

**BY LAWS OF THE  
MACOMB COUNTY RETIREES ASSOCIATION  
AS AMENDED---2016**

PREAMBLE

We, the members of the Macomb County Retirees Association do join together under these By Laws to further the interests and needs of its members. That this Macomb County Retirees Association be our voice in our concerns.

ARTICLE 1  
MEETINGS

Section 1. PLACE OF MEETING

Any or all meetings of the members and the Board of Directors of this Association, shall be held within the State of Michigan, at its registered office, or at a location which is most convenient to the majority of members designated by the Board of Directors unless changed by the enactment of a by law by a majority of the members.

Section 2. ANNUAL MEETING OF MEMBERS

After the year 1989, an annual meeting of the members shall be held in each year in the month of September, for the purpose of the election of Directors to the Board, and for the transaction of such other business as may be brought before the meeting.

Section 3. NOTICE OF ANNUAL MEETING OF MEMBERS

At least ten (10) days prior to the date fixed by Section 2 of this article for the holding of the annual meeting of members, written notice of the time and place of such meeting, shall be mailed as hereinafter provided, to each member entitled to vote at such meeting.

Section 4. DELAYED ANNUAL MEETING

If for any reason, the annual meeting of the members shall not be held within that month, on the date herein before designated, such meeting may be called and held as soon as possible thereafter. Written notice shall be sent to all members at least ten days (10) prior to such delayed meeting.

## Section 5. ORDER OF BUSINESS AT ANNUAL MEETING

The Order of Business at the annual meeting of the members shall be as follows:

- (A) Call to order
- (B) Reading of minutes of last preceding meeting
- (C) Approval of Agenda
- (D) Report of President
- (E) Report of Secretary
- (F) Report of Treasurer
- (G) Election of Directors
- (H) Transaction of other business mentioned in the notice or otherwise
- (I) Adjournment

provided that, in the absence of any objection, the presiding officer may vary the order of business at his/her discretion.

## Section 6. SPECIAL MEETING OF MEMBERS

A special meeting of the members may be called at any time by the President or by a majority of the Board of Directors. Upon the call for such meeting, either by the President or the Board, the calling body shall specify the date, time and place of meeting and the objects and reasons therefore. The Secretary shall send each member written notice thereof citing the objects and reasons, no less than seven (7) days prior to said meeting. No business not mentioned in the notice shall be transacted at such meeting.

## Section 7. ORGANIZATION MEETING OF BOARD

At the first regular meeting of the Board of Directors each year, the Board shall meet to elect officers and transact any other business which may come before it.

## Section 8. REGULAR MEETINGS OF BOARD

Regular meetings of the Board of Directors shall be held at least four times a year, at such time and place as the Board of Directors shall from time to time determine. No notice of regular meetings of the Board of Directors shall be required.

## Section 9. SPECIAL MEETINGS OF BOARD

Special meetings of the Board of Directors may be called by the President at any time or by a majority of the Board. The calling body shall specify the date, time and place of meeting and the objects and reasons for calling same. The Secretary shall send out written notice as detailed concerning said meeting. Notice of such meeting is to be sent out no less than four (4) days prior to date of meeting. Every notice shall be deemed duly served when same has been deposited in the United States mail with postage fully prepaid, plainly addressed to the sendee

at his/her last address as it appears on the membership record of this Association and/or its Directors. This notice clause shall apply to all notices sent in accordance with these By Laws.

#### Section 10. WAIVER OF NOTICE

Notice of the time, place and purpose of any meeting of the members of the Board of Directors, may be waived by providing notice to the Association secretary orally or in writing, either before or after such meeting has been held.

### ARTICLE 2 QUORUM

#### Section 1. QUORUM OF MEMBERS

Presence in person or by proxy of members representing a majority of the voting rights of this Association shall constitute a quorum at any such meeting of the members.

#### Section 2. QUORUM OF DIRECTORS

A majority of the Directors shall constitute a quorum.

### ARTICLE 3 VOTING, ELECTIONS AND PROXIES

#### Section 1. WHO IS ENTITLED TO VOTE

Except as the articles of an amendment or amendments thereto otherwise provide, each member of this Association shall, at every meeting of the members, be entitled to vote in person or by proxy, on each subject properly submitted to vote.

#### Section 2. PROXIES

No proxy shall be deemed operative unless and until signed by the member and filed with the Association. In the absence of limitation to the contrary contained in the proxy, the same shall extend to all meetings of the members and shall remain in force one year from its date and no longer.

### Section 3. INSPECTORS

Whenever any person entitled to vote at a meeting of the members shall request the appointment of inspectors, the chairman of the meeting shall appoint not more than three inspectors, who need not be members. If the right of any person to vote at such meeting shall be challenged, the inspectors shall determine such right. The inspectors shall receive and count the votes either upon an election or for the decision of any question and shall determine the result. Their certificate of (Paid up Member) any vote shall be prima facie evidence thereof.

## ARTICLE 4 BOARD OF DIRECTORS

### Section 1. NUMBER OF DIRECTORS

The business property and affairs of this Association shall be managed by a Board of Directors. Seven members of the Board of Directors shall be members of the Association and shall be the voting members of the Board of Directors.

### Section 2. TERM OF DIRECTORS

The term of office for each Director shall begin on January 1st of the year following their election and end on December 31st three years following the beginning of their term.

### Section 3. VACANCIES

Vacancies in the Board of Directors shall be filled by appointment made by the remaining Directors. Each person so elected to fill a vacancy shall remain a Director until a successor has been elected by the members, who may make such election at their next annual meeting or at any special meeting duly called for that purpose and held prior thereto.

### Section 4. ACTION BY UNANIMOUS WRITTEN CONSENT

If and when the Directors shall severally or collectively consent in writing, to any action to be taken by the Association, such action shall be as valid action as though it had been authorized at a meeting of the Board of Directors.

### Section 5. POWER TO MAKE BY-LAWS

The Board of Directors may from time to time propose and suggest changes and alterations, deletions and/or additions to the By-Laws of the Association, but they shall not make any changes, alterations, deletions or additions without first obtaining the approval of a majority of the membership by vote at any special or general meeting.

#### Section 6. POWER TO ELECT OFFICERS

The Board of Directors shall elect officers from within the Board of Directors (i.e.) a President, one or more Vice Presidents, a Secretary and a Treasurer.

#### Section 7. POWER TO APPOINT OTHER OFFICERS AND AGENTS

The Board of Directors shall have the power to appoint such other officers and agents as the Board may deem necessary for transaction of the business of the Association. At the Organizational Meeting each year, the Board of Directors shall select one of its members as the Association's representative on the Macomb County Retirement Commission.

#### Section 8. REMOVAL OF OFFICERS AND AGENTS

Any officer or agent may be removed by the Board of Directors whenever in the judgment of the Board, the business interests of the Association would be better served by such action.

#### Section 9. POWER TO FILL VACANCIES

The Board shall have the power to fill any vacancy in any office occurring for any reason whatsoever.

#### Section 10. DELEGATION OF POWERS

For any reason deemed sufficient by the Board of Directors, whether occasioned by absence or otherwise, the Board may delegate all or any of the powers and duties of any officer to any other officer or Director but no officer or Director shall execute, acknowledge or verify any instrument in more than one capacity.

#### Section 11. POWER TO APPOINT EXECUTIVE COMMITTEE

The Board of Directors shall have power to appoint by resolution, an executive committee comprised of two or more Directors who, to the extent provided in such resolution, shall have and exercise the authority of the Board of Directors in the management of the business of the Association between meetings of the Board.

#### Section 12. POWER TO REQUIRE BONDS

The Board of Directors may require any officer or agent to file with the Association, a satisfactory bond conditioned for faithful performance of his/her duties, (i.e.), treasurer.

## Section 13. COMPENSATION

A member of the Association may be paid a stipend in an amount to be determined by the Board of Directors for duties associated or directly related to their service to the Association. Members may also be reimbursed for any out of pocket expenses related to their service to the Association, including but not limited to parking, mileage, etc.

## ARTICLE 5 OFFICERS

### Section 1. PRESIDENT

The President shall be elected by and from the membership of the Board of Directors. He/she shall be the Chief Executive Officer of the Association. He/she shall preside over all the meetings of the Board and the members. He/she shall have general and active management of the business of the Association and shall see that all orders and resolutions of the Board are carried into effect. He/she shall be ex-officio a member of all standing committees and shall have the general powers and duties of supervision and management usually vested in the office of President of an Association.

### Section 2. VICE-PRESIDENTS

One or more Vice-Presidents shall be elected from the membership of the Board. Such Vice-President, in the order of their selection, shall perform the duties and exercise the powers of President during the absence or disability of the President.

### Section 3. SECRETARY

The Secretary shall attend all meetings of the members and the Board of Directors and of the Executive Committee and shall preserve in the records of the Association, true minutes of the proceedings of all such meetings. The Secretary shall have custody of the seal of the Association and shall have authority to affix same to all instruments where its use is required. He/she shall give all notices required by statute, by-laws or resolution. He/she shall perform such other duties as may be delegated to him/her by the Board of Directors or by the Executive Committee.

### Section 4. TREASURER

The Treasurer shall have custody of all Association funds and securities and shall keep in records belonging to the Association full and accurate accounts of all receipts and disbursements and shall deposit all monies, securities and other valuable effects in the name of

the Association in such depositories as may be designated for that purpose by the Board of Directors. The Treasurer shall disburse the funds of the Association as may be ordered by the Board, taking proper vouchers for such disbursements and shall render to the President and Directors at the regular meetings of the Board or whenever requested by them, an accounting of all transactions as Treasurer regarding the financial condition of the Association. The Board shall require him/her to deliver a bond in form, amount and with surety or sureties satisfactory to the Board, conditioned for faithful performance of the duties of his/her office and for the restoration to the Association, in the case of his/her death, resignation, retirement or removal from office, all books, papers, vouchers, money and property of whatever kind in his/her possession or under his/her control belonging to the Association. The Association shall pay for the cost of the bond.

#### Section 5. ASSISTANT SECRETARY AND ASSISTANT TREASURER

The Assistant Secretary, in the absence or disability of the Secretary, shall perform the duties and exercise the powers of the Secretary. The Assistant Treasurer, in the absence or disability of the Treasurer, shall perform the duties and exercise the powers of the Treasurer.

### ARTICLE 6 EXECUTION OF INSTRUMENTS

#### Section 1. CHECKS, ETC.

All checks, drafts and orders for payment of money shall be signed in the name of the Association and shall be countersigned by such officers or agents as the Board of Directors will designate from time to time for that purpose.

#### Section 2. CONTRACTS AND CONVEYANCES, ETC.

The Board of Directors shall have the power to designate the officers and agents who shall have authority to execute any instrument in behalf of the Association.

### ARTICLE 7 MEMBERSHIP AND DUES

A person to be qualified for membership in this Association shall have an interest in the Macomb County Retirement System if still working or retired. A person who applies for membership in this Association and makes payment of the annual dues, is automatically a member of the Association. The dues for all members shall be ten dollars (\$10.00) per year subject to change at each annual meeting of the membership. Dues shall be payable annually on or before the Annual Meeting of that year. Dues paid after the Annual Meeting shall be applied to the following year.

ARTICLE 8  
AMENDMENT OF BY-LAWS

Section 1. AMENDMENTS, HOW EFFECTED

These By-Laws may be amended, altered, changed, added to or deleted by the affirmative vote of a majority of the members present entitled to vote at any regular or special meeting of the members but only after full information of the proposed amendment, alteration, change, addition or deletion is contained in the notice of the meeting and said notice is duly sent to all members as required by these By-Laws. It is further provided that no change of the date for the annual meeting of members shall be made within thirty days next before the day on which such meeting is to be held, unless consented to in writing, or by a resolution adopted at a meeting by all members entitled to vote at the annual meeting.