

Bylaws

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1.0 **PURPOSE** The purpose of the Bylaws is to establish a set of rules to define the structure of, and govern the functions of, the Society.

2.0 **ELECTION, DUTIES, SUCCESSION AND RECALL OF OFFICERS**

2.1 **Election of Officers**

To be eligible for nomination and election a member must be in good standing. In good standing is defined as having paid current dues and not having been removed according to the constitution.

Nominations shall be made and elections held at the last regular meeting of the calendar year. The newly elected officers shall assume office January 15th following election. The terms of office shall be for two years with the President and the Secretary being elected in even numbered years and the Vice-President, Treasurer and Steering Board Chairperson being elected in odd numbered years.

2.2 **Duties of Elected Officers**

2.2.1 **President.**

The president is the chief executive of the Society and shall have the following duties:

2.2.1.1. Coordinate all activities of the Society.

2.2.1.2. Preside at the general meetings and the special membership meetings.

2.2.1.3. Attend all Steering Board meetings.

2.2.1.4. After coordinating with other Steering Board members, represent the Society to the Society of Professional Engineering Employees in Aerospace (SPEEA) and/or others.

2.2.1.5. Appoint special committees to perform tasks not defined in paragraph 3.0.

2.2.1.6. Appoint the Chairperson of each standing committee.

2.2.1.7. Upon the request of a member, the President shall at his/her discretion, authorize the printing and mailing or e-mailing of a copy of the latest revision of the Governing Documents to that member if they cannot access them via our website. In accordance with the constitution section 3.5, The president shall decide whether to approve making the Membership List available to members or affiliated organizations upon request. A Membership List made available to a member shall be for internal use only. A person or group misusing membership information shall be notified in writing and asked to retract any published use and to cease such use.

2.2.1.8. May remove any appointed Representative, Committee Chairperson, Committee member or other appointed person whenever in his/her judgment the best interest of the Society will be served. This removal shall be without prejudice to the person removed.

2.2.2 **Vice-President**

The vice-President is the assistant chief executive of the Society and shall have the following duties:

2.2.2.1 Assist the President.

2.2.2.2 Assume the President's duties in their absence.

2.2.2.3 Succeed to President's office in event that office is vacated.

2.2.2.4 Attend all Steering Board meetings.

2.2.2.5 Assume the duties of the Steering Board Chairperson in their absence.

2.2.3 **Secretary** The duties of the Secretary shall be as follows:

2.2.3.1 Keep all Society minutes.

2.2.3.2 Maintain records of all correspondence of the Society.

2.2.3.3 (Deleted)

2.2.3.4 Perform all the duties of the President in the absence of the President and Vice-President.

2.2.3.5 Attend all Steering Board meetings.

2.2.3.6 Maintain a copy of the current Governing Documents with all approved revisions attached.

2.2.4 **Treasurer** The duties of the Treasurer shall be as follows:

2.2.4.1 Collect all funds and deposit them into authorized Society accounts.

2.2.4.2 Disburse funds as authorized.

2.2.4.3 Notify each member when dues are due or are in arrears.

2.2.4.4 Maintain legible and accurate financial records.

2.2.4.5 Report the financial condition of the Society at the general meeting.

2.2.4.6 Perform duties of the President in the absence of the President, Vice-President and Secretary.

2.2.4.7 Attend all Steering Board meetings.

2.2.4.8 At the last Steering Board meeting of the calendar year identify the amount of earned income available for distribution to charities in accordance with Bylaw Para:6.2.

2.2.4.9. Request and retain receipts for expenditures

2.2.4.10. Document, report, and resolve any checks received that cannot be accepted as-is by the financial institution of deposit.

2.2.5 **Steering Board Chairperson** The duties of the Steering Board Chairperson shall be as follows:

2.2.5.1 Preside at all Steering Board meetings.

2.2.5.2 Schedule Steering Board meetings prior to all membership meetings.

2.2.5.3 Coordinate activities and reports of standing committees.

2.2.5.4 Be responsible for the publication of the newsletter.

2.3 **Succession of Elected Officers**

2.3.1 If the office of President is vacated, the Vice-President shall succeed to the office per Para:2.2.2.3.

2.3.2 If the office of the Vice-President, Secretary, Treasurer or Steering Board Chairperson becomes vacant, the President shall appoint a member to said office with a majority approval of the remaining Steering Board members. A majority vote of the members present at the next general membership meeting shall be required for confirmation. Nominations may be made from the floor before confirmation voting. In such case an election for said office shall be held at that meeting.

2.4 **Recall of Elected Officers**

2.4.1.a. Any member of the Society may charge an elected officer with malfeasance or misfeasance of office or failure to comply with the Governing Documents. Such charge shall be made in writing, describing the charge or failure, and shall be sent to the Governing Documents Committee Chairperson.

2.4.1.b. The Governing Documents Committee Chairperson shall convene a meeting of at least three (3) of the Standing Committee Chairpersons to select the members of the Investigative Committee.

2.4.2 The Investigative Committee shall be comprised of 3 to 5 members.

a. One member selected from the Vice-President, Secretary, or Treasurer.

- b. One member selected by the member bringing the charge.
 - c. One member selected by the officer charged.
 - d. Two additional members shall be selected from the membership at large, if two or more persons are charged
 - e. None of the following may be seated on the Investigative Committee: The President, Steering Board Chairperson, the accuser or the accused.
 - f. If two or more members of the Steering Board are accused, 2.4.2.a above shall be selected from the general membership.
 - g. The Investigative Committee shall elect a Chairperson and recorder from its membership.
- 2.4.3 The Investigative Committee shall interview the member bringing the charge(s) and the officer(s) charged as well as any other persons they deem necessary.
- 2.4.4 If the final decision of the committee is that the charges are not valid, the committee shall communicate that decision in writing, to the complainant. If the final decision of the committee is that the charge(s) is/are valid, a ballot detailing the matter shall be sent to the membership for a vote. The material sent out shall consist of the following:
- a. The charge(s).
 - b. The findings of the Investigative Committee.
 - c. If the decision of the committee is a split decision, then both the majority and minority decision shall be included.
 - d. Each charged officer(s) may include a statement of up to 150 words explaining his/her side of the issue.
 - e. A ballot with return envelope
- 2.4.5 The mailing shall be sent by first class USPS mail or equivalent. A time limit of 30 days from the date of the mailing shall be set for response by the membership.
- 2.4.6 The Investigative Committee and the Nominations and Elections Chairperson shall tally the ballots, except if they are the charged person, in which case an un-charged board member will substitute. The elected Chairperson of the Investigative Committee shall serve as the Chairperson for the tally. A simple majority vote of the membership responding to the ballot shall determine the issue. The Investigative Committee Chairperson shall notify all members of the Steering Board in writing of the decision. If the membership determines that the charge is upheld, the person(s) found guilty is/are automatically removed from office upon receipt of the written notification.
- 2.4.7 If an officer is recalled under the foregoing provisions, succession shall be per Para:2.3 Succession of Elected Officers. Officers succeeding to or appointed to vacant positions by this procedure, or filling vacant positions by reason of election at the next general meeting, shall serve the remainder of the term for that position. No officer who is removed by this recall procedure shall be permitted to run for any vacant positions at this election. This limitation applies only to the election process noted herein.
- 2.4.8 If the President and Vice-President are recalled, the Chairperson of the following standing committees shall assume any vacant Steering Board positions as follows:
- a. President replaced by Governing Documents Chairperson.
 - b. Vice-President replaced by Nominations and Elections Chairperson.
 - c. Treasurer replaced by Finance Chairperson.
 - d. Secretary replaced by Program Chairperson.
 - e. Steering Board Chairperson replaced by Membership Chairperson.

If the chair person is the same person as the recalled officer, the next lower chairperson in this process will be elevated to be the replacement.

f. All appointed committee Chairpersons shall be on the list as alternates for those who cannot serve. The acting officers shall serve until the next general membership meeting, at which election of officers shall be held, or for a maximum of 120 days. No officer who was removed by this recall procedure shall be eligible to assume an acting office or run for an office under this procedure.

2.5 Coordination - The coordinated activities to process membership and dues activities among ERS officers and chairs and SPEEA is depicted in the Policy Manual paragraph 4.2, Membership Dues Flow Rev A.

3.0 STANDING COMMITTEES: SELECTION, RESPONSIBILITIES AND DUTIES

The Chairperson of each committee shall be appointed by the President. Members other than the Chairperson may serve with the President's approval. At each regular meeting, the committee Chairperson shall see that its updated activity report, if required, has been submitted in writing to the Secretary. There shall be the following standing committees:

3.1 Badges – The badges committee shall be responsible to do the following:

- a. Provide name badges to members after they attend one general meeting in person.
- b. Provide a sign-in sheet at all regular general meeting to keep track of those attending.

3.2 Finance – The finance committee shall be responsible to do the following:

- a. Review all matters affecting Society finances.
- b. Bring to the attention of the Steering Board and general membership any financial risk endangering the Society because of any proposed actions or changes.
- c. Conduct an internal review of the Society's financial records per ERS Policy Manual.

3.3 Governing Documents – The governing documents committee shall be responsible to do the following:

- a. Review all proposed Governing Documents changes.
- b. Bring to the attention of the general membership any proposed activity in violation of the Governing Documents.
- c. Provide guidance to any member as to the constitutionality of any proposed action or change.
- d. Maintain an up-to-date copy of the Governing Documents with all revisions incorporated and recommend the next publication date to the Board.

3.4 Insurance – The insurance committee shall be responsible to do the following:

- a. Assist to the best of their ability in solutions of insurance problems.
- b. Review all proposed insurance changes affecting the membership and brings such matters before the Steering Board and general membership.

3.5 Investments - The investments committee shall be responsible to do the following:

- a. Assist to the best of their ability in solutions of investment problems.
- b. Review all proposed investment opportunities affecting the membership in general and bring such matters before the Steering Board and general membership for their consideration.
- c. Conduct investment meetings on odd numbered months to inform members of various strategies.

3.6 Membership - The membership committee shall be responsible to do the following:

- a. Solicit eligible persons to join the Society.

b. (This subparagraph omitted)

c. Keep accurate records of the membership, including the membership list, and extract the mailing list and E-mail list per 3.5 of the Constitution and Policy Manual section 2.5,3.2, and 4.1.

d. Perform such duties as the President shall request.

e. Provide a copy of the mailing list to each existing &/or new member upon their request, if approved by the President.

3.7 Nominations and Elections - The nominations and elections committee shall be responsible to do the following:

a. Assist in soliciting candidates for the Society offices and committee Chairpersons.

b. Review candidates for the Society offices and committee Chairpersons.

c. Provide guidance as necessary to any officer or Chairperson.

d. Conduct elections.

3.8 Pensions - The pensions committee shall be responsible to do the following:

a. Assist in solutions of problems with pensions, defined contribution plans, or IRAs.

b. Review all proposed pension changes affecting the membership in general or individually, and bring such matters before the general membership.

c. Provide guidance to any officer or committee Chairperson as to the effect of any such action or change.

3.9 Programs - The programs committee shall be responsible for providing programs at the general membership meetings that are instructive, entertaining, informative and/or otherwise beneficial.

3.10 Public Relations - The public relations committee shall be responsible to do the following:

a. Keep the Society in good favor of the organizations and people with whom we may interact.

b. Disperse such information to them as approved by the Steering Board and/or President.

3.11 Refreshments - The refreshments committee shall be responsible to do the following:

a. Provide refreshments for general membership meetings at the Society's expense.

b. Provide assistance and/or guidance to any officer or Chairperson concerning refreshments for special meetings or functions.

3.12 Service - The service committee shall initiate and conduct those service programs which we are qualified and willing to provide to the organizations and/or individuals.

3.13 Social - The social committee shall be responsible for organizing social functions, which are to promote interest among the membership.

3.14 Sunshine - The sunshine committee shall be responsible to do the following:

a. Identify members and/or spouses who are ill or deceased and send appropriate cards to the family or member.

b. Provide flowers, as appropriate, for those people who have been active in the Society.

3.15 Taxation - (deleted as a standing committee.)

3.16 Travel - The travel committee shall be responsible to do the following:

a. Identify and review travel opportunities and changes affecting the membership in general or individually, and bring such matters before the general membership.

b. Provide guidance to any officer or committee Chairperson as to the effect of any proposed travel actions or changes.

3.17 Webmaster - The webmaster shall be responsible to do the following:

a. Maintain and update the ERS website as needed.

- b. Delegate the use of the electronic mailing list to an assistant webmaster.
- c. Direct the development of other electronic or social media means of communication as necessary, subject to the approval of the Steering Board.

3.18 **Ad-Hoc** - Calling, NRLN Liaison, ARA Liaison, Legislative and Public Affairs, SPEEA Liaison, and other Committees may be created by the President to augment the function of the ERS. Until such time as they may be incorporated via the Bylaws, they will be procedurally treated as ad-hoc committees.

4.0 MEMBERSHIP

4.1 **Definition** - Membership in the Society is defined in the Constitution.

4.2 Dues and Duration

4.2.1 The dues shall be \$15 per year for individuals, couples or surviving spouse membership. There will be no dues for Honorary Life Membership. Dues payment is not required upon joining. Dues shall be billed in January for the following full year of membership. 4.2.2 Dues billing shall be sent out approximately by January 15 and shall be due within 45 days. A second billing, if required, shall be mailed in April.

4.2.3 Those members whose dues are not received within 60 days after mailing of the second billing may be dropped from continuing membership.

4.2.4 The dues schedule shall be reviewed at the November Steering Board meeting. If a new structure is required, it shall be approved, before application, by those members attending the December General meeting.

5.0 MEETINGS

5.1 Regular Quarterly Meetings - The membership shall be notified of the date and place of meeting at least ten (10) days prior to the meeting. Conduct of the meetings shall be based upon these governing documents. Robert's Rules of Order Revised shall be used for procedures not specified in the bylaws and constitution..

5.2 Special Meetings

- a. The President may call a special meeting if and when he/she deems it necessary.
- b. A member may request, in writing to the Steering Board, that a special meeting be called. The Steering Board shall then determine whether a special meeting is to be held and the Steering Board Chairperson, or the President, shall so notify the requester.

5.3 Quorum Definition

5.3.1 A quorum of the Steering Board meeting shall consist of a simple majority of the elected officers of the Society.

5.3.2 A quorum of the membership meeting shall consist of those members present at any regular quarterly or special membership meeting, provided that the number of officers plus members exceeds ten.

6.0 ASSETS

6.1 **Authorization of Disbursements** - All checks written to disburse funds shall require the signatures of two elected officers, one of whom is normally the Treasurer. Disbursement of funds requires authorization from the Steering Board or a majority vote at a quarterly meeting.

6.2 Interest and Dividend Income - Income derived from Society funds shall be paid annually as contributions to charitable causes, as determined by a majority vote of the members in attendance at a general meeting.

Size of money fund accounts of the Society shall be controlled by disbursements and/or dues input rates to ensure not exceeding the interest/dividend/income level that requires filing of an Income Tax Form 990EZ to the Internal Revenue Service.

7.0 MODIFICATION OF BYLAWS

7.1 Submittal Process - Any member may submit a written change proposal to the Governing Documents committee Chairperson. The Governing Documents committee shall review and discuss the proposed revision with the submitter. It shall then be submitted to the Steering Board for review. Upon approval by the Steering Board, it shall be presented to the general membership at the next general meeting. A two-thirds majority vote of those present shall be required for approval. A revision of the BYLAWS "Table of Contents" shall not require a vote of the membership.

7.2 House Keeping Process - A Bylaw revision approved at a general meeting may differ from the wording of the original revision presented to the membership, provided the new wording does not change the original concept of the revision, does not involve a new subject and/or is to clarify the original, new or revised Bylaws.

8.0 COMMUNICATIONS

8.1 Written communications Communications to members may be sent via FAX, E-Mail, or USPS (United States Postal Service).

8.2 Communications via USPS Members may request that they only receive their communications via USPS.

8.3 Communications to ERS Communications may be sent either to: ERS President c/o SPEEA, 15205 52nd Ave. South, Tukwila, WA 98188-2336 or by WEB access to:

President@engineeringretirees.org

9.0 DISSOLUTION

If a quorum can be reached, a dissolution will be treated as a revision of the constitution. If no quorum can be reached in two successive meetings, dissolution may be declared at the discretion of the President. In the event of dissolution of the Society, all assets shall be donated to Class 501c(3) charitable organizations.

10.0 CONFORMITY

Society Governing Documents shall conform to RCW 24.03 where applicable.