BYLAWS of
the
SONOMA COUNTY ASSOCIATION OF RETIRED EMPLOYEES,
A CALIFORNIA NONPROFIT MUTUAL BENEFIT CORPORATION
(*Revised and adopted on* February 24, 2026)

ARTICLE I

NAME AND ORGANIZATION

Section 1. The name of this organization shall be SONOMA COUNTY ASSOCIATION OF RETIRED EMPLOYEES (hereinafter referred to as "SCARE" or this "corporation").

Section 2. SCARE is a nonprofit mutual benefit corporation. It is not organized for the private gain of any person and no part of the earnings shall inure to the benefit of any officer, director or member except as compensation for services rendered or for necessary expenses incurred, and no member shall have a separate or divisible interest in the organization or in its property.

ARTICLE II

PURPOSE

Section 1. This corporation is a nonprofit mutual benefit corporation and is not organized for the private gain of any person. It is organized under the California Nonprofit Corporation Law to engage in labor organization activities, within the meaning of Section 501(c)(5) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future United States internal revenue law (the "Code"), that promote and protect the welfare and interests of individuals who receive or expect to receive retirement benefits from public agencies participating in the Sonoma County Employees' Retirement Association.

a. Notwithstanding any other provision of these Articles of Incorporation, the Directors of this corporation shall not engage, participate or intervene in any activity or transaction that is not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(5) of the Code or the corresponding provisions of any future United States Internal Revenue law.

b. This corporation shall have and exercise all rights and powers conferred on nonprofit mutual benefit corporations under the laws of the State of California, including the powers to contract, rent, buy, or sell personal or real property.

Section 2. Further to the purposes stated above, the specific purposes of this corporation shall include (a) representing the interests of individuals (including but not limited to its members as defined by these bylaws) who receive or expect to receive retirement benefits from public agencies participating in the Sonoma County Employees' Retirement Association, (b) providing a means of identifying and communicating with such individuals, (c) promoting and seeking to protect the interests of such individuals in pensions and other benefits awarded to them at the time of retirement, (d) providing information and services to such individuals to enhance their safety or well being, (e) providing

scholarship funding to qualified individuals residing in Sonoma County, California, and (f) engaging in those activities which are in furtherance of, or related to, the purposes herein stated.

Section 3. The Board of Directors shall, from time to time, establish methods for implementing the foregoing purposes, provided that such methods will not conflict with any provision of the California Nonprofit Mutual Benefit Corporation Law or the Code.

ARTICLE III

MEMBERSHIP

Section 1. The classes of membership in this corporation and the qualifications and rights of the members of such classes shall be as set forth in this article.

Section 2. Regular membership is open to all retirees receiving benefits from the Sonoma County Employees' Retirement Association ("SCERA"). Regular members shall have all the privileges of membership in a California nonprofit corporation, including the right to nominate Directors, to vote and to hold office.

Section 3. Associate membership is open to the spouse, registered domestic partner, widow or widower of any person eligible for Regular membership. Associate members may participate in the discussion of issues, become a member of any committee and have such other rights and benefits as the membership may designate except Associate members shall not have the right to nominate Directors, to vote, or to hold office.

Section 4. Regular or Associate membership is established by application and authorization of the deduction of dues from the applicant's SCERA retirement check. Membership shall continue until the member discontinues it or the retirement benefit ceases.

Section 5. It is intended that the basic rights and privileges of this corporation afforded members by these bylaws and the California Nonprofit Mutual Benefit Corporation Law shall be vested in its members. Regular members shall vote upon changes to bylaws, election of Directors, changes in membership dues, decisions related to mergers or dissolution of the corporation, causing the corporation to conduct or participate in formal dispute resolution procedures involving matters pertaining to their county retirement benefits and/or health benefits, as well as any other matters the Board of Directors submits to the Regular membership for a vote. Each Regular member has one (1) vote.

Section 6. All members shall be entitled to attend general membership meetings, to be given reasonable privilege of the floor, to debate any issue regularly before the meeting and to call upon the corporation for assistance in any matter relating to their retirement benefits.

Section 7. For purposes of sending notices to members and for voting, a person is considered an active member if dues were deducted from their retirement check within the 30 days prior to the date of the meeting where voting takes place.

Section 8. No membership may be transferred to another person.

ARTICLE IV

DUES

Section 1. The dues for membership in this corporation shall be established by the Board of Directors, but will not be effective until they are ratified by the voting membership at the next general membership meeting.

Section 2. The dues of all members shall be payable by deduction from members' retirement checks from Sonoma County Employees Retirement Association ("SCERA").

Section 3. A person who has terminated membership may be reinstated upon their written request and their authorization of monthly deduction of dues from their retirement check.

ARTICLE V

BOARD OF DIRECTORS

Section 1. The Board of Directors shall have no more than twelve (12) and no fewer than seven (7) members. The exact authorized number of Directors shall be fixed, within those limits, by a resolution adopted by the Board of Directors from time to time. All Board members, with the exception of the Immediate Past President, who shall be an *ex-officio voting* member of the Board, shall be elected by the members at the last general membership meeting of the year.

Section 2. A Director shall perform the duties of a director, including duties as a member of any committee of the Board upon which the director may serve, in good faith, in a manner such director believes to be in the best interests of the corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances.

Section 3. The Board members shall receive no compensation for their activities as Board or Committee members other than reimbursement of reasonable expenses actually incurred in connection with the corporation's business.

Section 4. Only current voting members of SCARE are eligible to hold the position of Director.

Section 5. A Director shall serve for a term of two (2) years. Terms shall be staggered; that is, approximately half the Directors will be elected each year, with their terms starting in January of the following year.

Section 6. Meetings of the Board of Directors shall be held at least quarterly on a day fixed by the Board of Directors.

Section 7. The Board of Directors shall manage the affairs and conduct the business of the corporation. The Board of Directors shall establish the dates and programs of regular meetings of the membership and the Board of Directors and shall schedule and approve details of social activities of this corporation. It shall take such action as may be necessary to advance the purposes of this corporation,

shall determine which expenditures may be allowed, and may authorize payment by the corporation as provided in these bylaws.

Section 8. A quorum is needed to conduct business at a Board Meeting. A quorum consists of a simple majority of the currently seated Board Members. Motions may be passed by a simple majority of those Board Members present.

Section 9. Special meetings of the Board may be called by the President, Vice-President or two Board members. These meetings may be called with four (4) days notice if sent by first class mail, or 48 hours if notice is in person or by email or telephone.

Section 10. Regular or special meetings may be held by conference call (so long as all participants may speak to and hear one another during the meeting), or in person. Meetings may also be held via internet conference "chat room" so long as all participants may speak to and hear one another during the meeting.

Section 11. In performing the duties of a Director, a Director shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by officers or employees of the corporation whom the Director believes to be reliable and competent in the matters presented; counsel, independent accountants or other persons as to matters which the Director believes to be within such person's professional expertise; or a committee of the Board.

Section 12. Any action that the Board is required or permitted to take may be taken without a meeting if all Board members consent in writing to the action. Such action by written consent shall have the same force and effect as any other validly approved Board action. All such consents shall be filed with the minutes of the proceedings of the Board.

Section 13. A person who performs the duties of a Director in accordance with Article V, Sections 2 and 11, shall have no liability based upon any alleged failure to discharge the person's obligations as Director.

ARTICLE VI

OFFICERS

Section 1. The officers of the corporation, who shall be members of the Board of Directors, shall be a President, Vice-President, Secretary, and Treasurer. They will be elected by the Board at the first Board Meeting of each calendar year.

Section 2. The officers shall have the powers and duties of their office as described below:

a) The President shall be the chief executive officer of this corporation; shall coordinate and supervise all its business and affairs; shall preside at all membership meetings; shall head any delegation from the corporation in meetings with Sonoma County agencies on the welfare of the retired employees; and shall execute or authorize the execution of all contracts, bonds, or other instruments authorized by the Board.

b) The Vice-President shall advise and assist the President in the discharge of official duties; act in the place of the President in the latter's absence or on request of the President, and when acting in such place, shall have all the powers of and be subject to the same restrictions as the President.

c) The Secretary shall record, or cause to be recorded, all meetings of the general membership and of the Board of Directors and maintain copies of such; see that all members are notified of all membership meetings and that Directors are noticed of all meetings of the Board of Directors; maintain full records of the correspondence of the corporation; and shall keep a register of all members.

d) The Treasurer shall be the Chief Financial Officer of the corporation and shall have charge and custody of all funds of the organization; be responsible for the collection of all monies due the corporation and the payment of all expenses as authorized by the Board; provide the Board with an annual budget and monthly financial statements; be responsible for filing of appropriate tax returns and other required State reports; and make an annual report to the membership within 120 days of the end of each fiscal year, which shall be the calendar year. The Treasurer may, with the approval of the Board, execute all contracts, bonds, or other instruments authorized by the Board.

Section 3. Should an officer or other Board member be absent from three (3) or more consecutive Board meetings without good cause (as determined by the Board of Directors in its reasonable judgment), or otherwise fail to perform the duties of office, the Board may, by a majority vote at a Board meeting, declare the office vacant.

Section 4. A vacancy due to resignation or any other cause shall be filled by a majority vote of the Board of Directors, for the period of the unexpired term, except however, a vacancy in the office of the President shall be filled by the Vice-President, which shall create a vacancy in the office of VicePresident. The Directors may by majority vote of a quorum of the Board fill a vacancy of the Immediate Past President with a Regular member until a new Immediate Past President is available.

Section 5. Each officer, upon leaving office, shall transmit to his or her successor all records pertaining to the corporation.

ARTICLE VII

ELECTIONS

Section 1. Elections of members to the Board of Directors will take place at the last general membership meeting of the year.

Section 2. The Nominating Committee shall file its report containing the name of at least one candidate for each vacancy or expiring term of the Board of Directors with the President at least forty-five (45) days before the final general membership meeting of the year. Before being listed as a nominee, each candidate shall consent thereto and express a willingness to serve if elected.

Section 3. A written notice of the meeting in which election shall take place must be given to members not less than 10, nor more than 60 days, before the meeting. If written notice is not being sent

by first-class, registered or certified mail, that notice shall be given not less than 20 days before the meeting. The notice shall state the place, date and time of the meeting. It shall also include the names of all those who are nominees at the time the notice is given.

Section 4. The notice may be given by email if the member has agreed in writing to receive notices in that manner. Emailed notices will be transmitted at the same time the written notice is sent. If email is returned as an invalid address, that member will be sent notice through the U. S. Postal Service, unless a new email address may be obtained by contacting member by telephone.

Section 5. At the general membership meeting, the Nominating Committee shall present the official slate of nominees and the President shall call for nominations from the floor.

Section 6. Each Board position shall be filled by a majority of the votes cast at the general membership meeting at which a quorum is present. Proxies are not used.

ARTICLE VIII

COMMITTEES

Section 1. The Board shall appoint the following standing Committees of the Board of Directors to serve during the year or until their successors are appointed and qualified:

Executive Committee	Bylaws Committee
Legislative Committee	Health Benefits Committee
Nominating Committee	Membership Committee
Financial Oversight Committee	PAC/PIC Committee

Section 2. The Committees will be vested with the following duties and authority:

a) The Executive Committee shall consist of the officers of the Board: the President, Vice President, Treasurer, and Secretary. The primary responsibilities shall be, but are not limited to, hiring and overseeing any employees and evaluating the financial stability of the corporation.

b) The Bylaws Committee shall periodically review the corporation bylaws and recommend amendments to keep the bylaws current with the policies and needs of the corporation.

c) The Legislative Committee shall include a delegate and alternate delegate to the California Retired County Employees Association (“CRCEA”). It shall keep members apprised of current legislation deemed beneficial and resist legislation deemed detrimental to the interests of the members, County of Sonoma retirees, or sound government. The Committee shall cooperate with other organizations formed for similar purposes in accomplishing these aims.

d) The Health Benefits Committee shall monitor and analyze proposed changes to retiree health benefits, and report back to the Board and members.

e) The Nominating Committee shall select a slate of nominees to be elected as members of the Board of Directors, and shall submit a report to the President.

f) The Financial Oversight Committee reviews the corporation's financial statements and backup documents/bank statements after the end of the calendar year. Annual financial statements will be disclosed to members when and as may be required by law.

g) The Membership Committee shall keep themselves informed of the people retiring from employment with Sonoma County or its agencies, and shall make reasonable efforts to persuade them to join SCARE. Additionally, they will maintain a roster of current members of the corporation.

h) The Political Action Committee duties shall include the gathering of information on upcoming elections, recommendations to the Board of Directors on endorsements and expenditure of PAC/PIC-related funds. Approval of all PAC/PIC disbursements requests shall be determined by a vote of the Board of Directors. PAC/PIC will be funded by dues.

Section 3. The Board may appoint such special committees as deemed necessary, which shall serve at the pleasure of the Board.

Section 4. The President shall be an *ex-officio* voting member of all committees except the Nominating Committee.

Section 5. A majority of the appointed members of any committee shall constitute a quorum, and the affirmative vote of a majority of the members present at any time when a quorum is present, shall constitute an act of the committee.

Section 6. Any action that a committee is required or permitted to take may be taken without a meeting if all committee members consent in writing by letter or email to the action. Such action by written consent shall have the same force and effect as any other validly approved committee action. All such consents shall be filed with the minutes of the proceedings of the committee.

ARTICLE IX

GENERAL MEETINGS

Section 1. General membership meetings shall be held at least three (3) times a year on a day fixed by the Board of Directors.

Section 2. Additional general membership meetings may be called at the direction of the President, and shall be called upon the written request of at least two (2) Directors, or upon the written request of not less than twenty-five (25) members entitled to vote. Whenever members are required or permitted to take any action at a meeting, a written notice of the meeting shall be given not less than ten (10) nor more than sixty (60) days prior to meeting giving the date, time, place, and general purpose of the meeting. If the notice is not sent by first class mail, it must be sent at least 20 days prior to the meeting.

Section 3. The notice may be given by email if the member has agreed in writing to receive notices in that manner. Email notice will be transmitted at the same time the written notice is sent. If email is returned as an invalid address, that member will be sent notice through the U. S. Postal Service unless a new email address may be obtained by contacting member by telephone.

Section 4. Official action taken at a general membership meeting by a vote of the membership shall be binding upon the corporation and its officers, and shall not be set aside except at a subsequent general membership meeting.

Section 5. A quorum at any general membership meeting shall consist of twenty-five (25) active members entitled to vote. A majority vote at a meeting of regular members where a quorum is present is needed to pass motions by the membership. Proxies will not be used.

Section 6. Any action required or permitted to be taken by the members may be taken without a meeting, if all members consent in writing to the action. The written consent or consents shall be filed with the minutes of the meeting. The action by written consent shall have the same force and effect as a unanimous vote of the members.

Section 7. Upon the motion of any corporate officer, any meeting of the Board of Directors may hold a closed/executive session at any duly called meeting to review, discuss, or plan anticipated or current litigation involving the corporation, with or without legal counsel present. In such instances, the Board shall meet privately and may exclude any non-Board members from the session.

ARTICLE X

LIMITATIONS

Section 1. No officer, committee, or person representing the corporation shall take action which is incompatible with these bylaws or the Articles of Incorporation and any acts in conflict with these bylaws or the Articles of Incorporation are void.

Section 2. No commercial loan or debt shall be incurred in excess of the funds in the treasury of the corporation, provided however that the Board of Directors may, in its good faith judgment, retain legal counsel for the corporation with a contingent or deferred fee arrangement, or a combination of both, on terms and conditions deemed fair and reasonable to the corporation by the Board.

ARTICLE XI

INDEMNIFICATION AND INSURANCE

Section 1. To the fullest extent permitted by law, this corporation shall indemnify its directors and officers, and may indemnify employees and other persons described in Corporations Code §7237(a), including persons formerly occupying any such positions, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is used in that section, and including an action by or in the right of the corporation, by reason of the fact that the person is or was a person described in that section.

"Expenses," as used in this bylaw, shall have the same meaning as in that section of the Corporations Code.

a. On written request to the board by any person seeking indemnification under Corporations Code §7237(b) or §7237(c), the board shall promptly decide under Corporations Code §7237(e) whether the applicable standard of conduct set forth in Corporations Code §7237(b) or §7237(c) has been met and, if so, the board shall authorize indemnification. If the board cannot authorize indemnification, because the number of directors who are parties to the proceeding with respect to which indemnification is sought prevents the formation of a quorum of directors who are not parties to that proceeding, the board shall promptly call a meeting of members. At that meeting, the members shall determine under Corporations Code §7237(e) whether the applicable standard of conduct has been met and, if so, the members present at the meeting in person shall authorize indemnification.

b. To the fullest extent permitted by law and except as otherwise determined by the board in a specific instance, expenses incurred by a person seeking indemnification under this Article XI of these bylaws in defending any proceeding covered by that Article shall be advanced by the corporation before final disposition of the proceeding, on receipt by the corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately found that the person is entitled to be indemnified by the corporation for those expenses.

Section 2. Insurance. This corporation shall have the right, and shall use its best efforts, to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, directors, employees, and other agents, to cover any liability asserted against or incurred by any officer, director, employee, or agent in such capacity or arising from the officer's, director's, employee's, or agent's status as such.

ARTICLE XII

FISCAL YEAR

Section 1. The fiscal year of the corporation shall begin on the first day of January and end on the last day of December of each year.

ARTICLE XIII

AMENDMENTS

Section 1. An amendment to these bylaws may be proposed by the Board of Directors.

Section 2. Alternatively, an amendment may be proposed to the Board by not less than twentyfive (25) voting members. The proposed amendment shall be evaluated by the Board for its recommendations and shall be scheduled for a vote of the membership at the next general membership meeting.

Section 3. A proposed amendment shall be scheduled for consideration by the members at a regular or special general membership meeting. The Secretary shall include a copy of the proposed amendment(s) with the notice to members of the time and place of the meeting, and shall provide such notice at least seven (7) days prior to the date of the meeting.

Section 4. An amendment may be approved by a simple majority of the members present at a duly called special or general membership meeting at which there is a quorum present at the membership meeting.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Secretary of Sonoma County Association of Retired Employees, a California nonprofit mutual benefit corporation; that these bylaws, consisting of 10 pages, are the bylaws of this corporation as adopted by the members on February 24, 2026; and that these bylaws have not been amended or modified since that date.

Executed on February 24, 2026 at Santa Rosa, California.

Kathy Young (signature on file)

Kathy Young, Secretary