

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 or Association)**. This non-profit mutual benefit corporation is devoted to the welfare of Federated retired City of San Jose employees and Qualified Spouses/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 which may be engaged in by an Internal Revenue Code 501(c)(7) corporation. Purposes for which this corporation is formed include but are not limited to, keeping members informed of their City retirement benefits; preserving and protecting and enhancing retirement benefits; and providing educational, recreational and social opportunities for members and Qualified Spouses/Domestic Partners. In pursuit of achieving these purposes, the Association may join or form other organizations.

1.3 Definitions:

- Retiree shall refer to any person who was employed by the City of San Jose and is receiving benefits from the Federated City Employees Retirement System (FCERS).
- Volunteer shall refer to any person that provides a service, without compensation, at the request of the Board or President.
- Domestic Partner refers to a person who is in a registered domestic partnership as provided by FCERS.
- Qualified Spouse/Domestic Partner refers to a person who is receiving or will be eligible to receive survivor benefits from FCERS.

1.4 Fiscal year: The Association's fiscal year shall run from Jan. 1 to Dec. 31 unless otherwise required by law.

1.5 Construction: Unless the context requires otherwise, the general provisions and definitions of California Nonprofit Corporation Law as it pertains to mutual benefit corporations shall govern the construction of these By-laws.

ARTICLE II
Principal Office

2.1 Location of Principal Office: SJREA currently has no official physical office. The current mailing address will be set forth in Schedule 1 (see attachment) each year after the annual meeting and will include the email and website information.

ARTICLE III
Membership and Dues

3.1 Eligibility for Membership: Any person who has retired from City of San Jose service pursuant to the provisions of the Federated plan (FCERS) and/or any Qualified Spouse/Domestic Partner who is receiving benefits from FCERS, may become a member of the Association.

3.2 Dues: Membership dues shall be approved by secret ballot of a **majority of** members present at a General Membership meeting, with a thirty (30) day notice prior to a vote. Notice shall be given in accordance with Section 4.3.

ARTICLE IV
Membership Meetings

4.1 Meetings: All general membership meetings including annual, periodic or special shall be conducted in Santa Clara County at a date, time and location to be set by the President or Board and noticed in accordance with 4.3. There shall be an annual meeting held in January for the election of Officers and the Board of Directors. The newly elected Officers and Board will assume their positions at the conclusion of the January meeting. The annual meeting for members shall be held in Santa Clara County, California, in January of each year at a specified location and time. Such meetings shall be held for the purpose of electing Officers and Board members of the Association and to conduct other business.

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

4.3 Notice of Meetings: Notice of the time and place of each meeting will be published in the Association newsletter and posted on the Association's website. Additional notice may be made by a separate mailing or sent electronically to members at the discretion of the Board or the President.

4.4 Voting: Proposals for membership action may be made at a meeting by oral motion made by a member or the Board, duly seconded by another member. If a majority of members present approve placing the proposal before the membership, then the proposal will be noticed in the Association newsletter and website not less than 14 days prior to the next regularly scheduled general membership meeting. Proxy voting or absentee ballot voting shall not be permitted. No action shall be adopted by the Association unless passed by a majority of votes cast by members present.

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
- Authorize bi-annual financial reviews
- Enter into contracts for accounting, legal and financial management, and other services as needed
- Adopt a policy in support of and/or participate in other appropriate committees or organizations which have an impact on the interests and benefits of SJREA members
- Take emergency action(s) to protect the interests of Retirees and the Association
- Perform any and all duties imposed on the Association by law, by the articles of incorporation of this organization or by these By-laws

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 Board 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. Any meeting of the Board may be held by utilizing a conference telephone, electronic video and/or any other electronic communication device.

5.4 Removal of Board Members: Notwithstanding the election of the Board by the membership, any Board member, including Officers of the Association, may be removed from office by a 2/3 vote present at a Board meeting. Cause for removal may include,

but is not limited to, failure to attend meetings, undisclosed conflict of interest, or other actions detrimental to the interests of the Association.

5.5 Scheduled Meetings: The Board shall meet periodically, but not less than four times per 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 any time. Notice of the time and place of each meeting shall be mailed or electronically sent to all Board members. Noticing requirements may be waived in the event of emergency situations, for instance, imminent legal action being taken against the Association, its Officers and/or Board members.

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. Nominations from the floor will be accepted by the Officer conducting the election. The newly elected Officers and Board of Directors shall take office immediately following the meeting.

5.8 Filling Vacancies: Any vacancy on the Board may be filled for the remainder of the term 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: A review of the financial condition of the Association's books shall be conducted no less often than every two (2) years by an outside 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 any time. 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.

5.11 Dissolution of Organization: Dissolution of the Association requires a majority vote of the membership. Proceedings of dissolution shall be in compliance with the California Corporation Code. Upon the winding up and dissolution of this corporation, and after paying or adequately providing for the payment of the debts, obligations and liabilities of the corporation, and once the Association receives a written waiver from the Attorney General, the Board can distribute any remaining assets to the tax-exempt nonprofit corporations listed in its letter.

ARTICLE VI

Officers

6.1 Officers: The Officers of the Association shall consist of a President, 1st Vice-President, 2nd Vice-President, Secretary, Treasurer and Assistant Treasurer.

6.2 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 membership 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

6.3 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.

6.4 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.

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

6.6 Treasurer: The Treasurer, or the Assistant Treasurer, shall receive all monies and deposit all funds in accounts approved by the Board. Checks shall be signed by 2 of the following officers: Treasurer, President, 1st Vice-President or 2nd Vice-President. In the absence of the Treasurer and the Assistant Treasurer, a Vice-President may perform the duties of the Treasurer. Duties of the Treasurer shall include arrangement for 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. The accounts and records shall be made available to any member in a timely fashion upon proper request.

6.7 Assistant Treasurer: In the absence of the Treasurer, the Assistant Treasurer will assume the duties and responsibilities of the Treasurer.

6.8 Officer/Board Stipends: The Board shall have the authority to establish reasonable stipends to any Officer and/or Board member(s). In addition, Officers, Board members and Volunteers shall be allowed reasonable advancement and/or reimbursement of expenses incurred in the performance of their duties as specified in these By-laws.

ARTICLE VII
Amendment of By-laws

7.1 Amending the 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. Not less than a thirty (30) day notice must be given stating the date of the meeting at which the By-Laws actions will be taken. Notice will be given by means of the Association's monthly Newsletter.

ARTICLE VIII
Prohibited Activities

8.1 Prohibited Activities: This Association shall not conduct or participate in any activities not permitted to be carried out by a 501(c)(7) corporation pursuant to the Internal Revenue Code (1986), as amended, or the corresponding provision of any future United States Internal Revenue law or California statutes.

8.2 Conflict of Interest: A conflict of interest occurs when a person under a duty to promote the interests of the Association has a financial or personal interest other than that arising from his or her status as a Federated Retiree. Such persons include all Officers, Board members and members serving on committees. 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, including discussing, lobbying and voting unless a majority of the Board finds the conflict to be such that it is in the best interests of the Association to waive the conflict. Any Officer or Board member disclosing a conflict of interest may be counted in determining the presence of a quorum.

ARTICLE IX
Indemnification & Insurance.

9.1 Indemnification: Each person who was or is a party in any legal action or proceeding or threatened to be made a party by reason of the fact that she/he is or was an Officer, Director or person of the Association volunteering at the request of the Association ("Agent"), shall be defended, 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/her duties as authorized by these By-Laws and/or the Board of Directors of the Association. The Agent seeking indemnification must provide the Board with a written tender. In order to approve the indemnification, the Board, by majority vote, must make both of the following findings:

- The Agent was acting in the scope of services requested by the Board or the President and consistent with these By-laws, the Articles of Incorporation and Association policies.
- The Agent acted in good faith and in a manner that he/she reasonably believed to be in the best interest of the Association.

9.2 Joint Representation: If an Agent is brought into a proceeding or threatened with a claim, suit or proceeding as a result of any action also leveled against the Association and/or other Agents, there shall be joint representation. The Board shall select the Counsel for representation of the Agent subject only to the reasonable disapproval of that choice by the Agent.

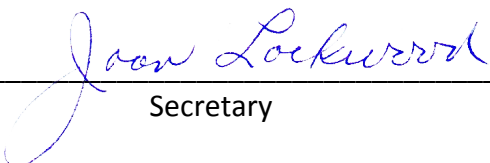
9.3 Indemnification Agreement: The Agent shall enter into a formal agreement with the Association consistent with these By-laws.

9.4 Insurance: The Association shall maintain insurance on behalf of itself and any person serving at the request of the Association as an Officer, Volunteer or Director, against any liability, expense or loss reasonably incurred in the performance of his/her duties as authorized by these By-Laws, the President and/or the Board of Directors of the Association. This insurance shall include the cost of defense regarding claims of any kind or actual litigation and will include coverage for volunteers to the extent that it is possible and reasonable to do so.

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 (insert date)

Executed on June 14, 2018, at San Jose, California.



Secretary

Adopted June 14, 2018