

RECOM

Retired Employees City of Mesa



BYLAWS

**Approved by the Membership
January 17, 2007**

**Amended by the Membership
January 20, 2010**

**Amended by the Membership
February 18, 2015**

BYLAWS OF THE RETIRED EMPLOYEES CITY OF MESA

ARTICLE I – NAME

The name of this organization shall be Retired Employees City of Mesa (RECOM).

ARTICLE II – PURPOSE

The purpose of RECOM shall be to develop, promote and carry out activities for the benefit of retired employees of the City of Mesa. Those activities shall include (but not be limited to) providing information to the general membership on matters of interest and importance to them, and advocating on behalf of the general membership on retirement issues affecting them.

ARTICLE III – MEMBERSHIP

Membership shall be granted to any retiree of the City of Mesa upon payment of dues. Additionally, the following individuals are eligible for membership:

1. **RETIREE'S SPOUSE/DOMESTIC PARTNER.** The spouse or domestic partner of a retired City of Mesa employee is eligible for membership, and is eligible for continued membership in RECOM upon the death of the retiree.
2. **DEFERRED RETIREE.** Any City of Mesa employee who participates in the Deferred Retirement Option Plan (DROP) as outlined in A.R.S. §38-844.03 and his/her spouse/domestic partner.
3. **DISABILITY/MEDICAL RETIREE.** Any retiree receiving a disability/medical pension from the City of Mesa, and his/her spouse/domestic partner.
4. **PROSPECTIVE RETIREE.** Any employee who is within one year of retirement eligibility.

ARTICLE IV – MEETINGS

BOARD MEETINGS: The Board of Directors shall meet according to a schedule set by the Board. Special meetings of the Board of Directors shall be preceded by at least two (2) days' notice of the date, time and place of the meeting.

MEMBERSHIP MEETINGS: The organization shall hold its annual meetings to elect officers in April of each year. The date, time, location, and agenda shall be published at least ten (10) days prior to the scheduled annual regular meeting. Other non-special meetings may be scheduled at the discretion of the Board.

SPECIAL MEMBERSHIP MEETINGS: The Board of Directors may call special meetings of the membership as it deems necessary. The date, time, location, and agenda shall be published at least ten (10) days prior to the scheduled special meeting.

QUORUM FOR MEETINGS: A simple majority of the Board shall constitute a quorum for Board meetings. Members present shall constitute a quorum at the regular and special Membership meetings.

ARTICLE V – BOARD OF DIRECTORS

The Board of Directors (Officers) of the organization shall consist of a President, Vice President, Secretary, Treasurer, and a minimum of three (3) and maximum of five (5) Directors At Large.

The Board of Directors shall establish Policies and Procedures in support of these Bylaws, and that are pertinent to carrying out the organization’s objectives and business.

The Board shall take the necessary steps to meet the City of Mesa’s requirement regarding representation on the City of Mesa Employee Benefits Task Force and the Deferred Compensation Committee.

The Board shall determine all activities of the organization, approve expenditures from its treasury, and direct all functions affecting the organization.

Terms of Office:

President – one year	Three Directors at large – two years
Vice President – one year	Two Directors at large – one year
Secretary – one year	
Treasurer – one year	

Removal of a Board Member:

- **For Non-Attendance:** Any member of the Board who has three consecutive absences from RECOM Board meetings may be removed from office by a two-thirds (2/3) majority vote of the Board of Directors.
- **For Non-Performance of Duties:** Any member of the Board who fails to perform his/her duties as outlined in these Bylaws and in the Policies and Procedures may be removed from office by a two-thirds (2/3) majority vote of the Board of Directors.

Vacancies: If a vacancy occurs in the office of President prior to the expiration of the term, the Vice President shall assume the office of President for the remainder of that term. If other vacancies occur on the Board of Directors prior to the expiration of the term, the Board shall appoint a replacement to serve for the remainder of the vacated term.

Duties:

- *President* – The President shall preside over all Board and Membership meetings. The President shall work with all members of the Board in establishing items for Board consideration and appropriate follow-up. The President shall be responsible for establishing standing and/or working/ad hoc committees as necessary. The President shall recommend chairs for committees to the Board for approval.
- *Vice President* -- The Vice President shall attend Board meetings and Membership meetings, work on various projects and assignments as directed by the President, and perform the duties of the President in the absence of the President.
- *Secretary* – The Secretary shall attend Board and Membership meetings, be responsible for maintaining minutes of all meetings of the organization, attend to all necessary correspondence, and perform such other duties as assigned by the President and the Board of Directors. At the end of the Secretary's term of office, all minutes and records will be forwarded to the incoming Secretary by no later than the July Board meeting.
- *Treasurer* – The Treasurer shall attend Board and Membership meetings, receive all funds of the organization, and pay out such monies for investments or for organizational expenses incurred, as authorized by the Board of Directors, or as otherwise provided through these Bylaws. The Treasurer shall maintain all financial records and provide financial statements for the Board of Directors' review and approval at the Board's discretion. At the end of the Treasurer's term of office, all records will be forwarded to the incoming Treasurer by no later than the July Board meeting.
- *Directors At Large* – The Directors At Large shall attend Board and Membership meetings, chair and/or serve on committees, and work on various projects as assigned by the President and the Board.

ARTICLE VI – ELECTIONS

All members of the Board of Directors shall be elected via a balloting process, as follows:

- Incumbent Board members seeking re-election or election to a different position on the Board, and members newly seeking a Board position, must notify the Nominating Committee indicating their interest.
- The Nominating Committee shall receive nominations from existing Board members seeking re-election or election to a new position on the Board, and from other members newly seeking a Board position. All candidates' names will be reported at the March Board meeting, and announced to the membership at the March Membership meeting. Nominations from the floor will be accepted at that

Membership meeting. All nominees must be certified as members in good standing of the organization, and must agree to serve if elected. A paper ballot containing all qualified nominees' names, by office sought, will be presented at the April Membership meeting, and voting will take place.

- Each successful candidate must receive a simple majority of the votes cast by the members present at the April Membership meeting, as determined by the members of the Nominating Committee.
- The Nominating Committee will oversee elections and assure compliance with the processes contained in these Bylaws and in any RECOM Policies and Procedures regarding elections which may be established by the Board.

ARTICLE VII – DUES

The Board of Directors shall review the dues amount annually and shall make a dues recommendation to the membership at the March Membership meeting each year. Any change in the dues amount must be approved by a simple majority of the votes cast by members present at the April Membership meeting.

Dues must be paid at the beginning of each fiscal year (July 1), and if unpaid, are considered delinquent. A member may pay dues for up to two (2) years at the established rate for the current year. If an increase in the dues occurs, members who have prepaid will not be required to submit any additional dues for those years already paid. If dues become delinquent, membership automatically will terminate.

ARTICLE VIII – FINANCES

All revenue collected shall be deposited in a local financial institution and may be withdrawn upon authorization by the Board of Directors, as outlined in the RECOM Policies and Procedures. A statement of financial condition shall be given at any Board and membership meetings as requested by the board. A written summary of the finances of the organization shall be distributed annually to the membership at the Membership meeting designated by the Board. A financial audit/review shall be conducted upon election of a new Treasurer, whenever deemed appropriate by the Board of Directors, or upon written petition to the Board of a simple majority of the members in good standing of the organization.

In the event of dissolution of the organization, all funds in the RECOM treasury at that time shall be distributed to the successor to RECOM, or, if no successor, to a qualified non-profit Mesa charity of the Board's choosing.

ARTICLE IX – COMMITTEES

RECOM has five (5) Standing Committees which serve the on-going needs of the organization. Additional 'working' or 'ad-hoc' committees may be established by the Board as needed to meet specific special needs or objectives, and will serve for a limited amount of time. All committees and their respective chairs will report to the Board of Directors, will update the Board on all matters as necessary, and will seek approval from the Board for any actions they wish to take which will reflect upon or represent RECOM's position on any matter.

A designated Board member shall serve on each of the Standing Committees. A designated Board member may serve on one or more 'working' or 'ad-hoc' committees, at the pleasure of the Board.

Standing Committees

1. *Membership Committee:* In collaboration with the Secretary, the Membership Committee shall assist in maintaining records of all RECOM members, compiling and updating the organization's history, collecting dues and forwarding those funds to the Treasurer, and developing programs to recruit new members from among retirees of the City of Mesa.
2. *Nominating Committee:* The Nominating Committee annually shall receive and submit to the Board and the general membership the names of certified candidates for Board of Directors positions, and shall conduct the election process in accordance with these Bylaws and any established election Policies and Procedures.
3. *Programs Committee:* The Programs Committee is responsible for the programming for all membership meetings and social gatherings of the organization.
4. *Bylaws Committee:* The Bylaws Committee is responsible for periodically reviewing existing Bylaws and supporting Policies and Procedures, and making any recommendations for change to the Board of Directors.
5. *Issues Committee:* The Issues Committee is responsible for reviewing legislation and/or other proposed local, county, state or federal actions which may have an impact on retirees and their retirement benefits

ARTICLE X – MEMBERSHIP INFORMATION

It is the responsibility of each member to inform the RECOM Secretary of any change in his/her name, address, phone number(s), and e-mail address.

Members' personally-identifiable information shall be given out by Board members or any RECOM member only for the purpose of RECOM business, and never for any commercial purposes, as defined in the Policies and Procedures.

ARTICLE XI – AMENDMENTS

These Bylaws may be amended by a simple majority vote of members present at any Membership meeting, provided at least ten (10) days' written notice of the proposed changes are given to the membership. Such Bylaws changes shall take effect on the dates stipulated by the Board at the Membership meeting at which the changes are approved by the members.

ARTICLE XII – DISSOLUTION OF THE ORGANIZATION

Dissolution of RECOM and all of its purposes, powers, officers and committees may be accomplished by a three-quarters ($\frac{3}{4}$) vote of the Board of Directors, followed by three-quarters ($\frac{3}{4}$) vote of members present at the next regular or special membership meeting of the organization.

RECOM Bylaws History

Bylaws committee (Tanya Collins, Jo Ferguson, John Gendron, Kathy Barrett) drafted the document, made revisions as directed by the Board and presented to the membership for approval on January 17, 2007. The Bylaws were approved.

January 20, 2010 – The membership approved the Board's recommendation to amend the bylaws to delete the following sentence from Article V:

"No Board member shall serve more than three (3) consecutive terms of the same office."

February 18, 2015 – The membership approved the Board's recommendation to amend the bylaws following a comprehensive review. The revisions include:

1. Clarified the definition of employees in the DROP Program. {Article III (2)}
2. Deleted the requirement the RECOM Board meet every month and replaced it with a requirement to meet according to a schedule set by the Board. (Article IV)
3. Modified language relating to meetings to be consistent with the requirements of state laws. (Article IV & XI)
4. Modified the composition of the Board from three Directors At Large to "...a minimum of 3 directors at large to a maximum of 5... (Article V)
5. Clarified and simplified the language relating to RECOM representation on the City of Mesa's Employee Benefits Task Force and the Deferred Compensation Committee. (Article 5 & Article IX)
6. Modified the Treasurer's duties to delete the requirement of a monthly financial statement to the Board and replaced it with "...a report at the Board's discretion". (Article V)
7. Deleted the provision that dues are delinquent if not paid by October 1. Simplified the language relating to pre-payment of dues and reduces the number of years a member can pay from 3 to 2 as required for 501(c)(4) corp. (Article VII)
8. Deleted the requirement that a financial report be presented to the membership at the April membership meeting. Added language requiring a financial report be presented to the membership or the Board at any meeting designated by the Board. (Article VIII)
9. Deleted the requirement that members notify the RECOM Secretary of a change in marital status.