

BY-LAWS

RETIRED PUBLIC EMPLOYEES ASSOCIATION, INC.

ARTICLE I BOARD OF DIRECTORS

Control of the [Corporation] Retired Public Employee Association, Inc., hereinafter "RPEA," or 'Association'" shall be vested in a Board of Directors consisting of the President; the Executive Vice-President; two Vice-Presidents; Secretary; the Assistant Secretary; Treasurer; Assistant Treasurer; other duly elected members, not to exceed 15 in number; and the Immediate Past President.

The Board of Directors will meet upon call of the President or at any times it may schedule. The presence, in person or through electronic means, of [twelve] a majority of the Board plus one member[s] at any meeting shall constitute a quorum for transaction of business. Decisions of the Board of Directors shall be determined by a majority vote of members present at each meeting.

ARTICLE II DUTIES OF OFFICERS

Section 1. President. The President shall be the chief executive officer of the Association. The President shall preside at all meetings and chair the Executive Committee with authority to convene meetings as necessary; appoint members of the Board; ad-hoc committees [necessary committees;] when necessary, make appointments, subject to the approval of the Board of Directors, to fill vacancies in any office or membership of the Board of Directors; institute plans for direction of the affairs of the [Corporation] Association; carry out other duties as assigned by the Board of Directors; communicate all necessary information to the Board of Directors; and govern with its advice and consent.

Section 2. Vice-Presidents. The Executive Vice-President and the two Vice-Presidents shall have functional duties as assigned by the President. The Executive Vice-President shall assume the duties of President when the President is unable to serve or whenever the office of President becomes vacant and shall accede to the office to serve to the end of the unexpired term.

Section 3. Secretary. The Secretary shall keep a record of the annual meeting and all Board of Directors meetings and prepare minutes for approval by such body. In the event the office of Secretary becomes vacant the Assistant Secretary shall accede to the office, but if the vacancy cannot be filled by accession the President shall make the appointment with the approval of the Board of Directors. If the President is unable to do so the Board of Directors shall make the appointment of the successor to serve until the end of the

unexpired term.

Section 4. Assistant Secretary. The Assistant Secretary shall assist the Secretary, and in the case of inability of the Secretary to serve shall assume the duties of the Secretary's office.

Section 5. Treasurer. The Treasurer shall be the custodian for all [Corporate] Association funds, [keep] oversee: (1) accurate records thereof, (2) maintain an inventory of [Corporate property] fixed assets, and submit interim and annual reports for audit and approval. In the event the office of Treasurer becomes vacant the Assistant Treasurer shall accede to the office, but if the vacancy cannot be filled by accession the President shall make the appointment with the approval of the Board of Directors. If the President is unable to do so, the Board of Directors shall make the appointment of the successor to serve until the end of the unexpired term.

Section 6. Assistant Treasurer. The Assistant Treasurer shall assist the Treasurer, and in case of inability of the Treasurer to serve shall assume the duties of the Treasurer's office.

Section 7. Replacement of Officers. When there is a vacancy in an office for which there is no accession, the office shall be filled by appointment by the President with the approval of the Board of Directors. If the President is unable to do so, the Board of Directors shall make the appointment of the successor to serve until the end of the unexpired term.

ARTICLE III TERMS OF OFFICE

Section 1. Officers. Officers shall serve for two (2) years commencing the first day of the month [October] following the certification of their election.

Section 2. Board Member. Board members shall serve for three years commencing with the first day of [October] the month following the certification of their election.

ARTICLE IV [STANDING]COMMITTEES

Standing Committees. The following shall be the Standing Committees of the Association:

Section [3] 1. Executive Committee. The Executive Committee shall consist of the officers of the Board of Directors. This committee shall have authority to act on behalf of the Board on all matters of necessity[,]. [either at the direction of the Board or when the Board is not in session.] All activities of the Executive Committee shall be reported at the next meeting of the Board.

Section [4] 2. Finance Committee. The Finance Committee shall be responsible

for establishing, subject to the approval of the Board, guidelines and criteria for the investment and safeguarding of the funds of the Association. The Committee shall review and make recommendations on the annual budget developed by the Executive Director, and shall recommend an annual budget to the Board of Directors for their adoption. The Committee shall regularly review on-going revenues and expenditures and shall recommend appropriate actions and modifications to the budget, as necessary, to the Board of Directors during the course of the fiscal year.

Section [1] 3. [Community Lobby] Advocacy Committee. The [Community Lobby] Advocacy Committee shall be responsible for: (1) [A.] developing, following, and pursuing the federal and state legislative program of RPEA under the direction of the Board of Directors; and (2) maintaining and directing the Community Lobby Network throughout New York State. The Network is comprised of RPEA members who contact their federal and state legislators in their home district offices – either by phone, letter, electronic communications, or personal visits for the purpose of enlisting their support for the RPEA legislative agenda and other legislative issues that affect public retirees.

Section [2] 4. [Pre-Retirement] Member Services Committee. The [Pre-Retirement] Member Services Committee shall be responsible for: (1) establishing seminars and programs for employees of state and local governments, and their spouses, who are considering retirement;[.] [The Committee will work with governmental and private organizations in developing appropriate programs. The Committee will periodically review and update the “Right Decision” handbook.] (2) identifying, evaluating, and recommending to the Board of Directors various types of benefits and/or services that should be made available to members of the Association; and (3) periodically conducting a review of existing services provided to determine their success, and whether continuation or modifications are warranted.

Section 5. [Health Issues] Research Committee. The [Health Issues] Research Committee shall be responsible for the review and analysis of programs affecting retired public employees; the review and analysis of federal and state health and related programs, legislation and benefits affecting retired public employees, and shall make proposals and recommendations on courses of action to the Board of Directors.

[Section 6. Legislative Committee. The Legislative Committee shall be responsible for developing, following, and pursuing the federal and state legislative program of RPEA under the direction of the Board of Directors.]

[Section 7. Member Services Committee. The Member Services Committee shall be responsible for identifying, evaluating, and recommending to the Board of Directors various types of benefits and/or services that should be made available to members of the Association. The Committee will conduct periodically a review of existing services provided to determine their success, and whether continuation or modifications are warranted.]

Section [8] 6. Membership Committee. The Membership Committee shall promote and actively recruit [new] and retain members. It shall advise the Board of Directors on membership status and shall develop plans to increase membership and

oversee their implementation. As part of their effort, the Committee shall include and utilize the services of the chairpersons of the Regional Chapters, or their designated representatives.

Section [9] 7. Personnel Committee. The Personnel Committee shall be responsible for, subject to the approval of the Board of Directors, the personnel policies and procedures of the Association. The committee shall have the final decision in grievance appeals presented to it in accordance with the Personnel Practice Manual.

[Section 10. Research Committee. The Research Committee shall be responsible for the review and analysis of programs affecting retired public employees. The Committee shall communicate and educate the members of RPEA about their findings. In the case of research leading to policy recommendations, the Committee shall report their recommendations and a course of action to the Board of Directors.]

Section [11] 8. Audit Committee. The Committee shall recommend to the Board of Directors an auditor for the annual audit. The Committee shall review and report to the Board on the audit report, and oversee the implementation of any changes recommended by the auditor. Members of the Board shall receive a copy of the annual audit report and a copy of the management letter, if any.

Section 9. Ad-Hoc Committees. The President may at his discretion appoint ad-hoc committees as deemed necessary.

ARTICLE V EXECUTIVE DIRECTOR

Executive Director. The Executive Director is appointed by the President with the approval of the Board of Directors. The Executive Director shall be the chief operating officer of the Association and shall have general supervision of and be responsible for all administrative work of the Association, including, but not limited to, preparation of annual budgets and periodic financial reports, and the approval of all Association expenditures and disbursements. The Executive Director is responsible to hire personnel and may consult with the Personnel Committee on selection. The Executive Director shall perform such duties as may be required at the direction of the President and shall report at each meeting of the Board and at the annual meeting of the [organization] Association.

ARTICLE VI ELECTIONS

Section 1. Nominations and Elections.

- A. Nomination by Nominating Committee. [By June 1 of each year,] At least six (6) months prior to the annual meeting, the President shall appoint a nominating committee. This committee shall recommend a slate of candidates for the officers and members of the Board of Directors. After approval or modification thereof by the Board of Directors said slate of nominees shall be placed on a printed ballot which shall be distributed to the membership at least thirty (30) days prior

to [October 1] the due date specified on the ballot. The ballot shall provide spaces for write-in votes and state the date by which the marked ballot must be received to be valid for counting.

- B. Nomination by petition. An individual may be nominated by a petition submitted to the Nominating Committee provided the petition is signed by not less than 100 members in good standing of the Association. Such petition shall be received by the Association not less than 60 days prior to the distribution of the ballot.

Section 2. Results of Elections. The certified results of the election shall be announced at the annual membership meeting and in the RPEA Newsletter.

ARTICLE VII [REGIONAL] CHAPTERS

Section 1. Establishment. The Association Board of Directors [and the Executive Director shall] may take such actions as may be reasonably necessary to establish and charter [regional] chapters of the RPEA in geographic areas of New York and other states where such areas contain sufficient numbers of interested members to sustain such chapters. Each such chapter shall be [granted a charter] established pursuant to a charter granted by the Association Board of Directors in its sole discretion for the sole purpose of supporting the goals and objectives of RPEA.

Section 2. By-Laws. RPEA model Chapter By-Laws shall be [reviewed] adopted by the respective chapter, and any subsequent proposals for change shall be reviewed [to ensure that any changes proposed or made] by the local Chapter steering committee to ensure they are in conformity with RPEA policies and goals. If any amendments are necessary they must be approved by the RPEA Board of Directors and the chapter membership before they become effective.

Section [2]3. Financial Oversight. [The Regional] Chapters shall be subject to the Board of Directors jurisdiction and oversight in their financial operation and management.

Section [3] 4. Assistance. The Executive Director and staff of the Association may provide [Regional] Chapters with such administrative, financial, or other assistance as may be deemed appropriate.

Section [4] 5. – Inactivation. If a Chapter is unable to find members to serve as (1) Chapter Chair; (2) treasurer; or (3) maintain a quorum of the steering committee membership, the Chapter may request the RPEA to place it in “inactive status” without dissolution of the Chapter until such time as members are found to serve in these essential positions. At such time the chapter may petition the RPEA Board for reactivation and the restoration of assets distributed to the RPEA during the period of inactivation. If the period of inactivation continues for more than five years the chapter will be deemed “dissolved” and its charter revoked.

Section [5] 6. – Dissolution. The Chapter shall use its funds and resources only to accomplish the objectives and purposes specified in these by-laws and consistent with policies and objectives of the RPEA. No part of said fund, nor any benefit from the

assets or use thereof, shall inure, or be distributed to the members of the Chapter. On dissolution of the Chapter or upon termination by the RPEA Board, [any] all Chapter assets [remaining] shall be [distributed] transferred or delivered to the RPEA.

Section[6] 7. – Reorganization. An inactive Chapter or a Chapter deemed dissolved may be merged with one or more active Chapters with the approval of each such Chapter or chapters and the Board.

ARTICLE VIII COOPERATION

The Association [shall] may cooperate with other organizations interested in issues of concern to retired public employees in fulfillment of RPEA goals and objectives.

ARTICLE IX AUDIT

An independent audit shall be made annually and the report thereof, including any management letter, submitted to the Board of Directors. Such audit report shall be referred to the Audit Committee.

ARTICLE X AMENDMENTS, VALIDITY, AND REVIEW

Section 1. Amendments to the By-Laws. Proposed amendments to the By-Laws shall be by a majority of votes cast by written and/or electronic ballot circulated among the membership for at least thirty (30) days [preceding any annual meeting] prior to the date specified on the ballot. Any proposed amendments shall be accompanied by a description of the proposed amendment.

Section 2. Validity of By-Laws. If any specific provision of these By-Laws shall be found to be invalid or defective by a court of competent jurisdiction or as otherwise provided by law, the other provisions shall be deemed to remain in effect.

Section 3. Review of By-Laws. The By-Laws may be amended at any time, and subject [shall be subject] to a review at least [biennially] once every five years. Such review is to be made by an ad-hoc By-Laws Committee and its recommendation reported to the Board of Directors.

Adopted August 16, 1969
Amended May 20, 1972
Amended June 16, 1979
Amended June 25, 1981
Amended July 1, 1986
Amended June 5, 1989
Amended January 31, 1991
Amended August 31, 1992
Amended October 8, 1995
Amended October 2, 2001
Amended September 15, 2004