

BY-LAWS
Retired Active Men
San Luis Obispo Branch # 2 Incorporated
Revised April 19, 2022

Name: The name of this organization is Retired Active Men, San Luis Obispo Branch #2 Incorporated.

Purpose: The purpose of the Retired Active Men Branch # 2, known as [SLO RAM](#), is to promote the happiness of retired men by helping renew former friendships and associations and to provide opportunity to establish new acquaintances through affiliation with other retired men. The [SLO RAM](#) organization is just for fun. It promotes activities that are of interest to its members. It espouses no political party, religion, philanthropic, ideological or other social enterprise. [The SLO RAM organization offers a monthly Luncheon and weekly Coffee Cabinet and sponsors affiliated groups for various activities.](#)

Membership: Membership in RAM is limited to men, regardless of age, who are of good character, have retired from full time employment, and who have been sponsored by a current member.

Candidates for membership in the RAM organization must attend at least one [Luncheon or Coffee Cabinet](#) meeting as the guest of a member, and be introduced to the membership as a candidate for membership. Candidates who wish to join must be sponsored by a member. The Sponsor will obtain an application form from the Membership Committee or the RAM Website, have the candidate fill it out, sign in the sponsor section and return it to the [Membership Committee](#). The [Membership Committee](#) will insure that the application has been approved by an active member and will coordinate with the prospective member his introduction at a [Luncheon or Coffee Cabinet](#) and induction at a subsequent [Luncheon or Coffee Cabinet](#).

Each new member shall be inducted into [SLO](#) membership at a [Luncheon or Coffee Cabinet](#).

Each member of [SLO RAM](#) shall be given a name badge.

An Inactive Membership category will be maintained for those members with a medical problem, caring for a significant other, or who temporarily cannot attend Luncheons.

[A member is expected to attend a Luncheon or Coffee Cabinet at least 6 times during the calendar year.](#)

Inactive Members must have an email address, so they can be contacted about the Luncheons. Members on the Inactive Member List may attend [Luncheons](#), as their situation permits, by informing the Chairman of the Callers Committee in advance of their intention. The Caller Committee Chairman will send an email to [Inactive Members](#) prior to the monthly Luncheon.

A former member who has been dropped for irregular attendance may, when conditions causing the irregular attendance have changed, reapply to the Membership Committee for membership.

Upon receipt of a petition from a member to the Executive Committee that a member has seriously breached a rule, procedure or directive as set forth in these [SLO RAM](#) by-Laws, that member shall be asked to appear before a special meeting of the Executive Committee to answer the charges

that have been made against him. Following evaluation of the charges, his membership may be terminated by two-thirds vote of the Executive Committee. [Additionally, failure to meet a financial obligation shall be cause for dismissal.](#)

The Executive Committee shall establish the maximum membership number. When this maximum membership figure has been attained, a waiting list will be created and new applicants will be placed on a Membership Waiting List in the order of the receipt of their application.

Participation in SLO RAM Activities:

[SLO RAM](#) members are eligible to participate in [SLO RAM](#) Sponsored Groups within the limits set by each [SLO RAM](#) Sponsored Group organizer. When [SLO RAM members](#) and applicants have been accommodated, [SLO RAM](#) Sponsored Group organizers may invite those who are not [SLO RAM](#) members to participate on a space available basis. Invited guests must be clearly identified as a guest.

General Meetings: General [Luncheon](#) meetings of the [SLO RAM](#) organization shall be held once each month at a time and place designated by the Big Ram (President) with the approval of the Executive Committee.

Each active [SLO RAM](#) member shall have one vote on matters requiring approval of the general membership.

At least a majority of the active membership must be present at a meeting to constitute a quorum when voting on general membership matters.

A member may invite a guest to attend a [SLO RAM Luncheon](#) by informing the Chairman of the Callers Committee of his intention.

Member Assessments: Assessments may be levied to meet operational requirements. The costs of activities of RAM Sponsored Groups must be paid for solely by the participants.

Liability Insurance: The RAM organization shall maintain general liability and Directors and Officers insurance policies. The Executive Committee shall set, review annually, and adjust as necessary, the limits needed to provide the coverage and protection it deems prudent.

SLO RAM Executive Committee: The Executive Committee shall be comprised of thirteen members consisting of the following Officers and Directors: Big Ram (President), Little Ram (Vice President), Secretary, Assistant Secretary, Treasurer, Assistant Treasurer and Seven Directors. [Director positions will be reserved for the Big RAM from the preceding year, the Chairs of the Membership Committee, the Coffee Cabinet, and the Program Committee, plus 3 positions at large.](#)

Duties of Officers and Directors:

Big Ram: The Big Ram is the President of the organization and is subject to the control of the Executive Committee. He shall, in general, control all business affairs of the organization and preside at all meetings of the general membership and of the Executive Committee. He shall perform all duties incident to the office of President and such other duties as may be delegated to him by the Executive Committee.

On occasion he may delegate these responsibilities to the Little Ram.

He shall sign, with the Secretary or any other officer authorized by the Executive Committee, documents and other instruments as a designated representative of the organization.

The Big Ram shall be an *ex officio* member of all Committees except the Nominating Committee.

Little Ram: The Little Ram is the Vice President of the organization and subject to the control of the Big Ram and the Executive Committee. In the absence, the inability, or at the request, of the Big Ram, the Little Ram shall perform all of the duties of the Big Ram at either general meetings or Executive Committee meetings and, when so acting, shall have all the powers and be subject to all the restrictions placed on the Big Ram.

Secretary: The Secretary shall keep files of the minutes of all Executive Committee Meetings. Minutes shall include a listing of the members in attendance and the proceedings thereof. The minutes of Special Meetings shall also show who called the meeting, its purpose, and distribution of the notice of the meeting. Decisions made in lieu of a meeting shall be recorded in the minutes of the next meeting. The files of minutes may be in electronic form.

The Secretary shall maintain the following records permanently:

1. Articles of Incorporation,
2. By-Laws,
3. Minutes of all Executive Committee meetings,
4. All filings with government agencies related to organization and tax exemption.

The Secretary shall keep records required by these By-Laws and as prescribed by the Big Ram or the Executive Committee, and shall have powers and perform such duties as may be prescribed by them. The duties shall include the preparation of all reports required by government agencies.

At least seven days before each Executive Council meeting, the Secretary shall inform Executive Committee members of both Regular or Special meetings called by the Big Ram or at the request of at least 50% of the Executive Committee members.

In the absence of the Big Ram and the Little Ram, the Secretary shall perform all of their duties at either General or Executive Committee meetings, except that at the Secretary's request a Director may preside in his place.

The Secretary shall maintain a register showing the names, addresses, email addresses, and telephone numbers of all active members. He shall provide a Membership Roster to be published each quarter of the year in conjunction with the Bulletin.

The Membership Roster is for the private use of members for communicating with other members. The phrase "This Roster is furnished to encourage social contacts among SLO Ram Members. Use of this list for commercial purposes or for other unauthorized objectives is prohibited." shall be included in each roster. Commercial advertising in connection with the publishing of rosters is prohibited.

Assistant Secretary: The Assistant Secretary shall assist the Secretary in the maintenance of records and, in his absence, shall perform and be guided by the rules governing operation of the Secretary.

Treasurer: The Treasurer shall keep adequate and accurate accounts of the assets and financial transactions of the organization, and the records required by these By-Laws.

The Treasurer shall maintain the following records for a period of seven years:

1. Invoices paid
2. Bank statements
3. Cancelled checks
4. Check registers

He shall deposit all funds collected in the name of and to the credit of the organization in depositories designated by the Executive Committee.

He shall disburse from these funds amounts necessary to defray incidental expenses of the organization. The Executive Committee shall be responsible for approving the maximum amount that may be disbursed by check without secondary endorsement of the Big Ram.

He shall refer all communications received from government agencies to the Secretary.

He shall propose an annual budget for Executive Committee approval.

Assistant Treasurer: The Assistant Treasurer shall assist the Treasurer in the maintenance of financial records and, in his absence, shall perform and be guided by the rules governing operations of the Treasurer.

Directors: Directors shall contribute management and directorial expertise to assist the Executive Committee guide the organization in a proper and exemplary manner.

Succession of Authority: The Big Ram shall preside at all General and Executive Committee meetings except that, in his absence or at his request, the Little Ram may preside. In the absence of the Little Ram, or at his request, the Secretary shall preside. In the absence of the Secretary, a Director designated by the Secretary may preside.

Election of Officers and Directors: At the August Luncheon of each year and at a Coffee Cabinet in August, the Big Ram shall announce the appointment of a Nominating Committee composed of three or more members of his choosing, to select from the active membership a list of nominees for election to the Executive Committee to serve during the succeeding calendar year.

The Big Ram during the preceding year shall serve as a Director during the subsequent calendar year. In addition to this automatic appointment six additional Directors shall be elected to serve on the Executive Committee.

The Nominating Committee shall submit its report to the Big Ram in time for publication in the September issue of the Bulletin.

Election of Officers and Directors shall be held at the October Luncheon. Before the election is held, additional nominations may be made from the floor providing that these nominees have previously

agreed to be a candidate for office. If more than one candidate has been nominated for any office, a secret ballot election must be held. However, for any office for which there is only one nominee, voting may be by voice vote or show of hands.

Installation of Officers and Directors: Upon being elected at the October Luncheon the new officers and directors shall be installed at the November Luncheon.

The current Big Ram or a past Big Ram shall be the installing officer. He shall instruct the officers and directors-elect to stand before him and then ask them: "Do each and all of you accept the office to which you have been elected and, in so doing, do you assume responsibility to perform faithfully the duties of your respective offices and to be bound by the By-Laws of this Corporation?"

Upon receiving affirmative answers, the Installing Officer shall announce to the membership: "I hereby declare that the officers and directors-elect are installed to serve in the offices of this corporation until their successors have been duly elected and installed."

The newly installed officers and directors shall formally assume their new offices on January 1 of the succeeding year.

Terms of Office of Officers and Directors: Officers and Directors of the SLO RAM Executive Committee shall serve for one calendar year, and each shall have equal voting rights on all matters brought before the Committee. Individual Officers and Directors shall not hold more than one office on the SLO RAM Executive Committee.

In the event an Officer or Director is unable to complete his term, the Big Ram may, with the approval of the Executive Committee, appoint a replacement to complete his term.

Any Ram Executive Committee member may, after proper notice and hearing, be removed from office by a two-thirds affirmative vote of the Executive Committee.

A Director position is dedicated to the incoming Big RAM from the previous year and rotated each year with the previous Big RAM. The outgoing previous Big RAM could be a candidate for a Director position, if another position is open. A Director position is dedicated to the chairman of the Coffee Cabinet Committee, the chairman of the Membership Committee, and the chairman of the Program Committee.

Executive Committee Meetings: The SLO RAM Executive Committee has full authority to conduct the business of the SLO RAM organization except for those matters reserved to the general membership by these By-Laws.

Regular meetings of the SLO RAM Executive Committee shall be held at intervals scheduled by the Big Ram to review organization operations. Regular meetings are open to SLO RAM members.

The first meeting of the new Executive Committee be held in January of each year, and subsequently at least once each quarter of the year.

Special Executive Committee meetings may be called by the Big Ram or by the Secretary at the request of at least 50% of the Executive Committee.

Executive Committee meetings may be held electronically in a way in which each member can communicate with all members concurrently.

The Executive Committee is empowered to take any action in the absence of a meeting, which they could take at a meeting, by obtaining the written approval of all of the members. The decision will be recorded in the minutes of the next Executive Committee meeting.

Each member of the Executive Committee shall have one vote on matters requiring approval by the Executive Committee.

At least a majority of the Executive Committee membership must be present at a meeting to constitute a quorum for voting purposes. Except as otherwise provided in these By-Laws a majority vote of the quorum present is required for approval of an action.

Results from Executive Committee meetings will be announced at the next Luncheon and Coffee Cabinet. A summary of each meeting will be placed in the next Bulletin to be published. Financial statements and minutes will be available on the SLO RAM website.

Committees: Following his election to office in October, the Big Ram shall appoint a Chairman, and committee members if required, for each of the following Standing Committees, to provide the services indicated. All Committee appointments made by the newly elected Big Ram shall be announced in the December issue of the Bulletin.

Membership: The Membership Committee is responsible for implementing recruiting strategies, monitoring attendance at the general meetings, and managing active and inactive membership rolls. The Big Ram will appoint a Director on the Executive Committee to chair the Membership Committee.

Audit: The Audit Committee shall be at least two active members who have not served on the Executive Committee during the calendar year in which the new Big Ram is elected. It will audit the books and records covering all financial transactions of that calendar year. The audit report shall be submitted to the newly installed Big Ram, who will report the Audit Committee's findings to the new Executive Committee no later than the second regular quarterly meeting of the year.

Program: It is responsible for developing and arranging programs to be presented at the Luncheon and Coffee Cabinet. Speakers at SLO RAM meetings shall be selected, under the guidance of the Executive Committee, so as to avoid any semblance of the endorsement of any political, religious, philanthropic, ideological or other social enterprise.

Special Events: Plans extracurricular activities for the organization.

Publicity: Informs newspapers and other local information media about the activities of the organization and the advantages of becoming a SLO RAM member.

Historian: Maintains files of all Bulletins and other sources of information about organization activities deemed to have historical value. These files may be in electronic form.

Bulletin: Bulletins must be distributed at each Luncheon and Coffee Cabinet to inform members of present and planned activities. Since minutes of general meetings are not recorded, the monthly Bulletin is the only permanent record of general meeting programs and activities.

Callers: This committee contacts all active members prior to a Luncheon meeting to determine attendance.

Additional Committees: The Big Ram may establish such additional committees as he deems necessary for the proper operation of the organization.

Compensation: No SLO RAM member or Executive Committee officer or director shall receive compensation for his services except for reimbursement of out of pocket expenses as authorized by the Executive Committee.

Amendments to By-Laws: A membership vote will be held by email, provided that:

1. An announcement is made at a Luncheon and the Coffee Cabinet prior to or after that Luncheon reviewing the proposed by-law changes and planned vote by email. The proposed by-law changes are posted on the SLO RAM web site.
2. The email message for the vote is sent to the membership the Monday after the latest Luncheon or Coffee Cabinet review. Voting will be open for 10 days.
3. The Secretary will call those members without an email address and ask for their vote.
4. Two-thirds of those voting approve the changes.
5. The approved changes are effective upon approval.
6. The result of the vote is announced at the next Coffee Cabinet and Luncheon and is posted on the SLO RAM web site.

Mergers and Dissolutions: Any merger or dissolution of the SLO RAM organization shall require the same approval procedure as an amendment of the By-Laws.