

BY-LAWS
OF
CINCINNATI MUNICIPAL EMPLOYEES RETIREMENT ASSOCIATION

1. ORGANIZATION

This organization shall be known as the Cincinnati Municipal Employees Retirement Association, Cincinnati, Ohio, Hamilton County, otherwise known and referred to in this document as "CMERA," incorporated and governed as a corporation not for profit, in accordance with the provisions of Section 1701.01, et seq., Ohio Revised Code, and in compliance with IRS Section 501 (c) (3). Such incorporation was first recorded with the Secretary of State of Ohio, registration number 555728, on June 5, 1980.

2. MEMBERSHIP AND DUES

Active Member: Any pensioner or beneficiary of the Retirement System of the City of Cincinnati who submits a CMERA membership application form and pays the membership dues. Only Active Members shall have the right to vote, hold elected office or be appointed as a Director.

Associate Member: Any pensioner or beneficiary who has not submitted a CMERA membership application form and who has not paid the required dues. Associate Members shall have the opportunity to attend the general Membership Meetings, except they may neither vote nor hold office.

Membership Meetings: The intent of Membership Meetings shall be to inform the membership of CMERA's efforts and activities relating to the purpose and function of CMERA. The results of the annual Officer elections shall be reported at the October meeting. Any motion made, seconded and approved by the membership shall be referred by the President to the appropriate committee for review, and conveyed, with a recommendation, to the Governing Board for final action.

Membership Dues: Payment shall be the responsibility of each applicant. Membership dues shall be determined by the Governing Board and cover the period from January 1st to December 31st. Any Active Member who has made, prior to 1996, a one-time twenty-five dollar (\$25.00) payment to become a lifetime Active Member shall continue to retain lifetime membership. Such lifetime membership is not transferable.

3. OFFICERS AND THEIR DUTIES

President: The President shall preside over all meetings of the Executive Committee, Governing Board and Membership, and is authorized to make financial transactions as identified below under Treasurer.

Vice President: The Vice President shall assume all responsibilities of the President in his/her absence, and is authorized to make financial transactions as identified below under Treasurer.

Treasurer: The Treasurer shall maintain all financial records of CMERA, collect all dues and record same, issue Membership cards, obtain bonding and liability insurance, provide periodic financial reports as directed in the Operational Guidelines, and keep an accurate list of Active Members. All funds shall be deposited in a financial institution located in Hamilton County, Ohio. The President, Vice President and Treasurer are authorized to sign checks, and make single disbursements, transfers of funds and credit card charges of less than two hundred dollars (\$200.00). All single disbursements, transfers of funds and credit card charges of two hundred dollars (\$200.00) or more shall be approved by the Governing Board unless they are included in the current approved annual budget. The President, Vice President and Treasurer shall each retain a CMERA credit card to cover normal expenses of CMERA within the above limits.

Secretary: The Secretary shall record the proceedings of the Executive Committee, Governing Board, Membership and Special Meetings, and shall provide these minutes at or before the following meetings. The Secretary shall receive, file, answer and/or refer to the President when necessary, all correspondence received by CMERA. The Secretary shall retain CMERA's minutes and historical documents.

Immediate Past President: The Immediate Past President shall be a voting member of the Executive Committee. In the event the Immediate Past President is unavailable, the President shall appoint a member of the Governing Board to this role.

Sergeant at Arms: The Sergeant at Arms serves as the Executive Officer of CMERA for enforcement of all rules and administration, keeps order during meetings and may warn members or meeting attendees that are overly rowdy or disruptive, shall be a voting member of the Executive Committee, shall provide and display the Colors at all CMERA Membership Meetings.

4. TERMS AND LIMITATIONS

The elected or appointed Officers as well as the appointed Directors shall serve for a two (2) year term and shall not serve more than two (2) consecutive terms in the same position without the absence of one (1) term. If any elected or appointed officer vacates his/her position the Governing Board shall select a replacement from the Active Members, to

serve the remainder of the term. Thereafter the elected officer positions shall be filled as described within these By-Laws.

The President with the concurrence of the Executive Committee shall appoint the Sergeant at Arms in the even number years.

5. BONDING AND AUDITING

The President, Immediate Past President, Treasurer, Secretary, Membership Committee Chair and a Director involved with special funds shall be bonded. Cost for bonding shall be paid by CMERA. Financial records shall be audited in the first quarter of each year, by a special committee appointed by the President.

6. EXECUTIVE COMMITTEE

The Executive Committee shall consist of the President, Vice President, Treasurer, Secretary, Immediate Past President and Sergeant at Arms. The Executive Committee shall be empowered to make decisions and carry out the normal operations of CMERA, in accordance with the provisions of its Constitution and By-Laws.

7. DIRECTORS

Ten (10) Directors shall be appointed by the Executive Committee.

8. ASSOCIATE DIRECTORS

Associate Directors shall be Active Members who are past members of the Governing Board that would like to remain involved in the Board's activities, or other Active Members that would like to become involved in Board activities. Associate Directors shall be appointed by the Executive Committee for a two (2) year term and have all the participatory rights of a Director except voting privileges at Governing Board meetings.

9. GOVERNING BOARD

The Governing Board shall consist of the President, Vice President, Treasurer, Secretary, Immediate Past President, Sergeant at Arms, and Directors. The Governing Board shall be empowered to make decisions on all matters coming before it, except as otherwise provided by the Constitution or By-Laws. The Governing Board shall have the authority to ex-

tend the term of an elected Officer or appointed Director by one (1) year by an affirmative majority vote under the following conditions: upon the expiration of the second term of an elected Officer in the absence of another nominee; upon the expired term of an appointed Director when no other Active Member has volunteered to serve.

10. COMMITTEES

The President shall have the authority to establish any committee, other than the Executive Committee, that is necessary to carry out the purposes and functions of CMERA and shall determine the Chair and term of each committee. Only Active Members shall chair committees. The Chair, with the concurrence of the President, shall select the other members of a committee. Each committee shall keep the Governing Board informed as to its current activities and future plans. Each committee chair shall submit an annual report to the President. All members of the Governing Board shall make themselves available to any Chair who believes their assistance may be helpful to the committee.

11. ELECTIONS

Elections shall be held for the positions of President and Treasurer in the odd number years and for the positions of Vice President and Secretary in the even number years. The elected Officers shall assume their responsibilities on January 1st of the following year.

12. AMENDMENTS

The By-Laws may be amended or repealed by an affirmative vote of at least ten (10) members of the Governing Board.

13. REIMBURSEMENTS

Officers and Directors shall not receive compensation such as pay, meals, parking reimbursements or tangible goods in consideration for their services.

14. SPECIAL MEETINGS

Special Meetings shall have a declared specific purpose. The meetings may be called by the President, two (2) members of the Executive Committee or by three (3) members of the Governing Board. The representatives requesting such meeting, shall communicate to the President its purpose, location, date and time.

15. OPERATIONAL GUIDELINES

This document provides information to supplement the provisions of these By-Laws and also serves to facilitate continuity in governing CMERA. Changes shall be at the discretion of the Governing Board, but must be consistent with the intent of the Constitution and By-Laws.

16. INDEMNIFICATION

CMERA shall purchase “Directors and Officers Liability Insurance”, to indemnify its Officers and Directors against personal liability, judgments, fines, settlements and/or expenses incurred by reason that such person was discharging his/her responsibilities or acting as an agent of CMERA.

17. CONFLICT OF INTEREST POLICY

Except for matters involving the City of Cincinnati, the Retirement System of the City of Cincinnati and its benefits, no Officer or Director of CMERA shall participate in any discussion or vote on any matter in which he or she or a member of his or her immediate family has potential conflict of interest due to having material economic involvement regarding the matter being discussed. When such a situation presents itself, the Officer or Director must announce his or her potential conflict, disqualify himself or herself, and be excused from the meeting until such discussion and vote is concluded.

18. DISSOLUTION

If dissolution of CMERA is to be considered, the President shall notify the Governing Board by mail of the purpose, location, date and time of a Special Meeting, at least ten (10) calendar days prior to the meeting. An affirmative vote of at least twelve (12) members of the Governing Board shall be required to dissolve CMERA. Any recommendation(s) for the disbursement of CMERA’s assets shall meet the requirements of the IRS Section 501 (c) (3) and receive an affirmative vote of at least twelve (12) members of the Governing Board. Following the decision to dissolve CMERA and how to disburse the assets, the President shall notify the Membership and all appropriate agencies as required by law.

Revised/Approved by the Governing Board on the 17th day of April, 2020.