Retired Public Employees' Association

RPEA



BYLAWS

Rev. 10/2026

This page intentionally left blank.

RPEA BYLAWS
TABLE OF CONTENTS

ARTICLE I	NAME	PAGE
Section 1	Name	BL I-1
Section 2	Incorporation	BL I-1
ARTICLE II	**OBJECTIVES**	
Section 1	Objectives	BL II-1
ARTICLE III	**MEMBERSHIP**	
Section 1	Active Members	BL III-1
Section 2	Affiliate Members	BL III-1
Section 3	State Associate Members	BL III-1
Section 4	Chapter Associate Members	BL III-1
Section 5	Membership Assignment	BL III-2
Section 6	Transfers	BL III-2
Section 7	Termination	BL III-2
Section 8	Reinstatement	BL III-2
Section 9	Conduct	BL III-2
Section 10	Grievance, Appeals	BL III-3
ARTICLE IV	**DUES**	
Section 1	Membership Dues Year	BL IV-1
Section 2	Annual Dues	BL IV-1
Section 3	Collection of Dues Paid Annually	BL IV-1
Section 4	Delinquent Members	BL IV-2
Section 5	Waiver of Dues	BL IV-2
Section 6	Voluntary Contributions for Political Action	BL IV-2
Section 7	Chapter Funds	BL IV-2
ARTICLE V	**GENERAL ASSEMBLY**	
Section 1	Defined	BL V-1
Section 2	Delegates	BL V-1
Section 3	Meetings	BL V-1
Section 4	Chapter Representation	BL V-1
Section 5	Chapter Alternate Representation	BL V-2
Section 6	Franchise	BL V-2
Section 7	Vacancies	BL V-2
Section 8	Voting Between Sessions	BL V-3
Section 9	Quorum	BL V-3
Section 10	Expenses	BL V-3

ARTICLE VI	BOARD OF DIRECTORS	
Section 1	Composition	BL VI-1
Section 2	Powers	BL VI-1
Section 3	Headquarters Staff	BL VI-1
Section 4	Board Meetings	BL VI-1
Section 5	Quorum	BL VI-2
Section 6	Declaration of Vacancy	BL VI-2

ARTICLE VII	OFFICERS AND DUTIES	
Section 1	Officers	BL VII-1
Section 2	Vacancy	BL VII-1
Section 3	Duties	BL VII-1
Section 4	Recall	BL VII-5

ARTICLE VIII	ELECTION OF OFFICERS	
Section 1	Election of Officers	BL VIII-1
Section 2	Nomination and Election of Officers	BL VIII-1
Section 3	General Assembly Election Committee	BL VIII-1
Section 4	Assumption of Office	BL VIII-1

ARTICLE IX	AREA DIRECTORS, ELECTIONS, DUTIES AND ASSISTANT AREA DIRECTORS	
Section 1	Representation	BL IX-1
Section 2	Nominations for Area Directors	BL IX-1
Section 3	Election of Area Directors	BL IX-2
Section 4	Selection of Assistant Area Director(s)	BL IX-2
Section 5	Area Director	BL IX-3
Section 6	Vacancy	BL IX-3
Section 7	Recall	BL IX-3
Section 8	Assistant Area Director(s)	BL IX-4

ARTICLE X	AREAS	
Section 1	Defined	BL X-1

ARTICLE XI	CHAPTERS	
Section 1	Defined	BL XI-1
Section 2	Charter	BL XI-1
Section 3	Petition for Charter	BL XI-1
Section 4	Pre-Charter Status	BL XI-1
Section 5	Names	BL XI-1
Section 6	Chapter Bylaws	BL XI-1
Section 7	Membership Requirements	BL XI-1
Section 8	Officer Election	BL XI-1
Section 9	Conduct	BL XI-2
Section 10	Satellites	BL XI-2
Section 11	Revocation of Charter	BL XI-2
Section 12	Reinstatement of a Chapter	BL XI-2

ARTICLE XII	**COMMITTEES**	
Section 1	Standing Committees	BL XII-1
Section 2	Duties of Standing Committees	BL XII-1
Section 3	Other Committees	BL XII-2
Section 4	Meetings	BL XII-2
ARTICLE XIII	**FINANCIAL OPERATIONS**	
Section 1	Budget	BL XIII-1
Section 2	Funds	BL XIII-1
Section 3	Regulation of Funds	BL XIII-1
Section 4	Debts	BL XIII-1
Section 5	Checking Accounts	BL XIII-1
Section 6	Surplus Funds	BL XIII-1
Section 7	Fidelity Bonds	BL XIII-2
Section 8	Audits	BL XIII-2
Section 9	Fiscal Year	BL XIII-2
Section 10	Chapter Financial Report	BL XIII-2
ARTICLE XIV	**LIMITATIONS**	
Section 1	Incompatible Action	BL XIV-1
Section 2	Discipline	BL XIV-1
Section 3	Recommendations	BL XIV-1
Section 4	Solicitations and Contributions	BL XIV-1
Section 5	Voided Actions	BL XIV-1
Section 6	Litigation	BL XIV-1
ARTICLE XV	**POLITICAL ACTION**	
Section 1	Politics	BL XV-1
Section 2	Political Support	BL XV-1
Section 3	Legislative Priorities	BL XV-1
Section 4	Political Action Funds	BL XV-1
ARTICLE XVI	**DISSOLUTION**	
Section 1	Disposition of Association Funds	BL XVI-1
Section 2	Trusteeship for Chapters	BL XVI-1
Section 3	Disposition of Chapter Funds	BL XVI-1
ARTICLE XVII	**NOMENCLATURE**	
Section 1	Disclaimer	BL XVII-1
ARTICLE XVIII	**SUPREMACY OF BYLAWS AND PARLIAMENTARY AUTHORITY**	
Section 1	Supremacy of Bylaws	BL XVIII-1
Section 2	Parliamentary Authority	BL XVIII-1

ARTICLE XIX AMENDMENT OF BYLAWS

Section 1	General Assembly in Session	BL XIX-1
Section 2	General Assembly Not in Session	BL XIX-1
Section 3	Non-Substantive Corrections	BL XIX-1

RETIRED PUBLIC EMPLOYEES' ASSOCIATION OF CALIFORNIA
300 T Street, Sacramento, California, 95811-6912
(916) 441-7732 • Fax: (916) 441-7413 • (800) 443-7732
www.rpea.com • rpeahq@rpea.com

RETIRED PUBLIC EMPLOYEES' ASSOCIATION OF CALIFORNIA
BYLAWS

ARTICLE I
NAME

Section 1 **Name.** The name of this Association is the RETIRED PUBLIC EMPLOYEES' ASSOCIATION OF CALIFORNIA (RPEA), also termed the Association.

Section 2 **Incorporation.**

(A) Articles of Incorporation were filed with the Secretary of State of the State of California on September 15, 1958 as the Retired State Government Employees' Association of California, a non-profit, tax-exempt corporation of the State of California, No. 360223.

(B) Effective October 1, 1969, the Articles of Incorporation were amended to change the name of this organization to the RETIRED PUBLIC EMPLOYEES' ASSOCIATION OF CALIFORNIA and as such is registered with the Secretary of State of the State of California.

This page intentionally left blank.

ARTICLE II
OBJECTIVES

Section 1 **Objectives.** The objectives of this Association shall be to:

(A) Protect and enhance all retirement and health benefits currently received (or entitled to be received upon retirement) under laws administered by the California Public Employees Retirement System (hereafter referred to as CalPERS) and the Federal Social Security Administration;

(B) Provide post-retirement education regarding retirement income and personal well-being;

(C) Maintain a mutual non-profit, benevolent and protective organization of retired public employees who receive benefits from CalPERS;

(D) Foster friendship, cooperation and harmony for the welfare of the membership including the support of beneficial legislation and resistance to detrimental legislation; and

(E) Support the democratic process provided by the American system of government.

This page intentionally left blank.

ARTICLE III
MEMBERSHIP

Section 1 Active Members.

(A) Annuitants. All retired persons who receive an annuity from CalPERS shall be eligible for active membership in the Association.

(B) Beneficiaries. Persons who are spouses or domestic partners or named as statutory beneficiaries to the pension rights of an Annuitant Member shall enjoy all the rights and privileges of Annuitant Members including eligibility to hold state association office or directorship.

Section 2 Affiliate Members. Affiliate members are persons who are presently employed members of CalPERS and enjoy all the rights and privileges of active members, except they are ineligible to hold Association office or area directorship until they become active members.

Section 3 State Associate Members. State Associate members are persons who are not eligible for Active or Affiliate membership, but are in accord with the purposes and goals of the Association and desire to give personal and financial support to the Association. This category may include:

(A) family members of active members;

(B) persons associated with RPEA business and activities;

(C) retired public employees not covered under CalPERS; and,

(D) RPEA Headquarters staff.

These members shall enjoy all the rights and privileges of active members, except that they are ineligible to hold State Association office or area directorship.

Section 4 Chapter Associate Members. Chapter Associate members are:

(A) Persons who are not eligible for Active or Affiliate membership but are in accord with the objectives and goals of the Association, and will contribute to the furtherance of those objectives; or

(B) Those Active members in a chapter who wish to maintain an association with an additional chapter or chapters. Chapter Associate members shall enjoy all the rights and privileges of the Active members, as may be limited by each chapter, except that, as Chapter Associates, they are ineligible to hold State Association office, area directorship, or be a chapter delegate, and have no vote in General Assembly or other State Association matters. Chapters may establish the dues, which are retained

by the chapter. A Chapter Associate membership card may be issued by chapters to such members.

Section 5 **Membership Assignment.** All persons who become members of RPEA shall be assigned to a chapter of their choice or a chapter near their residence.

Section 6 **Transfers.** Active, Affiliate and State Associate members in good standing may transfer freely from one chapter to another by notifying Headquarters.

Section 7 **Termination.**

(A) Active, Affiliate or State Associate membership is terminated by:

(1) failure to pay dues; or

(2) dismissal from the Association by two-thirds vote of the Board, at any duly convened meeting, after not less than 10 days notice, with opportunity to be heard, for action found to have been contrary and detrimental to the principles and objectives of the Association.

(B) Chapter Associate membership is terminated by the occurrence of any applicable event specified in Section 7(A)(1) or (2) by two-thirds vote of the chapter Board of Directors.

Section 8 **Reinstatement**.

(A) Active, Affiliate or State Associate membership forfeited for failure to pay dues may be reinstated upon payment of dues for the full current year.

(B) Membership which was terminated under the provisions of Section 7(A)(2) may be reinstated by a two-thirds vote of the Board.

(C) Chapter Associate membership which was terminated under the provisions of Section 7(B) may be reinstated by two-thirds vote of the chapter Board of Directors.

Section 9 **Conduct.** The Association Officers, Area Directors, Assistant Area Directors and Chapter Officers owe a duty of loyalty to the Association, and in their official capacities shall support the Association positions and policies to persons outside the Association. Nothing herein prevents any member from proposing or advocating changes in Association positions and policies so long as the established procedures for doing so are followed.

Section 10 **Grievance, Appeals**. A member or chapter claiming to be aggrieved by any action of the Association, or of any Board Officer, Committee, Chapter, or other unit or agency thereof, shall be provided a right of appeal to the Board and thereafter an appeal to the General Assembly, so long as the applicable time deadlines are met.

This page intentionally left blank.

ARTICLE IV
DUES

Section 1 **Membership Dues Year.** The membership dues year shall begin with the month in which an individual becomes a member.

Section 2 **Annual Dues.**

(A) Dues for Active, Affiliate and State associate membership, being subject to change as dictated by budgetary concerns, are established uniformly for the Association and chapters at the biennial meetings of the General Assembly by two-thirds vote.

(B) Affiliate members may join RPEA at a rate that is 50% of the normal membership rate until the beginning of the membership year following the date the member retires. Existing Affiliate members will have their rate adjusted in the next membership year.

(C) Membership dues are paid and collected monthly by authorized payroll deduction through CalPERS or paid annually to Headquarters.

(D) Chapters will be notified of any change in dues by their delegate(s) and all members will be notified by notice in the Newsletter following General Assembly.

(E) The chapter dues portion of the membership dues collected shall be expedited to chapters and accompanied by a detailed report of the dues collected.

(F) Chapter Associate membership dues shall be established by the chapter and retained by the chapter. Any amount of Chapter Associate dues in excess of $10.00 must be approved by the State Association Board.

(G) Nothing in these Bylaws shall prevent a chapter from levying additional assessments not to exceed $5 per member per year. Any amount in excess of $5 must be approved annually by the Association Board.

Section 3 **Collection of Dues Paid Annually.**

(A) Membership dues paid annually are due in full by the 1st day of the renewal month and shall be collected and processed by Headquarters.

(B) Dues paid annually directly to a chapter shall be remitted to Headquarters in the full amount.

Section 4 **Delinquent Members.**

(A) Members of the Association who are not on payroll deduction and who have not paid dues by three (3) months after the last day of the renewal month of the current year are delinquent and not in good standing and voting rights are forfeited until dues are paid.

(B) Members whose dues have not been paid by three (3) months after the last day of the renewal month of the current year shall be dropped from the membership rolls, unless such dues have been waived by the Board.

Section 5 **Waiver of Dues.** For good cause in individual cases, the Association President may waive the payment of dues. The President shall report the number of such waivers at the next Board meeting.

Section 6 **Voluntary Contributions for Political Action.** In addition to paying Association dues, members may make voluntary contributions to support the activities of political action or expenditure committees established by the Board.

Section 7 **Chapter Funds.**

(A) Dues shall only be spent on furtherance of RPEA goals and activities directly benefiting the membership.

(B) Dues shall not be used to contribute to or support any candidate for any Association office or any candidate for public office.

(C) Funds received from fundraising activities shall be spent as directed by the Chapter.

ARTICLE V
GENERAL ASSEMBLY

Section 1 **Defined.** The General Assembly (also termed the Assembly) is the supreme governing body of the Association, and has authority to direct general policy to the Board for implementation.

Section 2 **Delegates.**

(A) Delegates must be Active, Affiliate or State Associate members in good standing. They include:

(1) Chapter Delegates are selected pursuant to the Chapter Bylaws;

(2) Area Directors are elected by the appropriate area delegates, one director from each of the several areas;

(D) Assistant Area Directors from each area are Delegates based on their position from each area;

(E) Officers of the Association; and

(F) Past State Presidents who are active members.

Section 3 **Meetings.**

(A) The General Assembly meets in biennial session no later than the last week of October in even- numbered years on dates selected by the Board, in the city and at a time and place designated by the Board.

(B) Special sessions of General Assembly may be held at a designated time and place by call of the President subject to Board approval or upon written petition of one-fourth or more of the chapters.

Section 4 **Chapter Representation.**

(A) Each chapter holding a charter is entitled to at least one delegate. Each chapter is accorded representation to the General Assembly on the basis of one delegate for every 300 Active, Affiliate and State Associate members and one delegate for a major portion of 300 (i.e. 151) Active, Affiliate and State Associate members over and above multiples of 300 recorded in good standing in the chapter. The number of a chapter's Active, Affiliate and State Associate members may be certified to the chapter by Headquarters upon request and must be certified to all chapters by 120 days prior to General Assembly.

(B) Each chapter shall elect or select its delegate(s) prior to General Assembly in time for its secretary to certify the new delegate(s) to Headquarters as soon as possible but no later than 90 days prior to General Assembly.

(C) Each delegate shall serve until a successor has been elected or selected by the chapter and certified to Headquarters.

(D) In order to vote, delegates should be certified to Headquarters no later than 90 days preceding the biennial General Assembly.

(E) Subsequent vacancies can be filled as soon as practicable.

Section 5 Chapter Alternate Representation.

(A) Chapters may select or elect one or more alternate delegate(s) to General Assembly. The name, address and telephone number of each alternate delegate shall be furnished to Headquarters in the same manner as for the chapter delegate(s).

(B) The expense of an alternate delegate shall be borne by the chapter. Expenses incurred while acting in the capacity of delegate are payable to the chapter from the delegate's authorized expenses. No expenses shall be duplicated between a delegate and the alternate except under special circumstances authorized by the Association President.

(C) Each alternate delegate shall receive all of the information sent to the chapter delegates.

(D) Each alternate delegate serves only for the duration that the delegate is unable to fulfill duties as a delegate.

Section 6 Franchise. Only delegates may vote in General Assembly, each delegate being entitled and limited to a single vote on each issue.

Section 7 Vacancies. Delegates, as defined in these Bylaws, may be added or replaced under the following circumstances:

(A) Chapter delegates when Headquarters' certification of membership indicates such chapter is entitled to additional delegate(s);

(B) Chapters may fill a delegate vacancy at any time and notify Headquarters as soon as practicable;

(C) Officers appointed to fill a vacancy only for as long as they hold office;

(D) Area Directors when elected;

(E) Assistant Area Directors when their appointment is approved by the Board

and for as long as they serve in that capacity; except

(F) Past Presidents of the Association who continue to be active members cannot be replaced.

Section 8 Voting Between Sessions.

(A) When a vote of General Assembly is required between sessions, the Board shall ballot the question by mail.

(B) If necessary, supporting and opposing arguments prepared by the proponents and opponents, shall be included with the ballot.

(C) No ballot shall be counted unless it is marked and received by the Secretary-Treasurer at Headquarters within 30 days of its initial mailing by Headquarters.

(D) Ballots received at Headquarters after 30 days will not be counted.

(E) Except in resolutions concerning financial matters which require two-thirds vote, a majority vote of those responding shall prevail, provided that a majority of delegates vote.

Section 9 Quorum. A quorum is a majority of eligible delegates who have been registered and credentialed.

Section 10 Expenses. The authorized expenses of delegates occasioned by their attendance at any/all sessions of the General Assembly are paid by the Association.

This page intentionally left blank.

ARTICLE VI
BOARD OF DIRECTORS

Section 1 **Composition.** The Board of Directors consists of Officers and Area Directors.

Section 2 **Powers.**

(A) The Board shall be the administrative body of the Association responsible for establishing policy and implementing Board and General Assembly policies.

(B) The Board has all those powers expressly granted to it by these Bylaws and the parliamentary authority as defined in Article XVIII, Section 2 of these Bylaws.

(C) The Board may adopt such rules and delegate such powers as it deems expedient, consistent with these Bylaws.

Section 3 **Headquarters Staff**

(A) The Board is authorized within budgetary limits, to employ such administrative, legal and clerical assistance and other help as may be required.

(B) The Association shall employ a manager to administer its headquarters staff. The manager shall be accountable to the President for carrying out the policies and programs of the Association.

Section 4 **Board Meetings.**

(A) The Board shall hold at least three general meetings annually.

(B) If the Director of Public Relations, Health Benefits, Legislation or Membership cannot be in attendance at a Board meeting, a member of his/her respective Committee may be authorized to attend in his/her place.

(C) If an Area Director cannot be in attendance, an Assistant Area Director may be authorized to attend the Board meeting in place of the Area Director.

(D) General meetings are held by call of the President upon at least 10 days written notice to each Board member.

(E) Special meetings may be held at a designated time and place by call of the President or by call of a majority of the members of the Board, upon five

days written notice, and are limited to the consideration of the matters specified in the call.

(F) Meetings may be held utilizing approved technological methods.

Section 5 **Quorum**. A quorum is a majority of the members of the Board.

Section 6 **Declaration of Vacancy.** If a member of the Board of Directors has been finally adjudicated by a court of law to be of unsound mind, or has been convicted of a felony, or without excuse acceptable to the Board fails to attend two meetings of the two-year term of the Board, or ceases to meet any required qualification that was in effect at the beginning of that Director's term of office the Board, by a majority vote, may declare that office vacant. The Board shall fill that vacancy in accordance with Article VII, Section 2(B) or Article IX, Section 6 of these Bylaws.

ARTICLE VII
OFFICERS AND DUTIES

Section 1 **Officers.** The officers are: President, Vice President, Secretary-Treasurer, Immediate Past President, Director of Public Relations, Director of Health Benefits, Director of Legislation and Director of Membership.

Section 2 **Vacancy.**

(A) A vacancy shall be declared in the event of:

(1) the creation of a new elective office;

(2) death;

(3) health;

(4) resignation, or

(5) removal from office.

(B) A vacancy in an elective office, except that of President, shall be filled by the Board for the remainder of the unexpired term. The Vice President shall fill the vacant position of President.

(C) Within five days of the vacancies of both the President and the Vice President the Secretary/Treasurer shall give notice to the remaining Board members that a meeting shall be convened to determine a process to fill both offices, and this meeting shall be convened within 15 days.

(D) In the event of a vacancy in the office of Immediate Past President, the most recent Past President who is an active member of the Association becomes the Immediate Past President.

Section 3 Duties.

(A) The President shall:

(1) preside at all meetings of the General Assembly and Board;

(2) be the Chairman of the Board and Chief Executive Officer;

(3) appoint, subject to the power of the Board to disaffirm, standing or special committees;

(4) be ex-officio member of all committees except the Nominating Committee;

(5) have the authority to appoint, subject to the power of the Board to disaffirm, such paid personnel or volunteer active members as may be necessary to assist in the administration of the day-to-day operations of the Association, and shall delegate to such paid personnel or volunteers, authority commensurate with the responsibilities of their assigned duties;

(6) render to the General Assembly a written biennial report of the administration of the Association together with any recommendations deemed advisable; and

(7) may appoint a parliamentarian.

(B) The Vice President shall:

(1) act in the place and stead of the President in the latter's absence or upon request;

(2) in the event the office of President is determined vacant, the Vice President shall assume the office of President, and the Board shall fill the vacant office of Vice President as provided in Article VII, Section 2(B) of these Bylaws and;

(3) assume other responsibilities as assigned.

(C) The Secretary-Treasurer shall:

(1) maintain a correct record of all proceedings of the General Assembly and the Board;

(2) maintain the Association business and financial records;

(3) monitor the accounting of Association funds;

(4) review and report to the Board and membership the results of the annual audit;

(5) receive all funds paid to the Association;

(6) keep the Association funds in such financial institutions and under such conditions as the Board may direct;

(7) pay all bills and expenses authorized by the Board;

(8) furnish quarterly year-to-date budgetary summaries to the Board;

(9) render to the General Assembly and the Board at each regular meeting a statement of the financial condition of the Association;

(10) be advisor to the Budget Committee; and

(11) act in place and stead of the President when both the President and the Vice President are unavailable or upon their request.

(D) The Immediate Past President shall:

(1) be advisor to the Board;

(2) chair the Nominating Committee; and

(3) assume other responsibilities as assigned.

(E) The Director of Public Relations shall:

(1) be responsible for editing and publishing the Newsletter;

(2) make recommendations to the Board relative to:

(a) communications to the membership, and

(b) The Association communication systems; and

(3) chair the Public Relations Committee

(F) The Director of Health Benefits shall:

(1) keep informed on all forms of health benefits available to members and recommend changes deemed desirable;

(2) resist changes deemed detrimental to members;

(3) collect research and disseminate relevant information to the Board and chapters;

(4) serve as Chair of the General Assembly ad hoc Committee considering resolutions pertaining to health benefits and insurance, and

(5) chair the Health Benefits Committee.

(G) The Director of Legislation shall:

(1) collect, research and disseminate relevant information about State and Federal legislation to the Board and the Chapters;

(2) coordinate legislative activities and make recommendations to the Board relative to legislative priorities;

(3) serve as Chair of the General Assembly Ad Hoc Committee considering resolutions pertaining to legislative matters; and

(4) chair the Legislative Committee.

(H) The Director of Membership shall:

(1) make recommendations to the Board relative to membership programs;

(2) initiate and coordinate the production of brochures, membership recruitment programs and forms for use by chapters;

(3) develop membership guidelines for chapter officers;

(4) receive and disseminate input from the chapters;

(5) be responsible for keeping Area Directors and Assistant Area Directors informed so that they can discharge their duties to their chapters efficiently; and

(6) chair the Membership Committee.

(7) investigate and recommend to the Board insurance, product and service discount programs that provide significant benefits or cost reduction to RPEA members not otherwise available to them;

(8) monitor and report to the Board on the quality and performance of such programs that have been adopted by the Board;

(9) provide educational and informational material to RPEA members in the area of Consumer Affairs;

(10) recommend actions or positions in the area of Consumer Affairs; and

(J) Officers shall perform the duties prescribed by these Bylaws and by the adopted parliamentary authority, and other related responsibilities.

Section 4 **Recall.** If an officer has been finally adjudicated by a court of law to be of unsound mind, or has been convicted of a felony, or without excuse acceptable to the Board fails to attend two meetings of the two-year term of the Board, or ceases to meet any required qualification that was in effect at the beginning of that officer's term of office, the Board, by a majority vote, may declare that office vacant. The Board under powers granted in Article VII, Section 2(B) of these Bylaws shall fill the vacant office for the remainder of the unexpired term.

This page intentionally left blank.

ARTICLE VIII
ELECTION OF OFFICERS

Section 1 Election of Officers.

(A) The officers, with the exception of the Immediate Past President, are elected at General Assembly for terms of two years or until their successors are elected.

(B) All elected officers are eligible for reelection.

Section 2 Nomination and Election of Officers.

(A) The Immediate Past President is Chair of the Nominating Committee. If the Immediate Past President is unable to perform this duty and no other past president, in reverse chronological order, is able to assume this assignment the Board shall appoint the Chair.

(B) The Board shall, 90 days or more prior to General Assembly, elect four members, each from a different area, to serve as Nominating Committee members.

(C) Nominations may be submitted by any Active, Affiliate or State Associate member, Chapter, or Area. Each nomination must be accompanied by a written statement of intent-to-serve signed by the nominee together with a statement of candidacy and sent to the Chair of the Nominating Committee by the date specified in the Policy File.

(D) Nominees must be active members. Active members include two categories; Annuitant and Beneficiary. Active members may run for only one state office and may not serve in two Board positions simultaneously. Active members **may** serve as a state officer and a chapter officer simultaneously.

(E) The Nominating Committee must attest that all nominees qualify and have provided a signed consent statement.

(F) The Nominating Committee shall place in nomination the names of all candidates who have met the qualifications for the offices of President, Vice President, Secretary-Treasurer, Director of Public Relations, Director of Health Benefits, Director of Legislation and Director of Member Services.

(G) After the Nominating Committee has presented its report to General Assembly, the presiding officer shall call for nominations from the floor for each elective office, office by office.

(H) Any candidate nominated from the floor shall, at time of nomination, deliver a written consent statement to the Secretary/Treasurer, who will verify Active Membership.

Section 3 General Assembly Election Committee.

(A) The President shall appoint an Election Committee, none of whom are either officers or candidates for office, which shall have charge of the counting and tabulation of the ballots cast.

(B) A majority vote will elect.

(C) If no candidate receives the majority vote on the first ballot, the candidates receiving the lesser number of votes than the top two will be removed from the ballot before the second balloting.

(D) In case of a tie vote, a second ballot shall be taken and if still tied, the winner shall be drawn by lot from among those tied.

(E) In the case where there is only one candidate for an office, the presiding officer shall call for a motion to declare that candidate elected.

Section 4 Assumption of Office. Officers-elect shall take office immediately following installation at General Assembly.

ARTICLE IX
AREA DIRECTORS, ELECTIONS, DUTIES AND ASSISTANT AREA DIRECTORS

Section 1 Representation of Areas.

(A) For administration and representation purposes each area shall have an Area Director.

(B) Area Directors shall have and maintain active membership in a chapter in their respective Area.

(C) The Area Director shall reside within the area he/she will represent.

(1) Any deviation of the living requirement must be passed by a 2/3 vote of the Delegates from that Area and be approved by the RPEA Board.

Section 2 Nominations for Area Directors.

(A) Notification:

(1) Each odd-numbered year, on or before June 1, Headquarters staff shall notify chapters of the odd-numbered areas in which an Area Director's term is expiring and that nominations are open.

(2) Each even-numbered year, on or before February 1, chapters in even-numbered areas in which an Area Director's term is expiring shall be notified that nominations are open.

(B) Each chapter, at a regular meeting or a special meeting called for that purpose, shall be entitled to nominate one active member of any chapter in that area for the position of Area Director

(C) All nominees must have agreed to accept their nomination and to serve if elected.

(D) Nomination by Chapter(s):

(1) No later than August 1, each chapter in an odd-numbered area selecting a nominee shall forward the name, address, telephone number and affiliation of its nominee to Headquarters.

(2) No Later than April 1 each chapter in an even-numbered area selecting a nominee shall forward the name, address, telephone number and affiliation of its nominee to Headquarters.

Section 3 Election of Area Directors.

(A) Area Directors are elected by their respective area delegates for terms of two years each in two classes:

(1) those in odd-numbered areas to be elected in odd-numbered years to serve in the class until the fall Board meeting in the next succeeding odd-numbered year, and

(2) those in even-numbered areas to be elected in even-numbered years to serve in the class ending at General Assembly in the next succeeding even-numbered year.

(B) All Area Directors are eligible for reelection.

(C) In an area where chapters have jointly selected only one nominee, election shall be by acclamation.

(D) In areas where two or more nominees have been chosen, Headquarters shall send ballots to the appropriate area delegates of each affected area within 10 days of nominations being closed.

(E) Each delegate eligible to vote for a Director in a specific area shall return the marked ballot to Headquarters within 35 days of the date on the outside of the ballot envelope. Ballots received at Headquarters that do not comply with the above will not be counted.

(F) A majority vote of those ballots received at Headquarters by the specified date will elect; in case of a tie vote, election will be by lot from among those tied.

(G) The election shall be certified to the Association Secretary-Treasurer by Headquarters staff before General Assembly in even-numbered years and in odd-numbered years no later than October 1.

(H) The Area Director-elect shall take office immediately following installation at General Assembly or following installation at the fall Board meeting in odd-numbered years.

Section 4 Selection of Assistant Area Director(s).

(A) As soon as practicable after election, the Area Director may choose Assistant Area Director(s); then submit the name(s) of those selected for approval at the next regular Board meeting.

(B) The term of Assistant Area Directors shall be concurrent with that of the Area Directors.

Section 5 **Area Director.** Each Area Director shall:

(A) supervise the promotion of and adherence to the objectives of the Association

(B) keep the chapters and active members in good standing;

(C) assist in organizing new chapters and membership recruitment;

(D) as a member of the Board, represent his Area and report on Board activities to the chapters and simultaneously act in the best interests of the Association;

(E) recommend Assistant Area Director(s) to the Board;

(F) assign duties to the Assistant Area Director(s);

(G) attend chapter meetings as necessary;

(H) attend Area Directors meetings; and

(I) develop and lead workshops to stimulate and inform chapter officers and interested members.

Section 6 **Vacancy.** A vacancy of an Area Director or Assistant Area Director shall be declared in the event of:

(A) the creation of a new area;

(B) death;

(C) health;

(D) resignation, or

(E) removal

(F) Election as a Board Officer

A vacancy in an area directorship shall be filled by the Board until the next annual election cycle of Area Directors.

Section 7 **Recall.** If an Area Director, without excuse acceptable to the Board, fails to attend meetings of the Board, or perform the duties of the involved position, the

Board may declare that position vacant. The Board shall fill the vacancy in the manner described in Article IX, Section 6 above.

Section 8 **Assistant Area Director(s).** The Assistant Area Director(s) shall:

(A) share in the performance of the duties of the Area Director;

(B) confer with the Area Director;

(C) be liaison between the Area Director and the chapters;

(D) keep informed on current subject matters;

(E) take a direct leadership role to keep chapters in good standing;

(F) attend chapter meetings as assigned;

(G) attend meetings called by the Area Director;

(H) assist in area workshops; and

(I) attend General Assembly as delegates.

ARTICLE X
AREAS

Section 1 Defined.

(A) The Association is divided into geographical areas established by the Board.

(B) Each area shall consist of two or more chapters.

(C) A chapter is assigned to one area only.

(D) Changes in areas and assignment of chapters shall be made by a two-thirds (2/3) vote of the Board after agreement with the affected Area Director(s) and chapters involved.

This page intentionally left blank.

ARTICLE XI
CHAPTERS

Section 1 **Defined.** A chapter is a unit which holds a charter issued by the Association Board signed by the President and Secretary-Treasurer. It is the intent of the Association that chapters of RPEA have as much freedom and/or latitude regarding their own internal affairs as is consistent with these Bylaws.

Section 2 **Charter.** A Charter is a document issued by the Board, officially establishing a chapter and authorizing it to perform the usual and special duties provided therein, and to operate as a lawful part of the Association, subject to these Bylaws.

Section 3 **Petition for Charter.** Twenty-five (25) or more persons who are eligible to, or who hold active, affiliate or state associate membership in the Association, may formally petition the Board for the issuance of a charter, declaring in their petition their acceptance of these Bylaws, and their desire to function as a lawful unit of the Association.

Section 4 **Pre-Charter Status.** Any such petitioning group, prior to the receipt of a charter, may organize with such rights and under such duties of a chapter as the Board may prescribe.

Section 5 **Names**.

(A) A chapter first selecting a name has an exclusive right thereto.

(B) When petitions for chapter status are approved by the Board they shall each be assigned a chapter number by the Secretary-Treasurer.

(C) Chapter names are for identification purposes only and are not necessarily indicative of a restrictive geographical area.

Section 6 **Chapter Bylaws.**

(A) The governing document of a chapter is called "CHAPTER BYLAWS."

(B) The Bylaws of a chapter shall provide for its self-government such as officers; general membership meeting dates of not less than quarterly during the year; rights and limitations, if any, of chapter associate members; fiscal integrity and other internal requirements.

(C) Chapter Bylaws shall be approved by the Association Board before becoming effective.

(D) All amendments to chapter Bylaws must be approved by the Association

Board before becoming effective.

(E) Each chapter shall review its Bylaws and amend them to conform with amendments made to the Associations Bylaws.

(F) Chapter provisions for self-government shall not conflict with Association Bylaws and provisions that are in conflict are void.

Section 7 **Membership Requirements.** Chapters shall maintain a minimum of 25 Active, Affiliate and/or State Associate members.

Section 8 **Officer Election.**

(A) Charter members of a new chapter will elect their officers to serve for the remainder of the charter year.

(B) Thereafter, chapter officers shall be nominated and elected before the end of the current year and installed to take office in accordance with the chapter bylaws.

(C) The chapter secretary shall notify Headquarters the name, address and telephone number of each officer as soon as practicable after their election.

(D) Officers are eligible for reelection.

Section 9 **Conduct.** Chapter officers owe a duty of loyalty to the Association, and in their official capacities shall support the Association positions and policies to persons outside the Association. Nothing herein prevents any member from proposing or advocating changes in Association positions and policies so long as the established procedures for doing so are followed.

Section 10 **Satellites.** Chapters, at the discretion and direction of their Board of Directors and with the concurrence of the Area Director, may establish a satellite. The satellite shall be composed of RPEA members who reside in a common area that is geographically not conducive to attending regular chapter meetings.

Section 11 **Revocation of Charter.**

(A) The charter of any chapter may for good cause, after notice and opportunity to be heard, be revoked by two-thirds vote of the Association Board at any duly-convened meeting thereof.

(B) The chapter may appeal to the next session of General Assembly for relief from such revocation.

(C) If appealed, the charter may be reinstated by two-thirds vote of General Assembly.

Section 12 **Reinstatement of a Chapter.** The Area Director will consult with the Board of the existing chapter and the leadership of the chapter being proposed for reinstatement in order to determine the process to be followed; to provide for choice of chapter membership; and to equitably divide chapter funds, giving consideration to the amount transferred when the chapters merged.

(A) The Area Director will consult with the Board of the existing chapter and the leadership of the chapter being proposed for reinstatement in order to determine the process to be followed; to provide for choice of chapter membership; and to equitably divide chapter funds giving consideration to the amount transferred when the chapters merged.

(B) In the event that the distribution of funds cannot be agreed upon by the chapters, the state Board shall make that determination.

(C) Reinstatement of the chapter shall then be approved by a two-thirds vote of the state board.

This page intentionally left blank.

ARTICLE XII
COMMITTEES

Section 1 **Standing Committees.** The Standing Committees shall be: Budget, Bylaws, Public Relations, Member Services, Health Benefits, Legislation, Membership, Personnel Related Benefits, Asset Management and Strategic Planning.

Section 2 **Duties of Standing Committees.**

(A) The Budget Committee shall prepare budget recommendations to the Board and General Assembly.

(B) The Bylaws Committee shall recommend amendments to the Bylaws when necessary; approve Chapter Bylaws and/or amendments; annually review and recommend updates to the Administrative Manual; and review and make recommendations on any referred items.

(C) The Public Relations Committee shall be responsible for making recommendations to the Board relative to communications to the membership, the external media and the general public by the appropriate means.

(D) The Member Services Committee shall be responsible for developing programs in the area of member services, including insurance

(E) The Health Benefits Committee shall be responsible for making recommendations to the Board about appropriate health, educational and informational material for the members.

(F) The Legislative Committee shall be responsible for making recommendations to the Board relative to positions on all state and federal legislation affecting the Association and its members.

(G) The Membership Committee shall be responsible for developing programs for recruiting and retaining members.

(H) The Personnel Related Benefits Committee shall be responsible for recommending to the Board equitable employee salaries and benefits.

(I) The Asset Management Committee shall be responsible for recommending to the Board requirements to maintain the real property, affecting the approved maintenance; and submitting a Building Fund Budget each year.

(J) The Strategic Planning Committee shall be responsible for an ongoing and comprehensive review and evaluation of RPEA's organizational structure and administration, with recommendations to the Board and/or General Assembly.

Section 3 Other Committees.

(A) The Board has authority to establish other standing and/or special committees.

(B) The General Assembly may propose that the Board establish additional committees.

Section 4 Committee Meetings.

(A) Meetings held by these committees shall be open to Association members, and notice of such meetings and their agenda shall be provided to all Chapter Presidents in adequate lead time before the date of the meeting.

(B) Closed meetings of these committees can be held only with the President's approval.

ARTICLE XIII
FINANCIAL OPERATIONS

Section 1 Budget.

(A) Annually, the Budget Committee shall submit a mid-fiscal year preliminary line item budget to the Board.

(B) The Budget Committee shall submit a proposed final line item budget to the Board for review and approval no later than 60 days prior to the Board meeting that is scheduled nearest to the beginning of the next fiscal year.

Section 2 Funds. Funds for administration of Association business shall be provided in the Annual Budget presented to General Assembly, except that nothing in these Bylaws shall be construed to authorize the Board to enter into any system or contract which creates, or in the future might create, a liability on the part of the Association in excess of the amount budgeted for the current fiscal year.

Section 3 Regulation of Funds.

(A) The budgetary allotment for any activity shall not be exceeded nor funds transferred from or to other budgetary allotments except by approval of the Board.

(B) The total budget may not be exceeded except by authority of the Board of Directors for emergency expenditures up to $25,000 per incident. All approved budget amendments and any expenditures exceeding the originally adopted budget shall be reported to the General Assembly delegates for review, discussion and resolution.

Section 4 Debts. No debt shall be incurred in excess of the funds in the treasury of the Association.

Section 5 Checking Accounts.

(A) The Secretary-Treasurer shall maintain commercial bank checking account(s) into which all dues, fees, donations and other receipts are deposited.

(B) The Secretary-Treasurer shall maintain an adequate balance in these funds to meet monthly expenses as anticipated by the approved Association budget.

Section 6 Surplus Funds. Upon approval by the Board, funds in excess of anticipated current expenses shall be prudently invested.

Section 7 **Fidelity Bonds.** The Secretary-Treasurer and all other Officers and employees of the Association whose duties involve the handling of moneys of the Association shall be covered by a bond approved by the Board, the premiums of which shall be paid by the Association.

Section 8 **Audits.** Fiscal Audits of the Association be conducted by a Certified Public Accountant familiar with non-profit entities like RPEA each year prior to the General Assembly; A Financial Review of the financial documents conducted by a Certified Public Accountant in those years where a Fiscal Audit is not required.

Section 9 **Fiscal Year.** The fiscal year of the Association and chapters shall be July 1 through June 30. Each chapter is required to submit an annual financial report to Headquarters by August 15 of each year.

Section 10 **Chapter Financial Report.** Each chapter is required to submit an annual financial report to Headquarters by August 15 of each year.

(A) Chapters that fail to comply will have their monthly dues allowance withheld until a valid chapter financial report is received by Headquarters.

(B) Chapters and Area Directors will be notified by Headquarters in writing 60 days prior to withholding dues.

(C) Withheld dues will be released upon compliance with this requirement.

(D) If any chapter fails to comply with financial reporting requirements for a continuous period of six (6) months, the withheld dues will revert to Headquarters to be placed general fund at the discretion of the Board.

ARTICLE XIV
LIMITATIONS

Section 1 **Incompatible Action.** Neither the Board, nor any chapter, committee, agency, officer nor member shall take any action which is incompatible with the objectives of this Association.

Section 2 **Discipline.** Members may be disciplined by two-thirds vote of the Board in accordance with rules established by the Board.

Section 3 **Recommendations.** No officer, committee, chapter or member shall communicate any recommendation or endorsement in the name of the Association unless first approved by the Board. This does not restrict an individual member from acting in an unofficial capacity.

Section 4 **Solicitations of Contributions.**

(A) A member or chapter shall not solicit contributions other than for an approved Association activity, or purely social activity, in the name of the Association, or of any chapter, in such manner as to imply its endorsement, unless first approved by the Board.

(B) Any Board-approved program or activity for member solicitation (such as the Building Maintenance Account) that has not been a factor in the General Assembly budget (or in the non-Assembly-year budget) shall be accepted by the Secretary-Treasurer and be identified and separated from the regular budget. Such moneys shall be placed in a financial depository that pays an adequate interest and shall be treated by the Secretary-Treasurer as an entirely separate account from the Association administration funds. The Secretary-Treasurer shall add an addendum to each budget report to the Board showing the condition of the solicited funds.

Section 5 **Voided Actions.** Acts of the Board and General Assembly in conflict with the provisions of these Bylaws are null and void.

Section 6 **Litigation.** Chapter(s) or member(s) may not initiate litigation in the name of the Association or any of its constituent units without the prior authorization of the Board.

This page intentionally left blank.

ARTICLE XV
POLITICAL ACTION

Section 1 **Politics.** This Association is politically nonpartisan.

Section 2 **Political Support.** Based on the voting record and expressed position and willingness of a candidate for public office to support RPEA goals, the Board may authorize non-financial assistance and the use of RPEA's name in support of such person's candidacy.

Section 3 **Legislative Priorities.** The Board determines relative priorities in the Association's legislative program and changes the priorities as needed. It also determines areas and limits of adjustment in respect to individual legislative proposals. The Board may authorize a standing committee to formulate advocacy programs for retiree pensions and health care at the governing bodies of CalPERS contract agencies. General Assembly may adopt resolution(s) proposing, endorsing or opposing legislation as a current guide to the Board.

Section 4 **Political Action Funds.** The Association may establish separate entities for political action.

This page intentionally left blank.

ARTICLE XVI
DISSOLUTION

Section 1 Disposition of Association Funds.

(A) Members, including Board members, shall not be personally liable for the debts or obligations of the Association.

(B) In the event of the dissolution and abrogation of the Association, and after payment of all debts, or adequate provision made for the payment thereof, the directors or persons in charge of the liquidation shall transfer all remaining assets to any non-profit social service organization in the State of California selected by two-thirds vote of the members voting.

Section 2 Trusteeship for Chapters. Chapter funds shall be held in trust while efforts are made to prevent dissolution in accordance with procedures established by the Board.

Section 3 Disposition of Chapter Funds.

(A) Any chapter whose charter has been revoked or abandoned shall transmit to the Association Headquarters all remaining assets after discharging all its debts.

(B) When a chapter consolidates with another chapter(s) Headquarters shall transfer all remaining assets proportionately to the acquiring chapter(s) after discharging all debts.

This page intentionally left blank.

ARTICLE XVII
NOMENCLATURE

Section 1 **Disclaimer.** Throughout these Bylaws nomenclature indicating male gender shall include the female gender, singular shall include the plural, or vice versa.

This page intentionally left blank.

ARTICLE XVIII
SUPREMACY OF BYLAWS AND PARLIAMENTARY AUTHORITY

Section 1 **Supremacy of Bylaws.** These Bylaws shall be the supreme law of the Association, subject only to the Articles of Incorporation and the provisions of the laws of the State of California and the United States of America. Any inconsistent provision of the Policy File, or contrary act of General Assembly, the Board, employees, or agents of the Association is void.

Section 2 **Parliamentary Authority.** The rules contained in the current edition of Robert's Rules of Order, Newly Revised, shall govern the proceedings of the Association in all cases where they are applicable and not inconsistent with these Bylaws and any special rules of order that the Association may adopt.

This page intentionally left blank.

ARTICLE XIX
AMENDMENT OF BYLAWS

Section 1 **General Assembly in Session.** These Bylaws may be amended or new Bylaws adopted by a resolution to General Assembly, in biennial session, adopted by two-thirds vote of all delegates. Each delegate shall be mailed and or emailed a copy of the resolution 60 days prior to the biennial session. Amendment to these Bylaws adopted by General Assembly shall become effective immediately unless a different effective date is expressly provided.

Section 2 **General Assembly Not in Session.**

(A) When General Assembly is not in session an amendment is initiated by:

(1) a resolution signed by 200 or more members and addressed to the Board, or

(2) a resolution endorsed by 20% of the chapters and addressed to the Board, or

(3) a resolution adopted by the Board.

(B) If the resolution in either (A) (1), (A) (2) or (A) (3) above bears the required signatures, endorsements or votes, the Board shall promptly mail the ballots and supporting documents to all delegates.

(C) Headquarters will place the official date of mailing on the outside of the envelope containing the ballot. The ballot must be returned to Headquarters no later than 30 days from the official date on the outside of the ballot envelope.

(D) All ballots received at Headquarters that do not comply with the above will not be counted.

(E) The Secretary-Treasurer, in the presence of two or more witnesses, shall canvass the ballots which are returned.

(F) Adoption of an amendment requires two-thirds vote of the ballots received in the affirmative, providing a majority of the mailed ballots are received to constitute a quorum.

Section 3 **Non-substantive Corrections.** Grammatical, punctuation and editorial corrections in the Bylaws, or amendments thereto, which in no way alter the meaning and/or intent of the respective Article or amendments thereto, shall be implemented by the Bylaws Committee.