

Summary of the Amended Bylaws
January 16, 2023

Most of the changes are either spelling or grammatical corrections. The portions that are highlighted in red are the ones that will be deleted. The portions that are highlighted in yellow are additions.

The below list is a summary of the major changes to the amended bylaws.

1. Page 4. 3.1 B. PD and FF non-sworn survivors will no longer pay dues.
2. Page 6. 4.3 Expulsion. Clarifies the procedures for expulsion from the Association.
3. Page 7. 5.1 Officers. B. Stipend: To attract members to be on the Board, Board members will receive a monthly stipend paid semi-annually. That amount will be voted by the membership during the approval of the budget. The Board will propose \$200 a month for Executive Officers and \$100 a month for Directors.
4. Page 9. 6.3 Elections. D: For uncontested candidates the President shall enact election by acclamation, thereby bypassing a vote by the members. Contested offices shall be voted on at the November meeting.
5. Page 12. 8.2 Two Thirds Majority. Added: After acceptance, all amendments to these bylaws take effect immediately.

BYLAWS
OF
THE ASSOCIATION OF RETIRED SAN JOSE
POLICE OFFICERS AND FIREFIGHTERS

Established
January 8, 1975

President Francis T. Tanner, January 1975

President George Lucchesi, April 1986

President Stanley Wilson, March 12, 1998

President Robert Cocilova, June 14, 2001

President James Spence, April 10, 2003

President Bruce DeMers, January 1, 2007

President Raymond Wendling, January 14, 2010

President James Spence, January 12, 2012

President Mike Alford January 8, 2015

President Ray Storms January 11, 2018

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ARTICLE I.

Name and Objective

1.1 Name of Association. The name of this Association shall be the Association of Retired San Jose Police Officers and Firefighters.

1.2 Objective of Association. The objective of the Association shall be to provide representation for retired members of the public safety services of the City of San Jose, California who have retired either for service or disability under the San Jose City's Police and Fire Retirement system.

1.3 Governance. A Board of Director_r (Board) will be the governing body of the Association. The Board will be comprised of elected Executive Officers (Executive Board) and appointed Directors.

A. Reference in these Bylaws to Executive Board will mean only the elected officers.

B. Reference in these Bylaws to Board will mean both elected and appointed members.

1.4 Other Provisions. Within these Bylaws the masculine gender includes the feminine, the singular includes the plural, and the plural includes the singular and the term "person" includes both the legal entity and a natural person.

ARTICLE II.

Principal Office

2.2 Location of Principal Office. The principal office of the Association will be located as such within Santa Clara County, California, as the Board may from time to time designate by resolution.

ARTICLE III.

Membership

3.1 Eligibility for Membership. Except as otherwise provided, membership in the Association shall be limited to retired members of the San Jose Police and Fire Department who were sworn public safety members and who have retired under the auspices of the City Police and Fire Retirement system.

A. Associate Membership:

Those active members of the Police and Fire Department who are sworn public safety members may be allowed Associate membership in this organization.

1. Associate members may be permitted to attend any meeting or function of this **Association** and are subject to these Bylaws.
2. Associate members may be permitted to be active and have input and discussion of issues.
3. Associate members may **NOT** be considered for Board positions.
4. **~~Associate members will become unlimited members upon their retirement.~~** Associate members may become full members under Article 3.1 upon their retirement under the auspices of the City Police and Fire Retirement system.

B. Surviving Spouses:

~~Surviving spouses of members qualify for membership in this Association with said spouse having all rights and privileges as any other member and shall be bound by the same rules in accordance with these Bylaws.~~

B Non-sworn Police and Fire Survivors:

Non-sworn Police and Fire survivors qualify for membership in this Association at no cost with said members having all rights and privileges as Associate members pursuant to Article III, Section A, subsections 1, 2 and 3.

C. Member in Good Standing:

A member in Good Standing is any member who has his dues current and does not engage in any action that is contrary to the best interests to the Association as defined by the Board.

3.2 Members Rights and Privileges. The rights and privileges of every member shall be personal to them and shall not be transferable.

3.3 Political Endorsements. The Association of Retired San Jose Police Officers and Firefighters shall only endorse candidates and issues within or directly pertaining to the City of San Jose. No individual member shall endorse a candidate or issue inside or outside the City of San Jose political subdivision by making or using any reference to this organization.

3.4 Admittance for Membership. Every person admitted to membership in this **Association** shall be subject to its Bylaws including such amendments and additions thereto as may be made from time to time.

3.5 Fees, Dues and Admission.

A. Association Entrance Fee:

1. There shall be no entrance fees.
2. Members must either elect to have their dues deducted from their city retirement check or pay up to one year's dues at the commencement of their membership.

B. Annual Dues:

1. Amount

Dues will be collected in the amount as approved from time to time by the Retiree Association's Board after a forty-five (45) days advanced notice to the membership and the holding of a General Meeting which includes discussion of the change. Notification will be made via US Mail to the address then on file with the Department of Retirement Services.

2. Deduction

Payroll deduction is available for the automatic monthly payment of association dues. The Department of Retirement Services is authorized to deduct monthly membership dues to this Association each month from retirement allowance checks.

3. Non-deduction

Those members who do not chose automatic deduction from their City of San Jose Retirement payroll check may pay in one full year's amount.

4. Deadline

All payment of dues, other than by deduction, shall be paid in full no later than January 30th of each year.

5. Non-Payment

Any member who ~~is~~ has not fully paid their dues by January 30 of each year ~~and after being notified as such via US mail and/or email~~, shall be stricken from the rolls and his/her membership in this Association shall become null and void unless otherwise directed by the Board.

C. Mid-year Membership: In the case of members joining at a time other than at the beginning of the year, the dues paid, if not through deduction, shall be pro-rated to the end of that calendar year and paid in one transaction at the beginning of that membership.

D. Returning Membership: A former member wishing to rejoin during the year following that in which they were dropped from the rolls for non-

payment of dues, must pay one (1) current year's dues before being readmitted.

E. PAC Account: Effective March 1, 1998, there shall be established a separate checking account hereinafter called "Political Action Committee Account". The Bylaws of this association, the laws of the State of California and the City of San Jose shall govern all funds deposited into or withdrawn from this account. The Directors shall determine the amount to be deposited into this account from time-to-time.

ARTICLE IV.

Termination of Membership and Disciplines

4.1 By Resignation. A member in good standing desiring to terminate their membership in the Association shall submit their resignation in writing, either by US mail or email, to the Secretary of the Association. The member is solely responsible for notifying City of San Jose Retirement Services to terminate payroll deduction dues payments to the Association. The Association is not obligated to return any dues payments received from payroll deduction on behalf of the terminated member.

4.2 Lack of Dues Payment

A. Lapse of Dues. A member shall be considered lapsed with an automatic loss of privileges until arrears are paid.

B. Time Lapsed. A member who has lapsed sixty (60) days shall be suspended, and after an additional thirty (30) days will be dropped from the roll at the discretion of the Board.

C. Voting Privileges. In no case shall a person be entitled to vote at any meeting whose dues are unpaid as of that meeting.

4.3 By Expulsion.

~~A. A member shall be terminated by expulsion when it appears to the Board that the continued membership of any member is contrary to the best interests of the association.~~

A member shall be terminated from membership by expulsion when a vote of the Board so concludes by a majority of those Board members hearing the charges, after trial upon notice and charges to the member that continued membership of the member is contrary to the best interest of the Association.

B. The member shall be notified via a certified return receipt letter via US mail of the intended expulsion. The member shall have 30 days to respond in writing via US mail in their defense. After receiving the letter of defense, the Board then makes the decision to expulse or not and that decision is final.

ARTICLE V.

Officers

5.1 Officers.

The officers of the Executive Board of this Association shall be comprised of the President, ~~two (2) Vice-Presidents~~ Vice President of Fire, Vice President of Police, a Secretary and a Treasurer. They shall serve in their respective capacities both with regard to the Association and its meetings.

A. There shall also be appointed by direction of the President, with Executive Board approval, such positions on the Board known as Directors. ~~These positions shall cover such titles as Health Director, Functions Director, Retirement Director, Insurance Board Director, Membership Director, etc.~~

1. The Directors shall serve with full voting privileges.

2. Any Director appointment may be terminated by the President with Executive Board approval and upon written notice to the appointee.

B. Stipend: Executive Officers and Directors will receive a monthly stipend paid semi-annually. The stipend amount will be voted by the membership during the approval of the budget. All Board members must attend the meetings either in person or via phone or video. Excusable absences would be on a case-by-case basis.

C. Any action of the Board may be overturned by a two-thirds (2/3) majority vote of the regular members in attendance at a duly scheduled meeting.

D. ~~Approval may be given for a meeting to be held by telephonic means, but any action taken must be entered and passed upon at the next regularly scheduled meeting.~~

5.2 Responsibilities of Officers.

A. President. The President shall preside at all meetings of the Association and the Executive board and shall have the duties and power normally

appurtenant to the office of President in addition to those particularly specified in these Bylaws.

- B. Vice President. In the absence or disability of the President, the vice-president having the greater seniority of term in office shall perform all of the duties of the President, and when so acting, shall have all the powers of and be subject to all of the restrictions upon the President. One vice president shall be elected from the ranks of a retired member of the Fire Department and one from the ranks of a retired member of the Police Department.
- C. Secretary. The Secretary shall keep records of all meetings of the Association and the Board and of all matters of which a record shall be ordered by the association or the Board. The Secretary shall have charge of the correspondence's, notify members of all meetings and keep rolls of members of the Association with their addresses.
- D. Treasurer. The Treasurer shall collect and receive all moneys due or belonging to the association and keep a receipt thereof. The Treasurer shall deposit the same in a bank satisfactory to the Board in the name of the association. The books shall at all times be open to inspection of the Board and the Treasurer shall report at each monthly membership meeting the condition of the Association's finances and every item or receipt or payment not before reported. ~~All books and/or ledgers to be reviewed by an independent outside agency every two (2) years. This review to be called for upon the transfer of officers to this position.~~

All books and/or ledgers shall be audited by an independent auditing agency every two (2) years. The Association financial records will also be audited upon transfer of officers to this position. The Treasurer will prepare and present a yearly budget to the Board and membership each November. The budget will be approved by voice vote of those attending the General membership meeting that November. The budget shall reflect the stipend for the officers for the fiscal year.

5.3 Quorum Requirements. Fifty percent +1 (50% +1) of the Board shall constitute a quorum for the transaction of any business of this Association. Every act or decision done or made by a majority of the officers present at a meeting duly held at which a quorum is present shall be regarded as the act of the entire Board of Directors.

5.4 Vacancies. In the case of prolonged absence due to disability or other reasons of any officer of the Association, the Board shall have the power to declare the office vacant, and fill the vacancy as in the case of a resignation.

- A. Three consecutive unexcused absences may be caused to vacate one's office at the discretion of the Board.
- B. Vacancies occurring on the Executive Board during the year shall be filled for the unexpired term of office by a majority vote of the members of the Board at its first meeting following the creation of such vacancy, subject to the ratification of the voting members present at the next regularly scheduled membership meeting.

ARTICLE VI

Association Year, Executive Board and Elections

6.1 Fiscal Year. The Association's fiscal year shall be the same as the calendar year. It shall begin on the first day of January and end on the 31st day of December.

6.2 Executive Board. The Association's official year shall begin at the January meeting with the newly elected Executive Board taking over at this meeting, and shall continue through the election of new officers at the November meeting to the conclusion that term on December 31st.

6.3 Elections.

- A. Only members in current good standing shall be eligible for election to elective office.
- B. Nominations will be held at the General Membership meeting in October of each year. Any member in good standing, wishing to be nominated must be present at the October General Membership meeting or provide a letter of intent to the Secretary before the meeting is held.
- C. Elections will be held at the General Membership meeting in November. The candidates for offices receiving the highest number of votes of the members present shall be declared elected to that office. The newly elected officers will assume their offices at the first Board meeting in January of the subsequent year and serve a term of one (1) year.
- D. After the close of nominations at the October Business Meeting, the President shall enact election by acclamation of all Executive Board nominees who are uncontested candidates for their offices. For all remaining contested offices, election shall be held at the November Business meeting.

6.4 Proxy or Absentee Votes.

- A. Eligibility. Absent members who have a right under these Bylaws to vote may vote by proxy at any election.
- B. Declaration of Intent. Each proxy must have the member's name clearly printed and signed and the member must declare his vote.
- C. Receipt of Proxy. The proxy must be sent to an officer to be presented at the election meeting. A proxy or absentee ballot will be counted at the election meeting as if that member were present.
- D. Ratification. Votes that require two-thirds (2/3) of the membership for ratification will be two-thirds (2/3) of those votes cast and not be misconstrued as two-thirds (2/3) of the membership roll.

ARTICLE VII

Meetings, Voting and Committees

7.1 Location of Meetings. Association meetings shall be held in the City of San Jose, County of Santa Clara and State of California on the second Thursday of the month, beginning in January through December each year and at such hour and place as may be designated by the Board.

- A. All meetings may be held in person or via phone or video. Any actions taken by any of these means are approved. The actions will be notated in written form before the next scheduled meeting.

7.2 Special Meetings. ~~The presiding officer, or a majority of the Board, may call a special meeting.~~

- A. ~~So long as substantive consideration of agenda items does not occur, a majority may meet without providing notice to the membership in order to call the meeting and prepare the agenda.~~
- B. ~~Notice of a special meeting must be provided 24 hours in advance of the meeting to all of the Board and to all information outlets normally used for announcing regular meetings.~~
- C. ~~The notice also must be posted at least 24 hours prior to the meeting in a location freely accessible to the membership when possible. The notice should indicate that the meeting is being called as a special meeting, and shall state the time, place, and business to be transacted at the meeting.~~

~~D. No other business shall be considered at the special meeting. Notice is required even if the meeting is conducted in closed session, and, even if no action is taken.~~

~~E. A member of the Board may waive failure to receive notice of the meeting by filing a written waiver prior to the meeting or by being present at the meeting.~~

~~F. At every special meeting, the Board shall provide the membership with an opportunity to address the body on any item described in the notice before or during consideration of that item.~~

7.2 Special Meetings. The presiding officer, or a majority of the Board, may call a special meeting to consider a specific item of business. No other business may be considered at that special meeting.

A. Notice of a special meeting must be provided 24 hours in advance of the meeting to all members of the Board, as well as to the general membership. Notification shall be made by the standard method of notification of meetings, and shall include the time, place and purpose of the meeting.

B. The Board shall provide any member the opportunity to speak on the item being considered at the special meeting.

7.3 One Member/One Vote. Each member in good standing shall be entitled to one vote on any given proposition at any meeting of which that member is present. A proxy or absentee ballot will be accepted as if that member in good standing were present.

7.4 Committees.

A. Appointments by the Board. The Board may appoint committees to advance the work of the Association in such matters and other fields, which may well be served, by committees. Such committees shall always be subject to final authority of the Board.

B. Termination. Any committee appointment may be terminated by a majority vote of the Board and upon written notice to the appointee.

ARTICLE VIII

Amendments

8.1 Amendment Petitions. Amendments to the Bylaws may be proposed by the Board or by written petition to the Secretary from any member in good standing. Amendments proposed by such petition shall be promptly considered by the Board and upon a majority vote of the Board must be submitted to the voting members, with recommendations from the Board, by the Secretary for a vote within two (2) months of the date when the petition was received by the Secretary.

8.2 Two-Thirds Majority. The Bylaws may be amended by two-thirds (2/3) majority of the members voting by U.S. Mail only, provided the proposed amendments have been mailed to each member at least thirty (30) days prior to the beginning of a thirty (30) day voting period. (As amended January 12, 2010) **After acceptance, all amendments to these bylaws take effect immediately.**

8.3 Maintenance of Records. The Secretary of the **A**sociation shall see that a true and correct copy of all amendments of the Bylaws is attached to the official Bylaws of the **A**sociation and is maintained within the official records of the **A**sociation at the principal office of the **A**sociation.

ARTICLE IX

Order of Business

9.1 General Membership Meeting. At the meetings of the **A**sociation, the order of business, so far as the character and nature of the meeting may permit shall be as follows:

- Roll call
- Approval of Minutes of previous Meeting
- Presidents Report
- Treasurers Report
- Report of Committees
- Election of Officers (Last meeting of year)
- Old Business
- New Business
- Adjournment

9.2 Board Meetings. At meetings of the Board, the order of business, unless otherwise directed by majority vote of those officers **present** shall be as follows:

- Approval of Minutes of previous Meeting
- Presidents Report
- Treasurers Report
- Report of Committees
- Old Business
- New Business
- Adjournment

9.3 Rules of Order. "Roberts Rules of Order" shall govern the rules of order at all regular, special and Board meetings. This book to be kept in the care of the Secretary with a copy to be held by each current President.

ARTICLE X

Non-Profit Organization

10.1 Use of Association Income and Property. The income and property of the Association, from whatever source derived, shall be applied solely toward the promotion of the authorized objectives and purposes of the Association. ~~new or hereinafter expressed in these Bylaws, including such donations, gifts or other expenditures and are made in accordance, with the authority conferred, and in the manner prescribed by these Bylaws. No portion thereof shall be paid or transferred, directly or indirectly, by way of profit, to persons who are or who have been members of the Association.~~ Nothing herein contained shall prevent the payment ~~in good faith~~ of remuneration to any officer or member of the Association, or to any person in return for services rendered to the Association.

~~10.2 Use of Funds. The association shall not lend its funds, make its services available to, buy property from, sell property to, or engage in any other transaction with an officer, Board member, or association member other than in the ordinary course of conducting the association's customary programs or business.~~

10.2 This Association shall be incorporated as a Not-for-Profit organization as defined under U.S. Internal Revenue Code section 501(c)(4) and abide by the corporate laws of the State of California.

10.3 Charitable Donations. The Board at its discretion may recommend donating to any worthy cause, or to any charitable effort. Any proposed donation, gift or expenditure exceeding one thousand dollars (\$1,000) shall be submitted to the voting membership present at a General Membership meeting, in advance of disbursement, and the affirmative vote of the majority of the voting members shall be necessary for approval

ARTICLE XI

Adoption of Bylaws

11.1 Notwithstanding anything to the contrary contained herein, each member of the Association shall agree to be bound by the provisions of these Bylaws as a condition to their membership with the Association.

CERTIFICATE OF SECRETARY

The undersigned, **Secretary of the A**sociation known as The Association of Retired San Jose Police Officers and Firefighters hereby certifies that the above and foregoing Bylaws, consisting of **fourteen (14)** pages, were duly adopted by action of the Association dated as of _____ DATE _____, and that they now constitute the Bylaws of the Association.

Executed on _____ DATE _____, at _ PLACE ___ San Jose ___, California.

Ken Jackstein
Secretary