



NATIONAL ALUMNI CLUB

National H.C.S.C. Club By-Laws



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BY – LAWS OF The H.C.S.C. Alumni Club, Inc.

Amended 1958
 Amended 1961
 Amended 1963
 Amended 1967
 Amended 1969
 Amended 1975
 Amended 1976
 Amended 1983
 Amended 1993
 Amended 1994
 Amended 2007
 Amended 2021
 Amended 2022

ARTICLE I

The purpose of this corporation H.C.S.C. Alumni Club, Inc. (Club) is as fully stated in the Articles of Incorporation.

ARTICLE II

Section 1. Organization of the Corporation. The organizational structure of the corporation shall consist of:

- a. Members
- b. Board of directors
- c. Meeting Groups of Members

ARTICLE III

Section 1, Membership. Any associate who retires or resigns from J. C. Penney Company, Inc. under honorable conditions, shall be eligible to become a member of the H.C.S.C. Alumni Club, Inc. To continue membership, members must pay its annual dues except as noted in Section 9 below. The Board of Directors shall have the right to elect any person of their choosing to an Honorary Life Membership provided, however, that no person shall be chosen who has not given faithful service to the J. C. Penney Company, Inc. or is not a spouse of a deceased member.

Section 2. Termination of Membership. The Board of Directors shall establish the rules by which membership rights are terminated.

Section 3. Classification of Members. The classification of the members shall be established by the Board of Directors, as follows:

- a. Regular Members
- b. Century Club Members
- c. Honorary Members (includes spouses of deceased members)
- d. Spouse Members

Section 4. Classification of Subscribers to Club Publication. The Board of Directors shall cause to be published a Club Publication to be known as “HCSC Partners” and shall send such Publication to all current members of the National H.C.S.C. Alumni Club.

Section 5. Expulsion of Members. Any member who shall fail to foster the underlying principles of the J. C. Penney Company or who shall bring discredit on that Company or on this Club, may be expelled from membership, and may be reinstated at the discretion of the Board of Directors.

Section 6. Resignation. Any member may resign from this Club at any time.

Section 7. Assignment of Membership. No member shall have the right to assign his or her membership. In the event of the death of a member, the membership shall thereupon terminate. Exceptions: A deceased member’s spouse is eligible for Honorary membership. -

Section 8. Forfeiture of Property Rights. Any person whose membership has been terminated in any manner shall forfeit all interest in any funds or other property belonging to the Club and all other rights as a member thereof.

Section 9. Membership Dues and Fees. Membership dues and fees, which shall be paid by all members to the Treasurer elected by the Board of Directors, shall be as follows:

- a. First year annual membership dues for member and spouse are waived.
- b. Regular annual membership dues for member and spouse -- \$25.00 per annum.
- c. Honorary members - Spouses of deceased members are exempt from annual dues.
- d. Century Club membership - All members reaching the age of 90 and older will be exempt from annual Dues.
- e. Spouse Membership – Spouses of Club members who are also retired J. C. Penney associates are exempt from annual dues.

Section 10. Fiscal Year and Payment of Dues. The Fiscal Year of the H.C.S.C. Alumni Club shall be from August 1, to July 31. Annual dues notices for the National H.C.S.C. Alumni Club and the Regional Meeting Groups will be sent during the fiscal year.

Article IV

Section 1. Meeting Groups. With the approval of the Board of Directors, meeting Groups of the Club members may be formed throughout the United States. Each meeting Group may hold meetings as often as is expedient. Group meetings shall be chiefly of a social nature at which lunch or dinner may be served and at which some pre-arranged program may be carried out. All expenses of a Group meeting shall be borne by the members of such Group itself.

Article V

Section 1. Power of Directors. Except as otherwise provided by statute or by the Articles of Incorporation, or by these By-laws, all corporate powers shall be exercised by or under the authority of and the business and affairs and policy of this corporation and shall be controlled by the Board of Directors. The Board of Directors shall appoint such committees as it may deem advisable. Members of any committee need not be members of the Board of Directors. No committee may incur indebtedness or make any expenditure without the express authorization of the Board of Directors. All action by the Board of Directors shall be for the best interest of the members. All compensation shall be regulated by the Board of Directors.

Section 2. Number of Directors. The authorized number of Directors of the H.C.S.C. Alumni Club, Inc. shall be sixteen (16) plus one (1) member, known as National Representatives, from each of the Club's authorized meeting Groups. This number may be reduced at any time by the action of the Board of Directors through an amendment to these By-laws, but in no event shall the number of Directors be less than seven (7); provided further that the number of Directors may be increased from time to time by amendment to these By-laws. Five (5) members of the Board shall constitute a quorum for the purpose of adjourning any meeting of the Board of Directors.

Section 3. Officers of the Board of Directors. The Board of Directors shall have the following officers elected from the members of the organization by a majority vote:

- a. President
- b. First Vice President
- c. Second Vice President

The Secretary shall be appointed by the members of the Board by a majority vote. The Treasurer shall be appointed by the members of the Board by a majority vote.

Section 4. Election of the Board of Directors.

- a. The Board of Directors shall elect four (4) members for a term of four (4) years to replace those Board members whose terms have expired. Board Members are urged to attend all regularly called special meetings as well as the annual meetings. Any Board member who cannot fill out his term of office, due to resignation or death, shall be replaced by the Board of Directors, who shall elect a new member by majority vote to fill out the expired term.
- b. Each meeting Group shall elect from its membership one (1) National Representative to the Board of Directors for a term of four (4) years. Such member shall have full voting power at all Board meetings in which s/he chooses to participate, either by being present or by proxy. All proxies shall be returned to the Secretary and in hand before the date of the stated meeting. Such member is urged to attend the annual meeting of the Board of Directors. Such member shall keep his Group's membership informed of the minutes and results of all Board of Directors meetings. Such member who is not able to complete his or her term of office shall be replaced through an election from the membership of that meeting Group of one (1) member to the Board of Directors for a term of four (4) years.
- c.

Section 5. President of the Board of Directors, The President shall be the Chief Executive Officer(s) of the Corporation and shall, subject to the control of the Board of Directors, have general supervision, direction and control of the business and affairs of the Corporation. The President shall preside at all meetings of the Board of Directors. The President shall be ex-officio member of all standing committees and shall have the general powers and duties of management usually vested in the office of President of the Board of Directors and shall have such other powers and duties as may be prescribed by the Board of Directors or By-laws. The President shall be elected for a one-year term.

Section 6. First Vice President of the Board of Directors. The First Vice President, in the absence or disability of the President shall perform the duties and exercise the powers of the President and shall perform such other duties as the Board of Directors shall prescribe. The First Vice President shall be elected for a one-year term and shall assume the office of the President upon the end of the President's term.

Section 7. Second Vice President of the Board of Directors. The Second Vice President, in the absence or disability of the President and the First Vice President, shall perform the duties of the President. The Second Vice President shall be elected for a one-year term and shall assume the office of the First Vice President upon the end of the First Vice President's term.

Section 8. Secretary, appointed by the Board of Directors. The Secretary shall keep, or cause to be kept, a book of minutes at the principal office or such other place as the Board of Directors may order, of all meetings of Directors, with the time and place of holding, whether regular or special, and if special, how authorized, the notice thereof given, the names of those present at Director's meeting and the proceedings thereof. The Secretary shall keep or cause to be kept a register showing the names of the members and their addresses. The Secretary shall give, or cause to be given, notice of all meetings of the Board of Directors required by the By-laws or law to be given; shall keep the seal of the Corporation and affix said seal to all documents requiring a seal, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the By-laws. The Secretary shall be appointed annually by the members of the Board by a majority vote.

Section 9. Treasurer, appointed by the Board of Directors – The Treasurer is responsible for all financial records of the Corporation and shall submit an annual financial statement and annual budget to the Board of Directors. The Treasurer will also arrange for the annual audit of the financial records by a qualified Certified Public Accountant. Said accountant will also prepare all tax returns to be filed by the Corporation. The Treasurer shall be appointed to serve a three-year term by the members of the Board by a majority vote.

Section 10. Other Officers. The Board of Directors may from time to time appoint such other officers or agents as the business of the Corporation may require, fix their tenure of office and allow them suitable compensation.

Section 11. Vacancies on the Board of Directors. Vacancies in the Board of Directors shall be filled according to the procedure set forth in Article V, Section 4 of these By-laws. In the event, however, that the number of Directors falls below seven (7), then the Board of Directors may fill sufficient vacancies to bring the number on the Board to seven (7) by a majority vote of the remaining Directors even though less than a quorum or by sole remaining Director, and each Director so selected shall hold office as regular Directors under Article V, Section 4 of these By-laws.

Section 12. Removal of Directors. The entire Board of Directors or any individual Director may be removed from office as provided by the Corporations Code of the State of California.

Section 13. Place of Meetings. The Board of Directors may provide different places for meetings from time to time. The meeting shall be valid wherever held if filed with the Secretary of the Corporation.

Section 14. Annual Meeting. The Annual Meeting of the Board of Directors shall be held at a place and time designated by the Board of Directors.

Section 15. Special Meetings. Special meetings of the Board of Directors for any purpose or purposes shall be called at any time by the President or if he is absent or unable or refuses to act, then by a Vice President or by any three Directors. Written notice of the time and place for special meetings shall be sent to each Director by letter or electronic mail (email), charges prepaid, addressed to him at his address as shown upon the record of the Corporation, or if not so shown on such records, then at the place at which the meeting of Directors is regularly held. In case such notice is mailed or emailed it shall be deposited in the United States mail or emailed at least five (5) days prior to the time of holding the meeting. Such mailing or emailing of notice as above provided shall be due, legal and personal notice to such Director.

Section 16. Waiver of Notice. When all the Directors are present at any Director's meeting, however called or noticed, and signed a written consent thereto on the records of such meeting, or if a quorum of the Directors is present, which written consent shall be filed with the Secretary of the Corporation, the transactions at such meeting shall be as valid as if had been a regularly called notice meeting.

Section 17. Notice of Adjournment. Notice of the time and place of holding an adjourned meeting need not be given to absent Directors if the time and place be fixed at the meeting so adjourned.

ARTICLE VI

Section 1. Officers of the Meeting Group. The Officers of the meeting Groups shall be a President, one or more Vice-Presidents, a Secretary and a Treasurer, which Officers shall be elected by members of the Group. All Officers shall be members in good standing of the Corporation.

Section 2. Compensation. Officers of the meeting Groups shall receive only such compensation for their services as may be provided by their respective Group.

Section 3. Removal and Resignation. Any Officer of a meeting Group may be removed, for cause, by a majority of the Directors in office at the time, at any regular or special meeting of the Board, or by a majority vote of the members of such meeting Group, at any regular or special meeting. Any Officer may resign at any time by giving written notice to the Board of Directors or the Secretary of his meeting Group. Any such resignation shall take effect at the date of the receipt of such notice, or at any time not in conflict with these By-laws, as specified in such notice. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in the By-laws for the regular appointments to such office, or by a special meeting of the meeting Group held to elect the new Officer.

Section 5. President of the Meeting Groups. The President shall be the Chief Officer of their meeting Group and shall, subject to the control of the Board of Directors, have general supervision, direction and control of the business and affairs of their meeting Group. They shall preside at all meetings of their respective meeting Group. They shall be ex-officio a member of all the standing committees of their meeting Group, and shall have the general powers and duties of management usually vested in the Office of President of

a meeting Group, and shall have such other powers and duties as may be prescribed by the Board of Directors or by the By-laws, or by the members of their respective Group.

Section 6. Vice-President of the Meeting Groups. The Vice-President shall, in order designated by the meeting Group members, in absence or disability of the President, perform the duties and exercise the powers of the President, and shall perform such other duties as the Board of Directors, or the respective meeting Group members, shall prescribe.

Section 7. Secretary of the Meeting Groups. The Secretary shall keep or cause to be kept, a book of minutes at the principal office of the meeting Group or such other place as the Board of Directors may order, of all meetings of the meeting Group, with the time and place of holding, whether regular or special, and if special, how authorized, the notice thereof given, the names of those present and the proceedings thereof. The Secretary shall keep or cause to be kept, at the principal office of the meeting Group, a register showing the names of the members in the Group and their addresses.

Section 8. Treasurer of the Meeting Groups. The Treasurer of each meeting Group shall collect the meal charges and any other monies from the Group for their specific use and payout only in accordance with instructions from their own Group. The Treasurer also shall keep the meeting Group's accounts and records, and forward their meeting Group's bank statements to the National Treasurer in preparation of the Corporation's annual tax return.

ARTICLE VII

Section 1. Records. The Corporation shall maintain adequate and correct accounts, books and records of its business and properties. All of such accounts, books and records shall be kept at its principal place of business, as fixed by the Board of Directors from time to time.

Section 2. Inspection of Books and Records. All books and records provided for in Section 3003 of the Corporations Code of California shall be open to inspection by members from time to time and in the manner provided in said Section 3003. Directors shall have the right of inspection of corporate records as provided in Section 3004 of the Corporations Code.

Section 3. Certification and Inspection of By-laws. The original or copy of these By-laws, as amended or otherwise altered to date, certified by the Secretary shall be posted on the Corporation's website and open to inspection by members.

Section 4. Checks. Drafts. Etc. All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness, issued in the name of or payable to the Corporation, shall be signed or endorsed by such person or persons and in such manner as shall be determined from time to time by resolution of the Board of Directors.

Section 5. Contracts. Etc.-- How Executed. The Board of Directors, except as in the By-laws otherwise provided, may authorize any Officer or Officers, agent or agents, to enter into contract or execute any instrument in the name of and on behalf of the Corporation. Such authority may be general or confined to specific instances. Unless so authorized by the Board of Directors, no Officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement, or to pledge its credit, or to render it liable for any purpose or to any amount.

ARTICLE VIII

Section 1. Corporate Seal. The corporate seal shall be circular in form, and shall have inscribed thereon the name of the corporation, the date of its incorporation, and the word "California".

Section 2. Articles of Dissolution. In the event this organization, The H.C.S.C. Alumni Club Inc. should be dissolved, all interest in any funds or other property belonging to the Club will be donated to The H.C.S.C. Foundation (a 501(c) (3) organization) and/or a similar tax exempt organization(s). The Board of Directors of the Club at the time of dissolution will select the identity of the tax exempt organization(s) to receive said donation and approve the donation by a vote of the majority of the then existing Directors. Said vote can be in person or via electronic means.

ARTICLE IX

Section 1. New By-laws or Amendment or Repeal of By-laws. New By-laws may be adopted or these By-laws may be repealed or amended by action of the Board of Directors, or in such other manner as may be prescribed, provided that proposed changes are mailed to each Director at least ten (10) days before meeting for adoption.

Section 2. Record of Amendments. Whenever an amendment or new By-law is adopted, it shall be posted on the Corporation's website. If any By-law is repealed, the fact of repeal with the date of the meeting at which the repeal was enacted or written assent was filed shall be stated in the applicable meeting minutes.

ARTICLE X

Section 1. Order of Business. Robert's Rules of Order shall control at **all** meetings.

[The names below will be those members of the Board at the time the by-laws are amended.]

S / D Bill Watson

S / D Bill Kruder

S / D Steve Strom

S / D Karen Bell

S / D Robin Caldwell

S / D Phil Esch

S / D John Gresham

S / D Dave Kloose

S / D Larry Noble

S / D Josh Norcross

S / D Alan Rogers

S / D Phil Shama

S / D Jeannette Siegel

S / D Harry Smart

S / D Wynn Watkins

[The names below will be those RMG National Representatives members of the Board at the time the by-laws are amended.]

S / D Al Bell

S / D Royce Bervig

S / D Tom Clarke

S / D John Elliott

S / D Hal Monroe

S / D Ben Preston

S / D Harry Rediger

S / D Ron Salzetti

S / D William Wright, Jr.

I certify that the foregoing is a true copy of the amended By-laws of the H.C.S.C. Alumni Club adopted by the Board of Directors of said Corporation on July 20, 2022.

S / D Bill Watson, President of the Board

S / D Sharon Winkle, Secretary



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