, wages, hours, or working conditions.

Section VI: To do whatever is necessary and proper to carry out these objectives, provided these activities are lawful and in compliance with the laws of the State of Nevada.

ARTICLE III – MEMBERSHIP

All employees of the City of Carson shall be eligible for membership in the Association without regard to ancestry, age, color, creed, disability, national origin, political belief, race, religion or sex.

Section I: There shall be three (3) classes of membership: Active, Associate, and Honorary.

Section II: There shall be three (3) classes of membership meetings, General, Special and Annual.

Section III: Definition: "Member in good standing," includes any person who has fulfilled the requirements for membership in the Association, has remained current on organization dues and who neither has voluntarily withdrawn from membership nor has been expelled or suspended from membership after appropriate proceedings consistent with lawful provisions of the constitution and bylaws of such organization.

ARTICLE IV – STRUCTURE

Section I: The Board of Directors shall consist of a President, Vice-President, Secretary, and Treasurer as elected officers, and five (5) elected directors.

Section II: The Board of Directors shall be the governing body of the Association.

Section III: The administrative office and meeting facility shall be in the city of Carson, State of Nevada.

ARTICLE V – AMENDMENT

The Constitution may be adopted and subsequently amended by:

Section I: Any membership meeting by a two-thirds (2/3) vote of those members in attendance, provided that the notice of the meeting contained a copy of the proposed amendment.

Section II: A special meeting by a two-thirds (2/3) vote of those members in attendance, provided the amendment was submitted in writing at a previous membership meeting.

ARTICLE VI – ADOPTION

This Constitution, upon adoption, shall supersede any and all governing regulations of the Association. This shall not preclude any duly elected officer or director from serving the term for which elected.

BY-LAWS

ARTICLE I – MEMBERSHIP

Section 1 - Active: Active membership shall be any employee of the City of Carson who has applied for membership on a form approved by the Board of Directors and is paying dues as prescribed by the Association. Applications must be submitted to the Board of Directors and signed by a Board Member. Only active members shall be entitled to all rights and privileges of the Association, including full voting powers and the right to seek and hold office as prescribed in these by-laws.

Section II - Associate: Associate membership in the Association shall be conferred for life upon all active members, in good standing, who have retired under the terms and conditions specified in the Nevada Revised Statutes. Such associate members shall not be subject to the payment of dues and shall be entitled to all the rights and privileges accorded active members, with the exception of the right to vote or hold office in the Association. Associate members shall, however, have the privilege of participating in the affairs of the Association.

Section III - Honorary: Honorary membership may be conferred upon any person, except those employed by the City of Carson, whose interests coincide with the objectives of the Association. Any active member may recommend an individual for honorary membership by placing the individual's name in nomination at any general meeting. A majority vote of those members present will secure the nomination, should there be a question regarding the suitability of the applicant, the matter will be referred to the membership committee for investigation. A report and recommendation will be presented to the Board of Directors for a decision. Honorary members shall not be entitled to vote, hold office or participate in the affairs of the Association.

Section IV - Lay-off: An active member, in good standing, who, by virtue of economic conditions or an action of the City management and through no personal fault, is placed on lay-off status, may elect to continue membership in the Association. The intent to continue active membership must be communicated to the Treasurer in writing together with an arrangement for dues payment within ten (10) days of lay-off notification.

Section V - Conditions for Termination: Membership in the Association shall cease upon resignation, uncontested termination or dismissal from City service for just cause. Additionally, failure to pay dues or action determined by a majority vote of the Board of Directors to be contrary and detrimental to the objectives of the Association shall result in loss of membership.

Section VI - Grievance/Board: No member claiming to be aggrieved regarding membership by any action of the Association, or of any officer, director, or committee shall be denied the right of appeal to the Board of Directors. Any Board member personally involved in said grievance appeal shall be disqualified from the proceedings. Contested membership shall be terminated by a two-thirds (2/3) vote of the Board of Directors.

Section VII - Hearing/Board: Any active member, in good standing, may request to appear before the Board of Directors on any matter by contacting a board member and requesting to be placed on the agenda of the next Board meeting. Board of Directors meetings are open to any active member.

Section VIII - Non - Members: Whereas it is incumbent upon the Association to uphold the integrity of the collective bargaining agreement, and whereas, the Association is obligated by law to represent all eligible employees regardless of membership. Therefore, the Association now establishes a fee schedule for nonmembers who request to be represented by the Association through its collective bargaining agreement, and Wherein, nonmembers may select outside representation or legal council to represent their issues through the various grievance procedures, let it be known that all costs incurred are the sole liability of the nonmember instituting said action."

ARTICLE II - CERTIFICATES OF MEMBERSHIP

Section I - Certification: Every member, in good standing, shall be entitled to have a membership card upon request

ARTICLE III - MEMBERSHIP MEETINGS

Section I - Location and Time: All meetings of the general membership for any purpose, may be held at such time and place in Carson City, State of Nevada, as shall be stated in the notice of the meeting.

Section II - Annual: An annual meeting of the general membership shall be held in the first quarter of the year (January, February, March). These meetings are held to permit the Board of Directors to present reports to the membership and provide for the election of Board members whose terms have expired.

Section III - General: General meetings of the membership may be held at any time and for any purpose, for the discussion of matters which may be beneficial to the Association.

Section IV - Special: Special meetings of the membership may be held at any time to consider specific matters only. The notice of the meeting shall state these purposes. Business transacted at special meetings is limited to those purposes stated in the notice.

Section V - Call/Request: Meetings may be called by the President with the approval of a majority of the board of Directors or upon written request of at least ten (10) percent or twenty-five (25) active members whichever is the greater.

Section VI - Days to Hold Meetings: General meetings for the purpose of conducting business and any general elections or voting by membership shall be held Monday thru Thursday only.

Section VII - Notice: Written notice of meetings shall be posted at least seven (7) days before the date of meeting.

Section VIII - Changes to Contracts: All changes to contracts or agreements shall be submitted to the CCEA Secretary typed and initialed by all parties to the agreement two weeks prior to mailing of proposed contract or agreements.

ARTICLE IV – DUES

Section I - Fees: There will be no initiation or admission fee for any accepted applicant.

Section II - Computation: The annual Association dues shall be computed on a base rate or as established by the Board of Directors.

Section III - Authority: The Board of Directors shall have the authority and be empowered to raise the Association dues by augmenting the established base rate. The percentage of increase shall be tied to, but not exceed, a uniform increase received by all active members.

Section IV - Meeting/Dues Increases: The Board of Directors, prior to any dues increase, shall call a membership meeting to discuss and receive input from the general membership.

Section V - Notification: Notification to all Association members of any dues increase as herein provided shall be accomplished no later than fifteen (15) days after the date of such action.

Section VI - Part Time Dues: Permanent seasonal and permanent half-time employees may pay one-half of the current dues rate directly to the Treasurer on a monthly basis in order to maintain membership in the Association.

ARTICLE V – CANDIDATES

Section I - Qualifications: All candidates for board of directors shall be active members, in good standing, of the Association for a period of six (6) consecutive months before they may be nominated and elected to positions on the board. Candidates for officers shall have spent one term on board of directors to be eligible for executive position.

Section II - Monthly Compensation: A monthly compensation shall be paid to the officers in the positions of President, Vice President, Treasurer and Secretary. Compensation amount is to be determined by the general membership by official ballot. Salaries shall be commensurate.

ARTICLE VI – ELECTIONS

Section I - Nominations: Members will be notified 30 days in advance to upcoming elections. Active members who are eligible and willing to run for positions will be added to the list of candidates 20 days prior to elections.

Section II - Procedure: Elections will be held in the first quarter of each year (January, February, March). Voting shall proceed, using a written ballot, for all vacancies or expiring terms of officers and directors. Upon completion of the voting, the President shall appoint a committee to count and record the results of the balloting and absentee ballots.

Section III - Certification: Officers and directors shall be elected by plurality and shall serve a term of two (2) years except when By-law changes extend the terms. They shall qualify to take office upon completion of the ballot count, and, being sworn in, thereby being declared elected. The newly elected Board members may request assistance from the outgoing Board members during a one (1) month transition. Newly elected Board members shall attend a CCEA Board of Directors approved training program.

Section IV - Proxy: Voting by proxy shall be prohibited.

Section V - Dual Offices: A member shall not hold more than one elected office concurrently, except in emergency temporary service.

Section VI - Absentee Ballots: Absentee ballots may be obtained from any officer or board member. Absentee ballots will only be allowed for contractual issues or voting for candidates.

Section VII - Write-In: Voting by writing in the name of a person who was not duly nominated shall not be permitted. Any such ballot shall be declared void.

Section VIII - Observers: Every eligible candidate shall have the right to have one observer present at any designated polling place at all times said polling place is open for voting.

Section IX - Observers: Every eligible candidate shall have the right to have one observer present at all times during which ballots are being counted.

Section X - Special Mailing: If a CCEA candidate wishes a special mailing by CCEA, every eligible candidate, upon request of the board, shall have the right to have the CCEA distribute by mail or otherwise, campaign literature in support of his candidacy to all members in good standing. The candidates shall bear all expenses connected with the distribution of literature on his/her behalf and shall be required to deposit with the Treasurer in advance of such distribution, an amount sufficient to pay the estimated cost of distribution. DISCLAIMER: The opinions expressed shall not be construed to be the opinion of the CCEA Board.

Section XI - Mailing Expenses: Every candidate shall be treated equally with respect to expenses charged by the CCEA in connection with the distribution of campaign literature and there shall be no discrimination in favor of or against any candidate with respect to the use of membership lists.

Section XII - Administrative Leave: The CCEA Board may grant administrative leave without discrimination to those campaigning for office.

Section XIII - Election Records: All election records shall be impounded immediately and shall be reserved by the Secretary for a period of two years.

ARTICLE VII - BOARD OF DIRECTORS

Section I - Quorum: A majority of the Board of Directors shall be necessary to constitute a quorum for the transaction of business.

Section II - Misconduct: Misconduct on the part of an officer or director shall cause suspension from that position, upon a majority vote of the Board, until an investigation is made. The Board may appoint a temporary replacement for any member so suspended. Charges shall be served on the member accused, in writing, at least ten (10) days prior to a hearing before the Board of Directors. If charges are substantiated, the accused member shall be removed from office and the vacancy filled as prescribed in these BY-LAWS.

Section III - Expenditures: There shall be no expenditures, in excess of five hundred (500) dollars, from the general fund unless authorized by a majority vote of the Board of Directors.

ARTICLE VIII - DUTIES OF THE BOARD OF DIRECTORS

Section I - Administration: The administration of the Association is vested in the Board of Directors.

Section II - Powers, General: The Board of Directors:

- (A) Shall have all powers expressly granted by the Constitution and By-Laws.
 - (B) Shall have general authority not inconsistent therewith to formulate the programs and administer the affairs of the Association.
 - (C) May adopt such powers as it deems expedient and consistent with the Constitution and By-Laws.
- Section III - Authority, Specific: The Board of Directors:
- (A) Shall provide for the disbursement of funds, either by special or general authorization. Authorize the employment of such persons as may be necessary to promote the policies and purpose of the Association.
 - (B) Shall provide for such expenditures as are necessary and proper to carry out the policies of the Association and to educate the general public as to the merits of such policies. Funds surplus to current needs may be invested in any manner permitted by Nevada law.
 - (C) Shall provide to the membership a semi-annual financial statement outlining the financial position of the Association.
 - (D) Shall be required to authorize press releases with majority signature consent.

ARTICLE IX - DUTIES OF THE OFFICERS

Section I - President: The President shall preside over all meetings, enforce observance of the constitution and by-laws, and assure that Roberts' Rules of Order shall govern all cases not provided by in the by-laws. The President shall not make or second any motion. A vote is cast by the President only when necessary to break a tie vote of the Board of Directors. The President shall be responsible for the Board of Directors and committees in the performance of their respective duties: to appoint all committees not otherwise provided for (see Article XII); to inspect and announce the results of balloting or other voting of the Association; to countersign all warrants drawn by the Secretary and all checks by the Treasurer and execute all contracts and other instruments in writing authorized by the board of Directors.

Section II - Vice President: It shall be the duty of the Vice-President to assist the President and to preside should the President be absent. Vice President shall be the chairman of the Constitution/By-Laws Committee.

Section III - Secretary: It shall be the duty of the Secretary to attend all meetings of the Association and the Board of Directors, to accurately keep the minutes, to prepare and/or review all communications, issue all notices and ballots required: to post bulletins of information to the membership and to report as necessary to the Board of Directors at each meeting of the membership. The Secretary shall be the custodian of all Association property except as otherwise provided in the By-Laws. Upon leaving office, the Secretary will turn over to the legally elected and qualified successor, or other such person as the Board of Directors may direct, all money, books, papers and other effects in possession which are the property of this Association.

Section IV - Treasurer: It shall be the duty of the Treasurer to receive and safely keep all moneys belonging to the Association; accurately issue and assure all checks have the required two (2) signatures; assure the maintenance of a detailed account of all income and expenditures of the Association; prepare a financial report for the Board of Directors at each meeting, Upon leaving office, the Treasurer will turn over to the legally elected and qualified successor or other such person as the Board of Directors may direct, all moneys, books, papers and other effects in possession which are the property of the Association. The board of Directors shall cause an audit of the Association books at the time of transition.

ARTICLE X - MEETINGS OF THE BOARD OF DIRECTORS

Section I - Location: The Board of directors of the Association may hold meetings, General, Special, or Annual, at any location within the City of Carson, State of Nevada.

Section II - Requirements: Meetings of the Board of Directors may be held at such time and place as may be determined by the President, provided, however, the board shall meet at least every three months. Reasonable notice and general concurrence shall be required.

Section III - Special: Special meetings of the Board of Directors may be called by the President with the approval of a majority of the Board or upon written request of at least ten (10) percent or twenty-five (25) active members, whichever is greater.

Section IV - Notices: Written notice of meetings shall be posted at least seven (7) days before the date of the meeting. Emergency meetings shall require as much notice as possible as dictated by the circumstances.

Section V - Quorum: At all meetings of the Board of Directors a majority of the members shall constitute a quorum for the transaction of business. The act of a majority of the members at any meetings at which there is a quorum shall be the act of the Board of directors, except as may be otherwise provided by statute or these By-Laws. If a quorum shall not be present at any meeting of the board of Directors, the only business which may be transacted is to set a time and place for another meeting and to adjourn.

Section VI - Contract/By-Laws Revisions: Any revisions to the Contract or By-Laws or proposed new documents shall be submitted to the Association membership for review no less than twenty (20) days prior to a meeting of the membership. All additions and deletions shall be shown in context.

ARTICLE XI – VACANCIES

Section I - Cause/Action: Any officer or director of the Association may resign upon giving written notice to the Board of Directors. Any unexpired term caused by resignation, death or disability of any officer or director shall be filled by the Board of Directors until the next succeeding election.

ARTICLE XII – COMMITTEES

Section I - Appointment: The President of the Association, with the majority consent of the Board, upon assuming office each year, shall appoint such committees as shall be found necessary. Existing standing committees shall be reviewed, at least annually or at a board members request, and members replaced or appointed as necessary.

Section II - Standing: Standing committees shall consist of but not be limited to the following:

- (A) Membership
- (B) Activities
- (C) Grievance
- (D) Insurance
- (E) Negotiations
- (E) Constitution/By-Law Committee
- (F) Information Committee

Section III - Reports: Each committee chairman shall submit an operating procedure and all proceedings of the committee meetings, upon request, to the Board of Directors.

ARTICLE XIII - EMPLOYEE MAILING LISTS

Section I - Use of Mailing List: The employee mailing list may not be used by any other organization outside the CCEA. Should any organization or political candidate request a mailing to the members, it must be approved by the Board and mailed directly from the CCEA. The requesting party must submit a deposit for estimated costs of the mailing.

ARTICLE XIV - STANDING RULES FOR CCEA MEETINGS

Section I - Order of Business: The regular order of business may be suspended by a vote of the meeting, at any time, to dispose of anything urgent.

Section II - Rules and Regulations: President shall enforce these rules and regulations and may direct that member be removed from the meeting for violation of these rules.

Section III - Meeting Protocol: Every member, while speaking, shall adhere to the question under debate, avoiding all personality conflicts and indecorous language. All members shall have the right to express their views, arguments and opinions upon any business properly brought before the Board.

Section IV - Meeting Protocol: No member shall interrupt another while speaking, except to state a point of order; the President shall decide the point of order without debate.

Section VI - Meeting Protocol: No member shall speak more than once on the same question until all members wishing to speak have had an opportunity to do so; nor more than twice without permission of the chair; nor more than five minutes at one time. The President shall first caution and then end the presentation if he/she finds it to be repetitive.

Section VII - Meeting Protocol: No subject of a religious nature shall at any time be considered a proper order of business before a meeting of CCEA

ARTICLE XV – RESIGNATIONS

Section I - Window Periods: The window period for resignations from the CCEA shall be quarterly in the first applicable payday in March, June, September, or December.

ARTICLE XVI – OPINIONS

Section I - Opinions Submission to Board: Members who wish to express their opinions to the membership may submit a written, notarized copy to the Board for approval. Opinions on proposed contracts of negotiations must be submitted at least fifteen (15) days prior to an election. Verifiable information must be submitted when referencing figures and dates. Personal attacks will not be distributed. The Board will retain the right to reject improper submissions. DISCLAIMER: The opinions expressed shall not be construed to be the opinion of the CCEA Board.

ARTICLE XVII – BONDING

Section I - Bonding: Any officer, director or active member may be bonded at the expense of the Association.

ARTICLE XVIII - LEGAL COUNSEL

Section I - Board Authority: The Board of Directors shall have the authority to retain legal council. Under terms agreed to by both parties, the Attorney shall advise the President and the Board of Directors on all legal matters pertaining to the Association.

Section II - Non-Members Uniform Fees Schedule:

Grievance Consultation	A minimum of sixty dollars for the first hour and each additional hour will be prorated accordingly
Informal Grievance Step	Same as above
First Step (is Step)	same as above
Second Step (2 Step)	Same as above
Third Step (3rd Step if applicable)	Same as above
Pre- Termination Hearings	Same as above
Post Termination Hearings	Same as above
Arbitration's	Same as above
Hearing Officer Fee	One hundred percent (100) of the billed fee. Usually six hundred dollars.
Arbitrator's Fee	One hundred percent (100) of the billed fee which includes lodging, travel, and brief preparation. Usually, three to six thousand dollars.
Association Attorney Fee	One hundred percent of the billed fee, which will cost two hundred dollars per hour.

ARTICLE XIX - BY-LAWS

Section I - Committee: A duly appointed By-Laws Committee or any active member, in good standing, may propose amendments to these By-Laws. These proposals shall be submitted, in writing, for approval, to the Board of directors to be reviewed by the By-Laws committee.

Section II - Preparation: The By-Laws Committee shall review and prepare, in typewritten form, the proposed amendments in context for membership review twenty (20) days prior to the Special Meeting of the membership.

Section III - Special Meetings: The Board of Directors shall call a special meeting of the membership for discussion of the proposed changes. Revisions shall only be made by an affirmative vote of 2/3 of the members present at that meeting.

Section IV - Revisions: If revisions are called for, the revised document shall be reissued in final form to each City Department through inter-office mail within fifteen (15) days.

Section V - Special Meetings: The Board of Directors shall call a special meeting of the membership for the purpose of voting on the By-Laws. The membership shall receive at least thirty (30) days posted notice of such meeting. A majority of the membership voting shall decide the issue and the amended By-Laws shall become effective immediately upon passage.

ARTICLE XX - PARLIAMENTARY AUTHORITY

Section I - Roberts' Rules: Roberts' Rules of Order, as revised, shall govern all cases not specifically provided for in these By-Laws.

I, Cindy Gower, President, and Brian Doyal, Secretary, of the CARSON CITY EMPLOYEES ASSOCIATION, a non-profit Nevada Corporation, hereby certify that the following is a true and correct copy of a resolution duly adopted by the Board of Directors of said corporation at a meeting duly called and held on February 4th 2015 at which a quorum at all times was present, in accordance with the constitution and By-Laws of said corporation, and that said resolution has not been modified or rescinded and is still in force and effective:

- WHEREAS: The Carson City Employees Association has grown and changed since the adoption of the present Constitution and By-Laws: and
- WHEREAS: The proposed new Constitution and By-Laws reflect and make accommodations for the growth and changes experienced by the Association: and
- WHEREAS: That the Constitution and By-Laws appended hereto is hereby adopted and placed into effect as the current Carson City Employees Association Constitution and by-Laws. We further certify that said corporation is duly organized and existing and has the power to take the action called for by the aforesaid resolution