

BY-LAWS
MAINE ASSOCIATION OF RETIREES, INC.
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BY-LAWS
of the
MAINE ASSOCIATION OF RETIREES, INC.

ARTICLE I NAME

The corporate name of the organization shall be Maine Association of Retirees, Inc. (MAR), an independent non-profit organization incorporated under the laws of the State of Maine on August 12, 1980.

ARTICLE II OBJECTIVES

The objectives of this Association shall be as follows:

- a. To work for the maintenance of the Maine Public Employees Retirement System on a solvent basis, functioning under accepted actuarial procedures for the protection and benefit of the State of Maine and all current members and retired members of the system;
- b. To promote recognition and consideration of the needs of retirees by providing an organization through which all persons receiving benefits from the Maine Public Employees Retirement System may express their views on federal, state and local legislation and rules affecting retirement provisions or benefits;
- c. To work with other organizations toward a common goal of improved retirement benefits.
- d. To receive gifts and bequests to set up endowment funds, income only to be used for purposes specified by the donors and approved by the Board of Directors; and
- e. To support public and private activities that benefit members and future retirees.

ARTICLE III MEMBERSHIP

Section 1. Full Membership

Any person receiving a benefit from the Maine Public Employees Retirement System is eligible for membership.

Section 2. Associate Membership

Any person currently or previously employed as a public service (state, local/municipal, and/or teacher) employee in Maine, or any person retired from public service employment in any other US state and considers Maine as a primary or secondary residence may become an Associate Member of this Association. Associate Members may not hold elected office within the Association; nor serve in any appointed positions, on committees, or vote at meetings. Associate Members will be encouraged to express their ideas and participate in discussions at regional and annual meetings, and will be eligible for many MAR member benefits depending on eligibility criteria by service providers. Associate Members will be charged annual dues that are less than dues charged to MAR Members.

Section 3. Dues

Changes in established dues for membership must be voted upon at an Annual Meeting of the Association. Dues shall be paid either annually or monthly prior to the Annual Meeting. The preferred method of payment is automatic deduction from monthly retirement checks. The membership year shall run from July 1 to June 30.

ARTICLE IV OFFICERS and EXECUTIVE COMMITTEE

Section 1. Officers

The officers of this Association shall consist of the President, First Vice-President, Second Vice-President, Immediate Past President, Secretary, Treasurer, and an elected Member-at-Large. These officers and the Member-at-

Large shall be elected at the annual meeting on even numbered years for two (2) year terms. Officers shall be eligible for re-election for any number of consecutive terms; except the President, who shall be elected for a two (2) year term. When there is only one (1) candidate for an office, the election of that candidate may be by acclamation. No member shall hold more than one (1) elected office at a time. The terms of office shall begin July 1, following the Annual Meeting at which they are elected.

a. President

The President is a spokesperson for the Association for policies established by the Executive Committee, the Board of Directors and the Annual Meeting, and presides at meetings of the Association, the Board of Directors and the Executive Committee.

The President shall appoint a Parliamentarian.

The President shall be a member ex-officio of all committees, except the Nominating Committee. Any necessary special committees shall be appointed by the President with the approval of the Executive Committee. The President may designate a Vice-President to represent the President at standing and/or special committee meetings.

b. Vice Presidents

In the absence or inability of the President to serve, the Vice-Presidents in succession shall fulfill the duties of the office of the President with the same authority.

c. Secretary

The duties of the Secretary shall be to insure that:

1. A written record is kept of all legally called meetings and copies be provided to the Board of Directors in a timely fashion.
2. Adequate notice is given of the time and place of meetings with an agenda provided at least eight (8) days before such meetings;
3. A written report shall be presented to the Association membership of the Annual Meeting and such other reports as may

be directed by the Association, Board of Directors, or the Executive Committee.

d. Treasurer

The duties of the Treasurer shall be to insure that:

1. All proper disbursements are made;
2. A true record of receipts and disbursements is kept on a system approved by an Independent Auditor;
3. All financial records and accounts are submitted to an Independent Auditor;
4. A written financial report shall be submitted to the Association at the Annual Meeting, and at such other times as may be directed by the Executive Committee and/or the Board of Directors,
5. A contract with an independent auditing firm shall be ratified by the Executive Committee.
6. Endowment and memorial funds are encouraged and shall be managed together with other gifts, bequests, royalties, contributions in a separate account, which will be used for the purposes approved by the Finance Committee, the Executive Committee and the Board of Directors.

e. Member- at-Large

The Member-at-Large shall be elected in the same manner as the officers for a two (2) year term.

Section 2. Executive Committee

The Executive Committee of the MAR Board of Directors shall consist of the President, First Vice-President, Second Vice-President, Immediate Past President, Secretary, Treasurer and elected Member-at- Large.

Four members shall constitute a quorum for Executive Committee meetings.

Article V REGIONAL DIRECTORS

The State of Maine shall be divided into five (5) MAR regions.

I. Aroostook County

II. Penobscot, Piscataquis, Hancock, and Washington County

III. Kennebec, Knox, Lincoln, Sagadahoc, Somerset and Waldo County

IV. Androscoggin, Franklin and Oxford County

V. Cumberland and York County

Each region shall be entitled to three Directors elected by MAR membership for alternating three (3) year terms at regional meetings. The fifteen (15) Regional Directors shall serve on the MAR Board of Directors. The senior director in each region shall be the Regional Chairperson. The region shall elect three (3) Alternate Regional Directors for alternating three (3) year terms. who shall serve in place of the Regional Directors as needed. There may be a regional meeting called by the MAR President in concert with the Regional Chairperson for each region prior to the MAR annual meeting

Duties of Regional Directors

- a. Represents the Regions on the MAR Board of Directors and serves as the referral point for regional and individual issues to and from the Board of Directors;
- b. Contributes to the agenda for any regional meetings for the membership in that region,
- c. Serve as MAR's representative and liaison between regional members and the Board of Directors for activities such as:
 1. Surveys and requests for information
 2. Recruitment of new members
 3. Suggestions for new and expanded programs for members
 - 4 .Legislative issues
- d. Serves as the regional focal point for identifying problems and/or issues that may be regional in nature.

ARTICLE VI VACANCIES

Vacancies, including unexpired terms, in elected offices, the Member-at-Large and Regional Director positions, shall be filled immediately by appointment by the President. The appointment shall be subject to approval by the Executive Committee and ratification by the Board of Directors.

ARTICLE VII BOARD OF DIRECTORS

Section 1. Board of Directors

The Board of Directors shall consist of the Officers of MAR, the elected Member-at-Large, Regional Directors, the Chair of Standing Committees, and the immediate Past President.

Section 2. Duties of the Board

The Board of Directors shall:

- a. Set the overall policy of the Association;
- b. Present a proposed budget for the next fiscal year to the Annual Meeting;
- c. Have the authority to approve, upon recommendation of the Executive Committee, the use of the Association's reserve funds between annual meetings;
- d. Approve any contracts and legal agreements not included in the Annual Budget;
- e. Perform such other duties as are specified in these by-laws.

Section 3. Special Meetings

Special meetings of the Board can be called by the President, and shall be called upon the written request of five members of the Board.

Section 4. Quorum

Eleven (11) members of the Board of Directors, including a minimum of three (3) members of the Executive Committee shall constitute a quorum.

ARTICLE VIII EXECUTIVE DIRECTOR

The Executive Committee shall employ an Executive Director who will direct the day-to-day activities of the Association including its office and facilities, recommend staff needs to the Executive Committee, employ and evaluate staff, approve the moving of funds within the annual budget, as long as changes do not exceed the total budget, schedule the Annual Meeting, meetings of the Board of Directors, regional meetings and Executive Committee, communicate with members of MAR, and advocate the interests of members of Maine Association of Retirees in accordance with the policies of MAR. The Director will assign staff to assist the functions of MAR committees. The Executive Director shall be recruited and hired as a full or part-time employee, depending upon the needs of the Association. The position will be classified as Exempt under the Fair Labor Standards Act (FLSA). The Executive Director will serve as a member of the Executive Committee with a voice, but no vote.

ARTICLE IX STANDING COMMITTEES

The Standing Committees of the Maine Association of Retirees shall be:

- a. Legislative
- b. Membership
- c. Finance
- d. By-Laws
- e. Nominating
- f. Insurance
- g. Media Relations
- h. Other/Ad Hoc

Committee members are appointed by the President and serve concurrently with the President's term of office. Membership on a committee consists of no less than three (3) or more than nine (9) members. Committee chairs are members of the Board of Directors. Committees are supported by MAR staff and coordinate their activities with the Executive Director, Executive Committee and Board of Directors.

Section 1. Legislative Committee

A Legislative Committee, appointed by the President, shall study and recommend changes in the State and Federal laws affecting public retirees, and the rules and regulations of the Maine Public Employees Retirement System other relevant programs. The committee shall advise the Executive Committee and the Board of Directors of its activities. They shall also establish contacts with lawmakers in order to convey MAR's position on proposed laws, as well as finding sponsors and co-sponsors for MAR issues. Members who are also legislators are encouraged to serve as advisors to this Committee.

Section 2. Membership Committee

A Membership Committee shall contact potential members; make them aware of MAR; and assist in keeping the membership list up-to-date.

Section 3. Finance Committee

A Finance Committee composed of the Treasurer and other members of MAR shall be appointed by the President. It shall be the duty of this Committee to prepare a budget for the fiscal year beginning July 1, and to submit it for approval to the MAR Executive Committee and Board of Directors prior to the Annual Meeting. The Finance Committee can, from time to time, suggest budget revisions to the Board for the current fiscal year.

Section 4. By-Laws Committee

A By-Laws Committee, which includes the Immediate Past President, shall be appointed by the President. It shall be the duty of this Committee to study and recommend such changes in the By-Laws of MAR which will promote efficient functioning of MAR. The By-Laws Committee will interpret the By-Laws upon request.

Section 5. Nominating Committee

A Nominating Committee of five (5) members shall be elected at the regional meetings held prior to the Annual Meeting to serve for the ensuing year; such committee shall elect a chair and be composed of one (1) MAR member from each region. It shall be the duty of this Committee to nominate candidates for the offices to be filled at the next Annual Meeting. A list of nominees shall be sent to the membership with the Call of the Annual Meeting published in the UPDATE newsletters' spring edition.

Section 6. Insurance Committee

An Insurance Committee shall consist of the MAR's delegate to the Maine Health Insurance Commission and other members appointed by the President. It shall be the duty of this Committee:

- a. To monitor all benefit insurance programs now available to Maine State Retirees; and
- b. To work with the Legislative Affairs Committee in order to enhance or improve programs beneficial to retirees.
- c. To recommend any action to the Executive Committee it deems necessary.

Section 7. Media Relations

A Media Relations Committee shall be appointed by the President. It shall be the duty of this Committee to promote MAR in the State of Maine and to develop relationships with those in the media. The Committee shall create goals and an action plan for the Committee. News releases would be coordinated with the MAR President and the Executive Director.

Section 8. Other/Ad Hoc Committees

Such other committees shall be appointed by the President as the Executive Committee, Board of Directors, or the Annual Meeting consider necessary to carry on the work of MAR.

Section 9. Committee Reports

Each Committee shall submit a written report to the Annual Meeting.

ARTICLE X DISSOLUTION CLAUSE

In the event of the dissolution of MAR, after all bills have been paid, the total assets shall be liquidated and allotted as determined by the final Board of Directors in accordance with current government regulations under Section 501 (c)3 of the Internal Revenue Code.

ARTICLE XI PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern MAR in all cases in which they are applicable, and in which they are not inconsistent with these By-laws, and any special rules of order MAR may adopt.

ARTICLE XII AMENDMENT OF BY-LAWS

These By-Laws can only be amended at the Annual Meeting of the Association or at a special meeting of the membership by a two-thirds vote of those members in attendance and voting, provided that the proposed amendment has been stated in the Call for that meeting.

**Articles of incorporation as a Non-Profit Corporation, as amended September 15, 2003 are on file with the Maine Secretary of State (file No. 810037ND) and include the language of the By-Laws where applicable.*