

**GENERAL PURPOSES OF RETIRED EMPLOYEES OF
SANTA BARBARA COUNTY INC.**

To promote the welfare, health, happiness and comfort of Santa Barbara County Retired Employees and their beneficiaries, to preserve and distribute Statistics and information along these lines; from time to time to act as representative when an issue affecting retired employees and/or beneficiaries is before the Board of Retirement or the governing board of the county, or both; and to the extent permitted by law to support litigation that advances or protects the welfare of the retired employees or beneficiaries; to sponsor legislation from time to time, or to support or oppose legislation on behalf of the welfare of the retired employees and their beneficiaries.

ARTICLE I - OFFICES

The principal office of this corporation in the State of California shall be located in the City of Santa Barbara, County of Santa Barbara.

ARTICLE II - MEMBERSHIP

1. Regular Membership. All retired persons who were previously employed by the County of Santa Barbara or any of the special districts under the direction of the Board of Supervisors of the County of Santa Barbara, and who are members of the Santa Barbara County Employees Retirement System, are eligible for regular membership. Regular membership may be attained by the candidate at the time of retirement from active employment by completing an application for automatic monthly deduction for association dues, or at any time after retirement by applying to the Retirement Office of Santa Barbara County.

a. Term of Membership. Each member shall remain a member until he or she no longer qualifies as such under Section 1 above.

b. Single Class of Membership. This corporation shall have one class of voting membership consisting of those individuals identified in Article II, section 1, above and section 2 and 3 below.

c. Member Voting Rights. On each matter submitted to a vote of the Members whether at a meeting of the membership called and held pursuant to the provisions of these Bylaws or otherwise, each Member shall be entitled to cast one vote.

d. Eligibility to Vote. The persons entitled to vote at any meeting of Members shall be those persons who are Members in good standing.

e. Manner of Casting Votes. Voting may be by voice, ballot, by prior proxy or by mail.

2. Surviving Spouse. The surviving spouse of a regular member, who is a beneficiary and entitled to a widow or widower's allowance, shall be eligible for regular membership which may be attained in the same manner as that prescribed in paragraph 1 above.

3. Honorary Members. The officers and Board of Directors may recommend honorary membership for persons who have contributed in time and effort toward the betterment of this organization by submitting the candidate's name for approval by a majority of the membership at the next general meeting of the organization. Honorary membership shall also be conferred in the following manner: a proposal to confer such membership may be made in writing to the membership committee, and unless opposed by more than one member of the committee, the name of the proposed member shall be submitted to the Board of Directors together with a statement of reasons for conferring honorary membership. Unless opposed by more than two (2) negative votes from the Board of Directors, such membership shall be confirmed and submitted for approval by a majority of the membership at the next regular meeting of the organization. Honorary members shall be exempt from payment of dues, but shall enjoy membership privileges, except those of voting and of holding office.

4. Dues. The annual dues of this organization shall payable monthly at a rate periodically determined by the Board and Members, payable on the first day of each month. Any changes of monthly dues shall be decided at a general meeting.
5. Property Rights. No member shall have any right, title, or interest in any of the property or assets, including any earnings or investment, of this Corporation, nor shall any of such property or assets be distributed to any member of the dissolution or winding up thereof
6. Liability of Members. No member of this Corporation shall be personally liable for any of its debts, liabilities, or obligations, nor shall any member be subject to any assessment. Liabilities of the corporation are covered by Directors & Officers Liability Insurance, General Liability Insurance, and a Treasurers Bond.
7. Expulsion of Members. Any member may be expelled by two-thirds vote of the entire Board of Directors at a meeting called for this purpose, provided that the member shall have been notified of the proposed expulsion. The member shall be allowed a personal hearing before the Board to contest the expulsion.

ARTICLE III - MEETINGS OF MEMBERS

The Board of Directors shall have the power to fix the date and place of general membership meetings, which place shall be an address in the County of Santa Barbara; at least one general meeting shall be held every three months unless circumstances prevent a meeting.

ARTICLE IV - DIRECTORS

1. Number. The authorized number of Directors of this corporation shall be nine (9).
2. Term. All members of the Board of Directors shall serve for a term of two (2) years, or until their successors shall have been elected. Members of the Board of Directors who miss more than two (2) consecutive meetings, without good cause, may be expelled upon a majority vote of the directors.
3. Powers. Except as otherwise provided in the Articles of Incorporation, or by law, the powers of this corporation shall be exercised, the properties controlled, and its affairs conducted by the Board of Directors, which may, however, delegate the performance of any duties or the exercise of any powers to such officers and agents as the Board may from time to time, by resolution, designate. The Board may exercise all powers vested in the Board under the laws of the State of California.
 - a. Specific Powers. Appoint such agents and employ such other employees, including attorneys and accountants, as it sees fit to assist in the operation of the Corporation, and to fix their duties and to establish their compensation.
4. Eligibility to Board. All candidates for office shall be limited to those members in good standing, holding Regular membership in the Corporation.
5. Meetings. The Board of Directors shall have power to fix the date and place of regular meetings, which place shall be an address in the County of Santa Barbara. At least one regular meeting of the Directors shall be held at least four times a year i.e., every three months. Regular meetings of the Board of Directors shall be at a date, time, and place designated by the Board President or Secretary. The meeting date must be set a minimum of two weeks in advance with notice to all the Board members. A notice of the scheduled meeting should be placed on the website as soon as possible after the date has been set.
6. Special Meetings of the Board of Directors. Special meetings of the Retired Employees of Santa Barbara County, Inc. shall be called whenever deemed advisable by the President, Board of Directors or upon written request of twenty-five (25) members of this corporation.
7. Quorum. A quorum of the Board of Directors consists of a simple majority of the membership of the Board of Directors.
8. Chairperson of the Board of Directors. The president of this corporation shall serve as Chairperson of the Board of Directors.

9. Elections. Members of the Board of Directors shall be elected annually at a general meeting in December of each year. A notice of this general meeting shall be sent to each member.

Voting may be by voice or ballot.

10. Replacement of Directors. Whenever an officer vacancy exists on the Board of Directors, whether by death, resignation, or otherwise, the vacancy shall be filled by a majority of the remaining directors at a regular or special meeting of the Board. Any person appointed to fill a vacancy on the Board of Directors shall hold office for the unexpired term of his predecessor in office, subject to the power of removal contained herein.

11. Allowances for Directors. Directors and members of committees may receive an allowance, if any, for their services, and such reimbursement of expenses, as may be fixed or determined by resolution of the Board of Directors. This section shall not be construed to preclude any director from serving the corporation in any other capacity as an officer, agent, employee, or otherwise, and receiving an allowance for those services.

12. Acts of the Board of Directors. The act of the majority of the directors' present at any meeting at which a quorum is present shall be the act of the Board of Directors.

13. Parliamentary Procedure. All meetings of the Board of Directors shall be governed by "Robert's Rules of Order," latest edition.

14. Liability of Directors. The directors of this Corporation shall not be personally liable for debts, liabilities, or other obligations of the corporation,

a. Except as provided in subparagraph (iv) below, there shall be no personal liability to a third party on the part of a director or executive committee officer of this Corporation caused by the director's or officer's negligent act or omission in the performance of that person's duty as a director or officer, if any of the following conditions are met

(i) The act or omission was within the scope of the director's or executive committee officer's duties.

(ii) The act or omission was performed in good faith

(iii) The act or omission was not reckless, wanton, intentional, or grossly negligent.

(iv) This section does not eliminate or limit the liability of a director or officer for any of the following:

(a) Any liability with respect to self-dealing transaction as provided in section 5237 of the California Nonprofit Public Benefit Law.

(b) In any action or proceeding brought by the California Attorney General.

b. The Board shall maintain an Officer and Directors Liability Insurance Policy, a General Liability Insurance Policy, as well as a Treasurer's Bond.

15. Proxies. Any member entitled to vote may do so either in person or by one or more agents authorized by a written proxy signed by the Member and filed with the secretary of the Corporation. No proxy shall be valid for a term in excess of three (3) months from the date of issuance.

ARTICLE V - OFFICERS

1. Officers. The officers of this corporation shall be a president, a vice president, a secretary, and a treasurer and such other officers as may be elected by request of the Board of Directors and in accordance with the provisions of this article. The officers shall be members of the Board of Directors.

2. Eligibility to Office. All candidates for office shall be limited to regular members in good standing. No member shall hold more than one elective office at the same time, except the office of secretary-treasurer, should it be consolidated.

3. Term of Office and Removal. The officers shall be elected for a term of two (2) years or until their successors are elected and properly qualified. Further, no name shall be placed in nomination without the consent of the nominee. Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the interests of the corporation would be thereby best served.
4. Vacancies. A vacancy in any office, whether due to death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.
5. President. The president shall be an ex-officio member of all committees. He/she shall be the chief executive officer of the organization and shall, subject to the control of the Board of Directors, have general supervision in control of the business and affairs of the organization; he/she shall preside at all meetings of the Board of Directors and shall have such other powers and duties as may be prescribed by the Board of Directors or by the bylaws.
6. Vice-president. The vice-president in the absence or disability of the president, and when so acting, shall have all the powers 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 for him/her by the Board of Directors.
7. Secretary. The secretary may receive an allowance to be determined by the Board of Directors. The secretary shall conduct all official correspondence, preserve all records and communications, and record the proceedings of this organization, of the Board of Directors, and when required by any committee. The secretary shall perform all duties assigned by the Board of Directors, and shall act as an ex-officio member of all committees.
8. Treasurer. The treasurer may receive an allowance to be determined by the Board of Directors. The treasurer shall collect all dues and receipts 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; and shall keep regular, true and full accounts of all receipts, property and disbursements. The treasurer shall make a detailed report of all transactions to the general membership and the Board of Directors and also to the president, if and when requested. Disbursements shall be made only as provided for in the articles and the bylaws. The treasurer shall perform such other duties in connection with the financial administration of the corporation as the Board of Directors or the president may prescribe. The treasurer shall post bond in any amount as may be determined by the Board. The cost of any required bond shall be a charge against the funds of the corporation.

ARTICLES VI - COMMITTEES

1. Appointment. The president shall appoint all committees, subject to the approval of the Board of Directors. Each member of a committee shall continue as such until the next annual meeting of members of the corporation and until his successor is appointed, unless such committee shall be sooner abolished, or unless such member be removed or cease to qualify as a member thereof.
2. Chairperson. One member of each committee shall be appointed Chairperson by the president of the corporation.
3. Vacancies. Vacancies in the membership of any committee shall be filled by appointments made in the same manner as provided in the case of original appointments, and any member so elected shall be elected for the unexpired term of his predecessor.
4. Quorum. Unless otherwise provided in a committee establishing resolution, a majority of the whole committee shall constitute a quorum, and the act of a majority of members present at a meeting at which a quorum is present shall be an act of the committee.

ARTICLE VII - REVENUE AND DISBURSEMENTS

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 corporation shall contract any obligation or incur any debt on behalf of the corporation or in any way render it liable unless authorized by the Board of Directors.
2. Disbursements. All disbursements by check, debit card, or bank transfer must be ordered and approved by the Board of Directors, and may be paid by the secretary or treasurer or the president. Any payment for an

amount over \$500.00 for routine and recurring expenses previously authorized by the Board of Directors, including but not limited to insurance and newsletter printing and mailing may be paid as required with notice given to the Board at the next Board meeting. No appropriation of money or property shall be made except by majority vote of the Board of Directors present at the regular or special meeting at which the expenditure is authorized or by a majority vote of the members present at any general meeting of the members.

3. Approval. Prior Board of Directors approval is not required for any expenditure up to \$500.00 when deemed necessary by the President, Secretary or Treasurer. All expenditures are to be presented to the Board at the next regular meeting in accordance with Article VII of these bylaws.

4. Review. A qualified person selected by the Board of Directors shall examine the books, records, and accounts of this corporation at any time designated by the Board of Directors and shall report the results of such examination to the Board of Directors and the membership.

5. Audit. Any auditor selected by the Board of Directors to make an external audit of the corporation shall be a certified public account (CPA) and cannot be a member of RESBC. A qualified member of RESBC may be selected for any internal audit of the corporation.

ARTICLE VIII - INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES AND OTHER AGENTS

1. Indemnification. This non-profit corporation shall indemnify and hold harmless each "agent" of the organization as the term "agent" is defined in the California General Corporation Law (the law). The corporation shall reimburse or advance any expenses, judgments, fines, settlements, and any other amounts actually and reasonably incurred in connection with any corporation business or "proceeding" as defined by law, and to the full extent permitted by applicable law.

2. Successful Defense by Agent. To the extent that an agent of this corporation has been successful on the merits in any defense of any "proceeding", or in defense of any claim, issue, or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection therewith.

ARTICLE IX. MISCELLANEOUS

1. Resignations. Resignations from this organization shall be presented in writing to SBCERS. A resignation, however, shall not release the member from the dues already paid for the fiscal year already entered into.

2. Quorum. A majority of the members present at any membership meeting shall constitute a quorum.

3. Amendments to Bylaws. Amendments to these bylaws may be proposed by the Board of Directors or by any member submitting proposed amendments to the secretary. The secretary shall provide a copy of the proposed amendments electronically or by mail to each officer and director at least five (5) days prior to the next special or general meeting. Said proposed amendments shall be provided to the general membership by mail or electronically. Proposed amendments shall be voted upon and may be adopted by a two-thirds (2/3) vote of the members present at a general or special meeting. In the event of electronic and/or mail voting, approval shall be by two-thirds of those responding.

4. Standing Rules.

a. No one except a member of the corporation may address the membership of the Board except upon invitation by the Board of Directors.

b. Resolutions. All proposed resolutions must be presented in writing.

c. Smoking. In deference to the many non-smoking members of the corporation, there will be no smoking during the meeting sessions.

5. Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or device for the general purpose of the corporation.

6. Anti-discrimination Provision. Membership in this organization is granted without regard to race, color, national origin, sexual orientation or gender identity, or religious preference.

ARTICLE X

Upon dissolution of RESBC, Inc. all assets will be converted to cash. After payment of all debts has been made, the remaining cash will be transferred to another tax-exempt public charity organization or to the Santa Barbara County Retirement Fund. The tax-exempt organization must be organized under section 501(c)3 as defined in the Internal Revenue Code. Procedures to dissolution are described in the guidelines issued by the State of California Attorney General's Registry of Charitable Trusts, the California Franchise Tax Board, and the California Secretary of State.

ARTICLE XI

A detailed asset inventory shall be kept of all RESBC assets which shows the description, date of purchase, cost and location where stored or used. Items costing \$100.00 or less with a short life expectancy need not be inventoried.

ARTICLE XII

The Board of Directors shall appoint a Newsletter Editor whose duties will include attending any or all regular, special and general meetings. The Board may provide the Newsletter Editor with an allowance for expenses.

CERTIFICATE OF SECRETARY

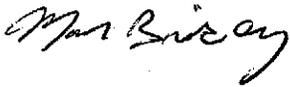
I, the undersigned, do hereby certify:

1. That I am the duly elected and acting secretary of Retired Employees of Santa Barbara County, Inc., a California corporation; and
2. That the foregoing bylaws constitute the bylaws of said corporation as amended by action of the Board of Directors duly taken in December 2020 when adopted by vote at a noticed Board of Directors meeting.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of said corporation this 15th day of December 2020.

/s/

Mark Brickley



Secretary

Retired Employees of Santa Barbara County, Inc.