

Michigan Association of Retired Public Employees

By-Laws

Article 1 Name

This organization shall be known as the MICHIGAN ASSOCIATION OF RETIRED PUBLIC EMPLOYEES.

Article II - OBJECTIVE

The purposes of the Association shall be:

Section 1. The primary purpose is to provide information to retired public employees of the State of Michigan on various issues affecting their retirement, and to do so principally by acquiring knowledge and educating its members on issues of common concern, including current and proposed changes, as well as proposed or pending legislation, that could impact these retirement benefits.

Section 2. In General, to exercise any, all and every power for which a nonprofit corporation organized under the provisions of the Michigan Nonprofit Corporation Act for educational, informational and/or charitable purposes, all for the public welfare, can be authorized or exercised but not for any other power.

Section 3. To promote a spirit of good fellowship and a closer personal relationship among members.

Article III – MEMBERS:

Section 1. Members. The number, qualifications, powers, rights, terms of office, and designations of members of the Association shall be as set forth in this Article III.

Section 2. Qualifications. Members of this Association shall consist of three distinct classifications:

A. **Active Member.** Any public employee who has officially retired from government employment in the State of Michigan shall be eligible to make application as an Active Member. Applications shall be presented at a Board of Directors Meeting to those Board Members in attendance and will require a majority vote of those present for acceptance.

b. **Active Association/Organization.** Any Association or Organization who's' membership consist of Retired Government employees shall be eligible to make application for organizational membership.

c. **Associate Member.** There shall be two forms of Associate Members, as follows:

(1) **Honorary.** Any person of good repute and character who is not eligible to be an Active Member shall be eligible to make application for Associate Membership upon recommendation of an Active Member and subject to approval of the Board of Directors.

(2) **Spouse of Deceased Member.** Any spouse of a deceased member of a Governmental agency shall be eligible to be an Associate Member.

Section 3. Membership Meetings. There shall be Four (4) types of meetings of members: Executive Board, Board of Directors, General Membership and Special Meetings.

A. Executive Board. The Executive Board Meeting shall be a regular monthly meeting held at such appointed place and time as may be directed by the Officers of the Association.

B. Board of Directors. The Board of Directors shall normally meet quarterly/ or more often as may be necessary, at such appointed place and time as may be directed by the Executive Board.

C. General Membership Meetings. The General Membership Meeting shall be held not less than once annually at such appointed place and time as may be directed by the Board of Directors.

D. Special Meetings. A special Meeting of the Board of Directors may be called by the Executive Board at such appointed place and time as may be directed by the Executive Board. The Board of Directors may call a special General Membership Meeting at such appointed place and time as may be directed by the Board of Directors.

Any request for a special Meeting shall state the purpose or purposes of the proposed meeting. No business shall be transacted at a Special Meeting other than that for which the meeting was ordered.

Section 4. Quorum. At the Executive Board Meeting and the Board of Directors Meeting a majority of the eligible members of the Boards shall constitute a quorum. At General Membership Meetings, 100 Active members shall constitute a quorum.

Section 5. Order of Business. At all Board of Directors Meetings the order of business shall be:

A. Call the meeting to order

B. Pledge of Allegiance

C. Roll call of Officers

D. Reading of the minutes of the Preceding Meeting (The reading of the minutes of the preceding meeting may be waived provided there is a motion, duly seconded from the floor to this effect, voted on and passed by a majority of those Active Members present

at the Board of Directors Meeting, and that copies of the minutes have been prepared and placed on tables so that they are available to all members present for their perusal.)

E. Reports of Financial officers

F. Reading of Communications

G. Reports of various Committees

H. Applications for new Membership and Voting

I. Unfinished business

J. New business

K. For the Good of the Association

L. Adjournment

Section 6. Conduct of Meetings. Meetings of members shall be presided over by a Chairman of the meeting who shall be the President of the Association or, if the President is not present, by the Vice President or, if the Vice President is not present or there is no such officer, by a Chairman to be chosen at the Meeting. The Secretary of the Association or in his/her absence a person chosen at the Meeting shall act as Secretary of the meeting.

Section 7. Voting. Each Active Member present at any Board of Directors Meeting may vote on any motion or election conducted at the Board of Directors Meeting, and shall be entitled to cast one vote. Each Active Member present and entitled to vote at any General Membership or Special Membership Meeting of members shall have the right to cast one vote. Each Active Association/Organization present and entitled to vote at any General or Special Membership Meeting of members shall have the right to cast one (1) vote for every one hundred (100) members that such Active Association/Organization listed as enrolled in their membership and such member Association/Organization Dues are paid in full. An Active Member or Active Association/Organization may not vote by proxy. At any election of Officers, the entire number of officers to be elected shall be voted on at one and the same time and not separately.

Section 8. Dues. The annual dues for each class of all Members shall be as recommended by the Executive Board and approved by the Board of Directors. Dues shall become due and payable on January 1st of each year and shall be paid in full to the Treasurer. If a Member or Association fails to pay the dues by April 1st of the current year, the Member/Association shall be advised that dues are delinquent. If the dues of the Member/Association are not made current by April 30th of the current year, then the Member/Association shall be dropped from the rolls of the Association and suffer the loss of all services offered by the Association. Delinquent members/Associations seeking reinstatement are liable for current years' annual dues.

ARTICLE IV- OFFICERS

Section 1. Officers. The elected officers of the Association shall be: President, Vice-President, Secretary and Treasurer.

Other elected and appointed positions within the Association are: Sergeant at Arms and three (3) Association Trustees. The Executive Board shall normally consist of thirteen (13) members. If the total number of Executive Board Members has not reached thirteen, additional members shall be elected by and selected from the Board of Directors.

A. Associations/Organizations with enrolled members of 4000 or more shall be eligible to appoint two members to the Executive Board.

B. Associations/Organizations with enrolled members of 1000 to 4000 shall be eligible to appoint one member to the Executive Board.

C. Additional Members of the Executive Board shall come from the ranks of and be elected by the Board of Directors.

D. Associations/Organizations shall be eligible to appoint members to the Board of Directors, as defined in Article VI Board of Directors.

Only an "Active Member" shall be eligible to serve as an elected officer of the Association. Active Member as defined and paying dues as an Individual with a minimum two years of membership, or those members appointed by Active Associations/Organizations with minimum two years membership.

Section 2. Election of Officers.

A. Nomination and Election Committee. The President shall appoint a Chairman of the Nomination and Election Committee.

The President shall also select the remaining members of the Committee, with the approval of the Executive Board. The committee will conduct the nominations and elections of officers.

B. Nomination of Candidates for Offices. During the month of September the Nominating and Election Committee shall compile a slate of candidates for the various offices of the Association. The candidates for office recommended by the Committee will be presented to the Executive Board and then the Board of Directors for their approval.

At the December General Membership Meeting of any year in which an officer's term expires, the Committee shall present the slate of recommended candidates to the Members. The Committee shall also request additional nominations from the floor, taking each office individually and calling for nominations for each office at least three (3) times.

NOTE: To be nominated does not require a second, or a vote of the Members. However, the nomination must be made by an Active Member and accepted by the Active Member nominee.

The election of officers will be held immediately following the close of nominations. When balloting is completed the Committee shall examine and tally all votes cast by Active Members. During the ballot count, challengers will be allowed, if requested by the nominees. The Committee will announce the election results before adjournment of the General Membership meeting.

If only one (1) candidate exists for a particular office, the Committee shall cast a vote on behalf of the Active Members and declare that person(s) elected to office. No balloting for that office will be necessary.

When necessary, ballots and ballot boxes will have been prepared by the Secretary. All ballots cast will be turned over to the Secretary for safekeeping until after the installation of officers. Candidates elected to office shall assume the duties and responsibilities of their office on January 1st. immediately following their election.

Section 3. Term of Office. The term of office for all elected positions shall be for a period of three (3) years.

Section 4. Attendance. It is the responsibility of each duly elected officer to attend all Executive Board Meetings, Board of Directors Meetings, and General Membership Meetings. In the event any officer fails to attend three (3) consecutive Executive Board and the consecutive Board of Directors Meeting, the officer may be removed from his office, except when said officer has a sufficient reason for his/her absence.

Section 5. Removal. Any elected officer may be removed from office for cause by a resolution presented and passed by a two-thirds (2/3) majority vote of the Executive Board, and a majority vote of the Members Board of Directors present at the Board of Directors Meeting.

Section 6. Vacancies. In the event a vacancy should occur in any elective office by reason of removal, resignation or inability to serve, a replacement for said office shall be appointed by the President. The replacement, appointed by the President, shall serve in that capacity until the expiration of the term of the person he/she replaced. If a vacancy occurs in the office of Vice President, said appointment will be made by the President with the approval of the Executive Board.

Section 7. Duties of Officers.

A. The President. The President shall:

- * Preside over the Executive Board, Board of Directors, General and Special Meetings.
- * Sign all papers or checks requiring the President's signature.
- * Appoint all committees (with the approval of the Executive Board).
- * Fill all elected vacancies within 90 days of the vacancy occurring.
- * Order reports from financial officers and cause an annual audit of the Association.

- * Handle the correspondence of the Association as prescribed by the Executive Board.
- * Represent the Association at all hearing, court actions or any other event as directed by the Executive Board.

B. Vice-President. The Vice-President shall:

- * Be first in line of succession.
- * Assist with the operation of the Association, and in the absence of the President, assume the duties of the President.
- * Be responsible for researching and updating the Executive Board and Board of Directors, regarding State and Federal ordinances, laws and bills that may affect the members.
- * Perform any other duties, as directed by the President or the Executive Board.

C. Secretary. The Secretary shall:

- * Be third in line of succession.
- * Keep a correct record of all names and addresses of all Association Members, and all Associations and Organizations addresses and names of officers representing the Associations/Organizations.
- * Take and maintain record/minutes of meetings of the Association.
- * Handle the correspondence of the Association as prescribed by the President or the Executive Board.
- * Notify all applicants of their election to Membership or rejection.

D. Treasurer. The Treasurer shall:

- * Be fourth in line of Succession.
- * Collect all dues and other monies payable to the Association and keep an accurate accounting of same.
- * Deposit monies in the accounts of the Association and retain copies of the deposit slips.
- * Upon leaving office, turn over to the Association's Executive Board, or to the successor Treasurer, as appropriate, all books, papers, records and other properties belonging to the Association.

E. Sergeant at Arms. The Sergeant at Arms shall:

- * Preserve order at all Board of Directors and General Membership Meetings, and perform such other duties as may be prescribed by the President or the Executive Board.

* Take a position at the door at the General Membership Meetings and Special Meetings, and enter the names of each Member attending in a book provided for that purpose.

F. Association Trustees. The Association Trustees shall:

* Audit all bills payable by the Association.

* Examine the books and vouchers of the Treasurer annually and make a complete report to the members.

* Perform such other duties as directed by the Executive Board.

ARTICLE V- EXECUTIVE BOARD

Section 1. Members of Board. The Executive Board shall normally meet monthly and consist of the following:

A. Elected Members. By virtue of their elected offices, the President who shall serve as Chairman, the Vice-President, the Secretary and the Treasurer. Other members of the Executive shall include the Sergeant at Arms, and the three (3) Association Trustees, and additional members elected by and selected from the Board of Directors.

B. Appointed Members. A number of members may be appointed as defined under (Article 1V Officers).

C. Total Number of Members. The Executive Board shall normally consist of thirteen (13), if the total number under A and B as defined above do not total thirteen (13), the additional members needed shall be selected by and from the Board of Directors. If the number of members exceeds thirteen (13) as a result of adding additional appointed members as defined under Article 1V, at the next election the number selected by and from the Board of directors will be reduced to reflect the increase in appointed members.

The Executive Board shall have the authority to overturn the President by two-thirds (2/3) vote on appointments.

Section 2. Quorum. At an Executive Board Meeting, a majority of the members of the Executive Board shall constitute a quorum.

Section 3. Duties. The Executive Board is empowered to:

A. Manage the Business and affairs of the Association and at within the guidelines and conditions set forth in the Articles of incorporations and Bylaws of this Association.

B. Direct various Committees and the Association Trustees to submit monthly and/or other periodic reports.

C. Be empowered to spend a sum not to exceed five thousand (\$5,000) dollars per transaction, without prior authorization by the Board of Directors.

D. Authorize sufficient insurance coverage in the best interests of the Association, such coverage to include business, property, employee dishonesty, and liability coverage on the Association and individual officers, directors and Association Trustees.

E. Investigate and review all proposals and business transactions directed to them by the Association and report their findings to the Board of Directors.

Section 4. Resignation or Removal. A member of the Executive Board may resign by written notice to the Association. An elected member of the Executive Board may be removed from office for cause by a resolution presented and passed by a two-thirds (2/3) vote of the Executive Board, and by a majority vote of the Board of Directors.

An appointed member to either body may be removed or replaced by his/her parent association/organization.

ARTICLE VI- BOARD OF DIRECTORS

Section 1. Members of Board. The Board of Directors shall normally meet quarterly and consist of the following:

A. Appointed Members. Each City/ Municipality with one (1) to 50 Active member shall have a minimum of one position.

1. Each City/Municipality with fifty one (51) to two hundred and fifty (250) Active members shall have two (2) additional positions

2. Each City/Municipality with two hundred fifty one (251) to Five Hundred (500) Active Members shall have three (3) additional positions.

3. Each City/Municipality with five hundred and one (501) to one thousand (1000) Active Members shall have four (4) additional position.

3. Each City/Municipality with one thousand and one (1001) or more shall have five (5) additional positions plus one (1) additional position for each additional thousand members.

B. Founding Members. Members whose names appear in this documents as the founding members of this Association shall be entitled to a position and such position shall not have an effect on his/her parent City/Municipality's allotted positions.

Section 2. Quorum. At a Board of Directors Meeting, a majority of the members of the Board of Directors shall constitute a quorum.

Section 3. Duties. The Board of Directors is empowered to:

A. Oversee and give guidance to the Executive Board, regarding the Business affairs and operation of the Association.

- B.** Overturn the actions of the Executive Board by a two thirds (2/3) vote of the members present.
- C.** Elect the members of the Executive Board as required by the By-Laws. With such elections taking place at the first meeting of the Board of Directors, following the election of the Association Officers.
- D.** Fill vacancies within the ranks of the Executive Board within ninety (90) days of such vacancy occurring, as directed by the By-Laws of this Association.

ARTICLE VII- EXECUTIVE COMMITTEE AND OTHER COMMITTEES

Section 1. Executive Committee. The Executive Committee shall consist of the President, Vice-President, Secretary and Treasurer. The Executive Committee, during the intervals between the meetings of the Executive Board and subject to such limitations as may be required by law or imposed by resolution of the Executive Board may have and may exercise all powers and authority of the Executive Board in the management of the business and affairs of the Association, except that such Executive Committee shall not have power or authority to:

- A.** Overturn the President on the appointment and/or removal of Executive Board members.
- B.** Recommend to the members dissolution of the Corporation or a revocation of dissolution.
- C.** Amend the Articles of Incorporation; or
- D.** Amend the Bylaws of the Corporation.

Section 2. Standing Committees. The President shall appoint all standing Committees not provided for in these Bylaws. The President shall announce the name of the Chairman and the Active Members appointed to such Committees at the first Board of Directors Meeting following the appointment of such persons.

Section 3. Special Committees. The President shall have the authority to appoint any other Special Committees which the President deems advisable.

ARTICLE VIII – APPROPRIATIONS

Appropriations of money may be made at any Board of Directors or General Membership Meeting by a majority vote of those Active Members present and will not exceed three hundred (\$300) dollars. **ARTICLE IX – FINANCIAL STRUCTURE**

The Treasurer of the Michigan Association of Retired Public Employees shall maintain a checking account in a recognized commercial bank. All monies received by this Association shall be deposited into this account unless otherwise designated for a specific purpose by the Executive Board (e.g. the Political Action Committee Fund)

The Political Action Committee Chairman shall maintain a checking account in a recognized bank and all monies designated to this fund shall be deposited therein. The P.A.C. Chairman shall keep accurate and auditable records of all monies received which will be disbursed at the direction of the Executive Board.

Association checks must bear the signatures of any two (2) of the following: President, Vice-President, Secretary or Treasurer to be negotiable. P.A.C. checks must bear the signature of any one of the following: P.A.C. Chairman or any member of the Executive Committee.

The Officers and Directors of the Association shall receive an honorarium as recommended by the Executive Board and approved by the Board of Directors.

The Treasurer shall maintain a petty cash fund in the amount of \$200.00 from Association funds for incidental expenses incurred. An auditable record of the petty cash fund shall be maintained by the Treasurer.

The President, Vice-President, Secretary and Treasurer and all employees of this Association shall be bonded for the minimum amount of \$25,000.00 said bond to be paid for by the Association.

ARTICLE X- INDEMNIFICATION

The Association shall, to the fullest extent now or hereafter permitted by law, indemnify any Director, Officer or Trustee of the Association (and, to the extent provided in a resolution of the Executive Board or by contract, may indemnify any employee or agent of the Association) who was or is a party to or threatened to be made a party to any threatened, pending, or completed action, suit or proceeding by reason of the fact that such person is or was a Director, officer, Trustee, employee or agent of the Association, or is or was serving at the request of the Association as a director, officer, Trustee, employee or agent of another association, partnership, joint venture, trust or other enterprise, against expenses, including attorneys' fees (which expenses may be paid by the Association in advance of the final disposition of such action, suit or proceeding as provided by law), judgments', fines and amounts paid in settlement actually and reasonable incurred by such person in connection with such action, suit or proceeding if such person acted (or refrained from acting) in good faith and in a manner such person reasonably believed to be in or not opposed to the best interest of the Association or its Members and with respect to any criminal action or proceeding had no reasonable cause to believe such person's conduct was unlawful.

The indemnification herein provided for shall continue as to a person who has ceased to be a Director, officer or Trustee of the Association and, to the extent provided in a resolution of the Executive Board or in any contract, between the Association and such person, may continue as to a person who has ceased to be an employee or agent of the Association. Any indemnification of a person who was entitled to indemnification after such person ceased to be a Director, Officer, Trustee, employee or agent of the Association shall inure to the benefit of the heirs, executors and administrators of such person.

ARTICLE XI-MISCELLANEOUS

Section 1. Fiscal Year. The Fiscal year of the Association shall begin on the 1st day of January each year and end on December 31.

Section 2. Notices. Any notice or communication required or permitted to be given by mail, except as required by law may be mailed by registered, certified or other first class mail to the person to whom it is directed at the address designated by the person for that purpose or, if none is designated, at the last known address of the person. Any notice or communication given to a member shall be directed to the Member's address as it appears on the books of the Association unless the Member shall have filed with the Secretary a written request that notices be mailed to some other address, in which case it may be mailed to the address designated in such request. Any notice or communication given to the Association or other organization shall be directed to the resident agent of the Association at the registered office of the Association. The notice or communication shall be deemed to have been given when deposited, with postage thereon prepaid, in a post office or official depository under the exclusive care and custody of the United States Postal Service.

ARTICLE XII – AMENDMENT

The Articles of Incorporation and Bylaws of the Association may be amended in the following manner: Any Active Member, or group of Active Members, may file with the Secretary, such proposed amendments, in writing and signed, as they deem advisable.

The Secretary shall submit such proposed amendment, or amendments, to the Executive Board for a thorough study. A report, with a recommendation by the Executive Board, either for or against adoption, shall be made to the Board of Directors not later than the second Board of Directors Meeting following the date the proposed amendment is filed with the Secretary.

The proposed amendment, or amendments, in original form, must be read at the Board of Directors Meeting.

A majority vote of the Active Members of the Board of Directors present shall be required for the adoption of the proposed amendment, or amendments for them to be presented to the Membership at a the next General Membership Meeting for Final approval and adoption.

ARTICLE XIII- INTERPRETATION

Any procedural matter not provided in the Articles of Incorporation or these Bylaws, or provided under the laws of the State of Michigan shall be governed of Robert's Rules of Order.

ARTICLE IXV- PENALTY

Any member found guilty of violating any of the conditions imposed by the Articles of Incorporation or the Bylaws of the Association or of being willfully persistent in

disturbing the peaceful and harmonious workings of the Association shall be suspended, or expelled, as the Board of Directors deem necessary.

The following is a list of the founding members of this Association, all of which shall be entitled to certain rights and privileges as defined in these By-Laws,

Steve Standfest, Beverly Hills Public Safety	David Wood, Dearborn Police & Fire
Neil Gracer, Detroit PD	Jim Dotson, Lincoln Park Fire
Pete McInchak Lincoln Park PD	Richard Humbarger, MSP
Michael Ondejko, Romulus PD	Robert Sass, St. Clair Shores PD
Charles DeBruyne, St Clair Shores PD	Bob McCarron, St. Clair Shores PD
Rick Doat, Sterling Heights PD	Larry Muraszewski, Sterling Heights PD
Dan Dina, Sterling Heights PD	James Bagos, Sterling Heights PD
John Morrison, Sterling Heights PD	Jim Race, URGE Local 1
Leon Noack, URGE Local 1	Ken Reimann, Wayne County Sheriff
Ed Robinson, Wayne County Sheriff	William Kramer, Wayne County Sheriff
Fred Benson, Livonia PD	Lynn White, Romulus PD
Scott Lucus, Sterling Heights PD	Randy Layton, Southgate PD
Don Ochadleus, Madison Heights PD	Doug Mills, Clinton Township PD
Jack Porter, Southfield PD	Don Taylor RDPFFA
Al Grant, RDPFFA	Greg Trozak, RDPFFA

The above listed Retired members of various Cities/ Municipalities, have come together for the purpose of forming/organizing the Association herein referred to as Michigan Association of Retired Public Employees. The above accept and are empowered to make temporary assignments, and decisions to put into place the necessary elements to establish an operational structure for the Association. Such temporary decision to include, but not limited to;

Selection of Officers of the Association

Selection of Executive Board Members of the Association

Association logo

Association Name

Association By-Laws

Once the selection of Officers and Executive Board members have been made, those selected shall serve it that capacity and all rights and authority granted under these By-Laws. These temporary positions and assignments will all expire on January 1, 2012. At which time those that have served in these temporary positions will ensure that appropriate meetings have been scheduled, as to conduct the Election of Officers of this Association as defined within these By-Laws.