

**BYLAWS OF THE
RETIREE SUPPORT GROUP OF CONTRA COSTA COUNTY**

AS AMENDED APRIL 16, 2018

ARTICLE I

NAME OF CORPORATION

Section 1. NAME.

The official name of the Corporation shall be the Retiree Support Group of Contra Costa County. The Corporation may also be designated as the “CCC Retiree Support Group” or “RSG” in its business dealings.

ARTICLE II

OFFICES

Section 1. PRINCIPAL PLACE OF BUSINESS.

The principal office for the transaction of business of the Corporation (“principal office”) is hereby fixed and located at 6680 Alhambra Avenue, #111, Martinez, Contra Costa County, State of California 94553.

Section 2. CHANGE IN PRINCIPAL PLACE OF BUSINESS.

The Board of Directors may, by majority vote, change the principal place of business from one location to another. The principal place of business shall not be a home residence. Any change in the location of the principal place of business shall be noted by the Secretary on the Bylaws immediately following this Section. Any change in the principal place of business shall be reported to

the Secretary of State as provided in Section 7 of Article XII and shall also be reported to the members in the normal course of business of the Corporation.

ARTICLE III

PURPOSES OF CORPORATION

Section 1. PURPOSES.

The purposes of the Retiree Support Group of Contra Costa County shall be to inform and educate retired members, spouses and domestic partners of retired members, and survivors of retired members, of the Contra Costa County Employees' Retirement Association on issues involving and affecting their retirement allowances and benefits, and to protect and enhance the rights and retirement benefits of those persons.

ARTICLE IV

NON-PROFIT STATUS

Section 1. NON-PROFIT STATUS.

The Retiree Support Group of Contra Costa County shall be a non-profit corporation.

ARTICLE V

MEMBERSHIP

Section 1. MEMBERSHIP.

- (a) Membership in the Corporation is open to all persons who have retired from employment with Contra Costa County and its Districts and who are receiving a retirement allowance, to all spouses or domestic partners who would be eligible to receive a survivor's retirement allowance upon the death of the retired member, and to the surviving spouses or domestic partners who are receiving a survivor's retirement allowance, from the Contra Costa County Employees' Retirement Association.
- (b) All members shall have equal rights and privileges of membership in the Corporation, except as provided in paragraph (b) of Section 2 of Article VIII, paragraph (b) of Section 2 of Article IX, Section 5 of Article IX, and paragraph (a) of Sections 6, 7, 8, and 9 of Article IX.

ARTICLE VI

DUES

Section 1. DUES.

Membership dues shall be required of and paid by all members described in Article V as a condition of membership. Dues shall be determined by the Board of Directors and referred to the members for approval.

Section 2. SUSPENSION OF DUES.

All or a portion of membership dues for the entire membership may be suspended by a majority vote of the Board of Directors. The suspension of all or a portion of dues shall be deemed to relieve the members of the obligation to pay such dues during the period

of suspension. The Board of Directors by a majority vote shall have the authority to reinstate the collection of all or a portion of suspended dues. The reinstatement of suspended dues shall operate prospectively to require the payment of reinstated membership dues of all members without the necessity of an authorizing vote of the membership.

Section 3. MEANS OF PAYMENT.

Dues shall be paid by cash, check, or deduction from the retirement allowance paid monthly by the Contra Costa County Employees' Retirement Association. However, each member shall have the option to choose the means by which his or her dues shall be paid. In lieu of paying dues on a monthly basis, a member may elect to pay dues on a yearly basis by paying the full year's dues not later than January 20th.

Section 4. NONPAYMENT OF DUES.

Any member who is in arrears in the payment of dues for a period of 90 days or longer may be suspended from membership by the Board of Directors without a hearing or other proceedings.

ARTICLE VII

MEETINGS OF MEMBERS

Section 1. PLACE OF MEETINGS.

Meetings of members shall be held at any place designated by the Board of Directors.

Section 2. REGULAR MEMBER MEETINGS.

- (a) The members shall meet bimonthly on the first Thursday of the month, beginning in February of each year. At this meeting, any business within the power of the members, as provided in Section 9 of this Article, may be transacted.
- (b) Member meetings are open to all members, their spouses or domestic partners, and invited guests. Only members in good standing shall be entitled to vote and conduct business at member meetings. However, at the discretion of the Chair, non-members and invited guests may speak and participate in discussions at member meetings.

Section 3. SPECIAL MEMBER MEETINGS.

A special meeting of the members may be called at any time by any three members of the Board of Directors or by the Chair.

Section 4. NOTICE OF MEMBER MEETINGS

- (a) All notices of member meetings shall be sent or otherwise given in accordance with the Corporations Code. A notice of meeting shall specify the date, time, and place of the meeting and all agenda items.
- (b) If Officers or other Directors are to be elected, the notice shall include the names of all nominees.
- (c) An affidavit of the giving of any notice or report required by law may be executed by the Secretary of the Corporation or by any other person designated by the Chair of the Corporation and shall be filed and maintained with the minutes of the Corporation.

- (d) A member's attendance at a meeting shall constitute a waiver of notice of that meeting, unless the member at the beginning of the meeting objects to the transaction of any business on the ground that the meeting was not lawfully called or convened. Attendance at a meeting does not constitute a waiver of the right to object to consideration of matters required by law to be included in the notice of the meeting which were not so included, if that objection is expressly made at the beginning of the meeting.
- (e) All waivers, consents, and approvals shall be filed and maintained with the corporate records or made a part of the minutes of the meeting.

Section 5. MANNER OF GIVING NOTICE:

Notice of any member meeting shall be given in person, by United States mail, or by electronic means. Any notice posted on the website of the Corporation constitutes notice.

Section 6. QUORUM.

The presence in person of forty (40) members at any duly called meeting of the members shall constitute a quorum for the transaction of business.

Section 7. ADJOURNED MEETING: NOTICE.

When any meeting of members is adjourned to another time or place, notice of the adjourned meeting need not be given if the time and place are announced at the meeting at which the adjournment is taken.

Section 8. VOTING.

- (a) Except as provided in subdivision (b), all members present at a member meeting shall be entitled to vote, and the decision of the majority of such members voting at a meeting in which a quorum is present shall constitute the decision of the members. The members at such a meeting may vote by voice vote or by ballot.
- (b) Notwithstanding subdivision (a), voting of members shall be conducted by written ballots provided to all members of the Corporation for the following issues and subjects:
 - (1) The annual election of Officers and other Directors;
 - (2) A motion or proposal to change the amount of member dues;
 - (3) A motion or proposal to amend the Bylaws where the Board of Directors determines that all members of the Corporation should be allowed to vote upon that motion or proposal; and
 - (4) Any other matter upon which the Board of Directors determines that all members of the Corporation should be allowed to vote.
- (c) Election of Officers and Directors.
 - (1) Every election for Officers or other Directors shall be by ballot. If only one person has been nominated for election to an office, that member shall be deemed to be elected.
 - (2)** Nominations for the annual election of Officers and other Directors shall be made at the October member meeting.

- (d) Procedures and processes for conducting elections in which all members of the Corporation are allowed to vote shall be prescribed by the Board of Directors.

Section 9. POWERS OF MEMBERS.

- (a) Members shall have and may exercise all powers not expressly granted to the Board of Directors by these Bylaws.
- (b) Members shall elect the Officers and other members of the Board of Directors of the Corporation as provided in these Bylaws.
- (c) Members may pass motions or resolutions that recommend actions to be taken, policies to be adopted, or expenditures to be made by the Board of Directors.
- (d) Members may approve or disapprove a recommendation of the Board of Directors to change the amount of dues.
- (e) Members may approve or disapprove a recommendation of the Board of Directors to authorize a legal action described in paragraph (4) of subdivision (b) of Section 7 of Article VIII to be instituted.
- (f) Members may approve or disapprove a recommendation of the Board of Directors to settle a civil action described in paragraph (4) of subdivision (b) of Section 7 of Article VIII.
- (g) Members may approve or disapprove a decision of the Board of Directors to spend or obligate more than \$4,000.00 in a single transaction or more

than a total of \$6,000.00 for any project of the Corporation, as described in paragraph (4) of subdivision (c) of Section 7 of Article VIII.

- (h) Members may approve or disapprove a decision of the Board of Directors to take any of the actions on behalf of the Corporation described in paragraphs (5) and (6) of subdivision (c) of Section 7 of Article VIII.
- (i) Members may approve or disapprove a decision of the Board of Directors to amend the Bylaws.

ARTICLE VIII

BOARD OF DIRECTORS

Section 1. NUMBER OF DIRECTORS.

The authorized number of Directors shall be an odd number that is not less than seven nor more than eleven. The maximum or minimum number of Directors may not be changed, nor may a fixed number be substituted for the maximum and minimum numbers, except by a duly adopted amendment to these Bylaws, approved by the Board of Directors and by an affirmative vote of the members, as provided by Section 6 (Quorum) and Section 8 (Voting) of Article VII.

Section 2. ELECTION AND TERMS OF OFFICE OF DIRECTORS.

- (a) Election. Directors shall be elected annually at the December meeting of the members and shall assume office at the February meeting of the members following their election.

(b) Members Eligible. Directors shall be dues-paying members of the Corporation who have retired from employment with Contra Costa County or one of its Districts and who are receiving a retirement allowance from the Contra Costa County Employees' Retirement Association. Only persons described in this subdivision may be chosen or serve as Directors of the Corporation.

(c) Terms of Office. Directors shall hold office for a period of two years. Each Director, including a Director who fills a vacancy, shall hold office until the expiration of the term for which elected.

Section 3. STAGGERED TERMS OF OFFICE OF DIRECTORS.

(a) The terms of office of Directors shall be staggered, so that the terms of office of a majority of the Board shall expire in odd-numbered years, and the terms of office of a minority of the Board shall expire in even-numbered years. The Board of Directors may increase the length of the term of office of an existing Director to facilitate staggered terms of office. The terms of office of the Chair and the Vice-Chair of the Board of Directors shall not begin or expire in the same year.

(b) No reduction of the authorized number of Directors shall have the effect of removing any Director before the term of office of that Director expires.

Section 4. VACANCIES IN BOARD OF DIRECTORS.

(a) A vacancy in the Board of Directors shall be deemed to exist (a) if a Director dies, resigns, or is removed by the members; (b) if the Board of Directors declares vacant the office of a Director who has been convicted

of a felony or declared of unsound mind by an order of court; (c) if the authorized number of Directors is increased; or (d) if at any members meeting at which one or more Directors are elected, the members fail to elect the full authorized number of Directors to be voted upon at that meeting.

- (b) A Director may resign by giving written notice to the Chair, to the Secretary of the Board, or to the Board of Directors. A resignation shall be effective upon the giving of the notice, unless the notice specifies a later effective date. If the resignation is effective at a future time, the members shall elect a successor to take office when the resignation becomes effective.
- (c)
 - (1) A vacancy on the Board of Directors whose unexpired term exceeds one year shall be filled by an election of the members at a meeting at which a quorum is present. The Board of Directors shall establish procedures and processes for elections to fill a vacancy on the Board of Directors.
 - (2) A vacancy on the Board of Directors whose unexpired term is one year or less shall be filled by an appointment by the Board of Directors.
- (d) The term of office of a Director elected or appointed to fill a vacancy shall run until the next member meeting at which the vacating Director would have been re-elected or replaced.

Section 5. REMOVAL OF DIRECTOR

- (a) **Removal by Members.** A Director may be removed for good cause by a vote of the members prior to the expiration of the term for which the Director was elected. Good cause shall include, but not be limited to, the following:
- (1) The unexcused absence of the Director from meetings of the Board of Directors or from regularly scheduled meetings of the members.
 - (2) Malfeasance or misfeasance in office.
 - (3) Negligent performance of the duties of a Director
 - (4) Illness or physical disability which prevents the Director from attending to the business of the Corporation.
 - (5) Failure to pay member dues.
- (b) **Procedures on Removal by Members.** The following procedures shall govern proceedings by the members to remove a Director:
- (1) Proceedings to remove a Director may be initiated by notifying the Secretary of the Corporation that removal petitions are to be circulated.
 - (2) In order to subject a Director to a removal proceeding, removal petitions containing the requisite number of signatures shall be delivered to the Secretary, or to the Chair if the Secretary is the subject of the petitions, no later than sixty (60) days from the date the Secretary was notified of the circulation of the petitions.
 - (3) The petitions shall be signed by at least ten percent (10%) of the members of the Corporation who are in good standing in the records of

the Treasurer on the first day of the month in which the Secretary is notified that removal petitions will be circulated.

(4) After verifying the petitions and their signatures, the Secretary of the Corporation, or the Chair if the Secretary is the subject of the petitions, shall cause a removal election to be held at a meeting of the members.

(5) Prior to the removal vote, the Director subject to the removal proceeding shall be allowed to make a presentation to the members.

(6) A vote of the members on whether to remove a Director shall be by secret ballot.

(7) A Director shall be removed from office by an affirmative vote of the majority of the members voting at the removal proceeding at which a quorum is present. The affirmative vote to remove a Director must also constitute a majority of the required quorum in order to remove a Director. If these conditions are not met, the removal proceeding shall be deemed to have failed.

(c) **Removal or Suspension by Board of Directors.**

(1) The Board of Directors may remove a member of the Board of Directors from office, if the member because of physical or mental infirmity or any other illness or disability is unable or unwilling to discharge the powers and duties of his or her office and is unable or unwilling to resign as a member of the Board. In lieu of removal from office the Board of Directors may suspend the affected Director and replace him or her with a temporary Director appointed by the Board.

(2) The Board of Directors may remove a Director or Officer from the Board of Directors for malfeasance or misfeasance in office or for negligent performance of the duties of a Director.

(d) **Procedures on Removal or Suspension by Board.** The following procedures shall govern proceedings by the Board to remove or suspend a Director or Officer.

(1) The affected Director or Officer shall have the right to notice of the proposed removal or suspension, the right to a hearing in executive session before the Board, the right to not less than 15 calendar days to prepare for the hearing, and the right to appear, speak, and present evidence at the hearing in person and/or through counsel.

(2) The removal or temporary replacement of a Board member pursuant to this provision shall require not less than five votes of the members of the Board of Directors.

(3) The decision of the Board of Directors shall not be appealable to or reviewable by the members of the Association. However, a Director or Officer removed or suspended by the Board may be elected as an Officer or Director of the Corporation in any subsequent election.

(e) A removed or suspended Director or Officer shall have no claim against the Corporation or against individual Directors, Officers, or members because of the removal or suspension.

Section 6. COMPOSITION OF BOARD OF DIRECTORS.

- (a) The Board of Directors shall consist of the Officers of the Corporation and Directors-at-Large who are not Officers. The Officers shall serve as the Chair, Vice-Chair, Secretary, and Treasurer of the Corporation, as provided in Article IX.
- (b) The immediate Past Chair of the Corporation, the person who has most recently held the office of Chair of the Corporation, may serve ex officio as a non-voting advisor to the Board of Directors.

Section 7. POWERS OF BOARD OF DIRECTORS.

- (a) Subject to the provisions of the California General Corporation Law, any limitations in the Articles of Incorporation, and any limitations described in subdivision (c) of this Section relating to action required to be approved by the members, the business and affairs of the Corporation shall be managed by the Board of Directors.
- (b) Notwithstanding the general powers described in subdivision (a), and subject to the limitations described in subdivision (c), the Board of Directors shall have the power to:
 - (1) Select and remove all agents of the Corporation and prescribe their powers and duties;
 - (2) Direct the ordinary course of the business of the Corporation, including the review and approval of expenditures;
 - (3) Borrow money and incur indebtedness on behalf of the Corporation, and cause to be executed and delivered for the Corporation's

purposes, in the corporate name, promissory notes, pledges, and other evidence of debt and security;

(4) Engage in litigation as follows:

- (i) Sponsor a class action in the name of one or more representative members of the Corporation in order to litigate the rights of a class of members of the Corporation. The power to sponsor an action within the meaning of this paragraph shall mean the funding by the Corporation of all or a part of the expenses, including costs and attorneys' fees, for that action and, to the extent feasible, controlling the litigation.
- (ii) Sponsor an action in the name of one or more members of the Corporation in order to establish precedent or resolve issues affecting the rights of members of the Corporation.
- (iii) Maintain a non-class representative action in the name of the Corporation and on behalf of members of the Corporation in order to litigate the rights of members of the Corporation. The power to maintain an action within the meaning of this paragraph shall mean the filing of a civil action in the name of the Corporation as plaintiff, the funding by the Corporation of all or part of the expenses, including costs and attorneys' fees, for that action, and controlling and managing the litigation.

- (iv) Defend any legal action filed against the Corporation, or against any Officer, Director, or agent of the Corporation for actions taken by such persons within the course and scope of their duties on behalf of the Corporation.
 - (v) Arrange and pay for the representation of any current or former Officer, Director, member, or agent of the Corporation in connection with any legal action described in this paragraph.
 - (vi) Settle any legal action described in this paragraph.
 - (vii) Retain, oversee and terminate counsel, negotiate the fees of counsel, authorize payment of fees and costs of litigation, determine strategy, and make decisions regarding the litigation.
 - (viii) In exercising the powers granted by this paragraph, the Board of Directors shall inform the members of the actions taken to the extent that such communications to the members do not waive the attorney-client or other privileges of the Corporation, or do not otherwise disclose information that should be held confidential during the litigation.
- (5) Appoint a member to fill a vacant unexpired term on the Board of Directors as provided in subdivision (c) of Section 4.

- (6) Refer any matter for decision to the vote of the members.
- (c) Notwithstanding subdivisions (a) and (b), no action or decision of the Board of Directors regarding any of the following shall be effective until that action or decision has been approved by a majority vote of the members voting where a quorum is present, as provided in Sections 6, 8, and 9 of Article VII, and Section 5034 of the Corporations Code:
- (1) Except as provided in Section 2 of Article VI, a change in the amount of dues of the members;
 - (2) The institution of a legal action described in sub-paragraphs (i), (ii), (iii), and (v) of paragraph 4 of subdivision (b);
 - (3) The settlement of a legal action described in sub-paragraphs (i), (ii), (iii), (iv), and (v), unless the terms of the settlement provide that time is of the essence, and approval of the settlement by the members cannot wait until the next member meeting.
 - (4) The expenditure or obligation of more than \$4,000.00 in a single transaction or more than a total of \$6,000.00 for any project of the Corporation. The limitations of this paragraph shall not apply to any expenses incurred for mailing to or otherwise communicating with the members, nor shall the limitations of this paragraph apply to any legal action described in paragraph (4) of subdivision (b).
 - (5) The endorsement of or opposition to (i) an initiative measure or referendum; (ii) a decision by the Board of Supervisors of Contra Costa County; (iii) the enactment or amendment of state law by the

California State Legislature; or (iv) the enactment or amendment of federal law by the United States Congress.

(6) The formation of or authorization to form a political action committee (PAC) of the Corporation.

(7) The amendment of these Bylaws.

(d) (1) Notwithstanding any other provision of these Bylaws, neither the Board of Directors nor the members acting on behalf of the Corporation, shall have the authority to endorse or oppose, or to contribute or loan any RSG funds to or for the benefit of, any candidate for partisan or nonpartisan public office, including candidates running for election to the Contra Costa County Employees Retirement Board and candidates running for election to the RSG Board of Directors, and including political action groups organized to support or oppose a candidate's election to any partisan or nonpartisan public office.

(2) Notwithstanding subparagraph (5) of paragraph (c), neither the Board of Directors nor the members acting on behalf of the Corporation, shall have the authority to endorse or oppose, or to contribute or loan any RSG funds to or for the benefit of, any ballot initiative or legislative proposal, except for those initiatives and legislative proposals that are specifically targeted at or limited to benefits and pensions for and rights of California or Contra Costa public service retirees.

(3) Nothing in these Bylaws shall be construed to prohibit individual members of the Corporation from taking the actions described in this paragraph in their own names and using non-RSG funds.

Section 8. REGULAR MEETINGS OF BOARD OF DIRECTORS.

- (a) Regular meetings of the Board of Directors shall be held at times and locations designated by the Board. In the absence of a designation, meetings of the Board shall be held at the principal place of business of the Corporation.
- (b) Meetings of the Board of Directors may be held by conference telephone or similar communications equipment, provided that all Directors participating are able to hear one another.

Section 9. SPECIAL MEETINGS OF BOARD OF DIRECTORS.

Special meetings of the Board of Directors may be called at any time by the Chair or by any other two members of the Board of Directors.

Section 10. ANNUAL MEETING OF BOARD OF DIRECTORS.

The Directors shall hold an annual meeting, in January of each year, on a date and at a place designated by the Board of Directors, to consider matters of organization, and other business as desired.

Section 11. NOTICE OF MEETINGS OF BOARD OF DIRECTORS.

- (a) Notice of regular and special meetings of the Board of Directors shall be posted on the RSG website.

- (b) Special meetings of the Board of Directors shall be held on five days' notice by mail or 48 hours' notice delivered personally or by electronic means. Written notice shall be addressed to each Director at the address shown on the records of the Corporation. The notice need not specify the purpose of the meeting, nor need it specify the location if the meeting is to be held at the principal place of business of the Corporation.

Section 12. QUORUM.

The majority of the authorized number of Directors shall constitute a quorum for the transaction of business.

Section 13. ADJOURNMENT OF BOARD MEETING; NOTICE.

- (a) Whether or not a quorum is present, a majority of the Directors present may adjourn any meeting to another time and place.
- (b) Notice of the time and place of resuming an adjourned meeting need not be given unless the adjournment is for more than 24 hours.
- (c) Notice of a meeting adjourned for more than 24 hours shall be given as provided in paragraph (b) of Section 10 of this Article to any Director who was not present at the time of the adjournment. Notice need not be given to any Director who was present at the time of adjournment.

Section 14. ACTION WITHOUT A MEETING.

Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if all members of the Board of Directors shall individually

or collectively consent in writing to that action. Any action by written consent shall have the same force and effect as a unanimous vote by the Board of Directors. All written consents shall be filed with the minutes of the proceedings of the Board of Directors.

Section 15. ATTENDANCE AT MEETINGS OF BOARD OF DIRECTORS.

- (a) Unless otherwise provided, any member in good standing may attend a meeting of the Board of Directors.
- (b) A meeting of the Board of Directors may be closed to a person not a member of the Board for the purpose of protecting the attorney-client privilege of the Corporation, where a conflict of interest of the non-attendee might be involved, where personnel actions are to be considered, or where confidentiality of communications is otherwise important to the Corporation.
- (c) A member of the Board may be excluded from a meeting of the Board of Directors where that member has a clear conflict of interest in any matter to be discussed at the meeting.

Section 16. CONDUCT OF MEETINGS.

Except as otherwise provided, the latest revised edition of “Robert’s Rules of Order” shall regulate all member meetings and meetings of the Board of Directors.

Section 17. EXPENSES AND COMPENSATION OF DIRECTORS AND OTHER MEMBERS.

- (a) Directors and members of committees of the Board shall serve without compensation but shall be reimbursed for actual expenses incurred on behalf of the Corporation, as fixed or determined by the Board of Directors.
- (b) Expenses incurred by other members on behalf of the Corporation shall be reimbursed following approval and to the extent approved by the Board.

ARTICLE IX

OFFICERS

Section 1. OFFICERS.

The Officers of the Corporation shall be (a) the Chair, (b) the Vice-Chair, (c) the Secretary, and (d) the Treasurer, of the Board of Directors. Persons selected as Officers shall also serve as Directors of the Corporation, as provided in Article VIII.

Section 2. ELECTION AND TERMS OF OFFICE OF OFFICERS.

- (a) Election. The Officers of the Corporation, except for subordinate officers appointed in accordance with the provisions of Section 3 of this Article, shall be chosen by the members from within the membership of the Corporation.
- (b) Members Eligible. The Officers of the Corporation shall be dues-paying members of the Corporation who have retired from employment with Contra Costa County or one of its Districts and who are receiving a retirement allowance from the Contra Costa County Employees' Retirement Association. Only a

person described in this subdivision may be chosen or serve as an Officer of the Corporation.

(c) Terms of Office. Officers shall hold office for a period of two years. Each Officer, including an Officer who fills a vacancy, shall hold office until the expiration of the term for which elected.

Section 3. ASSISTANTS TO THE OFFICERS.

(a) The Board of Directors may appoint assistants to the Officers as required by the business of the Corporation whose duties shall be as provided in the Bylaws or as determined by the Board of Directors.

(b) The Board of Directors may by resolution appoint a House Counsel to provide legal advice and counsel to the Board of Directors.

(1) House Counsel shall be a member in good standing of the California Bar. House Counsel may be, but is not required to be, a member of the Corporation.

(2) Unless otherwise provided by the resolution of appointment, House Counsel shall not be compensated by the Corporation for work performed in this capacity.

(3) When House Counsel is a member of the Corporation, House Counsel may also serve as an Officer or Director of the Corporation. Unless House Counsel is also an Officer or Director, House Counsel shall not be

entitled to vote upon matters of business considered by the Board of Directors.

- (4) House Counsel shall serve at the pleasure of the Board of Directors, and the resolution of appointment of House Counsel may be rescinded by the Board of Directors at any time.
- (5) The Corporation shall include House Counsel in any insurance coverage purchased by the Corporation for the Directors and Officers of the Corporation.
- (6) Communications between House Counsel and the Board of Directors shall be deemed to be protected by the attorney-client privilege of the California Evidence Code.

Section 4. REPLACEMENT AND RESIGNATION OF OFFICERS.

- (a) An Officer chosen by the members may be replaced as an Officer at any time, for good cause and with notice, by the members. Good cause for replacement of an Officer shall be the same as good cause to remove a Director as set forth in paragraph (a) of Section 5 of Article VIII. A replaced Officer shall not remain a Director of the Corporation. A replaced Officer shall have no claim against the Corporation or against individual Directors, Officers, or members because of the replacement.
- (b) An Officer may resign in the same manner as provided for the resignation of a Director in Section 4 of Article VIII. Unless otherwise specified in the

notice, acceptance of the resignation is not necessary to give effect to the resignation.

Section 5. VACANCIES IN OFFICES.

A vacancy in any office resulting from the death, resignation, or replacement of an Officer shall be filled as provided in subdivision (c) of Section 4 of Article VIII from among the members of the Corporation described in subdivision (b) of Section 2.

Section 6. CHAIR OF THE CORPORATION.

(a) Selection. The Chair of the Corporation shall be chosen by the members. The Chair shall be a dues-paying member of the Corporation who has retired from employment with Contra Costa County or one of its Districts and who is receiving a retirement allowance from the Contra Costa County Employees' Retirement Association. Only a person described in this subdivision may be chosen or serve as the Chair of the Corporation.

(b) Duties. The Chair of the Corporation shall preside at meetings of the Board of Directors and at meetings of the members and shall exercise and perform such other powers and duties as may be assigned by the Board of Directors.

(1) The Chair shall be the general manager and Chief Executive Officer of the Corporation and, subject to the control of the Board of Directors, shall have general supervision, direction, and control over the business of the Corporation and its other Officers. The

managerial powers and duties of the Chair shall include, but are not limited to, all the general powers and duties of management usually vested in the office of President of a corporation.

- (2) The Chair shall have other powers and duties as prescribed by the Board of Directors or the Bylaws.

Section 7. VICE-CHAIR OF THE CORPORATION .

(a) Selection. The Vice-Chair of the Corporation shall be chosen by the members. The Vice-Chair shall be a dues-paying member of the Corporation who has retired from employment with Contra Costa County or one of its Districts and who is receiving a retirement allowance from the Contra Costa County Employees' Retirement Association. Only a person described in this subdivision may be chosen or serve as the Vice-Chair of the Corporation.

(b) Duties.

- (1) In the absence or disability of the Chair, the duties and responsibilities of the Chair shall be carried out by the Vice-Chair. When so acting, the Vice-Chair shall have all the powers of and be subject to all the restrictions of the Chair.
- (2) The Vice-Chair shall have such other powers and perform such other duties as prescribed by the Board of Directors, the Bylaws, or the Chair.

Section 8. SECRETARY OF THE CORPORATION.

(a) Selection. The Secretary of the Corporation shall be chosen by the members. The Secretary shall be a dues-paying member of the Corporation who has retired from employment with Contra Costa County or one of its Districts and who is receiving a retirement allowance from the Contra Costa County Employees' Retirement Association. Only a person described in this subdivision may be chosen or serve as the Secretary of the Corporation.

(b) Duties.

(1) Minutes. The Secretary of the Corporation shall be present at all member meetings and all Board meetings and shall take the minutes of those meetings. The Secretary or the presiding officer of the meeting shall designate another person to take the minutes of the meeting in the absence of the Secretary.

(2) Corporation Records. The Secretary shall keep, or cause to be kept, at any place designated by the Board of Directors, a book or record of minutes of all meetings and actions of the members, of the Board of Directors, and of committees of the Board. The minutes of each meeting shall state the date, time, and place the meeting was held; whether it was regular or special; the names of persons present at Board or committee meetings; and an accurate account of the proceedings. Prior to posting on the web site of the Corporation, the minutes shall be approved by members of the Board of Directors designated by the Board for that purpose.

- (3) Member Records. The Secretary shall keep or cause to be kept at any location designated by the Chair or the Board, a record or duplicate record of members. This record shall show the names of all members and their contact information.
- (4) Notice of Meetings. The Secretary shall give notice, or cause notice to be given, of all Board meetings, member meetings, and meetings of committees for which notice is required by the Bylaws. If the Secretary or other person authorized by the Secretary to give notice fails to act, notice of any meeting may be given by any other Officer of the Corporation.
- (5) Other Duties. The Secretary shall have such other powers and perform other duties as prescribed by the Board of Directors or by the Bylaws.

Section 9. TREASURER OF THE CORPORATION .

- (a) Selection. The Treasurer of the Corporation shall be chosen by the members. The Treasurer shall be a dues-paying member of the Corporation who has retired from employment with Contra Costa County or one of its Districts and who is receiving a retirement allowance from the Contra Costa County Employees' Retirement Association. Only a person described in this subdivision may be chosen or serve as the Treasurer of the Corporation.
- (b) Duties.

- (1) The Treasurer of the Corporation shall function as the Corporation's Chief Financial Officer. The Treasurer shall keep, or cause to be kept, adequate and correct books and records of accounts of the properties and business transactions of the Corporation, including accounts of its assets, liabilities, receipts, and disbursements. The books of accounts shall at all reasonable times be open to inspection by any Director.
- (2) The Treasurer shall (i) deposit corporate funds and other valuables in the Corporation's name and to its credit with depositories designated by the Board of Directors; (ii) make disbursements of corporate funds as authorized by the Board; (iii) render a statement of the Corporation's financial condition and an account of all transactions conducted as Treasurer whenever requested by the Chair; and (iv) have other powers and perform other duties as prescribed by the Board of Directors or the Bylaws.

Section 10. IMMEDIATE PAST CHAIR OF THE CORPORATION.

(a) Selection.

- (1) The Immediate Past Chair of the Corporation shall be the person who has most recently held the office of Chair of the Corporation and may serve the Corporation in the capacity of an *ex officio* advisor to the Board of Directors.
- (2) The Immediate Past Chair may serve in this capacity until he or she is no longer the person who has most recently held the office of Chair of the Corporation.

(b) Duties.

- (1) The Immediate Past Chair of the Corporation may serve as a non-voting advisor to the Board of Directors regarding past practices of the Corporation and other such matters to assist the Board in governing the Corporation.
- (2) The Immediate Past Chair may have additional powers and perform additional duties as are prescribed by the Chair or the Board of Directors.

(c) Powers.

- (1) The Immediate Past Chair of the Corporation shall be entitled to attend all meetings of the Board of Directors, including executive sessions of the Board, and to provide advice and counsel to the Board.
- (2) The Immediate Past Chair shall be entitled to participate in all discussions of the Board but shall not cast a vote on any matter under consideration by the Board.
- (3) The Immediate Past Chair shall not be counted in the determination of a quorum for a meeting of the Board.

ARTICLE X

COMMITTEES

Section 1. EXECUTIVE AND OTHER COMMITTEES OF THE BOARD.

- (a) The Board of Directors may designate an executive committee or one or more other committees, each consisting of not less than one Director. The Board may designate one or more Directors as alternate members of any committee to replace any absent member at a committee meeting.

- (b) A committee of the Board may include members of the Corporation who are not Directors of the Corporation.
- (c) A committee of the Board may be granted any or all powers and authority of the Board, to the extent provided in the resolution of the Board of Directors establishing the committee, except with respect to:
 - (1) Approving any action for which the Bylaws require the approval of the members;
 - (2) Amending or repealing any resolution of the Board of Directors which by its express terms may not be amended or repealed by any entity other than the Board; or
 - (3) Appointing other committees of the Board or their members.

Section 2. MEETINGS AND ACTIONS OF COMMITTEES.

- (a) Meetings and action of committees shall be governed by, and held and taken in accordance with, provisions of these Bylaws applicable to meetings and actions of the Board of Directors, with such changes in the context of these Bylaws as are necessary to substitute the committee and its members for the Board of Directors and its members.
- (b) The location, date, and time of regular meetings of committees may be determined either by the Board of Directors or by the committees.
- (c) Special meetings of committees may also be called by the Board of Directors.

- (d) Notice of special meetings of committees shall be given to all regular and alternate members who shall have the right to attend all meetings of the committee.
- (e) The Board of Directors may adopt rules for the governing of any committee not inconsistent with the provisions of these Bylaws.

ARTICLE XI

INDEMNIFICATION AND FINANCIAL PROTECTION OF DIRECTORS, OFFICERS, AND OTHER AGENTS

Section 1. INDEMNIFICATION.

The Corporation shall, to the maximum extent permitted by the California General Corporation Law, have power to indemnify each of its Directors, Officers, and other agents against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with any proceeding arising by reason of the fact that any such person is or was an agent of the Corporation, and shall have power to advance to each such Director, Officer, or other agent expenses incurred in defending any such proceeding to the maximum extent permitted by that law.

Section 2. LIABILITY INSURANCE.

The Board may purchase liability insurance covering its Directors, Officers, and other agents of the Corporation.

Section 3. AGENT DEFINED.

For purposes of this article, an "agent" of the Corporation shall include any person who is or was a Director, Officer, or other person authorized by the Board of Directors to carry out the business of the Corporation.

ARTICLE XII

RECORDS AND REPORTS

Section 1. MAINTENANCE OF RECORDS AND INSPECTION BY MEMBERS.

- (a) The Corporation shall keep at a location designated by the Board of Directors a record of the names and addresses of all members.
- (b) A member's right to inspect and copy the records of the names and addresses of other members shall be allowed as provided in the Corporations Code.
- (c) The Board of Directors shall have the authority to condition the right to inspect and copy the records of the names and addresses of members of the Corporation as follows:
 - (1) access may be limited to persons who are members of the Corporation;
 - (2) the requesting member may be required to state the purpose for which the names and addresses are requested;
 - (3) access may be limited to purposes that are reasonably related to the requesting member's interest as a member of the Corporation;

(4) access may be denied if the Corporation provides an alternative mechanism by which the requesting member can achieve the purpose for which the names and addresses are requested.

- (d) The Board of Directors may establish procedures governing member access to the names and addresses of members of the Corporation.

Section 2. MAINTENANCE AND INSPECTION OF BYLAWS.

- (a) The Corporation shall keep at a location designated by the Board of Directors a current copy of the Bylaws.
- (b) The Bylaws shall be open to inspection and copying by the members at all reasonable times as designated by the Board of Directors.

Section 3. MAINTENANCE AND INSPECTION OF MINUTES AND ACCOUNTING RECORDS.

- (a) The minutes of meetings of members, the Board of Directors, and committees of the Board, and the accounting books and records shall be kept at a place designated by the Board of Directors. The minutes shall be kept in written or electronic form, and the accounting books and records shall be kept either in written form or in a form capable of being converted into written form.
- (b) The minutes and accounting books and records shall be open to inspection on the request of any member at any reasonable time as approved by the Board of Directors.

Section 4. INSPECTION BY DIRECTORS.

Every Officer and/or Director shall have the right at any reasonable time to inspect all books, records, and documents and the physical properties of the Corporation. This inspection by an Officer and/or Director may be made in person or by an agent or attorney, and the right of inspection includes the right to copy and make extracts of documents.

Section 5. ANNUAL REPORT TO MEMBERS.

The requirement of an annual report referenced in Section 1501 of the California Corporations Code is expressly waived. However, nothing in this provision shall be construed as prohibiting the Board of Directors from issuing annual or other periodic reports to the members.

Section 6. FINANCIAL STATEMENTS.

- (a) The Corporation shall keep a copy of any annual financial statement, quarterly or other periodic income statement, and accompanying balance sheets prepared by the Corporation at a location designated by the Board of Directors for a period of five (5) years.
- (b) These documents shall be exhibited or copies provided to any member on request at all reasonable times as approved by the Board of Directors.
- (c) On written request of any member, the Corporation shall deliver or mail to the member a balance sheet as of the end of the preceding calendar year.
- (d) Financial records referenced in this Section shall be accompanied by any report of independent accountants engaged by the Corporation or the

certificate of an authorized corporate officer stating that the financial statements were prepared without audit from the books and records of the Corporation.

Section 7. ANNUAL STATEMENT OF GENERAL INFORMATION.

- (a) Every year, during the calendar month in which the original Articles of Incorporation were filed with the California Secretary of State, or during the preceding five calendar months, the Corporation shall file a statement with the Secretary of State on the prescribed form setting forth the authorized number of Directors; the names and complete business or residence addresses of all incumbent Directors; the names and complete business or residence addresses of the Officers; the street address of the principal place of business of the Corporation; a statement of the general type of business constituting the principal business activity of the Corporation; and a designation of the agent of the Corporation for the purpose of service of process, all in compliance with Section 1502 of the California Corporations Code.
- (b) Notwithstanding the provisions of paragraph (a) of Section 7 of this Article, if there has been no change in the information contained in the last annual statement of the Corporation on file in the Office of the Secretary of State, the Corporation may, in lieu of filing the annual statement described in paragraph (a), advise the Secretary of State, on the appropriate form, that no changes in the required information have occurred during the applicable period.

ARTICLE XIII

GENERAL CORPORATE MATTERS

Section 1. AUTHORIZED SIGNATORIES FOR CHECKS AND AUTHORIZED DEPOSITS IN FINANCIAL INSTITUTIONS.

- (a) 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 two (2) Officers or Directors-at-Large of the Corporation in such manner as is authorized by the Board of Directors. The official bank of the Corporation shall be the 1st Northern California Credit Union.

- (b) Upon an authorizing vote of the Board of Directors, the Treasurer of the Corporation shall have the power to deposit Corporation funds in an account or in a certificate of any financial institution that is insured through the Federal Deposit Insurance Corporation (FDIC) or the National Credit Union Association (NCUA).

Section 2. EXECUTING CORPORATE CONTRACTS AND INSTRUMENTS.

- (a) Except as otherwise provided in the Articles of Incorporation or in these Bylaws, the Board of Directors may authorize any Officer, Officers, agent, or agents 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.

- (b) No Director, Officer, agent, or other person acting or purporting to act on behalf of the Corporation shall have any power or authority to bind the

Corporation in any way, to pledge the credit of the Corporation, 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 of Directors as provided in these Bylaws.

- (c) If the authority described in paragraph (b) of this Section exceeds \$500.00, that authority must be in writing and signed by the Chair of the Corporation or his or her designated Officer or Director.

Section 3. INITIATING CIVIL ACTIONS.

- (a) Civil actions described in paragraph (4) of subdivision (b) of Section 7 of Article VIII may be initiated only as provided in Articles VII and VIII of these Bylaws.
- (b) No Director, Officer, agent, or any other person acting or purporting to act on behalf of the Corporation shall have any power or authority to initiate a civil action described in paragraph (4) of subdivision (b) of Section 7 of Article VIII, or to render the Corporation liable for payment of attorneys' fees and costs of any civil action, unless that person is acting with written authority to take such action as described in this Article.

Section 4. CONSTRUCTION AND DEFINITIONS.

- (a) Unless the context requires otherwise, the general provisions, rules of construction, and definitions in Sections 100 through 195 of the California Corporations Code shall govern construction of these Bylaws. Without limiting the generality of this provision, the masculine gender includes the

feminine gender, the singular number includes the plural, the plural number includes the singular, and the term "person" includes both a corporation and a natural person.

- (b) Neither the Corporation, nor its Officers, Directors, or agents, shall discriminate on the basis of race, color, age, creed, national origin, sex, or by any other prohibited classification.

Section 5. ASSET DISTRIBUTION UPON DISSOLUTION OF CORPORATION.

Upon the winding up and dissolution of the Corporation and after paying or adequately providing for the debts and obligations of the Corporation, the remaining assets shall be distributed to a nonprofit organization which is organized and operated to conduct labor organization activities and that has established its tax exempt status under Section 501(c)(5) of the Internal Revenue Code.

ARTICLE XIV

ADOPTION OF AND AMENDMENTS TO BYLAWS

Section 1. ADOPTION.

Except as otherwise required by law or by the Articles of Incorporation, these Bylaws may be adopted, and any existing Bylaws may be repealed, by a majority vote of the Board of Directors, and a majority vote of the members as provided in Section 8 of Article VII of these Bylaws.

Section 2. EFFECT OF REPEAL OF EXISTING BYLAWS AND ADOPTION OF THESE BYLAWS.

(a) The repeal of any existing Bylaws and the adoption of these Bylaws shall not be deemed to create any vacancy in the existing Board of Directors or Officers of the Corporation.

(b) A Director or Officer elected prior to adoption of these Bylaws shall retain that office until the expiration of the term.

Section 3. AMENDMENT.

Following their adoption by the Board of Directors, these Bylaws may be amended or repealed, or new Bylaws may be adopted, by a vote of the Board of Directors and also by a majority vote of the members as provided in subdivision (a) and paragraph (3) of subdivision (b) of Section 8 of Article VII. At least ten (10) days' written notice **shall** be given to all members prior to a member meeting of the intention to take such action pursuant to subdivision (a) of Section 8 of Article VII.

CERTIFICATE OF SECRETARY

I, the undersigned, do hereby certify:

(a) That I am the duly elected Secretary of the Contra Costa County Retiree Support Group, a California corporation; and

(b) That the foregoing Bylaws, comprising forty one (41) pages, constitute the Bylaws of said Corporation as duly adopted at meetings of the Board of Directors of the Corporation held on November 30, 2009, March 16, 2010, May 17, 2010, April 7, 2011, June 13, 2011, February 13, 2012, October 20, 2014, March 21, 2016, June 19, 2017, February 19, 2018, March 19,

2018, and April 16, 2018, and also at meetings of the members held on April 1, 2010, June 3, 2010, June 2, 2011, August 4, 2011, April 5, 2012, December 4, 2014, April 7, 2016, June 19, 2017, and April 5, 2018.

Dated: _____

Elaine Grothmann, Secretary