

Retired Public Employees of New Mexico (RPE)

Bylaws – ~~updated May of 2015~~

Last updated - May, 2019

Bylaw 1 OBJECTIVES

Objectives of the Association shall be implemented through but not limited to the following:

- A. Provision and distribution of educational information regarding the rights and benefits of retirees under the Public Employees Retirement Act.
- B. Provision of pertinent information to retired public employees by way of conferences, workshops, forums, correspondence and periodicals.
- C. Representing retirees and public employees before the various State Boards and Agencies, and the Legislature.
- D. Promotion of programs, facilities and services to enhance the quality of life in retirement.
- E. To encourage the active participation of all PERA retirees to be members of the Retired Public Employees of New Mexico.

Bylaw 2 MEMBERSHIPS

There are three (3) classes of memberships: Regular, Life, and Honorary.

- Regular - Dues-paying annuitants, beneficiaries of annuitants or dues paying member employed in a public agency belonging to PERA.
- Life – Members who chose to pay a designated one time fee, or surviving spouse covered under P.E.R.A. retirement. While this membership type is no longer offered it continues to be honored for all existing Life Memberships.
- Honorary – A non-dues paying membership that is awarded to an individual by a majority vote of the Board of Directors.

Memberships are not transferable except for life memberships, which are transferable only to an eligible surviving spouse.

Only Regular and Life membership classes have full voting rights at Annual Membership Meetings and in ~~RPENM~~ RPE elections.

Honorary memberships have no voting rights at any meeting.

Membership in ~~RPE~~ ~~RPENM~~ RPE will not be restricted in any way for reasons of race, creed, color, religion, gender, national origin, sexual preference, ancestry, physical or mental disability, or veteran status.

Bylaw 3 DUES

- A. All membership dues and fees are set by the Board of Directors and announced 60 days prior to the effective date.
- B. Dues collected will cover a period from July 1 through June 30 of the following year. (Example: 2006 Dues will cover the period of July 1, 2006 – June 30, 2007.)

Bylaw 4 MEMBERS IN GOOD STANDING

- A. Regular Members who have paid the required dues in accordance with these bylaws and whose membership has not been terminated shall be members in good standing.
- B. Honorary and Life members shall be considered members in good standing if their memberships have not been terminated.

Bylaw 5 TERMINATION OF MEMBERSHIP

A membership shall terminate on occurrence of any of the following events:

- A. Resignation of the member;
- B. Death of the member;
- C. Expiration of the period of membership, unless the membership is renewed on the renewal terms fixed by the Board;
- ~~D. The members failure to pay dues set by the Board. within 30 days after they are due and payable;~~
- E. Any event that renders the member ineligible for membership, or failure to satisfy membership qualifications;

Termination of membership under these bylaws will be based on the good faith determination by the Board of Directors that the member has failed in a material and serious degree to observe the rules of conduct of the corporation, or has engaged in conduct materially and seriously prejudicial to the corporation's purposes and interests.

If grounds appear to exist for terminating a member under Bylaw 5 above, the following procedure shall be followed:

1. The Board shall give the member at least 15 calendar days prior notice of the proposed termination and the reasons for the proposed termination. Notice shall be given by any method reasonably calculated to provide actual notice. Notice given by mail shall be sent by first-class or registered mail to the member's last address as shown on the corporation's records.
2. The member shall be given an opportunity to be heard, either orally or in writing, at least five calendar days before the effective date of the proposed termination. The hearing shall be held, or the written statement considered, by the Board to determine whether the termination should occur.
3. The Board shall decide whether the membership should be terminated by a majority vote of the Board. Upon termination of membership, any dues paid by the former member for that calendar year will be refunded on a pro rata basis.
4. Any action challenging a termination of membership, including a claim alleging defective notice, must be commenced, in writing, within thirty (30) calendar days of the date of termination.

Any person whose membership has been terminated under Bylaw 5, above, may rejoin ~~RPEM~~ RPE only by petitioning the Board of Directors. The Board of Directors decision is final.

Bylaw 6 REMOVAL OF BOARD MEMBER

Board members will comply with the ~~RPEM~~ RPE Bylaws, Procedures, and Rules of Conduct or will be subjected to removal by a majority vote of the board of directors. The decision by a majority vote of the board of directors will be final.

Bylaw 7 OFFICERS AND ELECTIONS

The Board of Directors shall be composed of not more than sixteen (16) members:

- Elected Board members (maximum of 12, including officers);
- Immediate Past President that can serve for a maximum of 2 years, or until the next regularly scheduled Board of Directors election, or until the election of a new president, whichever period is shorter.

- The ~~RPENM~~ RPE Member in good standing selected to serve on the Retiree Health Care Board of Directors, if serving in an appointed position (not elected by the ~~RPENM~~ RPE membership) will not have voting rights or be eligible to run for election as a board officer. The RHCA representative may serve on committees as assigned by the ~~RPENM~~ RPE President. The ~~RPENM~~ RPE President or designee will appoint an alternate in the absence of the RHCA representative.
 - The two (2) retiree members of the P.E.R.A. Board of Directors, who are members in good standing of ~~RPENM~~ RPE shall be ex officio members without voting rights unless in a board position election elected by the ~~RPENM~~ RPE membership.
- A. To qualify for election to the Board of Directors, the candidate must have been an active and participating member in good standing of ~~RPENM~~ RPE for at least one year and have the ability and be willing to serve on the Board. [Each member of the board of directors will abide in all aspects of the ~~RPENM~~ RPE Bylaws, Procedures and Rules of Conduct.]
 - B. The membership shall elect the Board of Directors, except for P.E.R.A. and R.H.C.A. members, by ballot prior to the Annual Membership Meeting in the spring. One half of the twelve (12) Board of Directors will be elected by the membership for four (4) years. Exception: In the event the number of candidates does not exceed the number of vacancies, qualified candidates will be elected by default. Write in candidates will not be allowed.
 - C. On the day before the Annual Meeting of the ~~RPENM~~ RPE membership, the Board of Directors for the ensuing year shall meet and elect its officers for the year. New board members will be installed before any business is conducted.
 - D. Regular and Life members of ~~RPENM~~ RPE shall have one vote for nominees on the ballot for Board of Directors and one vote on motions and resolutions presented at the Annual Meeting.
 - E. The Board, at its Fall meeting, will select a regular or life member to represent the Association on the Retiree Health Care Authority Board. If circumstances warrant, a change can be made in the RHCA representative by a majority vote of Directors in office at any time.
 - F. Any elected member of the Board of Directors that resigns his/her position must sit out one full election cycle before being able to run for the Board of Directors.

Bylaw 8 MEETINGS

- A. Annual Membership Meeting - The Annual Meeting of the ~~RPE~~ RPE membership shall be held in the spring at a time and place set by the Board of Directors or their agent; with notice of said meeting to be distributed to the membership at least thirty (30) days prior to the meeting.
- B. Board of Directors Meetings - The Board of Directors shall meet at least twice a year, one of which shall be held the day before the Annual Membership Meeting. Other meetings of the Board of Directors shall be at the call of the President or by petition to the President of at least five board members. Written notice thereof shall be given at least five (5) days in advance and state the matters to be considered. All meetings are open unless specified as "Executive Meeting" which are confined to the Board of Directors.

Bylaw 9 QUORUMS

- A. At any meeting of the Board of Directors there shall be a quorum comprised of a majority of the voting Board members.
- B. At the Annual Meeting only ~~RPE~~ RPE members in good standing are eligible to vote. The total number of ~~RPE~~ RPE members, in good standing, present at Annual Meetings shall constitute a quorum.

Bylaw 10 TERMS OF OFFICE

- A. Board members are elected for a term of four (4) years and may serve for¹ two (2) consecutive full four (4) year terms after which they must sit out at least two (2) years before they may run for re-election. A board member filling a vacancy for an unexpired term of a Director is qualified to be elected to the Board of Directors by the membership for two (2) four (4) year terms.³
- B. The Board President shall serve no more than 2 consecutive full two (2) year terms.

Bylaw 11 VACANCIES

- A. If a vacancy occurs due to a resignation, dismissal, or the inability of an elected Board member to serve, it may be filled by the approval of the majority of the board.
- B. Absence of an elected Board member from two (2) consecutive Board Meetings, unless excused by the President, shall constitute a voluntary resignation and declaration of a vacancy to be filled as provided in Bylaw 10 A. All excuses by the

Board Member must be received by the President in writing, by email or regular mail at least 24 hours prior to the meeting.

Board Members filling a vacancy shall serve for the unexpired term of the director being replaced.

Bylaw 12 DUTIES - OFFICERS

- A. President. Sets agenda and conducts meetings. Assigns committees and selects committee chairs, co-chairs, and members. Exercises leadership role, assures that motions and resolutions passed are carried out, enforces rules, regulations and policies and ~~RPE~~ RPE Rules of Conduct. Represents ~~RPE~~ RPE in public and serves in an ex-officio capacity on ~~RPE~~ RPE Committees.
- B. First Vice-President. Serves as President in the absence of the President. Acts as Liaison between the Board & Chapters. Serves as Chair of the Membership Committee.
- C. Second Vice-president. Serves as President in the absence of both the President and First Vice-president. Serves as Chair of the Election Committee.
- D. Secretary. Records and reports the minutes of all Board Meetings and the Annual Meeting and distributes the minutes of such meeting to the Board of Directors within thirty (30) working days of the meetings. **Minutes should include a summary of all motions and results.** These duties may be delegated.
- E. Treasurer. The Treasurer shall keep a complete record of all fees and revenues received and of all disbursements made, and shall make periodic reports to the Board of Directors and to the membership at the annual meetings of all moneys received and all disbursements made and the purpose thereof. These duties may be delegated.

Bylaw 13 DUTIES - BOARD OF DIRECTORS

- A. Employ an Executive Director to serve as the administrative officer and business manager; maintain official files and records; edit and publish the Newsletter; issue ~~membership cards and~~ notices for renewals; and perform such other duties as agreed to and approved by the Board of Directors.
- B. Employ legal counsel or other professional help as necessary.
- C. Perform other duties as elsewhere provided herein and by law and otherwise manage the affairs of the Corporation. It shall be responsible to set policy in all matters and enforce such policy.

- D. Cause all Board members and employees to be covered by errors and omission insurance as deemed appropriate.
- E. Executive Committee, comprised of officers as defined in Article IV Section 1 of the Articles of Incorporation, shall have and exercise all of the powers of the Board of Directors in the management of the business affairs of said Corporation in emergencies when the Board of Directors are not in session. **Any decisions made interim of meetings must be ratified by the Directors at the next scheduled meeting.**
- F. No member of the Board of Directors shall accept any fee for service given to Retired Public Employees of New Mexico except for reimbursement of expenses. **The only exception is for duties performed by the Treasurer, at the rate approved by the Board**

Bylaw 14 COMMITTEES

All committees are appointed by the President, have a minimum of 3 members in good standing, and will be chaired by an ~~RPENM~~ **RPE** member. A co-chair may be appointed by the President.

Election. The committee shall receive nominations for Board membership, and prepare a ballot for an election prior to the next Annual Meeting. Nominations may be made only by petition signed by twenty ~~ten (20)~~ **(10)** or more members of ~~RPENM~~ **RPE** in good standing.

Legislative. The committee shall propose, monitor and report legislative action affecting RPENM.

Budget/Finance. The committee, with the treasurer acting as chair, prepares a budget for approval by the Board at the Fall Meeting.

Audit. The committee will review all assets and liabilities and make recommendations regarding investments and the overall financial health of the corporation.

Membership. The committee shall promote membership in the organization through various avenues.

Bylaws, Rules, and Procedures. The committee shall propose updates and changes to the corporations Bylaws, Rules, and Procedures to the board of directors. Ensure that there are no conflicts between the procedures and Bylaws and that our Bylaws and procedures fully comply with our mission statement.

~~Revenue. Takes responsibility for identifying and implementing ideas for increasing the income of RPENM, and the benefits for RPENM membership.~~

The President may appoint committees as needed.

Bylaw 15 REPORTS

All officers, the Executive Director and Committee Chairpersons shall provide an annual report to be presented at the Annual Membership Meeting and filed at the principal office of the corporation as a part of the minutes. Reports should be submitted in both electronic and hardcopy formats.

Bylaw 16 NEWSLETTER

An official Newsletter shall be prepared and published by the Executive Director (with prior approval of the President) at least three (3) times a year.

Bylaw 17 ORDER OF BUSINESS

All business shall be conducted in compliance with current editions of Roberts Rules of Order as a guideline only.

Bylaw 18 CHAPTERS

- A. Local Chapters of ~~RPENM~~ RPE may be organized in cities and counties in New Mexico for the benefit of the Association. A minimum of twelve (12) members will be required to form and remain a chapter in good standing.
- B. Chapter Bylaws shall not conflict with the Articles of Incorporation or Bylaws of ~~RPENM~~ RPE.
- C. Chapters shall comply with ~~RPENM~~ RPE Chapter guidelines and directives of the board of directors of ~~RPENM~~ RPE. Failure to comply with ~~RPENM~~ RPE guidelines and directives of the board of directors of ~~RPENM~~ RPE shall result in the termination of the Chapter as described in paragraph I below.
- D. Chapters shall notify in writing to the President and Executive Director within thirty (30) days of their election, any changes thereon.
- E. Chapters shall not conduct business in a manner that would jeopardize the non-profit status of the corporation or engage in conduct materially and/or seriously prejudicial to the corporation's purposes and interests as determined by the ~~RPENM~~ RPE Board of Directors. All chapter members will comply with the ~~RPENM~~ RPE Bylaws, Procedures and Rules of Conduct during the course of a meeting.

- F. Chapters may draw upon ~~RPENM~~ RPE members in good standing residing within the boundaries of the area they intend to serve. ~~RPENM~~ RPE members may choose to join any other chapter regardless of location but may not be a voting member in more than one chapter.
- G. A Chapter may dismiss a member from the chapter's membership (not from ~~RPENM's~~ RPE's membership) for conduct detrimental to ~~RPENM~~ RPE. This action may be appealed by the affected member to the ~~RPENM~~ RPE Board of directors only.
- H. A chapter may petition ~~RPENM~~ RPE to terminate the individual's membership in ~~RPENM~~ RPE.
- I. Termination of a Chapter under these bylaws will be based on the good faith determination by the Board of Directors that the Chapter has failed in a material and serious degree to observe the rules of conduct of the corporation, or has engaged in conduct materially and seriously prejudicial to the corporation's purposes and interests.

If grounds appear to exist for terminating a chapter under Bylaw 17.I above, the following procedure shall be followed:

1. The Board shall give the Chapter at least 15 calendar days prior notice of the proposed termination and the reasons for the proposed termination. Notice shall be given by any method reasonably calculated to provide actual notice. Notice given by mail shall be sent by first-class or registered mail to the Chapter President's last address as shown on the corporation's records.
2. The Chapter shall be given an opportunity to be heard, either orally or in writing, at least five calendar days before the effective date of the proposed termination. The hearing shall be held, or the written statement considered, by the Board to determine whether the termination should occur.
3. The Board shall decide whether the Chapter should be terminated by a majority vote of the Board. Upon termination the Chapter's funds and documents must be transferred to ~~RPENM~~ RPE.
4. Any action challenging the termination of a Chapter including a claim alleging defective notice must be commenced, in writing, within thirty (30) calendar days of the date of termination.
5. The decision of the Board of Directors regarding termination of a Chapter is final.

Bylaw 19 AMENDMENTS

These Bylaws may be amended at any regular or special meeting of the Board of Directors by a majority vote of the Board Members present and voting provided, however that the amendments are not in conflict with the Articles of Incorporation, and provided further that such amendments to the bylaws shall not become effective until ratified by a majority vote of the general membership present and voting at the next annual meeting, and provided further that written notice has been given at least thirty (30) days prior to the annual meeting.

These Bylaws shall supersede all other Amended Bylaws of this Association.

STATEMENT

These Bylaws reflect the most updated version as adopted by the RPENM Membership and Board of Directors on the 2nd 4th day of May, 2015 2019, at the annual membership meeting in ~~Santa Fe~~ Albuquerque, New Mexico. Any and/or all amendments were ratified by a majority vote of the Membership and the Board of Directors present and voting.

In witness whereof we have hereunto subscribed our names on this 26th (to be complete in May, 2019) day of May, ~~2015~~ 2019.

~~_____
Dan Mayfield, RPENM President~~ **Joel Pafford, RPE President**

ATTEST:

~~_____
Stephanie D Goodrich, Secretary~~ **Current Secretary**

CORPORATE ACKNOWLEDGMENT

State of New Mexico)
) ss.
County of Bernalillo)

The foregoing instrument was acknowledge before me this _____ day of May, 2019 by Joel Pafford, RPENM RPE President, and _____, Secretary of Retired Public Employees of New Mexico, a non-profit corporation, on behalf of the corporation.

Notary Public

My Commission Expires: _____