

**BYLAWS  
OF THE**

**RETIRED EMPLOYEES OF FRESNO COUNTY**

A nonprofit corporation of the State of California incorporated as Fresno County Retired  
Employees Association, July 19, 1978 (Name changed May 20, 2009)

**Article I**

**NAME AND PRINCIPAL OFFICE**

Section 1 **NAME:** The name of this organization shall be Retired Employees of Fresno County, a non-profit California corporation, hereinafter referred to as REFCO.

Section 2 **PRINCIPAL OFFICE:** The principal office for the transaction of business of REFCO shall be such address in the County of Fresno, California as may be fixed by the Board of Directors.

**Article II**

**MEMBERSHIP**

Section 1 **CLASSES, QUALIFICATIONS, RIGHTS AND OBLIGATIONS FOR MEMBERSHIP:** The classes of membership shall be Regular Members, Associate Members, Affiliate Members, and Sponsor Members.

The qualifications, rights and obligations of each class of membership shall be as follows:

(a) **REGULAR MEMBERS:** Retired members of the Fresno County Employees' Retirement System receiving a retirement allowance under the County Employees' Retirement Act of 1937, or their surviving designated beneficiaries receiving a survivors allowance are eligible to be voting members of REFCO provided, however, that the survivors of a member are collectively entitled to only one vote.

(b) **ASSOCIATE MEMBERS:** Persons on deferred retirement status or current employees who are vested in the Fresno County Employees' Retirement System are eligible to be non-voting Associate Members of REFCO.

(c) **AFFILIATE MEMBERS:** The designated beneficiary of a Regular Member is eligible to be a non-voting Affiliate Member of REFCO.

(d) **SPONSOR MEMBERS:** Persons or businesses that provide a designated level of financial support to REFCO are eligible to be non-voting Sponsor Members.

Section 2 **DUES:** The dues, fees and assessments of this corporation shall be as determined from time to time by its Board of Directors in duly called meetings and approved by a majority of its voting members present at the annual meeting.

Membership in this corporation shall continue only so long as current annual dues or monthly payroll deductions are paid.

Section 3 **MEETINGS:** The members of this corporation shall hold meetings as prescribed in Article III, Section 1, of these Bylaws.

## Article III

### MEETINGS OF MEMBERS

Section 1 ANNUAL MEETING: During the month of January of each year there shall be an annual meeting of the members of the corporation, the exact time and place to be determined and fixed by the Board of Directors. At each annual meeting of the members, the following shall be the order of business:

- (i) Reading of the minutes of the preceding annual meeting;
- (ii) Reports;
- (iii) Election and installation of officers;
- (iv) Appropriate retirement ceremonies; and
- (v) Such other business as may come before the meeting.

Section 2 REGULAR MEETINGS: In addition to the annual meeting, there shall be at least two other regular meetings during the calendar year, the exact time and place to be determined and fixed by the Board of Directors.

Section 3 SPECIAL MEETINGS: Special meetings of members may be called by the President or the Board of Directors. In addition, special meetings of members for any lawful purpose may be called by five percent (5%) or more of the members. The exact time and place of any special meeting shall be determined and fixed by the Board of Directors, provided, however, that any special meeting called by written request of five percent (5%) or more of the members shall be held not less than thirty-five (35) nor more than ninety (90) days after receipt of the request.

Section 4 NOTICES: The Secretary shall cause written notice or newsletter notice of the time and place of all annual, regular and special meetings to be mailed, in print or electronically, to each member, addressed to him or her at his/her address as it is shown upon the records of the corporation. Except in the case of the annual meeting for which not less than fifteen (15) days prior notice shall be given, the notices provided shall be mailed to the members not less than three (3) days prior to the date of the meeting.

Section 5 PROXIES AND BALLOTS: Members shall not be entitled to vote by proxy at any meeting.

Section 6 QUORUM: The presence of the lesser of fifty (50) members or five percent (5%) of the Regular Members shall constitute a quorum at any meeting of the corporation at which it is proposed to amend the Articles of Incorporation or the Bylaws, or both. Those Regular Members present in person shall constitute a quorum for the transaction of business at any other meeting of REFCO.

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Section 7 RULES: Roberts Rules of Order shall govern the parliamentary proceedings at all meetings of the members and all meetings of the Board of Directors of the corporation insofar as they are not inconsistent with the provisions of the Articles of Incorporation or Bylaws.

## Article IV

### BOARD OF DIRECTORS

Section 1 MEMBERS: The Board of Directors of this corporation shall consist of:

(a) Directors: Seven (7) members who shall be elected annually by the Regular Members. Terms of office shall be staggered to ensure continuity. Each member elected shall hold office for two (2) years or until his successor shall have been elected and qualified. An elected member may, if duly nominated and elected, succeed himself or herself on the Board of Directors.

(b) Officers: The elected officers of REFCO shall also serve as members of the Board of Directors.

(c) Ex-Officio Members: There shall further serve as Directors, the Ex-Officio members, that is: the immediate past President of REFCO, the REFCO delegate to the California Retired County Employees Association, the elected retiree member of the Fresno County Retirement Board and the elected alternate retiree member of the Fresno County Retirement Board. Ex-Officio members shall be included for the purpose of determining a quorum of the Board of Directors.

Section 2 MEETINGS:

(a) REGULAR MEETINGS: Regular meetings of the Board of Directors shall be held prior to each annual or regular meeting of the members of REFCO or more often as determined by the Board of Directors.

(b) SPECIAL MEETINGS: Special meetings of the Board of Directors may be called at any time by the President, or, if he/she is absent or unable or refuses to act, by three (3) other Members of the Board of Directors.

(c) PLACE OF MEETING: All meetings of the Board of Directors shall be held at a time and place within the County of Fresno as the President of the Board of Directors may, from time to time, designate, or at any place outside the County of Fresno as may be designated by the vote of two-thirds (2/3s) majority of the Board of Directors.

(d) NOTICES: The President or Secretary shall cause personal or written notice of the time and place of all meetings of Directors other than regular meetings to be given to each Member thereof at least forty-eight (48) hours prior to the time of the holding of such meeting.

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The transaction at any meeting of the Board of Directors, however called and noticed, or wherever held, shall be as valid as though transacted at a meeting duly held after regular call and notice, if a quorum be present and if, either before or after the meeting, each Member of the Board of Directors not present executed a written waiver of notice, a consent to holding such a meeting, or an approval of the minutes thereof. All such waivers, consents, or approvals shall be filed with the corporation records or made a part of the minutes of the meeting.

(e) QUORUM: A majority of the authorized number of Members of the Board of Directors shall be necessary to constitute a quorum for the transaction of any business.

Every act or decision done or made by a majority of the Board of Directors present at a meeting duly held, at which a quorum was present, shall be regarded as the act of the Board of Directors, unless a greater number be required by law, by the Articles of Incorporation, or Bylaws of this corporation.

Section 3 POWERS: Subject to the limitation of the Bylaws and to the laws of the State of California, as to action to be authorized or approved by the Regular Members, all corporate powers shall be exercised by, or under the authority of, and the business and affairs of the corporation shall be conducted by the Board of Directors. Those powers on include, but not limited to, those powers hereinafter enumerated. On behalf of the corporation, to:

(a) Sue and defend suits brought against the corporation;

(b) Make contracts;

(c) Receive property by devise or bequest, subject to the laws regulating the transfer of property by will, and otherwise acquire and hold all property, real or personal, including shares of stock, bonds, and securities of other corporations;

(d) Act as trustees under any trust incidental to the principal objects of the corporation, and receive, hold, administer, and expend funds and property subject to such trust;

(e) Convey, exchange, lease, mortgage, encumber, transfer upon trust, or otherwise dispose of all property, real or personal;

(f) Borrow money, contract debts, and issue bonds, notes and debentures, and secure the payment or performance of the corporation's obligations; and

(g) Do all other acts necessary or expedient for the administration of the affairs and attainment of the purposes of the corporation.

Section 4 COMPENSATION: No remuneration shall be paid to Directors as such, and no remuneration shall be paid to a Director for services performed by him for the corporation in any capacity, unless a resolution authorizing such remuneration shall have been adopted by the Board of Directors before the services were rendered.

## Article V

### OFFICERS

Section 1 OFFICERS: The officers of this corporation shall be President, First Vice President, Second Vice President, Membership Secretary, Recording Secretary, Treasurer and Assistant Treasurer. No person may hold more than one office at any given time.

Section 2 TERM OF OFFICE: The term of office for the Officers shall be for the period from the time of the meeting at which they were first elected to the time of the meeting when their respective successors are elected. Officers may be elected to successive terms. The President, only, is limited to serving two (2) terms.

Vacancies occurring for any reason shall be filled by the Board of Directors and the term of such appointed officers shall be for the remainder of the unexpired term. The Board of Directors may choose to leave a vacant officer position unfilled if the vacancy is for 3 months or less before the next General Election.

Section 3 PRESIDENT: The President shall be the chief executive officer of the corporation and shall, subject to the control of the Board of Directors, have general supervision and control of the business and affairs of REFCO. The President shall also: preside at all meetings of the membership of the corporation and all meetings of the Board of Directors as Chair of that Board; with Board of Directors approval, appoint the membership of all standing committees created hereby or determined by the Board of Directors and such other committees as may be created and generally supervise the activities of such committees; serve as Ex-Officio Member of all committees except the nominating committee; approve all contracts sanctioned by the corporation; do all other things specifically designated to him/her by the Board of Directors or by these Bylaws; and exercise such other powers, not inconsistent with the law, the Articles of Incorporation or the Bylaws of this corporation, as are usually exercised by a chief executive.

Section 4 FIRST VICE PRESIDENT (PRESIDENT ELECT): In the absence or disability of the President, the First Vice President (President Elect) shall have the power and duty to act on behalf of the President, provided however, that the First Vice President shall not deal with any matters placed in the charge of the President unless requested by the President to do so. The First Vice President shall have such other duties and powers as may be, from time to time, assigned to him/her by the President or the Board of Directors not inconsistent with his/her corporate capacity.

Section 5 SECOND VICE PRESIDENT: In the absence of both the President and First Vice President, the Second Vice President shall have all the powers and perform all the duties as may be assigned by the Board of Directors or the President.

Section 6 SECRETARIES:

(a) MEMBERSHIP SECRETARY: The Membership Secretary shall have the powers

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and duties assigned to him/her by these Bylaws, including the following: to keep a record of Membership showing the name, mail and email addresses of all members, their class of membership, and the date of their membership; to keep records of all other matters as directed by the President or Board of Directors, and to preserve all records of the corporation under the direction of the President and the Board of Directors. All records kept by the Membership Secretary shall, at all reasonable times, be open to the inspection of any member of REFCO.

(b) **RECORDING SECRETARY:** The Recording Secretary shall have the powers and duties assigned to him/her by these Bylaws, including the following: to give notice of all meetings of the membership and the Board of Directors of this corporation, and such other notices as may be directed by the President or Board of Directors; to notify all Directors, officers, and members of their election; to keep a record of the proceedings of all meetings of the membership and of the Board of Directors of this corporation; and to preserve records of the corporation under the direction of the President and Board of Directors. All records kept by the Recording Secretary shall, at all reasonable times, be open to the inspection of any member of REFCO.

### **Section 7     TREASURER AND ASSISTANT TREASURER:**

(a) **TREASURER:** The Treasurer shall, under the direction of the President and the Board of Directors, collect, have charge of, disburse and shall keep regular, true and full accounts of all receipts, property and disbursements for all funds of the corporation, and shall make a written report to the membership at all of its meetings showing the financial condition of the corporation and the receipts and disbursements since the last written report. The Treasurer shall have the general responsibility of collecting such dues as the Board of Directors shall establish, including the giving of appropriate notice thereof, and shall notify the Board of Directors of all delinquencies in the payment of dues. The Treasurer shall keep proper accounts for the corporation and such other financial records as may be deemed appropriate by the Board of Directors and, upon the election of his/her successor, shall deliver to the successor all books of account, and other financial records of the corporation and all funds and other property of the corporation under his/her control. The financial records of the corporation shall be open to the inspection of the President or any member of the Board of Directors or the finance committee at all reasonable times. The Treasurer shall present the books, records and accounts maintained in the name of REFCO to a qualified auditor for audit after the close of the fiscal year.

The Treasurer shall be the Chairman of the finance committee.

(b) **ASSISTANT TREASURER:** The Assistant Treasurer shall, under the direction of the Treasurer, the President and the Board of Directors, assist the Treasurer in the performance of his/her duties as set forth in the provisions of Section 7a above. The Assistant Treasurer shall also assume the office and duties of the Treasurer in the event the Treasurer is unable to perform his/her duties as Treasurer and in the absence of the Treasurer.

**Section 8     OFFICERS:** The Officers of the corporation shall have the powers and duties provided in Article IV of these Bylaws.

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Section 9 OTHER OFFICERS: Any other officers designated by the Board of Directors shall have such powers as the Board of Directors may, from time to time, assign to them that are not inconsistent with the powers herein above granted to the officers specifically enumerated.

Section 10 DISBURSEMENT OF FUNDS: No funds shall be disbursed by this corporation unless the check, draft, or other evidence of such disbursement shall be executed on behalf on the corporation by the Treasurer, or such other officers as may be designated by the Board of Directors.

### **Article VI**

#### **ELECTION OF BOARD OF DIRECTORS AND OFFICERS**

Section 1 GENERAL: The elected members and officers of this corporation shall be elected by a vote of the Regular Members, by the following procedure.

Section 2 NOMINATION BY COMMITTEE: At least sixty (60) days before the time set for election of the Board of Directors and Officers at the annual meeting of members as provided in Article III, Section 1, of these Bylaws, the nominating committee of five REFCO members shall be appointed by the President and confirmed by the Board of Directors and shall prepare the official slate of nominees. The official slate shall be forwarded to the President and Board of Directors for submission of the Board's recommendations to the general membership at least 30 days prior to the Annual Business Meeting at which the Regular Members vote on the slate of nominees.

Section 3 NOMINATION BY MEMBERSHIP: Any Regular Member may, in writing delivered to the chairman of the nominating committee place his/her name in nomination or may in the same manner nominate any other Regular Member.

Section 4 INDEPENDENT NOMINATIONS: Nominations will be received from the floor at the time of the election, provided however that any such nominated candidate must be present at the meeting and must first have agreed to the placement of his/her name in nomination.

Section 5 REMOVAL OF OFFICERS: Officers may be removed, with or without cause, at any meeting of the Board of Directors. For purposes of removing officers, a quorum at such a meeting shall be 2/3 of the Directors then holding office. The action to remove an officer shall require an affirmative vote of a majority of the Directors then holding office.

### **Article VII**

#### **PERSONAL LIABILITY AND PROPERTY INTEREST**

Section 1 LIABILITY OF MEMBERS: No member of the corporation shall be personally liable by reason of such membership for any indebtedness or liability incurred by the corporation.

Section 2 PROPERTY INTEREST UPON TERMINATION OF MEMBERSHIP: If any member shall cease to be such, any interest he/she shall have in and to the property, assets, and privileges of the corporation shall cease and revert to the corporation and such cessation of membership shall operate as a release and assignment to the corporation of all the rights, title and interest of such member in and to the property, assets and privileges of the corporation; provided, however, that any cessation of membership shall not affect any indebtedness of the corporation to such member.

## Article VIII

### STANDING COMMITTEES

There shall be the following REFCO standing committees: bylaws; newsletter; finance and budget; advocacy; employee benefits; health insurance; membership and awards; and such other committees as shall be determined by the Board of Directors. At least one board member shall be a member of each of these committees, but in no case shall a committee consist of only members of the Board. The powers, duties, and procedures of all committees shall be as prescribed by the Board of Directors.

## Article IX

### AMENDMENTS TO THE BYLAWS

Amendments to the bylaws, not in conflict with the laws of the State of California, may be proposed by the Board of Directors or by petition signed by at least twenty-five (25) Regular Members REFCO and must be submitted in writing to the Board of Directors. Proposed amendments may be presented at any annual or special meeting of REFCO where a quorum is present and must be adopted by a majority vote of those present and voting. Notice of such meeting as provided for in Article III, Section 1(d), must include a summary of, or a copy of, the proposed Bylaw changes. Amendments to the bylaws shall become effective immediately upon adoption.

## Article X

### FISCAL YEAR

The books of the corporation shall be maintained on a calendar year basis.

**CERTIFICATE OF SECRETARY**

I, the undersigned, do hereby certify:

That I am the duly elected and acting Secretary of the Retired Employees of Fresno County, a nonprofit mutual benefit corporation; and

That the foregoing Bylaws, comprising \_\_\_\_ ( ) pages, constitute the Bylaws of the Retired Employees of Fresno County as duly amended at a meeting of the membership held on January \_\_\_\_, 2011.

IN WITNESS WHEREOF, I have hereunto subscribed my name this \_\_\_<sup>th</sup> day of \_\_\_\_\_, 2011.

(Signed) \_\_\_\_\_, Secretary