

Revised Bylaws accepted by
the RSEA membership at the
annual meeting on 09-20-13



RETIRED STATE EMPLOYEES ASSOCIATION

(Inc.)

**6901 N. Lamar, Suite 121 (512) 451-0087 Austin, Texas
78752**

BYLAWS

Preamble

The purpose or purposes for which the Retired State Employees Association, Inc., is organized shall be to engage in any lawful act, activity, and/or business which will enhance and improve benefits for retired State of Texas employees and all who are receiving a monthly annuity from the Employees Retirement System of Texas and to promote growth and retention of membership.

Article I. Offices

The principal office of the Retired State Employees Association, Inc., hereinafter called Association, in the State of Texas shall be located in the City of Austin, County of Travis. The Association may have such other offices or sub-offices, within the State of Texas, as the Board of Directors may determine or as the affairs of the Association may require from time to time.

The Association shall have and continuously maintain in the State of Texas a registered office, and a registered agent for service whose office is identical with such registered office, as required by the Texas Non-Profit

Corporation Act. The registered office may be, but need not be, identical with the principal office in the State of Texas, and the address of the registered office and the registered agent for service may be changed from time to time by the Board of Directors.

Article II. Membership

Section 1. Eligibility for Membership - The Association shall offer full membership to retired State of Texas employees and all who are receiving a monthly annuity from the Employees Retirement System of Texas. Full membership shall also be extended to the spouse or beneficiary of a deceased retired State employee and all others who are receiving a monthly annuity from the Employees Retirement System of Texas. A full Member shall possess all the rights and privileges of membership, including voting.

Associate membership shall be offered to the spouse or beneficiary of a living member of this Association. It shall also be offered to all active State of Texas employees and all others who are contributing to the Employees Retirement System of Texas. An Associate Member shall possess all the rights and privileges of a full Member except voting.

The Board of Directors as herein defined may from time to time establish by resolution various honorary or other commemorative membership categories to recognize special contributions to the mission and goals of this organization. These membership categories shall possess all the rights and privileges of a Member except voting.

Auxiliary membership shall be offered to any individual, business entity or interested party based on criteria, benefits and dues established by the Board of Directors. An Auxiliary Member shall possess all the rights and privileges of a Member except voting.

Section 2. Voting Rights - Each full member shall be entitled to one vote on each matter submitted to a vote of the members except as prohibited herein by these bylaws.

Section 3. Termination of Membership - The membership of any member who shall be in default in the payment of dues for a period of three months shall automatically be terminated.

Section 4. Resignation - Any member may resign by filing a written resignation with the principal office of the Association, but such resignation shall not obligate the Association to refund any dues paid to the Association.

Section 5. Reinstatement - Upon written request signed by a former member and filed with the principal office of the Association, such former member may be reinstated to membership upon paying dues for the current period.

Section 6. Transfer of Membership - Membership in this Association is not transferable or assignable.

Article III. Meeting of Members

Section 1. Annual Meeting - An annual meeting of the members shall be held at a time determined by the Board of Directors prior to December thirty-first in each year for the purpose of electing Officers and Directors and for the transaction of such other business as may come before the meeting. The date, time and place shall be set by the Board of Directors. If the election of the officers and directors shall not be held at any annual meeting, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the members as soon thereafter as conveniently possible.

Section 2. Special Meetings - Special meetings of the members may be called by the President, the Board of Directors, or not less than a majority of the members having voting rights.

Section 3. Place of Meeting - The Board of Directors may designate any place within the State of Texas as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors. If no designation is made or if a special meeting be otherwise called, the place of

meeting shall be the registered office of the Association in the State of Texas, but if a majority of the members shall meet at any time and place, within the State, and consent to the holding of a meeting, such meeting shall be valid without call or notice, and at such meeting any Association action may be taken.

Section 4. Notice of General Membership Meetings - Each member shall receive reasonable notice of a meeting of the general membership. Reasonable notice shall be determined by the Board of Directors unless otherwise stated in the bylaws. The notice shall be delivered by mail (either electronic or United States Postal Service) or personally to each member. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at their address as it appears on the records of the Association, with postage thereon prepaid. If sent by electronic means, the notice of a meeting shall be deemed to be delivered when distributed to the electronic address or record with the Association.

Section 5. Quorum - The members present in person or by proxy at any meeting of membership of the Association shall constitute a quorum for the transaction of business.

Section 6. Proxies - At any meeting of members, a member entitled to vote may vote by proxy executed in writing by the member. No proxy shall be valid except for the meeting designated by the member. Proxies shall be exercised only for members in good standing.

Article IV. Board of Directors

Section 1. General Powers - The affairs of the Association shall be managed by its Board of Directors. Directors must be residents of Texas and members of the Association.

Section 2. Board of Directors

- A. Number – The Board of Directors shall consist of 11 members. All Officers shall be considered members of the Board of Directors. Changes to the number of board members must be approved by the general membership prior to change. Any increase or reduction of

board members will become effective on January first immediately following the vote of the general membership.

- B. Tenure – All board members are elected to two year terms beginning January first of the new fiscal year following election and expire December thirty-first two years later. The terms shall be staggered so that six of the board members' terms expire on an odd year and five of the board members' terms will expire on the even year.

New elected directors will be designated "Directors Elect" and serve in a supportive role on the Board with no voting authority until their official term of office begins.

Existing board members shall hold office until their successors have been elected and their new terms begin.

- C. Qualifications – Each board member must be a full member of the Association in good standing. It is preferable that board members be as diverse as possible in age and the state agencies they worked for before retirement. It is desirable that not more than two members be from the same agency and that half of the members be eligible for federal health insurance programs.
- D. Expectations – Each board member is expected to either be willing to serve as an officer or as chair of one of the committees until all vacant committee chair positions are filled. A board member can serve on more than one committee.
- E. Termination or Resignation – A board member may resign at any time by giving notice to the Association. Termination of appointment shall be automatic for any officer or director who is absent, without cause, from three consecutive Board meetings. Termination of an officer or director for just cause when in the best interest of the Association shall require a majority vote of all officers and directors.
- F. Affidavit of Representation -- Upon accepting office and vacating office for any reason, new and former directors are required to sign an affidavit stating they will not use the Association name or represent themselves as being in an Association official capacity in any communications with legislators or their staff, except in strict conformance with the Association's legislative agenda.

Section 3. Regular Board Meetings - The time and place within the State of Texas for the holding of regular meetings may be set at the discretion of the President or any two directors. Notice shall be on file at the principal office and also posted by electronic means.

Section 4. Special Board Meetings - Special meetings of the Board of Directors may be called by or at the request of the President or any two directors. The person or persons authorized to call special meetings of the Board may fix any time and place, within the State of Texas, for holding any special meeting of the Board called by them. Reasonable notice shall be given to all Board members.

Section 5. Quorum - A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board, but if less than a majority of the directors are present at said meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

Section 6. Vacancies - Any vacancy occurring in Officers or the Board of Directors shall be filled by the Board of Directors. An officer elected to fill a vacancy will be deemed "Interim" until the following Annual Meeting of members and a new election held to fill the remainder of the unexpired term. A director elected to fill a vacancy shall serve for the unexpired term with the same capacity as their predecessor in office.

Section 7. Compensation - Directors and other officers as such shall not receive any stated salaries for their services. By resolution of the Board of Directors, expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board. Nothing herein contained shall be construed to preclude any director from serving the Association in any other capacity and receiving compensation for approved expenses. If a member of the Board of Directors becomes a salaried employee of the Association, then that person must resign from the Board.

Section 8. Informal Action by Directors - Any action required by law to be taken at a meeting of directors, or any action which may be taken at a meeting of directors, may be taken without a meeting if a consent in writing, setting forth the action and the means so taken, shall be signed by all of the directors. This consent may be signed and dated after the fact if the meeting is held via any electronic means.

Article V. Officers

Section 1. Officers - The officers of the Association shall be a President, First and Second Vice Presidents, a Treasurer, and such other officers as may be elected in accordance with the provision of this Article. An elected officer may succeed himself or herself for a consecutive term if duly elected to do so. The Board of Directors may elect or appoint such other officers, including one or more assistant treasurers, as it shall deem desirable. Such officers shall be ex officio with the authority to perform the duties prescribed by the Board of Directors but shall not have the right to vote as a board member.

Section 2. Election of Officers - The officers of the Association shall be elected by the Association membership at the regular annual meeting of the Association as prescribed in Article III, Section I.

Section 3. Term of Office - The term of the elected officers of the Association shall coincide with the Fiscal Year, in accordance with Article X of these bylaws. Terms of the officers shall be staggered, President and Second Vice President shall be elected in the odd year and take office January first of the even numbered year. The First Vice President and Treasurer will be elected in the even numbered year and take office on January first of the odd numbered year. Newly elected officers will be designated "Officers Elect" until they take office on January first and their terms will expire on December thirty-first of the appropriate year. Each officer shall hold office until their successor shall have been duly elected, qualified and takes office. An officer whose term is over does not remain on the Board unless duly elected as a director. The retiring president may continue to participate in Board meetings as an ex officio Member with no voting authority unless also duly elected as a director.

Section 4. Removal - Any officer elected or appointed by the Association and/or Board of Directors may be removed by a majority vote of the Board of Directors whenever, in its judgment, the best interests of the Association would be served thereby, but such removal shall be without prejudice. Termination of appointment shall be automatic for any officer who is absent, without cause, from three consecutive Board meetings.

Section 5. Vacancies - A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 6. President - The President shall be the principal executive officer of the Association. He or she shall conduct all of the business and affairs of the Association and supervise all paid employees. The President shall preside and vote at all meetings of the members of the Board of Directors. The President shall also serve as Chair of the Board of Directors. The President may sign with any other proper officer or employee of the Association authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these bylaws or by statute to some other officer or agent of the Association; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

The President shall ensure that the minutes of the meetings of the members and the Board of Directors are recorded in one or more books, files or electronic media provided for that purpose; ensure that all notices are duly given in accordance with the provisions of these bylaws or as required by law; be custodian of the Association records and of the seal of the Association and ensure that the seal of the Association is affixed to all documents, the execution of which on behalf of the Association under its seal is duly authorized in accordance with the provisions of these bylaws; keep a register of the postal and any electronic address of each member which shall be furnished to the Association by such member

Section 7. Vice President - In the absence of the President, or in event of his or her inability or refusal to act, the First Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. Any Vice President shall perform such other duties as from time to time may be assigned by the President or by the Board of Directors. Should the First Vice President be unable to serve, the Second Vice President would then serve as President.

Section 8. Treasurer - The Treasurer shall have responsibility for the charge and custody of all funds and securities of the Association. He or she

shall establish the procedures to receive and give receipts of monies due and payable to the Association from any source whatsoever, deposit all such monies in the name of the Association in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VII of these bylaws; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or by the Board of Directors.

If required by the Board of Directors, the Treasurer shall execute a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine. Fee or premiums for such bond shall be paid by the Association.

Article VI. Committees

Section 1. Standing Committees – Standing committees shall be maintained and appointed by the President of the Association based on the needs, priorities and resources of the Board. The following committees may be included:

- Budget & Finance
- Communications
- Insurance
- Legislative
- Membership
- Office Systems & Technology
- Executive

The Executive Committee shall consist of all the Officers of the Association and the President shall serve as chair. This committee shall also maintain a close liaison with the Employees Retirement System of Texas and other appropriate Associations and Organizations.

The chairs of the standing committees will be appointed by the President and shall be members of the Board of Directors. The President of the Association shall appoint Association members to the various standing committees. The Chair may also appoint non-members with specialized expertise to advisory capacities unless otherwise prohibited in the bylaws. Any Member thereof may be removed by the President with the approval of

a majority of the Board of Directors, where in their judgment the best interests of the Association shall be served by such removal.

A vacancy in the chair of any standing committee shall be assumed by a member of the Executive Committee until a new chair is selected.

Section 2. Nominating Committees - At the regular meeting not less than 60 days prior to the annual meeting, the President shall appoint a nominating committee, consisting of not less than three (3) nor more than five (5) members, and shall designate the chair. The nominating committee shall present to the membership at the annual meeting a slate of officers for consideration and election for the ensuing term. The nominating committee shall also submit nominations for the expiring terms of board members. Nominations may be made from the floor at such stated annual meeting.

Section 3. Other Committees - The President or Board of Directors, at their discretion, may establish additional committees composed of members, or non-members with specialized knowledge in advisory capacities, to meet the objectives of the Association. The chair of such committees shall be members of the Association. These committees and their members shall serve at the pleasure of the President or Board of Directors until terminated, or unless such members are removed from the committees.

Section 4. Term of office - Each member of a standing committee shall take office on January first of the fiscal year, in accordance with Article X and continue as such unless the committee shall be sooner terminated, reconstituted or unless such member is removed from such committee, or unless such member shall cease to qualify as a member thereof.

Section 5. Committee Chair - One member of each committee shall be appointed chair by the person or persons authorized to appoint the members thereof.

Section 6. Vacancies - Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 7. Quorum - Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the

members present at a meeting at which a quorum is present shall be the act of the committee.

Section 8. Rules - Each committee may adopt rules for its own governance consistent with these bylaws and any rules adopted by the Board of Directors.

Article VII. Contracts, Checks, Deposits and Funds

Section 1. Contracts - The Board of Directors may authorize any officer or officers, agent or agents of the Association, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instruments in the name of and on behalf of the Association, and such authority may be general or confined to specific instances. Details of such contracts or other documents shall be noted in writing and kept on file along with minutes of the Board meeting at which authorized.

Section 2. Checks, Drafts, etc. - All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association, shall be signed by such officer or officers, agent or agents of the Association and in such manner as shall from time to time be determined by the resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the President or Vice President of the Association.

Section 3. Deposits - All funds of the Association shall be deposited in a timely manner to the credit of the Association in such banks, trust companies or other depositories as the Board of Directors may select.

Section 4. Gifts - The Board of Directors may accept on behalf of the Association any contributions, gifts, bequest or devise for the general purpose or for any special purpose of the Association.

Article VIII. Membership Identification

Section 1. The Board of Directors shall provide for the evidence of membership in the Association, which shall be in such form as may be determined by the Board.

Article IX. Books and Records

Section 1. Books and Records - The Association shall keep correct and complete books and record of accounts and shall also keep minutes of the proceedings of its members, Board of Directors, and committees having any authority of the Board of Directors. The name and address of each member, right to vote status, date of application for membership, payment of dues and other information as deemed pertinent by the Board of Directors shall be entered in the official record of the Association. All books and records of the Association may be inspected by any member or their duly authorized representative for any proper purpose at any reasonable time. All such requests to inspect the books and records of the Association shall be made in writing to the President, including a deposit in cash to defray all expense of such inspection. The request is to specify the purpose and time and date required to inspect the books and records of the Association and all such requests must be approved by the Board of Directors of the Association. Such requests are to be submitted as required above at least 30 days prior to time and date it is requested that the books be inspected. The Board may employ necessary staff to perform record-keeping duties, including membership records, accounting records, meeting minutes, and correspondence and such other duties as the Board may require. The Association may require a bond for the faithful discharge of staff duties in such sum and with such surety or sureties as the Board of Directors shall determine. Fee or premiums for such bond shall be paid by the Association.

Section 2. All books and records of the Association shall be audited at a frequency determined by the Board of Directors but no less than once every four years. Additional audits may be ordered at any time for any reason by the Board of Directors. An Audit Committee selected by the Board or a contracted independent auditing firm shall perform said audits.

Article X. Fiscal Year

The fiscal year of the Association shall be the first day of January through the last day of December.

Article XI. Dues

Section 1. Annual Dues - The Board of Directors shall determine the amount of annual dues payable to the Association by all classes of membership.

Section 2. Payment of Dues – Dues for members shall be payable in advance. New memberships will be effective on the first day of the month following receipt of payment. Renewals will extend the existing member's term from their current expiration date.

Article XII. Seal

The Board of Directors shall provide an Association seal, which shall be in the form of a circle and shall have inscribed thereon, at a minimum, the name of the Association -- Retired State Employees Association, Inc.”

Article XIII. Waiver of Notice

Whenever any notice is required to be given under the provisions of the Texas Non-Profit Corporation Act of Texas or under the provisions of the articles of incorporation or the bylaws of the Association, 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 deemed equivalent to the giving of such notice.

Article XIV. Amendments to the Bylaws

These bylaws may be altered, amended, or repealed and new bylaws may be adopted by a 3/4 vote of members voting on such amendments and/or changes in the bylaws. Such amendment or proposed change in the bylaws shall be submitted for voting to the members attending the meeting at which

such amendment and or change will be considered. Temporary changes may be made to these bylaws by the Board of Directors to comply with state and/or federal laws, rules or regulations. The Board of Directors may make other temporary changes to these bylaws to advance what they consider to be in the best interests of the Association. All temporary changes or proposed amendments to the bylaws shall be made available to the membership not less than thirty days prior to the date of the annual meeting. Amendments, revisions, or adoptions passed by the membership shall go into effect immediately.

Article XV. Independence of the Association

The Association shall be an independent organization and will not at any later date become affiliated with any other organization or union except by the affirmative vote of 3/4 of the membership. If such affiliation is sought, the membership shall be given notice in writing at least 90 days prior to the meeting of the members at which the matter will be voted on. Ballots may be submitted by the United States mail, or electronic mail, or by written ballot in the meeting.

APPROVAL:

These bylaws were approved as prescribed herein at the annual meeting of the Association's membership held on September 21, 2007, in Austin, Texas.

Sheila Moritz
Office Manager

Bill Hamilton, President and
Chair of the Board of Directors