BYLAWS

OF

~~**RETIRED EMPLOYEES OF MERCED COUNTY**~~

RETIRED EMPLOYEES OF MERCED COUNTY

ASSOCIATION, INC

A California Nonprofit Mutual Benefit Corporation

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~~Article I.~~

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~~ Corporate Name~~ and ~~Offices……………………………3~~21, as applicable.

~~(o)~~

~~(p)~~

~~(q)~~

(g) ~~ARTICLE I.~~ "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.**~~¶

Section 1. Corporate Name¶

. The name of this corporation is: RETIRED EMPLOYEES OF MERCED COUNTY ASSOCIATION, INC.

~~**SECTION 2. PREDECESSOR ORGANIZATION.**~~¶

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.**~~¶

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~~ARTICLE II.~~
PURPOSES AND LIMITATIONS

~~**SECTION 1. GENERAL PURPOSES.**~~¶

Section 1. General Purposes¶

. This corporation is a nonprofit mutual benefit corporation organized under the Nonprofit Mutual Benefit Corporation Law.

~~**SECTION 2. SPECIFIC PURPOSE.**~~¶

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. LIMITATION ON ACTIVITIES.¶**~~

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 ~~(i)~~ 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~~), or (ii) a corporation, contributions to which are deductible under Internal Revenue Code section 170(c)(2) (or the corresponding provision of any future United States internal revenue law).~~).

~~**ARTICLE III. MEMBERSHIP¶**~~

~~**SECTION 1. ACTIVE MEMBERSHIP.¶**~~

ARTICLE IV~~ACTIVE MEMBERSHIP ("ACTIVE MEMBERS")~~
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. ASSOCIATE MEMBERSHIP.¶**~~

~~Associate membership **("Associate Members")** is available to persons who are working or have worked for Merced County or those special districts that are members of MercedCERA. Associate Members are not eligible to vote, have voice, sit on committees, or to hold office in the corporation.¶~~

~~**SECTION 4. ADMISSION TO MEMBERSHIP.¶**~~

Section 2. Admission to Membership¶

. Any person qualified for membership under ~~Sections~~Section 1~~-2,~~ above~~,~~ shall be admitted to membership upon submission of an application ~~submitted~~ and ~~on the~~ payment of the dues ~~as~~ specified in Section ~~5,~~3 below.

~~SECTION 5. DUES.~~¶

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. ~~The dues shall be equal for all members of each class of membership, but the Board of Directors may, in its discretion, set different dues for each class.~~ Good Standing¶

. ~~Dues shall be reviewed at the annual meeting of the Board of Directors. An increase in dues if approved by the Board of Directors shall become effective after a 30-day written notice to the membership of the recommended change is given, followed by an affirmative vote of the Active Members at the next regular meeting of members.~~¶

~~SECTION 6. GOOD STANDING.~~¶

Members who have paid the required dues in accordance with these Bylaws shall be members in good standing.

~~SECTION 7. NUMBER OF MEMBERS.~~¶

Section 5. Number of Members¶

. There shall be no limit on the number of members the corporation may admit.

~~SECTION 8. MEMBERSHIP ROSTER.~~¶

Section 6. Membership Roster¶

. The corporation shall keep, in written form or in ~~any~~a form capable of being converted into written form, a membership roster containing ~~the~~each member's name~~,~~ and address~~, and class of each member. Such~~. The roster shall be subject to the ~~rights of~~ inspection rights required by law, as set forth in Section ~~9,~~7 below.

~~SECTION 9. INSPECTION RIGHTS OF MEMBERS.~~¶

Section 7.~~a.~~ Inspection Rights of Members¶

. ¶

~~(r)~~ Unless the ~~corporation~~Corporation provides a reasonable alternative ~~as provided~~¶

(a) ~~below~~, any ~~member~~Member may do either or both of the following for a purpose reasonably related to the ~~member's~~Member's interest as a ~~member~~Member:

~~(1)~~ (1) Inspect and copy the records containing ~~members'~~Members' names

(1) during usual business hours ~~on~~upon ten (10) days' prior written demand ~~on the corporation, which must state~~stating the purpose ~~for which~~of the inspection ~~rights are requested~~; or

~~(2)~~ (2) Obtain from the Secretary ~~of the corporation, on~~, upon written demand

(2) and ~~tender~~payment of a reasonable charge, a list of the names~~, and voting rights~~ of ~~members who are entitled to vote for Directors~~ Members as of the most recent record date for which ~~that~~the list has been compiled~~,~~ or as of ~~the~~a later date~~, after the date of demand,~~ specified by the ~~member~~Member. The demand shall state the purpose for which the list is requested~~,~~. The Secretary shall make ~~this~~the list available ~~to the member~~ on or before the later of ten (10) days after receipt of the demand ~~is received~~ or the date specified in the demand ~~as the date as of which the list is to be compiled~~.

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

~~**SECTION 10. OTHER MEMBERSHIP RIGHTS.**~~

Section 8.~~Only Active~~ Other Membership Rights

. Members shall have the right to vote, as ~~set forth~~provided in these Bylaws, on the election of Officers and Directors, ~~changes~~amendments to ~~by-laws~~these Bylaws, changes to membership dues, ~~hold office,~~ and ~~on~~ any ~~election~~proposal to dissolve the ~~corporation. In addition, Active Members~~ Corporation, and shall be eligible to hold office. Members shall also have all rights afforded ~~members~~to Members under the ~~California~~ Nonprofit Mutual Benefit Corporation Law. If the ~~corporation~~Corporation is dissolved, ~~Active Members shall receive a pro-rata distribution of all assets, exclusive of those held in charitable trust, remaining~~ then, after payment or provision for payment of ~~the~~its obligations and debts ~~of the corporation~~ and ~~provision for~~ any other ~~payment~~payments required ~~under applicable~~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 11. NON-LIABILITY OF MEMBERS**~~

Section 9. Non-Liability of Members

. A ~~member~~Member of the ~~corporation~~Corporation shall not solely because of such membership be personally liable for the debts, obligations, or liabilities of the ~~corporation~~Corporation.

~~**SECTION 13. TERMINATION OF MEMBERSHIP.**~~

Section 10.~~a . A membership~~ Termination of Membership

.

~~(s)~~ Membership shall terminate ~~on occurrence of any~~ upon either of the following

(a) events:

(1) The resignation of a ~~member~~Member;

(2) The ~~member's~~Member's failure to pay dues ~~as set by the Board of Directors within the time period they are due and payable.~~when due. The membership of ~~any member~~a Member who fails to pay dues ~~when due and within ninety (90) days thereafter~~ shall automatically terminate ~~at the end of such~~ ninety (90) ~~day period;~~days after the due date.

~~(t) Any event that renders the member ineligible for membership, or failure to satisfy membership qualifications.~~

~~(u) Termination of membership under Subsection d., below, of these Bylaws based on the good faith determination by the Board of Directors, or a committee or person authorized by the Board of Directors to make such a determination, that the member has failed in a material and serious degree to observe the rules of conduct of the corporation, or has engaged in conduct materially and seriously prejudicial to the corporation's purposes and interests.~~

~~(v)~~ ~~b.~~ All rights of a ~~member~~Member in the ~~corporation~~Corporation and ~~in~~ its property ~~shall~~ cease ~~on~~

(b) ~~the~~upon termination of ~~such member's~~the Member's membership. Termination ~~shall~~does not relieve the ~~member from~~Member of any obligation for charges incurred, services or benefits ~~rendered~~received, dues, ~~or~~ fees, or ~~arising from contract or otherwise.~~contractual obligations. The ~~corporation shall retain~~Corporation retains the right to enforce any such obligation or ~~obtain~~recover damages for its breach.

~~c. A member may be suspended under these Bylaws, based on the good faith determination by the Board of Directors, or a committee or person authorized by the Board of Directors to make such a determination, that the member has failed in a material and serious degree to observe the corporation's rules of conduct, or has engaged in conduct materially and seriously prejudicial to the corporation's purposes and interests. A person whose membership is suspended shall not be a member during the period of suspension.~~

~~d. If grounds appear to exist for suspending or terminating a member under these Bylaws, the following procedure shall be followed:~~

- ~~The Board of Directors shall give the member at least (15) days' prior written notice of the proposed suspension or termination and the reasons for the proposed suspension or termination. Notice shall be given by any method reasonably calculated to provide actual notice. Notice given by mail shall be sent by first-class or registered mail to the member's last address as shown on the corporation's records.~~
- ~~The member shall be given an opportunity to be heard, either orally or in writing, at least five (5) days before the effective date of the proposed suspension or termination. The hearing~~

~~shall be held, or the written statement considered, by the Board of Directors, by a committee, or person authorized by the Board of Directors to determine whether the suspension or termination should occur.¶~~

~~The Board of Directors, committee, or person shall decide whether the member should be suspended, expelled, or sanctioned in any way. The decision of the Board of Directors, committee, or person shall be final.¶~~

~~Any action challenging an expulsion, suspension, or termination of membership, including a claim alleging defective notice must be commenced within one (1) year after the date of the expulsion, suspension, or termination.¶~~

~~**ARTICLE IV. MEMBER MEETINGS.¶**~~

~~**SECTION 1. ANNUAL MEETING.¶**~~

ARTICLE V
MEMBER MEETINGS ¶

Section 1. Annual Meeting¶

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

~~**SECTION 2. REGULAR MEETINGS.¶**~~

Section 2. Regular Meetings¶

. The ~~members~~Members shall ~~have~~hold quarterly meetings ~~for conducting~~to conduct the business of the ~~corporation~~Corporation on the second Tuesday ~~during the months~~ of March, June, September, and December each year, whenever practical. The Board ~~of Directors~~ or the President may establish an annual ~~(~~or other ~~time period)~~ schedule for regular Member meetings ~~of the members for the conducting the business of the corporation, noting~~that specifies the date, time, and location of ~~such meetings~~ each meeting and shall provide ~~such meeting~~that schedule to the ~~members~~ Members. Separate written notice of each regular Member meeting shall be given in accordance with ~~the provisions~~Section 10 of this Article V.¶

Section 3. Location of Meetings¶

. Meetings of ~~this Article IV, which shall constitute due notice of such regular member meetings.¶~~

~~**SECTION 3. LOCATION OF MEETINGS.¶**~~

~~Meetings of~~ the ~~members~~Members shall be held at any place designated by the President or the Board~~ of Directors.~~. The Board ~~of Directors~~ may authorize ~~members~~Members who are not present in person to participate electronically as provided ~~under~~in these Bylaws and ~~in compliance with~~ applicable law.

~~SECTION 4. AUTHORITY FOR ELECTRONIC MEETINGS.¶~~

Section 4.~~If authorized by the Board of Directors in its sole discretion~~ Authority For Electronic Meetings¶

. Subject to the Articles, these Bylaws, and ~~subject to the requirements of consent in~~ applicable law, including Corporations Code ~~§20(b) and guidelines and procedures~~, section 7510, the Board ~~of Directors~~ may ~~adopt, members~~authorize Members who are not physically present to participate in ~~person at~~ a meeting ~~of members may participate electronically in a meeting of members,~~ by Electronic Transmission, electronic video screen communication, conference telephone, or other remote communication, to be deemed present in person, and to vote at ~~a~~the meeting ~~of members~~.

¶

~~SECTION 5. REQUIREMENTS FOR ELECTRONIC MEETINGS.¶~~

Section 5. Requirements For Electronic Meetings¶

. A meeting of ~~the members~~Members may be conducted electronically, in whole or in part, ~~(1)~~only if the ~~corporation~~Corporation implements reasonable measures to provide ~~members~~Members a reasonable opportunity to participate ~~in the meeting and to vote on matters submitted to the members, including an opportunity to read or hear the proceedings of the meeting substantially concurrently with those proceedings, and (2) if~~ and vote, to verify that each person participating remotely is a Member or authorized proxyholder, and to maintain a record of any ~~member votes~~vote or ~~takes~~ other action ~~electronically, a record of that vote or action is maintained~~taken by ~~the corporation.~~ Electronic Transmission, as required by applicable law.

~~SECTION 6. AUTHORITY TO CALL SPECIAL MEMBER MEETINGS.¶~~

Section 6. Authority to Call Special Member Meetings¶

. Four (4) Directors on the Board ~~of Directors~~, or the President, or five percent (5%) or more of the ~~Active~~ Members, may call a special meeting of the ~~members~~Members for any lawful purpose at any time.

~~SECTION 7. SPECIAL MEMBER MEETINGS.¶~~

Section 7. Special Member Meetings¶

. ¶

(a) A special meeting called by ~~any~~a person entitled to call a meeting of the ~~members~~Members shall be ~~called by written~~requested in writing. The request~~, specifying~~ shall specify the general nature of the business proposed to be transacted~~,~~ and ~~addressed to the attention of and~~shall be submitted to the ~~chair of the Board of Directors, the~~ President~~,~~ or ~~the~~ Secretary ~~of the corporation.~~. The ~~officer~~Officer receiving the request shall promptly cause notice to be given ~~promptly~~ to the ~~Active~~ Members ~~entitled to vote,~~ under Sections 8, 9, and 10 of this Article ~~IV, stating that a~~V. The meeting ~~will~~shall be held ~~at a specified time and date fixed by the Board of Directors. However, the meeting date shall be at least~~ not fewer than thirty-five (35 ~~but no~~) nor more than ninety (90) days after receipt of the request~~;~~ and may be scheduled ~~at~~ to coincide with the next regular meeting if that meeting falls within this ~~timeframe~~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~~Members may be held when the meeting is called by the Board ~~of Directors~~.

(c) No business~~,~~ other than the business ~~that was set forth~~stated in the notice ~~of the meeting,~~ may be transacted at a special meeting.

~~**SECTION 8. WRITTEN NOTICE REQUIRED.**~~

Section 8. Written Notice Required

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

~~**SECTION 9. NOTICE OF CERTAIN AGENDA ITEMS.**~~

Section 9. Notice of Certain Agenda Items

. Approval by the ~~Active~~ Members of any of the following proposals~~,~~ is valid only if the notice states the general nature of the proposal ~~or proposals~~:

(a) Removing a Director without cause;

(b) Amending the Articles ~~of Incorporation~~;

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

(d) Approving a contract or transaction between the ~~corporation~~Corporation and one or more Directors, or between the ~~corporation~~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 ~~of any class or classes as~~ specified in the ~~articles~~Articles or Bylaws, when the ~~corporation~~Corporation is in the process of winding up.

~~**SECTION 10. NOTICE REQUIREMENTS.**~~

Section 10. Notice Requirements

. Notice of any meeting of ~~members~~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~~Member entitled to vote, at the address of that ~~member~~Member as it appears on the records of the ~~corporation~~Corporation or at the address given by the ~~member~~Member to the ~~corporation~~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 13. QUORUM.**~~

Section 11. Quorum¶

. ¶

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

(b) If~~, however, the~~ attendance at ~~any~~a general or annual meeting~~,~~ is less than a quorum, the ~~Active~~ Members may vote only on matters ~~as to which notice of their~~whose general nature was ~~given~~ stated in the notice under Section 9 of this Article ~~IV~~V.

¶

~~**SECTION 14. ELIGIBILITY TO VOTE.¶**~~

Section 12. Eligibility to Vote¶

. Subject to the ~~California~~ Nonprofit Mutual Benefit Corporation Law, ~~Active~~ Members in good standing shall be entitled to vote at any meeting of ~~members~~Members.

~~**SECTION 15. MANNER OF VOTING.¶**~~

Section 13. Manner of Voting¶

. Voting shall be by ballot~~,~~ unless ~~approved by the unanimous voice vote of the Active~~ the Members present unanimously approve voting by voice at the annual meeting.

~~**SECTION 21. SOLICITATION OF BALLOTS.¶**~~

Section 14.~~This corporation~~ Solicitation of Ballots¶

~~a.~~ . The Corporation shall distribute one written ballot to each ~~Active~~ Member entitled to vote on the matter. The ballot and ~~any~~ related ~~material~~materials may be sent by ~~electronic transmission by the corporation~~Electronic Transmission, and responses may be returned ~~to the corporation by electronic transmission.~~by Electronic Transmission. Each ballot ~~so distributed~~ shall: (~~1~~i) set forth the proposed action; (~~2) give~~ii) allow the ~~Active Members an opportunity~~Member to ~~specify approval~~approve or ~~disapproval of~~disapprove each proposal; and (~~3~~iii) provide a reasonable time ~~in which to return~~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 ~~to the corporation.~~ may not be revoked after the Corporation receives it.

¶

~~**ARTICLE V. DIRECTORS¶**~~

~~**SECTION 1. GENERAL POWERS OF BOARD.¶**~~

ARTICLE VI
DIRECTORS ¶

Section 1. General Powers of the Board

. Subject to the ~~provisions and limitations of the California~~ Nonprofit Mutual

Benefit Corporation Law~~ and any~~, other applicable ~~laws~~law, and ~~subject to~~ any limitations ~~of~~in the Articles ~~of Incorporation~~ or these Bylaws ~~regarding~~concerning actions that require Member approval~~ of~~, the ~~Active Members, the corporation's~~Corporation's activities and affairs shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board~~ of Directors~~.

~~**SECTION 2. SPECIFIC POWERS OF BOARD.**~~

Section 2. Specific Powers of the Board

. Without prejudice to the general powers set forth in Section 1 of this Article ~~V~~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~~Officers and contractors; prescribe powers and duties for them as are consistent with the law, the Articles~~ of Incorporation~~, and these Bylaws; fix compensation of contractors; and require from them security for faithful service.

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

(c) Incur indebtedness on the ~~corporation's~~Corporation's behalf for the benefit of ~~members~~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.**~~

Section 3.~~The Board~~ Number and Qualifications of Directors

.

(a) The Board shall consist of ~~four (4) elected Officers, as follows: a~~ eleven (11) voting Directors: the President (who shall also ~~be the~~serve as Chair of the Board); ~~a~~the Vice President (who shall also ~~be the~~serve as President-Elect); ~~a~~the Secretary; ~~a~~the Treasurer; the Immediate Past President~~ (non-elected), ~~, who shall serve ex officio; and six (6) elected Directors~~; the Retirement Board Representative and/or the Alternate Retirement Board Representative. Collectively, the Officers and Directors shall be known be known as the Board of Directors.~~. Each Director shall have one vote.

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

~~(w) The voting members of the Board of Directors, who each shall have one vote, shall consist of: OFFICERS: President, Vice President, Secretary, Treasurer, Immediate Past President; and, DIRECTORS: Six (6) elected Directors.~~

(c) The Retirement Board ~~Representative and the Alternate Retirement Board Representative shall have one vote between them~~Liaisons shall serve as nonvoting liaisons to ~~vote on any matters of business.~~the Board and shall not be Directors for purposes of these Bylaws.

¶

~~**SECTION 4. TERMS OF DIRECTORS.**~~¶

Section 4. ~~a.~~ Terms of Directors¶

. ¶

(a) Upon election, ~~officers~~Officers shall serve ~~for a term of~~ two ~~years~~-year terms or until ~~a successor has been duly~~ their successors are elected and qualified ~~and elected. The elected directors will~~. Elected Directors shall also serve two-year terms. Officers shall be elected ~~on~~in odd-numbered years, and Directors shall be elected ~~on~~in even-numbered years.

(b) ~~b.~~ No ~~officer~~Officer or ~~director~~Director shall serve more than two successive terms in the same office. ~~An exception may be made when there is~~ If no candidate is available or willing to serve~~; in that event~~, the term may be extended ~~upon~~by a vote of the ~~membership~~Members.

(c) ~~The~~Unless reelected as President, the President shall~~, unless re-elected as President,~~ automatically serve an additional two ~~(2)~~ -year term on the Board ~~of Directors~~ as Immediate Past President~~,~~ without election by the ~~Active~~ Members. If the President is ~~re-elected as President, then~~reelected, the Immediate Past President shall ~~also~~ serve an additional term on the Board ~~of Directors~~ without ~~re-election~~reelection by the ~~Active~~ Members.

~~**SECTION 5. NOMINATING BY MEMBERSHIP COMMITTEE.**~~¶

Section 5. Nominating Committee¶

. The President shall appoint a ~~Membership~~Nominating Committee of ~~not less than~~at least three ~~members for the nomination of Officers/Directors for the succeeding year~~Members at the March general meeting.¶

~~The Membership~~ to nominate Officers and Directors for the succeeding year. The Nominating Committee shall nominate qualified candidates for election ~~to the Board of~~as Officers and Directors at least sixty (60) days before the ~~date of any~~ election ~~of Directors/Officers.~~. The ~~Membership~~Nominating Committee shall ~~make its~~ report its nominations to the Board ~~of Directors~~ at least thirty (30) days before the ~~date of the~~ election ~~to be held~~ at the annual ~~member~~Member meeting in September, or at ~~such other~~another time ~~as the Board of Directors may~~ set~~,~~
~~and the Secretary shall forward to each Active Member, with the notice of~~ by the Board. With the meeting notice required by these Bylaws, the Secretary shall provide each Member a list of all candidates nominated by ~~Membership~~the Nominating Committee.

~~**SECTION 6. NOMINATIONS BY MEMBERS.**~~¶

Section 6. Nominations By Members¶

. Members representing two percent (2%) of the voting power may nominate candidates for ~~Directors/Officers~~Officer or Director by petition. The petition must be signed by ~~those Active~~the required Members within two (2) months ~~preceding the next time Directors are to be elected~~ before the election and delivered to an ~~officer~~Officer of the ~~corporation. On~~Corporation. Upon timely receipt~~ of the petition signed by the required number of members~~, the Secretary shall ~~cause the names of~~place the candidates named ~~on it to be placed~~ in the petition on the ballot ~~along~~ with the ~~names of the~~ candidates ~~chosen~~nominated by the ~~Membership~~Nominating Committee.

~~SECTION 7. FLOOR NOMINATIONS.~~¶

Section 7. ~~When~~ Floor Nominations¶

. At a meeting ~~is~~ held ~~for the election of~~to elect Officers or Directors~~/Officers~~, any ~~Active~~ Member present ~~at the meeting may place names in nomination with the consent of the Active Member nominated. However, no~~ may nominate a candidate with that candidate's consent. No person may be elected or voted for unless ~~they have been contacted and have~~ the person has agreed to ~~have their name placed in nomination~~be nominated.

~~SECTION 10. ELECTION OF DIRECTORS.~~¶

Section 8. Election of Directors ~~or~~and Officers¶

. Officers and Directors shall be elected by the Members at the annual meeting ~~of the members (to be held~~ in September, or ~~as otherwise~~ at another time determined by the Board~~ of Directors) by vote of the Active Members, to~~ , and shall begin their ~~term.~~terms upon election. The number of Directors ~~to be~~ elected at each annual ~~members~~ meeting shall be sufficient to replace ~~those~~ Directors whose terms are expiring and ~~in order~~ to fill any vacancies ~~on the Board of Directors~~ not otherwise filled by the Board~~ of Directors. At the annual member meeting, the Membership~~. The Nominating Committee shall present ~~for voting~~ the slate of ~~Directors (including those who are to be appointed also as officers)~~ candidates for election. The ~~candidates~~candidate receiving the highest number of votes for ~~their respective positions~~each position shall be elected. ~~Directors shall be~~A Director is eligible for ~~re-election provided they continue to meet~~reelection if the Director continues to satisfy the qualifications ~~required by~~in Section 3~~.~~(b~~.~~) of this Article ~~V.~~ VI. If Directors are not elected at an annual meeting, they may be elected at ~~any~~a special meeting ~~of the Active Members~~ held for that purpose or by written ballot. ~~Each Director, including a Director elected to fill a vacancy or elected at a special members' meeting or by written ballot,~~Each Director shall hold office until ~~expiration of~~ the term ~~for which elected~~expires and~~ until~~ a successor is elected and qualified.

~~SECTION 11. INSPECTORS OF ELECTION.~~¶

Section 9. ~~a.~~ 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~~ of Directors~~.

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

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

(1) Determine the number of voting ~~Active~~ Members ~~outstanding~~, the number represented at the meeting, and~~, the existence of~~ 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~~Members.

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

~~(x)~~ ~~d.~~ If there are three (3) inspectors of election, the decision, act, or certificate¶

(e) of a majority is effective ~~in all respects~~ as the decision, act, or certificate of all inspectors.

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

(g) ~~f.~~ After tabulation ~~is completed~~, the Election Committee shall seal the ballots in an envelope and deliver them to the ~~REMCOAI~~ Secretary~~, who~~. The Secretary shall keep the ballots for sixty (60) days for inspection or recount by a candidate~~,~~ and ~~immediately~~shall destroy them promptly after ~~the expiration of 60 days, the ballots shall be destroyed~~that period.

(h) ~~g.~~ ~~The~~ Election Committee shall be discharged ~~after~~upon completion of the election.

~~SECTION 12. VACANCIES ON BOARD.~~

Section 10. Vacancies on Board

.

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

(b) If the position of Immediate Past President becomes vacant, this vacancy may only be filled by another past President of ~~this corporation~~the Corporation who shall be appointed by the Board ~~of Directors~~ as provided in Section ~~14.~~,12, below.

(c) If the position of Secretary or Treasurer becomes vacant, this vacancy shall be filled by appointment by the ~~President as approved by the~~ Board ~~of Directors~~ as provided in Section ~~14.~~,12, below.

~~SECTION 13. RESIGNATION OF DIRECTORS.~~

Section 11. Resignation of Directors

. Except as provided below, any Director may resign by giving written notice to the President or ~~the~~ Secretary~~ of the Board.~~. The resignation ~~shall be~~is effective when the notice is given unless it specifies a later ~~time for the resignation to become~~ effective date. If a ~~Director's~~ resignation is effective at a later ~~time~~date, the Board~~ of Directors~~ may elect a successor to take office ~~as of the date when the resignation becomes effective~~on that date.

~~SECTION 14. VACANCIES FILLED BY BOARD.~~

Section 12. Vacancies Filled By the Board

. Except for a vacancy created by the removal of a Director by the ~~Active~~ Members, vacancies on the Board ~~of Directors~~ 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 ~~Active~~ Members may fill any vacancy not filled by the Directors.

~~SECTION 15. VACANCIES FILLED BY MEMBERS.~~

Section 13. Vacancies Filled By Members

. The ~~Active~~ 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 16. LOCATION OF BOARD MEETINGS.~~

Section 14. Location of Board Meetings

. Meetings of the Board ~~of Directors~~ shall be held at any place that has been designated by resolution of the Board ~~of Directors~~ or in the notice of the meeting.

~~SECTION 17. ELECTRONIC MEETINGS.~~

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~~Corporation.

~~SECTION 18. ANNUAL MEETING OF BOARD.~~

Section 16. Annual Meeting of the Board

. The annual organizational and planning meeting of the Board ~~of Directors~~ shall be held in September each year as scheduled by the President. The outgoing and incoming ~~Board members~~Directors shall be invited to this meeting.

~~SECTION 19. REGULAR BOARD MEETINGS.~~

Section 17. Regular Board ~~of Director~~Meetings¶

. Regular meetings of the Board shall be held in January, April, July, and October~~; with, the regular~~ . Regular quarterly ~~member~~Member meetings shall be held in March, June, September, and December. Other ~~general~~ regular Board meetings ~~of the Board of Directors~~ may be held without notice at ~~such time~~the times and ~~place as~~places fixed by the Board ~~of Directors may fix from time to time~~.

~~**SECTION 20. SPECIAL MEETINGS.¶**~~

Section 18. Special Meetings¶

. Special meetings of the Board ~~of Directors~~ for any purpose may be called at any time by the ~~Chair of the Board, if any, the~~ President ~~or any~~, Vice President, ~~the~~ Secretary, or any two Directors.

~~**SECTION 21. NOTICE OF SPECIAL MEETINGS.¶**~~

Section 19.~~a.~~ Notice of Special Meetings¶

. ¶

~~(y)~~ Notice of the time and place of a special ~~meetings of the~~ Board ~~of Directors~~¶

(a) meeting shall be given to each Director~~. All such notices shall be given or sent to~~ at the Director's address, email address, or telephone number ~~as~~ shown ~~on~~in the ~~corporation's~~Corporation's records.

(b) Notices sent by first-class mail shall be sent at least four (4) days before the ~~time set for the~~ meeting. Notices given by personal delivery, telephone, or ~~electronic transmission~~Electronic Transmission shall be delivered, telephoned, or sent~~, respectively,~~ at least forty-eight (48) hours before the ~~time set for the Board of Directors~~ meeting.

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

~~**SECTION 22. QUORUM.¶**~~

Section 20.~~Fifty percent plus one~~ Quorum¶

. A majority of the authorized number of Directors ~~duly elected and in office~~ shall constitute a quorum for the transaction of ~~any~~ business. ~~Every~~An action ~~taken or decision made~~approved by a majority of the Directors present at a duly held meeting at which a quorum is present ~~shall be~~is an act of the Board, subject to ~~the more stringent provisions of the California~~ any greater vote required by the Nonprofit Mutual Benefit Corporation Law, including~~, without limitation, the~~ provisions ~~on (1) approval of contracts or~~concerning interested-director transactions ~~between this corporation and one or more Directors or between this corporation and any entity in~~

~~which a Director has a material financial interest, (2) creation of and appointments to~~, Board committees ~~of the Board of Directors~~, and ~~(3)~~ indemnification ~~of Directors.~~. A meeting at which a quorum is initially present may continue to transact business~~,~~ despite the withdrawal of ~~some~~ Directors~~,~~ if ~~any~~each action ~~taken or decision made~~ is approved by at least a majority of the quorum required ~~quorum~~ for ~~that~~the meeting.

~~**SECTION 23. WAIVER OF NOTICE.**~~

Section 21. Waiver of Notice

. Notice of a meeting need not be given to ~~any~~a Director who, ~~either~~ before or after the meeting, signs a waiver of notice or an approval of the minutes ~~of the meeting.~~. The waiver ~~of notice~~ need not specify the purpose of the meeting. All waivers~~,~~ and approvals shall be filed with the corporate records or made ~~a~~ part of the meeting minutes ~~of the meetings.~~. Notice ~~of a meeting~~also need not be given to ~~any~~a Director who attends the meeting ~~and who,~~ without protesting the lack of notice before or at the beginning of the meeting~~, does not protest the lack of notice to him or her~~.

~~**SECTION 26. BOARD ACTION WITHOUT MEETING.**~~

Section 22. Board Action Without Meeting

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

Section 23.~~SECTION 27. DIRECTOR COMPENSATION.~~ Director Compensation

. The Directors shall serve without compensation.

~~**SECTION 28. BOARD COMMITTEES.**~~

Section 24. Board Committees

. The Board ~~of Directors~~, by resolution adopted by a majority of the Directors then in office, may create one or more committees~~, consisting of Benefits, Membership, Finance, Executive and Nominating, each consisting~~. A committee that exercises the authority of the Board shall consist of two or more Directors and ~~no one who is~~ 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 ~~a Director, to serve at the pleasure of the Board.~~Directors. The President ~~shall, within 60 days after the September general meeting, appoint~~may nominate committee members~~ to the standing committees~~, subject to ~~confirmation~~appointment by the Board~~ of Directors. All~~. Unless the Board provides otherwise, committee members ~~of such committees~~ shall serve for ~~a period of~~ one year and until their successors are appointed~~. Vacancies occurring may be filled by appointment by the chairperson of the committee concerned, with the approval of the Board of Directors.~~, and the Board shall fill vacancies. The President shall designate the ~~chairperson~~chair of each committee, subject to ratification by the Board~~ of Directors.~~

~~Any such committee shall have all the authority of the Board of Directors, to~~. To the extent provided in the Board resolution, a committee of the Board may exercise the authority of the Board, except ~~that no committee may Take any final action on any matter~~for any authority that~~,~~ may not be delegated under ~~the California Nonprofit Mutual Benefit~~ Corporations Code, section 7212 or other applicable law.

Section 25. Delegates

. The Corporation ~~Law, also requires approval of the members or approval of a majority of all members.~~

~~**SECTION 29. MEMBERSHIP COMMITTEE.**~~

~~The Membership Committee shall be a standing committee appointed by the President from time to time. The Membership Committee shall promote membership of the corporation and market the benefits of the corporation to potential new members. The Membership Committee shall also serve as the nominating committee for elections to the Board of Directors.~~

~~**SECTION 30. DELEGATES**~~

~~REMCOAI will~~ shall maintain membership in the California Retired County Employees Association ~~(~~("CRCEA~~)~~") unless the Board or ~~membership votes to terminate~~the Members approve termination of that membership.

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

(b) ~~(b)~~ The delegate ~~and~~ or alternate delegate shall represent ~~REMCOAI~~the Corporation as a voting member at ~~the biannual~~CRCEA conferences~~ of CRCEA~~.

(c) ~~(c) The~~At the next scheduled general membership meeting following a CRCEA conference, the delegate shall ~~report and~~ provide the Board ~~of Directors~~and Members with a written report ~~on~~concerning the ~~issues~~matters voted upon~~ and the outcome of such voting by the general membership of CRCEA at the next scheduled REMCOAI general~~

~~membership meeting following the CRCEA Conference as well as~~ , the results of those votes, and any other pertinent information.

¶

~~**SECTION 31. COMMITTEE MEETINGS.**~~¶

Section 26. Committee Meetings¶

. Meetings and actions of Board committees ~~of the Board~~ shall be governed by~~, held, and taken under~~ the provisions of these Bylaws concerning Board meetings and ~~other Board~~ actions, except that ~~the time for general meetings of Board committees~~regular and ~~the calling of~~ special committee meetings ~~of Board committees~~ may be ~~set either~~scheduled by Board resolution or, if ~~none~~no Board resolution applies, by resolution of the committee. Minutes of each meeting shall be kept ~~and shall be filed~~ with the corporate records. The Board ~~of Directors~~ may adopt rules ~~for the governance of~~governing any committee ~~as long as~~if the rules are consistent with these Bylaws. ~~if~~If the Board has not adopted rules, the committee may do so.

ARTICLE VII~~**ARTICLE VI.**~~
RESPONSIBILITIES OF OFFICERS

¶

~~**SECTION 6. RESPONSIBILITIES OF PRESIDENT.**~~¶

Section 1. Responsibilities of President¶

. The President of the ~~corporation~~Corporation shall also serve as ~~the~~ Chair of the Board ~~of Directors.~~. Subject to the control of the Board ~~of Directors~~, the President shall supervise, direct, and control the ~~corporation's~~Corporation's activities, affairs, and ~~officers~~Officers. The President shall preside at all ~~members' meetings~~Member and ~~at all~~ 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 ~~the~~these Bylaws may require, including the ~~right and duty~~authority to ~~independently~~ sign outgoing ~~bank~~ checks ~~of the corporation~~ independently in ~~any~~an emergency ~~situation that may be needed~~when necessary to ~~accomplish~~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 ~~of Directors~~ as Immediate Past President without election by the ~~Active~~ Members. The President, ~~the~~ Vice President, Secretary, Treasurer, and ~~the~~ Immediate Past President ~~are~~constitute the Executive Committee ~~responsible to act on all emergency matters arising between Board meetings and to act on any matters referred~~. The Executive Committee may exercise only the authority expressly delegated to it by resolution of the Board ~~of Directors.~~, subject to limitations imposed by law.

~~**SECTION 7. RESPONSIBILITIES OF VICE PRESIDENT.**~~¶

Section 2. Responsibilities of Vice President¶

. The Vice President shall assist the President ~~at all times~~ and, if the President is absent or disabled, ~~the Vice President~~ shall perform ~~all~~the duties of the President. When ~~so~~ 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 ~~the~~these Bylaws may require, including ~~to serve~~serving as a member of the Executive Committee.

~~**SECTION 8. RESPONSIBILITIES OF SECRETARY.**~~

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 Directors~~, of committees of the Board ~~of Directors~~, and of ~~members'~~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~~Members present or represented at ~~members'~~Members' meetings.

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

(c) The Secretary shall keep or cause to be kept~~,~~ a record of the ~~corporation's members,~~Corporation's Members showing each ~~member's~~Member's name~~,~~ and address~~, and class of membership~~.

(d) The Secretary shall give, or cause to be given, ~~notice of~~ all ~~meetings~~notices of ~~members, of the~~Member, Board, and ~~of committees of the~~ Board ~~that~~committee meetings required by these Bylaws ~~require to be given~~. The Secretary shall keep the corporate seal, if any, in safe custody and shall have such other powers and ~~perform such other~~ duties as the Board or ~~the~~these Bylaws may require. The Secretary shall serve as a member of the Executive Committee~~. The Secretary may delegate one or more of the above duties or responsibilities to one or more Assistant Secretaries as approved by the Board~~.

~~**SECTION 9. RESPONSIBILITIES OF TREASURER.**~~

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~~Corporation's properties and transactions. The Treasurer shall ~~send or cause to be given to the members~~provide Members and Directors ~~such~~with the financial statements and reports ~~as are~~ required ~~to be given~~ by law, ~~by~~ these

Bylaws, or ~~by~~ 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~~Corporation with ~~such~~the depositories ~~as~~designated by the Board ~~of Directors may designate~~; (2) disburse the ~~corporation's~~Corporation's funds as ordered by the Board ~~may order~~; (3) ~~render to~~provide the President~~, chair of the Board, if any,~~ and the Board, ~~when requested~~upon request, an account of all transactions as Treasurer and ~~of~~ the financial condition of the ~~corporation~~Corporation; (4) file any required tax returns; (5) ~~shall~~ serve as a member of the Executive Committee; and (6) have such other powers and perform such other duties as the Board or ~~the~~these Bylaws may require.

¶

~~**SECTION 10. RESPONSIBILITIES OF THE IMMEDIATE PAST PRESIDENT**~~¶

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

~~**ARTICLE VII. GENERAL CORPORATE MATTERS**~~¶

~~**SECTION 1. AUTHORIZED SIGNATORIES FOR CHECKS.**~~¶

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~~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 ~~of Directors~~.

~~**SECTION 2. EXECUTING CORPORATE CONTRACTS AND INSTRUMENTS.**~~¶

Section 2. Executing Corporate Contracts and Instruments¶

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

~~**SECTION 3. CONTRACTS WITH DIRECTORS.**~~

Section 3. Contracts with Directors

. No ~~Director of this corporation shall be interested, directly or indirectly, in any~~ contract or ~~other~~ transaction ~~with this corporation unless (1)~~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 ~~as to~~concerning the transaction and ~~such~~the Director's interest are fully disclosed~~, with any interested Director not being entitled to vote thereon, or (2) the material facts regarding such Director's financial interest in such contract or transaction financial interest are fully disclosed~~ or known and the transaction is authorized, approved, or ratified in good faith ~~and are noted in the minutes of such contract or~~ in accordance with Corporations Code, section 7233, including any applicable requirement that the transaction~~, and such contract or transaction is authorized in good faith by a majority of the Board by a vote sufficient for that purpose without counting the vote of the interested Director.~~ be just and reasonable to the Corporation.

~~**SECTION 5. INDEMNIFICATION.**~~

Section 4. Indemnification

.

(a) To the fullest extent permitted by law, ~~this corporation~~including Corporations Code, section 7237, the Corporation shall indemnify its Directors and ~~officers~~Officers, including persons formerly ~~occupying such~~serving in those positions, against ~~all~~ expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred ~~by them in connection with any "~~in a proceeding~~," as that term is used in that section, and including an action by or in the right of the corporation, by reason of the fact that~~ because the person is or was a ~~person described in that section. **"Expenses,"** as used in this~~ Director or Officer of the Corporation. For purposes of this Section, ~~shall~~"expenses" and "proceeding" have the ~~same meaning as~~meanings provided in ~~that section of the~~ Corporations Code, section 7237.

(b) ~~On~~Upon written request ~~to the Board of Directors~~ by ~~any~~a person seeking indemnification under Corporations Code ~~§~~, section 7237 subdivision (b) or ~~§7237~~(c), the Board ~~of Directors~~ shall promptly ~~decide under Corporations Code §7237(e) whether the applicable standard of conduct set forth in Corporations Code §7237(b) or §/7237(c) has been met and, if so, the Board shall authorize indemnification. If the Board cannot authorize indemnification, because the number of Directors who are parties to the proceeding with respect to which indemnification is sought prevents the formation of a quorum of Directors who are not parties to that proceeding, the Board shall~~

~~promptly call a meeting of Active Members. At that meeting, the Active Members shall determine under~~ determine, in accordance with Corporations Code~~ §~~, section 7237 subdivision (e~~)~~), whether the applicable standard of conduct has been ~~met~~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, ~~the Active Members present at the meeting~~ shall authorize indemnification~~.~~ as provided in Corporations Code, section 7237 subdivision (e).

~~**SECTION 6. INSURANCE.**~~

Section 5.~~This corporation shall have the right, and shall use its good faith and commercially reasonable efforts, in order to~~ Insurance

. The Corporation may purchase and maintain insurance, to the ~~full~~fullest extent permitted by law, on behalf of its ~~officers~~Officers and Directors ~~to cover any~~against liability asserted against or incurred by ~~any officer~~an Officer or Director in ~~such~~that capacity or arising from ~~the officer's or Director's~~ that status~~ as such~~.

~~**SECTION 7. AMENDMENT OF BYLAWS.**~~

~~These Bylaws may be amended or repealed, and new Bylaws may be adopted by a vote of a majority of those in attendance of the Active Members. The Board of Directors may also amend portions of these Bylaws except as to matters which require approval by a vote of a majority of those in attendance of the Active Members. As of the adoption of these Bylaws, amendments to these Bylaws which shall require approval of a majority vote of the Active Members include: actions that would materially and adversely affect the rights of members as to voting, dissolution, effecting reclassification or cancellation of all or part of the memberships; or authorize a new class of membership. Amendments to these Bylaws shall become effective at the close of the meeting at which the amendment or amendments are adopted.~~

~~**SECTION 8. INSPECTION OF ARTICLES AND BYLAWS.**~~

Section 6.~~This corporation~~ 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 ~~of Incorporation~~ and these Bylaws~~, as amended to the current date, which~~ at its principal office or other records location and shall ~~be open to~~make them available for inspection by ~~the members~~Members at reasonable times as required by law. The Corporation may also make current copies available on ~~the organization's~~its website~~..~~ .

~~**SECTION 9. DIRECTORS' INSPECTION RIGHTS.**~~

Section 8. Directors' Inspection Rights

. Every Director shall have the right to inspect the ~~corporation's~~Corporation's books, records, and documents~~-~~. The right of inspection includes the right to copy and make extracts ~~of books, records, and documents~~from those materials.

~~**SECTION 10. ANNUAL REPORT.**~~

Section 9.~~a~~ Annual Report

.

~~(z)~~ The ~~corporation's~~Corporation's fiscal year ~~shall be from~~ is October 1 through

(a) September 30.

~~*(aa)*~~ ~~b~~ The Board shall cause an "Annual Report" to be prepared within one hundred twenty (120

(b)) days after the end of the ~~corporation's~~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, ~~by the~~a certificate of an authorized ~~officer of the corporation~~Officer stating that ~~they~~the financial statements were prepared without audit from the ~~corporation's~~Corporation's books and records;

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

(3) Any information required by these Bylaws.

CERTIFICATE OF SECRETARY

¶

¶

I certify that:

~~(bb)~~ ¶

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

~~(cc)~~ ¶

(d) These Bylaws, consisting of ~~thirty-nine (39)~~23 pages, are the Bylaws of ~~this corporation~~the Corporation, as duly adopted ~~by the Board of Directors~~ on ______, ~~20 ;~~ ______, 2026; and~~,~~

~~(dd)~~ ¶

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

¶

¶

Executed on ______, ______, 2026, at Merced______, California.

¶

¶

______________________¶

Karen Rodriguez, Secretary