

MONTGOMERY COUNTY RETIRED EMPLOYEES' ASSOCIATION, INC.

BYLAWS

Article I – Purpose

- A. To enable members to speak with a common voice through the Association on matters pertaining to Montgomery County retirement and health benefits and to present their common interests before appropriate private and government agencies.
- B. To cooperate with retired and active public employees and with other organizations in Montgomery County and elsewhere, as appropriate, to advance Association interests.
- C. To monitor proposed County legislation, budgets, and regulations, to assess their impact on Association members, to raise questions and concerns when appropriate, and where directly relevant to County retirees' retirement and health benefits, to do the same for Federal and State legislation, budgets, and regulations.
- D. To encourage and assist in the education of members in matters of interest to the Association.
- E. To hold property and funds, and to employ staff or consultants, if necessary, to attain these purposes.

Article II – Membership

A. Membership

- 1. Any person may become a member of the Association when that person is receiving or eligible to receive benefits from a Montgomery County employee retirement plan or retiree group insurance program.
- 2. An eligible person becomes and remains a member by paying applicable membership dues.
- 3. Each member agrees to abide by the Articles of Incorporation and the Bylaws of the Association.

B. Dues

The amount of dues for each coming year shall be set by majority vote of the Board of Directors before a membership meeting of the Association.

Article III – Membership Year and Meetings

A. The membership year of the Association shall be January 1 through December 31.

B. Membership Meetings

1. The Board shall hold at least one meeting of the general membership each year and may hold other membership meetings at any time for any purpose.
2. Any issue subject to a vote of the membership shall be decided by a majority of members present and voting provided that at least 20 members have voted on the question.
3. Membership meetings shall be held in Montgomery County, Maryland, or electronically, or a combination of both. Electronic meetings may use widely accepted Internet meeting services, telephone services, or other reliable available technology that supports the functions needed for the meeting.
4. Except to the extent otherwise provided in these Bylaws, each meeting of the membership shall be conducted in accordance with Robert's Rules of Order (latest edition).

Article IV – Board of Directors

A. Membership of the Board of Directors

1. Each Board member shall be a member of the Association in good standing.
2. The Board shall consist of no fewer than seven or more than fourteen members elected by the membership, half every year, for two-year terms.
3. The term of each Board member begins on July 1 after that member is elected and continues for two years.
4. The President may appoint up to three additional members to the Board for a term concurrent with the President's one-year term.
5. In case of resignation or inability to serve of any member of the Board, the Board may appoint a replacement to complete the Board member's term of office.

B. Powers and Responsibilities of the Board of Directors – The Board shall:

1. Be responsible for the management of the Association.
2. Transact the business of the Association in accordance with law, the Articles of Incorporation, and the Bylaws.

3. Report its actions to the membership.
4. Represent members in matters of interest to the Association.
5. Adopt a budget each year for the following year.
6. Annually elect from among its members the following officers: President, Vice President, Treasurer, and Secretary. These officers shall be elected before July 1 of each year. Each officer serves for a term of one year. The Board may, by majority vote, elect other officers as appropriate.
7. Confirm the President's nominations to any committee or advisory body.
8. Hear and act on reports of Association committees and advisory bodies.
9. Determine whether to support or oppose any proposed legislation, budget, or regulation that pertains to retirement and health benefits for retirees.

C. Meetings of the Board of Directors

1. The Board shall meet at least three times during the year and may meet at other times as the Board or the President schedules.
2. Meetings may be conducted in person or electronically or a combination of both. Electronic meetings may use widely accepted Internet meeting services, telephone services, or other reliable available technology that supports the functions needed for the meeting.
3. A quorum is a majority of Board members.
4. A Board member may designate in advance another Board member to vote for the Board member on any item on the meeting agenda. That designation shall be sent in writing to all Board members. Email is writing for all purposes under these Bylaws.
5. Each Board member is a voting member. The President may vote as a member of the Board only to break a tie.
6. Except to the extent otherwise provided in these Bylaws, each meeting of the Board shall be conducted in accordance with Robert's Rules of Order (latest edition).

D. Removal of Officers and Directors

1. If a Board member misses more than three meetings in any 12-month period without a valid excuse accepted by the President, the President shall notify the Board member that the member will be treated as having resigned from the Board.
2. The Board, by majority vote, may remove any officer or Board member as provided in Robert's Rules of Order (latest edition).

Article V – Officers

A. Powers and Responsibilities of the President – The President shall:

1. Schedule and preside over each Board meeting and preside over each membership meeting.
2. Nominate the chair and members of any committee or advisory body.
3. Represent the Association, or designate a person to represent the Association, before the public or other groups.
4. Inform Board members of the time and location of each Board meeting. Prepare the agenda for each membership and Board meeting.
5. Serve, at the President's option, as a non-voting member of each committee and advisory body except the Nominating Committee created under Article VI of these Bylaws.
6. Draft the annual budget, after consulting with the Treasurer, and present that budget to the Board for its approval.
7. Sign all requests for payment when properly presented and authorize Association payments.
8. Appoint a volunteer with an accounting or financial management background or a Certified Public Accountant to conduct an annual review or audit of the Association's financial records. This person must not be the Treasurer.
9. Present a report on the Association at each member meeting and summarize that report for a newsletter.
10. Perform all other functions usually assigned to the office within the limits established by the Board.
11. Advise a successor in the duties of the office.

B. Powers and Responsibilities of the Vice President – The Vice President shall:

1. Perform the duties of the President in the President's absence.
2. Assume the office of the President when that office is vacant and serve until the term for which the President was elected expires, unless the Board elects a successor President to fill the vacancy.
3. Serve as Chair of the Nominating Committee created under Article VI of these Bylaws.
4. Perform other duties assigned by the President or the Board.
5. Advise a successor in the duties of the office.

C. Powers and Responsibilities of the Treasurer – The Treasurer shall:

1. Maintain complete and accurate records of dues, payments, receipts, and expenditures of the Association.
2. Serve as a member of a committee which makes recommendations to the Board on Association investments.
3. Serve as signatory for payments and transfers of funds drawn on Association accounts, as authorized by the President.
4. Present a financial report to the Board and membership at each regular meeting.
5. Collaborate with the volunteer or Certified Public Accountant appointed by the President under Article V, Section A.8, of these Bylaws to conduct an annual review or audit of the Association's financial records at the close of each membership year (January through December).
6. Perform the usual functions of the office and other duties assigned by the President or the Board.
7. Turn over to a successor in good order all records for which the Treasurer has been responsible.
8. Advise a successor in the duties of the office.

D. Powers and Responsibilities of the Secretary – The Secretary shall:

1. Draft or review draft minutes of each meeting of the membership and the Board and present all minutes to the Board for approval.
2. Maintain a current roster of the Board.

3. Record all motions and votes.
4. Retain official Association records and store them appropriately.
5. Turn over to a successor in good order all records for which the Secretary has been responsible.
6. Advise a successor in the duties of the office.

Article VI – Nominations to and Election of the Board of Directors

- A. Each year, at least 60 days before the member meeting that is held before July 1, the President shall appoint the Nominating Committee consisting of the Vice President, who shall chair the committee, and two other Board members, subject to confirmation by the Board.
- B. The Nominating Committee shall present a list of proposed nominees to the Board. The Board shall forward the recommended list to each member for whom the Association has a current email address no later than 7 days before the member meeting.
- C. At the member meeting, any member may nominate another member in good standing for election to the Board.
- D. A person may be elected to the Board by majority vote of the members present and voting at the member meeting.

Article VII – Amendments to Bylaws

- A. Any member may propose an amendment to these Bylaws. Each proposed amendment shall be presented to the Board in writing.
- B. The Secretary, or in the Secretary's absence the President, shall acknowledge receiving the amendment within 15 days.
- C. The Board by majority vote may adopt, reject, further amend, or decline to act on any proposed amendment. If the Board does not act on any proposed amendment within 90 days after receiving it, the proposed amendment expires without further action.
- D. The President shall send each amendment adopted by the Board to each member for whom the Association has a current email address. A notice printed in a regular Association newsletter at least 7 days before the meeting at which the amendment is considered shall be sufficient notice.
- E. Any amendment adopted by the Board is subject to ratification by the membership at a member meeting.

Board approved August 4 and September 8, 2022
Membership approved October 12, 2022