



BYLAWS

STATE ASSOCIATION OF COUNTY RETIREMENT SYSTEMS

ARTICLE I

NAME, MISSION, PURPOSES AND GENERAL POLICY

Section 1. Name. The name of this corporation is State Association of County Retirement Systems (“SACRS”).

Section 2. Mission. The mission of this organization shall be to serve the 1937 Act Retirement Systems by exchanging information, providing education and analyzing legislation.

Section 3. General Purpose. SACRS is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the California Nonprofit Public Benefit Corporation Law for public purposes.

Section 4. Specific Purpose. The specific and primary purposes of SACRS are to provide forums for disseminating knowledge of and developing expertise in the operation of county retirement systems existing under the County Employees Retirement Law of 1937 as set forth in California Government Code section 31450 et. seq., and to foster and take an active role in the legislative process as it affects county retirement systems.

Section 5. Limitations. SACRS is organized exclusively for purposes within the meaning of Section 501(c)(4) of the Internal Revenue Code of 1986, as amended (the “Code”), or the corresponding provisions of any future United States Internal Revenue Law. Notwithstanding any other provision of these Bylaws, SACRS shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of SACRS, and SACRS shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(4) of the Code or the corresponding provisions of any future United States Internal Revenue Law.

Section 6. Private Benefit. All of SACRS’ property is irrevocably dedicated to social welfare purposes. No part of the net earnings of SACRS shall inure to the benefit of any of its Directors, or any other person or individual.

Section 7. Use of SACRS’ Intellectual Property. The SACRS’ name, logo, member database, copyrighted materials, trademarks, intellectual property, or any photographs and materials appearing on SACRS’ website or in any SACRS’ written materials (collectively, the “SACRS’ Intellectual Property”) cannot be used for advertising, solicitation, or for any other purpose by any member without the prior written approval of the Board. In addition, no member may write for publication, hold any type seminar, or conduct a member survey under the name or authority of SACRS without the prior written approval of the Board.

ARTICLE II

OFFICES

Section 1. Offices. The principal office for the transaction of the business, activities and affairs of SACRS is located in Sacramento, California. The Board of Directors of SACRS (the “Board”) may change the principal office from one location to another.

Section 2. Branch Offices. Branch or subordinate offices may be established at any time by the Board at any place or places.

ARTICLE III

MEMBERSHIP

Section 1. Membership. SACRS shall be composed of regular, associate, nonprofit and affiliate members as hereinafter defined.

- A. Regular Membership. Regular membership shall be extended to all duly elected or appointed members of County Retirement and Investments Boards operating under the County Employees Retirement Law of 1937, California Government Code 31450 et seq. Regular membership shall also be extended to the Administrator of a system operating under the County Employees Retirement Law of 1937 when said Administrator is employed by and reports directly to the Retirement Board of the Member county.
- B. Associate Membership. Associate membership shall be extended to (i) the staff of County Retirement and/or Investment Boards; (ii) those staff of the County Treasurer whose specific duties are retirement related; and (iii) legal counsel advising County Retirement and Investment Boards.
- C. Nonprofit Membership. Nonprofit organizations having an active interest in the purpose of SACRS may be extended nonprofit membership upon (i) the appropriate letter of application approved by the majority vote of the Board, and (ii) payment of the annual Nonprofit membership dues as set forth under Article III, Sections 5 and 6 herein. Nonprofit members will be comprised of two distinct tiers as follows: (i) Nonprofit Retirement Systems - defined as public retirement systems not eligible for regular membership; and (ii) Nonprofit Organizations - defined as nonprofit organization other than public retirement systems.
- D. Affiliate Membership. Affiliate membership may be extended to a retirement-related business or institutional investment-related company or firm on a first come, first served basis as follows: (i) submission of an appropriate letter of application approved by a majority vote of the Board; and (ii) payment of the annual Affiliate membership dues as set forth under Article III, Sections 5 and 6 herein.
- E. Past Presidents. Past Presidents who are no longer eligible for regular membership under Article III, Section 1(A), and who are not eligible for associate or affiliate membership under Article III, Section 1(B) and (D), shall be afforded lifetime

membership and the privileges of membership held in the name of SACRS; and shall have their annual regular membership dues as defined in Article III, Section 5(A) and conference registration fees waived by SACRS.

Section 2. Rights of Regular Membership. Regular member County Retirement Systems shall have the right to vote, as set forth in these Bylaws, on (i) the election of the Officers/Directors, (ii) the disposition of all or substantially all of the corporation's assets, (iii) any merger and its principal terms and any amendment of those terms, and (iv) any election to dissolve the corporation. In addition, the regular member County Retirement Systems shall have all rights afforded members under the California Nonprofit Public Benefit Corporation Law.

Section 3. Rights of Associate and Affiliate Membership. Associate and affiliate members shall be accorded all the rights and privileges to which any regular member is entitled except the right to vote and as specifically restricted in the Articles of Incorporation and these Bylaws.

All associate and affiliate memberships shall be held in the name of the County Retirement System, organization or firm. Membership shall not be personal to an individual.

Affiliate member organizations must designate two (2) representatives by name, on their Letter of Application. Only the Affiliate's two (2) designated representatives shall be afforded registration at SACRS meetings unless specific exceptions are made by a majority vote of the Board.

Section 4. Rights of Nonprofit Membership. Nonprofit Retirement Systems may have up to ten (10) delegates attend the regular meetings, and Nonprofit Organizations may have up to two (2) delegates attend the regular meetings. Nonprofit members are not entitled to vote.

Section 5. Membership Dues and Fees.

- A. Regular Members. Regular member County Retirement Systems shall pay annual dues as approved by the organization's delegates at any noticed meeting. This fee shall, in addition to a regular membership, entitle the member systems to an annual associate membership under Article III, Section 1(B) herein.
- B. Nonprofit Members. Nonprofit members shall pay annual dues in any amount determined by the Board.
- C. Affiliates. Affiliate members shall pay annual dues in any amount determined by the Board.
- D. Registration. Registration fees for meetings may be charged to all members in addition to annual dues.

Section 6. Payment of Annual Dues. Annual dues are due and payable July 1 and are delinquent July 31 of each year. Registration fees are due at the discretion of the Board.

Section 7. Membership Code of Conduct.

- A. Policy against Harassment, Discrimination, and Retaliation. SACRS is committed to providing an environment free from harassment and maintains a strict policy that forbids sexual harassment and other harassment, discrimination and retaliation based on race, color, national origin, ancestry, religion and religious creed, political affiliation, citizenship, sex, gender, gender identity, sexual orientation, age, pregnancy or breastfeeding, medical conditions, marital status, medical condition, physical or mental disability, or any other protected classification under federal, state or local law.

- B. Standard of Decorum and Professionalism. SACRS members, representatives, family members, and guests are expected to maintain appropriate decorum and professionalism to improve the deliberative process and foster the integrity of the SACRS community. Verbal or non-verbal conduct which has the purpose or effect of affecting a person’s dignity or creating an intimidating, hostile, degrading, humiliating or offensive environment will not be tolerated, regardless of whether such behavior amounts to unlawful conduct. Such inappropriate behavior includes, but is not limited to, the use of profanity, threats, offensive gestures, racial slurs, ethnic jokes, posting of offensive statements or pictures, derogatory remarks, insults, epithets, verbal or physical conduct that a reasonable person would find threatening, intimidating, or humiliating, assault or other unwelcome physical conduct, or other similar conduct.

- C. Penalties for Violation. Any person found in violation of the SACRS Code of Conduct by the Board of Directors may, within the discretion of Board of Directors and as permitted by law, be temporarily or permanently barred from attending or participating in any SACRS conference, meeting, function, or event. Any member found in violation of the SACRS Code of Conduct by the Board of Directors may be subject to penalty within the discretion of Board of Directors and as permitted by law, including but not limited to:
 - (1) Warning and/or Censure;
 - (2) Suspension or revocation of the privileges of any member or their designated representatives;
 - (3) Suspension of membership; and,
 - (4) Termination of membership.

- D. Affiliate Guidelines. Affiliate Members are and remain subject to additional guidelines as have been or may be approved by the Board.

- E. No Duty. Although SACRS endeavors to create a respectful and welcoming environment for its membership, representatives, and other guests, it does not by this Code of Conduct or any other act, voluntarily assume a duty to do so, except as otherwise required by federal, state, or local law.

Section 8. Termination of Membership. A membership shall terminate on the occurrence of any of the following events:

- A. Resignation of the member;
- B. The member's failure to pay dues, fees, or assessments as set by the Board by July 31 of each year;
- C. Any event that renders the member ineligible for membership, or failure to satisfy membership qualifications; or
- D. Termination of membership pursuant to Article III Section 10 of these Bylaws based on the good faith determination by the Board, or a committee or person authorized by the Board to make such a determination, that the member has failed to observe these Bylaws and/or SACRS' rules of conduct, or has engaged in conduct prejudicial to SACRS' purposes, interests and tax-exempt status.

Section 9. Suspension of Membership. A member may be suspended, under Article III Section 10 of these Bylaws, based on the good faith determination by the Board, or a committee or person authorized by the Board to make such a determination, that the member has failed to observe these Bylaws and/or SACRS' rules of conduct, or has engaged in conduct prejudicial to SACRS' purposes, interests and tax-exempt status.

Section 10. Procedure for Termination or Suspension of Membership. If grounds appear to exist for terminating or suspending a member under Article III Sections 8 and 9, respectively, of these Bylaws, the following procedure shall be followed:

- A. The Board shall give the member at least 15 days' prior notice of the proposed suspension or termination, and the reasons for the proposed suspension or termination. Notice shall be given by any method reasonably calculated to provide actual notice. Notice given by mail shall be sent by first-class or registered mail to the member's last address as shown on SACRS' records.
- B. The member shall be given an opportunity to be heard, either orally or in writing, at least 5 days before the effective date of the proposed suspension or termination. The hearing shall be held, or the written statement considered, by the Board or by a committee or person authorized by the Board, to determine whether the suspension or termination should occur.
- C. The Board, committee, or person shall decide whether the member should be suspended, expelled, or sanctioned in any way. The decision of the Board, committee, or person shall be final.
- D. Any action challenging an expulsion, suspension, or termination of membership, including a claim alleging defective notice, must be commenced within one year after the date of the expulsion, suspension, or termination.

ARTICLE IV
DELEGATES

Section 1. Delegates. Regular member County Retirement Systems shall be entitled to one (1) voting delegate. The delegate shall be designated in writing by the County Retirement Board and shall be a regular member from the member County Retirement System consistent with Article III, Section 1(A) herein.

Section 2. Alternate Delegates. Alternate delegates may be designated in writing by the member County Retirement Board.

Section 3. Voting by Delegates/Alternative Delegates. Voting delegates serve as a proxy for their respective County Retirement System. The delegate or alternative delegate shall vote as directed by their respective County Retirement System.

Section 4. Credentials. Credentials for the delegates who are voting participants shall be filed with the Credentials Committee in writing prior to any meeting of SACRS at which voting will take place. Credentials shall include the names of the member County Retirement System, the delegate and alternate delegates, if any, consistent with Article IV, Sections 1 and 2 of these Bylaws.

ARTICLE V
MEMBER MEETINGS

Section 1. Regular Meetings. The membership shall meet to conduct SACRS business once in the Spring and once in the Fall of each calendar year. These meetings shall be referred to as regular meetings.

Section 2. Special Meetings. Special meetings of the membership may be called by (i) a resolution of the membership at a meeting, or (ii) a majority vote of the Board.

Section 3. Site Selection for Meetings. The meeting sites shall be designated by the Board.

Section 4. Agenda for Business Meetings. The Board shall be responsible for the final agenda of all SACRS meetings. The business meeting agendas shall be mailed by first-class postage or provided by electronic transmission to all members no later than ten (10) days prior to any meeting.

Section 5. Quorum. The presence of eleven (11) credentialed delegates (as defined in Article IV, Section 4) shall constitute a quorum for the transaction of business at all SACRS meetings. If, however, the attendance or participation by mail or electronic transmission at any SACRS meeting, whether in person or by proxy, is less than one-third (1/3) of the voting power, the credentialed delegates may vote only on those matters specified in the meeting agenda described in Article V, Section 4 herein. Meetings may be restricted to regular members only by a majority vote of the quorum present.

Section 6. Voting. Voting at meetings of SACRS shall be the exclusive privilege of the delegates or alternate delegates. Voting delegates or alternate delegates must have proper

credentials on file consistent with Article IV, Section 4 herein prior to voting. Each delegate or alternate delegate may cast one (1) vote on each matter submitted to vote of the members. A simple majority vote of the quorum present at a meeting shall pass all issues considered by the regular membership unless otherwise specified in the Articles of Incorporation or these Bylaws.

- A. Voting at In-Person Meetings. Voting at in-person meetings shall be by open roll-call. A roll-call vote of delegates and alternate delegates shall decide any voice vote in doubt by the regular members present.

- B. Voting by Mail or Electronic Transmission. Any matter of business to be voted upon by the delegates or alternate delegates, including the election of officers and Directors, may be submitted by mail or electronic transmission to all of the delegates or alternate delegates for their written vote without a meeting at the motion and approval of a majority of the members of the Board.

The Board shall prescribe in a written resolution the procedures necessary to conduct the election or obtain approval by the members on any matter submitted by mail to all the delegates or alternate delegates entitled to vote.

Voting by mail or electronic transmission shall be valid only if the following conditions are met:

- (1) The number of votes cast must equal or exceed the number of delegates or alternate delegates constituting a quorum as provided in Article V, Section 5, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting of the delegates or alternate delegates present in person or proxy as provided in this Article V.

- (2) The written ballots shall be mailed or transmitted to the address appearing on the delegates or alternate delegates list that shall be maintained by SACRS.

- (3) All solicitations of written ballots by mail or electronic transmission shall (i) indicate the number of responses needed to meet the quorum requirement, (ii) state the percentage of approvals necessary to pass the matter submitted to the delegates or alternate delegates, and (iii) specify the date and time by which and the address at which the ballot must be received in order to be counted.

- (4) The results of an election or the vote to approve or disapprove any matter submitted by written ballot to the delegates or alternate delegates by mail and electronic transmission must be certified by the President and the Secretary in the minutes of the Board meeting following the determination of the results of the vote. The certification shall also certify that the written

ballot was conducted in conformity with the provisions of applicable law and these Bylaws.

Nothing in this section shall preclude the Board of Directors from employing third parties to conduct or assist in conducting a written ballot by mail in accordance with applicable law, regulations and these bylaws.

Section 7. Proxy. A delegate may issue his or her proxy to an alternate delegate from the same member County Retirement System. All proxies must be in writing, signed and filed with the Credentials Committee prior to voting.

Section 8. Procedures. All meetings of SACRS shall be governed by Robert's Rules of Order unless other rules are specifically provided herein. The rules shall be interpreted at meetings, as necessary, by a parliamentarian appointed by the President prior to the first order of business.

Section 9. Resolutions. Any regular, associate and non-profit member may submit resolutions for consideration by the regular membership at any meeting. Submission of such resolutions shall be made in writing and sent by certified mail to the President at least thirty (30) days prior to any meeting of SACRS.

Section 10. Travel Expenses. The travel expenses incurred by officers and committee members may be reimbursed in accordance with the current SACRS travel policy.

Section 11. Meetings of Members by Electronic Transmission. A meeting of the members may also be conducted, in whole or in part, by electronic transmission by and to SACRS under Article V, Section 12, or by electronic video screen communication if SACRS implements reasonable measures to provide members a reasonable opportunity to participate in and for the delegates or alternate delegates to vote on matters submitted to the members, including an opportunity to read or hear the proceedings substantially concurrently with the proceedings. A record of any votes or other actions taken at a meeting by electronic transmission shall be maintained by SACRS.

Section 12. Notice, Ballots and Other Communications to Members by Electronic Transmission.

- A. Notices, Ballots and Other Communications. For any notice, ballot, or other communication which is required by these Bylaws or the Board to be mailed to members, mailed by member to SACRS, or given to Directors or committees, such notice, ballot, or other communication may be delivered by electronic transmission, provided that the electronic transmission meets the requirements in Article XVIII, Section 2-B.
- B. Consent. Electronic transmission of notices or other communications shall only be made to members who have provided an unrevoked consent to the use of that means of electronic communication in accordance with this paragraph. The consent must describe (i) any right of the recipient to have the record provided or made available on paper or in non-electronic form; (ii) whether the consent applies only to that

transmission, to specified categories of communications, or to all communications from SACRS; and (iii) the procedures required to withdraw consent.

Any request by SACRS to members to conduct meetings by electronic transmission shall also include a notice that absent consent of the member to communicate by electronic transmission or hold a meeting by electronic means, the meeting shall be held at the physical location established in accordance with these Bylaws.

ARTICLE VI

OFFICERS

Section 1. Officers. The officers of SACRS, upon being elected, shall serve on the Board. The officers of SACRS shall be the President, the Vice-President, the Secretary, and the Treasurer.

Section 2. Election and Qualification. The officers of SACRS shall be regular members of SACRS. The officers shall be elected pursuant to the procedure described in Article VIII, Section 2 by a majority vote of the quorum of delegates and alternate delegates present at the first meeting in each calendar year.

Section 3. Resignation of Officers. Any officer may resign pursuant to the procedure described in Article VIII, Section 7, however said Article VIII, Section 7 shall be superseded by any conflicting terms of a contract which has been approved or ratified by the Board relating to the employment of any officer of SACRS.

Section 4. President. The President shall preside over all membership meetings and Board meetings. The President shall appoint committee members subject to the approval of the Board, and shall serve as an ex-officio member of all committees with the exception of the Nominating Committee.

Section 5. Vice-President. The Vice-President shall, in the absence or inability of the President, perform the duties of the President.

Section 6. Secretary. The Secretary shall keep, prepare and publish prior to the next immediate regular meeting an accurate record of the proceedings of all SACRS meetings defined under Article V herein. In addition, the Secretary, together with the SACRS' Administrator, shall prepare and maintain a current list of members in good standing.

Section 7. Treasurer. The Treasurer shall be the Chief Financial Officer of SACRS. The Treasurer shall act as custodian of all funds and financial records of SACRS; collect, deposit and disperse funds consistent with SACRS direction; prepare and present a written detailed financial report at each meeting of SACRS.

ARTICLE VII
EXECUTIVE DIRECTOR

Section 1. Appointment of Executive Director; Powers and Duties. The Board may appoint an Executive Director who shall be the general manager of SACRS. Subject to the control of the Board, the Executive Director shall supervise, direct and manage SACRS' day-to-day activities, business, and affairs pursuant to an agreement between the Executive Director and SACRS, and as provided in these Bylaws. The agreement with the Executive Director will set forth the services to be provided by the Executive Director, the compensation to be paid by SACRS for such services, and such other terms and conditions as are deemed necessary by the Board. The Executive Director is subject to annual review by the Board.

Section 2. Executive Director is not a Director. The Executive Director is not a Director of SACRS; however, the Executive Director shall attend meetings of the Board unless otherwise directed by the Board. The Executive Director shall also attend meetings of committees established by the Board and the Standing Committees, at the request of the Board and Committee Chairs, respectively. The Executive Director is not entitled to vote at, and shall not be counted for purposes of determining whether a quorum is present at, any such meeting the Executive Director attends.

Section 3. Further Duties and Authority. The Executive Director shall have such other and further duties and authority as may be prescribed from time to time by the Board.

Section 4. Absence. In the event of the death or during the absence, incapacity, or inability or refusal to act of the Executive Director, the Board shall designate some other person, and in the absence of such designation the President may exercise, all of the powers and perform all of the duties of the Executive Director.

ARTICLE VIII
BOARD ADVISORS

Section 1. Chair of Affiliate Committee. The Chair of the Affiliate Membership Committee shall serve as an advisor and/or consultant to the Board for educational (not legislative) purposes.

Section 2. Vice Chair of Affiliate Committee. The Vice Chair of the Affiliate Membership Committee shall, in the absence or inability of the Chair of the Affiliate Committee, perform the duties of the Chair.

Section 3. Members of the Board. Neither the Chair nor the Vice Chair of the Affiliate Membership Committee is a member of the Board.

ARTICLE VIII
BOARD OF DIRECTORS

Section 1. Board of Directors. The Board shall consist of the officers of SACRS as described in Article VI, Section 1, the immediate Past President, and two (2) regular members.

- A. Immediate Past President. The immediate Past President, while he or she is a regular member of SACRS, shall also be a member of the Board. In the event the immediate Past President is unable to serve on the Board, the most recent Past President who qualifies shall serve as a member of the Board.
- B. Two (2) Regular Members. Two (2) regular members shall also be members of the Board with full voting rights.

Section 2. Elections of Directors. Any regular member may submit nominations for the election of a Director to the Nominating Committee by mail or electronic transmission, provided the Nominating Committee receives those nominations no later than noon on March 1 of each calendar year regardless of whether March 1 is a Business Day. Each candidate may run for only one office. Write-in candidates for the final ballot, and nominations from the floor on the day of the election, shall not be accepted.

The Nominating Committee will report its suggested slate, along with a list of the names of all members who had been nominated, to each regular member County Retirement System prior to March 25 by mail or electronic transmission.

The Administrator of each regular member County Retirement System shall be responsible for communicating the Nominating Committee's suggested slate to each trustee and placing the election of SACRS Directors on his or her board agenda. The Administrator shall acknowledge the completion of these responsibilities with the Nominating Committee.

Director elections shall take place during the first regular meeting of each calendar year. The election shall be conducted by an open roll call vote if an in-person meeting or by written ballot if the election is by mail or electronic transmission, and shall conform to Article V of these Bylaws.

Newly elected Directors shall assume their duties at the conclusion of the meeting at which they are elected, with the exception of the office of Treasurer. The incumbent Treasurer shall co-serve with the newly elected Treasurer through the completion of the current fiscal year.

Section 3. General Powers. Subject to limitations of the Articles of Incorporation and these Bylaws, the activities and affairs of SACRS shall be conducted and all corporate powers shall be exercised by or under the direction of the Board. The Board may delegate the management of the activities of SACRS to any person, persons, management company, or committees however composed, provided that the activities and affairs of SACRS shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board.

Section 4. Special Powers. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the Board shall have the following powers in addition to the other powers enumerated in these Bylaws:

- A. To select and remove all the agents and employees of SACRS, prescribe powers and duties for them as are consistent with law, the Articles of Incorporation or these Bylaws, and fix their compensation.
- B. To conduct, manage, and control the affairs and activities of SACRS and to make such rules and regulations that are consistent with the law, the Articles of Incorporation, or these Bylaws, as they may deem best, including, but not limited to, executing all motions, resolutions, association positions and/or direction passed on by the membership at any meeting.
- C. To incur indebtedness, including but not limited to extensions of credit, for the purposes of SACRS, and to cause to be executed and delivered in SACRS' name.
- D. To change the principal office of SACRS in Sacramento County, California, from one location to another.
- E. To accept on behalf of SACRS any contribution, gift, bequest, or devise for the social welfare purposes of SACRS.
- F. To report to the regular membership, in writing, as soon as possible, all actions taken by the Board under this Article VIII.

Section 5. Term. The Directors shall hold office for one (1) year and until a successor Director has been designated and qualified.

Section 6. Vacancies. Vacancies on the Board shall exist in the event of:

- A. the death, resignation or removal of any Director;
- B. the declaration by resolution of the Board of a vacancy in the office of a Director who has been (i) declared of unsound mind by a final order of a court; (ii) convicted of a felony; (iii) found by a final order of judgment of any court to have breached any duty arising under Article 3 of the California Nonprofit Public Benefit Corporations Law; or (iv) absent without good cause, as determined by the remaining Directors, from regular Board meetings for either two (2) consecutive meetings or four (4) meetings in any one twelve (12) month period; and
- C. the vote of a majority of the delegates or alternate delegates to remove the Director(s).

Except for a vacancy created by the removal of a Director by the delegates and alternate delegates, vacancies occurring on the Board may be filled by Board approval or, if the number of Directors then in office is less than a quorum, by the affirmative vote of a majority of the Directors then in

office at a meeting held pursuant to these Bylaws, or a sole remaining Director. The delegates and alternate delegates may fill any vacancy not filled by the Directors.

A person elected to fill a vacancy as provided by this Section shall hold office for the remaining term of the vacating Director, or until his or her death, resignation or removal from office.

Section 7. Resignation of Directors. Except as provided below, any Director may resign effective upon giving written notice to the Board, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, the Board may appoint a successor before such time, to take office when the resignation becomes effective and for the remaining term of the vacating Director. Except on notice to the California Attorney General, no Director may resign if the corporation would be left without a duly elected Director.

Section 8. Conflicts of Interest.

- A. All Directors shall comply with the disclosure requirements of California Corporation Code Section 5234 concerning transactions between SACRS and any other entity in which a Director is an officer or director; and
- B. SACRS will not lend money or other property, or guarantee the obligation, of any Director or officer, except as authorized by California Corporation Code Section 5236.

Section 9. Compensation/Travel Policy. Directors shall serve without compensation however they are allowed reasonable advancement or reimbursement for food and beverage, transportation, and lodging expenses incurred in the performance of their regular duties as specified in these Bylaws.

Section 10. Non-Liability of Directors. The Directors shall not be personally liable for the debts, liabilities, or other obligations of SACRS.

Section 11. Insurance for Corporate Agents. SACRS shall purchase and maintain Directors and Officers Insurance (D&O) and Errors and Omissions Insurance (E&O) on behalf of SACRS' Directors, officers, employee or other agents.

ARTICLE X

MEETINGS OF THE BOARD OF DIRECTORS

Section 1. Place of Meeting. All Board meetings shall be held at SACRS 'office or at such other place as may be designated for that purpose in the notice of the meeting or, if not stated in the notice or there is no notice, at such place as may be designated in the Bylaws or by resolution of the Board.

Section 2. Annual Meeting. Immediately following the election of the Directors at the first meeting of the calendar year, the Board shall hold a general meeting for the purposes of conducting any business or transactions as shall come before the meeting. Other general meetings of the Board may be held without notice at such time and place as the Board may fix from time to time.

Section 3. Special Meetings. Special meetings of the Board for any purpose or purposes may be called by the President, the Secretary, or any two (2) or more Directors.

Section 4. Notice of Meetings. Written notice of the time and place of any special meeting shall be given to each Director by one of the following methods (i) personal delivery, (ii) first class mail, postage prepaid, (iii) telephone, including a voice messaging system or other system or technology designed to record and communicate messages, or (iv) electronic transmission if the Director has consented to accept notice in this manner. All notices shall specify the purpose of the special meeting and shall be given or sent to the Director's address, phone number, facsimile number or email address as shown on SACRS' records.

Notices sent by first class mail shall be deposited into a United States mail box at least four (4) days prior to the time set the meeting. Notices given by personal delivery, telephone, voice messaging system, electronic transmission, or other similar means of communication shall be delivered at least forty-eight (48) hours prior to the time set for the meeting. Any notice given personally or by telephone may be communicated directly to the Director or to a person who would reasonably be expected to promptly communicate such notice to the Director.

Section 5. Meeting by Telephone, Electronic Transmission, or Other Telecommunications Equipment. Any Board meeting may be held by conference telephone, electronic video screen communication, or electronic transmission. Participation in a meeting under this Section shall constitute presence of the Director at the meeting if the following requirements are satisfied:

- A. When the meeting is through the use of conference telephone or electronic video screen communication, all the Directors participating in the meeting must be able to hear one another.
- B. When the meeting is through the use of electronic transmission (i) each Director participating in the meeting can communicate concurrently with all other Directors; and (ii) each Director is provided the means of participating in all matters before the Board, including the capacity to propose, or to interpose an objection to, a specific action to be taken by the Board.

Section 6. Validation of Meeting. Transactions of the Board at any meeting, however called or noticed or wherever held, shall be as valid as though the meeting had been properly called and noticed and duly held if (i) a quorum is present, and (ii) either before or after the meeting, each Director who was not present at the meeting signs a written waiver of notice, a consent to the holding the meeting, or an approval of the minutes. All waivers, consents or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 7. Waiver of Notice. Notice of a meeting is not required to be given to any Director who (i) attends the meeting without protesting, before or at its commencement, about the lack of adequate notice, (ii) signs a waiver of notice or a written consent to holding the meeting, or (iii)

signs an approval of the minutes whether before or after the meeting. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 8. Quorum. A majority of the Directors present in person or pursuant to Article X, Section 5 shall constitute a quorum for the transaction of business, except as provided in Article X, Section 11. A meeting, at which a quorum is initially present, may continue to transact business notwithstanding the withdrawal of Directors as long as the action is approved by at least a majority of the required quorum for the meeting.

Section 9. Majority Action as Board Action. Every act or decision done or made by a vote of the majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board, unless a greater number is expressly required by SACRS' Articles of Incorporation, these Bylaw, or provisions of the California Nonprofit Public Benefit Corporation Law.

Section 10. Prohibition against Voting by Proxy. Directors may not vote by proxy.

Section 11. Adjournment. A majority of the Directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given to absent Directors if the time and place of the next meeting are fixed at the adjourned meeting and if the adjourned meeting is held no more than twenty-four (24) hours from the time of the original meeting. Notice shall be given of any adjourned regular or special meeting to Directors absent from the original meeting if the meeting is adjourned for more than twenty-four (24) hours from the time of the original meeting.

ARTICLE XI

POWERS OF COMMITTEES

Section 1. Powers of Committees. The committees described in these Bylaws shall have the authority described herein, and any additional authority of the Board to the extent provided in a Board resolution. Notwithstanding the preceding sentence, no committee may do the following:

- A. Take any final action on any matter that, under the California Nonprofit Corporation Law, also requires approval of the members or approval of a majority of all members;
- B. Fill vacancies on the Board or any committee of the Board;
- C. Amend or repeal Bylaws or adopt new Bylaws;
- D. Amend or repeal any resolution of the Board that by its express terms cannot be amended or repealed by a committee;
- E. Create any other committees of the Board or appoint the members of committees of the Board; and
- F. Expend corporate funds to support a nominee for Director if more people have been nominated for Director than can be elected.

Section 2. Ratification of Committee Activities. All activities and actions of the committees shall be reported to and ratified by the full Board at a duly scheduled Board meeting.

ARTICLE XII

STANDING COMMITTEES

Section 1. Legislative Committee. The Legislative Committee shall be comprised of not less than three (3) members but not more than thirteen (13) members. The Legislative Committee Chair shall be appointed by the President, with Board approval. The Legislative Committee membership shall be appointed annually by the President, with Board approval, from names submitted from the Legislative Committee Chair, and shall be seated by September 1st. The President may remove Legislative Committee members who miss twenty-five percent (25%) or more of the Legislative Committee meetings in any given year. The Legislative Committee shall be responsible for the legislative activities of SACRS.

Section 2. Nominating Committee. The Nominating Committee shall be responsible for ascertaining the availability and interest of regular members to serve as Directors and officers of SACRS. The Nominating Committee shall consist of the following five (5) members: (i) the immediate Past President; (ii) one (1) member of the Program Committee appointed by the Program Committee Chair; (iii) one (1) member of the Legislative Committee appointed by the Legislative Committee Chair; (iv) one (1) member of the Bylaws Committee appointed by the Bylaws Committee Chair; and (v) one (1) member of the Education Committee appointed by the Education Committee Chair.

The immediate Past President shall serve as the Nominating Committee Chair. In the event the immediate Past President is unable to serve as the Nominating Committee Chair and there is no other qualified immediate Past President to serve in that capacity, the Chair of the Audit Committee shall appoint an alternate trustee (who satisfies the geographic diversity requirements in the immediately following paragraph) to chair the Nominating Committee.

To help ensure geographic diversity on the Nominating Committee, the immediate Past President and the Chairs of the Program Committee, the Legislative Committee, the Bylaws Committee and the Education Committee shall ensure that (i) only one (1) representative from a system serves on the Nominating Committee (this prohibition also applies to the system represented by the immediate Past President); (ii) Committee Chairs do not serve on the Nominating Committee, and (iii) no one from their respective systems serves on the Nominating Committee.

The members of the Nominating Committee shall serve a two (2)-year term, and may reapply for appointment following a one (1)-year break. The members of the Nominating Committee may not run for an office.

The Chairs of the Program Committee, the Legislative Committee, the Bylaws Committee and the Education Committee shall appoint members to the Nominating Committee no later than ninety (90) days prior to the second business meeting of SACRS each calendar year.

If there is a vacancy on the Nominating Committee (other than the immediate Past President), the Committee Chair responsible for appointing the seat that is being or has been vacated shall submit the name of his or her appointee to the Board for its consideration and approval.

Section 3. Bylaws Committee. The Bylaws Committee shall be comprised of not less than three (3) members, with at least one (1) regular trustee member, one (1) regular administrative member, and one (1) associate member. The President shall appoint the Bylaws Committee Chair, with Board approval. The Bylaws Committee shall be comprised of appointees selected from names submitted by the Bylaws Committee Chair, with Board approval, within forty-five (45) days after the President is notified of the vacancy. The Bylaws Committee shall be responsible for the maintenance of the Articles of Incorporation and the Bylaws.

Section 4. Program Committee. The Program Committee shall be comprised of not more than twenty-five (25) members from names submitted by the Program Committee Chair, with Board approval, and shall include the Education Committee Chair and Vice Chair and the Affiliate Committee Chair and Vice Chair.

The President shall fill mid-term vacancies, with Board approval, within forty-five (45) days of taking office. The President shall appoint the Program Committee Chair, with the approval of the Board, within forty-five (45) days of taking office. The Program Committee Chair shall serve a one (1) year term that expires on the last day of the Spring regular meeting. The President may remove Program Committee members missing twenty-five percent (25%) or more of the Program Committee meetings in any given year, with Board approval. If an Affiliate member changes their firm mid-term, he/she may be subject to committee membership review, with Board approval.

The Program Committee shall be responsible for the planning and developing the SACRS conferences.

Participation on the committee includes: Pre-conference planning; brainstorming content and topics for General and Concurrent sessions; recruitment of speakers and moderators for all conference sessions; and attending quarterly Program Committee meetings, and as needed. Participation at conference includes: collecting feedback forms, assisting the moderator with question and answer component during sessions; coordinating the distribution of materials and; participating at networking events.

Length of appointment to committee: Committee members will serve three (3) year terms, and the terms are on a staggered basis of one (1), two (2) and three (3) year rotation. A committee member may reapply for appointment upon completion of his or her term. Ex-Officio members are exempt from the term limitation process. Terms end at the completion of the Fall Conference.

Section 5. Audit Committee. The Audit Committee shall be comprised of two (2) regular members appointed by the Board from names submitted by the Audit Committee Chair within forty-five (45) days of the President taking office. The President shall appoint the Audit Committee Chair, with Board approval. Audit Committee members shall be familiar with auditing procedures; shall not receive, directly or indirectly, any consulting, advisory, or other compensatory fees from SACRS; and shall not be from the same County as SACRS' Treasurer. The Audit Committee shall

be responsible for SACRS' audits, and its duties shall include, but shall not be limited to, the following:

- A. Assisting the Board in choosing an independent auditor and recommending termination of the auditor, if necessary;
- B. Negotiating the auditor's compensation;
- C. Conferring with the auditor regarding SACRS' financial affairs; and
- D. Reviewing and accepting or rejecting the audit.

If SACRS establishes a finance committee, the Chair of the Audit Committee may not serve on such committee, nor may a majority of the members of the Audit Committee serve concurrently as members of such committee.

Section 6. Credentials Committee. The Credentials Committee shall be comprised of SACRS' Secretary as the Chair and SACRS' Treasurer who shall verify designated voting delegates at all meetings where a delegate vote is conducted.

Section 7. Affiliate Membership Committee. The Affiliate Membership Committee shall be comprised of nine (9) affiliate member delegates, appointed by the President to serve three (3)-year terms on a staggered basis. If a committee member becomes ineligible to serve or resigns, a successor may be appointed by the Board for the remaining term of the outgoing member. The Affiliate Membership Committee shall provide counsel and advice to the Board regarding educational (not legislative) activities, and shall represent the Affiliate membership. Additional information regarding the Affiliate Membership Committee is located in the Affiliate Member Guidelines, as amended September 15, 2015.

Section 8. Education Committee. The Education Committee shall be comprised of not more than ten (10) members from names submitted by the Education Committee Chair, with Board approval. No two (2) members from the same system may be appointed to serve on the Education Committee at the same time. All appointments shall be made within forty-five (45) days of the President taking office. The President shall appoint the Education Committee Chair, with Board approval.

Participation on the Education Committee includes: Determining training needs of the SACRS community with input from the community itself through conference feedback and networking. Summary reports of feedback forms will be prepared by the Education Committee Chair and presented to the Board and Program Committee after each conference.

Meeting at each SACRS Conference, with additional meetings held as workload or needs require. Participating at conferences including review and summary of feedback forms at meetings, collection of feedback forms, and coordination of the distribution of materials.

Working closely with the Program Committee for pre-conference planning, brainstorming content and topics for general and concurrent sessions, and recruitment of speakers and moderators for all conference sessions.

Participating in subcommittees/workgroups as identified to address education/program issues needing specialized knowledge/focused efforts.

Attendance: Committee members accept the responsibility for carrying out the goals of the Education Committee when appointed, and meeting attendance is part of that responsibility. If a Committee member will be absent from a meeting, a written notice shall be submitted to the Committee Chair before the meeting date (email suffices as a written notice). If a Committee member is absent from two (2) consecutive regularly scheduled Committee meetings without providing notice to the Committee Chair, the Committee Chair may request that the President remove Education Committee members, with Board approval.

Length of appointment to the Education Committee. Members shall be reviewed by the Education Committee Chair every three (3) years. The President, with Board approval, may remove individuals if it is determined to be in the best interest of SACRS. Any member removed from the Education Committee may be eligible to be reappointed to the Education Committee following the next annual meeting at which the Board is elected.

Section 9. Resolutions Committee. The President may appoint a Resolutions Committee, comprised of regular members, to analyze proposed resolutions and make recommendations for adoption, rejection or amendment prior to consideration by the delegates and alternate delegates.

Section 10. Meetings and Action of Committees. Committee meetings and actions shall be governed by, noticed, held and taken in accordance with the provisions of Article IX, with such changes in the context of Article IX as are necessary to substitute the committee and its members for the Board and its members, except that the time for regular meetings and special meetings of committees may be fixed by the Board or the committee. The minutes of all committee meetings shall be filed with the corporate records. The Board may also adopt rules and regulations for conducting committee meetings that are consistent with the provisions of these Bylaws. Committee expenditures of SACRS funds require prior Board approval.

Section 11. Members Serving on Committees. A member may not simultaneously serve on more than one (1) standing committee.

Section 12. System Representation on a Committee. Each standing committee shall not have more than one (1) representative from each system.

ARTICLE XIII

CORPORATE RECORDS

Section 1. Maintenance of Corporate Records. SACRS shall keep at its principal office in California:

- A. Minutes of all meetings of the Board and the committees, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;

- B. Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;
- C. A copy of SACRS' Articles of Incorporation and Bylaws, as amended to date, which shall be open to inspection at all reasonable times during office hours;
- D. A copy of its federal and state tax exemption application and determination letters, and, for the last three (3) years from their date of filing, its annual federal and state information returns. These documents shall be open to public inspection and copying to the extent required by the Code.

Section 2. Inspection Rights. Every Director and member shall have the right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of SACRS.

Section 3 Right to Copy and Make Extracts. Any inspection under the provisions of this Article may be made in person or by agent or attorney, and the right to inspection includes the right to copy and make extracts.

ARTICLE XIV

FISCAL YEAR AND ANNUAL AUDIT

Section 1. Fiscal Year. The fiscal year of SACRS shall be July 1 through June 30.

Section 2. Annual Audit. There shall be an annual audit of SACRS.

ARTICLE XV

INDEMNIFICATION

Section 1. Indemnification. SACRS may, to the maximum extent permitted under the Nonprofit Public Benefit Corporations Law and general California Corporation Law, as now or hereafter in effect, indemnify each person who is or was a Director or officer of SACRS against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with any proceeding arising against any one or more of them, based on their conduct as Directors or officers, or by reason of the fact that any one or more of them is or was a Director or officer of SACRS. "Proceeding" means any threatened, pending, or completed action or proceeding whether civil, criminal, administrative or investigative; and "expenses" includes without limitation attorney's fees and any expenses of establishing a right to receive indemnification from SACRS.

ARTICLE XVI

WINDING UP AND DISSOLUTION

Section 1. Irrevocable Dedication. SACRS' property is irrevocably dedicated to social welfare purposes. Upon the winding up and dissolution of SACRS, its assets remaining after payment or adequate provision for payments of all debts and obligations of SACRS shall be distributed in

accordance with the plan of liquidation to an organization which is organized and operated exclusively for social welfare purposes and exempt from federal income tax under Section 501(c)(4) of the Code, as the Board may select. In any event, no assets shall be distributed to any organization if any part of the net earnings of such organization inures to the benefit of any private person or individual, or if the organization carries on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(4) of the Code or the corresponding provisions of any future United States Internal Revenue Law.

ARTICLE XVII

AMENDMENTS

Section 1. Amendment of Articles of Incorporation and Bylaws. Amendments to the Articles of Incorporation and Bylaws may be proposed by the Board, any regular member of SACRS, or any standing committee. Proposed amendments shall be submitted in writing by certified mail to the President at least sixty (60) days before any meeting of SACRS. The President shall submit the proposed amendments to the membership at least thirty (30) days before any meeting of SACRS. A two-thirds (2/3) vote of a quorum present at any meeting of SACRS is required to adopt an amendment.

Section 2. Certain Amendments. Notwithstanding Article XVII, Section 1, SACRS shall not amend its Articles of Incorporation to alter any statement which appears in the original Articles of Incorporation relating to the name and address of its initial agent, except to correct an error in such statement or to delete such statement after SACRS has filed a "Statement of Information" pursuant to Section 6210 of the California Nonprofit Corporation Law.

ARTICLE XVIII

CONSTRUCTION AND DEFINITIONS

Section 1. Construction and Definitions. Except as provided in these Bylaws and/or unless the context requires otherwise, the general provisions, rules of construction, and definitions of the California Nonprofit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the above, the singular number includes the plural, the plural number includes the singular, and the term "person" includes both SACRS and the natural person.

Section 2. Specific Definitions. For purposes of these Bylaws, the following terms have the following meanings specified:

- A. Business Day. Any day other than a Saturday, Sunday, or a day on which banking institutions in the State of California are authorized or obligated by law or executive order to be closed.
- B. Electronic Transmission. Electronic transmission means a communication delivered by (i) facsimile telecommunication or electronic mail when directed to the facsimile number or electronic mail address, respectively; (ii) posting on an electronic message board or network which has been designated for those

communications, as further described below; or (iii) such other electronic communication.

- (1) Electronic Transmission by SACRS. For electronic transmission by SACRS, the applicable notice or other communication shall be directed to the facsimile number or electronic mail address appearing on SACRS' membership list; or posted on an electronic message board or network that SACRS has designated for those communications, together with a separate notice to the members of the posting, which transmission shall be validly delivered upon the later of the posting or delivery of the separate notice thereof; or by such other electronic communication means as designated by the Board. The recipient of the electronic transmission must have provided an unrevoked consent to the use of those means of transmission for communications. Any electronic communication shall be made in such a way as to create a record that is capable of retention, retrieval, and review, and that may thereafter be rendered into clearly legible tangible form.

Notice shall not be given by electronic transmission by SACRS after either of the following: (1) SACRS is unable to deliver two (2) consecutive notices to the recipient by that means, or (2) the inability so to deliver the notices to the recipient becomes known to the Secretary or any other person responsible for the giving of the notice.

- (2) Electronic Transmission to SACRS. For any electronic transmission to SACRS, the communication shall be delivered when directed to the facsimile number or electronic mail address which SACRS has provided for sending the applicable communication; or posted to an electronic message board or network that SACRS has designated for those communications and which transmissions shall be validly delivered upon posting; or by such other electronic communication means as designated by the Board. SACRS shall put into effect reasonable measures to verify that the sender is the member, Director, or committee member purporting to send any transmission to which this Section applies. Any electronic communication to which this Section applies shall be made in such a way as to create a record that is capable of retention, retrieval, and review, and that may thereafter be rendered into clearly legible tangible form.

CERTIFICATE OF THE SECRETARY

I, the undersigned, do hereby certify that:

1. I am the Secretary of the State Association of County Retirement Systems, a California nonprofit public benefit corporation (“SACRS”); and
2. The foregoing is a true and correct copy of the Bylaws of SACRS and that such Bylaws were duly adopted by the Board of Directors on November 13, 2020.

IN WITNESS WHEREOF, I have hereunto subscribed and affixed my name on November 13, 2020.

Kathryn Cavness

Kathryn Cavness, SACRS Secretary