

By-Laws of The Retired Men's Association, Inc.

Amended November 10, 2020

ARTICLE 1: NAME

Section 1: The name of the organization shall be: Retired Men's Association, Inc.

Section 2: The association was founded in 1998 and chartered as a nonprofit corporation under the Articles of Organization, Chapter 180 in the Commonwealth of Massachusetts on January 11, 2001.

Section 3. The Principal Address of the Association is: c/o Merrill Mack 24 Terrace Road – Weston, MA 02493-1825

Section 4: The fiscal year is December 1 through November 30

Section 5: The website domain is: www.rmena.org.

ARTICLE II: Purposes

Section 1: The purpose of the corporation is to provide for the association and accommodation of a society of retired men, primarily resident in the towns of Boston/Metrowest Massachusetts and nearby communities for the purposes of affording opportunities to meet, pursue and develop interests in civic, educational, artistic, historical, sporting and other matters and to use these talents and experience for the benefit of their communities.

Section 2: The RMA is a non-partisan, non-sectarian organization dedicated to volunteerism, fellowship, and service to those communities it serves.

ARTICLE III: MEMBERSHIP

Section 1: Men, who are interested in the objectives of the RMA and wish to participate actively, may apply and must be sponsored by a current RMA member.

Section 2: A man accepted for membership shall become an active member of the RMA upon payment of dues. Active membership will continue with the payment of the annual dues.

Section 3: The Board of Directors shall determine the requirements to join the RMA and may alter such requirements from time to time.

Section 4: Membership Dues will be set annually by the Board.

ARTICLE IV: OFFICERS AND DIRECTORS

Section 1: The business of the corporation shall be managed by a Board of Directors who shall exercise all the powers of the corporation. The Board of Directors is self-perpetuating with fiduciary duties to the organization.

Section 2: Membership and Election: The Board of Directors shall consist of a least five members. The exact number and composition of the Board shall be determined by the majority of Directors then in office. In the

event of a vacancy on the Board of Directors, the remaining Directors, except as otherwise provided by law, may exercise the powers of the full Board until the vacancy is filled.

Section 3: The President and Vice-President shall each serve for a period of two years. After the President completes his term the Vice-President fills his position and becomes President. The new President proposes a new Vice-president, subject to the approval of the Board of Directors.

Section 4: The turnover of the President and Vice President positions shall take place on December 1.

ARTICLE V: OFFICERS AND THEIR DUTIES

Section 1: Duties of Officers.

Officers are elected by the Board and are members of the Board

The President shall serve as the official representative of the RMA. He or his designee will preside at all Monthly Membership meetings and Board Meetings and perform such other duties usually pertaining to that office. He shall designate the head of Standing and Ad Hoc committees.

The Vice-President shall assist the President as requested. He will preside at all meetings at the request or in the absence of the President. The President will serve as the Coordinator of the Standing and Ad Hoc committees

The President will assign someone to be responsible for overseeing the Annual Dinner.

The Treasurer shall have responsibility for receipt and disbursement of all funds pertaining to RMA activities. He is responsible for signing instruments that require his signature such as contracts or letters of agreement.

The Treasurer will be responsible for the preparation and filing of any reports required by Federal and State authorities including the annual registration and filing with the Massachusetts Secretary of State.

The Treasurer will maintain a copy of the Corporation's Articles of Organization, the By-laws, and custodial control over any contracts.

The Assistant Treasurer shall support the objectives of the Treasurer's Committee and perform such duties and have such powers as may be designated from time to time by the Board of Directors.

The Secretary/Clerk shall record and distribute the minutes of all Board of Directors meetings to all Board members. He shall keep on file an official copy of the minutes. He shall perform such duties and have such powers as may be designated from time to time by the Board of Directors.

Section 2: Vacancies: Any vacancy in the Board of Directors, however occurring, may be filled by vote of a majority of the Directors then in office.

Section 3: Size of the Board: The number constituting the Board of Directors may be changed at any meeting of the Board of Directors by vote of a majority of the Directors then in office.

Section 4: Tenure: Directors, (with the exception of the President, and Vice-President, who each serve for two years), may hold office until their successors are chosen and qualified. There are no term limits.

Section 5: Emeritus Status of Board Members:

The objective of a member's Emeritus status is to honor past Board members who have given a great deal to the RMA but for various reasons are no longer able to attend Board meetings on a regular basis. This Emeritus status will enable these members to continue to come periodically to meetings where the Board will benefit from their ideas and experiences.

Members of the board who wish to move to an Emeritus status will notify the President of their decision. They will be notified of board meetings, continue to participate when attending and receive the minutes of the meetings.

Notice of the retirement of board members and their Emeritus status will be published in the Bulletin and listed on the RMA website.

Section 6: Any Director may resign by delivering his written resignation to the President or the Board.

Section 7: Selecting New Board Members: Any Director may nominate a current RMA member to join the Board. A majority of Board members is required for approval of the nominee.

ARTICLE VI: MEETINGS

Section 1: Board of Director Meetings: The President shall determine the date, time, place and purpose for conducting the Board meetings, provided that the first meeting is scheduled to occur within four months after the end of the fiscal year of the corporation. Written notice of the meeting must be made not less than 15 days prior to the meeting.

Section 2: A **quorum** shall consist of at least five Board members, including at least one, the President or Vice President. If it becomes apparent that it's not possible to establish a quorum, the President or his designee may move to adjourn the meeting and reschedule it for another date.

ARTICLE VII: APPOINTMENTS AND COMMITTEES

Section 1: The activities of the RMA are carried out by its Standing Committees. Special Ad-Hoc committees may be appointed from time to time by the President for a specific purpose.

Each committee shall be under the supervision of the President who is responsible for assigning a Chairman to the committee and assuring the efficient and effective functioning of their respective committees.

Section 2: Standing Committees and the functions they perform are described in the **Policy and Procedures Manual**.

Article VIII: AMENDMENTS

The power to make, amend or repeal these by-laws in whole or in part, shall be in the Board of Directors. Such power may be exercised by the Board of Directors by vote of two-thirds of the Directors then in office.