

BYLAWS
Of The
RETIRED EMPLOYEES OF SAN DIEGO COUNTY, INC.

Including Amendments of October 22, 2018,
Approved December 13, 2018

ARTICLE I - NAME

The name of this organization shall be RETIRED EMPLOYEES OF SAN DIEGO COUNTY, INC. (hereafter referred to as RESDC).

Article II MISSION STATEMENT

The Retired Employees of San Diego County (RESDC) is dedicated to being an advocate for retiree interests and providing pertinent information, social opportunities, and service for its members.

ARTICLE III - MEMBERSHIP

Section 1

RESDC members are defined as retired employees (including surviving spouses) or associates (active or deferred employees, spouses of current RESDC members) who have chosen to join the organization.

Section 2

Any person who is receiving a retirement allowance by reason of membership in the San Diego County Employees' Retirement Association, or the surviving spouse of such person who is receiving a survivor's allowance, shall be eligible for retired employee membership in RESDC.

Section 3

Spouses of members are eligible for associate membership upon application.

Section 4

Persons who have worked for the County of San Diego and/or are a member of the San Diego County Employees' Retirement Association, but who are not otherwise eligible for membership, are eligible for associate membership upon application.

Section 5

Other than holding an Executive Officer position (President, 1st Vice President, 2nd Vice President, Treasurer, Secretary), associate members are eligible for all RESDC benefits and discounts, including voting.

ARTICLE IV – DUES

Section 1

Member dues will be the primary funding source for carrying out the activities of RESDC. Member dues may be changed by a two-thirds vote of those members present at any regular membership meeting of RESDC. Notice of a proposed change in the dues shall be communicated to all members utilizing RESDC communication modes not less than ten days prior to such meeting.

Section 2

The Board of Directors shall be responsible for recommending to the members any change in the dues amount or structure.

Section 3

The Board of Directors shall be responsible for determining the ways and means by which dues shall be collected and the date or dates payable.

ARTICLE V – OFFICERS, BOARD OF DIRECTORS, AND STAFF

Section 1

The Board of Directors shall consist of the President, First Vice President, Second Vice President, Secretary, Treasurer, Immediate Past President, and eight Directors.

- a. The Immediate Past President shall serve only one term and in a non-voting capacity.
- b. Only one associate member may serve on the Board of Directors at any one time.

Section 2

Officers will be elected for two year terms at alternate elections as follows: President and Second Vice President will be elected in one election and First Vice President, Secretary, and Treasurer will be elected in the following election.

Section 3

- a. Directors will be elected to serve two year terms at annual elections. Four Directors will be elected at each election.
- b. The term of Officers and Directors shall begin on installation at the Annual Membership Meeting in December. Associate members may not serve in any Executive officer position.

Section 4

The President shall preside at all RESDC Membership and Board of Directors Meetings. The President shall appoint the chairperson of all committees, and shall be an ex-officio member of all committees, except the Elections Committee. The President may, at his or her discretion, appoint committee members with the advice and/or consent of the committee chairperson. The President shall be responsible for general supervision of all RESDC activities, represent RESDC at appropriate functions, meetings and activities; and perform such other duties as may be assigned by action of the general membership and/or the Board of Directors.

Section 5

The First Vice President shall assist the President and shall assume the duties of the President during the latter's absence or inability to serve.

Section 6

The Second Vice President shall perform the duties assigned by the President, and shall assume the duties of the First Vice President during the latter's absence or inability to serve.

Section 7

The Secretary shall keep, or cause to be kept, the minutes of the meetings of RESDC and the Board of Directors, and perform such other duties as may be directed by the President.

Section 8

The Treasurer shall receipt for, or cause to be receipted for, kept or disbursed all money and other assets of RESDC in such manner as may be authorized by the Board of Directors. In addition, the Treasurer shall: render an accounting of all RESDC money and other assets owned or received and disbursed at the close of the fiscal year and on such other reasonable occasions as may be requested by the Board of Directors; make available all records to the Audit Committee for the preparation of the annual financial review or audit report; and prepare and submit, or cause to be prepared and submitted, necessary tax reports.

Section 9

A paid Executive Director and office staff shall be responsible for the accomplishment of all prescribed fiscal and administrative matters for RESDC. The Executive Director will manage the Association's day-to-day operations, direct all staff and report to the Board of Directors through the President.

ARTICLE VI - BOARD OF DIRECTORS DUTIES AND AUTHORITY**Section 1**

The Board of Directors shall conduct the business of RESDC in the interim between regular and/or special meetings of the RESDC membership.

Section 2

The Board of Directors may remove any Officer or Director from his or her position in the event of three consecutive unexcused absences or inability to carry out the duties of the position.

Section 3

The Board may require the bonding of any Officer or staff member at the expense of RESDC.

ARTICLE VII - COMMITTEES

Section 1

Promptly after taking office, the President shall reconstitute the standing committees.

Section 2

The following standing committees shall be established: Audit, Election, and Executive. Committee membership shall provide for a chairperson and such other members of RESDC necessary to complete the mission of the committee.

Section 3

The general functions of the standing committees are:

- a. **Audit:** This committee shall ensure independent financial reviews or audits of RESDC's records and accounts, prepare and submit financial review or audit reports to the General Membership annually, or more frequently if requested by the General Membership or Board of Directors; and complete and submit a physical inventory of the RESDC capital equipment as directed by Bylaws Article IX, Section 4.
- b. **Elections:** This committee shall be responsible for all functions related to the nomination and election of candidates for Officer and Director positions in accordance with Articles X and XI.
- c. **Executive:** This committee shall be convened at the call of the President to consider timely matters; to review Support Staff job performance and compensation; to submit salary recommendations to the Board of Directors for inclusion in the annual proposed budget; and to review all aspects of the proposed budget prior to referral to the Board of Directors.

Section 4

Additional standing or special committees may be appointed by the President with the concurrence of the Board of Directors as he or she deems appropriate to carry on the work of RESDC.

ARTICLE VIII - MEETINGS

Section 1

Regular RESDC membership meetings shall be held at periodic intervals as directed by the Board of Directors. The holiday luncheon in December shall be known as the Annual Membership Meeting. Meeting dates, times and places will be announced in the newsletter, website and social media modes.

Section 2

Special membership meetings may be called by the President, and shall be called upon written demand of twenty (20) or more members. Notice of this special membership meeting, citing time, date, place and purpose of the meeting, shall be promulgated through the RESDC

website, social media modes and in the monthly newsletter if time allows or mailed to all members not later than ten (10) days prior to such special meeting.

Section 3

A quorum shall consist of not less than thirty (30) members present at any regular or special meeting.

Section 4

The Board of Directors shall meet monthly on a day of the month established by the Board of Directors. Special Board of Directors meetings may be called upon the written demand of four or more members of the Board or when ordered by the President.

Section 5

A quorum at Board of Director Meetings shall consist of fifty percent plus one of filled Board Member positions

Section 6

The Board of Directors may use teleconferences for all purposes in connection with any meeting. A teleconference is a meeting of the Board in which Board members are in different locations, connected by electronic means, through audio, video or both. All Board Members shall be notified in advance of the meeting. A quorum of the members of the Board shall participate and all votes taken during a teleconference meeting shall be by roll call.

ARTICLE IX - FINANCIAL

Section 1

A proposed budget for the ensuing fiscal year detailing the anticipated revenues and the proposed expenditures shall be submitted to the Board of Directors no later than the regular November meeting. The Board shall consider the proposed budget and make such amendments and corrections as deemed necessary and advisable. The final budget shall be submitted to the membership at the December Annual Membership Meeting for adoption.

Section 2

The Board of Directors may make transfers within the budget as it deems necessary. The Board may otherwise amend the overall amount of the budget by a two-thirds vote of the Board members present.

Section 3

No Officer or member of RESDC shall expend any money or incur any indebtedness on behalf of RESDC for any expense not specifically authorized by the budget or by action of the Board of Directors.

Section 4

Following the close of the fiscal year, the Audit Committee shall cause a financial review of the records of RESDC to ensure that the financial statements are in conformance with generally accepted accounting principles. In addition, the committee shall inventory the capital

equipment. The financial review report and the inventory shall be presented to the Board of Directors for review after which the report shall be presented to the members at the next membership meeting.

If determined necessary by the Board of Directors, the Audit Committee shall cause an independent audit of the records of RESDC to ensure the adequacy of RESDC's internal controls.

Section 5

No member, officer or representative of RESDC shall be personally liable for any debts, liabilities or obligations of this organization.

Section 6

Title and ownership of any capital equipment or property acquired by RESDC or funds paid to RESDC shall be vested in the organization and be administered by the Board of Directors unless or until the organization dissolves. Upon dissolution, after paying or adequately providing for the debts and obligations, the remaining assets shall be disposed of in accordance with the Articles of Incorporation.

ARTICLE X - NOMINATIONS

Section 1

All members of RESDC in good standing, except staff, may be considered for nomination to be a Director. Candidates for the positions of President, First Vice President, and Second Vice President shall have served as a recent or past Director on the RESDC Board of Directors. Candidates for the position of Treasurer and Secretary shall have the requisite qualifications to carry out the duties of these positions as described in Article V. Associate members shall not be nominated for or serve in any Executive Officer position.

Section 2

Candidates for Directors and for Officers of RESDC shall be nominated by the Elections Committee and submitted to the Board at its August meeting for regularly scheduled elections or as otherwise required should vacancies occur during existing terms of office.

Section 3

Members of RESDC may also nominate candidates, including themselves, for Directors and for Officers. Associate members cannot be nominated for any Executive Officer position. These nominations must be in writing, must contain a statement that the nominee consents to the nomination, and must be filed with the Election Committee no later than the first business day of August for regularly scheduled elections or as otherwise required by the Board should vacancies occur during existing terms of office. Members may be nominated for only one elective position.

Section 4

Nominations received in accordance with Sections 2 and 3 above will be considered by the Board at its August meeting or as otherwise required should vacancies occur during existing terms of office. The Board will take action with respect to the nominees in accordance with Article XI.

Section 5

No person shall be placed in nomination without the nominee's consent.

Section 6

Announcements of vacancies, nominations and nominating procedures will be promulgated through all RESDC communication modes.

ARTICLE XI - ELECTIONS**Section 1**

An election will be conducted annually to elect Officers and Directors from the slate presented by the Election Committee and the nominations filed with the Board by members.

Section 2

When only one candidate for a vacant position is nominated, the nominated candidate will be considered elected by the Board.

Section 3

If more than one candidate is nominated for one vacant position, an election for that office will be conducted by mail ballot. The following procedures shall be followed:

- a. Pre-printed and pre-addressed ballots, requiring return postage to be paid by the member, will be mailed to all eligible members.
- b. Ballots are to be received in the RESDC Office no later than the Thursday following the RESDC October Board of Directors meeting.
- c. The Election Committee shall consist of a Chairman, one Board Member and one General Member, as a minimum and shall be responsible for the collection of ballots from the RESDC Office and tabulation of the election returns. The results will be certified in writing to the Board of Directors.
- d. Any candidate running for a position on the Board of Directors is disqualified to serve on the Elections Committee in any capacity.

Section 4

In the event a full slate of Officers and Directors cannot be voted into office, the President will appoint members to fill the vacant positions, subject to ratification by the Board and subsequent ratification by formal vote at the next membership meeting following the Board's action.

Section 5

Terms of office for Officers and Directors shall begin at the installation ceremony conducted at the December Annual Membership Meeting. Candidates who cannot be installed at this meeting will be installed at a subsequent Board meeting. In this case, the term of office will expire as if installation had occurred at the Annual Membership Meeting.

Section 6

Officer and Director vacancies occurring within a term shall be filled by the Board of Directors from candidates nominated in accordance with Article X to complete the balance of the vacant term. Selections made by the Board of Directors shall be ratified at the next General Membership Meeting.

Article XII - BENEFIT PROTECTION FUND

Section 1

The Retired Employees of San Diego County (RESDC) Board of Directors shall establish and maintain a Benefit Protection Fund.

Section 2

The fund shall be held in restricted account to be used only for costs incurred for the protection of benefits impacting retirees who are members of the San Diego County Employees Retirement Association (SDCERA).

Section 3

A special vote of approval by the RESDC Board of Directors and recordation of the approval in the minutes is required for all expenditures from the Benefit Protection Fund.

ARTICLE XIII - MISCELLANEOUS

Section 1

The procedure for amending these Bylaws shall be as follows:

- a. Proposals for Bylaw changes shall be voted on annually in conjunction with the election of RESDC Officers and/or Directors. Proposals may be submitted at any time and shall be submitted to the Bylaws and Policy Manual Committee. Officers, Directors, or any RESDC member may submit suggested revisions.
- b. Proposals approved by the Board of Directors shall be submitted to the membership in written ballot form for a vote for and against each proposal. This ballot shall be returned together with the election of Officers/Directors ballot in the provided return envelope for tabulation at the designated time and place. Returned ballots will be retained for one year.
- c. Proposed Bylaw amendments require an approval of each proposed amendment by two-thirds of those voting. Those amendments not receiving this approval requirement shall be returned to the Executive Committee for review and further disposition.
- d. In the event an annual election of RESDC Officers and/or Directors is not ordered, proposed Bylaw changes shall be noticed on the RESDC website, and through social media modes, and printed in the RESDC newsletter published to all members and voted upon orally at the Annual Membership Meeting. The results of the vote shall be recorded in the Minutes of the Annual Membership Meeting.

Section 2

RESDC's fiscal year begins on January 1 and ends on December 31.

Section 3

The rules contained in the current edition of Robert's Rules of Order (newly revised) shall govern RESDC in all cases not covered by these Bylaws.

Section 4

All applicable state and federal law shall supersede these Bylaws.

AMENDMENTS

These bylaws were initially adopted on July 26, 1963, and amended on October 31, 1965.

Revised and adopted on July 25, 1969, and amended on July 10, 1970, July 7, 1972, September 12, 1973, July 10, 1974, January 8, 1975 and November 12, 1975.

Revised and adopted on November 9, 1977.

Amended January 9, 1980 - Article III, Section 4; Article V, Section 1; Article VI, Sections 1 and 6; Article VIII, Section 5; Article IX, Section 1 and Article IX, Section 4, added.

Amended September 9, 1980 - Article V, Section 2; Article VII, Sections 2 and 3; Article IX, Sections 1, 2 and 3 and Article X, Sections 1 and 4.

Amended January 13, 1982- Article VI, Section 3; Article VIII, Section 6 and Article IX, Section 2.

Amended March 13, 1985 - Article V, Section 7 and Article VII, Section 2, adding sub-section (f).

Amended November 13, 1985 - Adding Articles V, Section 9 and Article X, Section 5, and deleting Article XI, Section 4; Amending Article V, Section 1; Article VI, Sections 1 and 6; Article VII, Section 3(b); Article VIII, Section 6; and Article X, Section 2.

Amended November 12, 1986 - Amended Article II, Section 1, Article VI, Sections 1, 3 and 6, Article VII, Sections 2 and 3(a), Article X, Section 4 and deleted Section 5, added Sections 5 & 6, Article III.

Amended November 11, 1987 - Amended Article V, Sections 4 and 9, Article VII, Section 2, added Section 3(f), amended 3(g) and added 3(h), amended Article VIII, Section 1, deleted Section 3, renumbered Sections 4, 5 and 6, deleted Article IX, renumbered Article X and amended Sections 1 and 4, renumbered Article XI.

Amended November 9, 1988 - Amended Article II, Article V, Section 2, Article VII, Section 3(h), Article VIII, Section 1, Article IX, Section 1.

Amended August 9, 1989 - Amended Article V, Section 2; deleted Section 3; renumbered Sections 4, 5, 6, 7, and 8; amended and renumbered Section 9; added new Section 9.

Amended August 8, 1990 - Amended Article V, Sections 1, 2 and 6; amended Article VI, Section 1; amended Article VII, Section 2; deleted and added new subsection (f) of Article VII, Section 3; amended Article VIII, Sections 4 and 5.

Amended February 13, 1991 - Amended Article VIII, Sections 1 and 4.

Amended April 17, 1991 - Amended Article III, Section 4, added Section 6, and renumbered existing Section 6 to Section 7.

Amended April 29, 1993 - Deleted Section 3, Article III and renumbered remaining Sections 4 through 7 to 3 through 6; amended title of Article V, and amended Section 2 of same Article; amended Article VII, Section 2 and Section 3(g).

Amended August 16, 1994 - Amended Article VII, Section 3(h); amended Article VIII, Section 1; renumbered Article X to Article XII; added new Article X (Nominations); and new Article XI (Elections).

Amended August 15, 1995 - Amended Articles I, II, III, Sections 1, 2, 3, 4 and 6; Article IV, Section 1; Article V, Sections 1, 3, 6, 7 and 8; Article VI, Sections 2, 3, 4, 5 and 6; Article VII, Section 2, Section 3 subsections a, b, c, d, e and h and added subsections i, j, and k; and amended Section 4; amended Article VIII, Sections 1 and 3; amended Article IX, Sections 1 and 3; amended Article X, Sections 1, 2 and 3; amended Article XI, Sections 1 and Section 3, subsection b; and amended Article XII, Sections 2 and 3.

Amended October 15, 1996 - Amended Article XI, Section 3, subsection b.

Amended February 24, 1998 - Amended Article XI, Section 3, subsection b.

Amended June 22, 1999 - Amended Article VII, Section 2, Section 3, subsections c and e, and re-letter remaining subsections; amended Article VIII, Section 1; amended Article IX, Section 2.

Amended June 6, 2002 - Amended Article V, Section 1 and Section 7, Article VI, amended Section 1 and deleted Section 6; amended Article VII, Section 2 and Section 3(f); amended Article IX, Section 1.

Amended February 24, 2004 – Amended Article XI, Section 3c, 4, and 6.

Amended December 15, 2004 – Amended Article III, Section 3, deleted Sections 4 and 5, renumbered former Section 5 to 4; amended Article V, Section 1, added new Section 2, renumbered existing Sections 2 through 9 to Sections 3 through 10; amended new Section 10 and added new Sections 11 and 12. Amended Article VI, Sections 1, 3 and 4. Amended Article VII Section 2, and Section 3 deleting subsections **a** through **l** and adding new subsections **a** through **o**. Amended Article VIII, sections 1, 2, 4, and added Section 5. Amended Article XI, Section 3 **a**, **b**, **c**. Amended Article XII, Sections 1 and 3.

Amended March 14, 2006 - Amended Article V, Sections 1,2,3, and 11, added new Section 4, and changed numbers on remaining sections; amended Article VI, Section 1(b); amended Article VII, Sections 3e and 3h; amended Article VIII, Section 4; amended article X, Section 2; and amended Article XI, Sections 1 and 3c.

Amended August 29, 2006 – Amended Article V Section 1; Article VI Section 1; Article VIII Section 5; and Article XI Section 6.

Amended August 29, 2007 – Amended Article VIII, Section 4; Article XI, Section 3.b; and Article XI Section 3.c.

Amended March 25, 2008 – Amended Article II; Article V Section 1, 9, 12, 14; Article VI Section 3; Article VII Section 2, 3; Article IX Section 1, 4; Article X Sections 1,3; Article XII Section 1; Article V, Section 1, 14, 3c.

Amended June 11, 2008 – Amended Article III, Section 3, 4, 5; Article V, Section 1; Article VII, Section 3c; Article XII, Section 1.

Amended November 10, 2011 – Amended Article II; Article V, Section 9, 10; Article VII, Section 2, 3. h., k.; Article VIII, Section 4; Article IX, Section 1, 4; Article XII, Section 1. a. i.

Amended August 19, 2012 – Amended Article II; Article III, Section 1,2,4,5; Article IV, Section 1,2; Article V, Title, Section 3b, delete Section 4 and renumber, amend 6,9,10 delete Sections 11 through 13; Article VI, Title, delete Section 1 and renumber, amend Section 2,3,4, delete Section 5; Article VII, Section 2, 3.a, delete Section 3.b and renumber, delete Sections 3.c through 3.e, amend Sections 3.f, 3.g, delete Sections 3.h through 3.k, amend Section 3.l, delete Section 3.m, amend Section 4; Article VIII, Section 1, 2, 4; Article IX, Section 1, 2, 3, 4, add Sections 5 and 6; Article X, Section 1, 2, 3, 4, delete Section 5 and renumber, amend Section 6, 7; Article XI, Section 1, 3.c, 4, 5, 6; Article XII, Section 1.a, delete 1.a.i, amend 1.b through 1.d, add Section 1.e. and Section 4.

Amended September 11, 2014 - Amended Article VIII – added new Section 6

Amended February 12, 2015 – Amended Article V, Section 8; Amended Article VII, Section 3, subsection a; Amended Article IX, Section 4.

Amended April 14, 2016 – Amended Article VII, Section 2,3; Article VIII, Section 1, 2; Article X, Section 3,6; Article XII, Section 1

Amended October 12, 2017 – Amended Article III, Sections 1 – 4

Amended October 22, 2018 – Amended Article III, amended and renumbered Sections 1 – 4, adding Section 5; Amended Article IV, Section I; Amended Article V, adding Section 1b and Section 3c; Amended Article X, Section I and Section III; Amended Article XII to add new article; Amended Article XII and revised to Article 13;

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