# BYLAWS

# OF

# RETIRED EMPLOYEES OF MERCED COUNTY

# ASSOCIATION, INC

**A California Nonprofit Mutual Benefit Corporation**

***Revised _________.***

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## ARTICLE I
## DEFINITIONS

**Section 1. Defined Terms**. For purposes of these Bylaws, the following terms have the meanings set forth below:

(a) "Articles" means the Corporation's Articles of Incorporation, as amended.

(b) "Board" means the Corporation's Board of Directors.

(c) "Bylaws" means these Bylaws, as amended.

(d) "Corporation" means Retired Employees of Merced County Association, Inc., a California nonprofit mutual benefit corporation.

(e) "Director" means a person serving on the Board with voting rights. The Retirement Board Liaisons are not Directors.

(f) "Electronic Transmission" means an electronic transmission by or to the Corporation within the meaning of Corporations Code sections, 20 and 21, as applicable.

(g) "Member" means a person admitted to membership under Article IV whose membership has not terminated.

(h) "MercedCERA" means the Merced County Employees' Retirement Association.

(i) "Nonprofit Mutual Benefit Corporation Law" means the California Nonprofit Mutual Benefit Corporation Law, Corporations Code sections, 7110 through 8910, as amended.

(j) "Officer" means the President, Vice President, Secretary, or Treasurer of the Corporation.

(k) "Retirement Board Liaisons" means the Retirement Board Representative and the Alternate Retirement Board Representative, collectively.

## ARTICLE II
## CORPORATE NAME AND OFFICES

**Section 1. Corporate Name**. The name of this corporation is: RETIRED EMPLOYEES OF MERCED COUNTY ASSOCIATION, INC.

**Section 2. Predecessor Organization**. The name of the existing unincorporated association that was incorporated by the filing of the Articles of Incorporation for this corporation was: RETIRED EMPLOYEES OF MERCED COUNTY ("REMCO").

**Section 3. Principal Office**. The principal office for the transaction of the activities and affairs of this corporation shall be at an address designated by the Board of Directors in Merced County, California, and identified in the corporation's then-current Statement of Information.

## ARTICLE III
## PURPOSES AND LIMITATIONS

**Section 1. General Purposes**. This corporation is a nonprofit mutual benefit corporation organized under the Nonprofit Mutual Benefit Corporation Law.

**Section 2. Specific Purpose**. The purposes for which this corporation is formed are pleasure, recreation, and other nonprofit purposes, to promote and enhance the economic and social welfare of its members, and specifically as a social club, within the meaning of Internal Revenue Code, section 501 subdivision (c)(7), or the corresponding provision of any future United States Internal Revenue law, to advocate, educate, inform, and provide activities for retired former employees of the County of Merced and of other governmental entities covered under the Merced County Employees Retirement Association.

**Section 3. Limitations on Activities**. This corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that do not further the above purposes of this corporation, and this corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Internal Revenue Code, section 501 subdivision (c)(7) (or the corresponding provision of any future United States internal revenue law).

## ARTICLE IV
## MEMBERSHIP

**Section 1. Membership**. Membership in the corporation is available to:

(a) Any person retired from employment by the County of Merced and those special Districts who are members of the Merced County Employee’s Retirement Association ("MercedCERA"), who receives retired allowances under the Retired Employees Retirement law of 1937; or

(b) Any person who is a former or surviving spouse, registered domestic partner, or a designated beneficiary of such employee who is receiving retirement benefits from MCERA.

The above requirements shall not preclude membership of retired employees from any other political subdivision of Merced County who is a member of MCERA.

**Section 2. Admission to Membership**. Any person qualified for membership under Section 1 above shall be admitted to membership upon submission of an application and payment of the dues specified in Section 3 below.

**Section 3. Dues**. Dues are payable monthly either by authorizing a monthly payroll deduction, or by payment directly to the corporation for annual dues. Dues shall be reviewed at the annual meeting of the Board of Directors. Any increase in dues approved by the Board shall become effective only after the corporation gives the Members at least thirty (30) days' written notice of the proposed increase and the Members approve the increase at the next regular meeting.

**Section 4. Good Standing**. Members who have paid the required dues in accordance with these Bylaws shall be members in good standing.

**Section 5. Number of Members**. There shall be no limit on the number of members the corporation may admit.

**Section 6. Membership Roster**. The corporation shall keep, in written form or in a form capable of being converted into written form, a membership roster containing each member's name and address. The roster shall be subject to the inspection rights required by law, as set forth in Section 7 below.

**Section 7. Inspection Rights of Members**.

(a) Unless the Corporation provides a reasonable alternative, any Member may do either or both of the following for a purpose reasonably related to the Member's interest as a Member:

(1) Inspect and copy the records containing Members' names during usual business hours upon ten (10) days' prior written demand stating the purpose of the inspection; or

(2) Obtain from the Secretary, upon written demand and payment of a reasonable charge, a list of the names of Members as of the most recent record date for which the list has been compiled or as of a later date specified by the Member. The demand shall state the purpose for which the list is requested. The Secretary shall make the list available on or before the later of ten (10) days after receipt of the demand or the date specified in the demand.

(b) On written demand on the Corporation, any Member may inspect the accounting books and records and the minutes of the proceedings of the Members, the Board, and committees of the Board at any reasonable time for a purpose reasonably related to the Member's interest as a Member.

**Section 8. Other Membership Rights**. Members shall have the right to vote, as provided in these Bylaws, on the election of Officers and Directors, amendments to these Bylaws, changes to membership dues, and any proposal to dissolve the Corporation, and shall be eligible to hold office. Members shall also have all rights afforded to Members under the Nonprofit Mutual Benefit Corporation Law. If the Corporation is dissolved, then, after payment or provision for payment of its obligations and debts and any other payments required by law, the remaining assets, other than assets held in charitable trust, shall be distributed to one or more organizations described in Internal Revenue Code, section 501 subdivision (c)(3), as selected by the Board.

**Section 9. Non-Liability of Members**. A Member of the Corporation shall not solely because of such membership be personally liable for the debts, obligations, or liabilities of the Corporation.

**Section 10. Termination of Membership**.

(a) Membership shall terminate upon either of the following events:

(1) The resignation of a Member;

(2) The Member's failure to pay dues when due. The membership of a Member who fails to pay dues shall automatically terminate ninety (90) days after the due date.

(b) All rights of a Member in the Corporation and its property cease upon termination of the Member's membership. Termination does not relieve the Member of any obligation for charges incurred, services or benefits received, dues, fees, or contractual obligations. The Corporation retains the right to enforce any such obligation or recover damages for its breach.

## ARTICLE V
## MEMBER MEETINGS

**Section 1. Annual Meeting**. The annual meeting of the Members shall be held in September and is scheduled by the President unless the Board fixes another date, time, or place, and so notifies Members as provided in Section 10 of this Article V. At the meeting, Directors shall be elected and other proper business may be transacted, subject to Section 9 of this Article V.

**Section 2. Regular Meetings**. The Members shall hold quarterly meetings to conduct the business of the Corporation on the second Tuesday of March, June, September, and December each year, whenever practical. The Board or the President may establish an annual or other schedule for regular Member meetings that specifies the date, time, and location of each meeting and shall provide that schedule to the Members. Separate written notice of each regular Member meeting shall be given in accordance with Section 10 of this Article V.

**Section 3. Location of Meetings**. Meetings of the Members shall be held at any place designated by the President or the Board. The Board may authorize Members who are not present in person to participate electronically as provided in these Bylaws and applicable law.

**Section 4. Authority For Electronic Meetings**. Subject to the Articles, these Bylaws, and applicable law, including Corporations Code, section 7510, the Board may authorize Members who are not physically present to participate in a meeting by Electronic Transmission, electronic video screen communication, conference telephone, or other remote communication, to be deemed present in person, and to vote at the meeting.

**Section 5. Requirements For Electronic Meetings**. A meeting of Members may be conducted electronically, in whole or in part, only if the Corporation implements reasonable measures to provide Members a reasonable opportunity to participate and vote, to verify that each person participating remotely is a Member or authorized proxyholder, and to maintain a record of any vote or other action taken by Electronic Transmission, as required by applicable law.

**Section 6. Authority to Call Special Member Meetings**. Four (4) Directors on the Board, or the President, or five percent (5%) or more of the Members, may call a special meeting of the Members for any lawful purpose at any time.

**Section 7. Special Member Meetings**.

(a) A special meeting called by a person entitled to call a meeting of the Members shall be requested in writing. The request shall specify the general nature of the business proposed to be transacted and shall be submitted to the President or Secretary. The Officer receiving the request shall promptly cause notice to be given to the Members under Sections 8, 9, and 10 of this Article V. The meeting shall be held not fewer than thirty-five (35) nor more than ninety (90) days after receipt of the request and may be scheduled to coincide with the next regular meeting if that meeting falls within this period.

(b) If the notice is not given within 20 days after the request is received, the person or persons requesting the meeting may give the notice. Nothing in this Section shall be construed as limiting, fixing, or affecting the time at which a meeting of Members may be held when the meeting is called by the Board.

(c) No business other than the business stated in the notice may be transacted at a special meeting.

**Section 8. Written Notice Required**. Whenever Members are required or permitted to take action at a meeting, written notice shall be given under Sections 8, 9, and 10 of this Article V to each Member entitled to vote. The notice shall specify the place, date, and time of the meeting and any means by which Members may participate electronically. For the annual meeting, the notice shall state the matters that the Board intends to present for action when notice is given. For a special meeting, the notice shall state the general nature of the business to be transacted and that no other business may be transacted. Notice of a meeting at which Directors are to be elected shall include the names of all nominees known when notice is given. Except as provided in Section 9 of this Article V, any proper matter may be presented at the meeting.

**Section 9. Notice of Certain Agenda Items**. Approval by the Members of any of the following proposals is valid only if the notice states the general nature of the proposal:

(a) Removing a Director without cause;

(b) Amending the Articles;

(c) Electing to wind up and dissolve the Corporation;

(d) Approving a contract or transaction between the Corporation and one or more Directors, or between the Corporation and any entity in which a Director has a material financial interest; or

(e) Approving a plan of distribution of assets, other than money, not in accordance with liquidation rights specified in the Articles or Bylaws, when the Corporation is in the process of winding up.

**Section 10. Notice Requirements**. Notice of any meeting of Members shall be given at least ten (10) but no more than ninety (90) days before the meeting date. The notice shall be given either personally, electronically, or by mail, and shall be addressed to each Member entitled to vote, at the address of that Member as it appears on the records of the Corporation or at the address given by the Member to the Corporation for purposes of notice. Electronic notice may be given only to a Member who has consented to receive Electronic Transmissions from the Corporation and only in accordance with applicable law.

**Section 11. Quorum**.

(a) A quorum at any general membership meeting shall consist of the lesser of twenty-five (25) Members or five percent (5%) of the Members. Unless a greater vote is required by law, the Articles, or these Bylaws, a majority of the votes cast at a meeting at which a quorum is present is required to approve a motion. Proxies shall not be used.

(b) If attendance at a general or annual meeting is less than a quorum, the Members may vote only on matters whose general nature was stated in the notice under Section 9 of this Article V.

**Section 12. Eligibility to Vote**. Subject to the Nonprofit Mutual Benefit Corporation Law, Members in good standing shall be entitled to vote at any meeting of Members.

**Section 13. Manner of Voting**. Voting shall be by ballot unless the Members present unanimously approve voting by voice at the annual meeting.

**Section 14. Solicitation of Ballots**. The Corporation shall distribute one written ballot to each Member entitled to vote on the matter. The ballot and related materials may be sent by Electronic Transmission, and responses may be returned by Electronic Transmission. Each ballot shall: (i) set forth the proposed action; (ii) allow the Member to approve or disapprove each proposal; and (iii) provide a reasonable time for return. The solicitation shall also state the number of responses required to satisfy the quorum requirement, the percentage of approvals required for each proposal other than the election of Directors, and the return deadline. A written ballot may not be revoked after the Corporation receives it.

## ARTICLE VI
## DIRECTORS

**Section 1. General Powers of the Board**. Subject to the Nonprofit Mutual Benefit Corporation Law, other applicable law, and any limitations in the Articles or these Bylaws concerning actions that require Member approval, the Corporation's activities and affairs shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board.

**Section 2. Specific Powers of the Board**. Without prejudice to the general powers set forth in Section 1 of this Article VI, but subject to the same limitations, the Board shall have the power to do the following:

(a) Appoint and remove, at the pleasure of the Board, all corporate Officers and contractors; prescribe powers and duties for them as are consistent with the law, the Articles, and these Bylaws; fix compensation of contractors; and require from them security for faithful service.

(b) Change the principal office or principal business office in California from one location to another.

(c) Incur indebtedness on the Corporation's behalf for the benefit of Members.

(d) Adopt and use a corporate seal; prescribe the forms of membership certificates; and alter the forms of the seal and certificates.

**Section 3. Number and Qualifications of Directors**.

(a) The Board shall consist of eleven (11) voting Directors: the President (who shall also serve as Chair of the Board); the Vice President (who shall also serve as President-Elect); the Secretary; the Treasurer; the Immediate Past President, who shall serve ex officio; and six (6) elected Directors. Each Director shall have one vote.

(b) The Directors of the Corporation shall be residents of the State of California. Each Director shall be a Member of the Corporation in good standing.

(c) The Retirement Board Liaisons shall serve as nonvoting liaisons to the Board and shall not be Directors for purposes of these Bylaws.

**Section 4. Terms of Directors**.

(a) Upon election, Officers shall serve two-year terms or until their successors are elected and qualified. Elected Directors shall also serve two-year terms. Officers shall be elected in odd-numbered years, and Directors shall be elected in even-numbered years.

(b) No Officer or Director shall serve more than two successive terms in the same office. If no candidate is available or willing to serve, the term may be extended by a vote of the Members.

(c) Unless reelected as President, the President shall automatically serve an additional two-year term on the Board as Immediate Past President without election by the Members. If the President is reelected, the Immediate Past President shall serve an additional term on the Board without reelection by the Members.

**Section 5. Nominating Committee**. The President shall appoint a Nominating Committee of at least three Members at the March general meeting to nominate Officers and Directors for the succeeding year. The Nominating Committee shall nominate qualified candidates for election as Officers and Directors at least sixty (60) days before the election. The Nominating Committee shall report its nominations to the Board at least thirty (30) days before the election at the annual Member meeting in September, or at another time set by the Board. With the meeting notice required by these Bylaws, the Secretary shall provide each Member a list of all candidates nominated by the Nominating Committee.

**Section 6. Nominations By Members**. Members representing two percent (2%) of the voting power may nominate candidates for Officer or Director by petition. The petition must be signed by the required Members within two (2) months before the election and delivered to an Officer of the Corporation. Upon timely receipt, the Secretary shall place the candidates named in the petition on the ballot with the candidates nominated by the Nominating Committee.

**Section 7. Floor Nominations**. At a meeting held to elect Officers or Directors, any Member present may nominate a candidate with that candidate's consent. No person may be elected or voted for unless the person has agreed to be nominated.

**Section 8. Election of Directors and Officers**. Officers and Directors shall be elected by the Members at the annual meeting in September, or at another time determined by the Board, and shall begin their terms upon election. The number of Directors elected at each annual meeting shall be sufficient to replace Directors whose terms are expiring and to fill any vacancies not otherwise filled by the Board. The Nominating Committee shall present the slate of candidates for election. The candidate receiving the highest number of votes for each position shall be elected. A Director is eligible for reelection if the Director continues to satisfy the qualifications in Section 3(b) of this Article VI. If Directors are not elected at an annual meeting, they may be elected at a special meeting held for that purpose or by written ballot. Each Director shall hold office until the term expires and a successor is elected and qualified.

**Section 9. Inspectors of Election**.

(a) If an election is conducted by written ballot, an "Election Committee" shall be appointed by the President and confirmed by the Board.

(b) The Election Committee shall act as the inspectors of election, supervise the election, and tabulate and certify to the President and Secretary the number of votes cast for each candidate.

(c) The inspectors of election at any Members' meeting shall perform the following duties:

(1) Determine the number of voting Members, the number represented at the meeting, and whether a quorum is present;

(2) Receive ballots;

(3) Hear and determine all challenges and questions in any way arising in connection with the right to vote;

(4) Count and tabulate all votes;

(5) Determine when the polls shall close;

(6) Determine the result; and

(7) Do such acts as may be proper to conduct the election or vote with fairness to all Members.

(d) The inspectors shall perform their duties impartially, in good faith, to the best of their ability, and as expeditiously as practical.

(e) If there are three (3) inspectors of election, the decision, act, or certificate of a majority is effective as the decision, act, or certificate of all inspectors.

(f) On request of the Chair or any Member, the inspectors of election shall provide a written report concerning the performance of their duties and shall certify the election results. Any report or certification made by the inspectors shall be prima facie evidence of the facts stated in it.

(g) After tabulation, the Election Committee shall seal the ballots in an envelope and deliver them to the Secretary. The Secretary shall keep the ballots for sixty (60) days for inspection or recount by a candidate and shall destroy them promptly after that period.

(h) Election Committee shall be discharged upon completion of the election.

**Section 10. Vacancies on Board**.

(a) A vacancy on the Board shall occur upon: (1) the death or resignation of a Director; (2) a Board resolution declaring a vacancy in the office of a Director who has been declared of unsound mind by a court or convicted of a felony; (3) removal of a Director by the Members or, if the Corporation has fewer than fifty (50) Members, by a majority of all Members; (4) an increase in the authorized number of Directors; (5) the Members' failure to elect the number of Directors required to be elected at a meeting held for that purpose; or (6) a vote of the Board after a Director has missed three (3) consecutive meetings without giving another Director prior notice of the absence and the reason for it.

(b) If the position of Immediate Past President becomes vacant, this vacancy may only be filled by another past President of the Corporation who shall be appointed by the Board as provided in Section 12, below.

(c) If the position of Secretary or Treasurer becomes vacant, this vacancy shall be filled by appointment by the Board as provided in Section 12, below.

**Section 11. Resignation of Directors**. Except as provided below, any Director may resign by giving written notice to the President or Secretary. The resignation is effective when the notice is given unless it specifies a later effective date. If a resignation is effective at a later date, the Board may elect a successor to take office on that date.

**Section 12. Vacancies Filled By the Board**. Except for a vacancy created by the removal of a Director by the Members, vacancies on the Board may be filled by approval of the Board or, if the number of Directors then in office is less than a quorum, by the unanimous written consent of the Directors then in office. The Members may fill any vacancy not filled by the Directors.

**Section 13. Vacancies Filled By Members**. The Members may elect a Director or Directors at any time to fill any vacancy or vacancies not filled by the Directors. Any reduction of the authorized number of Directors shall not result in any Director being removed before his or her term of office expires.

**Section 14. Location of Board Meetings**. Meetings of the Board shall be held at any place that has been designated by resolution of the Board or in the notice of the meeting.

**Section 15. Electronic Meetings**. Any Board meeting may be held electronically. Participation in a meeting under this Section shall constitute presence in person at the meeting if both the following apply:

(a) Each Director participating in the meeting can communicate concurrently with all other Directors; and

(b) Each Director is provided the means of participating in all matters before the Board, including the capacity to propose, or to interpose an objection to, a specific action to be taken by the Corporation.

**Section 16. Annual Meeting of the Board**. The annual organizational and planning meeting of the Board shall be held in September each year as scheduled by the President. The outgoing and incoming Directors shall be invited to this meeting.

**Section 17. Regular Board Meetings**. Regular meetings of the Board shall be held in January, April, July, and October. Regular quarterly Member meetings shall be held in March, June, September, and December. Other regular Board meetings may be held without notice at the times and places fixed by the Board.

**Section 18. Special Meetings**. Special meetings of the Board for any purpose may be called at any time by the President, Vice President, Secretary, or any two Directors.

**Section 19. Notice of Special Meetings**.

(a) Notice of the time and place of a special Board meeting shall be given to each Director at the Director's address, email address, or telephone number shown in the Corporation's records.

(b) Notices sent by first-class mail shall be sent at least four (4) days before the meeting. Notices given by personal delivery, telephone, or Electronic Transmission shall be delivered, telephoned, or sent at least forty-eight (48) hours before the meeting.

(c) The notice shall state the time and place of the meeting but need not specify its purpose.

**Section 20. Quorum**. A majority of the authorized number of Directors shall constitute a quorum for the transaction of business. An action approved by a majority of the Directors present at a duly held meeting at which a quorum is present is an act of the Board, subject to any greater vote required by the Nonprofit Mutual Benefit Corporation Law, including provisions concerning interested-director transactions, Board committees, and indemnification. A meeting at which a quorum is initially present may continue to transact business despite the withdrawal of Directors if each action is approved by at least a majority of the quorum required for the meeting.

**Section 21. Waiver of Notice**. Notice of a meeting need not be given to a Director who, before or after the meeting, signs a waiver of notice or an approval of the minutes. The waiver need not specify the purpose of the meeting. All waivers and approvals shall be filed with the corporate records or made part of the meeting minutes. Notice also need not be given to a Director who attends the meeting without protesting the lack of notice before or at the beginning of the meeting.

**Section 22. Board Action Without Meeting**. Any action that the Board is required or permitted to take may be taken without a meeting if all Directors consent in writing. An action taken by unanimous written consent has the same force and effect as an action approved at a Board meeting. All consents shall be filed with the minutes of the Board proceedings.

**Section 23. Director Compensation**. The Directors shall serve without compensation.

**Section 24. Board Committees**. The Board, by resolution adopted by a majority of the Directors then in office, may create one or more committees. A committee that exercises the authority of the Board shall consist of two or more Directors and shall comply with Corporations Code, section 7212. The Board may also create advisory committees that do not exercise Board authority and may include persons who are not Directors. The President may nominate committee members, subject to appointment by the Board. Unless the Board provides otherwise, committee members shall serve for one year and until their successors are appointed, and the Board shall fill vacancies. The President shall designate the chair of each committee, subject to ratification by the Board. To the extent provided in the Board resolution, a committee of the Board may exercise the authority of the Board, except for any authority that may not be delegated under Corporations Code, section 7212 or other applicable law.

**Section 25. Delegates**. The Corporation shall maintain membership in the California Retired County Employees Association ("CRCEA") unless the Board or the Members approve termination of that membership.

(a) The President shall appoint a delegate and an alternate delegate to each CRCEA conference.

(b) The delegate or alternate delegate shall represent the Corporation as a voting member at CRCEA conferences.

(c) At the next scheduled general membership meeting following a CRCEA conference, the delegate shall provide the Board and Members with a written report concerning the matters voted upon, the results of those votes, and any other pertinent information.

**Section 26. Committee Meetings**. Meetings and actions of Board committees shall be governed by the provisions of these Bylaws concerning Board meetings and actions, except that regular and special committee meetings may be scheduled by Board resolution or, if no Board resolution applies, by resolution of the committee. Minutes of each meeting shall be kept with the corporate records. The Board may adopt rules governing any committee if the rules are consistent with these Bylaws. If the Board has not adopted rules, the committee may do so.

## ARTICLE VII
## RESPONSIBILITIES OF OFFICERS

**Section 1. Responsibilities of President**. The President of the Corporation shall also serve as Chair of the Board. Subject to the control of the Board, the President shall supervise, direct, and control the Corporation's activities, affairs, and Officers. The President shall preside at all Member and Board meetings and shall be an ex officio member of all committees. The President shall have such other powers and duties as the Board or these Bylaws may require, including the authority to sign outgoing checks independently in an emergency when necessary to carry out the intent of these Bylaws. Upon expiration of the term as President, the President shall automatically serve an additional two-year term on the Board as Immediate Past President without election by the Members. The President, Vice President, Secretary, Treasurer, and Immediate Past President constitute the Executive Committee. The Executive Committee may exercise only the authority expressly delegated to it by resolution of the Board, subject to limitations imposed by law.

**Section 2. Responsibilities of Vice President**. The Vice President shall assist the President and, if the President is absent or disabled, shall perform the duties of the President. When acting as President, the Vice President shall have all powers of and be subject to all restrictions on the President. The Vice President shall have such other powers and duties as the Board or these Bylaws may require, including serving as a member of the Executive Committee.

**Section 3. Responsibilities of Secretary**.

(a) The Secretary shall keep or cause to be kept, a book of minutes of all meetings, proceedings, and actions of the Board, of committees of the Board, and of Members' meetings. The minutes of meetings shall include the time and place that the meeting was held; whether the meeting was annual, general, or special, and, if special, how authorized; the notice given; the names of persons present at Board and committee meetings; and the number of Members present or represented at Members' meetings.

(b) The Secretary shall keep or cause to be kept a copy of the Articles and these Bylaws, as amended to date.

(c) The Secretary shall keep or cause to be kept a record of the Corporation's Members showing each Member's name and address.

(d) The Secretary shall give, or cause to be given, all notices of Member, Board, and Board committee meetings required by these Bylaws. The Secretary shall keep the corporate seal, if any, in safe custody and shall have such other powers and duties as the Board or these Bylaws may require. The Secretary shall serve as a member of the Executive Committee.

**Section 4. Responsibilities of Treasurer**.

(a) The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the Corporation's properties and transactions. The

Treasurer shall provide Members and Directors with the financial statements and reports required by law, these Bylaws, or the Board. The books of account shall be open to inspection by any Director at all reasonable times.

(b) The Treasurer shall: (1) deposit, or cause to be deposited, all money in the name and to the credit of the Corporation with the depositories designated by the Board; (2) disburse the Corporation's funds as ordered by the Board; (3) provide the President and the Board, upon request, an account of all transactions as Treasurer and the financial condition of the Corporation; (4) file any required tax returns; (5) serve as a member of the Executive Committee; and (6) have such other powers and perform such other duties as the Board or these Bylaws may require.

## ARTICLE VIII
## GENERAL CORPORATE MATTERS

**Section 1. Authorized Signatories For Checks**. All checks, drafts, other orders for payment of money, notes, or other evidences of indebtedness issued in the name of or payable to the Corporation shall be signed or endorsed by such person or persons and in such manner authorized from time to time by resolution of the Board.

**Section 2. Executing Corporate Contracts and Instruments**. Except as otherwise provided in the Articles or in these Bylaws, the Board by resolution may authorize any Officer or Officers to enter into any contract or to execute any instrument in the name of and on behalf of the Corporation. This authority may be general or it may be confined to one or more specific matters. No Officer, agent, or other person purporting to act on behalf of the Corporation shall have any power or authority to bind the Corporation in any way, to pledge the Corporation's credit, or to render the Corporation liable for any purpose or in any amount, unless that person was acting with authority duly granted by the Board as provided in these Bylaws, or unless an unauthorized act was later ratified by the Corporation.

**Section 3. Contracts with Directors**. No contract or transaction between the Corporation and one or more Directors, or between the Corporation and any entity in which one or more Directors have a material financial interest, shall be void or voidable solely because of a Director's interest if the material facts concerning the transaction and the Director's interest are fully disclosed or known and the transaction is authorized, approved, or ratified in good faith in accordance with Corporations Code, section 7233, including any applicable requirement that the transaction be just and reasonable to the Corporation.

**Section 4. Indemnification**.

(a) To the fullest extent permitted by law, including Corporations Code, section 7237, the Corporation shall indemnify its Directors and Officers, including persons formerly serving in those positions, against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in a proceeding because the person is or was a Director or Officer of the Corporation. For purposes of this Section, "expenses" and "proceeding" have the meanings provided in Corporations Code, section 7237.

(b) Upon written request by a person seeking indemnification under Corporations Code, section 7237 subdivision (b) or (c), the Board shall promptly determine, in accordance with Corporations Code, section 7237 subdivision (e), whether the applicable standard of conduct has been satisfied and, if so, shall authorize indemnification. If the Board cannot make that determination because the Directors who are parties to the proceeding prevent the formation of a quorum of disinterested Directors, the Board shall promptly call a meeting of the Members. The Members shall determine whether the applicable standard has been satisfied and, if so, shall authorize indemnification as provided in Corporations Code, section 7237 subdivision (e).

**Section 5. Insurance**. The Corporation may purchase and maintain insurance, to the fullest extent permitted by law, on behalf of its Officers and Directors against liability asserted against or incurred by an Officer or Director in that capacity or arising from that status.

**Section 6. Amendment of Bylaws**. Except as otherwise provided by law, the Articles, or these Bylaws, these Bylaws may be adopted, amended, or repealed by approval of the Members or by the Board. The Board may not adopt, amend, or repeal a provision when Member approval is required under Corporations Code, sections 7150, 7151, or other applicable law. Any amendment requiring Member approval shall be approved at a duly held Member meeting or by written ballot in accordance with Article V.

**Section 7. Inspection of Articles and Bylaws**. The Corporation shall keep a current copy of the Articles and these Bylaws at its principal office or other records location and shall make them available for inspection by Members at reasonable times as required by law. The Corporation may also make current copies available on its website.

**Section 8. Directors' Inspection Rights**. Every Director shall have the right to inspect the Corporation's books, records, and documents. The right of inspection includes the right to copy and make extracts from those materials.

**Section 9. Annual Report**.

(a) The Corporation's fiscal year is October 1 through September 30.

(b) The Board shall cause an "Annual Report" to be prepared within one hundred twenty (120) days after the end of the Corporation's fiscal year. The Annual Report shall contain the following information in appropriate detail:

(1) A balance sheet as of the end of the fiscal year, an income statement, and a statement of cash flows for the fiscal year, accompanied by an independent accountant's report or, if none, a certificate of an authorized Officer stating that the financial statements were prepared without audit from the Corporation's books and records;

(2) A statement of the place where the names and addresses of current Members are located; and

(3) Any information required by these Bylaws.

**CERTIFICATE OF SECRETARY**

I certify that:

(c) I am the duly elected and acting Secretary of RETIRED EMPLOYEES OF MERCED COUNTY ASSOCIATION, INC., a California nonprofit mutual benefit corporation;

(d) These Bylaws, consisting of 23 pages, are the Bylaws of the Corporation, as duly adopted on ____________________, 2026; and

(e) These Bylaws have not been amended or modified since that date.

Executed on ____________________, 2026, at Merced, California.

____________________________________
Karen Rodriguez, Secretary