

**Fairfax County Retired Educators
2008 Revision of 2005 Revision
Fairfax County Retired Educators, Inc.
Bylaws**

ARTICLE I – NAME

The name of the organization shall be the Fairfax County Retired Educators, Inc., hereafter referred to as "the Association." The Association shall be incorporated as a 501 (c) (7) non-profit corporation incorporated under the laws of the Commonwealth of Virginia. The principal office of the Corporation shall be located in the Commonwealth of Virginia.

ARTICLE II – PURPOSES

Section 1. The Association is operated solely for the benefit of its members. All funds shall be used to further the purposes stated herein.

Section 2. The purposes of the Association shall be:

- A. To assist retired and active education employees in maximizing retirement benefits and opportunities;
- B. To promote the social, professional, educational, and economic welfare of retired school employees;
- C. To engage in legislative projects to protect and improve retirement benefits;
- D. To meet with members for the exchange of ideas and information of common interest;
- E. To support future educators by a scholarship fund; and
- F. To organize activities of interest for members.

ARTICLE III – GOVERNANCE

The Association shall be governed by its own officially adopted Bylaws.

ARTICLE IV - MEMBERSHIP

There shall be two categories of membership:

Section 1. **ACTIVE MEMBERSHIP:** Active membership shall be open to all retired personnel of education systems.

Section 2. **ASSOCIATE MEMBERSHIP:** Associate membership shall be open to any family member or friend of present and former FCRE members on the payment of prescribed dues. Associate members shall be recommended by active members.

ARTICLE V – DUES

- Section 1. Annual and multiple-year dues for all categories of membership shall be determined by the Board of Directors no later than February 15 and approved by the members at the next-to-last general membership meeting of the fiscal year.
New members, who join in their first year of retirement, shall pay no annual dues for that first year.
- Section 2. In order to maintain the benefits of membership, continuing members shall pay current dues no later than August 31.
- Section 3. Dues of first time members received by the treasurer within three months of the end of the fiscal year (i.e., on or after April 1) shall be credited to the following fiscal year.

ARTICLE VI – FINANCE

- Section 1. The fiscal year of the Association shall begin July 1 and end on June 30 of the following year.
- Section 2. The Association shall provide for such audit and control of its finances as are necessary for their complete accounting and safekeeping within three (3) months of the closing of the fiscal year.
- Section 3. A recommended annual budget for the next fiscal year shall be prepared by the Treasurer with advice and consent of the Budget and Finance Director and shall be presented to the Executive Committee at the next-to-last meeting of the current fiscal year. After passing the Executive Committee, the budget shall be presented at the Board of Directors at the next-to-last Board of Directors meeting for the current fiscal year.
- Section 4. After the Board of Directors has reviewed, modified, and accepted the recommended budget, the budget document will be presented at the final general membership meeting of the current fiscal year for a vote of Association members.

ARTICLE VII - OFFICERS

The elected officers of the Association shall be president, president-elect, vice president, secretary, and treasurer. All elected and appointed officers shall be active members. The president will serve another year as past president.

ARTICLE VIII - ELECTIONS AND TERMS OF OFFICE

- Section 1. The officers of the association shall be president, vice president, secretary, and treasurer. The president and treasurer shall serve a two year term. The vice president and secretary shall serve a one year term. In the second year of the president's term, a president-elect shall be elected.
- Section 2. In any year in which there is only one nominee for each elected FCRE office, the Board of Directors shall recommend acceptance of the slate of candidates by acclamation at the second-from-last general membership meeting of the fiscal year.
- Section 3. Elections, in which there is more than one candidate for any office, shall be conducted by mail ballot included with the newsletter published prior to the next-to-last general membership meeting of the fiscal year.

2008 Revision of FCRE Bylaws

- Section 4. All officers shall take office on July 1. The current president-elect shall move into the office of president and then shall serve for a period of two years. The person elected as treasurer shall serve for two years.
- Section 5. In the event the office of president should become vacant, the vice president shall become president for the unexpired portion of the term.
- Section 6. In the event an officer is incapacitated or fails to perform the duties of office, a three-fourths (3/4) vote of the Board of Directors will remove that officer for cause.
- Section 7. The Board of Directors shall have the power to fill any other vacancies by a simple majority vote.

ARTICLE IX – BOARD OF DIRECTORS

- Section 1. The Board of Directors shall include the officers of the Association, the immediate past president, and directors named in Article XIII.
- Section 2. The Board of Directors shall:
- A. Meet prior to each of the general membership meetings of the Association; in addition to those meetings, the president may call special meetings if needed;
 - B. Make plans for conducting the business of the Association;
 - C. Administer the Association's affairs between general membership meetings and report actions to the membership, when appropriate.
- Section 3. A quorum for a meeting of the Board of Directors shall be a simple majority of voting members of the Board who are elected or appointed.

ARTICLE X - EXECUTIVE COMMITTEE

- Section 1. The Executive Committee shall include the officers of the Association and the immediate past president. The president may wish to invite other members in an advisory capacity for specific purposes.
- Section 2. The Executive Committee shall have the authority to act for the Board of Directors between meetings of the Board.
- Section 3. All expenditures of money must be approved by the Executive Committee. The Executive Committee shall be responsible for the financial management of the Association.
- Section 4. A meeting of the Executive Committee may be called by the president, or by any two members of the committee, for the consideration of special matters between regular meetings of the organization and the Board of Directors.
- Section 5. Appointments of directors and special committee chairs shall be made by the president.
- Section 6. The Executive Committee shall serve as a committee of advisors and facilitators for the vice president's Program committee.
- Section 7. A quorum for a meeting of the Executive Committee shall be a simple majority of voting members of that Committee.

ARTICLE XI - NOMINATING COMMITTEE

- Section 1. The Nominating Committee shall include five (5) to seven (7) members elected by the general membership. The selection of nominees to this committee will take place during the business portion of the second membership meeting of the year.
- Section 2. Nominations for election of committee members shall be made from the floor, provided the individual has agreed to be nominated.
- Section 3. If five to seven people are nominated from the floor, the president may entertain a motion that the five to seven nominees be elected by acclamation.
- Section 4. If more than seven people are nominated for this committee, the election of the seven members will be held at the business portion of the third membership meeting of the year.
- Section 5. The president of the Association will meet with the Nominating Committee and name one member of the committee as chairman and instruct the committee in its duties.
- Section 6. The Nominating Committee shall prepare a slate of nominees to be presented at third-from-last general membership meeting prior to the end of the fiscal year. Other nominations may be made from the floor at that meeting provided prior consent of the nominee has been obtained. The slate of nominees shall also be published in a newsletter prior to the next-to-last general membership meeting.

ARTICLE XII - DUTIES OF OFFICERS

- Section 1. The president shall:
- A. Preside at all general meetings and at meetings of the Board of Directors and Executive Committee;
 - B. Appoint directors of directorships, the parliamentarian, chairs of special committees and other special advisors, as needed;
 - C. Call special meetings of the Board of Directors and the Executive Committee at his/her discretion;
 - D. Review disbursements from the treasury;
 - E. Instruct each directorship and committee as to its duties;
 - F. Commit to ensuring continuing implementations of programs and management functions of the Association;
 - G. Act as an ex-officio member of all directorships and committees, except the Nominating Committee;
 - H. Serve on the Board of Directors of the W. Harold Ford Scholarship Foundation; and
 - I. Establish with the other officers the calendar for the year as to dates for the luncheons, dates for meetings of the Executive Committee, and dates for the meetings of the Board of Directors.
- Section 2. The president-elect shall:
- A. Establish with the other officers the calendar of dates for luncheons, Executive Committee meetings, and the Board of Directors meetings;
 - B. Act as the representative of the president when requested;

2008 Revision of FCRE Bylaws

- C. Serve on and participate in the work of the Member Services Directorship;
- D. Serve in such other capacities as deemed appropriate by the president;
- E. Serve on the Board of Directors of the W. Harold Ford Scholarship Foundation; and
- F. Serve on the vice president's Program committee.

Section 3. If a vacancy occurs in the office of the president, the vice president shall succeed to the office of the president for the remainder of the term. The president-elect will then serve two years as president.

Section 4. The vice president shall:

- A. Chair the Program Directorship to decide the programs for the Association's luncheons. The other officers shall serve as advisors and facilitators to help the vice president determine the luncheon programs;
- B. Establish with the other officers the calendar for the year, dates of the luncheon meetings, Executive Committee meetings, and the Board of Directors meetings;
- C. Perform such other duties as are assigned by the president; and
- D. Serve on the Board of Directors of the W. Harold Ford Scholarship Foundation.

Section 5. The secretary shall:

- A. Record and keep a permanent file of the minutes of all general meetings, meetings of the Board of Directors, and meetings of the Executive Committee;
- B. Have available for reference at all meetings a copy of the Association Bylaws, a copy of the Association Policy Manual, and a list of officers and committees;
- C. Attend to correspondence of the Board of Directors as required by the president and the Association;
- D. Supervise files of incoming and outgoing official and legal communications of the Board of Directors;
- E. Establish with the other officers the calendar for the year and dates of luncheon meetings, Executive Committee meetings, and Board of Directors meetings;
- F. Serve on the Board of Directors of the W. Harold Ford Scholarship Foundation; and
- G. Serve on the vice president's Program committee.

Section 6. The treasurer shall:

- A. Serve as the Registered Agent of the Corporation;
- B. Collect and record the receipt of dues from members;
- C. Receive and record any other funds coming to the Association;
- D. Pay all bills presented for payment as approved by the president or the Board of Directors;
- E. Be responsible for keeping a record of all transactions;
- F. Render financial reports at each meeting of the Board of Directors and of the general membership;
- G. Present the Association's financial records for an annual audit;
- H. Serve on the Budget and Finance Directorship;

2008 Revision of FCRE Bylaws

- I. Establish with the other officers the calendar for the year, and dates of the luncheon meetings, the Executive Committee meetings, and Board of Directors meetings;
- J. Serve on the Board of Directors of the W. Harold Ford Scholarship Foundation; and
- K. Serve on the vice president's Program committee.

Section 7. The past president shall:

- A. Serve on the Executive Committee for one year following his own term of office;
- B. Serve on the vice president's Program committee; and
- C. Serve in other capacities as directed by the president.

ARTICLE XIII - DIRECTORSHIPS AND COMMITTEES

Section 1. The Association shall have the following Directorships:

- A. Budget and Finance
- B. Communications
- C. History and Records
- D. Information & Publications
- E. Legato School Museum
- F. Legislative
- G. Luncheon Coordinator
- H. Member Activities
- I. Member Services - Tours
- J. Membership
- K. Programs
- L. Retiree Benefits
- M. Scholarship

Section 2. Special committees may be appointed by the president.

ARTICLE XIV - MEETINGS AND QUORUM

Section 1. Regular meetings of the Association shall be held at least four times a year on dates to be selected by the president and confirmed by the Executive Committee. The annual corporation meeting shall be held before the end of the fiscal year.

Section 2. Special meetings of the Association may be called by the president, the Board of Directors, or by written request to the Board of Directors of ten (10) Association members. Notice of a special meeting date shall be communicated to the members at least ten (10) days in advance of that meeting. Only business for which notice has been given shall be transacted at that meeting.

Section 3. A quorum shall consist of members present at a meeting officially announced in the newsletter mailed to all members.

ARTICLE XV - AMENDMENTS TO BYLAWS

Section 1. Proposed amendments to these *Bylaws* may originate with the Board of Directors.

2008 Revision of FCRE Bylaws

- Section 2. In addition, suggestions for amendments may be submitted to the Board of Directors by ten (10) or more individual Association members. The Board of Directors shall evaluate and edit all such suggestions for amendments and forward them to the membership with positive or negative recommendation.
- Section 3. Prior written notice of the regular or special membership meeting of the Association at which a bylaw amendment vote will be conducted shall be sent to the Association membership at least thirty (30) days in advance of that meeting.
- Section 4. Bylaw amendment proposals shall be available for review by all members at the Association office at least thirty (30) days prior to the regular or special membership meeting of the Association at which a vote will be conducted. Copies of such proposals shall also be available for review at the meeting at which the vote will be conducted.
- Section 5. These *Bylaws* may be amended by a majority vote of members present for the meeting at which action is taken.
- Section 6. On occasion, the text of the Association's *Bylaws* may require editorial correction with the approval of the Board of Directors but without an all-member vote.
- Editorial correction includes changes in clarity, spelling, word order, word choice, grammar, numbering sequences, or punctuation.
- Any member of the Association may challenge an editorial correction in person or by written statement at any general membership meeting or at any meeting of the Board of Directors.

ARTICLE XVI - RULES OF ORDER / PARLIAMENTARY AUTHORITY

The rules contained in *Robert's Rules of Order Newly Revised* shall govern this Association in all cases in which they are applicable and only if they are consistent with these *Bylaws*.

ARTICLE XVII – FOUNDATION

- Section 1. The W. Harold Ford Scholarship Foundation, Inc. (hereafter, the Foundation), a 501 (c) (3) not-for-profit corporation, shall be a wholly-owned subsidiary of the Fairfax County Retired Educators, Inc.
- Section 2. The Foundation shall be operated according to the Bylaws of the Foundation.

ARTICLE XVIII – DISSOLUTION

- Section 1. DISSOLUTION. In the event the Association's Board of Directors decides to dissolve the Corporation, the assets of the Corporation, after payment of all outstanding obligations, shall be transferred to the W. Harold Ford Scholarship Foundation, Inc.