

BYLAWS
of the
Massachusetts Retirees United
MRU

ARTICLE I
NAME AND PURPOSES

~~**Section 1.01. Name.**~~ The name of the organization is Massachusetts Retirees United (MRU).

ARTICLE II
Affiliation

The MRU shall serve as a chapter of the American Federation of Teachers Massachusetts (Formerly Massachusetts Federation of Teachers).

The MRU shall take no action that is in conflict with policies and decisions of the membership or the executive board of the American Federation of Teachers Massachusetts. No provisions of, or proposed amendment to, these bylaws shall be in conflict with the constitution and/or bylaws of the American Federation of Teachers Massachusetts.

ARTICLE III
Purpose

~~**Section 1.02. Purpose.**~~ The Massachusetts Retirees United is organized for the purpose of:

- Uniting active employees and retirees so they can better protect their rights.
- Helping seniors recognize the power that is theirs as a collective group.
- Educating present and future retirees on issues pertinent to their retirement.
- To promote the aims and objectives of the American Federation of Teachers Massachusetts and its national affiliates in matters that pertains to both working members and retirees.

Helen Barnett 12/11/06 11:54 AM

Comment: Added an S here

ARTICLE IV
MEMBERS

Section 4.01. Qualifications. ~~Membership may be granted to any individual who supports the purposes of the Massachusetts Retirees United, and who pays the annual dues as set by the Board of Directors.~~

Membership to The Massachusetts Retirees United shall be open to all personnel who have held active membership in the American Federation of Teachers Massachusetts.

Approval of an application for membership from others wishing to join the Massachusetts Retirees United shall be determined by a majority vote of the Board of Directors

Section 4.02. Membership eligibility in the MRU shall be determined without regard to sex, race, religious creed, color, national origin, sexual orientation, ancestry, age or political affiliations.

Section 4.03. Termination of Membership. Any member who shall be in default in the payment of his/her dues will have his/her membership terminated. Yearly dues must be paid by April 1, pursuant to Section 7.01.

Section 4.04. Dues. Dues for members shall be established by the Board of Directors and submitted for approval to the President of the American Federation of Teachers Massachusetts.

Section 4.05. Meetings.

- A. The annual membership meeting will be held in May of each year. ~~A majority of the members present and registered will constitute a quorum for transaction of business at the membership meeting.~~ A quorum for transaction of business shall consist of 50 members present and registered or 5% of the total membership, whichever is smaller.
- B. Meetings may be called by the ~~Chairperson of the Board of Directors~~ President or at the request of at least 50% of the Board. Notification will be given by mail or telephone to each member not less than ten (10) days before such meeting.

ARTICLE V AUTHORITY AND DUTIES OF DIRECTORS

Section 5.01. Authority of Directors. The Board of Directors is the policy-making body and may exercise all the powers and authority granted by law to the Massachusetts Retirees United.

Section 5.02. Number, Selection, and Tenure. The Board shall consist of not less than five (5) directors, ~~and all elected officers and chairpersons of the Standing Committees.~~ Each director shall hold office for a term of three (3) years (On initial startup of the Massachusetts Retirees United these terms will be staggered, one director will be elected for one year, two directors will be elected for two years, and two directors will be elected for three years. Thereafter each director will be elected for a term of three years.) ~~The Chairman of the Board will be selected by a majority vote of the Directors at the first Board meeting after the annual election. The President will be Chairman of the Board.~~ Vacancies existing by reason of resignation, death, incapacity or removal before the expiration of his/her term shall be filled by a majority vote of the remaining Directors. ~~In the event of a tie vote, the President shall cast a vote.~~ A Director elected to fill a vacancy shall be elected for the unexpired term of that Director's predecessor in office.

Section 5.03. Resignation. Resignations are effective upon receipt of written notification by the Secretary of the Massachusetts Retirees United.

Section 5.04. Regular Meetings. The Board of Directors shall hold at least four (4) regular meetings of the Board per calendar year. Meetings shall be at such dates, times and places as the Board shall determine.

Section 5.05. Special Meetings of the Board of Directors. Meetings shall be at such dates, times and places as the Board shall determine.

Section 5.06. Notice. Meetings may be called by the Chairperson or at the request of any two (2) directors by notice emailed, mailed, or telephoned to each member of the Board not less than forty-eight (48) hours before such meeting.

Section 5.07. Quorum. A quorum shall consist of a majority of the Board and ~~the President or his designee.~~ All decisions will be by majority vote of those present at a meeting at which there is quorum. If less than a majority is present at said meeting, a majority of those present may establish the next meeting date and adjourn. Notification of the next established meeting must be mailed, emailed, or telephoned to each member of the Board.

Helen Barnett 12/11/06 11:55 AM
Comment: Removed the word "the"

Section 5.08. Action Without a Meeting. Any action required or permitted ~~at a meeting of the Board of Directors or of any committee may~~

Helen Barnett 12/11/06 11:56 AM
Comment: Removed the words "to be taken"

be taken without a meeting if all the members of the Board or committee consent to taking the action. **All votes of consent will be in writing or email.** Such consent shall have the same force and effect as a unanimous vote of the Board or of the committee as the case may be.

Section 5.09. Committees. The Board of Directors may, by resolution adopted by a majority of the Board members present, establish committees of the Board composed of at least two (2) persons, that may include non-Board members. The Board may make such provisions for appointment of the chair of such committees, establish such procedures to govern their activities, and delegate thereto such authority as may be necessary or desirable for the efficient management of the property, affairs, business, and activities of the Massachusetts Retirees United.

Helen Barnett 12/12/06 10:41 PM
Comment: Changed "which" to "that" and moved comma

Section 5.10. Nominating Committee. ~~There shall be a Nominating Committee, composed of members of the Board of Directors whose purpose is to present a slate of candidates. The Committee will make no endorsements. Nominations may also be made at the annual membership meeting.~~ **The Nominating Committee shall be responsible for selecting nominees for each office and for presenting their names to the MRU membership at the May meeting. The committee shall be responsible for conducting MRU elections in accordance with the Landrum-Griffin Act. No candidate for election shall be a member of this committee.**

Section 5.11. Reimbursement. Directors shall serve without compensation but approved expenses will be reimbursed. Directors who assume responsibilities on behalf of the organization may be compensated with the approval of the Board of Directors.

Helen Barnett 12/14/06 10:01 AM
Comment: No salaried director strike second sentence

~~**Section 5.12. Removal.** A Director may be removed from office by a 2/3 (two thirds) vote of the Board of Directors, or by action in writing pursuant to Section 3.08, whenever in the Board's judgment the best interests of the Massachusetts Retirees United will be served thereby. Any such removal shall be without prejudice of the person so removed.~~

ARTICLE VI

AUTHORITY AND DUTIES OF OFFICERS

Section 6.01. Officers. The officers of the Massachusetts Retirees United shall be a President, a Vice-President, a Secretary, and a Treasurer. In unusual circumstances two (2) or more offices may be held by the same person with the exception of the President and Treasurer.

Helen Barnett 12/12/06 10:42 PM

Comment: Removed commas after circumstance and persons

Helen Barnett 12/14/06 10:02 AM

Comment: Strike second sentence

Section 6.02. Appointment of Officers; Terms of Office. The officers of the Massachusetts Retirees United will be elected by the members. ~~present and registered at the Annual Membership Meeting.~~ New offices will be created by a majority vote of members. ~~present and registered at the Annual Membership Meeting. Terms of office will be three years.~~ Officers shall be eligible for reelection.

Helen Barnett 12/14/06 10:03 AM

Comment: Strike second sentence

Section 6.03. Resignation. Resignations are effective upon receipt of written notification by the Secretary of the Board.

~~**Section 6.04. Removal.** An officer may be removed by a 2/3 (two thirds) vote the Board of Directors, or by action in writing pursuant to Section 3.08, whenever in the Board's judgment the best interests of the Massachusetts Retirees United will be served thereby. Any such removal shall be without prejudice of the person so removed.~~

~~**Section 6.04. President.** The President or his designee will attend all meetings of the Board of Directors. The president shall perform all duties attendant to that office, subject, however, to the control of the Board of Directors, and shall perform such duties assigned, on occasion, by the Board of Directors~~

The president will:

- A. Administer the affairs and execute the policies of the MRU.
- B. Preside at all meetings of the Board of Directors and general membership.
- C. Appoint members to all committees, serve as an ex officio member of all committees and establish new committees as necessary with the approval of the Board of Directors or the membership.
- D. Co-sign checks for the MRU.
- E. Fulfill other duties as the office requires, which are consistent with the bylaws of the MRU.

Helen Barnett 12/11/06 11:50 AM

Comment: Changed shall to will

Section 6.05. Vice-President.

The Vice-President will:

- A. Attend meetings of the Board of Directors.
- B. Assist the president with his/her duties.
- C. Assume the duties of the president in case of his/her absence, disability, or upon the president's request.
- D. Perform other duties as requested and assigned by the President, subject to the control of the Board of Directors.

Section 6.06. Secretary.

The Secretary will:

- A. Keep the minutes of all meetings of the Board of Directors, the general membership meetings.
- B. Be responsible for correspondence.

Section 6.07. Treasurer

The Treasurer will:

- A. Report to the Board of Directors at each regular meeting on the on the finances of the Massachusetts Retirees United.
- B. Work closely with any paid executive staff of the Massachusetts Retirees United to ascertain that appropriate procedures are being followed in the financial affairs of the Massachusetts Retirees United.
- C. Mail dues notices and collect dues.
- D. Keep an accurate record of all revenues and expenditures.
- E. Report the MRU's financial status to the membership, including a report of finances at the annual May membership meeting.
- F. Write and co-sign checks.
- G. Perform such other duties as occasionally may be assigned by the Board of Directors.

Helen Barnett 12/12/06 10:45 PM
Comment: Reworded for grammatical correction

Section 6.08. Vacancies Vacancies existing due to the resignation, death, incapacity or removal before the expiration of his/her term shall be filled by a majority vote of the Board of Directors. In the event of a tie vote the Chairman of the Board shall cast the deciding vote. An Officer selected to fill a vacancy shall be selected for the unexpired term of the Officer's predecessor.

Helen Barnett 12/12/06 10:47 PM
Comment: Grammatically reworded

Section 6.09. Paid Staff. The Board of Directors may hire such paid staff as they deem proper and necessary for the operation of the Massachusetts Retirees United. The powers and duties of the paid staff shall be as assigned or as delegated to be assigned by the Board.

ARTICLE VII Authority and Duties of Committees

Section 7.01. Standing Committees. The Standing Committees of the MRU shall be Membership, Legislative Action and Publicity.

Helen Barnett 12/11/06 11:59 AM

Comment: Remved the words "and program"

Section 7.02. Appointment of Standing Committees. The MRU President will nominate all committee members, who will elect their own chairs. All nominees must be approved by a majority of the Board of Directors.

Section 7.03. Membership Committee.

The Membership Committee will:

- A. Be responsible for recruiting and retaining members.
- B. Work to create programs that will enhance the growth of Chapter membership within the approved budget.

Helen Barnett 12/11/06 12:01 PM

Comment: Removed the words "and Program" here als also

Section 7.04. Legislative Action Committee.

Legislative Action Committee will:

- A. Be responsible for developing legislative goals that must be approved by a majority vote of the Board of Directors.
- B. Work to have bills filed that will meet these goals.
- C. Be responsible to keep the members updated on the progress of the bills, and what the membership can do to aid in the passage of such bills.

Helen Barnett 12/11/06 12:03 PM

Comment: Changed this entire section

Section 7.05. Publicity Committee.

The Publicity Committee will:

- A. Elicit articles of interest for the quarterly newsletter.
- B. Be responsible for the set up, editing and distribution of the quarterly newspaper within the approved budget.
- C. Submit the quarterly newsletter to the President for approval to verify that the contents of the newsletter are in keeping with the purposes of the organization.
- D. Perform such other duties as occasionally may be assigned by the Board of Directors.

Helen Barnett 12/11/06 12:05 PM

Comment: This changed so that the entire board doesn't have to meet before the newsletter can go out.

Section 7.06. Special Committees. The Board of Directors or the membership may authorize special committees when deemed necessary to carry out the work of the MRU. The president may initiate the formation of special committees with the approval of the Board of Directors or the

membership.

ARTICLE VIII INDEMNIFICATION

Every member of the Board of Directors, officer or employee of the Massachusetts Retirees United, may be indemnified by the organization against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such members of the Board, officer or employee in connection with any threatened, pending, or completed action, suit or proceeding to which she/he may become involved by reason of her/his being or having been a member of the Board, officer, or employee of the organization, or any settlement thereof, unless adjudged therein to be liable for negligence or misconduct in the performance of her/his duties. Provided, however, that in the event of a settlement the indemnification herein shall apply only when the Board approves such settlement and reimbursement as being in the best interest of the organization. The foregoing right of indemnification shall be in addition and not exclusive of all other rights, which such member of the Board, officer or employee is entitled.

Helen Barnett 12/12/06 10:49 PM

Comment: Added comma to make grammatically correct

Helen Barnett 12/12/06 10:50 PM

Comment: Added comma to correct grammar

Helen Barnett 12/14/06 10:11 AM

Comment: Strike from bylaws not needed covered under parent organization.

~~ARTICLE VIII ADVISORY BOARDS AND COMMITTEES~~

~~Section 8.01. Establishment. The Board of Directors may establish one or more Advisory Boards or Committees.~~

~~Section 8.02. Size, Duration, and Responsibilities. The size, duration, and responsibilities of such boards and committees shall be established by a majority vote of the Board of Directors.~~

ARTICLE IX FINANCIAL ADMINISTRATION

Section 9.01. Fiscal Year. The fiscal year of the Massachusetts Retirees United shall be January 1 - December 31 but may be changed by resolution of the Board of Directors.

Section 9.02. Checks, Drafts, Etc. All checks, orders for the payment of money, bills of lading, warehouse receipts, obligations, bills of exchange,

and insurance certificates shall be signed or endorsed by at least two officers or agents of the Massachusetts Retirees United, and in such manner as shall from time to time be determined by resolution of the Board of Directors or of any committee to which such authority has been delegated by the Board.

Helen Barnett 12/14/06 10:13 AM

Comment: Make explicit who can sign

Section 9.03. Deposits and Accounts. All funds of the Massachusetts Retirees United, not otherwise employed, shall be deposited from time to time in general or special accounts in such banks, trust companies, or other depositories as the Board of Directors or any committee to which such authority has been delegated by the Board may select, or as may be selected by the President or by any other officer or officers or agent or agents of the Massachusetts Retirees United, to whom such power may from time to time be delegated by the Board. For the purpose of deposit and for the purpose of collection for that account of the Massachusetts Retirees United, checks, drafts, and other orders of the Massachusetts Retirees United may be endorsed, assigned, and delivered on behalf of the Massachusetts Retirees United by any officer or agent of the Massachusetts Retirees United.

ARTICLE X BOOKS AND RECORDS

Correct books of account of the activities and transactions of the Massachusetts Retirees United shall be kept at the office of the Massachusetts Retirees United. These shall include a minute book, a copy of these Bylaws, and all minutes of meetings of the Board of Directors.

ARTICLE XI AMENDMENT OF BYLAWS

These Bylaws may be amended by a 2/3s vote of the members present and registered at the Annual Membership Meeting, provided prior notice is given of the proposed amendment at least thirty (30) days before the meeting at which such action is taken, by mail, email or telephone.