

**Retired Employees of Merced County
Constitution and Bylaws**

Adopted December 13, 1994, and as amended herein

Table of Contents

Article I -	Name and Purpose	Page 1
Article II -	Membership	Page 2
Article III -	Meetings	Page 3
Article IV -	Officers, Directors and Powers	Page 4
Article V -	Election/Removal of Officers	Page 7
Article VI -	Committees	Page 9
Article VII -	Revenue and Disbursements	Page 10
Article VIII -	Miscellaneous	Page 11

ARTICLE 1 - NAME AND PURPOSE

Section 1 - Name

The name of our Association shall be the Retired Employees of Merced County, hereinafter referred to as REMCO.

Section 2 - Organization

REMCO shall be a nonprofit organization.

Section 3 - Purpose for Which Formed

- (a) To promote and enhance the economic and social welfare of its members.
- (b) To hold meetings, elect officers, and conduct any and all business pertaining to REMCO.
- (c) To exercise any and all rights, powers, and privileges to which a nonprofit organization may now or hereafter be entitled.

ARTICLE II - MEMBERSHIP

Section 1

Membership in REMCO may be had by any member of Merced County Employees Retirement Association (MCERA) who receives retired allowances under the Retired Employees Retirement Law of 1937, or the surviving beneficiary of such persons. These requirements shall not preclude membership of retired employees from of any other political subdivision within the county boundary which may also represent retired county employees.

Section 2

The Board of Directors shall have authority to resolve any question of eligibility of any retiree making application for membership.

ARTICLE III - MEETINGS

Section 1 - General Membership

Meetings shall be held quarterly on the first Tuesday of March, June, September, and December, whenever practical.

Section 2 - Board of Directors

Board of Directors meetings shall be held as called by the President.

Section 3 - Quorum

A quorum to conduct business of the Board shall be 50% plus one of the members present at any Board meeting.

ARTICLE IV - OFFICERS, DIRECTORS AND POWERS

Section 1 – Officers

The elected officers shall be the President, Vice-President, Secretary and Treasurer.

Section 2 – Directors

The number of elected Directors shall total six.

Section 3 – Board of Directors

The Board of Directors shall consist of the elected officers, the Immediate Past President, and the elected Directors.

Section 4 - Duties of Officers

(a) President

The President shall be the Chief Executive Officer of REMCO and shall, subject to the control of the Board of Directors, have general supervision and control of the business and affairs of REMCO. The President shall preside at all meetings of the Board of Directors and shall be an ex-officio member of all committees. The President shall have such other powers and duties as may be prescribed by the Board of Directors or by the Bylaws, specifically including the right and duty to independently sign outgoing bank checks in any emergency situation that may be needed to accomplish the intent of these By-laws; he/she shall also simultaneously send to the Secretary a copy of all pertinent correspondence which he/she originates and shall appoint the officers to oversee the standing committees.

(b) Vice-President

The Vice-President shall assist the President at all times and shall assume the duties of the President as set forth in the bylaws in the absence or death of the President. The Vice-President shall also perform such other duties as the Board may direct.

(c) Secretary

The Secretary shall record the minutes of all general membership meetings and Board meetings, answer or cause to be answered any correspondence addressed to REMCO when requested to do so by the President, and shall perform any other duties the Board may direct.

(d) Treasurer

The Treasurer shall have legal custody of all funds of the Association, prepare or cause to be prepared; and sign all checks for disbursement and present them to another authorized officer for counter-signature. He/she shall keep adequate records of all receipts and disbursements of the Association and shall make a full report of same at all meetings called by the President. The Treasurer shall cooperate with the Auditing Committee in furnishing information for a complete audit. All disbursements of the

Association shall be by check, except that the Board of Directors may, in its discretion, authorize the maintenance by the Treasurer of a Petty Cash fund for the handling of small disbursements.

The Treasurer shall endorse, or caused to be endorsed, all checks and other orders for the payment of many made payable to the Association, and shall deposit or caused to be deposited all checks and cash receipts to the Association account.

Any other officer authorized to sign checks may perform the duties of the Treasurer.

(e) Immediate Past President

The Immediate Past President shall serve as a member of the Executive Committee. 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

Section 5 - Powers

The property, elections, dues and all other rights and privileges of the Association shall be governed by the Officers and the Board of Directors pursuant to these bylaws.

The Board shall have the power to make and amend the bylaws, appoint subordinate officers and levy assessments with the approval of the membership. The Board shall receive gifts on behalf of the Association, promote social activities, and engage in any and all activities beneficial to the social and economic welfare of the Association and its members.

The Board shall fix REMCO dues, which shall be payable January 1 for the ensuing year or by monthly payroll deductions if authorized by the member.

ARTICLE V - ELECTION OF OFFICERS

Section 1 – Election

- (a) Officers of REMCO shall be elected every two years by a majority vote of the members present at the March General Meeting of the membership.
- (b) Election of officers shall be by secret ballot or by any other means preferred by a majority vote of the members at the election.
- (c) The candidate receiving the highest number of votes shall be declared elected to the office for which he/she is nominated. In case of a tie vote, the toss of a coin shall decide the winner.
- (d) A vacancy created by death, resignation, or for any other reason, any elected officer of the Board of Directors shall be filled by appointment by the President with confirmation of the Board of Directors, and shall serve until the next election of officers, with the exception of the President, whose office will be filled by the Vice President.
- (e) Any member may become a candidate for any REMCO office at any election of officers subject to the limitations as set forth in the bylaws.
- (f) No person may hold more than one elective office at the same time.

Section 2 – Nominating Committee

- (a) The President shall appoint a Nominating Committee of not less than three members for the nomination of officers for the succeeding year at the September general meeting.
- (b) The Nominating Committee shall present its recommendations in writing to the President.
- (c) The Nominating Committee shall also present its recommendations at the December general meeting.

Section 3 – Nominations from the Floor

Any member may place his/her name in nomination, or the name of any other member in nomination in writing to the Chairman of the Nomination Committee to be included in the list of candidates, or additional candidates may be nominated from the floor. However, no candidate may be elected or voted for unless they have been contacted and have agreed to have their name placed in nomination.

Section 4 - Elections Committee

- (a) If election is by written ballot, an election committee shall be appointed by the President and confirmed by the Board of Directors.
- (b) The Elections Committee shall 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) After tabulation is completed, the Committee shall seal the ballots in an envelope and deliver them to the REMCO Secretary, who shall keep the ballots for sixty (60) days for inspection or recount by a candidate, and immediately after the expiration of 60 days, the ballots shall be destroyed.

(d) The Election Committee shall be discharged after completion of the election.

Section 5 - Term of Office

(a) Upon election, officers shall serve for a term of two years or until a successor has been duly qualified and elected. The elected directors will also serve two year terms.

(b) No officer or director shall serve more than two successive terms in the same office. An exception may be made when there is no candidate available or willing to serve; in that event the term may be extended.

ARTICLE VI - COMMITTEES

Section 1 – Standing Committees

The standing committees of REMCO are Benefits, Membership, Finance, and Nominating. Standing committees shall be combined or divided according to the needs of the membership as determined by the Board of Directors.

The President shall, within 60 days after the April 1 general meeting, appoint members to the standing committees, subject to confirmation by the Board of Directors. All members of such committees shall serve for a period of one year and until their successors are appointed and qualified. Vacancies occurring may be filled by appointment by the chairperson of the committee concerned, with the approval of the Board of Directors. The President shall designate the chairperson of each committee, subject to ratification by the Board of Directors.

Section 2 – Executive Committee

An Executive Committee is hereby established consisting of the President, Vice President, Secretary, Treasurer, and the Immediate Past President to act on all emergency matters arising between Board meetings and to act on any matters referred to it by the Board of Directors.

Section 3 - Delegates -

REMCO will maintain membership in California Retired County Employees Association (CRCEA) unless with Board approval that membership is terminated.

- (a) The President shall appoint a delegate and Alternate Delegate to each conference of CRCEA.
- (b) The delegate and or alternate delegate shall represent REMCO as a voting member at the biannual conferences of CRCEA.
- (c) The delegate shall report the issues voted upon and the outcome of such voting by the general membership of CRCEA at the next scheduled REMCO general membership meeting following the CRCEA Conference.

ARTICLE VII - REVENUE AND DISBURSEMENTS

Section 1 – Fiscal Year

REMCO'S fiscal year shall be January 1 through December 31.

Section 2 – Budget

It shall be the duty of the Treasurer to prepare and submit a proposed budget to the Board of Directors for adoption at the first general meeting of the calendar year.

Section 3 – Ineligible Expenditures

REMCO, its officers and members, and funds in REMCO'S treasury, shall not be liable for expenditures by members relating to their individual membership in REMCO. This provision includes no reimbursement to members for travel, housing, mileage, or services which may be in behalf of the objectives of REMCO without the authorization of the Board of Directors or the President.

Section 4 – Audits

The Board of Directors shall cause an annual audit to be made as soon as practicable after the close of the calendar year and the reporting of same to be made at the next regular membership meeting. The audit shall include all books, records, statements, and accounts maintained in the name of REMCO.

The audit made be made by a Committee appointed by the President or a qualified outside contractor approved by the Board of Directors. Results of any such audit will be made available to the Board of Directors and may be viewed by any requesting member after its acceptance by the Board of Directors.

ARTICLE VIII - MISCELLANEOUS

Section 1

Robert's Rules of Order shall govern any procedures not covered by these Bylaws.

Ratified by the Membership

Date

John Carlisle, President