



FCREA  
Est. 1990

# Bylaws



Submitted by: FCREA Inc. Bylaws Committee  
Charles Downey, Chairman  
Cynthia Dunn-Duhart  
Wanda Messina  
Sally Smith  
Tom Ulbricht

Revised: August 2022

Fulton County Retired Employees Association Inc.  
**ByLaws**

**Table of Contents**

	<b>Page</b>
<b>Article I: Title and Purposes</b>	
Section 1: Title and Office of the Organization .....	1
Registered Office and Agent .....	1
Section 2: The Purpose of the Organization (FCREA Inc.) .....	1
Section 3: Governing Instruments .....	1
<b>Article II: Corporate Seal</b>	
Section 1: Seal .....	2
Section 2: Custodian of the Seal, Books and Papers.....	2
<b>Article III: Membership</b>	
Section 1: Application for Membership.....	2
Section 2: Membership Dues .....	2
Section 3: Resignation .....	3
Section 4: Revocation .....	3
<b>Article IV: Officers and Duties</b>	
Section 1: President.....	3
Section 2: 1 <sup>st</sup> Vice President.....	3
Section 3: 2 <sup>nd</sup> Vice President.....	4
Section 4: Secretary .....	4
Section 5: Treasurer .....	4
<b>Article V: Appointment of Agents .....</b>	<b>4</b>
<b>Article VI: Indemnification and Insurance.....</b>	<b>5</b>
<b>Article VII: Meetings</b>	
Section 1: General Meetings .....	5
Section 2: Annual Meetings .....	5
Section 3: Special Meetings .....	5
Section 4: FCREA Board Meetings .....	6
Section 5: Membership Business Meetings .....	6
<b>Article VIII: Order of Business</b>	
Section 1: Priviledge of the Floor .....	6
Section 2: Elections to the FCREA Board .....	6

	Page
Section 3: Vacated Positions .....	6
Section 4: Listing of Nominees .....	7
Section 5: Resignation and Removal .....	7
Section 6: Compensation .....	7
Section 7: Standard Operating Procedures.....	7
<b>Article IX: Standing Committees.....</b>	<b>7</b>
A. Hospitality.....	7
B. Bylaws.....	7
C. Nominating.....	8
D. Health Benefits Oversight.....	8
E. Retirement Workshop.....	8
F. Oversight .....	8
G. Information .....	8
H. FCREA Inc. Financial Audit .....	8
I. Such Other Committees, Standing or Special .....	8
<b>Article X: Conflict of Interest Policy</b>	
Purpose .....	8
<b>Article XI: Definitions</b>	
Section 1: Interested Person.....	8
Section 2: Financial Interest.....	9
<b>Article XII: Dissolution .....</b>	<b>9</b>
<b>Article XIII: Books, Records and Annual Statements</b>	
Section 1: Inspections of Accounts and Books .....	9
Section 2: Annual Statements.....	9
Section 2: FCREA Inc. Property.....	9
<b>Article XIV: Bylaw Amendments .....</b>	<b>10</b>
<b>Article XV. Form Samples - Cover Sheet.....</b>	<b>11</b>
Record Retention Form.....	12
Conflict of Interest Information Form .....	13

Article I.  
Title and Purposes

Section 1. “Title and Office of the Organization

The name of this Organization shall be Fulton County Retired Employees Association Inc. hereinafter referred to as “FCREA Inc.”

“Registered Office and Agent

The Corporation shall maintain a registered agent whose address is identical with the address of such registered office, in accordance with the requirements of the Georgia Nonprofit Corporation Code.” (The State of Georgia Non-Profit Corporation Code as executed on March 12, 1991 and as otherwise amended.)

Section 2. Purpose of the Association (FCREA Inc.)

- A. FCREA Inc. was established to act in the interest and benefit of retired employees of the Fulton County Government, Atlanta, Georgia. The FCREA Inc. will lobby to attain seats and voting rights on the various Pension Boards, make periodic reports to retirees, giving facts and opinions on the condition of investments and the administration of our pension funds and benefits.
- B. FCREA Inc. was organized for the purpose of having a local organization of retired employees of Fulton County. Its membership being limited to such retired employees and spouses of deceased employees drawing any pension and/or benefits from Fulton County. The members of FCREA Inc. have the benefit of meeting together for social, charitable, benevolent, recreational, and educational purposes, and for the FCREA Inc. to engage in any lawful act or activity necessary to pursue the above objectives for which corporations may be organized under the Georgia Nonprofit Corporation Code.

Section 3. Governing Instruments

- A. The FCREA Inc. shall be governed by its Articles of Incorporation and Bylaws. Its Parliamentary Procedures and meetings shall be conducted according to the current edition of Robert’s Rules of Order. The FCREA Inc. shall also be governed by the provisions of the State of Georgia Non-Profit Corporation Code as executed on March 12, 1991, and as otherwise amended.
- B. FCREA Inc. is approved and governed by the Federal Code 501(c)4 as a Non-Profit Corporation, effective date November 17, 2021.
- C. Approval of these Bylaws of FCREA Inc. gives the Board authority to enact the provisions of these Bylaws and to create, amend, and implement Standard Operating Procedures (SOP).

## Article II. Corporate Seal

- Section 1. Seal  
The corporate seal of the Association is circular in form with the words: *Fulton County Retired Employees Association Inc.* This impression is used on official documents. FCREA Inc. was established in 1990. The word Association refers to FCREA Inc. in the Bylaws.
- Section 2. Custodian of the seal, books and papers shall be the FCREA Inc.'s Secretary.

## Article III. Membership

- Section 1. Application for Membership
- A. A prospective member will be one who is a retired employee or a beneficiary of a retired employee of Fulton County Georgia Government.
  - B. Membership in the FCREA Inc. shall be available without regard to race, sex, creed, sexual orientation, or national origin.
  - C. Membership in the FCREA Inc. shall be open to all Fulton County, GA government retirees, or their beneficiary, who are currently receiving pensions under any of the Defined Benefit ("old" plan) or 401(a) Defined Contribution ("new" plan) plans.
- Section 2. Membership Dues
- Fiscal Year. The fiscal year of the Corporation shall be from January 1 to December 31 and shall be fixed from time to time by resolution of the Executive Board.
- A. The first year membership dues are waived upon new members joining the FCREA Inc. Any (Beneficiary) spouse of a retiree who is deceased is eligible for free life-time membership, unless they were also a Fulton County retiree. In that case, normal dues would apply should they wish to join FCREA Inc.
  - B. Dues shall be paid annually by each member.
  - C. FCREA Inc. dues may be adjusted at the discretion of the Board, with the validation, by vote, of the majority of members in attendance at a regularly scheduled Association meeting.
  - D. FCREA Inc. shall use its funds only to accomplish the objectives and purposes specified in the Bylaws and the approved annual budget. No part of said funds shall be used to benefit any of its officers, directors, members or any other private individuals other than for special programming, charitable organizations (exception of dissolution of FCREA Inc.) with special speakers, the annual holiday celebration and gifts for the occasion. The annual budget will be approved by the Board and recommended to the membership for approval.

- E. The cutoff date for dues owed for new members is September 30 of the year they join. If a new member joins prior to September 30, that year is free. If they join after October 1, then the following year is free.
- F. All members who are in arrears for their dues for the previous two (2) years will remain as active members of the Association. Any member who owes more than two (2) years will become inactive and will no longer receive newsletters or other email correspondence and name will be removed from the active members register.

Section 3. Resignation

A member who has resigned or failed to pay membership dues will no longer be affiliated with FCREA Inc.

Section 4. Revocation

The Board may revoke, suspend, dismiss or not renew any membership for failure to comply with the regulations herein set forth.

## Article IV. Officers and Duties

The elected officers of the FCREA Inc. constitute, and is hereinafter referred to, as the Board. For the details of these and other appointed positions or committees, please refer to the FCREA Inc. Standard Operating Procedures (SOP) Manual.

Section 1. President

The President shall have all the general powers and duties which are incident to the office of the President of a corporation organized under the Georgia Nonprofit Corporation Code. The President shall be the chief executive officer of FCREA Inc. and shall preside at all meetings, be an ex officio member of all committees, except the nominating committee, represent FCREA Inc. when necessary for official business, sign co-sign FCREA Inc. financial, Federal (tax returns, communications etc.), State (tax returns, communications) and County documents, ensure all decisions of the Board are carried out, arrange meetings for the Board and membership, and any additional duties directed by the Board.

The President may appoint one or more committees, with three (3) or more members on each committee, to undertake analysis or development of recommendations for the President or for members to consider.

The President may assign specific duties to Vice Presidents or other designee(s) as the President deems necessary.

Section 2. 1<sup>st</sup> Vice President

The 1<sup>st</sup> Vice President will preside in the absence of the President, become President if a vacancy occurs, assist the President in his/her responsibilities, plan and help develop membership recruitment, and any additional duties as directed by the Board.

Section 3. 2<sup>nd</sup> Vice President

The 2<sup>nd</sup> Vice President will preside in the absence of the President and 1st Vice President, become 1st Vice President if a vacancy occurs, assist the 1st Vice President in his/her responsibilities, plan and help develop membership recruitment, manage and maintain the Standard Operating Procedures (SOP) for all elected and appointed positions and standing committees (not Ad Hoc committees) (See Art VIII, Sect 7), and any modifications or addition of duties as directed by the President or the Executive Board.

Section 4. Secretary

- A. The Secretary will keep a record of all proceedings of FCREA Inc. and the Executive Board, including minutes of the membership meetings, ensure the distribution of the minutes to all members within one month of a membership meeting, maintain a permanent record of FCREA Inc. minutes.
- B. The Secretary, as custodian of the Seal, Books and Papers, shall keep and maintain the permanent records of FCREA Inc., including an accurate record of all members, copies of correspondence, minutes of meetings, and additional duties as directed by the President or Board.

Section 5. Treasurer

The Treasurer will have the responsibility of the collections, disbursements, ensuring that the CPA/Accountant receives all documents for filing of state and federal tax returns and other required transactions, and reporting of the FCREA Inc.'s funds to the membership, preparing the FCREA Inc. annual budget for the December annual general meeting for membership approval. For filing dates for tax forms please refer to the SOP.

Article V.  
Appointment of Agents

The President or Vice President, acting on behalf of the President, shall recommend to the FCREA Inc. Board and membership, the appointment of general and special agents, representatives, accountants and attorneys to represent the FCREA Inc., in the United States.

Such recommendation shall be submitted to the general membership for vote. The President or Vice President, acting on behalf of the President, shall have the authority to make the selection, set terms of appointment, powers and duties of such agents, representatives, attorneys and proxies, including the authority to make substitution, revocation or cancellation in whole or in part of any power or authority conferred on any such agent, representative, attorney or proxy. All powers of attorney or other instruments under which such agents, representatives, attorney or proxies shall be so named and appointed, shall be signed and executed by the President or a Vice-President, and the corporate seal shall be affixed thereto.

**Article VI.**  
**Indemnification and Insurance**

The FCREA Inc., shall indemnify the Board of the FCREA Inc., to the fullest extent permitted by law (including a payment of reasonable expenses in advance of final disposition of a proceeding) in effect at the time of the subject act or omission, or by the Charter or Bylaws of the FCREA Inc, in effect at such time, or by the terms of any indemnification agreement between FCREA Inc. and the Board, provided it is determined that the Board has met relevant standards of conduct and otherwise acted in good faith and in the best interest of the FCREA Inc. If any such action, suit or proceeding results in a determination of bad faith, indemnitee shall reimburse FCREA Inc., for any advanced fees and costs.

FCREA Inc. Board shall maintain Board insurance and general liability insurance. The form of indemnification should be used which affords adequate protection to the Board of the FCREA Inc. The Board of the FCREA Inc. shall be entitled to the protection of any insurance policies FCREA Inc. may elect to maintain generally for the benefit of its Board or, during their term of office or as related to their term as Board member of the FCREA Inc.

**Article VII.**  
**Meetings**

**Section 1. General Meetings**

Regular bi-monthly meetings of FCREA Inc. shall be held on the second Tuesday of February, April, June, August, October, and December. The President shall select the meeting day when conflicts occur.

Meetings will be held in person, or virtually, or at other designated locations from 11:30 a.m. - 1 :30 p.m. unless it conflicts with legal holidays or the regular meeting facilities are not available.

**Section 2. Annual Meeting**

December will be the annual meeting, unless it conflicts with legal holidays or the regular meeting facilities are not available.

**Section 3. Special Meetings**

- A. Special meetings of the membership may be called by the President when deemed necessary or at the request of two-thirds of the members of the Board with purpose and agenda stated.
- B. Notice of a special meeting of the membership will be given at least 48 hours prior to the date of the meeting.



#### Section 4. FCREA Inc. Board Meeting

At all meetings of the Board, the presence of one-third of the authorized number of Board members, but not less than three (3) Board members, shall be necessary and sufficient to constitute a quorum for the transaction of business. The act by a majority of Board members, presented at any meeting at which there is a quorum, shall be the act of the Board, except as may be otherwise specifically provided by law, by the Articles of Incorporation or by these Bylaws. In the absence of a quorum, a majority of Board members present at any meeting may adjourn the meeting from time to time until a quorum can be had. A minimum of three (3) Board meetings are required. A notice of any adjourned meeting need only be given by announcement at the meeting at which the adjournment is taken.

#### Section 5. Membership Business Meeting

A quorum at a business or special meeting of the membership will consist of a two-thirds vote of the members present, and may duly hold meetings and allow the transaction of all business.

### Article VIII. ORDER OF BUSINESS

#### Section 1. Privilege of the Floor

Members have the privilege to vote on FCREA Inc. business; non-members may have the floor when it is requested and approval given, but do not have voting privileges.

#### Section 2. Elections to the Board

Election of officers (President, 1<sup>st</sup> Vice President, 2<sup>nd</sup> Vice President, Secretary and Treasurer) shall occur every two (2) years in December at the annual membership meeting. The President shall serve no more than three (3) full two-year consecutive terms. However, a former President may serve again at a later date, if elected. When the office of the President becomes vacant, the 1<sup>st</sup> Vice President will become the President. When the office of the 1<sup>st</sup> Vice President becomes vacant, the 2<sup>nd</sup> Vice President will become the 1<sup>st</sup> Vice President. The Treasurer will serve a maximum of two (2) full consecutive terms. In transition to these bylaws, the current Board term will end December 31, 2023. This new schedule of terms will begin January 1, 2024.

#### Section 3. Vacated Positions

When the offices of 2<sup>nd</sup> Vice President, Secretary and Treasurer become vacant the Nominations Committee will seek and nominate candidates for the said offices. These officers shall serve until December 31<sup>st</sup>. The newly elected officers will be installed at the December annual meeting to assume office effective January 1<sup>st</sup>. Thereafter, all officers of FCREA Inc. shall be elected every two (2) years in December at the annual membership meeting. With the enactment of these revised Bylaws, the FCREA Inc. Board has the authority to revise the terms of existing officers.

#### Section 4. Listing of Nominees

The Nominations Committee shall be appointed in August and will prepare a list of nominees, recommending one nominee each for the offices which are or will become vacant due to term expiration, maximum term-limited service, resignation, inability, stated desire (in writing) not to accept the next office in a progression series, or other reason, as applicable. Nominations, as applicable, shall include the offices of: President, 1<sup>st</sup> Vice President, 2<sup>nd</sup> Vice President, Secretary, and Treasurer. This list shall be submitted at the meeting in October. At the annual meeting in December, balloting by Zoom Poll, paper or voice, shall take place. Nothing in these Bylaws shall prevent nomination of officers from the floor.

#### Section 5. Resignation and Removal

- A. Officers may resign by written notice to the Board.
- B. Any officer may be removed from office at any General Meeting by a two-thirds vote of the members present, due to absenteeism or failure to perform duties, unless confined by illness or other due cause.

#### Section 6. Compensation

The officers of the FCREA Inc. shall not receive any compensation for their service as an officer, but the Board may authorize reimbursement of expenses incurred in the performance of their duties. Non-Board members may be reimbursed for expenditures with prior authorization from the President or Treasurer.

#### Section 7. Standard Operating Procedures

Standard Operating Procedures will be subject to approval by the Board prior to implementation and revisions.

The 2<sup>nd</sup> Vice President, and/or other person(s)/committee(s) so designated by the Board, will manage the initial creation and subsequent updating of Standard Operating Procedures (SOP) covering the detailed duties, operations, or procedures used by all officers, appointees or standing committees in the conduct of FCREA Inc. business. The SOP shall be made available to all members of FCREA Inc. through the FCREA Inc.'s website. The 2<sup>nd</sup> Vice President will coordinate the creation and updating of SOP information with the Information Technology Manager, Data Manager and Secretary of the Board. Updates to created SOP should be completed at least quarterly with updates forwarded to the President and 1<sup>st</sup> Vice President upon completion.

### Article IX. Standing Committees

FCREA Inc. may have the following standing committees as listed. The President will appoint the committee chair and/or entire committee.

- A. Hospitality Committee: The purpose is to greet and welcome all visitors and attendees at each meeting,
- B. Bylaws Committee: The purpose is to work on amending these Bylaws to the FCREA Inc. Board, as needed.

- C. Nominating Committee: The President shall appoint one member and two members will be selected from the membership. The Committee members will then elect a Chair. The Nominating Committee will present a slate of candidates to the membership at the October meeting of the FCREA Inc. At this meeting, nominations may also be made from the floor by the membership. It is expected that any nominee has consented to meet all the obligations and duties of the position for which they have been nominated.
- D. Health Benefits Oversight Committee: Health Benefits Oversight Committee is a standing committee whose responsibility is to be knowledgeable of the Fulton County's Health Plan and to conduct research and analysis of matters of concern.
- E. Retirement Workshop Committee: The purpose of this Committee is to work with the Training Division, Personnel Department, Fulton County Government, in their presentation of Pre-Retirement Workshops to active employees who are approaching retirement.
- F. Oversight Committee: Oversight Committee shall monitor actions of various Fulton County Boards, as it relates to FCREA Inc. and its members.
- G. Information Committee: The purpose of this committee is to maintain the historical records of information, photographs of key events, and to coordinate activities of the organization's historian, the webmaster, the newsletter editor and the database manager.
- H. FCREA Inc. Financial Audit Committee: A financial audit will be performed annually and/or as needed, to be completed by sixty (60) days following the fiscal year.
- I. Such other committees, standing or special, may be deemed necessary by FCREA Inc. to carry out the work of the FCREA Inc.

Article X.  
Conflict of Interest Policy  
(adopted November 8, 2021)

PURPOSE

The purpose of the conflict of interest policy is to protect this tax-exempt organization, FCREA Inc.'s interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of FCREA Inc. or might result in a possible excess benefit transaction. This policy is intended to supplement, but not replace, any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Article XI.  
Definitions

Section 1. **Interested Person:** Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

Section 2. **Financial Interest:** A person has a financial interest if the person has, directly or indirectly, through business, investment, or family, a financial involvement with FCREA Inc.

Article XII.  
DISSOLUTION

In the event of dissolution of FCREA Inc. the remaining funds and property will be distributed in accordance with FCREA Inc.'s articles of incorporation, federal, state and/or local laws in effect. Under no circumstances will the funds and property of FCREA Inc. be transferred to any individual member.

Article XIII.  
BOOKS, RECORDS, AND ANNUAL STATEMENTS

Section 1. Inspections of Accounts and Books

The Board shall have power to determine which accounts and books of the Association, if any, shall be open to the inspection of members, except such as may by law be specifically open to inspection, and shall have power to fix reasonable rules and regulations not in conflict with the applicable law for the inspection of accounts and books which by law or by determination of the Executive Board shall be open to inspection, and the members' rights in this respect are and shall be restricted and limited accordingly. Information can be requested utilizing the Open Records Request form.

Section 2. Annual Statements

Not later than two (2) months after the close of each fiscal year, and in any case, prior to the next annual meeting of members, the FCREA Inc.'s Treasurer shall prepare:

A balance sheet showing in reasonable detail the financial condition of the Association as of the close of its fiscal year, and a profit and loss statement showing the results of its operation during its fiscal year.

Section 3. FCREA Inc. Property

All properties, correspondence, records, and materials acquired during a tenure in office are to become the property of the FCREA Inc. and are to be turned over immediately at expiration of office or resignation to their respective successor.

Article XIV.  
BYLAWS AMENDMENTS

These Bylaws may be amended at any General Meeting by a two-thirds vote of the members present.

Notice of the proposed amendment(s) will be given to all members of the FCREA Inc., by e-mail or letter, not less than thirty (30) days preceding the General Meeting. Bylaw amendments adopted at a General Meeting shall become effective at the close of the meeting unless otherwise specified.

Previous amendments: adopted September 8, 1992, amended May 13, 2003, amended December 7, 2006, amended December 8, 2015, amended February 12, 2019.

These Bylaws will supersede the old Bylaws, and were adopted on February 14, 2023.

*The following sample forms will be relocated to the Standard Operating Procedures when they are prepared.*

*FCREA Inc.*



*All current forms listed can also be found in the SOP.*

**Record Retention Form**

File Category	Item	Retention Period

\_\_\_\_\_  
(Information Committee Member)

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

**Conflict of Interest Information Form**

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

Please describe below any relationships, positions, or circumstances in which you are involved that you believe could contribute to a Conflict of Interest (as defined in FCREA Inc.'s Policy on Conflicts of Interest).

---

---

---

---

---

---

---

---

---

---

*I hereby certify that the information set forth above is true and complete to the best of my knowledge. I have reviewed, and agree to abide by, the Policy of Conflict of Interest of FCREA Inc. that is currently in effect.*

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

Witnessed by: \_\_\_\_\_ Date: \_\_\_\_\_



