

BY-LAWS
of the
CITY OF PHOENIX RETIREES ASSOCIATION

ARTICLE I. NAME

The name of this organization shall be: City of Phoenix Retirees Association (COPRA)

ARTICLE II. PURPOSE

The purpose of COPRA shall be to develop, promote and carry out activities for the benefit of retired General employees of the City of Phoenix, and to represent the best interests of retirees in all benefit matters that the city may have under consideration.

ARTICLE III. GENERAL MEMBERSHIP

Membership shall be open to any retiree of the City of Phoenix under the General Retirement Plan (COPERS) upon payment of dues as established by the Board of Directors. Additionally, the following individuals are also eligible for membership:

1. RETIREE'S SURVIVOR. The survivor of a current COPRA member is eligible to continue membership in COPRA upon the death of the retiree.
2. DEFERRED RETIREE. Any City of Phoenix General Retirement Plan Deferred Retiree.
3. DISABILITY/MEDICAL. Any City of Phoenix General Retirement Plan employee currently receiving a disability/medical pension from the City of Phoenix.
4. HONORARY LIFE MEMBERSHIP. Honorary Life Membership can be awarded by the Board of Directors for outstanding dedicated service toward the substantial betterment of COPRA and its members. It is the highest honor that can be awarded by COPRA, and must involve leadership, initiative and a significant amount of effort over a considerable period of time, including working productively and harmoniously with various individuals in order to accomplish the goals of COPRA. No further payment of dues is required for the honorees during their lifetime.

ARTICLE IV. MEETINGS

1. Board: The Board of Directors shall generally meet the second Thursday of each month, with the exception of June, July and August.
2. Annual Meeting: The annual meeting, including election of Board of Directors, will be held in December.
3. Regular Membership Meetings: Membership meetings will be held periodically, with the exception of June, July and August.

4. Standing Committee Meetings: Will be held as necessary to accomplish the goals of COPRA.
5. Special Membership Meetings: May be called by the Executive Committee as needed. Such meetings require not less than 15 calendar days notice to the general membership.
6. Emergency Board Meetings: May be called at the discretion of the Executive Committee.
7. Notice of Meetings: Will generally be provided through the Chronicle, unless such meetings should be considered Special Membership or Emergency Board Meetings.
8. Quorum: Board meetings require a simple majority of the board to be present, thereby constituting a quorum. A quorum is not required for membership meetings.

ARTICLE V. BOARD OF DIRECTORS

The Board of Directors shall consist of ten (10) elected positions that serve for two-year terms of office. Five positions are subject to election each calendar year so that “staggered” terms-of-office are created for continuity. The Executive Committee will consist of four (4) directors elected by the Board of Directors to a one-year term of office.

1. The Executive Committee shall consist of the President, Vice-President, Secretary, and Treasurer.
2. The general powers of the Executive Committee will be to carry out the goals of the organization as defined in the By-Laws. The Board of Directors shall determine the policy and all activities of the Association, approve expenditures, and direct all functions affecting the Association.
3. Immediate Past-President: The Immediate Past-President shall assist the President in an advisory capacity. In the event an Immediate Past-President does not seek re-election or is not re-elected to the Board of Directors, he or she may continue in an advisory capacity to the President and the Board of Directors, but will not have official powers or voting rights on the board.
4. Term of Office: Each elected director shall serve a two-year term. Any director who has three unexcused absences from COPRA board meetings may be removed from office by a 2/3 majority vote of the Board of Directors.
5. Vacancies: Any unexpired term of a director shall be filled by a recommended candidate from the Executive Committee and approved by the Board of Directors.

ARTICLE VI. OFFICER'S DUTIES (EXECUTIVE COMMITTEE)

1. President: The President shall preside over all meetings of the board and general membership. The President shall work with all members of the board in establishing items for board consideration and appropriate follow-up. The President shall be responsible to establish "temporary" working committees as necessary and appoint the appropriate chairs. The President shall also make recommendations for full-board approval on an annual basis for all chairs of Standing Committees as established in the By-Laws.
2. Vice-President: The Vice-President works on various projects and assignments as directed by the President. The Vice-President shall assume the duties of the President when the President is absent or otherwise incapable of discharging duties of the office. In the event of a vacancy in the office of President, the Vice-President shall assume the office of the President until a timely replacement election can be held by the Board of Directors to complete the term-of-office.
3. Secretary: The Secretary shall be responsible for maintaining minutes of all meetings of the Association, shall attend to all necessary correspondence and perform such duties as assigned by the President and the Board of Directors. At the end of the Secretary's term-of-office, all minutes and records will be forwarded to the incoming Secretary.
4. Treasurer: The Treasurer shall receive all funds of the Association and shall pay such monies as are authorized by the President, and/or the Board of Directors, or as otherwise provided through these By-Laws. The Treasurer shall maintain all financial records and provide a monthly financial statement for the Board of Directors approval.

ARTICLE VII. ELECTIONS

All directors as defined in Article V shall be elected by a ballot process as defined in this Article. All current COPRA members are eligible to seek office as a director for a two-year term as outlined below. All existing directors of COPRA are also eligible to seek re-election by providing a notice of intent to the Board Chair by the October board meeting and will automatically be placed on the ballot. The addition of non-incumbent candidates to the ballot running for open board positions will follow the steps outlined in this Article below.

- A. A Nominating Committee shall include all five (5) incumbent directors not up for re-election. These five directors shall elect a chair among them on or before the October board meeting. The Nominating Committee will perform all functions as necessary to assure compliance with the processes outlined in this Article.
- B. The Nominating Committee will solicit names from the general membership for consideration to run for the open board positions using the Chronicle to seek interest and other means available.

C. The Nominating Committee will contact all interested candidates to discuss their interest and background for consideration and also establish that they are members in good standing of the Association and are willing to serve if elected.

D. The Nominating Committee will select from those interested members candidates to be nominated and placed on the ballot, in addition to all incumbent candidates seeking re-election, by the November board meeting. No more than two candidates (including incumbents) will be placed on the ballot for each of the open board positions.

All candidates biographies will be published in the November Chronicle which will serve as the notification to the general membership in preparation for elections to be held at the annual meeting in December, unless paper balloting by mail is required as outlined in Article VII.1. below.

1. Ballot Process: Voting will be conducted by voice vote at the December Annual Meeting if no more than five (5) candidates are on the ballot. If additional candidates are nominated, a formalized ballot process will be conducted as follows:

a. A ballot listing all candidates will be included in the November Chronicle to be mailed to all paid members. Members may bring their ballot to the December Annual Meeting where a ballot box will be provided, or may cast their votes by mail to the Nominating Committee Chair postmarked and delivered prior to the meeting date. Replacement/substitute ballots may be used as necessary according to procedures outlined by the Nominating Committee.

b. Members of the Nominating Committee will handle the ballot process and establish procedures as necessary to meet the requirements of this Article. They will also ensure that appropriate controls are in place to provide for one vote per “paid” member either by mail or in person at the December Annual Meeting.

c. The Nominating Committee will count the votes and elected directors will be announced at the December Annual Meeting.

ARTICLE VIII. DUES

Annual dues for eligible members as outlined in Article III, shall be as established by the Board of Directors. The Board of Directors may also adopt membership incentive programs. Dues from new members paid after September 1 shall apply to the following year. Dues must be paid annually at the beginning of the calendar year. A member may pay dues for more than a year. Payment of dues for multiple years will be at the established rate for the current year and additional payment by a member in subsequent years due to a change in fee structure will not be required for those years already paid. If dues are not paid by May 1 of each year, membership will terminate.

ARTICLE IX. FINANCES

The fiscal year shall be from January 1 to the end of December. All revenue shall be deposited in a local financial institution and may be withdrawn upon authorization of the Executive Committee and /or Board of Directors. A statement of financial condition shall be given at the monthly board meeting. A summary of the finances of the organization shall be provided annually to the membership. A financial audit shall be conducted whenever deemed appropriate by the Board of Directors.

ARTICLE X. NEWSLETTER

A newsletter (COPRA Chronicle) shall be prepared and distributed at regular intervals as determined by the Board of Directors.

ARTICLE XI. COMMITTEES

COPRA has six (6) Standing Committees which serve the on-going needs of the Association. Additional “working” or “ad hoc” committees may be established to meet specific needs or objectives and will only serve for a limited amount of time. All committees and their respective chairs report to the Board of Directors and will update the board on all matters as necessary and seek approval from the board for all actions that represent COPRA.

The six Standing Committees are as follows:

1. Membership Committee: The Membership Committee shall maintain records of all existing COPRA members, collect necessary dues and forward funds to the Treasurer, and develop and structure programs to seek out new members from retirees of the City of Phoenix eligible for this Association. The committee may also provide informational support to the Chronicle Committee as required.
2. Nominating Committee: The Nominating Committee shall submit the names of eligible candidates and conduct the election process in accordance with Article VII of these By-Laws.
3. Programs Committee: The Programs Committee shall be responsible for the establishment, scheduling and programming of all general meetings and other social gatherings of the Association. Responsibilities also include the arrangement and coordination of the refreshment, entertainment and education portions of these functions.
4. Benefits Committee: The Benefits Committee shall work with the City of Phoenix Personnel Department, Retirement Office and Retirement Board to obtain improved benefits for retirees, and report items affecting retirees. The committee will also work with the city on health insurance matters.
5. Chronicle Committee: The Chronicle Committee is responsible for publishing and distribution of the COPRA Chronicle. The committee will work with all members of the board and other standing committees on articles of importance to be placed in the

newsletter. The Editor shall be responsible for the preparation of the Chronicle. All articles related to health, benefits and COPRA programs will be submitted through the standing committees.

6. Retirement Board Committee: The Board of Directors shall recommend a Retirement Board Representative to serve on the City of Phoenix Retirement System Board (COPERS.) The term of this appointment is normally three years.

ARTICLE XII. MEMBERSHIP RESPONSIBILITY

It is the responsibility of each member to inform the Membership Committee Chairperson of any change in address, phone number or marital status.

ARTICLE XIII. AMENDMENTS

The By-Laws shall be amended by a majority vote at any general membership meeting providing that at least fifteen (15) calendar days written notice of the proposed changes are given to the membership.

ARTICLE XIV. MISCELLANEOUS

Various housekeeping changes may be made to update the wording in the By-Laws without approval of the general membership.