

**BYLAWS
WITH PROPOSED AMENDMENTS
OF
RETIRED EMPLOYEES OF THE CITY OF SAN ANTONIO
SEPTEMBER 4, 2018**

ARTICLE I – NAME

The Name of this Organization is Retired Employees of the City of San Antonio (“RECOSA”).

ARTICLE II – MISSION STATEMENT

The mission of RECOSA is to inform retired municipal employees of the City of San Antonio and other stakeholders on matters concerning retiree healthcare and retirement benefits and to take such actions as necessary to protect and preserve these benefits in a responsible manner; to promote and sponsor activities for mutual benefit of all members; and to assist in maintaining and improving the quality of life for civilian retirees of the City of San Antonio.

ARTICLE III – OBJECTIVES

- Develop and maintain an ongoing relationship with retirees and other stakeholders including city staff, elected public officials, Texas Municipal Retirement System (TMRS) staff and others as necessary.
- Gather, analyze and disseminate demographic information about the City of San Antonio civilian retirees.
- Communicate with members through a dedicated website, emails, mailings, meetings and other means as necessary on relevant issues in a timely manner.
- Monitor proposed changes to retiree health and retirement benefits and offer input regarding these changes to elected public officials and City of San Antonio staff.
- Recruit and maintain membership in the organization through attendance at relevant events, collaboration with the City of San Antonio, and other means.
- Seek funding as needed to support the activities of the organization.
- Maintain 501(c)(3) status by following all applicable laws and ensuring all reporting and organization actions reflect such requirements.

ARTICLE IV – MEMBERSHIP

SECTION 1 - MEMBERS

Membership shall be open to any civilian/non-uniform retiree of the City of San Antonio who is eligible to receive benefits from the Texas Municipal Retirement System (TMRS) and/or the City’s healthcare benefits. In addition, the following individuals are also eligible for membership:

- A. Retiree’s Spouse or Domestic Partner who is eligible to continue City of San Antonio retirement benefits and/or healthcare benefits upon the death of retiree.
- B. Fire fighters and police officers of the City of San Antonio who retired prior to October 1, 1989, who are currently receiving retiree healthcare benefits from the City of San

Antonio or their Spouses or Domestic Partners upon the death of the retired fire fighter or police officer.

To become a RECOSA member, eligible individuals must indicate their interest by providing their contact information to RECOSA. Subject to revisions of the Bylaws, any person previously deemed to be a member shall continue to be a member.

SECTION 2 - TERMINATION AND REINSTATEMENT OF MEMBERSHIP

Membership in the organization shall be terminated for the following reasons:

- A. Resignation from the organization.
- B. Death of the member.
- C. Actions or conduct deemed contrary to the principles or purposes of the organization. Such termination shall be effective upon a two-thirds (2/3) vote of the Board of Directors. Prior to termination, the Board of Directors shall provide to such member a notice of intention to terminate the membership by registered mail no less than ten (10) calendar days prior to the date of termination. A member, upon request, shall be given an opportunity to show cause as to why membership should not be terminated. Decisions of the Board shall be final and binding.
- D. Failure to make payment of any dues that may be established as authorized by Article VI of the Bylaws.

A former member may be reinstated to the organization upon written request to the **Recording Secretary** and shall require an affirmative vote of two-thirds (2/3) of the Board of Directors.

ARTICLE V – VOTING AND ELECTIONS

Members shall elect a Board of Directors (also known as the Board) to govern the organization. In addition, members shall vote on matters beyond the designated authority of the Board at the Annual Membership Meeting or at Special Meetings called by the Board. Each member shall be entitled to one vote on each matter submitted for a vote.

SECTION 1 – VOTING BY MEMBERS

- A. The election of board members to the Board of Directors shall be conducted in person at the Annual Membership Meeting.
- B. Every member shall have the right to vote, in person, for as many candidates as there are board members to be elected and on other matters requiring a vote of the membership. Any vote may be taken by ballot, voice, raising hand, or rising to vote. Vote by proxy shall not be allowed.

SECTION 2 – NOMINATING COMMITTEE FOR BOARD OF DIRECTORS

- A. Each year the Chair shall appoint a Nominating Committee **and a Nominating Committee Chair** at least 60 days prior to the Annual Membership Meeting.
- B. The Nominating Committee shall solicit names from the general membership for consideration to run for open board positions using the RECOSA website and emailing members who provide RECOSA with a current email address. In addition, RECOSA may use other means of solicitation available to the membership such as the City of San Antonio's retiree newsletter.

- C. The Nominating Committee shall interview or review qualified applicants regarding their interest and availability to serve on the RECOSA Board and then select from those applicants a slate of candidates, one person per open board position, to be nominated and placed on the ballot. Nominations will be accepted from the floor. All candidates nominated from the floor shall be members in good standing, present at the meeting, and able to express their qualifications and interests in serving as well as their availability and willingness to attend meetings and carry out the duties and responsibilities of a RECOSA Board member.

SECTION 3 – ELECTION

- A. A current list of members shall be maintained and shall be used to verify membership at the Annual Membership Meeting. Membership of no less than thirty (30) calendar days prior to the annual meeting shall be required in order to vote.
- B. Ballots listing nominated Board candidates shall be made available for each voting member at the Annual Membership Meeting.
- C. The Nominating Committee Chair, along with the committee members, will conduct the election process to include: collection of ballots, tally of votes, and destruction of ballots after the Board accepts the results.
- D. The candidates with the most votes will fill the vacant positions. **Elected individuals will draw numbers to determine which board positions they will fill.**
- E. The Nominating Committee will announce the voting results at the Annual Membership Meeting.

ARTICLE VI – DUES

Annual membership dues may be established and modified by a majority vote of the members in attendance at an Annual Membership Meeting or a Special Membership Meeting.

ARTICLE VII – MEETINGS

SECTION 1 - BOARD MEETINGS

- A. The Board shall meet on the first Tuesday of each month or as otherwise determined by the Board. The meetings shall be open to the general membership.
- B. The Executive Committee shall meet at the request of the Chair.
- C. Emergency and/or Special Board meetings may be called at the discretion of the Chair or Vice-Chair.
- D. Committee meetings shall be held as necessary to accomplish the goals of RECOSA.

SECTION 2 - MEMBERSHIP MEETINGS

- A. An annual meeting of the RECOSA membership shall be held in the Fall of each calendar year and shall include the election of Board members. The Board shall set the date and time of the annual meeting.
- B. Special Membership Meetings may be called as necessary by the Board.

SECTION 3 - NOTICE OF ANNUAL OR SPECIAL MEMBERSHIP MEETINGS

- A. Notice of meetings shall be provided through the RECOSA website and emailed to members who provide RECOSA with a current email address. In addition, RECOSA

may use other means of notification available to the membership, such as the City of San Antonio's retiree newsletter.

- B. Notice of meetings stating the place, date, hour and purpose of the meeting shall be provided not less than thirty (30) days prior to the date of the meeting.

SECTION 4 - QUORUM

- A. Board meetings shall require a majority of the Board of Directors. No voting action may be taken unless a quorum is present.
- B. A quorum is not required for Annual Membership or Special Membership Meetings and votes shall be determined by a simple majority of those members attending the meeting.

SECTION 5 - PARLIMENTARY AUTHORITY

RECOSA meetings shall be conducted in accordance with Robert's Rules of Order Newly Revised unless otherwise specified herein. The Chair may assign a Board Member to act as parliamentarian for any RECOSA meeting as required.

ARTICLE VIII – BOARD MEMBERS

SECTION 1 - TERMS OF OFFICE

- A. The Board shall consist of nine (9) members provided that the number may be increased or decreased as needed by an amendment to these Bylaws as authorized in Article XI or by resolution adopted by the Board. However, the Board membership may not be decreased to fewer than five (5) members. The action taken by the Board to increase or decrease the number of Board members must be presented to the membership at the next general membership meeting for ratification.
- B. Each of the nine (9) elected board members shall serve for a full two (2) year term of office with a maximum of four (4) consecutive terms. The term of office shall begin January 1 and end December 31 of every other year. Election of Board members shall be staggered so that five (5) members for Board positions 1, 2, 3, 4 and 5 shall be elected for terms beginning in odd numbered years and four (4) members for Board positions 6, 7, 8 and 9 shall be elected for terms beginning in even numbered years.

SECTION 2 - BOARD RESPONSIBILITIES

The Board is authorized to establish polices and procedures to govern the business affairs of this organization. This includes, but is not limited to, authority to enter into any contract or execute and deliver any instrument in the name of and on behalf of the organization and to accept any contribution, gift, bequest or devise for the organization.

SECTION 3 - REMOVAL OF BOARD MEMBERS, RESIGNATIONS, VACANCIES

- A. Removal of Board member - Any board member elected or appointed may be removed by a two-thirds (2/3) vote of the Board based on actions or conduct deemed contrary to the principles or purposes of the organization or whenever the best interests of the organization will be served thereby. Notice of proposed removal shall be provided to all Board members at least fifteen (15) days prior to the date of the vote.
- B. Resignation - A Board member may resign by providing written notice of such resignation to the Recording Secretary of the organization. The resignation shall be effective upon the date of receipt of the notice of resignation or the date specified in such

notice. Acceptance of the resignation shall not be required to make the resignation effective. Absence from three consecutive scheduled board meetings shall constitute an automatic resignation; however, the Board may consider the circumstances of the absences and waive the automatic resignation requirement.

- C. Vacancies - Any vacancy occurring on the Board shall be filled by the affirmative vote of a majority of the remaining Board members. A quorum of the Board shall not be required. The elected member shall serve the unexpired term of the previous Board member.

SECTION 4 - POWERS AND DUTIES OF BOARD MEMBERS/OFFICERS

- A. The general powers of the Board shall be to carry out the mission and objectives of the organization as defined in the Bylaws.
- B. The Board shall elect five (5) Board officer positions: Chair, Vice Chair, Recording Secretary, Corresponding Secretary and Treasurer. The Executive Committee shall consist of all elected officers. Officers shall be elected by the Board for a one (1) year term of office during the first meeting in January or if a vacancy occurs.
- C. It shall be the duty of the Executive Committee to facilitate actions on administrative matters between Board meetings and to make recommendations and/or report actions to the Board.
- D. Roles and responsibilities of Board Officers shall be:
1. CHAIR - The Chair shall preside at all meetings of all directors and members. Such officer shall be directly responsible for the supervision and guidance of the affairs of the organization and ensure that all orders and resolutions of the board are carried out. The Chair shall enforce the Bylaws of the organization and perform other duties required of the office.
 2. VICE-CHAIR - The Vice-Chair shall, in the absence or disability of the Chair, perform the duties and exercise the powers of the Chair, and shall perform such other duties as the Board or Chair shall prescribe.
 3. RECORDING SECRETARY - The Recording Secretary shall be responsible for maintaining minutes of all meetings of the organization and perform such duties as assigned by the Chair and the Board. At the end of the Recording Secretary's term of office, all minutes and records shall be forwarded to the incoming Recording Secretary.
 4. CORRESPONDING SECRETARY - The Corresponding Secretary shall be responsible for managing all of the appropriate written and electronic (email, text and voice) correspondence of RECOSA and keeping a record of such correspondence sent and received.
 5. TREASURER - The Treasurer shall have custody of the organization's funds and securities and shall keep full and accurate accounts of receipts and disbursements of funds memorialized in financial books belonging to the organization. The Treasurer shall disburse the funds of the organization as may be ordered by the Board, taking proper vouchers for such disbursements. The Treasurer shall maintain all financial records and provide a monthly financial statement for the Board approval. The Treasurer shall carry out duties and responsibilities in accordance with requirements established for 501(c)(3) non-profit organizations.

SECTION 5 - HONORARY BOARD MEMBERS

- A. Gene Camargo shall be recognized as the Founding Board Chair of RECOSA.
- B. Rolando Bono, Julia Castellano-Hoyt, Morris Chase, Edward Garcia and Paulette McClure, shall be recognized as the Founding Board Members of RECOSA.
- C. The Immediate Past Chair of the Board **may** serve as an ex-officio member of the Board if their term on the board is complete. If the Immediate Past Chair's term on the board is not complete, they will continue to serve as a voting board member until their term expires.
- D. The Board may vote to recognize other ex-officio members due to their job performance, office, or position relative to the interests of RECOSA.
- E. The Board may vote to honor exemplary board members as Board Members Emeritus in recognition of distinguished service, length of service and other considerations.
- F. Members described in this Sections A-E above shall be Honorary Board Members and are encouraged to attend board and membership meetings, take part in board discussions and deliberations, and participate on committees, but shall not be voting members of the Board.

ARTICLE IX – COMMITTEES

SECTION 1 – STANDING COMMITTEES

Standing Committees shall be appointed by the Chair to fulfill specifically defined functions.

SECTION 2 – SPECIAL COMMITTEES

Special Committees, including the Nominating Committee, shall be appointed to execute a specific function. These Committees shall operate with the same membership, except for necessary replacements, until the task is completed and the committee is discharged.

SECTION 3 – COMMITTEE APPOINTMENTS

Appointments to the Standing and Special Committees shall be made as necessary by the Chair with the advice and consent of the Board members and shall not be limited to Board members.

SECTION 4 – NUMBER OF MEMBERS

The number of members appointed to the standing and special committees shall be within the discretion of the Chair. The Chair shall be an ex-officio member of all committees.

ARTICLE X – INDEMNIFICATION

The organization shall have the full power to indemnify and advance or reimburse expenses pursuant to the provisions of the Texas Business Organizations Code to any person entitled to indemnification under the Code.

ARTICLE XI – AMENDMENTS OF BYLAWS

The Bylaws may be amended by a majority vote of the membership present at any general meeting provided that a minimum of thirty (30) calendar days, **in advance**, written notice of the proposed changes are posted on the RECOSA website and emailed to members who provide RECOSA with a current email address. In addition, RECOSA may use other means of notification available to the membership, such as the City of San Antonio's retiree newsletter, to

publicize the proposed Bylaw amendments in advance of the general meeting wherein votes will be cast.

ARTICLE XII – MISCELLANEOUS

SECTION 1 – WAIVER OF NOTICE

Whenever any notice is required to be given to any member or director of the organization under the provisions of the Texas Business Organizations Code, the Certificate of Formation, or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the issuance of the notice.

SECTION 2 – FISCAL YEAR

The fiscal year of the organization shall be calendar year January 1st to December 31st.

SECTION 3 – INVALID PROVISIONS

If any one or more of the provisions of these Bylaws, or the applicability of any such provision to a specific situation, shall be held invalid or unenforceable, such provision shall be modified to the minimum extent necessary to make it or its application valid and enforceable. The validity and enforceability of all other provisions of these Bylaws and all other applications of any such provision shall not be affected thereby.

SECTION 4 – COMPLIANCE WITH STATE LAW AND CERTIFICATE OF FORMATION

Any provision of the Texas Business Organizations Code required to be incorporated in these Bylaws, not specifically stated herein, is hereby incorporated by reference.

All provisions of the Bylaws shall be in accordance with the Retired Employees of the City of San Antonio Organization’s Certificate of Formation filed with the Office of the Secretary of State effective August 13, 2010, File No. 801306143.

The undersigned hereby certifies that she is an Officer and Board Member of the Retired Employees of the City of San Antonio, a non-for-profit corporation organized and existing under the laws of the State of Texas, and that the above is a true and correct copy of the Bylaws revised by the Board of Directors and approved by its membership on **November 27, 2018**.

_____ Board Chair _____ Date
Liz Garcia

_____ Recording Secretary _____ Date
Nancy Dean