

**THE RETIRED EMPLOYEES ASSOCIATION
OF ORANGE COUNTY, CALIFORNIA
BYLAWS**

ARTICLE I NAME

The name of this corporation is: THE RETIRED EMPLOYEES ASSOCIATION OF ORANGE COUNTY, CALIFORNIA.

ARTICLE II PURPOSE

- A. The primary purpose of the Retired Employees Association of Orange County (REAOC) is to promote and maintain the fellowship and camaraderie of Orange County Employees Retirement System (OCERS) retirees and their spouses by sponsoring social and recreational activities, and by maintaining contacts via a newsletter and other means of communication. A secondary purpose of REAOC is the tracking and dissemination of information relating to pension and legislative actions, financial matters, physical and mental health care, volunteer and employment opportunities and other concerns that may be of interest to our members. In pursuit of achieving these purposes, the association may join or form other organizations.
- B. This organization is a non-profit Corporation under the General Non-Profit Corporation Law of the State of California, and is not for the private gain of any person.
- C. The property of this Corporation is irrevocably dedicated to the furtherance of its stated purposes and no part of the net income or assets of this Corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person. Upon the dissolution or winding up of the Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this Corporation shall be distributed to a non-profit fund, foundation that has established its tax exempt status under the Internal Revenue Code.

ARTICLE III ANNUAL MEETING - ELECTION OF DIRECTORS AND OFFICERS - TENURE

Section 1. ANNUAL MEETING

There shall be an annual meeting. At this meeting the Directors and Officers of the Association shall be elected and installed. All Directors and Officers will serve for the next calendar year.

Section 2. ELECTION OF DIRECTORS AND OFFICERS

The Nominating Committee shall nominate candidates for each office. The names of the nominees will be presented at the Association's regular General Meeting immediately prior to the Annual Meeting and included in an *Informer* article. Election of Directors and Officers shall be by a vote at the Annual Meeting. A majority vote of members present and voting shall be necessary to elect. When there is only one nominee for an office, he or she may be elected by acclamation.

ARTICLE IV **DIRECTORS AND OFFICERS – COMPOSITION – VACANCIES - REPLACEMENT**

Section 1. COMPOSITION

The Officers of the Association shall be known as the Board of Directors and Officers and shall consist of: President, Vice President or Co-President (with no Vice President), Secretary, Treasurer, a Past President and five Directors. The Appointed delegate and alternate to CRCEA may be a Board of Directors and Officers member or an ex-officio member of the Board of Directors and Officers and shall be appointed by the President(s).

Section 2. VACANCIES

If any office shall become vacant, the then presiding officer shall forthwith call the Board of Directors and Officers into session for the purpose of filling such vacancy or vacancies. The person(s) are elected by a majority vote of the Board and shall immediately enter upon his or her duties in a temporary capacity pending a majority vote of members present at the next regular General Meeting. He or she shall then hold office until the next regular election.

Section 3. REPLACEMENT OF OFFICERS

Any Board Officer may be removed from office, for cause, by a majority vote of members voting at any of the Association's General Meetings.

ARTICLE V **DUTIES OF OFFICERS**

President or Co-Presidents shall preside at all meetings of the Association, all special meetings subject to the limitations of *ARTICLE VIII, Section 3*; shall appoint committees, sign checks on the Treasury of the Association in the absence of the Treasurer; and perform other duties as customarily pertain to the office of President.

Vice President shall preside in the absence of the President and shall be authorized to sign checks on the Treasury of the Association in the absence of the Treasurer or President.

Secretary: shall insure that minutes of the Association are kept and maintained in books the Association provided for that purpose as well as other official records, such as bylaws, articles of incorporation, tax returns, insurance, etc.

Further, it shall be the responsibility of the above named Secretary to perform duties, other than those enumerated, as requested by the President(s) or the Board of Directors and Officers.

Treasurer shall directly or through appointed staff or the Office Manager receive all dues money from members; receive all proceeds from the general membership luncheons; shall receive any other income which shall be paid to the Association; and shall deposit all receipts from all sources in the Treasury bank account of the Association.

The Treasurer shall pay all bills of the Association. The Treasurer is authorized to sign checks on the Treasury bank account of the Association.

The Treasurer shall keep a financial account of all funds belonging to the Association and shall render an account of the receipts and expenditures as required to the Board of Directors and Officers.

ARTICLE VI **MEMBERSHIP**

Section 1. - QUALIFICATIONS

Any person who is retired, including deferred retirement, from The Orange County Employees Retirement System (OCERS), may become a regular member of the Association by subscribing to its bylaws and by payment of dues. The spouse of a regular member is eligible for Associate Membership without payment of dues during the life of the regular member. A surviving spouse may become or remain as Associate Member on payment of dues the same as required of a regular member. At the discretion of the Board, other classes of membership may be established.

Section 2. - VOTING

Each regular member in good standing shall have the right to vote at all meetings or elections. Associate Members shall not have a voting power or be eligible to hold office.

Section 3. - ASSESSMENTS

No assessment other than membership dues shall be imposed or demanded of any member, including Directors and Officers of the Association.

ARTICLE VII COMMITTEES

Committees will be formed as needed by the Association. Chairpersons of these committees shall be appointed by the President(s). With Board approval, committees may include but are not limited to; Nominating Committee, Membership Committee, Scholarship Committee, Board Watch Committee, Legislation Committee, Bylaws Committee, and Luncheon Committee.

ARTICLE VIII MEETINGS

Section 1 - TIME - PLACE

The Association shall have an Annual Business Meeting in December or as otherwise determined by the Board.

Section 2 - QUORUM – ANNUAL BUSINESS MEETING

For the Annual Business Meeting of this Association, a quorum shall consist of one hundred (100) members in good standing.

Section 3 - SPECIAL MEETINGS

Special meetings may be called by the President(s), who, after consulting the other Directors and Officers of the Association, is convinced that the need is urgent.

A special meeting shall be called upon the written request of a 100 members, exclusive of the elected officers.

Section 4 - MEETINGS OF THE BOARD OF DIRECTORS AND OFFICERS

A meeting of the Board of Directors and Officers may be held at the time of the Annual Business Meeting, and other meetings of the Board of Directors and Officers may be held as needed in order to conduct the business of the Association. The time and place of meetings shall be at the convenience of the Board members and shall be open to all Association members. A quorum of the Board shall consist of five (5) members.

Section 5 - GENERAL MEETINGS

General Meetings are luncheons open to all members which are done five times a year primarily for the dissemination of information of interest to the membership. Official business of the organization may also be conducted if determined necessary by the President(s) or Board of Directors and Officers.

ARTICLE IX AMENDMENT OF BYLAWS

These Bylaws may be amended at any regular business or special meeting of the Association by a two-thirds (2/3) vote of the regular members present and voting, provided that said proposed amendment(s) has been submitted in writing to the

Secretary, that notice of the proposed amendment(s) has been made available to all members in good standing via the *Informer* or other means of electronic transmission such as e-mail or web site; and said proposed amendment(s) shall be voted upon at the Annual Business Meeting.

ARTICLE X DUES

The annual dues amount shall be determined by a vote of the members at the Annual Business Meeting and the membership shall be noticed prior to implementation. All members are encouraged to pay dues through payroll deduction. The total of all members' deductions for REAOC dues shall be received monthly by the Treasurer of the REAOC from the Retirement Office for deposit in the bank account of REAOC. If any member desires to discontinue the dues, this may be done by furnishing the Retirement Office with a notice of cancellation, also on a form to be provided by the retirement office.

Any revision in the amount of dues will be made only after due notice to and approval by a vote of the general membership in the same manner as provided for with "Amendment of Bylaws."

ARTICLE XI RIGHT OF INDEMNIFICATION

1. Right of Indemnity - This organization shall indemnify any person who, by reason of the fact that such person is or was an officer, director, agent or employee of REAOC, was or is threatened to be made a party to any threatened, pending, or completed civil, criminal, or administrative lawsuit, judicial process or investigative proceeding.
2. Request/Approval of Indemnity- On written request to the Board by any person seeking indemnification, the Board shall promptly determine whether the applicable standard of conduct set forth in the laws applicable to this organization, or within the scope of authorization from the organization to the individual seeking indemnification, has been met, and if so, the Board may authorize indemnification from its insurance or operating funds, to the extent funds are available.
3. Insurance - The Board of Directors shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, directors, agents or employees against any liability asserted against or incurred by any officer, director, agent or employee in such capacity or arising out of the officer's, director's, agents', or employee's status as such.

ARTICLE XII PARLIAMENTARY AUTHORITY

The Parliamentary rules and general form of conducting meetings as shown in Roberts Rules of Order shall be the standard authority in governing the deliberations of this association.

Adopted May 23, 1969

Amended May 28, 1971

Amended January 28, 1972

Amended May 24, 1974

Amended November 22, 1984

Amended December 1, 1988

Amended January 1, 1989

Amended January 26, 1995

Amended December 4, 1997

Amended December 2, 2009

Amended December 1, 2010