

**BYLAWS  
of the  
RETIRED EMPLOYEES OF LOS ANGELES COUNTY**

A nonprofit corporation of the State of California Incorporated February 5, 1958.  
Rewritten in compliance with the new non-profit corporation law effective January 1, 1980 and adopted September 17, 1981.

Amended and Restated \_\_\_\_\_ 2023

**PREAMBLE**

**THE RETIRED EMPLOYEES OF LOS ANGELES COUNTY**, a non-profit public benefit corporation of the State of California, has been organized in response to the desire of former employees of Los Angeles County and those on the threshold of retirement for an organization to preserve and promote the general welfare of retired employees of Los Angeles County. ~~(Amended October 27, 1992)~~

The general purpose of the Retired Employees of Los Angeles County shall be to provide a central coordinated group through which the desires and objectives of its members may be advocated, and to promote the health, well being, happiness, and continued productivity of retired Los Angeles County employees to the mutual benefit of its members and the community.

**ARTICLE 1 – NAME AND PLACE OF BUSINESS**

**Section 1 - Name**

The name of this organization shall be **RETIRED EMPLOYEES OF LOS ANGELES COUNTY**, a non-profit California corporation, hereinafter referred to as **RELAC**.

**Section 2 - Principal Office**

The principal office for the transaction of business of **RELAC** shall be such address in the County of Los Angeles, California as may be fixed by the Board of Directors.

**ARTICLE II – MEMBERSHIP**

**Section 1 - Regular Membership**

All persons who are receiving a retirement allowance from the Los Angeles County Employees Retirement Association (LACERA) and their beneficiaries receiving a

Revised January 2016

survivor's allowance are eligible for regular membership. (Amended December 10, 2015)

## **Section 2 - Associate Membership** 1

The spouse or partner of a regular member, and/or widow or widower of a regular member is eligible for associate membership.

## **Section 3 - Affiliate Membership**

Any active member of LACERA who intends to retire within five (5) years of his/her enrollment as a RELAC member is eligible for affiliate membership (required by PGA for enrollment in the insurance program). (Amended December 10, 2015)

## **Section 4 – Honorary Membership**~~Section 4 – Honorary Membership~~

Honorary Members are members who, as of March 11, 2008, have reached the age of 80, were regular members for at least five (5) years prior to reaching the age of 80. and whose dues have been canceled.

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## **Section ~~6~~ 5 - Definition of Members**

Reference to members in these Bylaws shall include regular, associate, affiliate, and honorary members except as otherwise provided. (Amended December 10, 2015)

## **Section ~~7~~ 6 - Voting Power**

The voting power shall be restricted to regular members. Voting by proxy shall not be permitted. (Amended December 10, 2015)

## **Section ~~8~~ 7 - Dues**

- (a) Regular Members: The dues for regular members shall be \$30.00 per calendar year, to be paid at the rate of \$2.50 per month through retirement payroll deduction authorized under procedures established by LACERA and other County departments as may be necessary, or by check. Notwithstanding the foregoing, any regular member who, as of January 1, 2015, was paying less than \$24.00 per year shall be grandfathered and shall be exempt from any dues increase approved after January 1, 2015.
- (b) Associate Members: The dues for associate members shall be \$12.00 per calendar year, payable at the rate of \$1.00 per month through retirement payroll deduction authorized under procedures established by LACERA and other County departments as may be necessary, or by check.

- (c) Affiliate (active LACERA) Members: The dues for affiliate members shall be \$30.00 per year, payable by check on or before January 1 of each year. Notwithstanding the foregoing, dues payable upon joining shall be prorated at the rate of \$2.50 per month.

## **Section 98 - Dissolution**

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The property of this organization is irrevocably dedicated to social purposes and no part of the net income or assets of it shall ever inure to the benefit of any director, officer, or member thereof or to the benefit of any private person(s). Upon the dissolution or winding up of the organization, assets remaining after payment or provision for payment of all debts and liabilities of this organization shall be distributed to a non-profit fund, foundation, or an organization which is organized and operated exclusively for social welfare purposes and which has established its tax exempt status under Section 502(c)(4) of the Internal Revenue Code.

If this organization holds any assets in trust, such assets shall be disposed of in such manner as may be directed by decree of the Superior Court of the county in which the organization has its principal office, upon petition therefore by the Attorney General or by any person concerned in the liquidation in a proceeding to which the Attorney General is a party. (Amended March 11, 2008)

## **ARTICLE III – MEETINGS**

### **Section 1 - Regular Meetings**

There shall be ~~a minimum of four (4) General Membership Meetings each year. (Amended December 5, 2011)~~ an at least one –annual General Membership meeting in the County of Los Angeles each year and ~~such other at least three (3) other meetings as the Board of Directors shall determine.~~

### **Section 2 - Special Meetings**

Special meetings of the membership may be called at any time by the President at the request of the Board of Directors, or upon written request signed by at least fifty (50) regular members of **RELAC**. The call for any such special meeting shall designate time and place and state the purpose thereof. The meeting shall be held at a time fixed and notice shall be given in conformity with the Corporations Code. (Amended February 24, 2015)

### **Section 3 - General Membership Meetings** (Amended December 5, 2011)

The Board of Directors shall designate the time and place for each General Membership meeting.

Notice of General Membership Meetings shall be given in writing at the last known address of each member. Such notice must be mailed at least twenty (20) days before the date set for each meeting. Notice in the **RELAC** Newsletter shall be deemed adequate announcement for all General Membership Meetings.

#### Section 4 - Quorum

Fifty (50) regular members shall be considered a quorum for the transaction of business at any General Membership or Special Membership Meeting. (Amended April 23, 1987)

### ARTICLE IV<sup>3</sup> - OFFICERS

#### Section 1 - Officers

- (a) The officers of the organization shall be President, Vice-President, Secretary, Treasurer and the Immediate Past President. (Amended April 23, 1987) (Amended March 11, 2008)
- (b) The officers shall be elected from within the Board of Directors at the November Business Meeting, except for the Immediate Past President whose office is automatic. The term of office of the officers shall be for one year commencing in January. Officers may be elected to successive terms. (Amended February 24, 2015)

#### Section 2 - Powers and Duties of Officers

- (a) **PRESIDENT.** The President shall be the eChief eExecutive eOfficer of the organization and shall, subject to the control of the Board of Directors, be responsible for oversight and have general supervision, ~~direction, and control~~ of the business and affairs of the Corporation. The President shall preside at all meetings of the Board of Directors and Executive Committee 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, including authority to appoint a board secretary to take the minutes of all meetings.
- (b) **VICE PRESIDENT.** In the absence or disability of the President, the Vice President shall perform all the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall have such other powers and perform such other duties as may from time to time be prescribed by the Board of Directors.
- (c) **SECRETARY.** The Secretary shall perform the duties of Corporate Secretary and any other duties delegated by the President.
- (d) **TREASURER.** The Treasurer or his/her duly authorized representative shall receipt for and keep all monies, stocks, bonds, notes and other credits belonging to, received by, or transmitted through the General Membership, Officers, and/or Board of Directors; shall keep regular, true, and full accounts of all receipts, property, and disbursements; shall make detailed financial reports of the same to the General Membership, Board of Directors, and the President when so requested; and shall perform such other duties in connection with the financial administration as the Board of Directors or President may prescribe.

The Treasurer shall give such bond, with security, as the Board of Directors may require; the cost thereof to be paid by the organization.

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## ARTICLE V – BOARD OF DIRECTORS

### Section 1 - Members

- (a) The Board of Directors shall consist of not more than fifteen (15) members who shall be elected in accordance with the provisions of Article VI of these Bylaws. (Amended May 25, 2000)
- (b) Annually, five (5) Directors shall be elected for three (3) year terms. (Amended May 25, 2000)
- (c) Directors must be regular members of **RELAC** or honorary members who were formerly regular members. (Amended October 27, 1992)
- (d) Directors may be elected to successive terms. (Amended October 27, 1992)
- (e) The Board of Directors shall hold not more than twelve (12) regular business meetings per year and may hold special business meetings as may be required. (Amended December 5, 2011)

### Section 2 - Powers

Subject to the limitation of the Articles of Incorporation, the Bylaws, and the laws of the State of California as to action to be authorized or approved by the members, all corporate powers shall be exercised by, or under authority of, and the business and affairs of the Corporation shall be conducted by, the Board of Directors.

These powers shall include the specific authority for preparation and mailing of a Newsletter to the membership not less than four times a year.

### Section 3 - Quorum

Eight (8) members of the Board of Directors shall constitute a quorum for the transaction of business at any Board Meeting. (Amended October 27, 1992)

### Section 4 - Vacancies and Removal

- (a) In the event of vacancies due to resignation or any other cause, the Board of Directors shall, except as provided in paragraph (b) of this section 4, elect successor(s) for the unexpired term of office from among those persons on the active list of qualified applicants as submitted by the Nominations and Elections Committee. (Amended December 5, 2011)
- (a) If a vacancy is for less than 6 months, the position shall be filled by election at the next General Election. (Amended December 5, 2011)

- (b) A position of Director on the Board shall be considered automatically vacated if the incumbent fails to attend two (2) consecutive meetings without prior justification to the President or fails to attend twelve (12) consecutive business meetings for whatever reason, excused or non-excused. (Amended December 10, 2013)
- (c) A Board member may be removed for cause by a two-thirds vote of the Board. A minimum of ten (10) votes for removal is required. Thirty (30) days advance written notice shall be given to a Director prior to taking a vote to remove him or her. (Amended February 24, 2015)

## **ARTICLE VI – NOMINATIONS AND ELECTIONS**

### **Section 1 - Nominating Procedure**

- (a) Not later than the February meeting of the Board of Directors, the President shall appoint a Chairperson and not less than four (4) members to serve as a Directors Nomination Committee subject to the approval of the Board of Directors. At least three (3) shall be Directors. (Amended December 10, 2015)
- (b) At the April meeting of the Board of Directors the Directors Nomination Committee shall present a list of all qualified applicants for Director to the Board of Directors, which shall select a slate of five (5) nominees for Director. (Amended December 10, 2015)
- (c) The Directors Nomination Committee shall present the slate of five (5) nominees for Director at the next General Membership Meeting. (Amended December 10, 2015)

### **Section 2 - Other Nominations**

- (a) Nominations for Directors may be filed by a signed petition of not less than fifteen (15) members. The deadline for submission of petitions shall be established by the Directors Nomination Committee. Notice of this provision and of the due date for submission of petitions will be published in advance in the newsletter. A letter of acceptance from the nominee must accompany the petition. (Amended December 10, 2015)
- (b) There shall be no other method of nomination.

### **Section 3 - Election Procedures**

- (a) If there are no petition nominations, the five members of the announced slate are elected to the Board of Directors. (Amended April 27, 1995)
- (b) At the time of election, if there have been no petition nominations, the election of the slate will be announced in the September/October issue of the Newsletter and the President will make the same announcement at the next General Membership Meeting. (Amended June 16, 2005)

- (c) If there are more candidates for Director than vacancies, the election will be by mail-in written ballot. Each member shall be entitled to one (1) vote per Director Position up for election, except that each member will be entitled to only one (1) vote per candidate and will be limited to the number of votes stated on the ballot. (Amended April 27, 1995)
- (d) All candidates may submit a statement of up to 150 words outlining their qualifications. The Directors Nomination Committee shall establish the deadline for submittal of candidate statements. Statements received after this deadline will not be considered. Notice of this provision and of the due date for submission shall be provided to each person who receives a nomination petition form and will be published in advance in the Newsletter. Any statement submitted with more than 150 words shall have the excess words stricken from the end of the statement. (Added December 10, 2015)
- (e) If voting is by ballot, ballots will be distributed by first class mail to all members. The same mailing will contain information on all candidates if received in accordance with established procedures. Ballots will be returned to a designated independent party, which shall conduct the count and report the results to RELAC and directly to each candidate. Results will be published in the November/December issue of the Newsletter. Election shall be determined by plurality basis. (Amended December 5, 2011)
- (f) The ballots shall be retained in the **RELAC** office for one year after the election.
- (g) A summary of this Article VI will be published in the May/June Newsletter. (Amended June 16, 2005)

## **ARTICLE VII – COMMITTEES**

### **Section 1 - Standing Committees**

- (a) Executive Committee - shall consist of the officers. The President shall serve as the chair of the committee. (Amended December 5, 2011)
- (b) Budget Committee - shall consist of the officers. The Treasurer shall serve as the chair of the committee. (Amended December 5, 2011)

### **Section 2 - Other Committees**

- (a) ~~Subject to the approval of the Board of Directors, t~~he President and/or Board of Directors may appoint other committees, including special ad hoc committees as may be determined to be advisable. The number of members and duties thereof shall be established at the time of appointment.
- (b) The President may, immediately upon taking office and without Board of Directors approval, appoint members to the committees, ~~which appointments will be deemed provisional until ratified by the Board of Directors at the next business meeting.~~ (Added December 5, 2011)

- (c) Except for the Executive and Budget Committee, all committee appointments will terminate as of the date the President makes new appointments following his or her election. (Amended December 5, 2011)

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## ARTICLE VIII – REVENUE AND DISBURSEMENTS

### Section 1 - Authorization

No appropriation or expenditure of money shall be made except by authorization of the Board of Directors. ~~No Officer, Director, member, or employee of this organization shall contract any obligation or incur any debt on behalf of the organization, except as permitted by the Policy Manual or approved in advance by the Board of Directors,~~

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### Section 2 – Audits Financial Review of Accounting Books and Records

The Board of Directors annually shall have conducted, in manner, time and place as they may designate, an examination and ~~audit~~ review of all books, records and accounts maintained by RELAC. (Amended April 23, 1987)

~~The Board of Directors may have such audit~~ Such review shall be conducted by a certified public accountant. (Amended February 24, 2015)

## ARTICLE IX – AMENDMENTS

- (a) These Bylaws may not be amended except at a regular or special membership meeting where a quorum is present and upon the affirmative vote of a majority of the members present at the meeting. (Amended February 27, 1990)
- (b) Any proposed Bylaw amendment shall be published in the Newsletter prior to said General Membership meeting.

## ARTICLE X – MISCELLANEOUS

(a) ROBERT'S RULES OF ORDER-NEWLY REVISED shall be used as the authority in the conduct of all meetings of the organization or the Board of Directors, except when in conflict with specific provisions in these Bylaws.

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(b) No member, officer, director or representative of RELAC shall be personally liable for any debts, liabilities, or obligations of this Corporation.

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