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CONSTITUTION AND BYLAWS OF THE ASSOCIATION OF RETIRED SEATTLE CITY EMPLOYEES (Last amended September 12, 2012)

Article I Name

Section 1. The name of this organization shall be: "THE ASSOCIATION OF RETIRED SEATTLE CITY EMPLOYEES."

Article II Object

Section 1. Said corporation is organized exclusively for educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code of 1954. (Amended 10/75)

Section 2. To study the legislative and economic trends locally and nationally for the purpose of advising, informing and assisting in the well-being of all of our membership, and promote the general economic and livability of the City of Seattle. (Amended 10/75)

Section 3. To maintain a treasury by dues and assessment collections for the purpose of paying necessary expenses on behalf of the membership in the course of informing them of events and keeping of records necessary for maintaining this as a viable organization.

Section 4. To act in the capacity of a corporate body, properly attained through legal channels, as beneficiary or trustee of certain funds, and real and personal property left by deceased or living members, to be applied, used, managed or disposed of according to the wishes of the donor, grantor or testator.

Article III Membership

Membership of the Association shall consist of:

Section 1. Regular Members. Any retired City employee receiving a pension from the Seattle City Employee Retirement System, their spouses, and their surviving beneficiaries, and any active City employee vested in the Seattle City Employee Retirement System, may become a Regular Member of the Association upon payment of the annual dues. (Amended 5/80; 9/2012)

Section 2. Associate Members. Any citizen interested in the objectives of this Association or in rendering service thereto may become an Associate Member upon the approval of the Executive Board, upon payment of dues, and shall be entitled to all the privileges of this Association except the right to vote and to hold office. Associate Membership may be terminated by the majority vote of the Executive Board when sitting in regular meeting and without prior notice to such Associate Member. (Amended 5/80)

Section 3. Membership privileges. Membership privileges include the right to vote, hold office, serve on committees, attend meetings and to have voice in matters pertaining to the business of the Association. (Amended 5/80)

Article IV Officers

Section 1. The Executive Officers of this organization shall consist of President, Vice-President, Treasurer, Financial Secretary, Recording Secretary and Executive Board.

Section 2. The President and Vice-President shall be elected by the Executive Board sitting in regular session after each regular election and be from elected members of the Board. The Treasurer, Financial Secretary and Recording Secretary shall be appointed or reappointed annually by the Executive Board from the A.R.S.C.E. membership and serve at the pleasure of the Board. (Amended 6/89; 5/98; 9/98)

Section 3. The Executive Board shall consist of eighteen (18) members elected from the various departments of the City of Seattle and shall represent all members of the Association irrespective of the departments from which elected. (Amended 7/78; 5/80)

Section 4. Vacancies on the Executive Board shall be filled by nomination of the President and majority vote of the Executive Board. A vacancy will occur when a member resigns by voice or letter or when a member has missed three regular called meetings in a row without notifying the President or Recording Secretary of absences.

Article V Duties of Officers and Executive Board

Section 1. It shall be the duty of the Executive Officers and Executive Board to transact all routine business of the Association.

Section 2. The Executive Board shall outline policies of the Association and may submit any questions or subject matter to the membership-at-large for decision.

Section 3. The Executive Board shall contract for or install some method for making Association news available to the general membership on a periodic basis.

Section 4. The Executive Board shall set the amount of dues and assessments necessary for the operation of the Association and shall present changes of dues and assessment amounts to the general membership for approval.

Section 5. All committees formed for the purpose of conducting any business on behalf of the Association shall be chaired by a member of the Executive Board.

Section 6. The President shall call all regular Executive Board meetings and may call such extra meetings as business of the Association needs and will at the request of the Executive Board call extra Board or general membership meetings as needed.

Section 7. The Vice-President will act in place of the President whenever the President is unable to act in his elected capacity.

Section 8. The Recording Secretary shall keep all minutes of all regular or special called meetings of the Membership or Executive Board and shall work with the Financial Secretary in keeping all records of the membership as deemed necessary by the Executive Board. The Recording Secretary shall also mail or hand deliver copies of all minutes of all regular or special called meetings to all the officers and Executive Board members as soon as practicable after each such meeting. (Amended 5/80)

Section 9. All funds and assets of the Association shall be maintained in such manner as the Executive Board directs and all disbursements shall be done with the signatures of two of the duly elected or appointed Executive Officers (Art. IV, Section 1). It shall be the duty of the Financial Secretary to provide financial institutions needing signatures with updated signature cards of at least four of the Executive Officers as selected by the Executive Board. All disbursements shall be reported at the first Executive Board meeting after such disbursements. (Amended 6/83; 9/2000)

Section 10. All records shall be kept available for inspection, at reasonable times, by voting members of the Association.

Section 11. As this Association is composed of retired persons of variable age and physical condition, all business shall be conducted in such manner that the unexpected demise of any office or Executive Board member shall not adversely affect the welfare of the Association.

Section 12. There shall be an Audit Committee which shall conduct a formal audit of the financial records of the Association on an annual basis. It shall submit a report in writing to the President prior to the September Executive Board meeting. Copies of this audit shall be available for examination by any member of the Association (Amended 5/80)

Article VI Elections

Section 1. An Election Committee shall be selected by the President at least three (3) months prior to each election and shall be made up of one member of the Executive Board as chairperson and eight (8) voting members of the membership.

The Election Committee will canvas the membership for the necessary candidates to fill such positions due to expire or are otherwise vacant.

The Election Committee will prepare necessary ballots and list of candidates to be voted upon.

The Election Committee will count the ballots received and check as to their eligibility and report to the Executive Board the names of the successful candidates and certify such report as to the correctness of the election.

Section 2. Term of Office shall be three (3) years with six (6) vacancies available for election each year. (Amended 3/85)

Section 3. Only regular dues-paying members shall be eligible to vote or hold office in this Association.

Section 4. Vacancies shall be filled by the President and majority vote of the Executive Board for the unexpired term of the vacant positions.

Section 5. Any officer or Executive Board member may be recalled upon presentation to the Recording Secretary of a petition signed by twenty-five (25) members in good standing, stating the reasons for the recall action and the Executive Board acting as Trial Board without the accused officers sitting in the meeting, may by two-thirds (2/3) vote sustain the petition and declare the questioned position as vacant.

Article VII Dues and Assessments

Section 1. The dues for this Association shall be Twelve Dollars (\$12.00) per year and all monies received shall be used to defray necessary expenses of the Association, and dues shall be payable July 1st, the fiscal year being July 1 to June 30. (Amended 5/76; 7/78; 7/81; 3/90; 3/2002; 3/2011)

Section 2. Assessments may be levied by the Executive Board whenever additional needs of conducting the business of the Association shows a fund need of such temporary nature as to satisfy for an annual assessment

of not over Two Dollars (\$2.00).

Article VIII Meetings

Section 1. A general membership meeting shall be held a minimum of two (2) times per year, time and place to be determined by the Executive Board of the membership, and such time and place as announced shall be circulated by mail to all members of the Association.

Section 2. The Executive Board will meet at least four (4) times each year. As business matters develop that need the attention of the Association, the President is to call for a meeting of the Board.

Section 3. Nine (9) members shall constitute a quorum of the Executive Board. Upon the requested absence of a Board Member at an Executive Board meeting, the President or Recording Secretary may designate a duly elected Alternate Board Member at said meeting. (Amended 6/89)

Article IX Amendments

Section 1. The Constitution and Bylaws may be amended or changed by a two-thirds (2/3) vote of the voting members present at any regular meeting provided the following provisions have been complied with prior to the final vote.

Section 2. The amendment and/or change may be initiated from the floor of any business meeting or from appropriate committee or the Executive Board.

Section 3. The amendment and/or change will be referred to the Bylaws Committee for its action and recommendation of **DO PASS** or **DO NOT PASS** will be made. Upon completion of this action it will be referred to the Executive Board. (Amended 5/80)

Section 4. The Executive Board will review the amendment and/or change with the recommendation of **DO PASS** or **DO NOT PASS**. (Amended 5/80)

Section 5. The Executive Board will refer the amendment and/or change to the Editor for publication in the next issue of the ARSCE NEWSLETTER. (Amended 5/80)

Section 6. A proposed amendment and/or change shall become effective when it shall have been approved by a two-thirds (2/3) majority of the members present at the next general meeting. (Amended 5/80)

Article X Dissolution of Assets and Definitions

Section 1. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, trustee, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distribution in furtherance of the purposes set forth in Article II hereof. (Amended 10/75)

Section 2. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. (Amended 10/75)

Section 3. Notwithstanding any other provisions of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the 1954 Internal Revenue Code or future Internal Revenue Law. (Amended 10/75)

Section 4. Upon dissolution of the corporation, the Board of Trustees shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) as the Board of Trustees shall determine. (Amended 10/75)Any

such assets not disposed of, shall be disposed of by the Superior Court of King County, in which the principal office of the corporation is located, exclusively for such purposes or to such organizations, as said court shall determine, which are organized and operated exclusively for such purposes. (Amended 10/75)

Section 5. For the clarification of titles used in these bylaws, Constitution or Articles of Incorporation, the phrase "Director", "Trustee" or "Executive Board Member" shall mean the same, and "Board of Directors" or "Executive Board" will likewise be the same.

Article XI Use of Membership List

Section 1. Any use of the Association's mailing list other than for the ARSCE NEWSLETTER mailing shall require the approval of the Executive Board. (Amended 5/80)

Article XII Oath of Office

It shall be the duty of the President, or a member acting in his place, to administer the following oath of office to all duly elected officers of the Association.

"Do you and each of you solemnly promise that during your term of office to which you have been elected, that you will be diligent in the performance of our duties, prompt in your attendance at Executive Board sessions and faithful in the trust reposed in you by your fellow members, and that you will well and truly represent the organization to the best of your ability at all times? If so, manifest by answering "I will".

These Bylaws have been amended on the following dates: May 22, 1973, October 17, 1974, October 23, 1975, July 10, 1978, May 7, 1980, June 9, 1983, March 7, 1985, June 8, 1989, March 8, 1990, May 13, 1998, September 30, 1998, September 20, 2000, March 10, 2002, March 16, 2011, September 12, 2012.