

CONSTITUTION
FOR
MINNESOTA RETIRED STATE EMPLOYEES ASSOCIATION

ARTICLE I
NAME

Section 1. Name.

The name of this organization shall be Minnesota Retired State Employees Association (MRSEA) and hereafter known as association.

Section 2. Fiscal Year.

The fiscal year shall be the calendar year.

ARTICLE II
PURPOSE

The purpose of this association shall be to advocate for the well-being of Minnesota retired state employees by;

a. monitoring the deliberations of the Minnesota Legislature and Minnesota State Retirement Systems Board of Directors and by responding, as appropriate, to promote, protect and enhance retiree benefits;

b. providing educational information on state and national issues affecting retired state employees;

c. maintaining working relationships with other retiree organizations;

d. promoting social activities through local sub chapters and statewide meetings; and,

e. advocating for the affordability of retired state employees' health and long term care benefits.

ARTICLE III
MEMBERSHIP AND DUES

Section 1. Jurisdiction.

All retired persons and their spouses who are eligible for membership under Article X of the Articles of Incorporation, and any retired persons who were appointed or elected to serve on a full-time basis as official representatives of organized labor or an association representing state employees, and their spouses may become a member of the association.

Section 2. Composition.

All sub-chapters coming under the jurisdiction of the association shall affiliate with and maintain affiliation with this association.

Section 3. Membership Dues.

Dues shall be established by the Board of Directors and ratified by the membership at a special or annual meeting.

Section 4. Voting.

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.

ARTICLE IV MEETINGS

Section 1. 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 fifteen days in advance of the meeting date and shall include a statement of purpose or purposes of the meeting.

c. A quorum of twenty members in good standing shall be necessary for the transaction of any business at a meeting of the members of the association.

d. Voting may be by voice, show of hands or by ballot as selected by members at any meeting. However, for election of officers, voting shall be by secret ballot.

e. Procedures at all meetings of the association shall be according to Roberts Rules of Order which shall be the guide in all cases to which they are applicable and in which they are not inconsistent with the constitution by-laws of the association.

ARTICLE V BOARD OF DIRECTORS

Section 1. Board of Directors.

The fifteen directors provided for in the Articles of Incorporation shall constitute the board of directors and each shall be a dues paid member of the association. The board shall manage all the business affairs of the association. The board of directors shall be the governing body between annual meetings. All matters affecting the policies, aims and means of accomplishing the purposes of the association not specifically provided for in this constitution shall be decided by the board.

Section 2. Board Meeting.

The board shall hold at least four meetings during the calendar 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.

Section 3. Notice.

Reasonable Notice of any meeting shall be given.

Section 4. Quorum.

A majority of the board shall constitute a quorum.

Section 5. Action of Directors.

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

Section 6. Officers.

The board shall elect officers of the association promptly after each annual meeting and appoint officers and directors to fill vacancies.

Section 7. Board Expenses.

The members, at any meeting, may give authority to the board of directors or change such authority to establish rates and procedures for 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.

Section 8. Other Expenses.

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

Section 9. Titles of Officers.

The board of directors shall elect annually from its number, persons to perform the duties of the offices of the president, first and second vice-presidents and secretary-treasurer, and may appoint, if there is a need therefore, 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.

Section 10. Bonds.

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.

Section 11. Removal of Director.

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 according to the procedures set forth in MRSEA By-Laws, By-Law 6. Board of Directors. Paragraph (K).

ARTICLE VI
OFFICERS AND ELECTIONS

Section 1. Titles of Officers.

The officers of this association shall be a president, a first vice-president, a second vice-president a secretary-treasurer. These officers along with one member of the board of directors shall constitute the executive board.

Section 2. Terms of Office.

All officers shall be elected to terms of one year.

Section 3. Vacancies.

Vacancies in an office shall be filled by vote of the board of directors of the association for the remainder of the unexpired term.

Section 4. Removal From Office.

Should any director be absent from three consecutive board meetings without excuse acceptable to the board, that office shall be declared vacant and filled in accordance with this constitution.

ARTICLE VII
DUTIES OF OFFICERS

Section 1. President.

The president shall:

- a. preside at all meetings of the membership and at all meetings of the board of directors.
- b. subject to approval of the board, appoint all standing and special committees of the association
- c. be a member ex-officio of all committees except the nominating committees.
- d. countersign all checks drawn on the funds of the association. The president may also designate members of the executive board to countersign checks; two signatures are required on each check.
- e. report regularly to the board and to the membership regarding the president's official activities and on the progress of the association.
- f. appoint legislative, nominating and auditing committees to perform the usual and customary functions of such committees.

Section 2. The First and Second Vice-Presidents.

The first and second vice-presidents:

- a. the first vice-president shall assist the president in the work of the president's office.
- b. in the absence of the president or in the president's inability to serve, the

first vice-president shall preside at all meetings and perform all other duties normally performed by the president.

c. in the absence of the president and the first vice-president or in the inability to serve, the second vice-president shall perform all other duties normally performed by the president.

Section 3. The Secretary-Treasurer.

The secretary-treasurer duties shall be shared with the Business Service Provider who is authorized to perform these functions and shall:

- a) receive and take charge of all money and property of the association
- b) deposit all money in a banking institution which is Federally insured in the name of the association, and money so deposited shall be withdrawn only by check signed in accordance with this constitution.
- c) draw checks for such purposes as are required by this constitution or the executive board of directors.
- d) keep or cause to be kept an accurate record of receipts and disbursements and render a report thereon at each meeting of the association's board of directors.
- e) report annually on the financial standing of the association to each affiliated sub-chapter
- f) keep or cause to be kept a record of the proceedings of the annual meeting and of meetings of the board, recording faithfully each motion that is made and the disposition of such motion.

Section 4. Audit

The president shall make or cause to be made at least annually an audit of the finances of the association, and shall report to each annual meeting and to each affiliated sub-chapter the results of such audit.

ARTICLE VIII MISCELLANEOUS PROVISIONS

Section 1. Authorization Necessary to Represent Association.

Except to the extent specified in this constitution, no officer of this association shall have the power to act as agent for or otherwise bind the association in any way whatsoever. No member or group of members or other person or persons shall have the power to act on behalf of or otherwise bind the association except to the extent specifically authorized in writing by the president of the association or by the board of the association.

ARTICLE IX AMENDMENTS

Section 1. Proposed Constitutional Amendments.

This constitution may be amended by proposals properly introduced at the special or annual meeting and approved by a majority vote of the members at the meeting. Such proposals shall be submitted, in writing, to the secretary-treasurer of the association at the association office, not later than thirty days prior to the opening of the annual meeting. No proposal to amend the constitution can thereafter be introduced except by permission of two-thirds of the meeting attendees.

Section 2. Board of Director Recommendations.

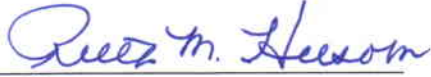
The association board of directors shall review and make a recommendation to the annual meeting on any proposal to amend the constitution.

Section 3. Effective Date.

Any amendment approved by the special or annual meeting shall become effective immediately or on a later effective date provided in the approved amendment.

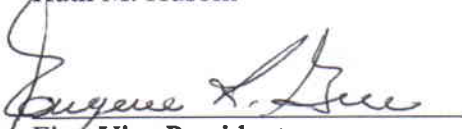
APPROVED AT THE MRSEA ANNUAL MEETING HELD ON; MAY 11, 2011.

Signed By:



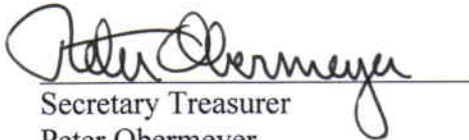
President
Ruth M. Husom

Dated May 11, 2011



First Vice President
Eugene Gere

Dated May 11, 2011



Secretary Treasurer
Peter Obermeyer

Dated May 11, 2011