

BYLAWS FOR
THE CALIFORNIA ALLIANCE FOR RETIRED AMERICANS

Passed: November 7, 2003, Revised April 30, 2004, Revised July 28, 2004,
Revised and approved at 3rd Annual Convention, Oct. 27, 2006
Revised and approved at 8th Annual Convention, October 18, 2011
Revised and approved at the 10th Annual Convention, October 2, 2013

ARTICLE I

Name and Principal Office

As provided in the Articles of Incorporation, the name of the corporation shall be the California Alliance for Retired Americans (CARA). The principle office shall be located in the State of California.

ARTICLE II

Purpose and Mission

1. Purpose.

The purpose of the CARA is to create a statewide network of organizations in order to educate and inform the membership, the public and elected officials about issues that affect the well being of senior citizens. The CARA will work towards advancing and achieving just and equitable living conditions for seniors within the state and the nation, consistent with the educational and social welfare purposes of an advocacy organization exempt from federal taxation under section 501(c)(4) of the Internal Revenue Code.

2. Mission.

The California Alliance for Retired Americans, CARA, unites retired workers, seniors and their families, and community groups to win social and economic justice, full civil rights, and a better, more secure life for ourselves, our families and future generations.

ARTICLE III

Relationship to National Alliance for Retired Americans

The CARA shall be affiliated at all times with the national Alliance for Retired Americans (ARA) and participate fully in its affairs. As a condition of maintaining its charter, the CARA shall comply with any and all rules and procedures that the national Alliance for Retired Americans may promulgate from time to time (including all applicable provisions of the Bylaws of the national Alliance for Retired Americans) governing, *inter alia*, structure, program, finances, accounting, and reporting, as well as the use of the name Alliance for Retired Americans which is owned exclusively by the national Alliance.

ARTICLE IV **Membership**

1. Categories of Membership.

CARA has one category of membership consisting of member organizations, which are only organizations and not individuals. CARA also uses the term “member” and “individual member” for individuals who join the Community Advocacy Network (CAN), the Californian individuals who join the ARA’s national network of community activists. These individual CAN members have no voting or legal rights on the CARA Board or at the Convention. The Board of Directors or the Convention may grant rights, duties or privileges to this class of individual members at any time, to encourage their volunteer leadership in activities.

2. Members of the Board of Directors.

Directors of the CARA Board may at times be referred to as members of the Board, but they do not have the official member status of the member organizations and their delegates.

3. Organizational Membership and Qualifications.

Member Organization status in the CARA shall be open to any organization within the State that has at least fifteen members, which supports the purposes and mission of the CARA, (as set forth in Article I of these Bylaws), and is reviewed and approved by the credentialing committee. The member organizations do not have to be incorporated. The Board shall have the authority to grant exceptions to the membership minimum of fifteen for good cause. Member organizations participate in elections, vote on declarations, participate fully in the annual convention, and make policy at the Convention, may query the Board on non-personnel and non-legal matters, and are the heart of the CARA network of activist seniors in California.

4. Organizational Charter.

An organization that seeks to become a member of the CARA must apply for a charter. The CARA Board of Directors will develop criteria and procedures with the national Alliance for issuing, maintaining, and revoking charters that affiliate the organization with both the CARA and the national Alliance. There will be no separate charters for membership in only the CARA or only the national Alliance.

5. Delegates of Member Organizations.

Member organizations are entitled to send delegates to the Convention. Members shall send a list of delegates to the Credentialing Committee of the Board (Article VII (10)) so they may authenticate delegate status prior to the Convention. No delegate shall be authenticated for the Convention unless a prior or accompanying letter is received from the governing body of the member organization, or president, chair or chief executive officer of the member organization. At the Convention, the Credentialing Committee shall have the final authority in seating delegates when a dispute exists.

6. Membership Voting Rights.

Members of this corporation shall have the right to vote, as set forth in these Bylaws, on:

- A. the election of Directors;
- B. the removal of directors pursuant to Section 5222 of the California Nonprofit Public Benefit Corporation Law;
- C. any amendment to these Bylaws that materially and adversely affects member voting rights, and all amendments to the Articles of Incorporation of this corporation, except for amendments permitted to be adopted by the Board of Directors alone under Section 5812(b) of the California Nonprofit Public Benefit Corporation Law;
- D. the disposition of all or substantially all of the assets of this corporation;
- E. any merger of this corporation;
- F. any dissolution of this corporation; and
- G. any other matters that may properly be presented to members for a vote, pursuant to this corporation's Articles, Bylaws, or action of the Board of Directors, or by operation of law.

7. Membership Inspection Rights.

- A. **Articles and Bylaws.** This corporation shall keep at its principal office in California current copies of the Articles of Incorporation and Bylaws of this corporation, which shall be open to inspection by members' at all reasonable times. If this corporation has no principal office in California, the Secretary shall furnish such copies to any member on written request.
- B. **Accounting Records; Minutes.** On written request, any member (through its designated representative or other agent or attorney) may inspect and copy the accounting books and records of this corporation and the minutes of the proceedings of the members, the Board, or any Board Committee, at any reasonable time and for a purpose reasonably related to the member's interests as a member.
- C. **Membership Records.** The right of members to have access to the membership records of this corporation shall be governed by Sections 6330 through 6332 of the California Nonprofit Public Benefit Corporation Law.

8. **Other Membership Rights.** In addition to the rights described in these Bylaws, members of this corporation shall have any other rights afforded voting members under the California Nonprofit Public Benefit Corporation Law.
9. **Assessments.** Memberships are not assessable for any payments over and above dues.
10. **Good Standing.** Those members who have paid the required dues, fees, and assessments, if any, and who are not suspended, shall be members in good standing of this corporation.
11. **Membership Roster.** This corporation shall keep a membership roster containing the name of each member and the last address provided to this corporation by the member for purposes of notice. The roster shall indicate whether a member is in good standing from time to time.
12. **Nonliability of Members.** No member of this corporation shall be personally liable for the debts, liabilities, or obligations of this corporation.
13. **Transferability of Memberships.** Membership in this corporation or any right arising therefrom, may not be transferred or assigned. Any attempted transfer shall be void.
14. **Designated Representatives.** Members of this corporation are organizations, and must exercise all the rights and obligations of membership in this corporation, including the right to vote, through the member organization's designated representative. Each member shall designate its representative in a writing executed by an authorized officer of the organization delivered to the Secretary of this corporation, which shall be retained with the membership records of this corporation. A member may change its designated representative at any time and from time to time in the same manner.
15. **Termination of Membership.** Membership in this corporation shall continue until terminated as provided in this Section, or until the member dissolves, or resigns in writing delivered to the Secretary or President of this corporation. No such resignation shall relieve the resigning member of any accrued but unpaid obligations of such member to this corporation.
 - A. **Basis for Termination.** Membership in the corporation shall terminate upon the occurrence of any of the following events or conditions:
 - i. **Expiration.** If a membership is issued for a period of time, such membership shall automatically terminate when such period of time has elapsed, unless the member elects to renew the membership.

ii. **Nonpayment of Dues.** A member's membership in this corporation shall automatically terminate thirty days after such member is sent written notice of the failure to pay dues or fees on or before their due date. A member may avoid such termination by paying the amount of delinquent dues or fees, together with any interest thereon, within such thirty-day period.

iii. **Failure to Qualify.** On a good faith finding by the Board of Directors, made in accordance with this Section, that a member no longer meets the qualifications set forth in Article IV, Section 3, such member's membership in this corporation shall terminate.

iv. **Interests of Corporation.** On a good faith finding by the Board of Directors, made in accordance with this Section, that continued participation by the member in this corporation as a member is not in the best interests of this corporation and the furtherance of its purposes.

B. Termination Procedures. In the case of proposed termination of a membership under subsection A. iii or iv above, the following procedures shall apply:

i. **Notice.** This corporation shall send a written notice to the member, setting forth the proposal for termination, the reasons for it, the date on which the proposed termination shall become effective, and the date, time, and place (if any) of the hearing described in the next subsection. Such notice shall be sent at least fifteen days before the proposed date of termination, and at least ten days before the date set for the hearing, by first-class or registered mail, to the last address provided by the member to the corporation for purposes of notice.

ii. **Hearing.** The member shall be given an opportunity to be heard, either orally or in writing, not less than five days before the effective date of the proposed termination, by the Board or the person or committee authorized by the Board to decide whether the proposed termination will take place. If the member does not appear and has not notified the Secretary of any adequate reason therefor, or chooses not to appear at the hearing, the termination shall be effective automatically on the proposed date of termination.

iii. **Determination.** Following the hearing date, the Board (or the person or committee authorized by the Board to decide whether the proposed termination will take place) shall decide whether or not the member should in fact be terminated, suspended, or sanctioned in some other way. That decision shall be final, and the member shall be promptly notified of it. If a member is terminated hereunder, all membership rights of such member in the corporation shall cease on the effective date of the termination stated in the notice given pursuant to subsection B.i. above.

iv. **Refund.** The Board may determine whether any organization whose membership has been terminated or suspended shall receive a refund of any dues already paid. Any refund shall be prorated to return only the unaccrued balance remaining for the period of the dues payment.

ARTICLE V
Membership Fees

1. Membership Fee.

An organization that holds a charter from the CARA must pay an annual membership fee, set forth in section 2. The Board may periodically revise the membership fees. The annual membership fees shall be paid each January for the calendar year.

2. Payment schedule.

The original schedule for membership fees is as follows, but the Board or Convention may periodically revise this or approve exceptions.

<u>Number of members</u>	<u>Fee</u>	
0015 – 0050	\$050.00	(1 voting delegate)
0051 – 0100	\$100.00	(2 voting delegates)
0101 - 0250	\$250.00	(3 voting delegates)
0251 - 0500	\$500.00	(4 voting delegates)
0501 – 800	\$800.00	(5 voting delegates)
0801 and over	\$1000.00+	(6 voting delegates)

3. Contributing and Sustaining Members.

There will be a membership fee for any organization that wishes to become a Contributing or Sustaining Member of the CARA. The membership fee for these Contributing Members will be between \$2000 - \$4,999 payable each January. The membership fee for Sustaining Members will be at least \$5000 payable each January. While no extra rights are granted in these by-laws, the Board may bestow honors or recognition upon Contributing and Sustaining members.

ARTICLE VI
Officers

1. Elected Officers.

The CARA shall have three Executive Officers: President, Treasurer, and Secretary who shall also be members of the Board of Directors. The duties and powers of the Officers shall be as provided in these Bylaws and shall be those customarily exercised by corporate officers holding such office. One Officer shall come from a community based, non-labor organization. The Executive Officers shall comprise the Executive Committee, which shall be granted all the powers of the Board between meetings.

2. Duties of Executive Officers.

A. President; designation as Chief Executive Officer.

The President shall be a member of a CARA member organization and shall be elected by the delegates to the Convention. The President shall serve as the political leader and chief spokesperson of the CARA and its representative in all public matters. The President shall chair all meetings of the Board and the Convention and shall exercise general oversight of the CARA. The President also may be assigned other powers and duties by the Board or these Bylaws.

The President shall be the Chief Executive Officer of CARA.

B. Treasurer.

The Treasurer shall be a member of a CARA member organization and shall be elected by the delegates to the Convention. The Treasurer will have responsibility for overseeing the financial affairs of the CARA and will make a financial report to the Board at each of its regular meetings. The Treasurer shall make a review of the books available to any member and to an ARA designee upon written request. The Treasurer shall perform the functions of the President if the President refuses or becomes temporarily unable, or until the President's successor is chosen. The Treasurer also may be assigned other powers and duties by the Board or these Bylaws.

C. Secretary.

The Secretary shall be a member of a CARA member organization and shall be elected by the delegates to the Convention. The Secretary shall keep the official records of the CARA, take minutes of all Board meetings and the Convention, and have responsibility for correspondence on behalf of the CARA. In the event that the Treasurer is called upon but unable to perform the functions of the President, then the Secretary shall perform those functions until a successor to the President is chosen. The Treasurer also may be assigned other powers and duties by the Board or these Bylaws.

3. Executive Officer Terms.

Vice-Presidents defined in Article VII are not executive officers or corporate officers; the Executive Officers are the only corporate officers.

ARTICLE VII
Board of Directors

1. Authority.

All policies and activities of the CARA are set by the Board of Directors between Conventions. Fiduciary responsibility for the CARA lies with the Board of Directors. The Board of Directors shall manage the affairs of the CARA. It shall possess, and exercise, any and all powers granted to it under applicable laws of California, the Articles of Incorporation, and these Bylaws.

2. Composition.

There shall be no more than two members from the same union or community based organization. The Board shall consist of the following members:

- A. There shall be three Officers: President, Treasurer and Secretary elected at the Convention;
- B. There shall be no less than nine and no more than twenty Vice Presidents, each designated by one of twenty unions who are members of the CARA and that have the largest retiree membership in California. Retiree membership shall be determined by the number of retirees within the state on whose behalf the affiliated union pays a membership fee to the CARA and who also have become members of the national Alliance. The appointed Vice President must be a member or staff of a member organization affiliated with such union. If any of the twenty unions fails to join, pay fees or appoint a Vice President, the Board or the Convention may seek the next largest union for the Board, and then down the list.
- C. There shall be no less than nine and no more than twenty Community Vice Presidents elected by plurality at the Convention in the Community Based Organization caucus. These Vice Presidents must be staff or members from member organizations of the CARA.
- D. There shall be three Vice Presidents designated in writing by the California Labor Federation Executive Secretary-Treasurer who, in his or her judgment, have demonstrated a commitment to the issues engaged in by the CARA. The Board shall receive the designating document through an Executive Officer or Executive Director, and it shall be filed by the Secretary with the proceedings of the Board of Directors.
- E. Any Alliance for Retired Americans Board Member residing in California shall be an ex-officio member of the CARA Board with voice and vote.
- F. At Large members may be appointed by the Board, to reflect the diversity of the California senior population, and to represent the CARA Action Teams if there are no representatives on the board from that area through one of the other categories of Board membership.

3. Terms.

Terms of office for the Directors of the CARA shall be four years. In order to create staggered terms of office, the Vice Presidents described in subparagraphs B, C, & D shall each be divided into three equal groups. The first group shall be elected to a term of one year; the second group shall be elected to a term of two years; and the third group shall be elected to a term of three years. Thereafter, all of these Vice Presidents shall be elected to a term of four years.

4. Meetings.

Regular meetings of the Board shall be held at least once a year. Special meetings may be called by the President or upon the written request of one-third (1/3) of the Directors. Meetings shall be run under Robert's Rules of Order, Newly Revised, unless modified by these Bylaws or Board majority vote.

5. Quorum and Voting.

A majority of the sitting Directors as fixed in these Bylaws shall constitute a quorum for the transaction of any business. When a quorum is once present to organize a meeting, it is not broken by the subsequent departure of one or more Directors. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for such meeting.

In votes of the Board, there shall be no voting by polling, faxing or email. There shall be no proxies or alternates. Board meetings may be conducted entirely or in part by telephone or videoconferencing.

6. Notice.

At least ten days notice shall be given to each Director of a regular meeting of the Board. A special meeting of the Board may be held upon notice of two days. Notice of a meeting of the Board shall specify the date, time, and place of the meeting, but, except as provided in Article X of these Bylaws, need not specify the purpose for the meeting or the business to be conducted. Notice must be either delivered personally to each Board Director or mailed (including the sending of a fax or electronic mail) to his or her designated business address. If such notice is given by mail, it shall be deemed delivered when deposited in the United States mail properly addressed and with postage prepaid thereon. If such notice is given by fax or electronic mail, it shall be deemed delivered when transmitted.

7. Compensation.

Directors of the Board shall serve without compensation, but may be reimbursed for any authorized expenses incurred on behalf of the CARA. No loans shall be made to Directors.

8. Committees.

The Board may create committees consisting of Directors of the Board or other persons, who shall have such authority as described in Article VII.

9. Executive Director.

The Board may appoint an Executive Director and set his or her compensation. The Board may remove the Executive Director. The Executive Director shall run the day-to-day affairs of the CARA including, but not limited to, hiring and firing employees, submitting an annual budget to the Board, and overseeing the programs and operations of the CARA.

10. Minimum Qualifications for Directors.

The minimum requirements for Directors are:

- A. The Director must be a member of a member organization, and the member organization status must be current and consistent with CARA goals and mission;
- B. Must agree to the principals and mission of CARA;
- C. Must agree to regularly attend Board meetings and the Convention and to send regrets and a reason for absence.
- D. Must agree to behave respectfully to member organizations, delegates and other Directors, and not engage in conflicts of interest with CARA.
- E. No more than two Directors shall represent the same organization.

11. Credentialing Committee.

The Credentialing Committee of the Board shall be constituted to sit between and during Conventions. The Credentialing Committee shall:

- A. Authenticate qualifications for member status in the CARA.
- B. Recommend removal of organizations from membership,
- C. Authenticate delegate status to the Convention and therefore seat delegates, or reject, unless overrode by the Board,
- D. Authenticate qualifications for the Board,
- E. Recommend to the Board removal of Directors.
- F. Recommend to the Board exceptions to member organization fees.

12. Vacancies. Replacement of Directors or Executive Officers.

Vacancies in all elected offices, except the Presidency, shall be filled by appointment by the President until the next Convention; but that office, retaining the remainder of its term, shall be put an election at the next Convention. If the Presidency is a vacant office, the Treasurer (or if vacant, the Secretary) shall take over those duties and the title "Acting President" until the next Convention, at which time there shall be an election for the office for the remainder of the term. If all the Executive Offices are vacant, the Board shall immediately meet to appoint an interim President to serve until the next Convention.

Vacancies in designated offices may only be replaced by the designators in this Section 2 (B) or Section 2 (D).

13. Removal for Cause.

Any Board Director, delegate or member organization may request removal of a Director for cause. The request shall be heard first by the Credentialing Committee. The Credentialing Committee of the Board may recommend and the Board may remove any Director for cause. It shall constitute "cause" if a Director misses more than three consecutive Board meetings without excuse, or violates the purpose and mission of CARA, or acts inappropriately to other Directors or delegates of member organizations, or who shall be convicted of a felony while in office, or whose other affiliations or activities are deemed a conflict of interest. Change of status or activity of the member organization may be considered in cause for removal.

14. Removal Without Cause.

The Board or the Convention reserves the right to remove a Director without cause at any time, by majority vote. Designated Directors may also be removed by the designator, with or without cause as determined by him/her, in writing.

ARTICLE VIII
Annual Convention

1. Time, Place and Purpose.

The CARA shall hold an Annual Convention at a location to be determined by the Board. Elections for President, Treasurer, Secretary, and the Community Vice Presidents shall take place at the Convention. Constitutional conventions will be held during the even number years. During the odd numbered years, Regional conventions will be held with at least two regions (north and south) and other regions as deemed appropriate by the Board of Directors.

2. Voting Strength; Delegates.

All CARA Board members are voting delegates. Each member organization shall be entitled to one delegate for every 100 members or fraction thereof. Organizations with less than 100 members shall be entitled to one delegate. The maximum number of delegates per member organization shall be five. Only registered and authenticated delegates are entitled to vote. No delegate shall cast a vote for another organization.

3. Voting for Community Vice Presidents.

The Community Vice Presidents described in Article VII (2)(C) of these Bylaws shall be elected by delegates from community-based, or labor or professional organizations at a caucus held during the Convention. The candidates with the highest number of votes, up to the number of vacancies to be filled, shall be declared the winners of the election.

There shall be no voting by polling, faxing or mail. There shall be no proxies or alternates.

ARTICLE IX
Miscellaneous Provisions

1. Fiscal Year.

The annual accounting period of the CARA shall be the calendar year, January 1 to December 31.

2. Payment

All checks, drafts or other orders for the payment of claims shall be signed by any two of the following people: President, Treasurer, Secretary and Executive Director.

3. Contracts

Contracts of \$3,000 or less may be entered into by the Executive Director, but contracts above that amount shall require prior Board approval. All notes or other evidences of indebtedness for the CARA, shall be approved by the Board.

ARTICLE X
Committees

1. Board Committees.

The Board of Directors may, by resolution adopted by a majority of the directors then in office, create any number of Board Committees, each consisting of two or more Directors, and only of Directors, to serve at the pleasure of the Board. Appointments to any Board Committee shall be by appointment by the President and approval of the Board. The President is a member of all Board Committees. Board Committees may be given all the authority of the Board, except for the powers to:

- A.** fill vacancies on the Board of Directors or on any Board Committee;
- B.** fix compensation of Directors for serving on the Board or any Board Committee;
 - i.** amend or repeal these Bylaws or adopt new Bylaws;
 - ii.** approve amendments to the Articles of Incorporation of this corporation;
 - iii.** amend or repeal any resolution of the Board of Directors which by its express terms is not so amendable or repealable;
 - iv.** create any other Board Committees or appoint the members of any Board Committees;
 - v.** spend corporate funds to support a nominee for Director or

- vi. approve any merger, reorganization, voluntary dissolution, or disposition of substantially all of the assets of this corporation.

2. Advisory Committees.

The Board of Directors may establish one or more Advisory Committees to the Board. The members of any Advisory Committee may consist of Directors or non-Directors and may be appointed by the President or as the Board determines. Advisory committees may not exercise the authority of the Board to make decisions on behalf of this corporation, but shall be restricted to making recommendations to the Board or Board Committees, and implementing Board or Board Committee decisions and policies under the supervision and control of the Board or Board Committee. The President is a member of all Advisory Committees.

3. Meetings.

A. Of Board Committees. Meetings and actions of Board Committees shall be governed by and held and taken in accordance with the provisions of Article VII of these Bylaws concerning meetings and actions of the Board of Directors, with such changes in the content of those Bylaws as are necessary to substitute the Board Committee and its members for the Board of Directors and its members. Minutes shall be kept of each meeting of any Board Committee and shall be filed with the corporate records.

B. Of Advisory Committees. Subject to the authority of the Board of Directors, Advisory Committees may determine their own meeting rules and whether minutes shall be kept.

The Board of Directors may adopt rules for the governance of any Board or Advisory Committee not inconsistent with the provisions of these Bylaws.

ARTICLE XI
Amendments

The Convention by delegate action may amend these bylaws with 30 days written notice by a member organization or Director and a majority vote for approval. The Board of Directors by two-thirds vote may amend these bylaws, as long as those amendments do not materially and adversely affect member organization rights.