

BY-LAWS
of the
San Jose Retired Employees Association

ARTICLE I
Name, Purpose & Limitations

1.1 Name of Association: The name of this corporation is *The San Jose Retired Employees Association (SJREA)*. This non-profit mutual benefit corporation is devoted to the welfare of all retired City of San Jose employees and spouses/registered domestic partners and is dedicated to the protection and integrity of the Retirement System.

1.2 Purpose: This corporation may engage in any lawful act or activity for which a 501c (7) corporation may be organized under such law. Such purposes for which this corporation is formed, including, but not limited to, keeping members informed of their City retirement benefits; preserving and protecting existing retirement benefits; and seeking new or additional benefits as the members may deem to be fair and equitable.

ARTICLE II
Principal Office

2.1 Location of Principal Office: The principal office of the Association will be located within Santa Clara County, San Jose, California.

ARTICLE III
Membership and Dues

3.1 Eligibility for Membership: Any person who is a former employee or spouse/registered domestic partner of a former employee of the City of San Jose who has retired from service through a retirement plan of the City, or the surviving spouse/registered domestic partner of an employee who died while in City service, may become a member of the Association.

3.2 Survivor/Spouse Qualifications: Surviving spouses/registered domestic partners of members qualify for membership, having all rights and privileges as members and are bound by the same rules as members in accordance with these By-Laws.

3.3 Dues: Membership dues shall be approved by secret ballot of the members of the Association at a General Membership meeting, with a thirty (30) day notice prior to a vote.

ARTICLE IV
Membership Meetings

4.1 Annual Meeting: The Annual meeting for members shall be held in San Jose, California, in January of each year at a specific time and place. Such meetings shall be held for the purpose of electing Officers and Board members of the Association and to conduct other business. The newly elected Officers and Board of Directors shall take office upon certification of the final vote of the membership.

4.2 General Membership Meetings: The Board shall establish times and places for the holding of regular membership meetings, at which business of the Association may be conducted.

4.3 Special Meetings: Special meetings of the membership may be called by the Board. The Board shall establish the time and place.

4.4 Meeting Quorum: The members present at any duly noticed meeting shall constitute a quorum.

4.5 Notice of Meetings: Written notice of the time and place of each meeting shall be mailed or electronically sent to all members.

4.6 Voting: Proposals for membership action may be made at a meeting by oral motion made by a member, duly seconded by another member, with a thirty (30) days notice prior to approval. Proxy voting or absentee ballot voting shall not be permitted. No action shall be adopted by the Association unless passed by a majority of all votes cast, except that two-thirds (2/3) vote is required to amend the By-Laws.

ARTICLE V
Board of Directors

5.1 Board of Directors: The Board shall consist of a minimum of seven (7) and a maximum of twelve (12) directors, and five (5) elected officers. Board duties shall include, but not be limited to, the following.

- Establish the policies and procedures of the Association
- Create and/or dissolve committees
- Fill the vacancies on the Board
- Adopt an annual budget
- Establish policies for approval of expenditures and investment of Association funds
- Perform bi-annual financial reviews

- Enter into a contract for accounting and financial management services

5.2 Officers and Directors Eligibility: No person shall be a candidate for, or hold any office unless he/she is a member of the Association.

5.3 Quorum/Voting: A majority of Board members constitutes a quorum. In the absence of a quorum, no formal action may be taken except to adjourn the meeting to a subsequent date. Passage of a motion requires a simple majority – one more than half of the Board members present.

5.4 Removal of Board Members: Any Board member, including Officers of the Association, may be removed from office by a majority vote of a quorum present at a scheduled Board meeting, with fifteen (15) days' notice to all Board members prior to vote.

5.5 Scheduled Meetings: The Board shall meet periodically, but not less than four times year. Written notice of the time and place of each meeting shall be mailed or electronically sent to all Board members.

5.6 Special Meetings: The President of the Board, with the approval of one Officer or two other Board members, may call a special meeting at anytime.

5.7 Board Elections: Election of new Officers and Board members will occur as the first item of business at the annual general membership meeting held in January of each year. The newly elected Officers and Board of Directors shall take office immediately following certification of the vote.

5.8 Filling Vacancies: Any vacancy on the Board shall be filled by a majority vote at a regularly scheduled Board of Directors meeting.

5.9 Resignation: A member desiring to terminate his or her position as a Board Member shall submit his or her resignation in writing to the President or Secretary.

5.10 Financial Review: Not less than biennially, a review of the financial condition of the Association's books shall be conducted by an entity approved by the Board and shall include, but not be limited to, income, expenses, assets and liabilities. The Board may also elect to conduct an internal review at anytime. A change of Treasurer will also trigger a review of the Association's finances. This review shall be presented to, and approved by the Board, with an executive summary published for the membership.

5.11 Dissolution of Organization: Upon the winding up and dissolution of this corporation, after paying or adequately providing for the payment of the debts, obligations and liabilities of the corporation, the remaining assets of this corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized

and operated exclusively for educational purposes and which has established its tax exempt status under Section 501c(7) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Service Law.

ARTICLE VI Officers

6.1 President: The President shall have the following duties subject to the control and supervision of the Board.

- Preside at meetings of the membership and the Board
- Execute policies and actions adopted by the members and the Board
- Appoint committee chairpersons
- Call committee meetings as needed
- Exercise other powers from time to time related to the office or assigned by these By-Laws or the Board

6.2 1st Vice-President: The 1st Vice-President shall assist the President in such a manner as the President may direct and during the President's absence, assume the President's duties.

6.3 2nd Vice-President: The 2nd Vice-President shall assist the 1st Vice-President in such a manner as the 1st Vice-President may direct and assume the 1st Vice-President's duties during his/her absence.

6.4 Secretary: The Secretary shall be responsible for keeping accurate summary records of all Board meetings and actions.

6.5 Treasurer: The Treasurer, or the Board's designee, shall receive all monies and deposit all funds in accounts approved by the Board. Checks shall be signed by the Treasurer and the President, 1st Vice-President or 2nd Vice-President. In the absence of the Treasurer, a Vice-President may perform the duties of the Treasurer. Duties of the Treasurer shall include tax return preparation, Secretary of State Filings and a monthly summary of the Association budget submitted at Board meetings. The Treasurer will also maintain a complete set of accounts and records including, but not limited to, all receipts and disbursements, available to any member in a timely fashion upon proper request.

6.6 Board Stipends: Any stipend paid to a Board member shall be established by action of the Board.

ARTICLE VII Amendment of By-laws

These By-Laws may be amended or repealed and new By-Laws may be adopted by a two-thirds (2/3) vote of the members present at a general membership meeting of the Association. At least a thirty (30) day notice must be given stating the date of the meeting at which the By-Laws actions will be taken. Notice can be given by means of the Associations' monthly Newsletter.

ARTICLE VIII Prohibited Activities

8.1 This Association shall not carry on any activities not permitted to be carried on by a 501c (7) of the IRS code (1986), as amended, or the corresponding provision of any future United States Internal Revenue law

8.2 A conflict of interest occurs when a person under a duty to promote the interests of the Association is in a position to advance a competing interest instead. Such persons include all Officers, Board members and members serving on committees. Undisclosed conflicts of interest may be a breach of the duty to act in the best interests of the Association. All conflicts of interest must be disclosed to the Board and any person with a conflict of interest should refrain from participation on such matters.

ARTICLE IX Indemnification & Insurance.

9.1 Indemnification & Insurance:

- Each person who was or is a party in any legal action or proceeding by reason of the fact that she/he is or was an Officer or Director of the Association shall be indemnified and held harmless by the Association to the fullest extent authorized by state law against all expenses, liability and loss reasonably incurred in the performance of his or her duties as authorized by these By-Laws and/or the Board of Directors of the Association.
- The Association shall maintain insurance on behalf of itself and any person serving at the request of the Association as an Officer, Director, or other volunteer against any liability arising out of his or her status as an Officer or Director of the Association.

CERTIFICATION OF SECRETARY

I, the undersigned, certify that I am presently the Secretary of the **San Jose Retired Employees Association**, a California non-profit corporation, and the above By-laws are the By-laws of this corporation as adopted at a meeting of the General Membership held on August 4, 2011.

Executed on _____, at San Jose, California.

Secretary

