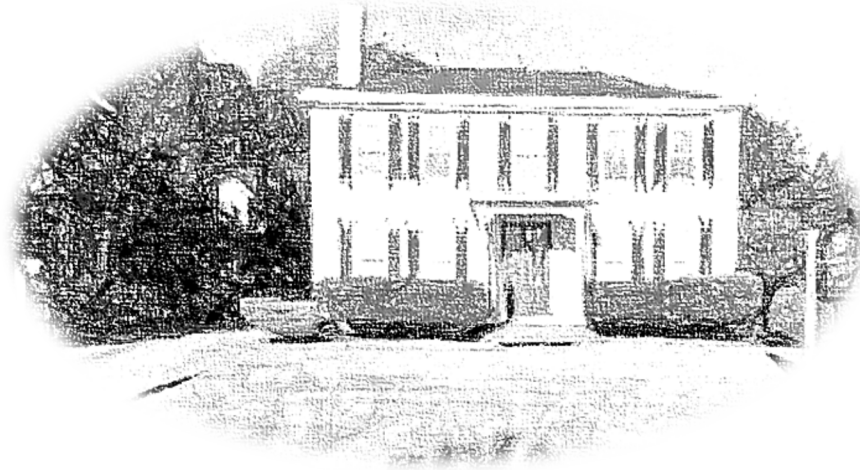




## *By-Laws*

*Approved at the MAR Annual Meeting 5/22/19*



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

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**ARTICLE I NAME**

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

\*“Articles of Incorporation as a non-profit corporation, as amended September 15, 2003, are on file with the Maine Secretary of State (file N810037ND) and include the language of the By-Laws where applicable.”

**ARTICLE II MISSION**

MAR’s overarching mission is to protect the retirement fund and advocate for the rights of Public Sector Retirees in Maine to ensure a healthy and enriched life.

**ARTICLE III OBJECTIVES**

The objectives of this Association shall be as follows:

- A. To fulfill the Association's main mission by working for the maintenance of the MePERS by keeping it on a solvent basis and by ensuring that it functions 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 MePERS may express their views on federal, state and local legislation and rules affecting retirement provisions or benefits;
- C. To work with other relevant organizations toward a common goal of improving retirement benefits and enhancing the quality of life;
- D. To support activities that benefit members and future retirees; and
- E. 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.

**ARTICLE IV MEMBERSHIP**

Any person receiving a benefit from MePERS is eligible for membership including beneficiaries.

**Dues:** Changes in established dues for membership must be voted upon at an Annual Meeting of the Association. The preferred method of payment is automatic deduction from monthly retirement checks. An additional processing fee shall be imposed for paying annually. The membership year shall run from July 1 to June 30.

## **ARTICLE V ORGANIZATIONAL STRUCTURE**

The Association shall consist of one governing Board of Directors made up of one Director from each of the five Regions and four elected Officers consisting of President, Vice-President, Treasurer and Secretary. Each of the five Regions shall have one Alternate Director who will serve in the absence of the regular Director. The five Regions of the State of Maine shall be as follows:

- Region 1 Aroostook County
- Region 2 Penobscot, Piscataquis, Hancock and Washington Counties
- Region 3 Kennebec, Knox, Lincoln, Sagadahoc, Somerset and Waldo Counties
- Region 4 Androscoggin, Franklin and Oxford Counties
- Region 5 Cumberland and York Counties

### **A. Standing Committees:**

The Association shall have two standing committees - Legislative and Finance. All other committees shall be Ad Hoc Committees which shall be appointed for specific purposes by either the President or the Board of Directors.

1. The Legislative Committee, appointed by the President shall:
  - a. Study and recommend changes in the State and Federal laws affecting public service retirees and the rules and regulations of MePERS and other relevant programs.
  - b. When appropriate, work cooperatively with the Association's lobbyist. Establish contacts with lawmakers in order to convey MAR's positions on proposed laws, as well as finding sponsors and co-sponsors for MAR issues.

MAR members who are also legislators are encouraged to serve as advisors to this Committee. In all of its endeavors, the Committee shall work cooperatively with MAR staff and shall inform the Board of Directors of its activities.

2. The Finance Committee composed of the Treasurer and other members of MAR shall be appointed by the President. The Committee shall:
  - a. In cooperation with MAR staff, have the duty to review and approve the proposed budget for the fiscal year beginning July 1; and
  - b. Submit it for approval to the Board of Directors prior to the Annual Meeting. The Finance Committee can also advise the staff on administering the budget and it can, from time to time, suggest budget revisions to the Board of Directors for the current fiscal year.

## **Article VI Board of Directors**

The Board of Directors shall consist of Officers of MAR and the Regional Directors.

### **A. Duties of the Board:**

1. Set the overall policies of the Association;
2. Review and approve a proposed budget for the next fiscal year for final approval at the Annual Meeting;
3. Have the authority to approve the use of the Association's reserve funds between Annual Meetings;
4. The Board of Directors shall employ an Executive Director who serves as a non-voting member of the Board. The position will be classified as Exempt under the Fair Labor Standards Act (FLSA). Duties of this position include but are not limited to:
  - a. Assuring the organization has a long-range strategy which achieves its mission and towards which consistent and timely progress is made;
  - b. Provide leadership in developing program, organizational and financial plans with the Board of Directors and staff. Carries out plans and policies authorized by the Board; and
  - c. Maintain official records and documents and ensures compliance with federal, state and local regulations.
5. Perform such other duties as are specified in these By-Laws or policies.

### **B. Meetings / Quorums:**

The Board of Directors shall meet at least ten times per year at locations designated by the President. Special meetings of the Board of Directors can be called by the President or upon the written request of five (5) members of the Board. Five (5) members of the Board shall constitute a quorum.

Each member of the Board of Directors, to be in good standing and remain a Director, must attend 75% of scheduled meetings which include meetings of the Board of Directors, Regional Meetings corresponding to their specific region, meetings of committees on which they serve, and the MAR Annual Meeting. A Director participating in a meeting by telephone conference call shall be deemed present at the meeting. No limit is imposed on the number of Directors who can participate in a meeting in this way.

### **C. Elections:**

The members of the Board of Directors shall be elected at the Annual Meeting of the Association for two year terms as follows:

Vice President and Treasurer on odd numbered years (2019, 2021, 2023, etc.) and; President and Secretary on even numbered years (2020, 2022, 2024, etc.).

Additionally, one Director and one Alternate from Regions 1, 3 and 5 will be elected on odd numbered years at their Regional Meetings.

One Director and one Alternate from Regions 2 and 4 will be elected on even numbered years at their Regional Meetings.

Members of the Board of Directors shall be elected for any number of consecutive terms except for the President who shall be limited to two (2) two (2) year terms. 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 shall begin subsequent to the meeting in which they were elected. Resignations will be accepted in writing at any time during a member's term. Vacancies, including unexpired terms, shall be filled immediately by appointment by the President. The appointments shall be subject to ratification by the Board of Directors.

### **D. Board of Directors Responsibilities:**

Individual Directors from each of the five Regions shall:

1. Represent their Regions on the Board of Directors and serve as the referral point for regional and individual issues to and from the Board of Directors;
2. Contribute to the agenda for any regional meetings for the membership in that Region;
3. Serve as MAR's representative and liaison on Board of Directors for their Region for activities such as:
  - a. Surveys and requests for information;
  - b. Recruitment of new members;
  - c. Suggestions for new and expanded programs for members; and
  - d. Legislative issues.
4. Serve as MAR's spokesperson in their regions to establish:
  - a. At least two additional benefits for members per year;
  - b. At least one presentation to local organizations/businesses; and
  - c. Local resource contacts pertinent to retirees' needs.

### **E. Duties of the President:**

The President, or his or her designee, is a spokesperson for the Association for policies. The

President presides at Association meetings. The President shall be a member ex-officio of the Legislative Committee, Finance Committee, and ad hoc committees. Any necessary special committees shall be appointed by the President with the approval of the Board of Directors. The President may designate the Vice-President to represent the President at any time or for any reason.

#### **F. Duties of the Vice-President:**

In the absence or inability of the President to serve, the Vice-President shall fulfill the duties of the office of the President with the same authority. The Vice-President serves as the Chair of the Legislative Committee.

#### **G. Duties of the Secretary:**

The duties of the Secretary shall be to ensure that a written record is kept of all legally called meetings of the Board of Directors and that copies of such written records shall be provided to the Board of Directors in a timely manner. Such written records shall be reviewed and approved at a subsequent Board of Directors meeting.

#### **H. Duties of the Treasurer:**

The duties of the Treasurer shall be to ensure 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 and by the Executive Director and by the Board of Directors;
3. A contract with an independent auditing firm shall be ratified by the Board of Directors;
4. 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 and the Board of Directors; and
5. The Treasurer shall discuss the current financial status of the Association with the Executive Director prior to each meeting of the Board of Directors and report his/her findings and recommendations to the Board of Directors.

### **Article VII – Affirmative Action Policy**

The Association shall carry out its purpose and mission without regard to race, creed, gender, color, age, national origin, religious beliefs, physical handicap, marital status, sexual orientation and ancestry.

### **Article VIII – Conflict of Interest**

The Association shall prevent the personal interest of staff members, Board members, and volunteers from interfering with the performance of their duties to, or result in personal financial, professional, or political gain on the part of such persons at the expense of the organization or its



members, supporters and other stakeholders.

**Article IX - 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 X - 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 XI - 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.

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## NOTES

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