

PRINCE GEORGE'S PUBLIC SCHOOL RETIREES ASSOCIATION, INC

BYLAWS

ARTICLE I

Office

SECTION 1. *Principal Office.* The principal office of the Corporation shall be Prince George's County Educators Association Building, 8008 Marlboro Pike, Forestville, Maryland 20747.

SECTION 2. *Other Offices.* The Corporation may also have an office or offices in such other place or places as the business of the Corporation may require and the board of Directors may from time to time appoint.

ARTICLE II

Members

SECTION 1. *Annual Meeting.* The annual meeting of the members of the Corporation shall be held on the fourth Wednesday of May if not a legal holiday, and if a legal holiday then ten (10) days before or ten (10) days after the legal holiday, for the purpose of installing officers to succeed those whose terms shall have expired as of June 30th of each year, and for the transaction of such other corporate business as may come before the meeting.

SECTION 2. *Special Meetings.* Special meetings of the members may be called at any time for any purpose or purposes by the President, or by a majority of the Board of Directors, and shall be called forthwith by the President, by a Secretary or any director of the Corporation upon the request in writing of a majority of all directors entitled to vote on the business to be transacted at such meeting. Such request shall state the purpose or purposes of the meeting. Business transacted at all special meetings of members shall be confined to the purpose or purposes stated in the notice of the meeting.

SECTION 3. *Place of Holding Meetings.* All meetings of members shall be held at the principal office of the Corporation or elsewhere in Maryland as designated by the Board of Directors. Meetings of the Corporation shall be held on the fourth Wednesday of September, November, January, March, and May. If necessary, the meeting dates may be adjusted at the discretion of the Board of Directors at its first meeting of the fiscal year.

SECTION 4. *Notice of Meetings.* Written notice of each meeting of the members shall be mailed and posted in ECHOES, the Prince George's Public School Retirees Association, Inc.'s newsletter, at least ten (10) days before the meeting. Each such notice shall state the place, day and hour at which the meeting is to be held and, in the case of any special meeting, shall state briefly the purpose or purposes thereof. An annual meeting notice which contains the schedule for all meetings for a specific fiscal year shall be sufficient notice to all members.

SECTION 5. *Quorum*. Provided the Notice of Meetings is satisfied, fifty (50 members shall constitute a quorum for transaction of all business.

SECTION 6. *Conduct of Meetings*. Meetings of members shall be presided over by the president of the Corporation or, if he/she is not present, by the President-elect, or, if none of said officers is present, by a chairman to be elected at the meeting. The Recording Secretary, or if he/she is not present, the Corresponding Secretary shall act as secretary of such meetings. In the absence of the Recording Secretary and any Corresponding Secretary, the presiding officer may appoint a person to act as Secretary of the meeting.

SECTION 7. *Voting*. At all meetings of members every member entitled to vote shall have one (1) vote. Such vote may be either in person or by requesting a proxy appointed by an instrument in writing subscribed by such members, bearing a date not more than three (3) months prior to said meeting, unless said instrument provides for a longer period. At the request of any member, the Recording Secretary shall provide a proxy form to the members. Such proxy shall be dated and witnessed or acknowledged. All elections shall be had and all questions requiring a general membership vote shall be decided by a majority of the votes cast at a duly constituted meeting, except as otherwise provided by law, in the Articles of incorporation or by these Bylaws.

If the president of the meeting shall so determine, a vote by ballot may be taken upon any election or matter, and the vote shall be so taken upon the request of ten percent (10%) or more of all of the members entitled to vote on such election or matter.

SECTION 8. *Identity of Members*. The members of the corporation shall be composed of:

a. All retired teachers and other Board of Education personnel who are receiving retirement allowances from the Maryland State Retirement and Pension System are eligible for membership upon payment of annual dues. Membership shall include enrollment as a member of the Maryland Retired School Personnel Association (MRSPA)(effective July 1, 2017). Current local only members before this date shall be allowed to continue as such.

b. Out-of-State retired teachers, living in Maryland, Maryland retired teachers and other educational personnel not receiving retirement allowances from the Maryland State Retirement and Pension System, are eligible for membership upon payment of annual dues.

c. Emeritus Membership shall be awarded to those members who have reached the age of ninety and therefore shall be exempted from further payment of annual dues.

d. The Corporation may accord Honorary Membership to any person who is not eligible for membership (sections a and b) and who has distinguished himself/herself in work related to the Corporation or to retired educational personnel. Honorary members shall be entitled to participate in all activities of the Corporation except chairing a committee, voting and holding elective office. The member(s) shall be approved by the Board of Directors.

e. Associate membership may be accorded, without payment of dues, to members' spouses or surviving spouses, who are supportive of goals and purposes of the Association. Associate members shall be entitled to participate in all activities of the Association except chairing a committee, voting and holding office. Spouses will apply for membership and membership cards will be provided.

ARTICLE III

Board of Directors

SECTION 1. *General Powers.* The property and business of the Corporation shall be managed under the direction of the Board of Directors of the Corporation.

SECTION 2. *Number and term of Office.* The number of directors shall be equal to the sum of the number of officers of the company, and the number of standing committees plus the Historian. Notwithstanding the foregoing, there shall never be less than seven (7) directors. Effective July 1, 2019, the directors shall serve for a period of two (2) years. At each annual meeting, the successor officers shall be installed to hold office for a term of two (2) years. After each annual meeting the President shall appoint the chairs of each standing committee and each chair shall serve as a member of the Board of Directors.

SECTION 3. *Nomination and Election of Officers.* At the January Meeting of the members of the Corporation, the Nominating Committee, shall decide upon a slate of officers, and shall present such slate to the Board of Directors. Upon written request of at least fifty (50) members of the Corporation, made to a member of the Nominating Committee not less than ten (10) days prior to the March Meeting, designating an additional slate or slates of officers, the Nominating Committee shall present such slate or slates to the Board of Directors of the Corporation. Immediately thereafter, the Secretary shall apprise the members of the Corporation of said slate or slates. The Nominating Committee shall thereafter present the said slate or slates of nominees to the members of the Corporation for election at the March Meeting.

The elected officers of the Corporation shall be President, President-Elect, Recording Secretary, Corresponding Secretary, and Treasurer. The retiring President shall automatically be known as immediate Past President and serve as a member of the Board of Directors as chair of the Nominating Committee. The President-Elect shall automatically become President. These officers, with the immediate Past President and all persons appointed by the President to any committee chairmanship, shall constitute the Board of Directors.

SECTION 4. *Filling of vacancies.* In the case of any vacancy in the officers through death, resignation, disqualification, removal or other cause, the remaining directors, by affirmative vote of the majority thereof, may elect a successor to hold office for the unexpired portion of the term of the officer whose place shall be vacant, and until the election of his/her successor, or until he/she shall be removed, prior thereto, by an affirmative vote of a majority of the members.

Any officer may be removed from office with or without cause by the affirmative vote of a majority of the members entitled to vote at any special meeting of members regularly called for the purpose.

SECTION 5. *Place of Meeting.* The Board of Directors may hold their meetings and have one or more offices, and keep the books of the Corporation, anywhere in the State of Maryland, at such place or places as they may from time to time determine by resolution. The Board of Directors may hold their meetings by conference telephone or other similar electronic communications equipment in accordance with the provisions of the Maryland Corporation law.

SECTION 6. *Regular Meetings.* Regular meetings of the Board of Directors may be held without notice at such time and place as shall from time to time be determined by resolution of the Board, provided that notice of every resolution of the Board fixing or changing the time or place for the holding of regular meetings of the Board shall be mailed to each director at least seven (7) days before the first meeting held pursuant thereto.

SECTION 7. *Special Meetings.* Special meetings of the Board of Directors shall be held whenever called by any officer. The Recording Secretary shall give notice of each special meeting of the Board of Directors, by mailing the same at least seven (7) days prior to the meeting or by emailing or telephoning the same at least two (2) days before the meeting, to each director; but such notice may be waived by any director. Unless otherwise indicated in the notice thereof, any and all business may be transacted at any special meetings.

SECTION 8. *Quorum.* A majority of the whole number of directors shall constitute a quorum for the transaction of business at all meetings of the Board of Directors, but, if at any meeting less than a quorum shall be present, a majority of those present may adjourn the meeting from time to time, and the act of a majority of the directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise specifically provided by law or by the Articles of Incorporation or by these Bylaws.

SECTION 9. *Require Vote.* An affirmative vote of a majority of those present shall be necessary for the passage of any resolution.

SECTION 10. *Compensation of Directors.* Directors shall not receive any stated salary for their services as such, but each director shall be entitled to receive from the Corporation reimbursement of the expenses incurred by him in attending a special meeting or carrying out his/her responsibilities.

SECTION 11. *Committees.* The Board of Directors may, by resolution passed by a majority of the whole Board, designate one or more committees, each committee to consist of two or more of the members of the Corporation, which to the extent provided in the resolution, shall have and may exercise the powers and duties assigned to it by the resolution. Such committee or committees shall have such names as may be determined from time to time by resolution adopted by the Board of Directors.

a) The Executive Committee shall be composed of the elected officers of the

Corporation, and the immediate Past President.

b) Standing Committees of the association shall be: Benefits Liaison, Bylaws, Community Service, Consumer Education, Legislation, Membership, Newsletter, Nominating, Program, Remembrance/Necrology, Scholarship and Travel.

c) The President shall appoint a Historian and a Parliamentarian.

d) The President may establish such additional committees as necessary to conduct the business of the association.

e) An Auditing committee of at least three members shall be appointed by the President to review and audit the Treasurer's books at the end of the fiscal year, and submit a report to the President prior to the fall executive meeting.

f) The Nominating Committee composed of the immediate Past President as chairman and two members appointed by the President, shall present a slate of nominees at the January meeting.

ARTICLE IV

Officers

SECTION 1. *Officers.* The officers of the Corporation shall be a President, a President-elect, a Recording Secretary, a Corresponding Secretary, and a Treasurer.

SECTION 2. *Powers and Duties of the President.* The President shall be the chief executive officer of the Corporation and shall have general charge and control of all its business affairs and properties, He/she shall preside at all meetings of the members and all meetings of the Board of Directors. He/she may sign and execute all authorized contracts or other obligations in the name of the Corporation; and he/she shall be ex officio a member of all standing committees. He/she shall do and perform such other duties as may, from time to time, be assigned to him/her by the Board of Directors.

SECTION 3. *Powers and Duties of the President-elect.* In case of the absence or disability of the President, the duties of that office shall be performed by the President-elect, and the taking of any action by the President-elect in place of the President shall be conclusive evidence of the absence or disability of the President.

SECTION 4. *Recording Secretary.* The Recording Secretary shall give, or cause to be given, notice of all meetings of members and directors and all other notices required by law or by these Bylaws. The Recording Secretary shall record all the proceedings of the meetings of the members and of the directors in books provided for that purpose, and he/she shall perform such other duties as may be assigned to him/her by the directors or the President. He/she shall have custody of the seal of the Corporation and shall affix the same to all instruments requiring it, when authorized by the Board of Directors or the President, and attest to the same.

SECTION 5. *Corresponding Secretary.* The Corresponding Secretary shall (except as otherwise provided by resolution of the Board of Directors) have power to perform all duties of the Recording Secretary in the absence or disability of the Recording Secretary and shall have such other powers and shall perform such other duties as may be assigned to him by the Board of Directors or the President. Additionally, the Corresponding Secretary shall take care of the correspondence of the Corporation as assigned by the President.

SECTION 6. *Treasurer.* The Treasurer shall have custody of all the funds of the Corporation, and he/she shall keep full and accurate account of receipts and disbursements in books belonging to the Corporation. He/she shall deposit all moneys, annual dues, and other valuables in the name and to the credit of the Corporation in such depository or depositories as may be designated by the Board of Directors.

The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board of Directors. All vouchers shall be presented to the President for approval prior to disbursement of any funds. He/she shall render to the President and the Board of Directors, whenever either of them so requests, an account of all his transactions as Treasurer and of the financial condition of the Corporation. He/she shall submit a report at each regular meeting, and shall submit a final report at the end of each fiscal year. After consultation with committee chairmen, the Treasurer shall prepare a budget and present it for approval by the Board of Directors at the March meeting.

ARTICLE V

Corporate Seal

SECTION 1. *Seal.* In the event that the President shall direct the Secretary to obtain a corporate seal, the corporate seal shall have inscribed thereon the name of the Corporation, the year of its organization and the word "Maryland".

ARTICLE VI

Bank Accounts

SECTION 1. *Bank Accounts.* The Treasurer of the Corporation shall have authority to deposit any funds of the Corporation in such banks or trust companies as shall from time to time be designated by the Board of Directors. The Treasurer shall be authorized by the Board of Directors to withdraw any or all of the funds of the Corporation so deposited in any such bank or trust company, upon checks, drafts or other instruments or orders for the payment of money, drawn against the account or in the name or behalf of this Corporation, and made or signed by the Treasurer. Each bank or trust company with which funds of the Corporation are so deposited is authorized to accept, honor, cash and pay, without limit as to amount, all checks, drafts or other instruments or orders for the payment of money, when drawn, made or signed by the Treasurer until written notice of the revocation of the authority of such officers by the Board of Directors shall have been received by such bank or trust company. There shall from time to time be certified to the banks or trust

companies in which funds of the Corporation are deposited, the signature of the Treasurer so authorized to draw against the same. In the event that the Board of Directors shall fail to designate the persons by whom checks, drafts and other instruments or orders for the

payment of money shall be signed, as herein above provided in this Section, all of such checks, drafts and other instruments or orders for the payment of money shall be signed by Treasurer. Should the Treasurer be unable to fulfill his/her duties described in this section the President and other officers if so designated by the Board of Directors, are authorized to sign checks.

SECTION 2. *PGPSRA Tours Account.* The corporation, by designation of the Board of Directors, may establish a second checking account which is identified as PGPSRA Tours. The resolution designating the bank account shall specify the purpose of the account and name the President and Tour Chairman as the authorized signatures on the account.

ARTICLE VII

Miscellaneous Provisions

SECTION 1. *Fiscal Year.* The fiscal year of the Corporation shall begin on the first day of July and end on the last day of June.

SECTION 2. *Notices.* Except where specified in these Bylaws, Roberts Rules of Order, Revised, shall be the mode of procedure in all business of the Corporation.

SECTION 3. *Pagination of Bylaws.* The Chairperson of the Bylaws Committee shall ensure that the pages of the Bylaws are numbered at the bottom of the page.

ARTICLE VIII

SECTION 1. *Amendment of Bylaws.* The Board of Directors shall have the power and authority to propose in writing, amendments or modification to these Bylaws or any provision thereof, and may from time to time recommend making additional Bylaws or any provision thereof. Any amendments must be presented at a regular or special meeting of the membership and subsequently voted on at the next regular meeting. Any amendment to the Bylaws must be approved by a two-third (2/3) vote of the members voting at the meeting.

SECTION 2. *Dating the Bylaws.* The Chairperson of the Bylaws Committee shall ensure that following the approval of amendments to the Bylaws, the newly revised version of the Bylaws bears the date of said approval at the top of each page: "As adopted on (month) (date), (year)."

ARTICLE IX

Indemnification

SECTION 1. *Definitions.* As used in this Article X, any word or words that are defined in Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time, (the "Indemnification Section") shall have the same meaning as provided in the Indemnification Section.

SECTION 2. *Indemnification of Directors and Officers.* The Corporation shall indemnify and advance expenses to a director or officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

SECTION 3. *Indemnification of Employees and Agents.* With respect to an employee or agent, other than a director or officer, of the Corporation, the Corporation may, as determined by the Board of Directors of the Corporation, indemnify and advance expenses to such employee or agent in connection with a proceeding to the extent permitted by and in accordance with the Indemnification Section.