

# Bylaws

The Bylaws of CMERA, including its Appendices, describe membership categories; meetings; officers, duties and terms of officers and directors; role of committees, and other important aspects of the not-for-profit organization. It is a document that helps ensure the corporation operates fairly, consistently, efficiently, and cost-effectively.

<p style="text-align: center;"><b>BYLAWS</b></p> <p style="text-align: center;"><b>OF</b></p> <p style="text-align: center;"><b>CINCINNATI MUNICIPAL EMPLOYEES RETIREMENT ASSOCIATION</b></p>
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## 1. ORGANIZATION

This organization is known as the Cincinnati Municipal Employees Retirement Association located in Cincinnati, Ohio, Hamilton County, otherwise known and referred to in this document as “CMERA.” CMERA operates as a team-based, fully virtual organization without physical offices. Its mailing address is P.O. Box 11026, Cincinnati, Ohio, 45211. It is incorporated and governed as a not-for-profit corporation in accordance with the provisions of Section 1702 of the Ohio Revised Code, and in compliance with IRS Section 501(c)(3). Such incorporation was first recorded with the Ohio Secretary of State, registration number 555728, on June 5, 1980.

## 2. MEMBER CATEGORIES, MEETINGS, AND DUES

### **Active Member**

An Active Member is any pensioner or beneficiary of the Retirement System of the City of Cincinnati (CRS) who submits a CMERA membership application form (See Appendix 8) and pays the membership dues. Only Active Members have the right to vote, participate in on-line discussions, receive all newsletters or communications, hold elected office, or be appointed as a Director or Associate Director.

### **Associate Member**

An Associate Member is any pensioner or beneficiary of the CRS who has not submitted a CMERA membership application form and/or who has not paid the required dues. Associate members have the opportunity to attend the Members’ meetings, but they may neither vote nor hold office.

### **Members' Meetings**

The intent of Members' meetings is to inform the members of CMERA's efforts and activities relating to the purpose and function of CMERA. Whenever possible, Members' meetings will be held in-person during the months of May and October. For an in-person meeting, a minimum of twenty percent (20%) of the members of the Executive Committee must be present. If an in-person meeting is not possible, as determined by the Executive Committee, an alternative method should be made available to provide the information to the members.

The results of the annual officer elections should be reported at the October meeting.

Any motion made, seconded, and approved by the majority of Active members present at a Members' meeting is to be referred by the President to the appropriate committee or Officer for review, and then conveyed, with a recommendation, to the Executive Board for final resolution. The Officer may consult with Directors and/or Associate Directors on such matters prior to making any recommendation to the Executive Committee.

### **Membership Dues and Fees**

Dues and fees are established for the sole purpose of fulfilling the mission of CMERA. Payment of dues and fees is the responsibility of each member or applicant. A vote of at least fifty-one percent (51%) of the Governing Board determines the amount of membership dues and fees and policies related to them. Refer to Appendix 2 for the current Dues Policy document for more information.

A CMERA membership card can be issued upon payment of dues upon request or upon an in-person payment at a Members' meeting.

Any payment for dues or fees that is not accepted by a financial institution for any reason results in immediate forfeiture of Active membership and the assessment of fees and/or penalties to reimburse CMERA for any expenses related to the payment rejection.

## **3. OFFICERS, DIRECTORS, ASSOCIATE DIRECTORS, AND THEIR DUTIES**

The Officers (President, Vice President, Treasurer, and Secretary) are elected positions. The Sergeant-At-Arms, Directors, and Associate Directors are appointed positions. The position of Immediate Past President is bestowed upon the person who previously held the position of President.

**President:** The President:

- Schedules, attends, and presides over all Executive Committee, Governing Board, and Members' meetings.
- Prepares agendas for all meetings and distributes meeting material prior to the date of the meeting.
- Represents CMERA in all public and official matters.
- Regularly communicates with members and members of the Governing Board.
- Presents recommendations to the Governing Board for action.
- Makes financial transactions assigned to the Treasurer if necessary.
- Is responsible for renewal of the corporation's Certificate of Continued Existence with the State of Ohio every five (5) years (2027, 2032, etc.)
- Provides an annual report summarizing CMERA's accomplishments, major activities, goals, and financial status.
- Serves as custodian of Presidential records. The President obtains all records from their predecessor; maintains a copy of all new pertinent documents they receive or create; disposes of records in accordance the current Record Retention Policies and Schedule; and transfers all records to the successor.
- Establishes and maintains contact as appropriate with other organizations that support similar objectives to CMERA (e.g., Unions, CODE).
- Monitors budget and legislation that may impact pension and/or health care benefits. Monitoring may include attending meetings and/or presenting at meetings of City Council, its Committees, Retirement Board of Trustees, other judicial organization, and similar.
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**Vice President:** The Vice President:

- Assumes all responsibilities of the President in the absence of the President.
- Assists the President in achieving annual goals.
- Participates in all Executive Committee, Governing Board, and Members' meetings.
- May attend meetings and/or present at meetings of City Council, its Committees, Retirement Board of Trustees, other judicial organization, and similar then advise the President and/or the Executive Committee of any concerns, as well as any recommendations.

**Treasurer:** The Treasurer:

- Maintains all financial records of CMERA.
- Collects, deposits, and records all dues and other payments received.\*
- Makes payment of all valid invoices or claims in a timely manner.
- Issues membership cards.\*
- Obtains insurance recommended by a qualified agent to protect CMERA. Such insurance should include Employee Dishonesty/Crime, Directors & Officers Liability, and General Liability insurance with non-owned automobile coverage.

Insurance may also be obtained for instances of data breaches as well as other coverage deemed necessary and approved by the Governing Board.

- Maintains a list of CMERA members based upon available information.\*
- Reports the financial status of CMERA at all Executive Committee, Governing Board, and Members' meetings.
- Presents an annual budget proposal by October 15<sup>th</sup> of each year for the Executive Committee's review and approval.
- Is responsible for reserving a location, providing refreshments, and coordinating supporting tasks for Members' meetings.
- Assumes the responsibilities of the President in the absence of the President and Vice President.
- Serves as custodian of financial records. The Treasurer obtains all records from their predecessor; maintains a copy of all new documents they receive or create; disposes of records in accordance with the current Record Retention Policies and Schedule; and transfers these records on to the successor.
- Participates in all Executive Committee, Governing Board, and Members' Meetings.
- Ensures that CMERA's tax exempt status is maintained.
- Informs Active members when their CMERA membership expires using a date on the newsletter mailing address, e-mail, mail, or some other method.\*
- Maintains an electronic spreadsheet or database of all current retirees and beneficiaries.\*
- Recommends to the President no later than October 15<sup>th</sup> of each year, any changes in procedures, expenditures, or practices to maximize cost effective spending.
- Reviews the status of membership dues every fiscal year and makes recommendations to the President and the Executive Committee no later than October 15<sup>th</sup> of that year regarding retention or modification of the current dues.
- Prepares a per-Active-member cost breakdown for each budgeted expense line item each February.
- Ensures that any external review or annual audit required by statute or request of the Executive Committee is conducted and that the results are reported to the Executive Committee and Governing Board.
- May attend meetings and/or present at meetings of City Council, its Committees, Retirement Board of Trustees, other judicial organization, and similar then advise the President and/or the Executive Committee of any concerns, as well as any recommendations.

\*Indicates a duty that may be delegated.

**Secretary:** The Secretary:

- Participates in all Executive Committee, Governing Board, and Members' meetings.

- Records the proceedings and votes of the Executive Committee, Governing Board, Communications Committee, and Members' meetings.
- Provides the draft minutes of a meeting prior to the next meeting.
- Receives, files, answers and/or refers to the President, when necessary, all correspondence received by CMERA.
- Serves as custodian of CMERA's minutes and historical documents including the President's annual report; committees' annual reports; newsletters; meeting minutes; directory of the Governing Board with term dates; directory of committee members with term dates; and other important correspondence/documents. These records are to be transferred to their successor. Disposes of records in accordance with the current Record Retention Policies and Schedule.
- Assumes the responsibilities of the President in the absence of the President, Vice President, and Treasurer.
- Maintains a term limitations chart for all officers and directors.
- May attend meetings and/or present at meetings of City Council, its Committees, Retirement Board of Trustees, other judicial organization, and similar then advise the President and/or the Executive Committee of any concerns, as well as any recommendations.

**Immediate Past President:** The Immediate Past President:

- Participates and votes in meetings of the Executive Committee and Governing Board.
- Serves as the Parliamentarian for CMERA.
- Provides support assistance to the President as directed.
- May attend meetings and/or present at meetings of City Council, its Committees, Retirement Board of Trustees, other judicial organization, and similar then advise the President and/or the Executive Committee of any concerns, as well as any recommendations.
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**Sergeant at Arms:** The Sergeant at Arms:

- Participates and votes in meetings of the Executive Committee and Governing Board.
- Serves as the Executive Officer of CMERA for enforcement of all rules and elections.
- Maintains order during meetings.
- Posts the colors at all CMERA Members' meetings.
- Provides support assistance to the President as directed.
- Seeks candidates, along with the Communication Committee, from Active members to fill any current or pending Executive Committee or Director vacancies using CMERA's communication resources.
- Documents the candidates' qualifications for the office or position.
- Presents the names of all candidates for scheduled elections to the

Governing Board no later than July 15<sup>th</sup>.

- Counts all ballots expeditiously and announces the results at that meeting.
- Retains all returned ballots until the next election.
- Prepares a summary report of the election results and presents it to the Governing Board.
- May attend meetings and/or present at meetings of City Council, its Committees, Retirement Board of Trustees, other judicial organization, and similar then advise the President and/or the Executive Committee of any concerns, as well as any recommendations.
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**Directors:** Up to ten (10) Active members may be appointed by the Executive Committee as Directors. Directors:

- Participate in all Governing Board and Members' meetings.
- May participate in meetings of Executive Committee
- Each Director has one full vote on matters requiring the vote of the Governing Board.
- Serve to provide input and recommendations to the Governing Board.
- Serve on committee(s) or special projects as requested.

**Associate Directors:** They are Active members who are past members of the Governing Board who want to remain involved in the Board's activities, or other Active members that would like to become involved in Board activities. Associate Directors:

- Participate in all Governing Board and Members' meetings.
- May participate in meetings of the Executive Committee.
- Are appointed by the Executive Committee for a two (2) year term.
- Each Director has one half vote on matters requiring the vote of the Governing Board.
- Serve on committee(s) or special projects as requested.

#### **4. TERMS, TERM LIMITATIONS. AND VACANCIES**

The elected officers (President, Vice President, Treasurer, and Secretary) serve a two (2) year term but not more than three (3) consecutive terms in the same position without the absence of one (1) term unless the following conditions are met:

- a. At least two months prior to the conclusion of a third term, an announcement is made by newsletter, mail, and/or electronically to active members announcing the upcoming vacancy,
- b. No Active member has requested to be a candidate for the office,
- c. The current officer desires to continue serving in the position for another term, and
- d. The Governing Board votes to suspend the term limits and appoints the current officer to the office for another term.

If the position of any elected officer becomes vacant, the Governing Board may select a replacement from the Active members to serve the remainder of the term of the officer. Thereafter, the elected officer position is to be filled as described within these Bylaws.

The Sergeant-At-Arms serves at the pleasure of the President in concurrence with the majority of the Executive Committee with no term or term limits.

The Immediate Past President is an ex-officio member of the Governing Board and has no term or term limits. If the position becomes vacant, the position remains vacant until a new President is elected or appointed at which time the previous President assumes the position. Whenever the Immediate Past President position is vacant, the Governing Board may select among Active members a Senior Director to serve on the Executive Committee for up to three (3) consecutive two (2) year terms to fulfill the duties of the Immediate Past President.

The appointed directors serve for a two (2) year term but not more than three (3) consecutive terms without the absence of one (1) term unless the following conditions are met:

- a. At least two months prior to the conclusion of a third term, an announcement has been made by newsletter, mail, and/or electronically to active members announcing the upcoming vacancy,
- b. No Active member has requested to be a candidate for the position,
- c. The current director desires to continue serving in the position for another term, and
- d. The Governing Board votes to suspend the term limits and appoint the current director to the Board for another term.

If any director vacates their position, the Governing Board may select a replacement from the Active members to serve the remainder of the term.

The appointed Associate Directors serve for a two (2) year term without a term limit. If any associate director vacates their position, the Governing Board may select a replacement from the Active members to serve the remainder of the term.

## **5. GOVERNING BOARD**

The Governing Board consists of the President, Vice President, Treasurer, Secretary, Immediate Past President, Sergeant-at-Arms, and Directors. The Governing Board:

- Holds meetings not less than two (2) times a year, with such meetings generally being held one (1) month prior to the required Members' meeting.
- Is required to have at least twenty percent (20%) of the filled Board positions present at any meeting to conduct official business. Meetings should be in-person unless the President determines that an in-person meeting may jeopardize the health of any Board member(s) or if business justifies prompt consideration and resolution for which a timely meeting is not practical. See Appendix 1 for virtual or remote meeting procedures.
- Is empowered to make decisions on all matters coming before it, except as otherwise provided by the Constitution or Bylaws.
- Acts upon motions. For a motion to be approved, it should be introduced, seconded, debated, and then approved by an affirmative majority vote of those attending the meeting, except for changes (additions, deletions, or modifications) to the Articles of Incorporation which requires a sixty seven percent (67%) affirmative vote of the Governing Board; Constitution which requires a fifty-one percent (51%) affirmative vote of the Governing Board; or Bylaws. which require a fifty-one percent (51%) affirmative vote of the Executive Committee.
- Has the authority to extend the term of an elected Officer or appointed Director in accordance with the provisions of Section 4 of the Bylaws.
- Reviews for approval/disapproval by majority vote of those attending the meeting the Sergeant-At-Arms recommendations for candidates.
- Establishes dues, fees, penalties and collection policies.
- Has the authority to remove any member of the Executive Committee from office by an affirmative vote of at least sixty-seven (67%) of the members of the Governing Board for inappropriate conduct as determined solely by the Governing Board. For any discussion or vote for the removal of a member of the Executive Committee, the impacted member shall not vote and shall not be considered a member of the Governing Board for purposes of determining the sixty-seven percent (67%) threshold. Prior to any vote to remove a member of the Executive Committee, a CMERA member(s) must first provide a written notice of alleged inappropriate conduct to the President (or the Vice President if the President has allegedly committed the inappropriate conduct). The written notice should list specific instances of alleged misconduct along with any supporting documentation. The President must then notify (verbally and in writing) the accused member of the alleged misconduct and provide

him/her a copy of the written notice received. The President shall provide the accused member with reasonable time to respond to the allegation(s) in writing. The President is to then call a meeting of the Executive Committee to review the allegations and all written documents related to the allegation. The Executive Committee then reviews the documentation and considers if there is sufficient cause to remove the member from office. If the Executive Committee determines that there is not sufficient cause to remove the member, the matter is closed. If the Executive Committee determines that there is sufficient cause for removal, a meeting of the Governing Board is then called to consider the matter. At the meeting of the Governing Board, parties may offer additional evidence, documents, statements, etc. The Governing Board will examine the information presented to it and make a final determination of the matter.

## **6. EXECUTIVE COMMITTEE**

The Executive Committee consists of the President, Vice President, Treasurer, Secretary, Immediate Past President, and Sergeant-at-Arms. The Executive Committee:

- Is empowered to make decisions and execute the routine operations of CMERA, in accordance with the provisions of its Articles of Incorporation, Constitution, and Bylaws.
- Is required to have at least fifty-one percent (51%) of the members of the Executive Committee with at least one (1) member being an elected Officer present at any meeting to conduct official business. Meetings should be in-person unless the President determines that an in-person meeting may jeopardize the health of a committee member or if business justifies prompt consideration and resolution for which a timely meeting is not practical. See Appendix 1 for virtual or remote meeting procedures.
- Acts upon motions. For a motion to be approved, it is introduced, seconded, debated, and then approved by an affirmative majority vote of those attending the meeting.
- Approves the agenda for all Members' meetings.
- Reviews and approves/disapproves the membership dues proposal submitted by the Treasurer.
- Reviews and approves/disapproves the annual budget proposal submitted by the Treasurer.
- Considers the recommendations of all committees.
- Has the authority to remove Directors not on the Executive Committee from office by a simple majority vote for three (3) consecutive absences from Governing Board meetings or for inappropriate conduct as determined solely by the Executive Committee. Prior to any vote to remove a Director, a CMERA member(s) must first provide a written notice of alleged inappropriate conduct to the President. The written notice should list specific instances of alleged misconduct along with any supporting documentation.

The President must then notify (verbally and in writing) the accused Director of the alleged misconduct and provide him/her a copy of the written notice received. The President shall provide the accused Director with reasonable time to respond to the allegation(s) in writing. The President is to then call a meeting of the Executive Committee to review the allegations and all written documents related to the allegation. The Executive Committee then reviews the documentation and considers if there is sufficient cause to remove the Director from office. If the Executive Committee determines that there is not sufficient cause to remove the member, the matter is closed. If the Executive Committee determines that there is sufficient cause for removal, the Director forfeits the position.

- Has the authority to remove Associate Directors from office by a simple majority vote for inappropriate conduct as determined solely by the Executive Committee. Prior to any vote to remove an Associate Director, a CMERA member(s) must first provide a written notice of alleged inappropriate conduct to the President. The written notice should list specific instances of alleged misconduct along with any supporting documentation. The President must then notify (verbally and in writing) the accused Associate Director of the alleged misconduct and provide him/her a copy of the written notice received. The President shall provide the accused Associate Director with reasonable time to respond to the allegation(s) in writing. The President is to then call a meeting of the Executive Committee to review the allegations and all written documents related to the allegation. The Executive Committee then reviews the documentation and considers if there is sufficient cause to remove the Associate Director from office. If the Executive Committee determines that there is not sufficient cause to remove the member, the matter is closed. If the Executive Committee determines that there is sufficient cause for removal, the Associate Director forfeits the position.
- May delete, amend, or add any appendix to the Bylaws with a vote of at least fifty-one percent (51%) of its members.
- Reviews each January the CMERA Organizational Checklist and schedules necessary action for the year regarding items on the list. See Appendix 6.

## **7. COMMITTEES**

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

### **Policy Committee:**

The Policy Committee ensures that the Governing documents of CMERA meet all legal requirements and fulfill the purpose of the corporation. This Committee:

- Is chaired by the Vice President.
- Develops and/or reviews all policy positions relating to the Constitution and Bylaws in collaboration with other committees and presents such to the President and Executive Committee.
- Maintains a library of CMERA's governing documents.
- Ensures that CMERA's purposes, policies, and activities are consistent with the Articles of Incorporation, Constitution, and Bylaws.
- Convenes no less than once every five (5) years, beginning in 2027, for the purpose of reviewing and developing recommendations pertaining to the Constitution and Bylaws.

### **Communications Committee:**

This Committee provides essential information to CMERA members, seeks ways to involve members in the purpose of CMERA, and assists with the election of Officers. The Communication Committee:

- Develops and recommends to the President or the Executive Committee cost effective means to communicate annually with CMERA Members.
- Establishes and maintains a CMERA website and a CMERA e-mail "chat room" message service
- Recommends to the President a "Web-Master" to be responsible for maintaining the website.
- Maintains CMERA's internet domain name.
- Works with the President regarding composing, editing, and mailing of any newsletter or other communications to the members.
- Issues newsletters not less than two (2) times a year with one such publication generally being mailed approximately three (3) weeks prior to the Members' Meetings.
- Recommends to the Executive Committee, for each newsletter to be issued,

whether it should be sent to all Active and Associate Members, to Active Members only, or to some other recommended distribution list.

- Develops a budget and recommends to the President or the Executive Committee social activities to promote the well-being and camaraderie of the Members.
- Makes recommendations pertaining to U.S. Postal Services to maximize the cost effectiveness of all CMERA mailed communications.
- Prepares the election ballot and includes it in the Fall newsletter with instructions to mail the ballot so it is received by the day prior to that October Members' meeting, or to return the ballot on the day of, but prior to the opening of meeting.
- Creates as appropriate, and recommend to the President and the Executive Committee, the establishment of awards recognizing efforts furthering the purpose of CMERA.
- Maintains the annual Norb Miller Award, established in 2005.

## **8 ELECTIONS**

Elections are to be held for the positions of President and Treasurer in the odd numbered years and for the positions of Vice President and Secretary in the even numbered years. The elected officers will then assume their responsibilities on January 1st of the following year.

Prior to July 1 of each year, Active members may submit their name for consideration of an elected office that will be voted on in that calendar year. The candidate for office is encouraged to submit biographical information regarding their experience, education, skills, and employment history under the CRS. The Sergeant-At-Arms collects all nominations and verifies the "active" status of the candidate. Afterwards, Sergeant-At-Arms forwards those names to the Governing Board for final review. The name of candidates approved by the Governing Board are then placed on a ballot. Active members may vote for candidates listed on the ballot. All ballots are to be received by CMERA prior to the date of the October Member's meeting. Ballots may also be delivered in person prior to the start of that meeting. If two candidates receive the same number of votes, a coin toss or random selection method will be used to determine the winner of the election.

If a current elected officer seeks another term and no other Active members seek election to that term, the Sergeant-At-Arms may cancel the written ballot procedure for that office and allow a voice vote to take place at the October Members' meeting.

If no Active member seeks an elected office, the Sergeant-At-Arms may request nominations at the Members' meeting and a voice vote may take place at that time.

If an office is or becomes vacant, the Governing Board may appoint an Active member to that office for the remainder of the current term.

## **9. FINANCIAL POLICIES**

The fiscal year commences on January 1 of each calendar year and concludes at the start of the next calendar year.

All funds for operating purposes should be, whenever possible, deposited in a financial institution located in Hamilton County, Ohio. Funds designated by the Executive Committee for investment may be deposited outside the County with a firm(s) registered with the Security Investor Protection Corporation (SIPC).

CMERA utilizes a “cash basis accounting” practice which records all deposits and expenses in the year actually received or paid. Payments to CMERA are to be deposited as soon as feasible and recorded in the fiscal year received.

The President and Treasurer are authorized to make single disbursements, transfers, and investments of funds provided the amount does not exceed three hundred dollars (\$300.00). Transactions exceeding three hundred dollars (\$300.00) must be approved by the Executive Committee Board unless such transactions are included in the current approved annual budget.

The President and Treasurer may retain a CMERA debit card to cover normal expenses of CMERA within the above limits.

The Executive Committee may appoint an Active member(s) to assist the Treasurer in collecting, depositing, and recording payments received as well as collecting and maintaining membership data. Any such members will be covered under CMERA’s insurance coverage for dishonesty or crime.

Officers and Directors do not receive compensation such as pay, meals, or tangible goods in consideration for their services. Necessary expenses incurred by Officers, Directors, and others for CMERA-related services (such as parking, office supplies, etc.) may be reimbursed, but such expenses should be pre-approved by the President or Vice-President. Reimbursements will be paid for pre-approved expenses, by submitting a reimbursement form (See Appendix 7) and/or receipt to the Treasurer for reimbursement.

Purchases should conform, whenever possible, with CMERA’s Purchasing Policy. See Appendix 4.

## **10. SPECIAL MEETINGS**

Special Meetings of the Governing Board must have a declared specific purpose. Such meetings may be called by the President, two (2) members of the Executive

Committee, or by three (3) members of the Governing Board. The President or representatives requesting such meeting if other than the President, must communicate to the members of the Governing Board the meeting's purpose, location, date, and time.

## **11. AUDITING AND RECORD RETENTION**

Financial records should be audited if required or if requested by the Executive Committee in the first quarter of each year, by a qualified person or firm approved by the Executive Committee.

As a not-for-profit corporation, CMERA is required to maintain certain records to meet legal, contractual, and/or historic mandates. Records and documents may be either physical or digital. Reasonable efforts are to be made to preserve all required and historic records. Appendix 5 of the Bylaws contains the current Record Retention Policy for CMERA.

## **12. INSURANCE AND INDEMNIFICATIONS**

CMERA indemnifies and saves harmless any Officer; Director; Assistant Director; and members or agents acting on behalf of CMERA against all expenses, judgments, decrees, fines, penalties or amounts paid in settlement in connection with the defense of any pending or threatened action, suit, or proceeding, criminal or civil, to which such person may be made a party provided the person(s) acted in good faith in what they reasonably believed to be in the best interest of CMERA and the person(s) had no reasonable cause to believe that their conduct was unlawful.

The President, Vice President, Treasurer, and any other Active member assigned to interact with CMERA funds are to be bonded or insured to cover losses from acts of dishonesty. Cost of such bonding or insurance is to be paid by CMERA.

CMERA is to purchase and maintain Directors and Officers (D&O) Liability Insurance, to indemnify and save harmless its Officers and Directors against personal liability, judgments, fines, settlements and/or expenses incurred by reason that such person was discharging their responsibilities or acting as an agent of CMERA.

CMERA is to purchase and maintain General Liability with non-owned vehicle insurance to protect its interest against claims of third-party bodily injuries or property damage including all legal expenses, costs, settlements, and court judgments including medical expenses.

The limits and deductibles for any bonding or insurance policy(ies) are to be set by the Executive Committee after consulting with an experienced insurance specialist.

### **13. CODE OF ETHICS/CONFLICT OF INTEREST POLICY**

Officers, Directors, Associate Directors, and Committee members are required to comply with CMERA's Code of Ethics. See Appendix 3.

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 they or a member of their 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 their potential conflict, disqualify himself/herself, and be excused from the meeting until such discussion and vote is concluded.

### **14. AMENDMENTS**

The Bylaws, including appendixes, may only be amended or repealed by an affirmative vote of at least fifty-one percent (51%) of the members of the Executive Committee.

## Appendix 1 – Virtual or Remote Meetings

When the President schedules a virtual video and/or audio meeting, the President should provide an agenda and working papers for the meeting at least two business days prior to the meeting. At least 24 hours prior to the meeting, the President should provide a direct link or adequate instructions to allow active participation by all invited members during the meeting. The President serves as the moderator of the meeting. The meeting then continues as an in-person meeting.

The President may determine that it is necessary or expedient to conduct official business via telephone or email instead of in an in-person or virtual video and/or audio meeting. In such case, the President is to communicate the issue/question to all Governing Board or Executive Committee members. At that time, the President will instruct members to respond with their comments by e-mail “Reply All,” or by telephone, within a specified period. When the President determines the issue/question is ready for a vote, they will instruct the members (except Associate Directors) to respond with their votes by e-mail “Reply All,” or by telephone, within a specified period. The President will then send a tally of how each member voted to all members indicating the results. The results of the vote will be reported at the next in-person or virtual meeting and officially entered into the minutes.

## Appendix 2 – Membership Dues

Membership dues are due by January 1 of each calendar year.

Dues may be paid in person at a general Meeting (May or October) or through the mail (CMERA, P.O. Box 11026, Cincinnati, OH 45211-1026) at any time of the year. Checks (made payable to CMERA) are preferred, but cash can be accepted at an in-person meeting.

The current dues are \$10.00 per calendar year. You may pay for multiple years at one time by multiplying \$10 by the number of years desired. CMERA also accepts donations to help with its expenses and you may include additional funds for that purpose if you wish when you pay your dues.

If you are a Lifetime Active member (paid a one-time fee prior to 1996), no additional dues are required but donations may be made. Lifetime membership is NOT transferable.

If you are an Active (dues are paid) member of CMERA, and you pay your dues prior to January 1, your membership is extended through the end of the following year, or the end of the future calendar year based upon your payment amount.

If you are an Associate member and you pay between January 1 and September 30 of a calendar year, your Active membership will commence on the day of payment and conclude at the end of that same calendar year. You may include additional funds for payment of dues for prior years.

If you are an Associate member and you pay between October 1 and December 31 of a calendar year, your Active membership will commence on the day of payment and conclude at the end of the following calendar year.

If you have retired from the City within the past six months, your Active membership will commence on the day of payment and end on December 31 of the following calendar year, or the end of the future calendar year based upon your payment amount. If you have been retired for more than six months, you are considered an Associate member and your dues are based upon provisions listed above.

A majority of the Governing Board members may make reasonable exceptions to these policies if factors not normally foreseeable occur.

## Appendix 3 - Code of Ethics

To fulfill its mission, CMERA generates funds primarily through dues paid by its members. Those members who pay dues are considered "Active" and are eligible to become officers and directors of the organization.

While the financial resources of CMERA are minor compared to most not-for-profit corporations, a Code of Ethics is just as important for CMERA. This Code of Ethics is intended to provide guidance for its officers and directors, and reassurance for its members that the activities of CMERA are in the best interest of all members. Officers and directors of CMERA are committed to observing and promoting the highest standards of ethical conduct. They agree to:

- Faithfully abide by the Articles of Incorporation, Constitution, and Bylaws of CMERA.
- Exercise reasonable care, good faith, and due diligence in organizational affairs and ensure that the organization conducts all transactions and dealings with integrity and honesty.
- Fully disclose, at the earliest opportunity, any information that may result in a perceived or actual conflict of interest.
- Remain accountable for prudent fiscal management to CMERA members and, where applicable, to government bodies.
- Ensure financial reports are factually accurate and complete in all material respects.
- Maintain a professional level of courtesy, respect, and objectivity in all activities.
- Provide responsive replies in a timely manner to reasonable requests for information from the public, the media, and all members and other stakeholders.
- Exercise the powers invested for the good of all members of the organization rather than for personal benefit.
- Respect the confidentiality of sensitive information obtained by board or committee service.
- Value the diversity of opinions as expressed or acted upon by all CMERA members.
- Safeguard that the organization promotes working relationships with the City Administration, vendors, CMERA members, and the public that are based on mutual respect, fairness, and openness.
- Ensure that Governing Documents of CMERA are in writing, clearly articulated, officially adopted, and available to all members.

## Appendix 4 - Purchasing Policy

Procurement of goods and services for CMERA should reflect the values of CMERA. The process of acquiring goods and/or services is to be fair and reasonable with the greatest overall benefit to CMERA.

The following are factors (in no particular order of importance) in selecting vendors for goods and services.

- Cost of the goods or service
- Quality of goods or services offered
- Businesses that are located within the Greater Cincinnati area
- Businesses that have previously provided quality goods or services to CMERA in the past
- Businesses recommended by Active members
- Social responsibility
- Environmental sustainability

An open and competitive purchasing environment requires that information pertinent to the bidding process be kept confidential until the conclusion of the process.

In general, purchases of less than three hundred dollars (\$300) may be directly awarded by authorized Officers or an Active member acting on behalf of an authorized Officer. Purchases in excess of three hundred dollars (\$300) require the majority approval of the Executive Committee using the process in the paragraph above even if the purchase is from a "sole source" business. When multiple bids are accepted for goods or services, the Executive Committee determines the best bid for CMERA.

During the procurement process, care is to be taken to avoid the intent and/or appearance of unethical practice in relationships, actions, and communications with vendors. Officers and Directors will promptly notify the Executive Committee members in writing of all actual or potential conflicts. Officers and Directors shall neither solicit nor accept money, loans, credits, entertainment, favors, services, or gifts (except promotional items with a value less than three dollars (\$3.00) from current or prospective suppliers).

The Treasurer is responsible for processing the payment of goods and services to suppliers. Adequate documentation is necessary for any payment.

## Appendix 5 - Record Confidentiality and Retention Policy

The purposes of this policy are to:

1. Ensure that necessary records are protected and maintained,
2. Provide for the method of disposal for records that are no longer necessary, and
3. Promote organizational transparency and accountability.

Records refer to any physical or electronic documents that serve as evidence of an action. Records can include, but are not limited to, text, pictures, audio, video, electronic mail, and web files. The written minutes of a meeting, reports, correspondences, invoices, etc. are records since they reflect action taken by a committee or Board. Notes (either audio, video, or written), draft letters, or a duplicate of a memo are not records.

According to IRS Publication 4221-PC : Compliance guide for 501(3)(c) Public Charities:

*“Public charities must keep records for federal tax purposes for as long as they may be needed to document evidence of compliance with provisions of the IRS. Generally, this means the organization must keep records that support an item of income or deduction on a return until the statute of limitations for that return runs. The statute of limitations has run when the organization can no longer amend its return and the IRS can no longer assess additional tax. Generally, the statute of limitations runs three years after the date the return is due or filed, whichever is later. An organization may be required to retain records longer for other legal purposes, including state or local tax purposes.”*

*Record retention periods vary depending on the types of records and returns. Some records should be kept permanently. These include the application for recognition of tax-exempt status, the determination letter recognizing tax-exempt status and organizing documents, such as articles of incorporation and bylaws, with amendments, as well as board minutes. When records are no longer needed for tax purposes, an organization should keep them until they are no longer needed for non-tax purposes. For example, an insurance company or state agency may require that records be kept longer than the IRS requires.*

### Record Confidentiality

The Cincinnati Municipal Employee Retirement Association (CMERA) is committed to ensuring the organization complies with relevant privacy and confidentiality of our members. To facilitate this commitment, all members and volunteers who come into contact with, or have access to, confidential information have a responsibility to maintain the privacy, confidentiality, and security of that information. Confidential

information includes, but is not limited to, membership data, disciplinary action taken by the Board, or access to CMERA's electronic media.

### Administration of Retention Policy

CMERA's Record Retention Schedule provides guidance for the maintenance and disposal of its records. This schedule may only be amended by at least fifty-one percent (51%) of the members of the Governing Board unless a local, State, or Federal authority mandates change(s) to the schedule.

If a member of the Governing Board requests the disposal of any record, that request must be made in writing to the Board. That written request is to include the specific record(s); dates; approximate number of pages; the appropriate reference to an item in CMERA's Record Retention Schedule that refers to such records; and the proposed method of disposal.

In most instances, since documents may have confidential or sensitive personal information (names, addresses, etc.), shredding is the preferred method of disposal for paper documents. For electronic documents, an appropriate method to render them unreadable must be used (deleting, overwriting, degaussing, physical destruction). Once a document has been disposed, the Board member making the disposal prepares a notice to the President of CMERA informing him/her of completion of the disposal.

In some instances, particularly in matters of historic significance, it may be prudent to convert physical records into digital records. This way, the information is preserved and the need for filing space is reduced.

In the event CMERA is served with a notice of any governmental investigation, subpoena, or audit; or becomes aware of any litigation against it, all disposal of records shall be suspended until legal counsel approves such disposal.

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## Record Retention Schedule

Note: A Record may be either physical or digital.

Record Type	Retention Period
Monthly Finance Report (income, investments, debit card usage, donations, fund transfers, and operating expenses)	7 years
Bank statements	7 years
Annual budget	2 years
Audits	7 years
Contracts with vendors (includes proposal)	7 years
Receipts for operating expenses	7 years
Reimbursement form	7 years
Meeting minutes	Permanent
Documents related to removal of an officer, director, or associate director	7 years
Articles of Incorporation	Permanent
IRS tax exempt status determination letter	Permanent
Tax returns	Permanent
IRS or State audit records	Permanent
Correspondences, memos, or e-mails that refer to a contract, finance report, audit, operating expense, income, etc.	7 years
Correspondences, memos, or e-mails that pertain to routine matters (general inquiry, complaints, etc.)	2 years
Correspondences, memos, or e-mails of non-routine matter that have significant long-lasting consequences	Permanent
Listing of members	Current with 2 years
Insurance policies	Permanent
Insurance claims	7 years after settlement
Legal opinions	7 years after close of matter
Court orders	Permanent
Litigation files	2 years after all appeals
Consultant reports	5 years
Historical material	Permanent
Constitution	Current with revision history
Bylaws	Current with revision history
Operational Guidelines	Current with revision history
Fixed asset inventory	Current

Revised 1/26/2023

## Appendix 6 – CMERA Organizational Checklist

The Executive Committee is to review this list each January and assign action to be taken during the year regarding items listed below as necessary.

Organizational Item	Frequency
501(c)(3) status	Yearly – check at least yearly or upon notification of any changes to the IRS regulations regarding not-for-profit organizations.
Certificate of Continuing Existence	Every 5 years, usually in November (2022, 2027, etc.)
Collaborative Settlement Agreement (CSA)	Monthly, or as needed, based upon court rulings and actions or inactions of the Retirement Board
Member meetings	Twice annually, usually in May and October
Executive Committee meetings	Monthly but subject to change
Governing Board meetings	Biannual or as needed
Elections	Annually, prior to fall general meeting
Budget	Annually, present draft to Executive Committee in October, approved by end of November
Annual report	Annually, by end of February
Finance report	Monthly
Cost per member report	Annually, by end of February
Financial audit	As mandated or as requested
Insurance status	Annually, check status each March and renew or update as needed
Website (domain) registration	Annually, usually in March
Income tax (Federal and State)	Annually, usually in March
P.O. Box payment	Annual, usually in April

## Appendix 7 – Reimbursement Form



### REQUEST FOR REIMBURSEMENT

Date: \_\_\_\_\_

Name: \_\_\_\_\_

Address: \_\_\_\_\_

City: \_\_\_\_\_ State: \_\_\_\_\_ Zip Code: \_\_\_\_\_

Vendor: \_\_\_\_\_ Amount: \_\_\_\_\_

Item Purchase: \_\_\_\_\_

Reason for Purchase: \_\_\_\_\_

Approval: \_\_\_\_\_ Expense Code: \_\_\_\_\_

Check # \_\_\_\_\_ Date of Reimbursement: \_\_\_\_\_

Attached Receipt(s)

# Appendix 8 – Membership Application/Renewal Form



## APPLICATION FOR MEMBERSHIP OR RENEWAL

Date: \_\_\_\_\_

Name: \_\_\_\_\_

Address: \_\_\_\_\_

City: \_\_\_\_\_ State: \_\_\_\_\_ Zip Code: \_\_\_\_\_

E-mail: \_\_\_\_\_ (We only use your e-mail to communicate with you)

<u>Payment</u>	
\$10.00 per year	
Dues*	\$ _____
Donation**	\$ _____
<b>TOTAL</b>	<b>\$ _____</b>

\*Make checks payable to CMERA.  
\*\*Donations are used to assist in the operation of the organization. CMERA is a 501(c)(3) organization. Your donation may be tax deductible.

<u>New Member Information</u>
Department(s) Worked:
_____
_____
Month & Year Retired:
_____

**CMERA**  
P.O. Box 11026  
Cincinnati, OH 45211-1026  
[www.cmera.org](http://www.cmera.org)

## Appendix 9 – Audit Policy

### **Audit Policy & Procedures**

CMERA publishes general information about its operating budget at least once a year, usually in its newsletter provided to all active (dues-paying) members. If requested, an active member may also request additional financial information in writing.

As an organization dedicated to its members, it is important that members have trust in the financial integrity of CMERA. Audits are a procedure to provide that trust. The purpose of an audit is to:

1. Manage risk
2. Ensure compliance with laws, regulations, and CMERA procedures regarding the use of funds
3. Help ensure the most economic use of funds

While external audits (those conducted by professional auditing companies) provide the most independent audits, the expense of such audits are not cost-effective when one considers the minimal financial assets of CMERA. As a result, CMERA has enacted a series of risk-based internal auditing steps intended to reasonably ensure financial integrity.

### **Income**

Whenever possible, the person making a deposit shall be other than the Treasurer who records and verifies the deposit. If another member is not available to make a deposit, then the Treasurer and another member of the Governing Board shall make the deposit together. Verifications of deposits are made by comparing the report(s) generated by the person making the deposit to bank records.

Income generated by investments (CD, T-bills, ETF's, etc.) shall be verified monthly by the Treasurer and another member of the Executive Committee.

### **Expenses**

All expenses shall be documented by receipt. The receipt may be in the form of a cancelled check; transactional document provided directly by a vendor; or a bank statement. In the case of a payment made to an individual as reimbursement for an item(s), a Request For Reimbursement form shall be completed documenting the payment.

Checks shall be issued in order.

Only the Treasurer and President are authorized to issue payments for goods or services using a debit card, check, or cash. Credit cards from a CMERA account are not permitted

## **Reports**

The Treasurer shall prepare a report each month listing:

1. The total amount of all assets (current and prior month),
2. All financial transactions for the month, and
3. A year-to-date budget update.

The report shall be sent to all members of the Executive Committee.

The Treasurer shall copy statements that reflect the ending balance of all accounts each April, July, October, and December. Those copies shall be included in the report for that month.

## **Annually**

Each year, reports mandated by any government agency shall be submitted on time.

## **Accounts**

An account with any financial institution shall only be opened or closed by a majority vote of the Executive Committee. Also, major changes (over \$3,000 or a change to an investment policy) requires a majority vote of the Executive Committee. Such action(s) shall be recorded in the minutes of that meeting.

## **Incidents**

Should an audit reveal any indication of missing or improper use of CMERA funds or property, it shall be reported to the local authority having jurisdiction of the incident. In addition, the Governing Board shall take further steps to correct or add any procedures necessary.

Adopted on 2-26-2026