

**Articles of Incorporation**

**And**

**Bylaws**

of the

**Montgomery County Public Schools**

**Retirees Association**

# Articles of Incorporation

**First:** We, Marguerite G. Young, whose Post Office address is 8625 Irvington Avenue, Bethesda, Maryland 20817, and Daryl W. Shaw, whose Post Office address is 703 Brantford Avenue, Silver Spring, Maryland 20904, each being at least eighteen (18) years of age, are hereby forming a corporation under and by virtue of the General Laws of the State of Maryland.

**Second:** The name of the Corporation (which is hereinafter called “Corporation”) is Montgomery County Public Schools Retirees Association, Inc.

**Third:** The Corporation is organized to operate exclusively as a nonprofit business league or trade association within the meaning of Section 501 (c) (6) of the Internal Revenue Code of 1954 (or the corresponding provision of any further United States Internal Revenue Law). Its purposes are enumerated in the *Bylaws Article II – Purposes and Powers*.

**Fourth:** The Post Office address of the principal office of the Corporation in this State is P.O. Box 4367, Rockville, Maryland 20849-4367. The name and Post Office address of the Resident Agent of the Corporation in this State is Thomas E. Doyle, 101 N. Adams Street, Rockville, Maryland 20850. Said Resident Agent is an individual actually residing in this State.

**Fifth:** The Corporation is not organized for profit; it shall have no capital stock and shall not be authorized to issue capital stock. The number of, qualifications for and other matters relating to its members shall be as set forth in the Bylaws of the Corporation.

**Sixth:** The number of Directors of the Corporation shall be twenty-five (25), which number may be increased or decreased pursuant to the Bylaws of the Corporation, but shall never be less than three (3). The names of the Directors, who shall act until the first Annual meeting or until their successors are duly chosen and qualified are Marguerite G. Young, Daryl W. Shaw, Louis Monk, Marian Mize, Guy Jewell, Elizabeth Lechliter, Louise Walker, Jack MacHale, Joseph Tarallo, Frances Halverstadt, William Porter, Richard Grove, Marvel Hess, Guy Smith, Ernest Snodgrass, Richard Wagner, Pauline Lewis, Emerson Slacum, Albert Gibson, Alice Black, Angela Darby, Hazel Gilmore, Mary Darling, Agnes Nachman, and Thomas Stevenson.

**Seventh:** No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Third hereof. On dissolution of the Corporation, any funds remaining after payment of its obligations shall be distributed to one or more charitable educational, scientific or philanthropic organizations to be selected and designated by the Board of Directors, which qualify as exempt under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law).

**Eighth:** The Corporation may, by its Bylaws, make any other provisions or requirements for the arrangement or conduct of the business of the Corporation, provided the same is not inconsistent with these Articles of Incorporation or contrary to the laws of the State of Maryland or of the United States.

**Ninth:**

- (a) As used in this Article Ninth, any word or words that are defined in Section 2-418 of the *Corporations and Associations Article* of the Annotated Code of Maryland (the “Indemnification Section”), as amended from time to time, shall have the same meaning as provided in the Indemnification Section.
- (b) The Corporation may indemnify any corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative successfully defends on the merits or otherwise any proceeding referred to in subsection (b) or (c) of the Indemnification Section or any claim, issue or matter raised in such proceeding, the Corporation shall not indemnify such corporate representative under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by (1) an affirmative vote at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceeding; or (2) an affirmative vote, at a duly constituted meeting of a majority of all the votes cast by members qualified to vote who were not parties to the proceeding, that indemnification of such corporate representative is proper in the circumstances.

**IN WITNESS WHEREOF**, we have signed these Articles of Incorporation this 5<sup>th</sup> day of November, 1981, and we acknowledge the same to be our respective acts.

(Signed)

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Marguerite G. Young

(Signed)

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Daryl W. Shaw

# **BYLAWS**

## **Article I – Name**

The name of the organization shall be the Montgomery County Public Schools Retirees Association, Inc., hereinafter referred to as MCPSRA or the Corporation.

## **Article II – Purposes and Powers**

**Section 1.** The Corporation is organized to operate exclusively as a nonprofit business league or trade association within the meaning of Section 501 (c) (6) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law), and, more specifically,

- a. To encourage members to continue their interest in educational programs and in legislative and economic developments affecting public education;
- b. To improve the well-being of retirees and other persons who are directly concerned with the educational programs of the Montgomery County Public Schools;
- c. To promote and offer programs that will provide information useful to citizens, especially the retired;
- d. To cooperate with the Maryland Retired School Personnel Association and National Retired Teachers Associations;
- e. To consider and deal by all lawful means with common problems affecting retirees, to foster cooperative action, and to advance by all lawful means the common purposes of retirees;
- f. To provide education and information to those who regulate, supervise, and adopt or enact legislation, regulations, policies, pensions, or benefit plans affecting retirees;
- g. To provide a forum through discussion, study and publications for the professional exchange of ideas, techniques and experiences and for the expression on issues of concern to retirees; and
- h. To conduct or engage in all lawful activities in furtherance of the foregoing purposes, or relative thereto.

**Section 2.** The Corporation may exercise all powers available to nonprofit corporations organized under the applicable provisions of the Annotated Code of Maryland.

## **Article III – Membership**

**Section 1.** All personnel who retired from the public school system of Montgomery County and who are receiving benefits from the Montgomery County Public Schools or Maryland State Teachers Retirement and Pension Systems may become voting members of MCPSRA upon payment of annual dues. Membership shall include enrollment as a member of the Maryland Retired School Personnel Association (effective July 1, 2010).

**Section 2.** All personnel who (a) resigned from the public school system of Montgomery County after five or more years of service, or (b) retired from another Maryland public school system, or (c) have retired from an out-of-state public school system may become associate, non-voting members of MCPSRA upon payment of annual dues. Associate members may not hold elective office.

**Section 3.** Any person who has shown distinction in work related to the purposes of the Corporation may be accorded honorary membership. Honorary members shall be entitled to participate in all activities of the Corporation except voting and holding elective office.

**Section 4.** Any member who reaches the age of 90 years prior to July 1, 2010, shall be accorded an emeritus membership in MCPSRA and shall be exempt from the payment of annual dues and shall be able to participate in all the activities of the Corporation.

**Section 5.** Upon the payment of annual dues, spouses, and surviving spouses of active members shall be able to participate in all the activities of the Corporation, except voting and holding elective office.

#### **Article IV – Dues**

The amount of annual dues shall be recommended by the Board of Directors in support of the Corporation's projected budget and shall be approved by the membership prior to the beginning of the fiscal year (July 1), at which time the dues shall be payable.

#### **Article V – Officers**

**Section 1.** The elected officers of MCPSRA shall be President, Vice-President, Recording Secretary, and Treasurer.

**Section 2.** The president shall automatically become the Immediate Past President upon completion of his or her term of office.

**Section 3.** The term of office of the President, Vice-President, and Recording Secretary shall be two years. The term of office of the Treasurer shall be three years. No person shall be elected to the same office more than two successive terms.

**Section 4.** Officers shall be elected at the April Membership meeting, installed at the June Membership meeting, and shall assume their duties the following July 1.

**Section 5.** At the expense of the Corporation, the directors, officers and committee chairs of the Corporation shall be indemnified by a suitable Directors and Officers Liability Insurance Policy that also protects the Corporation from any malfeasance, misfeasance or nonfeasance by them.

#### **Article VI – Elections**

**Section 1.** With the approval of the Board of Directors, the President shall appoint a Nominating Committee consisting of a chair and four members. Not more than one member shall be from the current Board of Directors, and the President shall not serve as a member of this committee.

**Section 2.** The slate of officers shall be submitted by the Nominating Committee to the members at least two weeks prior to the scheduled elections. Nominations may be made from the floor provided the consent of the nominee has been obtained.

**Section 3.** The election of officers shall be by a plurality of those members present and eligible to vote.

### **Article VII – Meetings**

**Section 1.** Four luncheon-business meetings shall be held each fiscal year – one in October, one in February, one in April, and one in June.

**Section 2.** Additional meetings may be called by the President with the approval of the Board of Directors.

**Section 3.** Special meetings shall be called by the President at the written request of any 15 members of the Corporation. A quorum to do business shall consist of at least 15 voting members. A motion shall be considered passed by a plurality of those present and eligible to vote.

### **Article VIII - Amendments and Revisions**

**Section 1.** Any proposed addition, amendment to, or revision of the Bylaws shall be submitted to the members at least two weeks prior to the meeting at which a vote on the proposal is scheduled.

**Section 2.** Proposed amendments and revisions of Bylaws, and proposals to change the Corporation's dues, shall be voted on by the attending members eligible to vote and adopted by a plurality of the same.

### **Article IX – Duties of Officers**

**Section 1.** The Immediate Past President shall act in an advisory capacity to the President and to the Board of Directors.

**Section 2.** The President shall:

- a. Preside at the meetings of the MCPSRA and of the Board of Directors;
- b. Call meetings in accordance with the provisions of Article VII of the Bylaws;
- c. Represent the Corporation at meetings of civic, professional, and fraternal groups that invite representation from MCPSRA, or shall designate a representative;
- d. Appoint a Parliamentarian;
- e. Appoint chairs of the standing and special committees, and shall cooperate with the chairs in the selection of the committee members;
- f. Be a member *ex officio* of all standing committees;
- g. With the approval of the Board of Directors, fill any vacancy that may occur among the officers or committee chairs;
- h. Call to the attention of the members any situation influencing their well-being and shall ask support for actions required to deal with such situations; and
- i. With the approval of the Board of Directors, provide for an external audit of the financial accounts of the Corporation annually and whenever there is a change of Treasurer.

**Section 3.** The Vice President shall, in the absence of the President, carry out the duties of the President, shall be a member *ex officio* of the Hospitality Committee, and shall perform other tasks delegated by the President.

**Section 4.** The Recording Secretary shall take the minutes and maintain a complete record of business transacted at meetings of the Corporation and of the Board of Directors.

**Section 5.** The Treasurer shall:

- a. Receive and deposit those annual MCPSRA and Maryland Retired School Personnel Association, Inc., dues;
- b. Collect funds for purposes specifically designated by the Board of Directors (e.g., luncheons, special projects);
- c. At the direction of the Board of Directors, establish separate bank accounts for specified purposes, and deposit receipts in the appropriate accounts;
- d. Pay by check all financial obligations of the Corporation provided for in the annual budget or approved by the Board of Directors, and attach a letter of transmittal to payments of a non-routine nature;
- e. At each regular meeting of the Corporation and of the Board of Directors, submit a written report of the current financial status of the MCPSRA, including a record of all transactions completed since the last report, and provide an oral summary statement to the members present; and
- f. Be a member of the Budget Development Committee.

**Section 6.** The Parliamentarian shall advise the President concerning provisions in the Charter and Bylaws of the Corporation, and concerning parliamentary procedures as prescribed in the latest edition of *Robert's Rules of Order*.

## **Article X – Board of Directors and Standing Committees**

**Section 1.** The Board of Directors:

- a. Shall be composed of the officers of the Corporation and the chairs of standing committees;
- b. Shall meet regularly the first Thursday of each month or as called by the President, to which meeting the President may invite the chair of any special committee or other persons whose expertise may be of value to the Corporation;
- c. Shall conduct the business of MCPSRA between regular meetings except as limited by the Charter and/or Bylaws of the Corporation; and
- d. Shall approve the selection of auditor(s) to conduct all required external audits.
- e. A quorum to do business shall consist of sixty percent (60%) of the officers and standing committee chairs comprising the Board and a motion considered passed when approved by a plurality.

**Section 2.** The Standing Committees shall be: Archives; Auditing; Budget Development; Consumer Education; Hospitality; Insurance and Benefits; Legislative; Membership; Political Action; Public Relations; Publications; Recognition; Scholarship; Special Projects; Trips; and Louise S. Walker Scholarship Fund.

**Section 3.** Duties of the Standing Committees

- a. The Archives Committee shall collect, catalogue, and preserve the records of the Corporation.

- b. The Auditing Committee shall insure that the Corporation's financial records are audited each year by an independent auditor.
- c. The Budget Development Committee shall, based upon requests from Corporation officers and chairs of standing committees, prepare a budget for the ensuing fiscal year, and shall submit the budget to the Board of Directors.
- d. The Consumer Education Committee shall inform members about consumer matters of importance to them.
- e. The Hospitality Committee shall arrange for the program, facilities, menus, and other details related to the luncheon and business meetings of the Corporation.
- f. The Insurance and Benefits Committee shall represent the Corporation in matters concerning insurance and benefits, as directed by the President and with the approval of the Board of Directors.
- g. The Legislative Committee shall keep the Board of Directors informed about pending legislation affecting the retired, shall recommend action concerning legislation when appropriate, shall represent MCPSRA at hearings on legislation affecting public education and/or the welfare of members and report significant findings to the Board of Directors.
- h. The Membership Committee shall, prior to the June and October meetings, invite to become members of MCPSRA those eligible personnel recently retired or about to retire, and those previously retired who are not members of the Corporation, and after the fall meeting shall send a second invitation to the retired persons who have not become members; shall maintain an up-to-date record of dues-paying members; and shall prepare a directory of the members of MCPSRA.
- i. The Political Action Committee shall be concerned with the policies and procedures of local, state and federal governments. This will require development of appropriate political actions to support candidates for political office following a selection process by the Committee. The Committee shall provide Corporation members with appropriate information about Committee decisions, working in conjunction with the Legislative Committee. All actions of the Committee shall be in agreement with the Bylaws Article II -- Purposes and Powers.
- j. The Public Relations Committee shall prepare news releases to the media concerning activities of the Corporation and shall work with other groups and organizations to advance the purposes and powers of the MCPSRA.
- k. The Publications Committee, composed of an editor-chair and staff, shall, at the direction of the President, prepare and make arrangements for publication of the Newsletter and other publications.
- l. The Recognition Committee shall keep a record of deaths of members, and shall inform the Recording Secretary, the Membership Committee Chair, and editors of MCPSRA and MRSPA newsletters of the death of a member; it shall send cards to members known to be ill and to those known to have suffered a bereavement, shall make an appropriate expression of sympathy to families of deceased members, and shall inform the Board of Directors of an outstanding achievement or contribution of a member.
- m. The Scholarship Committee shall publicize the availability of scholarship monies to MCPS employees, shall screen applications, and shall select candidates to be recipients of scholarship monies.
- n. The Trips Committee shall plan trips of various types and lengths and offer these to members at an economical cost.
- o. The Louise S. Walker Scholarship Fund Committee shall be stewards and investors of the Walker Fund.



**Section 4.** Special Committees may be established by the President with the approval of the Board of Directors. A special committee is formally dissolved upon:

- a. Completion by the committee of its charge;
- b. The submission of a final written report by the committee chair, including a record of all receipts and disbursements;
- c. The transfer to the Treasurer of any unexpended funds;
- d. The recommendation of the President and approval of the Board of Directors of such dissolution; and
- e. Written notification to the chair of the committee and its members of the Board-approved recommendation.

**Section 5.** The chair of each committee shall provide the President with a written list of committee members by the October meeting of the Corporation.

#### **Article XI -- Dissolution**

In the event of dissolution, the assets and property of the Corporation remaining after payment of expenses and the satisfaction of all liabilities shall be distributed as determined by the Board of Directors or as may be determined by a court of competent jurisdiction upon application of the Board of Directors, for the nonprofit purposes of the Corporation or such charitable or educational organization as shall qualify under Section 501 (c) (3) of the Internal Revenue Code of 1954, as amended. Any of such assets not so distributed shall be disposed of for such purposes as directed by a judge of the Court of Appeals of the State of Maryland, or such other Court having jurisdiction over the Corporation.

#### **Article XII -- Corporation Seal**

The Corporate seal shall be in such form as shall be approved from time to time by the Board of Directors. The seal of the Corporation shall be kept by the Recording Secretary who may, in that capacity, affix it to any certificate in respect to Corporate matters. It may also be affixed on behalf of the Corporation by such other persons as may be authorized by the Board of Directors.

As amended by the membership, October 29, 2009