

# Bylaws

## of the Maryland Retired School Personnel Association, Inc.

### ARTICLE I - NAME

The name of this organization shall be the *Maryland Retired School Personnel Association, Inc.*

### ARTICLE II - PURPOSE

- Section 1.** To encourage members to continue their interest in educational programs and in legislative and economic developments affecting public education;
- Section 2.** To operate as a nonprofit, non-partisan, and non-sectarian organization as defined in Section 501(c) (4) of the Internal Revenue Code;
- Section 3.** To improve the well-being of all Maryland retired school personnel;
- Section 4.** To promote and offer educational programs that will benefit all citizens, especially the retired;
- Section 5.** To cooperate with national and local retired school personnel associations;
- Section 6.** To consider and deal by all lawful means with common problems affecting retired school personnel, to foster cooperative action and to advance by all lawful means the common purposes of retired school personnel;
- Section 7.** To assist and provide information to those who regulate, supervise, and adopt or enact legislation, regulations, policies, pensions, or benefit plans affecting retired school personnel; and
- Section 8.** To provide a forum through discussion, study, and publications for the professional exchange of ideas, techniques, and experiences and for the expression on issues of concern to retired school personnel.

### ARTICLE III - MEMBERSHIP

- Section 1. *Active Membership.***
- a. All retired school personnel are eligible for active membership in the Association upon payment of annual dues.
  - b. Active members shall be entitled to participate in all activities of the Association, including chairing a committee, voting, and holding elective office.
- Section 2. *Emeritus Membership.***
- a. Active members who have reached the age of ninety shall be recognized as Emeritus members.
  - b. Emeritus members shall be entitled to participate in all activities of the Association, including chairing a committee, voting, and holding elective office and shall be exempt from further payment of dues.
- Section 3. *Honorary Membership.***
- a. Honorary membership may be accorded to any person who is not eligible for membership and who has distinguished himself/herself in work related to the Association or to all retired school personnel.
  - b. Honorary members shall be entitled to participate in all activities of the Association except chairing a committee, voting and holding elective office.

**Section 4. Associate Membership.**

- a. Associate membership may be accorded, upon payment of dues, to members' spouses or surviving spouses who are supportive of the goals and purposes of the Association.
- b. Associate membership may be accorded, upon payment of dues, to currently employed school personnel and their spouses.
- c. Associate members shall be entitled to participate in all activities of the Association and be eligible for benefits, except chairing a committee, voting and holding elective office.

**Section 5. Eligibility for Benefits.**

- a. Members shall retain membership in order to continue to receive benefits.
- b. Eligibility shall be reviewed on an annual basis.

**ARTICLE IV - AFFILIATION**

**Section 1.** This Association shall be affiliated with the NRTA, *AARP's Educator Community*.

**Section 2.** Any local organization of retired persons directly concerned with the educational programs of the State of Maryland and accepting for membership persons meeting qualifications under Article III may be affiliated with this Association upon approval of the delegates at the Annual Business Meeting.

**ARTICLE V - FINANCE**

**Section 1. Fiscal Year.**

The fiscal year of this Association shall be July 1 to June 30.

**Section 2. Membership Dues.**

- a. The annual dues of this Association shall be recommended by the Board of Directors subject to the approval of the delegates at the Annual Business Meeting.
- b. Any increase in dues shall be effective the second fiscal year following the adoption of the change at the Annual Business Meeting.
- c. Dues shall be payable annually.

**Section 3. Budget.**

A budget shall be prepared and presented at the Annual Business Meeting for action by the delegates.

**Section 4. Audit.**

An annual independent audit of the financial records of this Association shall be made at the end of each fiscal year and presented to the Board of Directors.

**ARTICLE VI - OFFICERS**

**Section 1. Elected Officers.**

- a. The elected officers of this Association shall be a President, Vice-President, and an Immediate Past President/President elect, a Secretary, and a Treasurer.
- b. The Immediate Past President will serve in an even-numbered fiscal year and the President-elect will serve in an odd-numbered fiscal year.

**Section 2. Qualifications**

- a. Officers shall be active members of both the Maryland Retired School Personnel Association and their local organization/association.
- b. Officers shall have served as an elected officer or as a committee chair of a local association.
- c. Officers shall have served the Maryland Retired School Personnel Association as committee chair, committee member, or member of the Board of Directors.

**Section 3. *Terms of Officers.***

- a. The term of office of the President and Vice-President shall be for two years and may not exceed one term.
- b. The term of office of the Immediate Past President and President-elect shall be for one year in alternating years as explained in Section 1 b. above.
- c. The term of office of the Secretary shall be for three years and may not exceed one additional consecutive term of three years.
- d. The term of office of the Treasurer shall be for three years and may not exceed one additional consecutive term of three years.
- e. All terms of office shall be effective July 1 following the election.

**Section 4. *Duties of the Officers.***

**a. The President**

- 1) Shall preside at the meetings of this Association, the Board of Directors and the Executive Committee.
- 2) Shall represent this Association at all meetings of civic, professional, and fraternal groups which invite representation from this Association.
- 3) Shall call to the attention of the members any situation influencing their well-being and ask support for activities required to meet such situations.
- 4) Shall appoint Area Directors as specified in the Bylaws, Article VIII.
- 5) Shall be an ex-officio member of all committees, except the Nominating Committee.
- 6) Shall, with the approval of the Executive Committee, fill any vacancy which may occur among the officers of this Association.
- 7) Shall call the regular and special meetings of this Association.
- 8) Shall, in consultation with the Executive Committee, appoint standing committee chairs, taking into consideration the inclusion of members from all areas of the state.
- 9) Shall appoint a newsletter editor.
- 10) Shall be authorized to appoint ad hoc committees as the need arises.
- 11) Shall designate the President-elect or Immediate Past President as a liaison to Standing Committees.
- 12) Shall approve all expense vouchers, except vouchers submitted by the President.
- 13) Shall schedule, in consultation with the Board of Directors, an Annual Business Meeting of the Association.
- 14) Shall appoint a Parliamentarian.

**b. The Vice-President**

- 1) Shall in the absence of the President, have the powers of, and perform all the duties of, the President.
- 2) Shall succeed to the Office of President at any time the Office of President becomes vacant.
- 3) Shall perform such duties as are prescribed by the President and/or the Board of Directors.
- 4) Shall serve as a member of the Board of Directors, Executive Committee, Finance and Nominating Committees, and as an ex-officio member of all other standing committees.

**c. The President-elect (Odd-Numbered Years)**

- 1) Shall, in the absence of the President and Vice-President, perform the duties of the President.
- 2) Shall approve all expense vouchers submitted by the President.
- 3) Shall perform other duties as directed by the President.
- 4) Shall serve as a member of the Board of Directors, Executive Committee and Finance Committee.

**d. The Immediate Past President (Even-Numbered Years)**

- 1) Shall, in the absence of the President and Vice-President, perform the duties of the President.
- 2) Shall approve all expense vouchers submitted by the President.
- 3) Shall perform other duties as directed by the President.
- 4) Shall serve as a member of the Board of Directors, Executive Committee and Finance Committee.

**e. The Secretary**

Shall take the minutes and maintain a full record of all business transacted at regular and special meetings, meetings of the Board of Directors and the Executive Committee.

**f. The Treasurer**

- 1) Shall approve the receipt and deposit of membership dues and other monies paid by members of the Association.
- 2) Shall approve the accounting and posting of income and expenses for the Association.
- 3) Shall approve the payment of all financial obligations of the Association.
- 4) Shall approve the investment of funds.
- 5) Shall approve the preparation and issuance of all financial reports of the Association.
- 6) Shall approve the preparation of all required state and federal financial reports for the Association.
- 7) Shall approve the issuance of payroll and direct payroll transfers.
- 8) Shall serve as a member of the Board of Directors, Executive Committee and Finance Committee.
- 9) Shall submit reports for the Annual Business Meeting, Board Meetings and the Annual Audit.
- 10) Shall sign checks in accordance with MRSPA Policies and Procedures.
- 11) Shall provide technical assistance as required and recommend internal controls where necessary.

**ARTICLE VII - EXECUTIVE COMMITTEE**

**Section 1. Composition.**

The elected officers, the Area Directors, the Parliamentarian (nonvoting), and the Executive Director (nonvoting), shall constitute the Executive Committee.

**Section 2. Duties.**

- a. Shall conduct the business of this Association between meetings of the Board of Directors.
- b. Shall periodically examine the organizational structure and operating procedures of MRSPA.
- c. Shall develop recommendations for the future direction of the Association.

## ARTICLE VIII - AREA DIRECTORS

### Section 1. *Composition.*

Area Directors are appointed for each of the following divisions:

Area I West	Allegany, Garrett and Washington
Area I East	Carroll, Frederick, Howard and Montgomery
Area II North	Anne Arundel, Baltimore City, Baltimore and Harford
Area II South	Calvert, Charles, Prince George's, and St. Mary's
Area III North	Caroline, Cecil, Kent, Queen Anne's and Talbot
Area III South	Dorchester, Somerset, Wicomico and Worcester

### Section 2. *Appointment.*

- The local Presidents in each Area shall recommend to the Association President names of persons to serve as Area Directors.
- The MRSPA President shall appoint the Area Directors.

### Section 3. *Term.*

The Area Directors shall serve a term of three (3) years and may be reappointed for one additional consecutive term upon recommendation of the local Presidents in the Area.

### Section 4. *Duties.*

- Shall provide a communication link between the President and local association Presidents in each area.
- Shall provide a communication link between the Legislative Chair and local association Presidents when emergency action is required.
- Shall carry out MRSPA projects.
- Shall arrange a schedule to visit each local association of the area at least once a year.
- Shall assist any local association with special programs and/or speakers.
- Shall serve as a member of the Board of Directors.
- Shall serve as a member of the Executive Committee.
- Shall serve as a member of the Finance Committee.
- Shall serve as a member of the Nominating Committee.

### Section 5. *Vacancy.*

In the event of a vacancy of an Area Director, a replacement to complete the term shall be recommended to the Association President by the local Presidents in that Area.

## ARTICLE IX - BOARD OF DIRECTORS

### Section 1. *Composition.*

- The Board of Directors shall be comprised of the elected officers, Area Directors, Standing Committee Chairs, Newsletter Editor, Parliamentarian (non-voting) and Executive Director (non-voting).
- If the Retired Teacher Trustee of the Maryland State Retirement Agency and the AARP State Liaison to the Association are active MRSPA members, these individuals shall be voting members of the Board of Directors.

### Section 2. *Duties.*

- Shall consider the budget and modify it, if necessary, for presentation at the Annual Business Meeting.
- Shall recommend dues for all membership categories.
- Shall make recommendations for Association programs and activities.
- Shall approve Board Policies and Board Procedures.
- Shall conduct the business of the Association between Annual Business Meetings.
- Shall appoint the Executive Director.

- g. Shall approve the location and date of the Annual Business Meeting.
- h. May endorse a candidate or candidates for a vacancy on the Board of Trustees of the Maryland State Retirement and Pension System.

**Section 3. *Emergency Powers.***

During a national or state emergency as declared by the appropriate federal or state authority that prohibits in person meetings, all functions of the Annual Business Meeting as specified in Article XI, Section 1, c of these Bylaws shall be temporarily assumed by the Board of Directors and the president or his/her designee of the local associations.

**ARTICLE X - ANNUAL BUSINESS MEETING DELEGATES**

**Section 1.** There shall be a local association delegate for each twenty-five (25) members and major fraction thereof of MRSPA, Inc. subject to a minimum of two (2) delegates and a maximum of twenty (20) delegates per local association as selected by the local unit.

**Section 2.** All delegates to the Annual Business Meeting shall be members of the Maryland Retired School Personnel Association and of the local Association they are representing.

**Section 3.** The President of each local association and all voting members of the Board of Directors shall serve as delegates at the Annual Business Meeting in addition to the other delegates.

**ARTICLE XI - MEETINGS**

**Section 1. *Types.***

a. Executive Committee

There shall be at least two (2) meetings of the Executive Committee each year, in the months of January and June.

b. Board of Directors

There shall be at least three meetings of the Board of Directors each year, in the months of August, December, and March.

c. Annual Business Meeting

An Annual Business Meeting of the Association shall be held to provide an opportunity for the election of officers, the adoption of the budget, the consideration of dues, the Treasurer's report, committee reports, and all matters pertaining to the welfare of this Association.

d. Special Meetings

The President shall be empowered to call special meetings of the Association whenever it is deemed necessary or upon request of a majority of the Executive Committee.

e. Methods

Meetings may be held by traditional face to face; conference call, or video/webinar. Accommodations will be made to ensure member participation in any meeting.

**Section 2. *Quorum.***

a. A majority of members of a committee, the Executive Committee or the Board of Directors shall constitute a quorum for the transaction of business.

b. A majority of delegates who have been registered at the Annual Business Meeting shall constitute a quorum for the transaction of business.

**Section 3. *Voting.***

A majority affirmative vote of members present and voting at any meeting shall be required for the adoption of any motion other than motions pertaining to changes in the Bylaws.

## **ARTICLE XII - ELECTIONS**

### **Section 1.** *Nominating Committee.*

- a. Shall be composed of the six Area Directors, the Vice President and two non-board members elected at the Annual Business Meeting each year, and in even numbered years, the Immediate Past President, who shall serve as chair of the committee. The Vice President shall serve as chair in odd numbered years.
- b. Non-board members may serve a maximum of two consecutive one-year terms.
- c. Shall solicit nominations from all areas of the state and make every effort to have at least two nominations for each office. In the event two nominees cannot be found, one candidate may be nominated.
- d. Shall consider the votes of only those members present at the Nominating committee meeting.
- e. Shall prepare a slate of candidates for each office and submit to the Board of Directors at the December meeting for approval.
- f. Shall prepare a slate of candidates for the non-board member Nominating Committee positions and submit to the Board of Directors at the March meeting for approval.

### **Section 2.** Elections shall be held at the Annual Business Meeting.

- a. Following the report of the Nominating Committee, additional nominations may be received from the floor provided such nominees state their willingness to serve and meet qualifications.
- b. Elections shall be determined by plurality of votes cast by the Delegates.
- c. A Tellers Committee of three delegates appointed by the President shall count the ballots at the Annual Business Meeting.
- d. In the event that there is only one nominee for an office, the chair may declare the nominee elected.

### **Section 3.** The President-elect shall be elected in odd-numbered years and automatically succeed to the presidency.

### **Section 4.** The Vice-President shall be elected in even-numbered years.

### **Section 5.** The President shall automatically become the Immediate Past President.

### **Section 6.** With the exception of the Nominating Committee Chair, no member shall simultaneously hold more than one position on the Board of Directors.

## **ARTICLE XIII - STANDING COMMITTEES**

### **Section 1.** The President, in consultation with the Executive Committee, shall annually appoint standing committee chairs with the exception of the Nominating Committee Chair as specified in Article XII Section 1.

### **Section 2.** Each Committee Chair, in consultation with the President, shall select members of his/her committee. All committee members shall be members of MRSPA. Every effort shall be made to ensure Area representation.

### **Section 3.** The Committee Chairs may serve a maximum of four (4) consecutive years.

### **Section 4.** The Standing Committees of this Association shall be: Bylaws, Community Service, Consumer Education, Finance, Legislative, Member Benefits, Membership, Nominating, Public Relations, Scholarship and Travel.

## **ARTICLE XIV - RECALL OF OFFICERS**

An officer of the Association may be recalled, with cause, such as a violation of the Code of Ethics or the Association Bylaws, as determined by the Board of Directors.

## **ARTICLE XV - ETHICS REVIEW COUNCIL**

### **Section 1. *Composition.***

Shall consist of two board members and one non-board member appointed by the President.

### **Section 2. *Duties.***

Shall investigate complaints as directed by the Executive Committee and as outlined in the Board Policies of the Association.

## **ARTICLE XVI - CONFLICT OF INTEREST**

**Section 1.** No member, director, or officer of the Maryland Retired School Personnel Association or other private person shall have, as an individual, any interest or title to the assets of the Maryland Retired School Personnel Association and such assets shall be devoted exclusively to its purposes.

**Section 2.** No Maryland Retired School Personnel Association officer, director, committee member, employee or a member of his/her family shall gain financial, or material benefit due to the position held without prior approval of the Board of Directors.

**Section 3.** Whenever a member has cause to believe that a matter before the Board of Directors would involve the member in a possible conflict of interest, the member shall declare the interest.

## **ARTICLE XVII - NONDISCRIMINATION**

The Association shall function in all matters and under all circumstances in accordance with applicable local, state, and federal laws and statutes pertaining to nondiscrimination.

## **ARTICLE XVIII - DISSOLUTION**

In the event or upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(4) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the appropriate state court of the city or county in which the principal office is then located, exclusively for such purposes or to such organization, or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

## **ARTICLE XIX - INDEMNIFICATION**

That to the extent permitted by the Maryland General Corporation Law, as from time to time amended, the Association shall indemnify its currently acting and its former directors, officers, agents, and employees, and those persons who, at the request of the Association, serve or have served in another corporation, partnership, joint venture, trust or other enterprise in one or more of such capacities against any and all liabilities incurred in connection with their service in such capacities.

## **ARTICLE XX - AMENDMENTS**

**Section 1:** The Bylaws may be amended by a two-thirds vote of the delegates present and voting at the Annual Business Meeting, provided that the proposed amendment has been presented in writing to the local association Presidents at least 45 days before the meeting.

**Section 2:** With the exception of any specific content of an amendment, all amendments will take effect on the first day of the next fiscal year.

## **ARTICLE XXI - PARLIAMENTARY AUTHORITY**

In situations not otherwise provided for, *Robert's Rules of Order Newly Revised*, latest revision, shall be the parliamentary guide for this Association.