

Amended and Restated Bylaws
Of
RETIRED EMPLOYEES ASSOCIATION OF VENTURA COUNTY, INC.
(A California Nonprofit Mutual Benefit Corporation)

ARTICLE I – NAME AND PLACE OF BUSINESS

Section 1 – Name

The name of the organization shall be Retired Employees Association of Ventura County, Inc., a nonprofit California Corporation, hereinafter referred to as REAVC, the Association, and /or the Corporation.

Section 2 – Place of Business

The principal office for the transaction of business of REAVC shall be such address in the County of Ventura, California, as may be fixed by the Board of Directors.

ARTICLE II – PURPOSE

The purpose of this Corporation is to promote the common welfare of present and future retired public employees of the County of Ventura, State of California.

In the context of these purposes, REAVC shall promote activities, coordinate, initiate or oppose legislation affecting retirees with the Ventura County Employees Retirement Association, Ventura County Board of Supervisors, or other legislative bodies.

REAVC shall also publish a newsletter for the benefit of the members.

ARTICLE III – MEMBERSHIP

Section 1 – Regular Membership

All retired persons who were previously employed by the County of Ventura or any of the special districts under the direction of the Board of Supervisors or who are members of the Ventura County Employees Retirement Association, including those who have elected to receive and have been granted deferred retirement status, shall be eligible for regular membership.

Section 2 – Associate Membership

Upon payment of dues the spouse of a regular member and/or widow/widower or domestic partner of a regular member who is/was receiving a Ventura County Employees Retirement Association pension or who has an interest in a deferred retirement, is eligible for associate membership. Active employees of Ventura County and its districts shall not have voting powers or hold elective office. One person in this class may be appointed by the President on a yearly basis as an observer and may be invited to the meetings of the Board of Directors.

Section 3 – Meritorious Award

In recognition of meritorious service, a Distinguished Fellowship shall be automatically awarded to all past Presidents and may be awarded to other Directors and/or members of REAVC who should be so honored and designated worthy by the Board of Directors.

Section 4- Definition of Members

Reference to "members" in these Bylaws shall include both regular and associate members unless otherwise specified, limited or identified.

Section 5 – Voting Powers

The voting power of the members of REAVC shall be limited to the regular members. The voting power shall be equal, and each regular member shall have one (1) vote, on each matter submitted. Members may not cumulate votes for the election of Directors. Voting by proxy shall not be permitted. A simple majority of those present and voting at a membership meeting or voting by mail or e-mail on a matter shall decide the matter.

ARTICLE IV – DUES

Section 1 – Dues

Dues shall be set by the Board of Directors and shall be paid in any manner approved by said Board. Members who fail to pay dues for sixty (60) days after such becomes due shall be delinquent and not entitled to the rights and privileges of membership.

ARTICLE V – MEETINGS

Section 1 – Regular Membership Meetings

Regular meetings of the Association shall be held at least four times each year, at a date, time and place specified by the Board of Directors.

Section 2 – Special Membership Meetings

Special membership meetings may be called at any time at the option of the President. The President shall call a Special Membership Meeting at an appropriate time and place upon written request of five (5) members of the Board of Directors, or upon the written request of twenty (20) members.

Section 3 – Notice of Membership Meetings

Notice of Regular Membership Meetings, shall be given in writing to the last known address of each member. Notice in a newsletter or another communication shall be deemed adequate notice, provided all regular meeting dates for the entire year are given at the beginning of the year.

Notice of Special Membership Meetings, whether called voluntarily by the President, or as a result of written notice by five (5) Directors, or twenty (20) members to the President, shall be given by mail; such notice shall be sent at least twenty (20) days prior to the date of the Special Membership Meeting. Unless specified in the written notice to the President, the date may be determined by the President at a time and place appropriate to the occasion.

Section 4 – Board of Directors Meetings

Meetings of the Board of Directors shall be held as scheduled by the Board of Directors at a time and place determined by the President. Attendance by a simple majority of the Board of Directors shall constitute a quorum for the transaction of business.

A Special Meeting of the Board of Directors may be called at any time at the option of the President. The President shall call a Special Meeting at an appropriate time and place upon written request of five (5) members of the Board of Directors.

Such Special Meetings of the Board of Directors shall not be held unless written notice or verbal notice is given to all Board members at least twenty-four (24) hours prior to such meetings.

ARTICLE VI – OFFICERS

Section 1 – Officers

The Officers of the Association shall be President, First Vice President, Second Vice President, Secretary, and Treasurer, who shall be elected for one (1) year by the Board of Directors at the next meeting subsequent to election of the Board of Directors by the General Membership. The immediate past President shall also be an officer. If for any reason an election for members of the Board of Directors has not been held, election of Officers by the Board of Directors shall not be held until such election has been held by the membership. All Directors and Officers are required to hold office until their successors are elected or appointed.

Section 2 – Powers and Duties of Officers

President:

The President shall be the chief executive officer of the Association and shall, subject to the control of the Board of Directors, have general supervision, direction, and control of the business and affairs of the Corporation. The President shall preside at all meetings and shall be an ex-officio, non-voting 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.

Vice Presidents:

In the absence or inability of the President to act, the First Vice President shall act as President. In the absence or inability of both the President and the First Vice President to act, the Second Vice President shall perform all duties of the President, and when so acting, shall have all the powers, duties of the President as may be prescribed by the Board of Directors or by the Bylaws. The First Vice President shall serve as Parliamentarian, and the Second Vice President shall serve as Sergeant at Arms.

Secretary:

The Secretary or his/her authorized representative shall perform the duties of a Corporate Secretary and any other duties delegated by the President and/or Board of Directors, including but not limited to being custodian of the Association's official records, except those records which are the Treasurer's responsibility. The Secretary shall keep or cause to be kept, the minutes of the meetings of the Association and the Board of Directors. In addition, an Executive Assistant may be retained to expedite and assist in these assignments.

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 the 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 Association.

ARTICLE VII – BOARD OF DIRECTORS

Section 1 – Members

The Board of Directors shall consist of at least fourteen (14), but no more than sixteen (16) members. They shall include thirteen (13) members elected from the membership for a two-year term; the immediate past President, and the duly elected retired representative and alternate representative to the Ventura County Employees Retirement Association Board of Directors.

Section 2 – Powers of the Board

Subject to the limitations of the Articles of Incorporation, of the Bylaws, and of the laws of the State of California, as to action, which must be authorized or approved by the membership, all corporate powers shall be exercised by, or under the authority of, the Board of Directors; including, but not limited to owning property, entering into contracts, incurring indebtedness on behalf of the Corporation, prosecuting or defending litigation on behalf of the Corporation and/or in support of the Corporation's purposes, and lawful political action in support of retirees. The business and affairs of the Corporation shall be conducted by the Board of Directors.

Section 3 – Quorum

A simple majority of the Board of Directors shall constitute a quorum for the transaction of business at any Board Meeting. A quorum once attained is not lost by the departure of one or more Directors as to matters that were on the agenda or agreed to be considered before the reduction in size of the "quorum."

Section 4 – Vacancy

Vacancy of a Board member's position occurring during his/her term shall be filled by a majority vote of the Board of Directors for the remainder of the vacant term.

Section 5 – Inability of Director to Serve

A position of Director on the Board shall be considered vacated upon the resignation, death or inability to serve as a Director. Absence by a Director from two (2) consecutive regular Board Meetings without prior notification to the Board, shall automatically cause that position to be vacant. The Board also may determine the inability of any Officer or other Director to serve because of absence, disability, or other cause, and may appoint a successor as may seem most appropriate.

ARTICLE VIII – INDEMNIFICATION

To the fullest extent permitted by law, this Corporation shall indemnify its Directors, Officers, employees, and other persons described in Corporations Code section 7237(a), including persons formerly occupying any such positions, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is used in that section, and including an action by or in the right of the Corporation, by reason of the fact that the person is or was a person described in that section. "Expenses," as used in this bylaw, shall have the same meaning as in that section of the Corporations Code.

On written request to the Board by any person seeking indemnification under Corporations Code section 7237(b) or section 7237(c), the Board shall promptly decide under Corporations Code section 7237(e) whether the applicable standard of conduct set forth in Corporations Code section 7237(b) or section 7237(c) has been met and, if so, the Board shall authorize indemnification. If the Board cannot authorize indemnification, because the number of Directors who are parties to the proceeding with respect to which indemnification is sought prevents the formation of a quorum of Directors who are not parties to that proceeding, the Board shall promptly call a meeting of members. At that meeting, the members shall determine under Corporations Code section 7237(e) whether the applicable standard of conduct has been met and, if so, the members present at the meeting shall authorize indemnification.

To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under these bylaws in defending any proceeding covered by those Sections shall be advanced by the Corporation before final disposition of the proceeding, on receipt by the Corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately found that the person is entitled to be indemnified by the Corporation for those expenses.

This Corporation shall have the right, and shall use its best efforts, to purchase and maintain insurance to the full extent permitted by law on behalf of its Officers, Directors, employees, and other agents, to cover any liability asserted against or incurred by any officer, Director, employee, or agent in such capacity or arising from the officer's, Director's, employee's, or agent's status as such.

ARTICLE IX – NOMINATIONS AND ELECTIONS

Section 1 – Nominating Procedure

A Nominating/Election Committee shall be composed of five (5) members. Two, not seeking election that year, shall be selected from the Board, and three shall be selected from the regular membership. The President shall select and convene the Nominating/Election Committee.

The Nominating/Election Committee Chair shall present a list of nominees for Director at the General Membership Meeting immediately preceding the election. Additional nominations shall be accepted from the floor and/or otherwise communicated to the Nominating/Election Committee Chair at or before that time. Each nominee to be listed on the ballot may present a signed proposed ballot statement in a form and manner proposed by the Nominating/Election Committee and approved by the Board.

Section 2 – Election Procedures

An election by mailed ballot shall be conducted in October by the Nominating/Election Committee, and may be facilitated by the use of e-mail upon authorization of the Board of Directors. In any case where the number of nominees for Director does not exceed the number of Directors to be elected, the Board may waive the election process and declare the nominees elected. The Committee shall conduct the election in a manner to ensure accuracy. If the names of nominees for Director on the ballot exceed the number of positions to be filled, the nominees receiving the most votes shall be elected. The results of the election shall be declared at the next Regular Membership Meeting.

ARTICLE X – COMMITTEES

Section 1 – Standing Committees

The Corporation shall have the following standing committees:

Budget/Finance Committee, consisting of the Treasurer and at least one Director to prepare the budget and oversee the finances of the Corporation.

Legislative Affairs Committee, whose members, consisting of at least one Director, are appointed by the President, shall track and coordinate legislature and political activities of interest to the purposes of the Corporation.

Benefits/Insurance Committee, whose members, consisting of at least one Director, are appointed by the President, shall monitor and report on the implementation of matters regarding members' retirement benefits, and shall investigate and evaluate general types and specific plans of insurance of interest to our members.

Membership Courtesy Committee, whose members, consisting of at least one Director, are appointed by the President, shall oversee recruitment and retention of members, and recognize and acknowledge important personal events concerning members.

Newsletter Committee, whose members, consisting of at least one Director, are appointed by the President, shall assist in and oversee the preparation and production of the REAVC Newsletter.

Program and Entertainment Committee, whose members, consisting of at least one Director, are appointed by the President, shall assist in planning and conducting the Regular Membership Meetings.

Nominating/Election Committee, whose members and duties have been set forth in Article IX and shall also advise the President on the filling of Board vacancies.

Audit Committee, whose members, consisting of at least two Directors, are appointed by the President, and shall conduct the audits prescribed in Article XI.

Section 2 – Ad Hoc Committees

The President may create committees and appoint members to such committees, as needed. The number of members, duties thereof and life of the committee shall be established at the time of its creation.

ARTICLE XI – REVENUE AND DISBURSEMENTS

Section 1 – Authorization

No appropriation or expenditure of money not provided for in the budget shall be made except by the authorization of the Board of Directors. No Officer, Director, member or employee of this Association as an individual shall contract any obligation or incur any debt on behalf of the Association as an individual.

Section 2 – Audits

The Board of Directors shall have the audit committee conduct an examination and audit of all books, records, and accounts maintained by the Association in a manner, time, and place as the Board may designate.

ARTICLE XII – AMENDMENTS / ELECTIONS

Amended Bylaws shall become effective immediately upon adoption by a majority vote of those voting at an election to amend same. Such election may be combined with the election of Directors. Elections shall be conducted and notices sent by mail and may be facilitated by the use of e-mail upon authorization of the Board of Directors.

Notice of the election, together with proposed changes, and an appropriate ballot, shall be provided to each member twenty (20) days prior to the specified date for return of said ballots.

ARTICLE XIII – MISCELLANEOUS

Roberts Rules of Order – Newly Revised, shall be used as authority in the conduct of all meetings of the Association or the Board of Directors, except when in conflict with specific provisions of these Bylaws.

Reflecting 2007 amendments