

**DETROIT RETIRED CITY  
EMPLOYEES  
ASSOCIATION**

**REVISED JULY 12, 2018**

**PREVIOUS REVISIONS  
ARE LISTED IN ARTICLE  
XIV**

## **ARTICLE I**

### **ORGANIZATION**

Section 1. This association is a 501 (c) 5 organization. The name of this organization shall be Detroit Retired City Employees Association (DRCEA).

Section 2. These By-Laws shall be the governing document of the Association and shall be made available to any Member upon written request of that Member.

Section 3. The calendar year shall be January 1 thru December 31.

Section 4. The fiscal year shall be October 1st. of each calendar year thru September 30th. of the next calendar year.

## **ARTICLE II**

### **PURPOSE OF THE ASSOCIATION**

The Detroit Retired City Employees Association is a voluntary service organization existing for the purpose of representing, protecting and enhancing the interest of civilian City of Detroit retirees, and the beneficiaries of deceased civilian City of Detroit retirees.

DRCEA will provide events and opportunities for City of Detroit civilian retirees to meet and interact on a social basis.

DRCEA will educate and inform elected officials, the membership and the general public about issues that may affect Association members.

DRCEA will provide opportunities for Association members to share their concerns and ideas about issues that may affect them and may join with other

organizations engaged in promoting and advocating for retirees and senior citizens which also promote the well being of City of Detroit civilian retirees.

### **ARTICLE III**

#### **MEMBERSHIP**

Section 1. Those eligible for membership in the Association shall be retired civilian employees of the City of Detroit who are eligible to draw a pension from the City of Detroit and/or the beneficiaries of deceased civilian City of Detroit retirees who are eligible to draw a pension from the City of Detroit.

Section 2. Beneficiaries of deceased civilian City of Detroit retirees who are eligible to draw a pension from the City of Detroit are not eligible to serve as an Officer and/or a Board of Directors Member.

Section 3. Membership requires the payment of the annual membership dues which are for the calendar year January 1st. thru December 31st. Membership dues shall be determined by the Board of Directors and shall be announced at the annual Membership Meeting.

### **ARTICLE IV**

#### **DRCEA ETHICS AND CONFLICT OF INTEREST POLICY STATEMENT**

The fundamental objective of the DRCEA Ethics and Conflict of Interest Policy is to protect the Association against unprofessional and unethical conduct by Officers and/or Board Members. Therefore, DRCEA requires all Officers and Board of Director Members to *avoid* any conflict between their interests and those of the Association, and to disclose *promptly* any actual or potential conflicts of interest.

The purpose of this policy is to ensure that the name, reputation, and integrity of the Association are not compromised. The fundamental principle guiding its implementation is that no Association Officer and/or Director should have, or appear to have, any personal interests, relationships, or affiliations that conflict with the best interests of the Association.

It is impossible to give an exhaustive list of situations that might present a conflict. However, among the most common situations that may constitute a conflict are:

- Holding an interest in or accepting free or discounted goods from any company or organization that does, or is seeking to do, business with the Association, by any anyone who is in a position to directly or indirectly influence either the Association's decision to do business, or the terms upon which business would be done with such company or organization.
- Holding an interest in an organization that competes with the Association.
- Being employed by or serving on the board of any organization that does, or is seeking to do, business with the Association or which competes with the Association.
- Gaining personally, e.g., through commissions, loans, expense or travel reimbursements or other compensation, from any company or organization doing, or seeking to do, business with the Association.

A conflict of interest may also exist when a member of an Officer and/or Board Member's immediate family is involved in situations described above.

Subject to any other applicable rules or regulations, this policy is not intended to prohibit the acceptance of modest courtesies, openly given and acknowledged as part of the usual business amenities, e.g., occasional business-related meals or promotional items of nominal or minor value not to exceed \$50 per occurrence (cumulative value for courtesies, meals, and/or items not to exceed \$250 in any January 1 thru December 31 calendar year).

It is the responsibility of the Association Officer and/or Board Member to report promptly any actual or potential conflict that may exist between the individual (and individual's immediate family) and the Association.

In the absence of disclosure, violations of the principles and standards contained in this policy statement may be subject the Officer and/or Board Member to removal for cause.

The DRCEA Board of Directors will have the final authority to determine the appropriate penalty for any policy violations.

## **ARTICLE V**

### **BOARD OF DIRECTORS**

**Section 1.** Election of Members of the Board of Directors: The Members of the Board of Directors shall be elected at the Annual Membership Meeting.

**Section 2.** The Board of Directors, by a simple majority of those serving shall have the power to repeal, revise and/or amend any By-Law or By-Laws. Such amendment or amendments shall be presented in writing at any regular or special meeting of the Board of Directors and shall be placed on the table for at least one (1) month prior to being voted upon by the Board of Directors.

**Section 3.** Officers of the Association: All vacant positions of Officers and/or Directors of the Association during the calendar year shall be appointed by a majority vote of the serving DRCEA Board of Directors.

**Section 4.** Resignation: Any Officer and/or DRCEA Board Member may resign upon a fourteen (14) days written notice to the President of the Association.

**Section 5.** Board of Directors Voting Quorum: A simple majority of DRCEA Board Members serving shall constitute a quorum needed to conduct any DRCEA Board business.

**Section 6.** Committee Voting Quorum: A simple majority of DRCEA Committee Members serving shall constitute a quorum needed to conduct any DRCEA Committee business.

**Section 7.** The business, property and affairs of this Association shall be managed by a Board of Directors consisting of no more than eight (8) Officers and not more than twenty-five (25) Directors who are not officers, for a maximum Board membership of thirty-three (33).

**Section 8.** At the time of election or appointment to the Board, a Director of the Board shall be a Member of the Association in good standing and shall be a retired civilian employee of the City of Detroit who is eligible to draw a pension from the City of Detroit.

**Section 9.** Term of Office: The term of office of the Directors shall be two (2) years.

(a) The terms of one-half of the Board of Directors shall start on January 1<sup>st</sup> of odd numbered years and end on December 31. The terms of office of the remaining one-half shall begin January 1<sup>st</sup> of even numbered year and end on December 31.

(b) The Board of Trustees of the General Retirement System Retiree Representative may or may not be an ex-officio Member of the DRCEA Board of Directors as determined by the DRCEA Board.

(c) If the Board of Trustees of the General Retirement System Retiree Representative is a member of the DRCEA Board, he/she shall have the right to vote on all DRCEA Board matters, for such period as he/she shall serve on the DRCEA Board of Directors and the Board of Trustees of the General Retirement System.

(d) In accordance with the DRCEA Ethics and Conflict of Interest Policy, any Board Member may be removed from office for cause, by a 2/3 majority vote of the DRCEA Board of Directors serving

(e) The removed Board member shall cease being a member of the DRCEA Board of Directors.

(f) The current President of the Association shall not make any motions and shall have the right to vote on all DRCEA Board matters only to break a tie vote.

(g) The Immediate Past President of the Association shall remain a Member of the Board of Directors with the right to vote on all DRCEA Board matters.

**Section 10** BOARD OF DIRECTORS ATTENDANCE POLICY: THIS POLICY IS INTENDED TO SUPPORT THE FULL PARTICIPATION AND CONTRIBUTION OF ALL DRCEA BOARD OF DIRECTORS MEMBERS:

1. Officers and/or Board Member who wish to be excused from a meeting must contact and inform the Recording Secretary 24 hours in advance of the meeting whenever possible..

Notification of absence to any individual other than the Recording Secretary is not acceptable and the absence will be recorded as being unexcused.

2. Unless previously excused, DRCEA Board Members are expected to attend not fewer than nine (9) Board Regular Meetings between January 1 thru December 31 of each calendar year.

3. Definition of a Board Attendance Problem: A Board attendance problem occurs when the Board Member has three (3) consecutive unexcused absences by failing to notify the Recording Secretary, 24 hours in advance, without good reason, that they would be absent from the upcoming meeting or when the Board Member misses five (5) Board meetings for any reason in a twelve (12) calendar month period from January 1st. to December 31st. of each calendar year. This 24-hour time period may be waived if the absence is due to an unplanned emergency.

4. Response to a Board Member's Attendance Problem: The Board President will promptly contact the Board Member to discuss the problem. The Member's response will promptly be shared by the Board President with the entire Board of Directors at the next Board Meeting at which time the Board will determine what actions to take regarding that Members future membership on the Board.

**Section 11.** The Board of Directors shall have the power to appoint such agents as the Board may deem necessary for the transaction of the business of the Association and may remove such agents at its discretion.

On an annual basis, the Board of Directors shall order a review of the financial records of the Association by taking one of the following actions:

**(a)** Order an annual review of the financial records conducted by not less than three (3) members of the Board of Directors who are not officers of the Association or a current signatory on any bank accountants or other financial records.

**(b)** Order an annual review of the financial records by an independent financial or accounting professional provided that the Board of Directors concurrently authorizes the expenditure of funds to cover the cost of such review.

The results of whichever financial records review is authorized shall be documented and presented to the Board of Directors within the time frame determined by the Board. Each member of the Board shall receive a copy of the financial review report.

**Section 12.** For any reason deemed sufficient by the Board of Directors, the Board may delegate, on a temporary basis, any or all of the powers and duties of any Officer to any other Officer or Director, but no Officer or Director shall execute, acknowledge or verify any instrument in more than one capacity

**Section 13.** Vacancies on the Board of Directors or Association Officer positions, during the calendar year, shall be filled by appointment made by the remaining DRCEA Directors for the remainder of the unoccupied term. A vacancy may occur by resignation, incapacity, death, removal from office, or by establishment of a new position of Officer or Director by the Board of Directors.

**Section 14.** The compensation of agents, if any, shall be fixed by the Board of Directors. The Officers and Directors shall be reimbursed for out-of-pocket expenses incurred in the course of conducting the business of the Association, including travel to meetings of the Board. Expense reimbursement shall be as prescribed in Article X - DRCEA Expense Reimbursement Policy.

**Section 15.** *The Board of Directors shall obtain and maintain liability insurance from a reputable and duly licensed insurance company in an amount reasonably necessary for protection of the Association, its Directors, Officers and Members against third party claims arising out of Association business and affairs.*

**Section 16.** Committee Meetings: Each Committee Chairperson is required to hold not less than two (2) committee meetings each Calendar year.

A report of that meeting shall be presented to the DRCEA Board of Directors at the next regularly scheduled meeting.

Please take note that at the DRCEA Board Meeting on September 14, 2017, the Board of Directors voted to require all Committee Chairpersons to submit in writing to the Recording Secretary, a copy of any report that they intend to submit to the Board for consideration, discussion and/or approval.

## ARTICLE VI

### OFFICERS

**Section 1.** Election of Officers: The Officers shall be elected at the Annual Membership Meeting.

**Section 2.** *The term of the office of President, First Vice President, Second Vice President, Recording Secretary, Corresponding Secretary and Treasurer shall begin on January 1<sup>st</sup> following their election to that office and shall be for one calendar year ending on December 31st.*

**Section 3.** *At the time of election or appointment as an officer, the officer nominee shall be a member of the Association in good standing, a member of the Board of Directors of the Association, and shall be a retired civilian employee of the City of Detroit who is eligible to draw a pension from the City of Detroit.*

**Section 4.** Vacancies: In accordance with the DRCEA Automatic Order of Succession, Article VI, Section 13, any vacancy of a position of Officer of the Association during the calendar year shall be filled by appointment made by and from the current DRCEA Board of Directors.

**Section 5** President. The President shall be chief executive officer of the Association. He/she shall preside over all meetings of the Board of Directors and Members. He/she shall have general and active management over the business of the Association and shall see that all orders and resolutions of the Board are carried into effect. He/she shall appoint all standing committees and shall be an ex-officio Member of all such committees except the Nominating Committee. Additionally, he/she shall be an ex-officio Member of any other committee which he/she shall appoint. The Nominating Committee shall be named by the President with the advice and consent of the Board of Directors, by majority vote of serving Board Members and shall consist of no fewer than three (3) Directors whose terms of office shall not expire at end of that calendar year. The President shall have the general powers of supervision and management usually vested in the office of president.

**Section 6.** First Vice-President. During the temporary absence or disability of the President, the First Vice President shall be acting President. As acting President, the First Vice President shall perform all duties of the President and shall have all the powers of the President except the powers of appointment to or removal from committees.



**Section 7. Second Vice-President.** During the temporary absence or disability of the President and the First Vice-President, the Second Vice-President shall be acting President. As acting President, the Second Vice-President shall perform all duties of the President and shall have all the powers of the President except the powers of appointment to or removal from committees.

**Section 8. Recording Secretary.** The Recording Secretary shall attend all meetings of the Board of Directors and of the Members and shall preserve in books or electronic records of the Association true minutes of the proceedings of all such meetings. The Recording Secretary shall transfer designated documents and papers to an official depository designated by the Board of Directors. The Recording Secretary shall perform duties traditionally appropriate to the office of Recording Secretary and such other appropriate duties designated by the President and/or the Board of Directors.

Please take note that at the DRCEA Board Meeting on September 14, 2017, the Board of Directors voted to require all Committee Chairpersons to submit in writing to the Recording Secretary, a copy of any report that they intend to submit to the Board for consideration, discussion and/or approval.

**Section 9. Corresponding Secretary.** The Corresponding Secretary shall attend all meetings and process all incoming and outgoing correspondence, including all correspondence from all units of government including the various departments of the Mayor and the Detroit City Council and process all correspondence of a general or special nature to DRCEA membership.

In situations where correspondence is addressed to a specific individual, the Corresponding Secretary shall notify that individual within forty-eight (48) hours of receipt of such correspondence. The Corresponding Secretary shall assist in the publication of the newsletter and special bulletins as needed, submit copies of completed documents and correspondence to the Recording Secretary for inclusion in the official depository; perform all duties traditionally appropriate to this position; and perform additional duties as designated by the President and/or the Board of Directors.

**Section 10. Treasurer.** The Treasurer shall receive and have custody of all funds, securities and other valuable effects of the Association and shall promptly deposit the same in the account or accounts of the Association with the financial institution or institutions as authorized by the Board of Directors for that purpose. The Treasurer shall disburse the funds of the Association only as authorized by the Board of Directors through appropriate vouchers. shall render a full and accurate account of his/her transactions of the Association business to the President and the Board of Directors at the regular meetings of the Board and Association and at such other times as the

Board of Directors may direct. The Treasurer is the custodian of the Imprest Cash Fund which shall be maintained by the Board, and it is his/her duty to pay the mileage allowance hereinafter provided for in the DRCEA Expense Reimbursement Policy.

The Board of Directors shall obtain and maintain a surety bond on the Treasurer which bond shall be issued by a bonding company duly licensed to write bonds in the State of Michigan and it shall be the responsibility of the Board of Directors to make certain that such bond is kept in legal force and effect during the tenure of office of any Treasurer.

In case of the death, disability, resignation, retirement or removal from office of the Treasurer, all books, papers, vouchers, money and property of whatever kind in the Treasurer's possession or under his or her control shall be immediately taken into the custody of the Finance Committee of the Board of Directors. The Treasurer shall prepare monthly and annual fiscal reports for the Board and shall perform such other duties as the President and/or the Board of Directors shall determine.

**Section 11. Parliamentarian.** A Parliamentarian is an expert in rules of order and the proper procedures for the conduct of meetings. Parliamentarians assist organizations in the drafting and interpretation of by-laws and rules of order, and the planning and conduct of meetings.

A Parliamentarian may, at each DRCEA Board Meeting and general membership meeting, be appointed by the Association President or Board of Directors as needed. The Parliamentarian shall serve the Board of Directors in an advisory capacity as it relates to the actual transaction of Association business.

**Section 12. Sergeant-At-Arms.** During meetings, the Sergeant-At-Arms keeps order. If other Officers, Board Members, Association Members and/or other meeting attendees are disruptive, the Sergeant-At-Arms may warn them and in extreme cases, eject them from the meeting.

A Sergeant-At-Arms may, at each DRCEA Board Meeting and general membership meeting, be appointed by the Association President or Board of Directors as needed. The Sergeant-At-Arms shall see that all courtesies are extended to each member during meetings of the Association.

**Section 13. Automatic Order of Succession.** The following succession order shall be followed in the event of a vacancy in the office of the President, First Vice-President, Second Vice-President, Treasurer, Recording Secretary, and/or Corresponding Secretary during the calendar year.

- (a) The President shall be replaced by First Vice-President
- (b) First Vice-President shall be replaced by the Second Vice-President
- (c) Second Vice-President shall be replaced by the Treasurer
- (d) The Treasurer, Recording Secretary and/or Corresponding Secretary shall be replaced by a vote of the DRCEA Board of Directors.

**Section 14.** If any of the above Officers listed in Section 12 above are unable to serve for any reason, then nominations from the current DRCEA Board of Directors shall be accepted starting with filling the highest available vacancy.

**Section 15** *In accordance with DRCEA Ethics and Conflict of Interest Policy, any Officer may be removed from office for cause, by a 2/3 majority vote of the DRCEA Board of Directors serving.*

**Section 16** *The removed Officer shall revert to being a member of the DRCEA Board of Directors.*

## **ARTICLE VII**

### **MEETINGS**

**Section 1.** Any and all meetings of the general membership and of the Board of Directors shall be held at such places and on such dates and at such times as the President and the Board of Directors shall determine.

**Section 2.** The annual meeting of the general membership shall be held each year on such date, time and location, as shall be designated by the Board of Directors.

**Section 3.** Each Association Member, not less than fourteen (14) days prior to the date of the annual business meeting, shall be given notice of the date, time, location and purpose of the meeting. Such notice may be given by Newsletter, e-mail, regular mail, and/or posted on the DRCEA website and/or provided as outlined in Section 10 below.

**Section 4.** If, for any reason the annual meeting of the general membership shall not be held on the day and date designated by the Board of Directors, such meeting may be called and held as a special meeting. The same proceedings would be followed as would have taken place at the annual business meeting, and the notice of such meeting shall be the same as required herein for the annual membership meeting.

**Section 5.** The order of business at the annual meeting of the general membership shall be as follows:

- (a)** Call to Order by the President
- (b)** Roll call of Officers and Directors
- (c)** Quorum statement
- (d)** Reading of minutes of the latest preceding business meeting
- (e)** Report of the President
- (f)** Report of the Treasurer
- (g)** Report of the Committees
- (h)** Report of the Nominating Committee
- (i)** Election of Officers and Directors
- (j)** Transaction of other business
- (k)** Old Business
- (l)** New Business
- (m)** Questions and answers from membership limited to not more than three (3) minutes per member.
- (k)** Adjournment

**Section 6.** Notwithstanding the provisions of Section 5 in the absence of any objections, the presiding officer may vary the order of business at his/her discretion.

**Section 7.** A special meeting of the general membership may be called at any time by a majority of the Board of Directors not less than fourteen (14) days prior to the date fixed for the holding of an Special Meeting of the general membership, by giving written notice of the date, time, location and purpose of such meeting. Such notice may be given by e-mail, regular mail, and/or posted on the DRCEA web-site and/or provided as outlined in Section 10 below.

**Section 8.** In the case of special membership meetings, however, no other business not mentioned in the notice shall be transacted at such meetings.

**Section 9.** Regular meetings of the Board of Directors, as far as practical, shall be held on the second Thursday of each month. Special meetings of the Board of Directors may be called by the President at any time by written or

oral notice to each director, at least forty-eight (48) hours prior to the meeting, giving the date, time, location and purpose of such meeting.

**Section 10.** Except when oral notice is authorized elsewhere in these By-Laws, every notice shall be deemed properly served when notice of the time, location and purpose of the meeting is given by Newsletter, e-mail, regular mail, and/or posted on the DRCEA web-site not less than fourteen (14) calendar days prior to the date for any regular and/or special general membership meeting and prior to the date of any regular and/or special meeting of the Board of Directors.

Members without e-mail and/or access to the internet may request, in writing, to the DRCEA Board of Directors to receive all correspondence and/or meeting notifications by U S Mail.

**Section 11.** Those present at a duly called annual or special meeting of the general membership shall constitute a quorum. A simple majority of the Directors serving shall constitute a quorum at any regular or special meeting of the Board of Directors.

**Section 12.** All former Officers and Directors who are Members in good standing shall be Honorary Members of the Board of Directors and shall be entitled to notice of and to attend all meetings of the Board, and shall have a voice but not a vote at such meetings. At the discretion of the Board of Directors, they may be reimbursed for travel expenses to the meetings at the prevailing rate set according to other provisions of these By-Laws.

**Section 13.** *No Association Meeting should exceed three (3) hours in length.*

## **ARTICLE VIII**

### **ELECTIONS**

**Section 1.** Any current Members of the Association, in good standing, at the time of nomination to the DRCEA Board of Directors, shall be a retired civilian employee of the City of Detroit who is eligible to draw a pension from the City of Detroit.

**Section 2.** Any Member of the Association who meets the qualifications in Section 1 above, and who is not a member of the Board of Directors and desires to be an Association Board Member shall, not less than ninety (90) days prior to the Annual Business Meeting of the Association, submit a written letter of interest to the Nominating Committee which may require a personal

interview of such member not more than sixty (60) days prior to the date of the Annual Business Meeting.

**Section 3.** Not less than thirty (30) days prior to the date of the Annual Membership meeting, the Nominating Committee shall submit to the Board of Directors its list of recommended candidates. Upon approval of the list by the Board, the list shall be submitted to the membership for voting at the Annual Membership Meeting.

**Section 4.** The Nominating Committee shall recommend candidates for the office of President, First Vice-President, Second Vice-President, Recording Secretary, Corresponding Secretary, Treasurer and a list of candidates for Directors.

**Section 5.** All Officers of the Association shall be elected from the current Board of Directors.

## **ARTICLE IX**

### **VOTING**

Except as the By-Laws, otherwise provide, each Member of this Association, in good standing, shall be entitled to vote upon candidates for office and upon any matter properly submitted for vote at any meeting of the general Membership.

**Section 1.** Voting by proxy, by a Member in good standing, may or may not be allowed as determined by the Board.

**Section 2.** Voting by e-mail, by a Member in good standing, may or may not be allowed as determined by the Board.

**Section 3.** Voting by conference call, by a Member in good standing, may or may not be allowed as determined by the Board.

## **ARTICLE X**

### **DRCEA EXPENSE REIMBURSEMENT POLICY**

**Section 1.** Payment for conference, travel and mileage expenses of DRCEA Officers and Board of Directors to attend conferences and seminars or to conduct DRCEA Association business shall be made in accordance with the following guidelines.

**Section 2.** Prior approval from the Board of Directors shall be required for all travel outside of the Metropolitan Detroit area.

**Section 3.** Any Officer or Director requiring a travel advance shall submit, to the DRCEA Treasurer, a written estimate of expenses and a summary of the purpose of the intended travel.

**Section 4.** The DRCEA President may authorize an advance for estimated expenses expected from the attendance at any conference, seminar or conducting DRCEA business out-of-town.

**Section 5.** Authorized travel expenses are as follows:

- (a)** Registration and Conference fees charged by the host organization
  - (b)** Up to regular coach fare for air travel
  - (c)** Actual cost of parking
  - (d)** Actual cost of ground transportation
  - (e)** Lodging for a conference or seminar shall be the rate charged by the hotel or other facility where such conference or seminar is held or a facility considered part of the conference or seminar.
  - (f)** Out-of-town DRCEA business requiring overnight accommodations will be reimbursed as approved by the DRCEA Board of Directors.
  - (g)** Meals shall not exceed a maximum of fifty dollars (\$50.00) per diem.
  - (h)** Partial travel days are reimbursed at twenty-six dollars (\$26.00) for dinner, fourteen dollars (\$14.00) for lunch and ten dollars (\$10.00) for breakfast.
  - (i)** Meals included in registration fees shall be deducted from the per diem amount at the above rates.
  - (j)** Miscellaneous expenses such as tips and incidental expenses must be itemized and shall not exceed twenty dollars (\$20.00) per diem.
  - (k)** Private car travel shall not exceed 600 miles round trip.
- (l) All mileage reimbursement will be calculated using the current Internal Revenue Service rate per mile for business travel plus, if applicable, parking expense.*
- (m)** Mileage reimbursement for attendance at DRCEA Board or committee meetings in the Detroit area shall be calculated using the current Internal Revenue Service rate per mile for business travel but shall not be less than ten dollars (\$10.00) and shall not exceed thirty dollars (\$30.00).

**Section 6.** In order to be reimbursed, original receipts documenting actual expenses, including incidentals and unanticipated costs for which reimbursement is sought or for which DRCEA funds were advanced shall be submitted to the DRCEA Treasurer for Board approval at the next DRCEA Board Meeting immediately following the close of the conference.

Failure to submit proper receipts in a timely manner, without good reason, will be grounds for denial of reimbursement.

**Section 7.** Reconciliation of conference expenses, whether reimbursed or not reimbursed, including any unspent portion of advanced funds shall be repaid to the DRCEA Treasurer at the next DRCEA Board Meeting immediately following the close of the conference.

## ARTICLE XI

### **EXECUTION OF INSTRUMENTS**

**Section 1.** All checks, drafts and orders for payment of money shall be signed in the name of the Association by two (2) Officers, as the Board of Directors, shall, from time to time designate, for that purpose.

**Section 2.** When the execution of any contract, conveyance or instrument has been authorized by the Board of Directors without specification of the executing officers, the President, or a Vice-President and the Recording Secretary may execute the same in the name of and on behalf of the Association.

## ARTICLE XII

### **DISSOLUTION OF ASSOCIATION ASSETS**

**Section 1** *The Detroit Retired City Employees Association (DRCEA) may be dissolved by any of the following actions.*

**(a)** *The General Membership may vote to dissolve the organization by a majority vote of the members present at the Annual Membership Meeting or by a majority vote of the Members present at a special meeting of the membership provided that notice of the proposed dissolution is included in the special meeting notice.*



*(b) The Board of Directors may vote to dissolve the organization by a two thirds vote of the Board Members present at a regular meeting or a special meeting of the Board of Directors provided that notice of the proposed dissolution is included in the meeting notice.*

*(c) A judgment of dissolution is entered by a court.*

**Section 2** *In the event of the dissolution of the Detroit Retired City Employees Association (DRCEA), the Board of Directors, after paying and making provisions for the payment of all liabilities, shall distribute all remaining assets of the Association in the manner set forth in the Articles of Incorporation of the organization filed July 11, 1960 and as amended June 13, 1989.*

*Article IX of the Articles of Incorporation, as amended, provides: Upon dissolution, all of the remaining assets will be assigned, transferred and set over to the City of Detroit Retirement Fund.*

**Section 3** *Additionally, in the event of the dissolution of the organization, all provisions of the Internal Revenue Service Code regarding dissolution applying to Section 501 (c) 5 organizations, any and all applicable federal regulations, and all requirements of the State of Michigan's laws, rules and tax codes shall be followed.*

### **ARTICLE XIII**

#### **RULES OF ORDER**

The Rules contained in the most recent Modern Edition of Robert's Rules of Order shall govern the Association in all cases where they are not inconsistent with these By-Laws and any special rules of order the Association may adopt.

### **ARTICLE XIV**

#### **RECOMMENDATION OF DRCEA LEGAL COMMITTEE**

Therefore, in accordance with Article V, Section, 2 the DRCEA Board of Directors Legal Committee, submitted Article II PURPOSE OF THE ASSOCIATION AND ARTICLE VII, MEETINGS of these By-Laws Amendments and they were approved by the Detroit Retired City Employees Association (DRCEA) Board of Directors at the July 12, 2018 DRCEA Board of Directors Meeting.

**LAST REVISIONS AND/OR AMENDMENTS OF THE BY-LAWS WERE APPROVED ON;**

**AUGUST 14, 2008**

**MAY 11, 2015**

**MAY 12, 2016**

**DECEMBER 8, 2016**

**JANUARY 11, 2018**

**JULY 12, 2018**

All DRCEA Board Members are reminded that By-Laws may be amended any time in accordance with

Article V, Section 2.

It is further recommended that all Members of the DRCEA Board of Directors review the entire By-Laws on not less than an annual basis.

JOHN R. EDDINGS

MARIAN E. HARPER

GERALD F. FISCHER

SHEILA WADE KNEESHAW

ALLEN A. LEWIS

JEFFREY F. WOODS

KAY D. SCHLOFF

LIONEL E. LITTLE

BARBARA WISE JOHNSON