

ADDA BY LAWS AMENDMENTS
(Effective October 21, 2008)

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PURPOSE AND BY-LAWS of ASSOCIATION OF DEPUTY DISTRICT ATTORNEYS .
(As Amended Eff. October 21, 2008)

ARTICLE I

OFFICES

- 1.1 Principal Office. The Board of Directors shall fix the location of the principal executive office of the Association at any place within Los Angeles County, State of California. Unless otherwise specified, the principal office shall be 210 West Temple Street, 18th Floor, Los Angeles, California.
- 1.2 Name. The organization shall be known as the Association of Deputy District Attorneys.

ARTICLE II

MEMBERS AND MEMBER MEETINGS

- 2.1 Place of Meetings. Meetings of members shall be held at any place within Los Angeles County designated by the Board of Directors.
- 2.2 Special Meetings. A special meeting of the members may be called at any time by the president, or by a petition signed by either a majority of the Board of Directors or by not less than ten percent of the members in good standing.

If a special meeting is called by any person or persons other than the Board of Directors, the request shall be in writing, specifying the time of such meeting and the general nature of the business proposed to be transacted, and shall be delivered personally or sent by certified or electronic mail or by telegraphic or other facsimile transmission to the president, or the secretary of the Association of Deputy District Attorneys (“corporation” or “Association”). The secretary shall promptly give members in good standing notice, in accordance with the provisions of Sections 2.3 and 2.4, that a meeting will be held at the time requested by the person or persons calling the meeting. If the notice is not given within twenty days after receipt of the request, the person or persons requesting the meeting may give the notice. Nothing contained in this paragraph shall be construed as limiting, fixing or affecting the time when a meeting of members called by action of the Board of Directors may be held.

- 2.3 Notice of Members’ Meetings. All notices of meetings of members shall be sent or otherwise given in accordance with Section 2.4 not less than ten nor more than sixty days before the date of the meeting. The notice shall specify the place, date and hour of the meeting and (i) in the case of a special meeting, the general nature of the business to be transacted, or (ii) in the case of the annual meeting, those matters which the Board of Directors, at the time of given the notice, intends to present for action by the members.

If action is proposed to be taken at any meeting for approval of (i) a contract or transaction in which a director has a direct or indirect financial interest, (ii) an amendment of the articles of incorporation, (iii) a reorganization of the corporation, or (iv) a voluntary dissolution of the

corporation, the notice shall also state the general nature of that proposal.

- 2.4 Manner of Giving Notice: Affidavit of Notice. Notice of any meeting of members shall be given either personally or by first-class mail or electronic mail or telegraphic or other written communication, charges prepaid, addressed to the member at the address of that member appearing on the books of the corporation or given by the member to the Association for the purpose of notice. If no such address appears on the corporation's books or is given, notices shall be deemed to have been given if it is posted on the corporation's internet website for the period set forth in Section 2.4. Notice shall be deemed to have been given at the time when delivered personally or deposited in the mail or sent by electronic mail or telegram or other means of written communication, or posted on the Association's website.

A certificate of the mailing or other means of giving notice of any members' meeting shall be executed by the president, secretary, or any other person so authorized by the Board of Director or the Executive Committee, and shall be filed and maintained in the minute book of the Association.

- 2.5 Quorum. The presence in person of, the lesser of thirty-three percent (33%) of the members in good standing or 100 members in good standing, shall constitute a quorum for the transaction of business. The members present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the members required to constitute a quorum.

- 2.6 Adjourned Meeting; Notice. Any members' meeting, whether or not a quorum is present, may be adjourned from time to time by the vote of the majority of the members represented at that meeting in person, but in the absence of a quorum, no other business may be transacted at that meeting, except as provided in Section 2.5

When any meeting of members, either annual or special, is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place are announced at the meeting at which adjournment is taken, unless the adjournment is for more than forty-five days from the date set for the original meeting, in which case the board of directors shall set a new record date. Notice of any such adjourned meeting shall be given to each member in good standing in accordance with the provisions of Section 2.3 and 2.4. At any adjourned meeting the Association may transact any business which might have been transacted at the original meeting.

- 2.7 Voting. The members entitled to vote at any meeting of members shall be determined in accordance with the provisions of Section 2.9. The members' vote may be by voice vote or by written ballot; provided, however, that any election for directors must be by written ballot. If a quorum is present, the affirmative vote of the majority of the members at the meeting and entitled to vote on any matter shall be the act of the members, unless the vote of a greater number is required by the articles of incorporation or the bylaws.

- 2.8 Waiver of Notice or Consent by Absent Members. The transactions of any meeting of members, either annual or special, however called and noticed, and wherever held, shall be as valid as though concluded at a meeting duly held after regular call and notice, if a quorum be present in person. Attendance by a person at a meeting shall also constitute a waiver of notice of that meeting, except when the person objects, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened, and except that attendance

at a meeting is not a waiver of any right to object to the consideration of matters not included in the notice of the meeting if that objection is expressly made at the meeting.

- 2.9 Record Date for Member Notice, Voting and Giving Consents. For purposes of determining the members entitled to notice of any meeting or to vote or entitled to give consent to any action without a meeting, the board of directors may fix, in advance, a record date, which shall not be more than sixty days nor less than ten days before the date of any such meeting nor more than sixty days before any such action without a meeting, and in this event only members of record on the date so fixed are entitled to notice and to vote or to give consents, as the case may be, unless otherwise required by state law or county code.

If the board of directors does not so fix a record date, the record date for determining members entitled to notice of or to vote at a meeting of members shall be at the close of business on the business day next preceding the day on which the meeting is held.

- 2.10 Inspectors of Election. Before any meeting of members, the board of directors may appoint any persons other than nominees for office to act as inspectors of election at the meeting or its adjournment.
- 2.11 Membership and Dues. Membership in the Association is limited to non-managerial Los Angeles County deputy district attorneys (Grade I through Grade IV), or such other individuals deemed appropriate by a 2/3 vote of the Board of Directors. The membership dues and method of collection shall be established by the Board, and an applicant for membership will become a member 30 days after submission of a signed payroll dues deduction form and withdrawal of funds via payroll deduction. A member in good standing is one whose dues are not more than 15 days in arrears. Only members in good standing may vote on any action.
- 2.12 Associate Membership and Dues. Upon a 2/3 vote of the Board of Directors, individuals not otherwise eligible for membership in section 2.11 may be permitted to maintain an Associate Membership in the Association. Such Associate Membership shall not entitle the Associate Member to any voting rights, or eligibility to serve as a Board Member or Officer.

ARTICLE III

DIRECTORS

- 3.1 Powers. The Board of Directors shall consist of the Association's officers and directors ("Board Members"). Subject to the provisions of the articles of incorporation, and these bylaws relating to action required to be approved by the members, the Board of Directors and the Executive Committee shall manage the affairs of the Association. All appropriations of funds of the Association must be authorized by the Board of Directors, although the Executive Committee is authorized to make expenditure of those funds previously authorized by the Board of Directors. It shall have power to hire and terminate employees as may in its discretion seem proper or may be provided for by action by the members; fix compensation of employees; institute and maintain on behalf of the Association all necessary actions, proceedings and prosecutions directed by the members or which in the discretion of the Board of Directors may be necessary or proper to carry out the will or objects of the Association and perform such other duties as may be prescribed by these bylaws or resolutions of the Association.

Each director shall be responsible for maintaining contact with and representing the interests of specified groups of members. At the first meeting of the newly elected Board of Directors, the President shall assign to each director the group of members that the director will be responsible for contacting and representing. The specified groups collectively shall constitute the entire District Attorney's Office.

- 3.2 Number and Qualification of Directors. The authorized number of Board Members shall be twenty-one (21) (which includes the Association's officers) until changed by a duly adopted amendment to the articles of incorporation or by an amendment to this bylaw adopted by the written vote of the members. Only those individuals who have been members in good standing of the Association for at least one year are eligible to be a candidate for director; provided they have filed a nominating petition which includes the signatures, printed name, and employee number of at least twenty members in good standing (excluding the candidate for director) with the Association's Secretary within the time limit proscribed in the bylaws.
- 3.3 Election and Term of Office of Directors. An election for directors shall be held the earlier of three years from the date the directors have taken office, or within 12 months from the date a contract is ratified by the membership. An extension of or modification to an existing contract with the County shall not cause an election to be held. Unless otherwise required by Los Angeles County Code or applicable California Law, the Secretary shall cause a Notice of Election to be prominently published at least 60 days prior to the election in any Association newsletter to members or on the Association's website, or may mail the notice to each member in good standing. Nominating Petitions shall be filed with the Secretary no later than 30 days after the Notice of Election is published. Existing directors shall file their petitions no more than eleven business days after the Notice of Election has been sent. The Secretary shall publish to all members in good standing the names of those individuals seeking reelection no later than thirteen business days after the Notice of Election has been sent. Such notification may be by United States mail, e-mail, posting on the Association's website, or any other means that is designed to give timely notice to members. Ballots for the election shall be mailed to each member in good standing at least 10 days prior to the election date. If there are insufficient numbers of candidates for the open seats, then the Secretary may declare there is an uncontested election, and cancel the election declaring the candidates as the elected directors. Each director, including a director elected to fill a vacancy, shall hold office until the expiration of the term for which elected and until a successor has been elected and qualified, whichever is later. All terms of office shall begin on the first regular meeting date in January following the election. Provided however, that the Board of Directors in office as of the date the County of Los Angeles certified the Association of Deputy District Attorneys as the bargaining agent for Los Angeles County deputy district attorneys, shall not face an election until the earlier of: (1) within one year after a collective bargaining agreement has been approved by the members in good standing an election shall be held, or (2) three years from the date these bylaws are adopted.
- 3.4 Resignation and Removal of Directors. Any director may resign effective upon giving written notice to the president, or the secretary or the board of directors of the Association, unless the notice specifies a later time for the effectiveness of such resignation, in which case such resignation shall be effective at the time specified. Unless such resignation specifies otherwise, its acceptance by the Association shall not be necessary to make it effective. The board of directors may declare vacant the office of a director who has been declared of unsound mind by an order of court or convicted of a felony. If a written petition signed by at least thirty-three percent of the members in good standing is presented to the Association's Secretary or President, any and all of the directors may be removed without cause if such removal is approved by the affirmative vote of a majority of the members entitled to vote. No reduction of the authorized

number of directors shall have the effect of removing any director before his or her term of office expires. If any director fails to meet his or her obligations to the Association and/or its members, that director may be removed from office by a two-thirds vote of all Board Members (not just those present at a quorum).

- 3.5 Vacancies. Vacancies on the board of directors may be filled by a majority vote of the remaining board members, even if the remaining board members do not constitute a quorum. However, if a vacancy is created by the removal of a director by the vote of the members, or by court order, may be filled only by the election procedures. Each director so elected shall hold office until the next annual election first held after such appointment, and until a successor has been elected and qualified. The term of office of any director not elected by the members shall terminate upon the election of a successor.

A vacancy in the board of directors exists as to any authorized position of director which is not then filled by a duly elected director, whether caused by death, resignation, removal, increase in the authorized number of directors or otherwise.

The members may elect a director or directors at any time to fill any vacancy or vacancies not filled by the directors.

- 3.6 Place of Meetings and Meetings by Telephone. Regular meetings of the Board of Directors may be held at any place within or outside the State of California that has been designated from time to time by resolution of the board. In the absence of such a designation, regular meetings shall be held at the principal office of the Association. Special meetings of the board shall be held at any place within or outside the State of California that has been designated in the notice of the meeting or, if not stated in the notice or if there is no notice, at the principal office of the Association. Any meeting, regular or special may be held by conference telephone or similar communication equipment, so long as all directors participating in the meeting can hear one another, and all such directors shall be deemed to be present in person at the meeting.

- 3.7 Regular Meetings. The Board of Directors shall meet regularly at times and places as set by the president, but not less than once per quarter. Notice of such meetings shall be given at least 10 business days prior to such meeting. The Board of Directors may hold any portion of its meeting as part of a closed meeting, restricted to Board Members only, upon the request of the President or a majority of the Board of Directors.

- 3.8 Special Meetings. Special meetings of the Board of Directors for any purpose or purposes may be called at any time by the President or five Board Members (directors or officers). Notice of the time and place of special meetings shall be delivered personally or by telephone to each director or sent by first-class mail or e-mail or telegram, charges prepaid, addressed to each director at that director's address as it is shown on the records of the Association. In case the notice is mailed, it shall be deposited in the United States mail at least four days before the time of the holding of the meeting. In case the notice is delivered personally, or by telephone, telegram, or e-mail it shall be delivered personally or by telephone or to the telegraph company at least forty-eight hours before the time of the holding of the meeting. Any oral notice given personally or by telephone may be communicated either to the director or to a person at the office of the director who the person giving the notice has reason to believe will promptly communicate it to the director. The notice must specify the purpose of the meeting and the place if the meeting is not to be held at the principal executive office of the Association.

- 3.9 Quorum. A majority of the authorized number of Board Members shall constitute a quorum for the transaction of business, except to adjourn as provided in Section 3.11. Every act or decision

done or made by a majority of Board Members present at a meeting duly held at which a quorum is present shall be regarded as the act of the board of directors, unless a larger affirmative vote is required by the articles of incorporation, the bylaws, or any resolution in effect. A quorum must be present for all votes of the board of directors.

- 3.10 Waiver of Notice. The transactions of any meeting of the board of directors, however called and noticed or wherever held, shall be as valid as though concluded at a meeting duly held after regular call and notice if a quorum is present and if, either before or after the meeting, each of the directors not present signs a written waiver of notice, a consent to holding the meeting or an approval of the minutes. The waiver of notice or consent need not specify the purpose of the meeting. All such waivers, consent, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any Board Member who attends the meeting without protesting, before or at its commencement, the lack of notice to that director.
- 3.11 Adjournment. A majority of the Board Members present, whether or not constituting a quorum, may adjourn any meeting to another time and place.
- 3.12 Notice of Adjournment. Notice of the time and place of holding an adjourned meeting need not be given, unless the meeting is adjourned for more than twenty-four hours, in which case notice of the time and place shall be given before the time of the adjourned meeting, in the manner specified in Section 3.7 or 3.8 as applicable, to the Board Members who were not present at the time of adjournment.
- 3.13 Action Without Meeting. Any action required or permitted to be taken by the board of directors may be taken without a meeting if all members of the board individually or collectively consent in writing to that action. Such action by written consent shall have the same force and effect as a unanimous vote of the board of directors. Such written consent or consents shall be filed with the minutes of the proceedings of the board. The written consent may be via e-mail.
- 3.14 Fees and Compensation for Directors. Directors and members of committees shall receive no compensation for their services; however, they are entitled to such reimbursement of expenses, as may be fixed or determined by resolution of the board of directors.

ARTICLE IV

EXECUTIVE COMMITTEE AND OTHER COMMITTEES

- 4.1 Executive Committee and Other Committees. The Association shall have an Executive Committee consisting of the Association's officers, and two directors nominated by the President and approved by a majority vote of the Board of Directors; provided, however, that no Executive Committee member may serve if that person is also assigned by the District Attorney's Office as a Special Assistant or a supervisor (Deputy-In-Charge, Assistant Head Deputy, or higher). If a member of the Executive Committee is appointed as a supervisor subsequent to being appointed to the Executive Committee, that person may only serve in that capacity upon an affirmative vote of a majority of the Board Members. The Executive

Committee or the Board of Directors may establish such other committees as may be necessary from time to time, consisting of such number of its members and with such powers as it may designate, consistent with the articles of incorporation and bylaws. The president shall appoint the members of each committee, and establish the chairperson, subject to approval of the Executive Committee.

The Executive Committee shall have full power and authority, during the intervals between meetings of the Association, to do all acts and perform all functions which the Association might do or perform, except that it shall have no power to amend the Articles of Incorporation or bylaws.

The Executive Committee shall regularly meet on the call of the President or by a written request of any two members of the Executive Committee, copies of which shall be served upon the other Executive Committee Members. Except upon a majority vote of the Executive Committee, attendance at Executive Committee meetings is restricted to members of the Executive Committee.

In addition, the Executive Committee may meet at the call of the President at such intervals as the affairs of the Association may require.

All actual expenses incurred by such meetings or necessarily incurred by the Executive Committee in conducting the affairs of the Association shall be borne by the Association.

- 4.2 Meetings and Actions of Committees. Meetings and actions of committees shall be governed by rules established by the Committee; provided those rules are consistent with the articles of incorporation, the bylaws, and any governing board of directors resolutions.

ARTICLE V

OFFICERS

- 5.1 **Officers.** **The officers of the Association shall be a President, Executive Vice President, Vice President, a Secretary, and a Treasurer. No person shall be eligible to be elected as an officer, unless that person has been a member in good standing for at least two years immediately prior to the election.**
- 5.2 Election of Officers. Any member in good standing, who has been a member in good standing for at least two years immediately prior to the election, provided they have filed a nominating petition which includes the signatures, printed name, and employee number of at least twenty members in good standing (excluding the candidate for officer) with the Association's Secretary within the time limit proscribed in the bylaws, shall be eligible to run for an officer position. The officers of the Association shall be elected by its members in good standing. An election for officers shall be held the earlier of three years from the date the officers have taken office, or within 12 months from the date a contract is ratified by the membership. An extension of or modification to an existing contract with the County shall not cause an election to be held. Unless otherwise required by Los Angeles County Code or applicable California Law, the Secretary shall cause a Notice of Election to be prominently published at least 60 days prior to the election in any Association newsletter to members or on the Association's website, or may mail the notice to each member in good standing. Nominating Petitions shall be filed with the Secretary no later than 30 days after the Notice of Election is published. Existing officers shall file their petitions no more than eleven business days after the Notice of Election has been sent.

The Secretary shall publish to all members in good standing the names of those individuals seeking reelection no later than thirteen business days after the Notice of Election has been sent. Such notification may be by United States mail, e-mail, posting on the Association's website, or any other means that is designed to give timely notice to members. Ballots for the election shall be mailed to each member in good standing at least 10 days prior to the election date. If there are insufficient numbers of candidates for the open seats, then the Secretary may declare there is an uncontested election, and cancel the election declaring the candidates as newly elected officers. All terms of office shall begin on the first regular meeting date in January following the election. Provided however, that the Association's officers in office as of the date the County of Los Angeles certified the Association of Deputy District Attorneys as the bargaining agent for Los Angeles County deputy district attorneys, shall not face an election until the earlier of: (1) one year after a collective bargaining agreement has been approved by the members in good standing, or (2) three years from the date these bylaws are adopted.

5.3 Term of Office. Each officer shall be elected for a term of three years.

5.4 Removal and Resignation of Officers. . If any director fails to meet his or her obligations to the Association and/or its members, that officer may be removed by the board of directors, at any regular or special meeting of the board. Removal of any officer shall require a $\frac{3}{4}$ vote of all the Board Members, not just those present at a quorum.

Any officer may resign at any time by giving written notice to the Association. Any resignation shall take effect at the date of the receipt of that notice or at any later time specified in that notice and, unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective.

5.5 Vacancies in Office. In the event of a vacancy in the office of the President, the Executive Vice President shall become the Association's President for the remaining unexpired term. The position of Executive Vice President shall be filled pursuant to the procedures to fill a vacant director position. The board of directors may elect to hold an election to fill the vacant office. Such election shall follow the notice and time deadlines necessary for any officer election. Except as otherwise indicated, a vacancy in Executive Vice President, Vice President, Secretary or Treasurer may be filled by a majority vote of the board of directors.

5.6 President. The president shall be the chief executive officer of the Association and shall, subject to the control of the Executive Committee and reporting back to the board of directors, have general supervision, direction and control of the business and the officers of the Association. The president shall preside at all meetings of the members and at all meetings of the board of directors. The president shall have the general powers and duties of management usually vested in the office of president of an association, and shall have such other powers and duties as may be prescribed by the board of directors or the bylaws.

5.8 Vice Presidents. In the absence or disability of the president, the vice presidents, in order of their rank, 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 presidents shall have such other powers and perform such other duties as from time to time may be prescribed for them respectively by the board of directors or the bylaws, and the president.

5.9 Secretary. The secretary shall keep, or cause to be kept, at the principal executive office or such other place as the board of directors may direct, a book of minutes of all meetings and actions of directors, and committees.

The secretary shall keep, or cause to be kept, at the principal executive office, or another location as determined by resolution of the board of directors, a register, or a duplicate register, showing the names of all members and their addresses.

The secretary shall give, or cause to be given, notice of all meetings of the members and of the board of directors required by the bylaws or by law to be given, and shall keep the seal of the Association if one be adopted, in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the board of directors or by the bylaws.

- 5.10 Treasurer. The treasurer shall receive and keep all the funds of the Association, and pay them out only on the check of the Association, signed in the manner authorized by the board of directors. The treasurer shall also keep, or cause to be kept, adequate and correct books and records of accounts and business transactions of the Association.

ARTICLE VI

INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES AND OTHER AGENTS

- 6.1 Indemnification. The Association shall, to the maximum extent permitted by law, indemnify each of its officers, directors, board members, employees and those agents designated by the Board of Directors against any and all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with any proceeding arising by reason of the fact any such person is or was an agent of the Association.

ARTICLE VII

RECORDS AND REPORTS

- 7.1 Maintenance and Inspection of Member Register. The Association shall keep at its principal executive office, or such other location as established by the Board of Directors, a record of its members.
- 7.2 Maintenance and Inspection of Bylaws. The Association shall keep at its principal executive office, the original or a copy of the bylaws as amended to date, which shall be open to inspection by the members at all reasonable times during office hours.
- 7.4 Inspection by Directors. Every director shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the Association. This inspection by a director may be made in person.
- 7.5 Annual Report to Members. The annual report to members referred to in Section 1501 of the California General Corporation Law is expressly dispensed with, but nothing herein shall be interpreted as prohibiting the board of directors from issuing annual or other periodic reports to members of the Association as considered appropriate.
- 7.6 Financial Statements. A copy of any financial statement and any income statement of the Association for each quarterly period of each fiscal year, and any accompanying balance sheet of the Association as of the end of each such period, that has been prepared by the Association shall be kept on file in the principal executive office of the Association for twelve months and

each such statement shall be exhibited at all reasonable times to any member demanding an examination of any such statement.

ARTICLE VIII

GENERAL CORPORATE MATTERS

8.2 Checks, Drafts, Evidence of Indebtedness. All checks, drafts, or other orders for payment of money, notes or other evidences of indebtedness, issued in the name of or payable to the Association, shall be signed or endorsed by such person or persons and in such manner as, from time to time, shall be determined by resolution of the board of directors.

8.3 Corporate Contracts and Instruments; How Executed. The board of directors, except as otherwise provided in these bylaws, may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the Association, and this authority may be general or confined to specific instances; and, unless so authorized or ratified by the board of directors or within the agency or power of an officer, no officer, agent or employee shall have any power or authority to bind the Association by any contract or engagement or to pledge its credit or to render it liable for any purpose or for any amount.

8.7 Construction and Definitions. Unless the context requires otherwise, the general provisions, rules of construction and definitions in the California General Corporation Law shall govern the construction of these bylaws. Without limiting the generality of this provision, the singular number includes the plural, the plural number includes the singular, and the term "person" includes both an association and a natural person.

8.8 Severability. If any section or sections of these bylaws are invalidated by any court, such invalidation shall not affect the validity of the remaining sections.

ARTICLE IX

AMENDMENTS

9.1 Amendment of Bylaws. New bylaws may be adopted by a 2/3 vote of the Board of Directors at any meeting in which a quorum is present; provided, however, that only a majority vote of the members may amend the number of officers, directors, board members, their terms of office, or election methods. These bylaws may be amended or repealed by the vote or written consent of a majority of the members voting; provided, however, that if the Articles of Incorporation set forth the number of authorized directors of the Association, the authorized number of directors may be changed only by an amendment of the Articles of Incorporation.

ARTICLE X

INTERNAL DISPUTE RESOLUTION ARBITRATION AGREEMENT

10.1 Arbitration. Subject to 10.3, in accordance with the Federal Arbitration Act, 9 U.S.C. Section, 1 *et seq.*, members shall submit to final and binding arbitration any dispute, claim or controversy arising

between them and the Union. Such claims, disputes and/or controversies specifically include, but are not limited to:

a. Discrimination claims under Title **V11** of the Civil Rights Act of 1964, 42 U.S.C. Section 2000, *et seq.*, the Age Discrimination in Employment Act, 29 U.S.C. Section 623, *et seq.*, the Americans with Disabilities Act, 42 U.S.C. Sections 12101, *et seq.*, and the California Fair Employment and Housing Act, California Government Code Sections 12900, *et seq.*,

b. Claims for tortious or contractual violations of the duty of fair representation (i.e., "DFR" claims).

c. Claims under California Government Code Sections 3500, *et seq.*, and claims under the Landrum-Griffin Act, 29 U.S.C. section 401, *et seq.*

10.2 Arbitrator Selection and Fees. In all cases arising under this By-Law provision, an impartial arbitrator will be selected by the American Arbitration Association to resolve claims. The arbitrator's fees and expenses will be paid in full by the Union if the **member(s)** prevails; otherwise each party shall share equally in the arbitrators fees and expenses. If the arbitrator finds that the **member(s) claim(s)** was frivolous Or brought in bad faith the arbitrator may award fees and costs to the Union.

10.3 Rights Reserved by Members and the Association. Nothing in section 10.1 or 10.2 shall limit any member's or the Association's rights under the Los Angeles County Code from filing any claim with the Los Angeles County Employee Relations Commission, or that Commission's jurisdiction to adjudicate disputes under its jurisdiction.