

ASSOCIATION of BALTIMORE CITY

PUBLIC SCHOOL RETIREES, Inc.



ABC

PSR

**By-Laws
of
The Association of Baltimore City
Public School Retirees**

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Article I. NAME

The name of this organization shall be the Association of Baltimore City Public School Retirees, Inc., hereafter referred to as The Association.

Article II. PURPOSES

Section 1. Definition. The purpose of this Association shall be to promote the improvement of public education, to support activities and legislation serving the best interest of children and youth, and to promote and protect the interests of retired educational personnel of Baltimore City.

Section 2. Assets, Interests of Title. No member of The Association shall have, as an individual, any interest or title to the assets of The Association, and such assets shall be devoted exclusively to its purposes.

Section 3. Dissolution. In the event of the dissolution and voluntary surrender or revocation of these Bylaws or Charter, all assets then belonging to The Association shall be assigned to an educational institution that qualifies for tax exemption under the Internal Revenue Code of 1994, as provided in 501 (c) [3] or any amendments thereto, as selected by The Association's Executive Committee or other comparable body.

Article III. MEMBERSHIP

Section 1. Basic Eligibility. All retirees of the Baltimore City Public School System shall be eligible for active membership in The Association upon the payment of annual dues during a fiscal year.

Section 2. Other State Personnel Eligibility. All retirees who were employees of other public school systems shall be eligible for membership in The Association upon payment of annual dues during the fiscal year.

Section 3. Associate Membership. Other persons interested in furthering the purposes of the Association of Baltimore City Public School Retirees, Inc. shall be eligible for Association membership upon payment of annual dues. Association members shall be entitled to participate in all activities of The Association *except* that of holding elective office.

Section 4. Emeritus Membership. Emeritus membership may be accorded to those members who have reached the age of ninety (90). Emeritus Members shall not be required to pay annual dues.

Section 5. Honorary Membership. Honorary membership may be accorded to any person who has distinguished herself/himself in work related to The Association or to all retired personnel from Baltimore City Public Schools. Members shall be entitled to participate in all activities of The Association *except* chairing a committee, voting, and holding elective office. Honorary Members shall not be required to pay annual dues.

Article III. MEMBERSHIP (continued)

Recommendations for Honorary Membership shall be made by the Executive Committee and approved by a majority vote of the members present and eligible to vote at the Annual Business Meeting. In recommending Honorary Membership, the Executive Committee shall consider each criteria as outstanding leadership or length of service in The Association and distinguished service of benefit to The Association or to all retirees.

Article IV. ANNUAL DUES DETERMINATION

Section 1. Fiscal Year. The fiscal year shall begin on July 1 and end on June 30.

Section 2. Payment. Every member and associate member of The Association shall pay annual dues in such sums as determined by the Executive Committee and approved by membership.

Section 3. Membership Dues.

- a. The annual dues of this Association shall be recommended by the Executive Committee subject to approval by the membership at the annual meeting.
- b. Any changes in dues shall be effective the second fiscal year.
- c. Dues shall be payable annually.

Section 4. Maryland Retired School Personnel Association, Inc. Dues collected for the Maryland State Retirees Personnel Association shall be remitted to that Association by the Treasurer.

Section 5. Special Assessments. Any special assessments recommended by the Executive Committee must be approved by a majority vote of the membership present at the Annual Business Meeting of the Association.

Section 6. Membership Participation. Any member who has paid annual dues during a fiscal year shall be eligible to participate in all Association activities, subject to any limitations established in the Bylaws.

Section 7. Non-payment of Dues. A member who has not paid annual dues by November 1 shall be reminded that members whose dues remain unpaid after December 31 will be placed in inactive status. The provisions of this section may be waived when the Executive Committee recognizes extenuating circumstances.

Article V. OFFICERS AND MEMBERS-AT-LARGE

Section 1. Elected Officers. The elected officers of The Association shall be a President, a President-elect, a Secretary, a Treasurer, an Assistant Treasurer and four (4) Members-at-Large.

Article VI. EXECUTIVE COMMITTEE

Section 1. Defined. The nine elected officers, the Immediate Past-President, the Chairperson of the Budget and Finance Committee, and, chosen by the President, a Liaison Representative each for (1) Operations, (2) Consumer Education, and (3) Activities shall constitute the Executive Committee.

Section 2. Assistant Liaison Representatives. Assistant Liaison Representatives, when needed, shall be appointed by the President and shall serve on the Executive Committee with voice but no vote.

Section 3. Past Presidents Advisory Committee. The Chairperson of the Past Presidents Advisory Committee shall be invited to sit with the Executive Committee with voice but no vote.

Section 4. Liaison to Baltimore City Public Schools. The Liaison to the Baltimore City Public Schools shall be appointed annually by the President; with confirmation by the Executive Committee, and shall be invited to sit with the Executive Committee with voice but no vote. (See Article X.)

Article VII. ELECTION PROCESS AND TERMS

Section 1. Nominating Committee. Nominations for elected officers and for Members-at-Large shall be made by a nominating committee which shall secure the consent of each nominee to the submission of her/his name and shall, by a date set by the President, submit to the Executive Committee at least one (1) nominee for each elective office and Member-at Large.

Section 2. Nominations from Floor. Nominations may be made from the floor at the Annual Business Meeting by any member who has presented to the Chairperson of the Nominations Committee a written statement of the nominee's willingness and eligibility to serve if elected.

Section 3. Written Notice Requirement. Written notice of nominees and of the election date shall be given to all members at least thirty (30) days prior to the Annual Business Meeting.

Article VII. ELECTION PROCESS AND TERMS (Continued)

Section 4. Annual Business Meeting. Officers and Members-at-Large shall be elected by a majority vote of members present and eligible to vote at the Annual Business Meeting. Elections for President-Elect shall be held at the Annual Business Meeting.

Section 5. Length of Service. Officers and Members at Large shall begin their duties on the first day of July following their election and shall serve through the last day of June following the next election. The term of office for President and President-Elect shall be two (2) years. The President and President-Elect shall serve corresponding lengths of service. Except for Treasurer and Assistant Treasurer, the term of officers shall be two (2) years. (see Section 6, below)

Section 6. Re-election. The President and President-Elect may be re-elected but may not serve more than one (1) year in the same position. Other Officers and Members at Large may shall serve two (2) consecutive terms in the same position except for the Treasurer and Assistant Treasurer who shall serve a three (3) year term and may be re-elected to one (1) additional three (3) year term.

Article VIII. ASSOCIATION MEETINGS

Section 1. Minimum Number. The Association shall hold at least two (2) meetings each calendar year. The spring meeting shall be known as the Annual Business Meeting.

Section 2. Annual Business Meeting.

- a. The Annual Business Meeting shall provide opportunity for the election of the President-Elect and two (2) Members-at-Large.
- b. In odd numbered years, other officers and two (2) Members-at-Large shall be elected.
- c. The Annual Business Meeting shall also include reports of officers and consideration of all matters pertaining to the progress and welfare of The Association.

Section 3. Special Meetings. The President shall be empowered to call special Association meetings whenever he/she and the Executive Committee may deem them necessary or whenever he/she is so requested by a written petition supported by fifty (50) or more members.

Section 4. Executive Committee. The Executive Committee, as called by the President, shall hold at least two (2) Executive Committee meetings in each fiscal year.

Section 5. Special Executive Committee Meetings. A majority vote of the members of the Executive Committee shall have the authority to convene a special Executive Committee meeting.

Section 6. Advisory Council. The President shall convene at least two (2) meetings of the Advisory Council each fiscal year.

Article IX. ADVISORY COUNCIL

Section 1. Membership. The Chairperson and Vice-Chairperson of all committees, acting in an advisory capacity to the Executive Committee, shall be designated the Advisory Council.

Section 2. Advisory Function. The Advisory Council shall consider actions taken, proposed, and deemed needed by the Executive Committee and shall submit recommendations to the Executive Committee concerning the effects of all Association actions on the work of the committees and on the general membership.

Section 3. Executive Committee. The Executive Committee shall take the advice of the Advisory Council under consideration in making its decisions and developing plans..

Section 4. Meeting Schedule. The schedule of meetings of the Advisory Council shall be set by The Association President in consultation with the Executive Committee.

Section 5. Written Report. A written record shall be kept of each meeting.

Article X. PAST PRESIDENTS ADVISORY COMMITTEE

Section 1. Composition. The Past Presidents Advisory Council shall be composed of all past presidents of The Association.

Section 2. Purpose. Its purpose shall be to consider Association activities and to submit a written report of its meeting(s) and deliberations to the Association President.

Section 3. Chairperson and Recorder. The Committee shall select its own chairperson and recorder.

Section 4. Meeting Schedule. The Committee shall meet at least once annually. It shall determine its own schedule of meetings and its business agenda.

Section 5. Executive Committee. The Chairperson of the Past Presidents Advisory Committee shall be invited to sit with the Executive Committee with voice but no vote.

Article XI. LIAISON TO BALTIMORE CITY PUBLIC SCHOOLS

Section 1. Appointment. A member of the Association shall be appointed annually by the President, with confirmation by the Executive Committee, to serve as liaison to the Baltimore City Public Schools.

Section 2. Function. The primary function of this position shall be to maintain communications between The Association and the Department of Education in such areas as member benefits, member recruitment, pre-retirement education, member seminars, and other matters that are deemed appropriate by the Executive Committee.

Article XI. LIAISON TO BALTIMORE CITY PUBLIC SCHOOLS (Continued)

Section 3. Executive Committee. The liaison to the Baltimore City Public Schools shall be invited to sit with the Executive Committee with voice but no vote.

Article XII. DUTIES OF OFFICERS

Section 1. President. The President shall:

- a. Preside at all meetings of the Association, the Executive Committee, and the Advisory Council;
- b. Call regular and special Association meetings, setting the date, place and time after consulting with the Executive Committee, and call all meetings of the Executive Committee and the Advisory Council;
- c. Represent The Association at meetings of civic, professional and fraternal groups that invite representation from The Association;
- d. Inform the members of any situation affecting their welfare and seek support from the members for activities planned in response to such situations;
- e. Appoint, with the advice of the Executive Committee, the chairperson and the members of the Nominations Committee and the Chairpersons of all other committees;
- f. Serve ex-officio on all committees except the Nominations Committee;
- g. Fill, with the advice of the Executive Committee, any vacancy that may occur on the Executive Committee;
- h. Appoint one (1) person to serve as The President's liaison to the Committee on Operations, one (1) to serve as his/her liaison to the Committee on Consumer Education. The Immediate Past President shall act in an advisory capacity to the President and shall serve as Chairman of the Activities Committee.
- i. Appoint Assistant Liaison Representatives when necessary, subject to the approval of the Executive Committee.

Section 2. President-Elect. The President-Elect shall:

- a. In the absence of the President, perform the duties of the President;
- b. At the end of the President's term of service, succeed to the Presidency.

Section 3. Secretary. The Secretary shall:

- a. Prepare minutes of all meetings of the Association, the Executive Committee, and the Advisory Council, maintaining a record of all business transacted.

Section 4. Treasurer. The Treasurer shall:

- a. Collect and assume responsibility for recording all annual dues and any special assessments paid by the members;

Article XII. DUTIES OF OFFICERS (Continued)

- b. Make all disbursements provided for in the annual budget or approved by the Executive Committee, making all payments by check over her/his signature, although, in her/his absence, the Assistant Treasurer or the President may issue checks if their signatures have been authorized by the bank of deposit;
- c. Submit her/his records for audit by Budget and Finance Committee at the end of each fiscal year and present a financial report to the President and Executive Committee when so requested by them and to the members of each Association meeting.

Section 5. Assistant Treasurer. The Assistant Treasurer shall:

- a. Assist the Treasurer in the performance of her/his duties and, in the absence of the Treasurer, perform those duties.

Section 6. Liaison Responsibilities. Each person serving as a liaison between the President and the Committees on Operations, Educational and Protective Services, and Activities shall exercise supervision over her/his designated group of committees.

Section 7. Immediate Past President. The Immediate Past President shall act in an advisory capacity to the President and the Executive Committee, and shall serve as liaison to Activities Committee.

Section 8. Members-at-Large. Members-at-Large shall serve on the Executive Committee as representatives of the total membership. As such, they may suggest to the Executive Committee actions they consider beneficial to the membership and to the Association. and, on any matters under discussion, they shall seek to determine the will of the members and advise the Executive Committee of their appraisal.

Article XIII. COMMITTEES

Section 1. Executive Committee. The Executive Committee shall advise the President; consult with the Advisory Council; consider the budget prepared for each fiscal year by the Budget and Finance Committee, approving or modifying it for presentation with a recommendation at the Annual Business Meeting, and conduct the affairs of the Association between meetings.

Section 2. Primary Committee Groups. There shall be three (3) groups of committees: Operations, Consumer Services Group, and Activities, to which Standing Committees shall be grouped according to function. Each Standing Committee, under its Chairperson, shall work in conjunction with its designated liaison representative to carry out the business of that specific committee. The Chairperson of each Standing Committee shall be responsible for the selection of the members of that committee.

a. **Operation Group.** The Operation Group shall consist of the following Standing Committees: Budget and Finance, Bylaws, Membership and Recruitment, and Nominations.

Article XIII. COMMITTEES (Continued)

(1) **Budget and Finance.** The Budget and Finance Committees shall be composed of a chairperson and at least three (3) additional members. It shall prepare a budget for each new fiscal year, to be submitted to the Executive Committee meeting at least thirty (30) days prior to the final Executive Committee meeting of the fiscal year, submitting a report of its findings at an Association membership meeting; and advise the Executive Committee on all matters pertaining to the Association's finances.

(2) **Bylaws.** The Bylaws Committee, headed by its chairperson, shall report to the President its recommendations for action on any amendment to the Bylaws proposed by a member or a committee and shall initiate proposals for amendments it considers necessary or proper.

(3) **Membership and Recruitment.** The Membership and Recruitment Committee shall be composed of a chairperson and at least three (3) members. It shall maintain a record of information about members that may be pertinent and useful to the purposes of The Association. It shall transmit to the Maryland Retired School Personnel Association, subject to the approval of the President, such information as may be requested. The Chairperson shall notify the chairpersons of the Friendship and the Necrology Committees the death of any member.

It shall also seek to provide to currently active potential members such information as may help them to make sound decisions about their retirement and shall seek to enroll as members all newly retired teachers and other personnel of the Baltimore City Public Schools who may be eligible for membership.

(4) **Nominations.** The Nominations Committee shall be composed of a chairperson and three (3) members appointed by the President. It shall execute the duties prescribed in Article VII of these Bylaws.

(5) **Consumer Services Group.** The Consumer Services Group shall consist of the following Standing Committees: Member Benefits, Legislative and Retirement, and Publications and Publicity. Each Standing Committee shall be composed of a chairperson appointed by the President and members named by the chairperson.

a. **Member Benefits.** The Member Benefits Committee shall advise and assist members in matters concerning health, retirement and insurances offered by local, state, and national agencies. The chairperson shall provide liaison with both the Member Benefit Committee and the Legislative Committee of the State Association.

Article XIII. COMMITTEES (Continued)

b. **Legislative.** The Member Benefit and the Legislative Committee shall report to the members discussion and action by local, state, and national legislative bodies that may affect retirees and shall seek to provide to members complete and accurate information about current retirement regulations and benefits and about any charged that may occur.

c. **Publications and Publicity.** The Publications and Publicity Committee shall prepare and issue newsletters on a scheduled basis to keep members informed about the Associations varied and continuing activities, about legislative matters affecting the membership, and details pertinent to the health and growth of the Association. This committee shall seek ways to publicize the Association's activities and aims, in order to inform the larger community and to attract new members.

(4) **Activities Group.** The Activities Group shall consist of the following Standing Committees: Friendship, General Meetings and Luncheons, Tours, Outreach, Necrology, and Archives.

(1) **Friendship.** The Friendship Committee shall aid members who need friendly attention and shall report illness, disability, and death of members to the Membership Committee, and shall send appropriate remembrances.

(2) **General Meetings.** The General Meetings and Luncheon Committee shall be responsible for the logistics of all general meetings and luncheons.

(3) **Tours.** The Tours Committee shall arrange trips and tours for the Association in accordance with the interests of the members. These archives must receive the approval of the President and the Executive Committee.

(4) **Outreach.** The Outreach Committee shall discuss and explore the programs, services, and student based areas that would benefit most from contributions from the Association. The committee shall invite written proposals from public school personnel and other educational enterprises, indicating their projected use of funds. These proposals shall be sent to the chairperson of the committee. The committee will discuss the proposals and decide whether or not they agree with ABCPSR guidelines. The recommendation of the Outreach Committee will be brought to the Executive Board of the Association. If approved, the chairperson will submit a voucher requesting a check from the Treasurer. The chairperson will also contact the recipient of

the grant and agree upon a time and place to make the presentation. The President, Chairperson and/or representative from the Outreach Committee will formally present the check. After the presentation, a follow-up report is required from the recipient(s) indicating the results obtained from the funds allocated. All reports and copies of written communications shall be kept on file in the ABCPSR files and appropriately kept in our archival storage.

(5) **Necrology.** The Necrology Committee shall maintain basic records on all deceased members and shall report, at least annually, to the Local Association and to the State Association. Communication should be maintained with the chairperson of the Membership, Recruitment and the Friendship Committees.

(6) **Archives.** The Archives Committee shall be responsible for maintaining papers and documents of historical importance and value to the Association. These may include newsletters, luncheon programs, minutes of meetings, organizational charts, correspondence, workshop information, photographic materials, and Maryland Retired School Personnel Association (MRSPA) materials. It shall be responsible for keeping the Association's historical chronology up-to-date.

(7) **Ad Hoc and Special Committees.** Ad Hoc and special committees may be established as needed and as approved by the Executive Committee.

(8) **Presidential Discretion.** All presidential appointees to committee service shall serve at the President's discretion.

Article XIV. PARLIAMENTARY PROCEDURE

Section 1. Quorum (Association). A quorum for action at an Association meeting shall be constituted by the presence of at least sixty (60) members eligible to vote.

Section 2. Quorum (Executive Committee). A quorum for action at the Executive Committee meetings shall be constituted by the presence of a majority of the members.

Section 3. Robert's Rules. In situations not covered in the Bylaws, Robert's Rules of Order (latest version) shall serve as a guide to procedures.

Article XV. AMENDMENTS TO THE BYLAWS

Section 1. The Bylaws of the Association may be amended by a majority vote of the members present and eligible to vote at an Association meeting, provided that the proposed amendment, together with the Executive Committee's recommendation for action on the proposed amendment, has been presented in writing to the members at least thirty (30) days prior to the meeting.

Section 2. Any individual member or any committee may propose an amendment to these Bylaws, provided that at least (60) days prior to an Association meeting, the proposed amendment has been submitted in writing to the President. All proposed amendments, after referral to the Bylaws Committee, shall be presented, together with the Executive Committee's recommendation, at an Association meeting for action by the members.

Article XVI. PROXY VOTING

Section 1. Proxy voting shall be permitted in all meetings and activities of The Association.

Article XVII. INDEMNIFICATION

Section 1. Officers. The Association shall indemnify and advance expenses of the Association in connection with a legal proceeding to the fullest extent permitted by and in accordance with the Indemnification Section of the annotated code of Maryland (as amended from time to time.)

Section 2. Association Personal Liability. To the fullest extent permitted by Maryland statutory or decisional law, as amended or interpreted. No officer of this Association shall be personally liable to The Association or its members for money damages. No amendment of the Bylaws or repeal of its provisions shall limit or eliminate the limitation or liability provided to directors and officers hereunder with respect to any act or omission occurring prior to such amendment or repeal.

Article XVIII. DISSOLUTION

Section 1. Disposal of Assets by the Executive Committee. In the event or upon the dissolution of The Association, the Executive Committee shall, after paying or making provision for the payment of all the liabilities of The Association dispose of all of the assets of The Association exclusively for the purpose of The Association in such manner, or to such organizations organized and operated for educational purposes as shall at the time qualify as an exempt organization or organization under Section 501 (c) [3] [4] of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue Law, as the Executive Committee shall determine).

Section 2. Disposal of Assets by the Courts. Any such asset not so disposed of shall be disposed of by the appropriate state court of the city where the principal office is then located, exclusively for such purposes or to such educational organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

Article XIX. NON-DISCRIMINATION POLICY

Section 1. It is the policy of the Association to encourage participation in the activities of the organization through general membership, the Executive Committee, service on the committees and participation in all programs and service without regard to race, color, sex, age, religion, national origin, and disability, in accordance with applicable local, state, and federal laws and statutes pertaining to non-discrimination.

Article XX. CONFLICT OF INTEREST

Section 1. Prohibition of Assets. No member, director or officer of the Association shall have, as an individual, any interest or title to the assets of The Association and such assets shall be devoted exclusively to its purposes.

Section 2. Prohibition of Benefits. No member, director or officer shall gain financial or material benefit due to the position held without prior approval of the Executive Committee.

Section 3. Conflict. Whenever a member has cause to believe that a matter before the Executive Committee would involve the member in a possible conflict of interest, the member shall declare the interests.

Special Note.

The Executive Committee has approved a set of Administrative Procedures and placed them in a manual. These procedures serve as an operational Supplement to the Bylaws contained herein. The procedures are an essential reference to the governance and administration of the Association of Baltimore City Public School Retirees, Inc. (ABCPSR).