

CITY OF SAN DIEGO RETIRED EMPLOYEES' ASSOCIATION

BY-LAWS And RULES OF ORDER (Revised July 12, 2011)

BY-LAWS

ARTICLE I - NAME

The name of this organization shall be the "City of San Diego Retired Employees' Association" herein referred to as the "Association" or "REA."

ARTICLE II - PURPOSE

The Association is a non-profit association whose function is to provide strong, dignified and responsible representation for the purpose of preserving the economic benefits and the physical and social welfare of all retired City of San Diego employees, and all beneficiaries, including spouses, of the San Diego City Employees' Retirement System ("SDCERS").

ARTICLE III - MEMBERSHIP

Section 1: Any person who is a retired City of San Diego employee, or is receiving a retirement allowance from SDCERS (including any person who is participating in the City of San Diego's Deferred Retirement Option Plan (DROP)) or any surviving spouse, or beneficiary is eligible for membership.

Section 2: An affiliate member is any active City of San Diego employee or any person who has left City of San Diego employment but has left his/her retirement contributions on account in SDCERS while waiting until he/she reaches the age of retirement eligibility.

Section 3: The names of members and affiliate members who have not paid their annual dues to the Treasurer or signed up for payroll deduction of such dues within three months of the due date shall be removed from the roster of members and placed in the file of former members.

ARTICLE IV - OFFICERS

Section 1: The elective officers of the Association shall be the President, the First Vice-President (Programs), the Second Vice-President (Advocacy), the Secretary and the Treasurer. All officers must be retired City Employees.

Section 2: Each officer shall be elected for a term of two years and shall hold office from his/her installation until the installation of his/her successor.

Section 3: An affiliate member is not eligible to hold any office until he/she reaches retired status.

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ARTICLE V - BOARD OF DIRECTORS

Section 1: The Association shall be governed by the Board, which shall consist of the five elected officers; the Elected Retired Representative to the SDCERS Board, the Immediate Past President, six other elected members plus the appointed Parliamentarian, Membership Coordinator and the Newsletter Editor. All sixteen members of the Board of Directors must be members of the Association, except that the Elected Retired Representative to SDCERS may be an ex officio member, with full voting privileges.

Section 2:

a. The Board shall have the authority to conduct the business of the Association in the interim periods between regular and/or special meetings of the Association.

b. In January of each year the Board shall cause an audit to be made of operation expenditures of the preceding year.

c. All official actions to be taken by the Association shall be presented to the Board prior to a vote by the members.

Section 3: Terms of Office: Directors shall be elected for terms of three years or until their successors are installed and their terms shall be arranged so that one-third end each year.

Section 4: Vacancies: Any vacancy in the office of President shall be filled by the First Vice President for the balance of the term. On a timely basis, the Board of Directors shall fill all other vacancies to serve until the next election. In filling vacancies, the Board shall endeavor to select individuals by utilizing the criteria specified in the Association's Rules of Order. If an elected member of the Board of Directors is appointed to fill a vacant officer position on an interim basis, that Director shall continue to serve the balance of his/her elected term of office as a Director after the officer position is filled by election.

Section 5: Any officer or director may be temporarily relieved of duties at any meeting of the Board of Directors by a two-thirds vote of the Directors present. However, such actions must be confirmed for permanent discharge by both a two-thirds vote of the Directors present at the next succeeding meeting of the Board of Directors and a majority vote of the general members present at the general meeting immediately following the Board action. The Newsletter announcing that general meeting must include notice of the possibility of such a vote. If the action is not ratified by both the Board and membership, the officer or director so relieved shall resume office and duties upon adjournment of the subject meeting.

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ARTICLE VI - MEETINGS

Section 1: Association meetings shall be held on the second Tuesday of each month unless rescheduled by the Board, and notification shall be made to members in the next Newsletter and/or by electronic mail.

Section 2: Regular meetings of the Board of Directors shall be held monthly.

a. The Board shall designate the date, place and time of all meetings.

b. All members of the Association shall be entitled to attend any of the meetings of the Board, but only Board members shall have the right to make motions and to vote.

Section 3: Special meetings of the Association or of the Board may be called by the President and shall be called by the President upon written request of two or more members of the Board of Directors. The date of any special Association meeting shall not be less than seven calendar days after the date that a written notice of the time, place and reason for the meeting has been posted on the Association's web page and electronically sent to all members on the REA member e-mail roster.

Section 4: Executive Sessions: Notwithstanding the above, at any Regular or Special meeting of the Board, the Board may hold Executive Sessions (exclude non-Board members). Said Executive Sessions may be held for discussion of legal matters, evaluation/negotiation of potential contractual issues that require confidentiality, and temporary removal of officers and directors. The Executive Session agenda items shall be clearly listed on the Board Agenda and the Board shall provide non-Board members in attendance at the Board meeting the opportunity to address the Board on the confidential matter prior to such Executive Session. Following Executive Sessions, the Board shall report out in open session the action taken, if any. The President may invite specific non-Board volunteer or professional advisors to participate in said Executive Sessions.

ARTICLE VII - COMMITTEES

Section 1: The Standing Committees of the Association shall be:

a. Audit Committee. The Committee shall consist of three members nominated by the President and confirmed by the Board at the January meeting. In order to ensure continuity of expertise and institutional memory, membership of the Audit Committee shall be rotated so that there will be a mix of both current and new Committee members. The Audit report shall be presented at the March meeting. The Association's fiscal year begins January 1 and ends December 31.

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ARTICLE VII – COMMITTEES (Continued)

b. Retirees Issues Task Force (RITF) Representatives. The Retirees Issues Task Force is an informal coalition of representatives from REA and the Retired Fire & Police Association (RF&P). (The RITF was previously known as the Coalition of Retired Fire, Police, and General Members.) The purpose of the RITF is to represent retired General Members (REA) and Safety Members (RF&P) in benefit discussions with SDCERS, the Mayor, the City Council, and organizations representing active members. The REA representatives to the RITF shall be the REA President, Immediate Past President, and at least one other REA member appointed by the President and confirmed by the Board. On an ongoing basis, the Association's RITF representatives shall coordinate with the Elected Retired Member to the SDCERS Board as well as the Association's Advocacy Committee (see paragraph c., below.)

c. An Advocacy Committee, chaired by the Second Vice President (Advocacy). and consisting of five or more members nominated by the President and confirmed by the Board. Principal responsibilities of the Advocacy Committee shall include: continuous collection of information on current and emerging retirement/health benefit issues, development of recommendations for consideration by the Board and/or General Members, as applicable, on issues and positions to be advocated; targeted outreach efforts to both share information of importance with retirees and appropriate elected and policy officials, and to obtain input and feedback from General Members, which shall be communicated back to the Board; and development and maintenance of membership records, including General Member contact information and the number of General Members. The Membership Coordinator shall be a member of this Committee and shall be responsible for processing/mailing of REA brochures, and membership applications, The Advocacy Committee and the Association's RITF Representatives (see paragraph b., above) shall coordinate with each other on an ongoing basis.

d. Programs Committee. The Programs Committee shall be chaired by the First Vice President. The Programs Committee shall be responsible for the following tasks as directed and approved by the Board: development of scheduled programs for members that present speakers retained to comment on topics of interest to REA members; identifying topics and speakers, scheduling the program events, arranging for meeting locations and all necessary equipment; selection and coordination of food caterers, and identification of meeting greeters and ticket takers. The Programs Committee shall incorporate the following additional functions: Hospitality & Lunch Tickets; Sunshine; Recreation; and Helping Hands.

e. Communications Committee: The Communications Committee shall be responsible for the development and timely dissemination of information of interest to REA members, as directed and approved by the Board. Tasks shall include development

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ARTICLE VII – COMMITTEES (Continued)

and publication of the monthly REA Newsletter, and the management and administration of the REA website as well as the application of other existing and new outreach tools and strategies as directed and approved by the REA Board. The Newsletter Editor and Website Manager shall also serve on this Committee and may or may not be the same individual. The Membership Roster Coordinator shall be responsible for membership Roster Maintenance and upkeep, and related tasks. The Active Employee Association (MEA) Representative and representatives of other City retiree organizations may also serve on this Committee.

Section 2: Committee Chairs: Except as otherwise provided in these By-Laws:

(a) Committee chairs are nominated by the President and confirmed by the Board.

(b) Committee chairs shall appoint the members of their respective committees. Committee Chairs may appoint Sub-Committees and Sub-Committee Chairs as needed. Said Sub-Committees' tasks/assignments and recommendations must be authorized by the main Committee established pursuant to these By-laws.

(c) Committee chairs shall serve a term of one fiscal year, which term may be renewed at the discretion of the President for an additional one year term with the approval of the Board. There is no limit to the number of terms a committee chair may serve.

Section 3: Ad Hoc Committees: Various Ad Hoc Committees may be appointed by the President as approved by the Board.

ARTICLE VIII - PARLIAMENTARY AUTHORITY AND AMENDMENTS

Roberts Rules of Order, Revised, shall govern all meetings in all cases to which they apply and insofar as they are not inconsistent with these Bylaws.

Section 1: Amendments: Changes in these Bylaws may be recommended by any member of the Association to either the Board or the General Membership. But if the proposal is made to the Membership, it shall be referred to the Board before coming back to the Membership for a vote on its adoption. Amendments shall require a two-thirds vote of the members present.

Section 2: Amendments to these Bylaws shall become effective ten days after having been adopted.

ARTICLE IX - LEGAL FUND

Use and Dissolution of the Legal Fund shall be in accordance with the Rules of Order.

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RULES OF ORDER

RULE I - NOTICE OF MEETINGS

Notification of regular or special REA Board and General Member meetings shall be posted on the REA web site and electronically mailed to all persons on the REA member e-mail Roster at least seven calendar days prior to the meeting.

RULE II - MINUTES AND RECORDS

The Secretary shall cause to maintain all Association written minutes and all correspondence relating to the business of the Association.

RULE III - QUORUM

Section 1: Six Board members plus two officers shall constitute a quorum at any meeting of the Board of Directors.

Section 2: Two officers plus twenty members shall constitute a quorum at any Association meeting.

RULE IV - DUTIES OF OFFICERS AND OTHER BOARD MEMBERS

Section 1: The President shall:

- a. Preside at all meetings of the Association and Board of Directors.
- b. Exercise general supervision, direction and control of the business and affairs of the Association, subject to the control of the Board of Directors.
- c. Appoint the Parliamentarian, Membership Chair, Newsletter Editor and the chairs of all committees except the Nominating Committee, Program Committee and Advocacy Committee.
- d. Be the spokesperson for the Association unless that function is delegated for specific circumstances.
- e. Receive the reports of all committees.

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RULE IV - DUTIES OF OFFICERS AND OTHER BOARD MEMBERS (continued)

- f. Act as an ex-officio member of all committees except Nominating.
- g. Appoint at any time special committees as deemed necessary.
- h. Enforce the Association's Bylaws and preserve order and decorum at all meetings.

Section 2: The First Vice President shall:

- a. In the absence of the President, perform the duties of the President and act in an advisory capacity at all times.
- b. Chair the Program Committee and select the members thereof.

Section 3: The Second Vice President shall:

- a. In the absence of the President and First Vice President, perform the duties of the President and act in an advisory capacity at all times.
- b. Chair the Advocacy Committee.

Section 4: The Secretary shall:

- a. Cause to keep a correct record of the proceedings of all meetings of the Association and Board of Directors.
- b. Distribute, or cause to be read at all meetings, such documents and correspondence as should be brought to the attention of the members.
- c. Maintain, or cause to be maintained, a record and directory of all officers, Directors and Chairs of all Committees.
- d. Perform such other secretarial duties as may be requested by the President and/or the Board of Directors.

Section 5: The Treasurer shall:

- a. Be responsible for all the Association's assets and fiscal procedures, processing of annual dues billing, and collecting, or cause to be collected, all dues and/or other monies due the Association.

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RULE IV - DUTIES OF OFFICERS AND OTHER BOARD MEMBERS (continued)

b. Issue, or cause to be issued, checks for payment or expenditures of the Association. Checks, withdrawals or transfers from accounts maintained by the Treasurer of the Association shall be valid when signed by any two of the following persons - President, First Vice President, Second Vice President, Treasurer or Secretary.

c. Present an annual financial statement to the President and/or the Board of Directors.

d. Issue, or cause to be issued, checks for payment or expenditures of the Association. Checks, withdrawals or transfers from accounts maintained by the Treasurer of the Association shall be valid when signed by any two of the following persons - President, First Vice President, Second Vice President, Treasurer or Secretary.

e. Deposit, or cause to be deposited, all monies received to the credit of the Association in a Federally insured financial institution.

Section 6: The Other Board Members shall:

a. Attend all regular meetings of the Board and the General Membership.

b. Participate in the activities of the Board, serve on Committees when requested, and be knowledgeable about Association activities.

RULE V - NOMINATIONS AND ELECTIONS

Section 1: The President, First Vice President, Second Vice President, Secretary and Treasurer of the Association shall be elected bi-annually in the month of November by vote of the members. Two of the elected Board members shall be elected each year.

Section 2: A Nominating Committee consisting of three members shall be established in July in the following manner.

a. The Board of Directors shall appoint two members.

b. The General Membership shall elect one member of its choice.

c. The Nominating Committee shall elect its chair.

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RULE V - NOMINATIONS AND ELECTIONS (continued)

Section 3: The Nominating Committee shall:

- a. Submit names of one or more candidates for each vacant position for the office of President, First Vice President, Second Vice President, Secretary and Treasurer and any vacant positions on the Board of Directors, each in the appropriate year. In developing its list of candidates, the Nominating Committee shall seek individuals that have appropriate experience and qualifications and that demonstrate the desire to actively participate in the governance and operation of the Association. In performing its due diligence, the Nominating Committee shall interview prospective candidates to serve productively on the Board. The Committee shall prepare a written justification for each candidate so nominated.
- b. Obtain the consent of each nominee before announcing the member as a candidate.

Section 4:

- a. Nominations from the floor shall be declared in order after the Nominating Committee reports at the November meeting. Consent of the person nominated must have been obtained prior to putting his or her name in nomination.
- b. After nominations have been closed, the Presiding Officer shall appoint an Election Board consisting of an inspector and two or more tellers. Voting shall be by secret ballot; however, if a motion for a single slate is approved, the election may be held by voice vote.

Section 5: The candidate for each office receiving the majority of votes for that office shall be declared elected. In the event of a tie vote, a run-off election for that office shall be conducted. At that time the members present shall elect the new officer from those candidates who tied. In the event that no candidate for an office receives a majority of the vote, a run-off shall be conducted between the two candidates with the highest number of votes.

Section 6: Newly elected Officers and Board Members shall be installed in January.

RULE VI - DUES

Section 1: Association membership dues shall be payable monthly by authorized payroll deduction (preferred) or on an annual basis if payroll deduction is not an option.

Section 2: The payment of current dues shall entitle a member to all rights and privileges allowed under these Bylaws and these Rules of Order.

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RULE VI – DUES (Continued)

Section 3: The annual dues of the Association shall be fixed at the October meeting by a majority vote of the members present. Notwithstanding this provision, the annual dues may be fixed at any noticed regular member meeting upon a majority vote of the members present. If this dues approval is other than at the October meeting, the revised dues structure shall take effect sixty days after said approval.

Section 4: Affiliate members shall pay dues in accordance with the dues structure established by the membership.

RULE VII – USE OF LEGAL FUND

Section 1: One dollar per member per month shall be directed to the Legal Fund to be used to protect retirees' interests. The Board may, at its discretion, transfer additional funds from the Operating Budget, to the Legal Fund. Once said funds are transferred into the Legal Fund, those funds shall be subject to Sections 2 through 6 to protect said funds in the interests of all retirees.

Section 2: All funds collected for this purpose are to be deposited in separate sub-accounts of the Association's financial institution account. The Association Treasurer has the authority to move the funds within the Association's financial institution account in order to secure a better rate of interest.

Section 3: Actions taken by this organization regarding the legal fund must be used for the benefit and protection of REA members, precluding the use of the legal fund for any other reason.

Section 4: A proposed legal proceeding (litigation) must have the pre-approval of two-thirds of the Association's Board of Directors and by two-thirds of the members present during a previously noticed and regularly scheduled monthly meeting.

Section 5: The required membership vote for use of the Legal Fund or approval of a legal proceeding shall not be less than seven calendar days after the date that a written notice of the time, place and reason for the meeting has been posted on the Association's web page and electronically sent to all members on the REA member e-mail roster.

Section 6: The approval by Board members and General members as outlined in Sections 4 and 5 shall encompass all the actions necessary to undertake the legal proceedings.

Section 7: All revisions to this legal fund policy must be approved by both a two-thirds approval of the Board and a two-thirds approval of the General members present at a previously noticed and regularly scheduled monthly meeting.

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RULE VII – USE OF LEGAL FUND (Continued)

Section 8: Dissolution of the Legal Fund may take place only in a way that is satisfactory under applicable laws in effect at the time of the proposed dissolution and only with approval of two-thirds of the Association's Board and of two-thirds of the members present during a previously noticed and regularly scheduled monthly meeting.

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