

FRESNO UNIFIED RETIREE'S ASSOCIATION

BYLAWS

ADOPTED JULY 11, 2006

REVISED

JUNE 3, 2011

REVISED

MAY 4, 2016

FRESNO UNIFIED RETIREES' ASSOCIATION

Bylaws

REVISED, JUNE 3, 2011

	Page
Article I	
Name	
Section 100. Name.....	4
Section 101. Principal Office.....	4
Article II	
Purpose	
Section 200. General Purpose	4
Section 201. Specific Purposes	4
Article III	
Membership	
Section 300. Qualifications	4
Section 301. Admission to Membership	5
Section 302. Annual Membership Fee	5
Section 303. Voluntary Contributions	5
Section 304. Member Records	5
Section 305. Privacy	5
Section 306. Non-liability of Members	5
Section 307. Termination of Membership-Causes	5
Article IV	
Meeting of Members	
Section 400. Annual Meeting	6
Section 401. Special Meetings	6
Section 402. Notice of Meetings	6
Section 403. Quorum	6
Section 404. Voting of Membership	7
Section 405. Order of Business	7
Section 406. Limitations Pertaining to Election of Directors	7
Section 407. Voting	7
Section 408. Conduct of Meetings	7
Article V	
Elections	
Section 500. Ballot	8
Section 501. Nominations and Election Procedure; Close of Nominations	8
Section 502. Notice of Results of Elections	8

	Page
Article VI	
Board of Directors	
Section 600. Number of Members, Qualifications, Compensation	9
Section 601. Term of Office	9
Section 602. Meeting of Elect Officers	9
Section 603. Quorum; Board of Directors	9
Section 604. Meetings	9-10
Section 605. Waiver of Notice	10
Section 606. Absence from Meeting	10
Section 607. Vacancies Caused by Resignation of a Director	10
Section 608. Vacancies in the Board-Causes	10
Section 609. General Power and Duty	11
Article VII	
Officers and Their Duties	
Section 700. Officers' Titles	11
Section 701. Term of Office	11
Section 702. Duties of the Chair	11
Section 703. Duties of the Vice Chair	11
Section 704. Duties of the Secretary	12
Section 705. Duties of the Treasurer	12
Article VIII	
Corporate Records, Reports and Seal	
Section 800. Keeping Records	12
Section 801. Annual Report	12
Section 802. Annual Statement of Certain Transactions and Indemnification	12
Section 803. Corporate Seal	13
Article IX	
Amendment of Bylaws	
Section 900. Amendment by Directors	13
Article X	
Dissolution	
Section 1000. Dissolution	13

Article I

NAME

SECTION 100

The name of this organization is Fresno Unified Retirees' Association, Incorporated (further known as the "Corporation").

PRINCIPAL OFFICE

SECTION 101

- (a) The principal office of the Corporation for its transaction of business is located in the County of Fresno, California.
- (b) The Board of Directors is granted full power and authority to change the principal office of the Corporation from one location to another in the County of Fresno, California. Any change of address will be noted by the Secretary in board minutes.

Article II

PURPOSE

SECTION 200. General Purpose

- (a) The purpose of the corporation is to engage in the representation of Fresno Unified School District employees who retired before September 1, 2006, provide information regarding health benefits, award at least one educational grant each year (see selection criteria Section 201 (d) and any other lawful activities.

Section 201. Specific Purposes

- (b) To receive money from members to pay for attorney fees and communication expenses.
- (c) To receive money from members to pay for this organization's expenses.
- (d) To receive money from members to be used to offer one educational grant to a relative of a member in good standing who is enrolled in an advanced program leading to a career in education.

Article III

MEMBERSHIP

SECTION 300. Qualifications

The field of membership represented by the Corporation shall be those persons (as defined in Corporations Code Section 5065)

- (a) Who have retired before September 1, 2006 from Fresno Unified School District (further known as the "District") in good standing
- (b) Who were certificated or classified employees of the District
- (c) Who acquired a right to health benefits by reason of District policy and collective bargaining agreements after reaching the age of 57 1/2, and/or serving at least 10 or 16 years depending upon their hire date and who retired before September 2, 2006
- (d) Who have maintained annual contributions to the Fresno Unified Retirees' Association after September 1, 2006 by paying yearly dues
- (e) A spouse of a retiree who retired before September 1, 2006 may be a member with such person (whether alive or deceased) under the same membership.

SECTION 301. Admission to Membership

Membership is contingent for qualified retirees or their supporters upon payment of the annual dues or lifetime contribution starting in 2012.

SECTION 302. Annual Membership Fee

The Board of Directors may specify a minimum monetary amount annually and it will be non-refundable.

SECTION 303. Voluntary Contributions

Members may be requested from time to time by the Board of Directors to make additional voluntary contributions in order to guarantee continued legal representation and/or funding for an education career related scholarship.

SECTION 304. Member Records

The Corporation will maintain membership records containing the name and address of members in a form capable of being converted into written form.

SECTION 305. Privacy

The Corporation will respect the privacy of members and not release member roster or any other member information without a court order.

SECTION 306. Non-liability of Members

A member of the Corporation is not personally liable, solely because of membership, for debts, obligations, or liabilities of the Corporation.

SECTION 307. Termination of Membership-Causes

(a) The membership and all rights of membership automatically terminate on the occurrence of any of the following causes:

- (1) The voluntary resignation of a member.
- (2) The death of a member, although a spouse who continues to receive District provided health benefits may continue the membership of the deceased member.
- (3) The dissolution of the Corporation.
- (4) The non-payment of annual dues starting June 3, 2012.

Article IV

MEETING OF MEMBERS

SECTION 400

- (a) Meetings of members will be held at the Principal office of the Corporation or any location within Fresno County in the State of California that may be designated from time to time by resolution of the Board of Directors.
- (b) The members may meet annually on or before July 31 of each year commencing July 31, 2007 for the purpose of transacting proper business as may come before the meeting, including the election of Directors for their terms. If the election of Directors does not occur at any meeting of the members or without a meeting by written ballot, the Board will (or 5 percent of the members may) cause the election of Directors to be held as soon as it is reasonable possible after the adjournment of the regular meeting of the members. If the day fixed for the regular meeting falls on a legal holiday, the meeting will be held at the same hour and place on the next succeeding day.

SECTION 401. Special Meetings

Special meetings may be called for any lawful purpose by either the Board of Directors or by five (5) percent or more of the members of the Corporation.

SECTION 402. Notice of Meetings

- (a) Written notice of every meeting of members must be posted on the web site, emailed and/or mailed postage pre-paid, 15 days before the date of the meeting to each member who is entitled to vote at the meeting as of the record date for notice of the meeting.
- (b) The notice will state the place, date, and time of the meeting. In the case of regular meetings, the notice will state those matters that the Board of Directors at the time the notice is given, intends to present for action by the members. The notice of any meeting at which Directors are to be elected must include the names of all those who are nominees at the time the notice is given to the members.

SECTION 403. Quorum

Twenty-five (25) members present in person, who are entitled to vote at any regular or special or adjourned meeting of members, shall constitute a quorum for the transaction of business at any such meeting of the members.

- (a) Loss of quorum-the members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment notwithstanding the withdrawal of enough members to leave less than a quorum, if any action taken, other than adjournment, is approved by at least a majority of members required to constitute a quorum.

- (b) In the absence of a quorum, any meeting members may be adjourned from time to time by the vote of a majority of the votes represented in person. However, no other business may be transacted.

SECTION 404. Voting of Membership

Each member is entitled to one vote on each matter submitted to a vote of the members.

SECTION 405. Order of Business

The order of business at the annual or adjourned meeting thereof shall be:

- (a) Roll call (establish quorum).
- (b) Reading and approval or correction of the minutes of the last meeting.
- (c) Report of the Directors.
- (d) Report of the Chair.
- (e) Report of the Treasurer.
- (f) Committee Report.
- (g) Unfinished business.
- (h) New business, other than elections.
- (i) Elections if timely.
- (j) Adjournment.

SECTION 406. Limitations Pertaining to Election of Directors

Directors may be elected by written ballot, or voice at the annual meeting, as authorized in the Articles of the Corporation.

SECTION 407. Voting

- (a) A voice vote can be taken at any meeting of the members after a written ballot has been made available to all members present.
- (b) The form of written ballots distributed in the newsletter to ten (10) or more members must afford an opportunity on the form of written ballot to specify a choice between approval and disapproval of each matter or group of related matters intended.
- (c) Unless otherwise provided in the Articles of Incorporation of the Corporation or these Bylaws, a written ballot may not be revoked.

SECTION 408 Conduct of Meetings

- (a) The Chairman of the Board of Directors of the Corporation or, in his/her absence, the Vice Chair will be Chairman of and preside over the meetings of the members.
- (b) The Secretary of the Corporation will act as the secretary of all meetings of members. However, in his/her absence, the Chairman of the meetings of members will appoint another person as secretary of the meetings.

- (c) The Robert
- (d) S Rules of Order, as amended from time to time, governs the meetings of members insofar as those rules are not inconsistent with or in conflict with these Bylaws, the Articles of Incorporation of this Corporation, or the rules governing agenda, motions, and related matters.

Article V

ELECTIONS

SECTION 500. Ballot

All members present in person at any annual meeting of the members shall vote by voice or written ballot when there is more than one nominee for each vacant office.

SECTION 501. Nominations and Election Oricedyres; Close of Nominations

- (a) The Board of Directors of this Corporation shall establish by resolution and make available to the members of this Corporation reasonable nomination procedures given the nature, size and operations of the Corporation, which shall include:
 - (1) A reasonable means of nominating person for election as Directors.
 - (2) A reasonable opportunity for a nominee to communicate to the members the nominee's qualifications and the reasons for the nominee's candidacy.
 - (3) A reasonable opportunity for all members to choose among the nominees.
- (b) Directors may be elected annually by mailed in ballot or electronically or at a meeting by voice vote.
- (c) The candidates receiving the highest number of votes up to the number of Directors to be elected are elected. Directors are eligible for reelection provided they continue to meet the qualifications required by Section 600 of these Bylaws, without limitation on the number of terms they may serve.
- (d) The initial Board of Directors shall consist of the same individuals who occupied the Board of Directors of this organization prior to its incorporation and shall serve until the annual meeting before July 31, 2012.
- (e) If no more nominations for vacant positions are received than the number of vacant positions, the Board may without further action, declare at the annual meeting that those nominated and qualified be elected are so elected.

SECTION 502. Notice of Election Results

The Board will affirm the election results and present the new Board members at the annual meeting or will be announced in the annual newsletter.

Article VI

BOARD OF DIRECTORS

SECTION 600. Number of Members, Qualifications, Compensation

The Board of Directors shall consist of a recommended nine (9) members or any number between a minimum of five (5) or maximum of eighteen (18) members. Each Director shall be a member of this Corporation and shall be at least eighteen (18) years of age and a resident of the State of California. No member of the Board will receive compensation for his/her services as Director.

SECTION 601. Term of Office

At the first annual meeting, elections to the Board of Directors shall be held in such a manner that the term of office of one third (2 or 3) Directors shall expire at the end of one (1) year, the term of office of one third (2 or 3) Directors shall expire at the end of two (2) years and one third (1 or 2) Directors shall expire at the end of three (3) years. Thereafter, unless sooner suspended or removed, members of the Board of Directors shall serve from the time of their election for a period of three (3) years and until their successors shall have been elected. (California Corporations Code Sections 722 (b), 7221 and 7222.)

SECTION 602. Meeting to Elect Officers

The Board of Directors shall hold a meeting within a reasonable time after the annual election of Directors for the purpose of electing their officers.

SECTION 603. Quorum; Board of Directors

A majority of the number of Directors as set forth in Section 600 shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. {California Corporations Code Sections 7210, 7211 (a) and 7234}

SECTION 604. Meetings

- (a) Regular meetings of the Board of Directors may be called by the Chair or in the absence of the Chair, the Vice Chair or any two Directors upon notice given in such manner as the Board of Directors may from time to time establish by resolution recorded in the minutes of the Board of Directors, specifying the date, time and place of the regular meeting of the Board of Directors provided that the Board of Directors shall meet each month to transact the business of the Corporation {California Code Section 7211 (a) (2).}
- (b) Special meetings of the Board of Directors may be called by the Chair or Vice Chair at any time and shall be called upon the written request of any three Directors, provided that:
 - (1) Notice of any special meetings of the Board shall be held upon four (4) days notice to all members of the Board of Directors by mail or by 48 hours notice delivered personally or by telephone, or by e-mail or telegraph.

(2) Notice of a special meeting of the Board may not be dispensed with exception that such notice may be waived as provided in Section 605 of these Bylaws (California Corporations Code Section 7211 (a) (2))

(c) In the event of the adjournment of any meeting of the Board of Directors for more than twenty-four (24) hours to another time and place, whether or not a quorum is present, notice of the adjournment of the meeting to another time or place shall be given to the Directors who were not present at the time of adjournment. {California Corporation Code Section 7211 (a) (4)}

SECTION 605. Waiver of Notice

Notice of a meeting of the Board of Directors need not be given to any Director who signed a waiver of notice thereof or a written consent to holding a meeting or an approval of the minutes thereof whether before, during or after the meeting, or who attends the meeting without protesting prior thereto or at the commencement of the meeting. {California Corporation Code Section 7211 (a) (2) and (3)}

SECTION 606. Absence From Meeting

Unless excused there from by the Chair, the office of any Director shall be declared vacant if such Director is absent from three (3) meetings of the Board of Directors each year and such vacancy shall be filled as provided for in Section 608.

SECTION 607. Resignation of Director

Any Director may resign effective on written or verbal notice to the Chairman of the Board of Directors, the Secretary, or the Board of Directors of the Corporation. The notice may specify a time for the effectiveness of the resignation otherwise the resignation becomes effective upon receipt of the notice.

SECTION 608. Vacancies in the Board-Causes

(a) Vacancies on the Board of Directors occur

- (1) On death, resignation, or removal of any Director;
- (2) Whenever the number of authorized Directors is increased and
- (3) On the failure of the members in any election to elect the full number of authorized Directors.

(b) Except as otherwise provided in the Articles of these Bylaws and except for a vacancy created by the removal of a Director pursuant to these Bylaws, vacancies on the Board may be filled by approval of the Board of Directors, or if the number of Directors then in office is less than a quorum, by

- (1) The unanimous written consent of the Directors then in office;
- (2) The affirmative vote of a majority of the Directors then in office at a meeting held pursuant to notice or waivers of notice as provided in these Bylaws; or
- (3) A sole remaining Director.

SECTION 609. General Power and Duty

The Board of Directors shall have the duty of general management of the affairs, funds and records of this Corporation and shall possess all express or implied powers and duties conferred or imposed upon them under applicable law and regulations or elsewhere in these Bylaws which are not specifically reserved to or conferred or imposed upon the member of the Fresno Unified Retirees' Council {California Corporation Code Section 7232 (c) (5), 7151 © (1) and 7210}

Article VII

OFFICERS AND THEIR DUTIES

SECTION 700. Officers' Titles

The officers of this Corporation may consist of:

- (a) A Chair, a Vice Chair, a Secretary and a Treasurer, elected from the members of the Board of Directors and other officers approved by the board.

SECTION 701. Term of Office

Unless suspended or removed as provided for in the Bylaws, the officers elected pursuant to subsection (a) of Section 700 of these Bylaws shall hold office from the time of their election until the meeting of the Board of Directors after the annual meeting and until their successors are elected to office. {California Corporation Code Section 7151 (c) (1) and (5)}

SECTION 702. Duties of the Chair

The Chair shall preside at all meetings of the Board of Directors and shall perform such other duties as may be prescribed by resolution of the Board of Directors.

SECTION 703. Duties of the Vice Chair

The Vice Chair shall have and exercise all the powers, authority and duties of the Chair during the absence or inability of the latter, and shall perform such other duties as may be prescribed by resolution of the Board of Directors.

SECTION 704. Duties of Secretary

The Secretary shall prepare and maintain full and correct records of all meetings of the members and of the Board of Directors. He or she shall give or cause to be given in the manner prescribed in these Bylaws, proper notice of all meetings of the members, and shall perform such other duties as may be prescribed by resolution of the Board of Directors or by applicable law or regulations and these Bylaws. {California Corporation Code Section 7151 (C) (5) and (7) and 8330 (a) (2)}

SECTION 705. Duties of Treasurer

The Treasurer shall have primary responsibility for providing and maintaining records of accounts, showing assets, liabilities and financial conditions. {California Corporation Code Section 7151 (C) (5) (6) and (7) and 8330 (a) (2)}

Article VIII

CORPORATE RECORDS, REPORTS, AND SEAL

SECTION 800. Keeping Records

The Corporation must keep adequate and correct records of account and minutes of the proceedings of its members, Board and committees of the Board. The Corporation must also keep a record of its members giving their names and addresses. The minutes will be kept in written form. Other books and records will be kept in either written form or in any other form capable of being converted into written form.

SECTION 801. Annual Report

The Corporation will notify each member yearly of the member's right to receive a financial report pursuant to Corporations Code Section 8321(a) except when the Corporation does not have more than 100 members or more than \$10,000 in assets at any time during the fiscal year, on the written request of a member, the Board must promptly cause the most recent annual report to be sent to the requesting member. The annual report will be prepared not later than 120 days after the close of the Corporation's fiscal year. The annual report must contain in appropriate detail all the information required by California Corporations Code Section 8321 (a), specifically,

- (1) A balance sheet as of the end of the fiscal year and an income statement and statement of changes in financial position for the fiscal year.
- (2) A statement of the place where the names and addresses of the current members are located and
- (3) Any information concerning certain transactions and indemnifications required by California Corporations Code Section 8322.

The annual report must be accompanied by any report of independent accountants. However, if there is no report by independent accounts, the certificate of any authorized officer of the Corporation that the statements were prepared without audit from the books and records of the Corporation will be accepted.

SECTION 802. Annual Statement of Certain Transactions and Indemnifications

The Corporation must furnish annually to its members a statement of any transaction or indemnification described in California Corporations Code Section 8322 (d) and)e), if that transaction or indemnification took place. The annual statement must be affixed to and sent with the annual report described in Section 801 of these Bylaws.

SECTION 803. Corporate Seal

The Board of Directors will adopt a corporate seal in the following form and design.

FRESNO UNIFIED RETIREES' ASSOCIATION

INCORPORATED, CALIFORNIA

2006

The Secretary of the Corporation will maintain custody of the seal and affix it in all appropriate cases to all Corporate documents. However, the failure to affix the seal does not affect the validity of any instrument.

Article IX

AMENDMENT OF BYLAWS

SECTION 900. Amendment by Directors

New Bylaws may be adopted, or these Bylaws may be amended or repealed by the Board of Directors. No amendment may extend the term of a Director beyond that for which such Director was elected.

Article X

DISSOLUTION

SECTION 1000. Dissolution

The Corporation may be dissolved in accordance with the provisions relating to the dissolution as set forth in the California Corporations Cod Sections 8110 et seq. And 8610 et seq.