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**BYLAWS**  
**of the**  
**CALIFORNIA RETIRED COUNTY EMPLOYEES**  
**ASSOCIATION**

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PREAMBLE

The California Retired County Employees Association, Inc. (CRCEA) is hereby organized in response to the desires of various 1937 Act county retiree associations in the State of California to preserve and promote the general welfare of retired county employees in particular as well as the citizens of the State of California.

The general purpose of CRCEA shall be to provide a central coordinating group through which the desires and objectives of its various Member Associations may be advanced, and to promote the health, well-being, and continued productivity of retired members of such associations, to the mutual benefit of its Member Associations .

To this end, CRCEA, as part of its service to such organizations, desires to assist all retired employees of counties in the State of California under the County Employees Retirement Law of 1937 in providing a permanent organization, and to develop and maintain a program geared to the contents of this preamble and to the needs of its member associations and of active public employees in these counties.

## **ARTICLE I – NAME AND PLACE OF BUSINESS**

### **Section 1 – Name**

The name of this association shall be California Retired County Employees Association, hereinafter referred to as CRCEA.

### **Section 2 – Principal Office**

The principal office for the transaction of business of CRCEA shall be such address in the State of California as may be fixed or re-fixed by the Board of Directors of CRCEA.

## **ARTICLE II – MEMBERSHIP**

### **Section 1**

Membership in CRCEA may be had by any retired county employees association in any county of California that represents persons who receive retirement or survivor allowances under the County Employees Retirement Law of 1937 (“37 Act”). These requirements shall not preclude the membership of any county organization representing the retired employees of other political subdivisions within the county boundary if such organization does at the same time represent retired county employees.

### **Section 2**

Membership shall only be granted to those associations having open enrollment to all retirees. Open enrollment is intended to be free of any requirements, qualifications, or other membership (current or prior) other than being a retiree, the spouse/domestic partner of the retiree, or a surviving beneficiary under a 37 Act retirement system.

The Board of Directors shall resolve any question of eligibility of any association making application for membership.

### **Section 3 – Voting Power**

The voting power of Member Associations of CRCEA shall be equal and each Member Association shall have one vote. Each Member Association shall cast its vote through the person designated by it as its voting delegate, or alternate delegate if the voting delegate is not

present.

In the absence of both the voting delegate and an alternate delegate, voting by proxy shall be permitted when the proxy delegate from the same association presents written authorization from the voting delegate or alternate delegate and the proxy is filed with the Secretary prior to a vote being taken. The written authorization shall certify that the granting of the proxy is in full compliance with the Member Association's bylaws, rules, or regulations.

#### **Section 4 – Dues**

##### **(a) Dues Structure**

The membership dues structure shall be based on a fixed per capita for all Member Associations except Los Angeles County whose dues shall not exceed twice the dues of the second largest Member Association. For purposes of dues computation, the total membership count for each Member Association shall be as of December 31<sup>st</sup> of the immediately preceding calendar year and shall exclude those members of the local association who do not receive a payment from the retirement association (e.g., the spouse of a member while that member is still alive).

##### **(b) Dues Amount and Payment**

Annual Association Member dues shall be established by the Board of Directors. Dues are payable to CRCEA during the first 60 days of each calendar year.

Affiliate dues shall be established by the Executive Committee. New Affiliates joining after the regular spring conference shall be granted prorated dues for the balance of the year.

##### **(c) Procedure for Amending Association Member Dues or Dues Structure**

Any change in the Association Member dues rate or dues structure shall require approval of the Board of Directors.

Any Member Association wishing to submit a proposal to change the dues rate or dues structure shall submit the proposal in writing to the President, with a copy to the Secretary, 90 days prior to the first day of the next scheduled conference.

At least 60 days prior to the first day of the next scheduled conference, the Secretary shall provide each Member Association with written notice of:

1. Any proposal to change the Member Association dues rate or dues structure recommended by the Executive Committee, to be voted on at the next conference; and
2. Any proposal to change the Member Association dues rate or dues structure submitted by a Member Association to be voted on at the next conference, along with the recommendation of the Executive Committee relative to such proposal

The notice shall be sent via first class United States mail to each Member Association President and each Member Association Delegate on record with the Secretary. Notice shall be deemed given on the date postmarked.

Proposals to change the Member Association dues rate or dues structure shall be placed on the agenda for a vote at the next Board of Directors business meeting that follows the notice given pursuant to the foregoing paragraph. A two-thirds vote of votes cast shall be required to change either the dues rate or the dues structure. Notice will also be sent via e-mail to the CRCEA Delegate and Alternate Delegate of record so there is an electronic version available to facilitate distribution to board members of all Member Associations.

### **Section 5 – Member Associations in Good Standing**

A Member Association that fails to remit dues payable to CRCEA during the first 60 days of the calendar year shall have its Good Standing status suspended. A suspended association will be restored to Good Standing status 30 day after payment of arrears dues is received by CRCEA. A Member Association so suspended shall not be represented by a delegate at a CRCEA meeting and shall not be considered a member of the Board of Directors for purposes of determining a quorum or determining the number of votes required to pass a motion or otherwise conduct business.

## **Section 6 – Associate Membership**

Any association seeking membership from a county that currently has a qualified membership pursuant to Article II, Section 2 may apply for “Associate Membership.” Associate Members shall pay the same dues as full members and have all the rights, privileges, and benefits, except for the right to vote, to have one of its members serve as an officer, or to hold membership on the Board of Directors.

## **Section 7 – Affiliate Status**

Affiliate status may be extended to any retirement-related business, professional or institutional company or firm upon completion of the following:

- A. Submission of a letter of application filed with the President, with a copy to the Secretary and/or Executive Secretary;
- B. Approval of the application by a majority of the Executive Committee; and
- C. Payment of the established annual Affiliate dues.

## **ARTICLE III – MEETINGS**

### **Section 1**

CRCEA’s Board of Directors’ meetings shall be not less than two per year with the last meeting in the calendar year being the annual meeting and the other(s) being the regular meeting(s). All meetings shall be conducted as a convention-type meeting. Each Member Association may send its voting delegate and as many non-voting representatives as it desires. Not more than 7 months shall elapse between meetings.

The time and place of CRCEA meetings shall be set a year in advance at the annual or any regular meeting of the Board of Directors.

### **Section 2 – Quorum at Meetings of the Board of Directors**

A simple majority of the members of the Board of Directors in Good Standing shall constitute a quorum for the transaction of business at any of the meetings of the Board.

### **Section 3 – Notice of Meetings of the Board of Directors**

Notice of regular meetings, the annual meeting, and pendency of election of officers as recommended by the Nominating Committee shall be given in writing by the Secretary and/or the Executive Secretary to each member

association at least 30 days before the date set for each meeting. The notice shall be sent via first class United States mail to each Member Association President and each Member Association Delegate on record with the Secretary. Notice shall be deemed given on the date postmarked. Notice will also be sent via e-mail to the CRCEA Delegate and Alternate Delegate of record so there is an electronic version available to facilitate distribution to board members of all Member Associations.

#### **Section 4 – Special Meetings**

Special meetings may be called by the Executive Committee upon approval of a simple majority of the delegates representing Member Associations in good standing. Notice of the special meeting shall be given in writing by the Secretary and/or the Executive Secretary to each Member Association at least 30 days before the date set for each meeting. The notice shall be sent via first class United States mail to each Member Association President and each Member Association Delegate on record with the Secretary. Notice shall be deemed given on the date postmarked. Notice will also be sent via e-mail to the CRCEA Delegate and Alternate Delegate of record so there is an electronic version available to facilitate distribution to board members of all Member Associations.

Special meetings maybe held by conference call (so long as all participants may speak to and hear one another during the meeting), or in person.

### **ARTICLE IV – OFFICERS**

#### **Section 1 – Officers**

The elected officers of CRCEA shall be the President, the Vice President, the Secretary and the Treasurer. The Immediate Past President shall be a nonelected officer

#### **Section 2 – Eligibility for Office**

All candidates for office, notwithstanding Article II, Section 7, shall be persons holding current membership in good standing in their respective individual county associations. No person shall hold more

than one elective office at the same time in CRCEA.

### **Section 3 – Term of Office**

The term of office for all elected officers shall be for the period of two years, commencing 1 January, after the close of the Annual Meeting, or until such time as personally replaced or relieved.

No elected officer may hold the same office for more than two consecutive terms for a total of four years, except by unanimous approval of the delegates present at the meeting during which the officers are to be elected. Notwithstanding the foregoing, the incumbent shall continue to hold the office until a successor has been elected.

Vacancies in the office of Vice President, Secretary, or Treasurer due to resignation or any other cause will be filled by the Executive Committee, and shall be ratified by the Board of Directors at the next meeting.

### **Section 4 – Powers and Duties of Officers**

#### **(a) President**

The President shall be the Chief Executive Officer of CRCEA and shall, subject to the control of the Board of Directors, have general supervision, direction, and control of the business and affairs of CRCEA. The President shall preside at all meetings of the Board of Directors and shall be an ex-officio member of all committees. The President shall have such other powers and duties as may be prescribed by the Board of Directors or by the Bylaws, specifically including the right and duty to independently sign any outgoing bank checks in any emergency situation directed toward the accomplishment of the intent of these Bylaws; he shall also simultaneously send to the Secretary a copy of all pertinent correspondence which he originates.

#### **(b) Vice President**

In the absence or inability of the President, the Vice President shall perform all the duties of the President except the issuance of bank checks and when so acting shall have all the other powers of and be subject to all the restrictions upon the President. The Vice President's duties may be altered as is deemed necessary by the President or the Board of Directors.

The Vice President shall have such other powers and perform such other duties as may from time to time be prescribed by the President or the Board of Directors.

#### **(c) Secretary**

The Secretary shall keep, or cause to be kept, the official minutes of CRCEA and shall perform any other duties as required by law or these Bylaws.

**(d) Treasurer**

The Treasurer shall receipt for and keep, or cause to be receipted for and kept, all moneys and records thereof transmitted through Member Associations, officers, and/or Board of Directors; and shall keep regular, thorough, and full accounts of all receipts and disbursements, including solvency position of CRCEA; shall make detailed reports of these matters, as appropriate or required, to the Board of Directors, and the President when so requested, and shall discharge such other duties as may be assigned by the Board of Directors or the President. The Treasurer shall make, or cause to be made, disbursements upon the order of the President or Board of Directors, and shall give such bond, with security, as the Board or President may require, and shall perform such other duties in connection with the financial administration as the Board of Directors or President may prescribe.

The Treasurer shall establish suitable coordination with the President on the latter's issuance of bank checks as provided in subsection (a) above. The Treasurer shall also independently issue bank checks in payment of due obligations of CRCEA.

**(e) Immediate Past President**

The Immediate Past President shall serve as a member of the Executive Committee. The Immediate Past President shall have other powers and perform such other duties as may from time to time be prescribed by the Board of Directors or the Executive Committee.

**ARTICLE V – ELECTION/REMOVAL OF OFFICERS**

**Section 1 – Election**

Election shall be held at the annual meeting.

**Section 2 – Nominating Committee**

The President shall appoint a Nominating Committee for the nomination of officers for the succeeding year.

At least 45 days prior to the annual meeting, the Nominating Committee shall present its recommendations in writing to the President with a copy to the Secretary and/or Executive Secretary.

The Nominating Committee shall also present its recommendations at the annual meeting.

### **Section 3 – Notice to Member Associations**

At least 30 days prior to the annual meeting, the Secretary and/or Executive Secretary shall notify in writing each Member Association of the contents of the Nominating Committee's recommendations. The notice shall be sent via first class United States mail to each Member Association President and each Member Association Delegate on record with the Secretary. Notice shall be deemed given on the date postmarked. Notice will also be sent via e-mail to the CRCEA Delegate and Alternate Delegate of record so there is an electronic version available to facilitate distribution to board members of all Member Associations.

### **Section 4 – Nominations from the Floor**

At the annual meeting, nominations for any elected office may be made from the floor by any voting delegate. The person being nominated must be present at that meeting or provide advance written notice to the Secretary that he or she will accept such nomination.

### **Section 5 – Removal of Officers**

A Member Association in good standing (not an individual) will forward a request to CRCEA for removal. The request will be addressed to the most senior member of the Executive Committee not involved in the action and will state the reason(s) for the request with full information concerning its action. The request will be signed by the President and Delegate of the forwarding Association.

The above mentioned senior member of the Executive Committee will appoint two delegates who are neither party to the requested removal action nor officers, plus himself/herself to an Ad Hoc Committee to evaluate the request and recommend to the Board of Directors such action in response to the request as it deems appropriate.

All officers shall serve at the pleasure of the Board and may be removed at any time without cause by secret vote at a regular or special meeting. An affirmative vote of two-thirds of the votes cast by delegates or a simple majority of all Member Associations in good standing, whichever is greater, is required to remove an officer. All Directors need not be present for the vote.

## **ARTICLE VI – BOARD OF DIRECTORS**

### **Section 1 – Powers and Duties**

Subject to the limitation of the Bylaws and of the laws of the State of California, all powers, business, and affairs of CRCEA shall be exercised and conducted by, or under authority of, the Board of Directors, including the authority to appoint or contract for an Executive Secretary and/or other staff positions under such terms and conditions as may be deemed appropriate.

The Board of Directors shall manage the affairs and conduct the business of the corporation. It shall take such action as may be necessary to advance the purposes of this corporation, shall determine which expenditures may be allowed, and may authorize payment by the corporation as provided in these bylaws.

A Director shall perform the duties of a director, including duties as a member of any committee of the Board upon which the director may serve, in good faith, in a manner such director believes to be in the best interests of the corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances.

The Board members shall receive no compensation for their activities as Board or Committee members other than reimbursement of reasonable expenses actually incurred in connection with the corporation's business.

In performing the duties of a Director, a Director shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by officers or employees of the corporation whom the Director believes to be reliable and competent in the matters presented; counsel, independent accountants or other persons as to matters which the Director believes to be within such person's professional expertise; or a committee of the Board.

Any action that the Board is required or permitted to take may be taken without a meeting if all Board members consent in writing to the action. Such action by written consent shall have the same force and effect as any other validly approved Board action. All such consents shall be filed with the minutes of the proceedings of the Board.

A person who performs the duties of a Director in accordance with these Bylaws shall have no liability based upon any alleged failure to discharge the person's obligations as Director.

## **Section 2 – Members**

The Board of Directors shall consist of a voting delegate from each of the Member Associations; such voting delegate shall be determined by each Member Association in a manner to be determined by such association.

There shall be complete acceptance of the possibility that an officer of CRCEA may be designated by his Member Association to be a voting delegate as well as an incumbent officer of CRCEA.

## **Section 3 – Vacancies**

Should a vacancy occur by death, resignation, or otherwise, of any member of the Board of Directors, the same shall be filled without delay by the Member Association that appointed the former member of the Board.

## **ARTICLE VII – COMMITTEES**

### **Section 1 – Standing Committees**

The standing committees of CRCEA are Legislative, Benefits, Affiliate, Conference, Communications, Education, Membership, Audit, Bylaws, Nominating, and Retirement Security. Standing committees shall be combined or divided according to the needs of the organization as determined by the Executive Committee.

The President shall, within 60 days after the annual meeting, appoint members to the standing committees, subject to confirmation by the Executive Committee. All eligible members of such committees shall serve for a period of one year and until their successors are appointed and qualified. Vacancies occurring may be filled by appointment of the chairperson of the committee concerned, with the approval of the Executive Committee. The President shall designate the chairperson of each committee, subject to ratification by the Executive Committee.

Each standing committee reports to the Board of Directors. Standing Committees may coordinate with and seek the guidance and recommendation of the Executive Committee regarding its proposals but shall be responsible for proposals submitted to the Board of

Directors.

## **Section 2 – Special Committees**

The President shall appoint the chairperson and other members to any special committees that may be considered necessary and appropriate, subject to confirmation by the Board of Directors. Such special committees shall be vested with such authority and shall serve for such time, as the Executive Committee shall determine. Each special committee reports to the Board of Directors. Special Committees may coordinate with and seek the guidance and recommendation of the Executive Committee regarding its proposals but shall be responsible for proposals submitted to the Board of Directors.

## **Section 3 – Executive Committee**

An Executive Committee is hereby established consisting of the President, Vice President, Secretary, Treasurer, and the Immediate Past President to act on all emergency matters arising between Board meetings and to act on any matters referred to it by the Board of Directors. The Executive Secretary shall serve on the Committee as a non-voting member but shall be entitled to participate in the Committee's deliberations.

Actions of the Executive Committee shall be subject to approval and ratification by the Board of Directors.

# **ARTICLE VIII – REVENUE AND DISBURSEMENTS**

## **Section 1 – Fiscal Year**

CRCEA's fiscal year shall be January 1 through December 31.

## **Section 2 – Budget**

It shall be the duty of the Treasurer to prepare and submit a proposed budget to the Board of Directors for adoption at the annual meeting. The budget shall be sent to the Board of Directors along with the meeting agenda.

## **Section 3 – Authorization**

No expenditure of money shall be made except by authorization of the Board of Directors or as may be otherwise provided for herein. No officer, director, or Member Association shall contract any obligation or incur any debt on behalf of CRCEA, or in any way render it liable unless authorized by CRCEA's Board of Directors.

#### **Section 4 – Ineligible Expenditures**

Specifically, CRCEA and its officers and voting delegates and funds in CRCEA's treasury shall not be liable for expenditures by Member Associations relating to their membership in CRCEA. This provision includes no eligibility of reimbursement to Member Associations on account of travel, housing, mileage, or services which may be authorized by Member Associations on their own account or initiative in behalf of the objectives of CRCEA. No reimbursement for authorized CRCEA expenses shall be made by CRCEA when said expenses have been paid by the Member Association. Notwithstanding the foregoing, in the event CRCEA cancels a conference, the Board of Directors shall reimburse a Member Association for cancellation charges and other unavoidable expenses resulting from the cancellation of a conference that the Member Association was assigned to host.

#### **Section 5 – Audits**

The Executive Committee shall cause at least one annual audit to be made as soon as practicable after the close of the calendar year and the reporting of same to be made at the next regular membership meeting. The audit shall include all books, records, statements, and accounts maintained in the name of CRCEA.

### **ARTICLE IX – AMENDMENTS**

#### **Section 1 – Proposed Amendments**

Proposals to amend the Bylaws may be made by any CRCEA Committee or any Member Association by its governing board. Proposals shall be submitted in writing to the Secretary and/or Executive Secretary, with a copy to the Chair of the Bylaws Committee, not less than 90 days prior to any regular or annual meeting. The proposal shall include a statement explaining the reason for the proposed change.

Within 10 days of receipt of a Bylaws amendment proposal, the

Secretary and/or Executive Secretary shall forward a copy to each member of the Executive Committee, to the President of each Member Association, and to each Association Delegate and Alternate Delegate on record with the Secretary. The Bylaws Committee shall review its proposed changes with the Executive Committee and shall submit its recommended changes to each Association Delegate and Alternate Delegate on record with the Secretary together with the recommendation of the Executive Committee. The Bylaws Committee shall forward the information via first class U.S. mail no later than 60 days prior to the date of the meeting at which a vote on the proposed amendment will be taken. The notice shall be deemed given on the date postmarked. Notice will also be sent via e-mail to the CRCEA Delegate and Alternate Delegate of record so there is an electronic version available to facilitate distribution to board members of all Member Associations.

### **Section 2 – Approval of Amendments**

The Bylaws amendment proposal shall be placed on the agenda for a vote at the next regular or annual meeting of the Board of Directors. A two-thirds vote of those directors in attendance shall be required to approve an amendment to the Bylaws

### **Section 3 – Effective Date of Amendments**

All amendments take effect immediately upon approval.

## **ARTICLE X – MISCELLANEOUS**

### **Section 1**

Each Member Association shall be permitted to send any number of their members to the meetings of CRCEA but there shall be only one voting delegate and only one vote per Member Association.

### **Section 2**

Each Member Association must certify in writing to the Secretary and/or Executive Secretary, prior to the regular and annual meetings, the name of the voting delegate who shall represent it on the Board of Directors. Also, at the option of any Member Association, an alternate delegate may be certified, in writing, in the event of any incapacity or inability of such member's regular voting delegate. The notification can be through U.S Postal Mail or by e-mail in a format requested by the Secretary. The Official Roster provided by the Member Association for each semi-annual meeting may be deemed

sufficient by the Secretary.

### **Section 3**

For any reason, any local association, as evidenced by CRCEA's receipt of a suitably documented request therefore, may withdraw from CRCEA at any time, but without return from CRCEA of any dues previously paid to CRCEA.

### **Section 4**

The property of this organization is irrevocably dedicated to social welfare purposes and no part of the net income or assets of it shall ever inure to the benefit of any director, officer, or member thereof or to the benefit of any private persons. Upon the dissolution, or winding up, of the organization, assets remaining after payment or provision for payment of all debts and liabilities of this organization, shall be distributed to a non-profit fund, foundation, or an organization which is organized and operated exclusively for social welfare purposes and which has established its tax exempt status under Section 501 (c) (4) of the Internal Revenue Code.

If this organization holds any assets in trust, such assets shall be disposed of in such manner as may be directed by decree of the Superior Court of the county in which the organization has its principal office, upon petition therefore by the Attorney General or by any person concerned in the liquidation in a proceeding to which the Attorney General is a party.

### **Section 6**

Robert's Rules of Order shall govern procedures not covered by these Bylaws.

### **Section 7**

Membership in this organization is granted without regard to race, color, national origin, gender, sexual orientation, or religious preference