

MINNESOTA RETIRED STATE EMPLOYEES ASSOCIATION, INC.

BY-LAWS

May 14, 2003

BY-LAW 1. Name

The name of this nonprofit corporation shall be the Minnesota Retired State Employees Association, Inc., hereinafter called the Association.

BY-LAW 2. *Mission Statement.*

*UNITED TO ADVOCATE FOR THE WELL-BEING OF STATE RETIREES  
BY:*

- MONITORING THE DELIBERATIONS OF THE LEGISLATURE AND THE MINNESOTA STATE RETIREMENT SYSTEM BOARD OF DIRECTORS; AND RESPONDING AS APPROPRIATE TO PROMOTE, PROTECT AND ENHANCE RETIREE INTERESTS.
- PROVIDING EDUCATIONAL INFORMATION ON STATE AND NATIONAL ISSUES AFFECTING RETIREES.
- MAINTAINING WORKING RELATIONSHIPS WITH OTHER RETIREE ORGANIZATIONS.
- PROMOTING SOCIAL ACTIVITIES THROUGH LOCAL CHAPTERS AND STATEWIDE MEETINGS.
- ADVOCATING FOR THE AFFORDABILITY OF STATE RETIREE HEALTH AND LONG TERM CARE BENEFITS.

BY-LAW 3. Fiscal year.

The fiscal year shall be the calendar year. The administrative year shall be the approximate one year interval between annual meetings held in May.

BY-LAW 4. Membership Requirements.

Any person eligible for membership under Article X of the Articles of Incorporation may become a member of this Association upon the payment of current membership dues as established from time to time by a vote of the members at the annual meeting. Each member whose dues have been paid by the date of the annual meeting of members shall be entitled to one vote at the meeting.

Accumulative voting and proxies shall not be permitted.

BY-LAW 5. Meetings of Members.

(A) An annual meeting of members shall be held in May, at a time and place selected by the board of directors, for the election of directors and for the

transaction of any other business. Special meetings of members may be called for any purpose, at any time or place as determined by the board of directors.

(B) Notice of any meeting shall be mailed to each member at least 15 days in advance of the meeting date and shall include a statement of the purpose or purposes of the meeting.

(C) A quorum of 20 members entitled to vote is necessary for the transactions of any business or the election of directors at a meeting of the members of the Association.

(D) When a quorum has been present at a meeting and members have withdrawn from the meeting so that less than a quorum remains, the members still present may continue to transact business or hold an election until adjournment.

(E) Voting may be by voice, show of hands or by ballot, as selected by the members at any meeting.

(F) Procedure at all meetings of the Association shall be according to Robert's Rules of Orders; (1) call to order, (2) reading of the minutes of previous meeting, (3) report of the treasurer, (4) report of special and other committees, (5) unfinished business, (6) new business, (7) communications, (8) discussions concerning the welfare of the Association, (9) announcements and (10) adjournment.

(G) At each annual meeting, five directors shall be elected for terms of three administrative years.

BY-LAW 6 Board of Directors.

(A) The fifteen directors provided for in the Articles of Incorporation shall constitute the board of directors and each shall be a member of the Association.

The board shall manage all the business affairs of the Association.

(B) The Board shall hold at least four meetings during the administrative year

at such times and places as it designates. Additional meetings may be held at the call of the president or as directed by the board.

(C) Notice of any meeting shall be given.

(D) A majority of the board shall constitute a quorum.

(E) Any act of the majority of directors present at any meeting at which a quorum is present is an act of the board.

(F) The board shall elect officers of the Association promptly after each annual meeting, and appoint officers and directors to fill vacancies.

(G) The members, at any meeting, may give authority to the board of directors or change such authority, to establish rates and procedures for the payment of officers and directors and for members of the legislative committee appointed pursuant to the provision of By-law 8 for their services and reimbursement of their board authorized and approved expenses, provided that no such payments shall be made until all bills and other obligations have been paid or there are adequate funds in the treasury to pay them.

(H) The board may arrange for and pay for services for printing, mailing and other routine operations and may authorize the purchase of supplies.

(I) The board of directors shall elect annually from its number, persons to perform the duties of the offices of president, first and second vice presidents, and secretary-treasurer, and may appoint, if there is a need therefor, an assistant secretary-treasurer from its number or from other members of the Association. It may also appoint any agents or contract with any consultants, including an Administrator, which the board deems necessary.

(J) The board may require and pay the premiums for the bonding of positions authorized to receive and hold or to disburse association funds. It shall designate

which officers are authorized to sign Association checks.

BY-LAW 7. Duties of Officers.

(A) The president shall preside at all meetings of the members and the board and carry out the duties of the office according to the Articles of Incorporation and the by-laws.

(B) The first vice-president shall act as president in the absence of the president.

(C) The second vice-president shall act as president in the absence of the president and the first vice-president.

(D) The Administrator shall maintain membership records; shall receive all income, dues and gifts paid to the Association and deposit them in a bank as directed by the board; pay by check all bills and other obligations of the Association which have been approved by the board of directors; and compile and preserve accounting records of all monies received and paid out and report the financial status of the Association at each meeting of the board and of the members.

(E) The secretary-treasurer shall keep minutes of all meetings of the members, the board and the executive committee in a complete and comprehensive manner, handle routine correspondence and give notice of the time and place of all meetings.

(F) Each check disbursing association funds shall bear the signatures of two of the officers authorized by the board to sign the checks.

(G) Officers and assistant officers shall perform such other duties as are prescribed by the Articles of Incorporation, by by-laws, the laws of Minnesota and as ordered by the board at any board meeting.

BY-LAW 8. Committees.

(A) The board of directors may elect an executive committee consisting of the president, two other officers and one non-officer director, to administer the affairs of the Association between meetings of the board. Meetings may be called by the president or by two other members of the committee. A majority of the committee shall constitute a quorum. Any action taken by the committee shall be subject to reviewal and action by the board.

(B) The president shall appoint legislative, nominating and auditing committees to perform the usual and customary functions of such committees. Each shall consist of at least three persons who may be directors or other members, except that no director shall serve on the auditing committee. Each of the three committees shall make interim reports to the board and final reports to the annual meeting. In addition to the nominations made by the nominating committee for directors, other nominations may be made from the floor at the annual meeting.

(C) The president, subject to approval of the board, may appoint such other committees as are deemed necessary. They may be of such size and for such duties and tenure as are designated by the board of directors.

BY-LAW 9. Amendments.

These by-laws may be amended by a majority vote of the members in attendance at any meeting of members provided due notice of the proposed amendments has been given to each member a least 10 days in advance of the meeting date. Proposed amendments shall be prepared at the direction of the board and it shall arrange for their submittal to the members either in full text or synopsis form.

BY-LAW 3. Fiscal Year.

At the end of the paragraph, add a new sentence:

The fiscal year shall be the calendar year. The administrative year shall be the approximate one year interval between annual meetings held in May.

"The dues year shall be from May 1st of one year to April 30th of the following year."

**Adopted May 14, 2008**

## **BY-LAW 6.**

Board of Directors.

(K) A director may be removed from the Board, with or without cause, by a majority vote at any annual or special meeting of the members; provided, (i) that the notice of the meeting at which removal is to be considered states such purpose, (ii) that the director to be removed has a right to be heard at the meeting, and (iii) that a new director is elected at the meeting by the members to fill the vacant position caused by the removal, or (iv) the members may delegate to the Board of Directors the duty of selecting a director to fill the vacant position.

(1) A director shall be removed by the Board of Directors if such director has been found, after a hearing, where the director to be removed is present and has an opportunity to be heard before a Special Board Committee appointed by the President, to have been accused of inappropriate behavior. Prior to the hearing, the Executive Committee of the Board should present the facts in question to said Director and provide the director an opportunity to be heard with respect to these facts. The Special Committee, after this hearing, will provide a written statement of facts as to its decision, and make a recommendation based on those facts to the Full Board of Directors. The director designated for removal shall be provided another opportunity to present his/her case to the Full Board of Directors. If the Full Board of Directors having conducted this hearing finds that the director should be removed, the Board will present its findings at the Annual Meeting or Special Meeting of the Members.

(2) A director who has more than three unexcused consecutive absences from Board meetings and/or members meetings during any twelve month period, or (ii) is no longer a dues paying member of MRSEA may also be removed.

(3) A Board of Directors' member or an officer of a Sub-Chapter of MRSEA may be removed according to procedures in this paragraph. See BY-LAW 9. Sub Chapters. Paragraph E.3.

## **BY-LAW 9. Sub-Chapters.**

(A) A Sub-Chapter will be created if (1) MRSEA receives a written request from a minimum of eight (8) retired Minnesota state employees who want to create a Sub-Chapter of MRSEA in a given geographical area, and, (2), the Sub-Chapter submits By-Laws to MRSEA that are not in conflict with MRSEA's Constitution and By-Laws.

(B) By-Laws of the Sub-Chapter and any proposed Amendments thereto, shall be approved by a person designated by the MRSEA President. This person's responsibility is to insure there are no provisions in conflict with the Constitution and By-Laws of MRSEA. Any conflict shall be resolved in accordance with MRSEA policy set forth in the document "Chapter - Sub- Chapter Relationships approved by the MRSEA Board of Directors on June 14, 2006.

(C) Membership in the Sub-Chapter shall be consistent with the membership requirements provided for in the MRSEA Constitution and By-Laws

(D) A Sub-Chapter shall hold a minimum of two (2) meetings each year, one of which is to be designated as the Sub-Chapter's Annual Meeting at which officers are elected and any other official Sub-Chapter business is conducted.

(E) (1) Officers of a Sub-Chapter, elected at the Annual Meeting shall include at least a President, Vice-President and Secretary/Treasurer. If the Sub-Chapter's By-Laws so provide, additional officers and members of the Sub-Chapter's Board of Directors may be elected or appointed.

(2) Only Sub-Chapter members who have paid their current dues to MRSEA may serve as an Officer or member of the Sub-Chapter's Board of Directors.

(3) Board of Directors' members or officers of a Sub-Chapter may be removed according to the procedures in MRSEA By-Law 6. Paragraph K.

(F) (1) The fiscal year for the Sub-Chapter shall be established to begin on the first of the month following their annual meeting.

(2) MRSEA will provide a rebate of dues to a Sub-Chapter upon request, based on the number of MRSEA dues-paying members attending and signing a roster at the Sub-Chapter's Annual Meeting. (Refer to the Chapter--Sub-Chapter Relationship in (B) above.)

(3) Mailing service assistance in contacting Sub-Chapter members will be provided by MRSEA.

(G) (1) A Sub-Chapter whose membership falls below four (4) members who regularly attend Sub-Chapter meetings, for two (2) consecutive fiscal years, or a Sub-Chapter that fails to elect the three required Officers at its Annual Meeting shall become an inactive Sub-Chapter. The MRSEA liaison and Board will attempt to assist the Sub-Chapter to achieve these requirements to be reactivated.

(2) A Sub-Chapter that does not currently have any officers, will identify a Sub-Chapter contact member for the MRSEA Business Administrator.

(3) If after a third fiscal year, sufficient membership (more than four [4] members) has not been achieved or officers have not been elected, the Sub-Chapter may dissolve.

(H) Dissolution. (1) Upon Dissolution of a Sub-Chapter, all of its assets remaining after payment of all costs and expenses of such dissolution, shall be returned to MRSEA.

(2) The President and Business Manager of MRSEA, and the last Sub-Chapter officers shall sign a written document listing the type of asset and the amount of any money returned to MRSEA. These assets shall be retained by MRSEA for five (5) years.

(3) If at any time prior to the five (5) year time limit, the Sub-Chapter is reactivated, these assets shall be returned to the Sub-Chapter.

(4) At the end of the five (5) years, and if the Sub-Chapter is not reactivated, the Sub-Chapter assets shall become assets of MRSEA.

BY-LAW 9 10. AMENDMENTS. (Renumber from 9 to 10).