

**THE ASSOCIATION OF RETIRED SEATTLE CITY  
EMPLOYEES  
(ARSCE)**

**MANUAL**

**FOR**

**EXECUTIVE BOARD MEMBERS**

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## **I. INTRODUCTION**

1. The Association of Retired Seattle City Employees (ARSCE) membership consists of retired and active Seattle City Employees who have organized themselves into this Association. Historically, the motivating force which moved City retirees into organizing ARSCE was the need to ward off threats to the security of their pensions; threats mainly in the form of erosion in the value and adequacy of pension benefits.
2. The purpose of the Association is to:
  - a. Educate members about pension and retirement issues through ongoing communication.
  - b. Monitor the pensions and benefits for all retired City Employees, constantly working on behalf of all people it represents and advocating for change where necessary.
  - c. Sponsor a range of activities which reflect diverse interests and capabilities.

## **II. ORGANIZATION**

1. ARSCE is governed by an Executive Board of 18 members elected by the general membership from a panel of candidates assembled by the Election Committee. The term of office is three (3) years, with six (6) vacancies available for election each year.
2. The Executive Board elects the President and Vice President from amongst their elected number to head the Board and the Association for the ensuing fiscal year. The Executive Board appoints the Treasurer, Recording Secretary, and Financial Secretary, who along with the President and Vice President make up the Executive Officers.
3. The President of the Association is the official spokesperson and representative of the Association in all its public contacts.
4. Meetings are the means by which the Board and General Membership control and govern the Association. Work is undertaken and decisions are made at regularly scheduled meetings.
5. Committees are as follows:
  - a. Communication
  - b. Election

- c. Finance
- d. Legislation
- e. Program
- f. Audit
- g. Various ad hoc or sub-committees, as needed

### **III. OVERALL ARSCE FOCUS**

1. Develop ARSCE as a purposeful organization where friendships and existing associations can continue, thrive, and a growing unity will flourish.
2. Actively work to retain the value of retiree pension benefits.
3. Support the independence of the Seattle City Employees' Retirement System (SCERS) to ensure it is as free of political influence as is possible.
4. Support SCERS as a strong effective administrator of funds accrued through member contributions and employer contributions, to preserve retirement monies as a benefit of one's City employment.
5. Ensure that ARSCE works to:
  - a. Develop ARSCE as a strong, cohesive, and diverse organization.
  - b. Educate its membership through *ARSCE News*, the ARSCE website, speakers, publications and other media, etc.
  - c. Increase ARSCE membership.
  - d. Review structure, operation, and performance of its committees on a regular basis.
  - e. Ensure ARSCE presence at SCERS.
  - f. Offer social activities of interest to members.

#### **IV. GENERAL DUTIES OF ARSCE OFFICERS**

##### **1. President**

- a. Responsible for the execution of policies and the direction of programs for attaining and preserving the objectives of ARSCE.
- b. Serves as official spokesperson and representative of ARSCE in all public contacts
- c. Provides leadership, direction and counsel to ARSCE.
- d. Appoints Board members to committee chair positions and appoints members to serve on various committees (with the approval of the Executive Board).
- e. Is an ex officio member of all committees.
- f. Nominates candidates to fill vacancies on the Executive Board.
- g. Presides over Executive Board and General Membership meetings.
- h. Establishes calendar for regular meeting on an annual basis.
- i. Calls for special meetings to take care of unforeseen needs.
- j. Establishes agendas for all meetings.

##### **2. Vice President**

- a. Acts in place of the President whenever the President is unable to act in his/her official capacity.
- b. Serves as assistant and back-up to President.
- c. Serves as Chair of committees as assigned by the President.

##### **3. Recording Secretary**

- a. Takes minutes of all regular or special meetings of the membership or of the Executive Board.
- b. E-mails, mails, or otherwise delivers, copies of all minutes of all regular or special meetings to all officers and Executive Board members.
- c. Maintains files of all minutes and correspondence
- d. Archives important documents such as original charter, agreements, etc.

4. Financial Secretary
  - a. Processes all accounts payable and keeps financial records.
  - b. Maintains membership database.
  - c. Handles all correspondence relating to membership.
  - d. Works closely with Executive Board Officers, especially the Treasurer, in performance of duties.
  
5. Treasurer
  - a. Keeps written record of all purchases, receipts and disbursements of all monies belonging to ARSCE.
  - b. Pays all disbursements and authorized bills.
  - c. Provides a budget for the Board of Directors, which is to be approved in the first quarter of the fiscal year. Fiscal year is July 1 to June 30.
  - d. Balances all accounts with Financial Secretary records.
  - e. Completes and files report with Secretary of State, State of Washington, annually.
  - f. Completes and files income tax reports.
  - g. Provides financial statements to Executive Board and membership at membership meetings.

## **V. PERSONAL AND LEGAL RESPONSIBILITIES OF BOARD MEMBERS**

1. By taking the oath of office as required by our Bylaws in Article XII, it is important that each Executive Board member and officer is aware that his/her promise to perform duties is also a personal legal obligation.
  
2. ARSCE is incorporated as a not-for-profit organization which depends upon some of its members volunteering to serve as Board members and Officers and representing the interests of the membership. Some may reason that volunteering means one serves without responsibility. That is simply not the case. Board Members of non-profit organizations are legally responsible for the management and control of the organization, and that includes a liability for the consequences of negligence on the part of the organization.
  
3. The legal obligation to serve responsibly becomes a personal legal obligation under two (2) principles that have evolved through the courts over time.

- a. The first is the concept of the “reasonably prudent person” whose behavior was used as the standard for judging the behavior of others in a similar situation. When a Board Member or Officer does not fulfill the “reasonably prudent person” standard, the member breaches fiduciary responsibility. The three (3) most common violations of this standard are:
  - 1) Mismanagement – the failure to follow fundamental management principles;
  - 2) Non-management – failure to use existing opportunities for good management;
  - 3) Self-dealing – Board members voting on decisions in which they face possible personal gain and vote primarily for that purpose.

The extremes of self-dealing are fraud and embezzlement or covert practices of self enrichment at the expense of the association.

- b. The second concept is the “Principle of Good Faith”. Under this principle, a Board member is expected to act responsibly and be conscientious in their work, and always seek the best interests of the Association. Examples of actions that are considered to be demonstrations of “Good Faith” are:
  - 1) Attending Board and Committee meetings and providing a valid reason for absences;
  - 2) Having a thorough knowledge of the duties and provisions within ARSCE’s Constitution and Bylaws;
  - 3) Following ARSCE’s business and keeping informed of the activities and operation of programs;
  - 4) Ensuring minimum statutory or technical requirements are met;
  - 5) Registering dissents in the minutes or by written communication
  - 6) Avoiding any self-dealing or enrichment and discouraging business transactions between Executive Board Members and ARSCE unless conducted entirely openly and with safeguards;
  - 7) Making no monetary profit except that expressly provided in compensation or reimbursement within the Bylaws

4. These are only examples of “good faith” performance of duties by Board Members and Officers. It is important to underscore that all members are responsible for asking discerning questions in meetings to understand the issues being considered and to understand the policies, programs, and business of the Association. If a Board member cannot attend scheduled Executive Board Meetings or Committee meetings, it is their duty to provide a reason to the President, Recording Secretary or Committee Chair. If a Board member

becomes encumbered by other activities or responsibilities they judge to be of higher personal priority, the member should request a substitute act in their stead, or submit a written resignation to the President.

As an Association, we also protect the Board and ARSCE by responsible actions such as annual independent audits of ARSCE's fiscal activities, and by retaining professional counsel when necessary. Throughout the history of this organization we have benefited from responsible, dedicated Board Members who have been faithful and diligent in guiding the business of the organization. Consequently, we have experienced no legal challenges or liabilities. Following the standards for a "reasonably prudent person" and "good faith performance" of duties will continue to protect us in the future.

## **VI. GENERAL DUTIES OF THE EXECUTIVE BOARD**

1. Know the Association's Constitution and Bylaws.
2. Keep informed on general activities and operation of programs.
3. Attend Board meetings; be aware of the issues under consideration; be prepared with opinions and questions' make consensus and vote.
4. Serve as chair or member of Board Committees.
5. Represent the Association at various meetings, conferences, and similar functions.
6. Recommend reviews and evaluations whenever opportunities or problems exist.
7. Provide advice and counsel on all problems or opportunities within the scope of the Executive Board involvement.
8. If unable to attend a meeting, notify the President, and in good faith, give a valid reason for his/her absence.
9. Should a member become unable or unwilling to fulfill the role of Executive Board Member, the Member should submit his/her resignation to the President.

## **VII. GENERAL RESPONSIBILITIES OF THE EXECUTIVE BOARD**

The Executive Board is the governing body of ARSCE. As such Executive Board Members:

1. Formulate policies, goals and objectives, and programs for the Association.

2. Ensure that the Association operates within the framework established by the Constitution and Bylaws, and are legally accountable for all aspects of the Association's operations.
3. Act as chair of an established committee or participate as a committee member to help conduct business of the Association.
4. Assure Association news is available to the general membership on a periodic basis.
5. Participate in the process of changing or amending the Constitution and Bylaws.
6. Regulate own members.
  - a. Participate in process of Board member recall.
  - b. Vote on nominations by President to fill vacancies occurring on the Executive Board.
7. Approve or terminate Associate memberships.
8. Dues and Assessments
  - a. Set dues and assessment amounts as needed to conduct Association business with any changes in amounts subject to approval by the General Membership.
  - b. Levy assessment amount of not more than Two Dollars for temporary monetary needs.
9. Keep records available for inspection by voting members.
10. Direct the manner of maintenance of all Association funds and assets.
11. Meetings
  - a. Determine the time and place of two (minimum) general membership meetings per year.
  - b. Meet at least four times each year.
12. Conduct business in such manner that the well-being of the Association will not be adversely affected by the unexpected illness or demise of any Officer or Executive Board member.
13. Transact all routine business of the Association.

## **VIII. ARSCE EXECUTIVE COMMITTEES**

### **1. Purpose of Executive Committees**

- a. To clearly establish who is responsible to handle certain ARSCE activities.
- b. To equitably distribute the work required to further ARSCE's goals among the elected and alternate Board members.
- c. To provide alternatives and training for members handling ARSCE activities.

### **2. Committee Chairperson**

- a. The Committee Chairperson is responsible to see that the duties of his/her committee are accomplished properly and in a timely manner. The chair may enlist additional members or non-members as needed.
- b. The Committee Chairperson will make committee member assignments for tasks or responsibilities, but will have the responsibility for the overall quality and timeliness of the committee's work.

### **3. Duties and Responsibilities**

- a. The ARSCE President will keep the Executive Board informed of the activities of the committees. To implement instructions and requests from the Board, or to generally further the goals of ARSCE, the President will make assignments for the committees through the respective chairpersons.
- b. The committee chairpersons will keep the President informed of significant committee events, and will complete tasks according to timetables mutually agreed upon by the chair and the President.

### **ARSCE Executive Board Committees**

- a. Communication
- b. Election
- c. Finance
- d. Legislation
- e. Program
- f. Audit
- g. Various ad hoc or sub-committees, as needed

## **a. COMMUNICATION COMMITTEE**

### **Duties**

The Committee oversees and directs informing and educating ARSCE members, City employees, government officials and the public in general on matters relating to the retirement system, or the activities and status of City retirees. The Committee shall be open to input from the membership.

### **Appointment**

The President will announce appointments to the Communication Committee at the July Executive Board meeting or, as soon thereafter as possible, matching interests of new Board members. The appointments will be for one year.

### **Members**

The Chairperson is a member of the Executive Board; the balance of the committee should consist of three (3) or more voting ARSCE members who may or may not be Board members.

### **Procedure**

The Communication Committee's responsibilities include:

The ARSCE News The Committee oversees the publication's content, method of publication and distribution, and ways to obtain appropriate information for publication.

The ARSCE website at [www.arsce.org](http://www.arsce.org) The Committee oversees the site's content, promotes its use, and utilizes it as a tool to communicate with ARSCE members and the general public.

News Media Releases The Committee prepares and provides to the news media information releases on matters in ARSCE's areas of concern.

Information Development The Committee prepares and assembles information sheets, position papers, status reports, etc. as necessary and appropriate to describe or clarify ARSCE related matters for government officials, the membership or the public.

Communication Coordination All communication matters should be developed and released with the approval and assistance of the CC. One exception is regular Board business conducted by ARSCE officers. This will allow the Communication Committee to assure the release of information that is accurate, consistent with ARSCE policies and avoids duplication and confusion in the organizations' official statements.

Membership Recruitment Provide newly retired City employees with information that would encourage them to become ARSCE members. Implement communication elements of other recruitment strategies as directed by the Board.

Membership Communication via E-mail Utilize e-mail to communicate with members according to ARSCE Executive Board Policy.

## **b. ELECTION COMMITTEE**

### **Duties**

The Committee will compile a list of candidates for Executive Board vacancies. Present candidate statements; prepare ballots; count ballots and report election results to the President no later than the end of March.

### **Appointment**

The President will announce appointments to the Election Committee at the July Executive Board meeting or, as soon thereafter as possible, matching interests of new Board members. The appointments will be for one year.

### **Members**

The Chairperson is a member of the Executive Board; the balance of the committee should consist of five (5) or more voting ARSCE members who may or may not be Board members.

### **Procedure**

According to a timetable determined by the President, the Committee shall place in nomination those member names the committee believes would be an asset on the Board. The Committee will prepare nominee background information and a ballot to deliver to all eligible voting members. The Committee will receive and tabulate the completed ballots and prepare a report to the President documenting the results of the voting.

### **Election Results**

Those elected will become Executive Board Members.

Those not elected will become Alternates and hold all duties of a Board Member **except** voting, **unless** a quorum of elected Executive Board Members is not present, **then** they may vote.

## **c. FINANCE COMMITTEE**

### **Duties**

The Committee will oversee the association's financial records, significant expenditures, investment of ARSCE's funds, plans for future expenditures, and generally provide advice of fiscal matters.

### **Appointment**

The President will announce appointments to the Finance Committee at the July Executive Board meeting or, as soon thereafter as possible, matching interests of new Board members. The appointments will be for one year.

### **Members**

The Chairperson is a member of the Executive Board; the balance of the committee should consist of one (1) or more voting ARSCE members who may or may not be Board members. In any fiscal year Finance Committee members shall not be members of the Audit Committee.

### **Procedure**

The Finance Committee will periodically review ARSCE's fiscal records and monetary balances for appropriateness and ease of use by the Board. The Committee may suggest changes as needed.

The committee will assist the Treasurer in suggesting short-term investments and deposits for ARSCE funds.

Provide advice and comment to the Board on any fiscal matters involving the association or the retirement system.

## **d. LEGISLATION COMMITTEE**

### **Duties**

The Committee will advise the Executive Board on matters relating to the City's pension system, and health care and insurance plans for City retirees. This will include considerations involving ARSCE's Bylaws, policies and procedures, as well as existing or proposed laws affecting the City pension plan.

### **Appointment**

The President will announce appointments to the Legislation Committee at the July Executive Board meeting or, as soon thereafter as possible, matching interests of new Board members. Typically the Vice President is asked to Chair this Committee. The appointments will be for one year.

### **Members**

The chairperson will appoint the balance of the committee composed of two (2) or more voting ARSCE members who may or may not be Board members. The chairperson may appoint additional members as necessary.

### **Procedure**

The Committee will advise the Executive Board about pension system laws, changes or need for changes, monitor the status of health plans or insurance effecting City retirees and evaluate any changes made or being contemplated and suggest actions ARSCE should take for the benefit of retirees.

When requested by the Executive Board or when the Committee deems it needed, the Committee will suggest Bylaw revisions or amendments, and suggest new or revised ARSCE policies or actions.

The Committee will prepare written proposals, information, position papers, etc. on current or present legislation for dissemination, in coordination with the Communication Committee, to ARSCE members, government officials or the public.

## **e. PROGRAM COMMITTEE**

### **Duties**

The Committee will direct and oversee arrangements for membership meetings, educational speakers or tours, entertainment events, tours for travel or similar membership events.

### **Appointment**

The President will announce appointments to the Program Committee at the July Executive Board meeting or, as soon thereafter as possible, matching interests of new Board members. The appointments will be for one year.

### **Members**

The chairperson should be a member of the Executive Board; the balance of the committee will be three (3) or more voting ARSCE members who may or may not be Board members. Subsequently, the chairperson may appoint additional members as necessary.

### **Procedure**

The Committee will rent or otherwise obtain halls or meeting facilities for ARSCE activities; provide decorations for the meeting facilities; arrange appropriate seating and food for ARSCE gatherings; secure reduced admissions fees and other special arrangements for events of interest to ARSCE members; arrange for entertainment during ARSCE gatherings or at other times; and select and offer to ARSCE members group tours to local or distant places.

## **f. AUDIT COMMITTEE**

### **Duties**

The Committee will examine the financial records of ARSCE for accuracy, completeness of information and appropriateness according to accepted business and accounting practices; and prepare a report to the President within 30 days after the end of the financial year (June 30). The report shall describe the Committee's findings, together with suggestions, if any, for improvements in ARSCE financial procedures.

### **Appointment**

The President will appoint an Audit Committee each year at a time appropriate to allow prompt examining of the financial records of ARSCE at the end of each fiscal year (no later than the June meeting).

### **Members**

The chairperson will be a member of the Executive Board; the balance of the committee will be two (2) or more voting ARSCE members who may or may not be Board members. Audit Committee members shall not concurrently be members of the F&B Committee.

### **Procedure**

At the end of the fiscal year, the Audit Committee chair will convene a meeting with the Treasurer and the Financial Secretary to review ARSCE's financial records. The chair will subsequently prepare a written report to the ARSCE President before August 1<sup>st</sup>, giving the Committee's consensus on their findings of the financial records, along with any comments or suggestions they may have for improvements to the Association's records or procedures.

If there are differing opinions among the committee on the topics reviewed, the chair will note any exceptions in the written report.

If requested by the Executive Board, the committee will provide information beyond their written report. The requested information will be given in an additional written report to the President.