

CONSTITUTION AND BY-LAWS
MISSISSIPPI RETIRED PUBLIC EMPLOYEES' ASSOCIATION, INC. AS

AMENDED 2021

ARTICLE I
NAME, LOCATION, TYPE OF ORGANIZATION

- Section 1. Name. The name of the organization shall be The Mississippi Retired Public Employees' Association, Inc., hereafter referred to as MRPEA.
- Section 2. Location of Office. The principal office of MRPEA shall be the Metro Jackson, Mississippi, area (comprised of Hinds, Rankin, and Madison counties) at an address selected by the Board of Directors.
- Section 3. Type of Organization. MRPEA is a non-profit organization recognized by the Internal Revenue Service as tax-exempt under Internal Revenue Code Section 501(c)4.

ARTICLE II
PURPOSE

- Section 1. Vision. MRPEA envisions a financially secure retirement system with stable benefits supported by members and retirees of the Public Employees' Retirement System of Mississippi (PERS) and public officials.
- Section 2. Mission. The mission of MRPEA is to protect the financial security and benefits of PERS for current and future retirees.

ARTICLE III MEMBERSHIP
AND DUES

- Section 1. Membership eligibility. Any person who is receiving benefits from or making contributions to PERS may become a member of MRPEA.
- Section 2. Annual Dues. The Board of Directors shall determine annual dues.
- Section 3. Termination of Membership. Termination of membership shall take place for nonpayment of dues two years from the last expiration date of dues.

ARTICLE IV
MEETINGS

- Section 1. Membership. There shall be at least one meeting, virtual or in person, of the general

membership every fiscal year. The Board of Directors, by majority vote, may call additional general meetings, provided a 10-day notice is given.

- Section 2. Board of Directors. The Board of Directors shall hold scheduled meetings at a time and place designated by the President. Additional board meetings may be called by the President, provided a notice of 10 days is given prior to the called meetings.

ARTICLE V BOARD OF DIRECTORS AND OFFICERS

- Section 1. Officers. The MRPEA Officers shall be composed of a President, Vice President, Secretary, and Treasurer. Officers shall be elected at the annual meeting in a manner outlined in the Constitution and shall serve for a two-year term.
- a. The President shall preside at all meetings. In case of the President's absence, or if for any reason, the President relinquishes his/her position or is removed from office, the Vice President shall serve as President.
 - b. The Vice President shall serve in the absence of the President and shall be a member of the Executive Committee. This is a step-up position to President.
 - c. The Secretary shall take minutes of all meetings of the Board of Directors and general meetings of the membership. He/she shall certify and publish such minutes to the Board following the meeting. This is a step-up position to Vice President.
 - d. The Treasurer assist the Executive Director in keeping accurate financial records of the MRPEA and shall make reports of all funds and financial transactions to the Board on a quarterly basis and/or when requested by the President or Finance Committee Chairman.

- Section 2. Board of Directors. The MRPEA Board of Directors shall consist of:
- a. The four officers of MRPEA.
 - b. There shall be 10 MRPEA elected Board members. Upon their nomination by the President, the number of directors needed to reach 10 will be elected at the Annual Meeting. They shall serve three-year staggered terms.
 - c. The Immediate Past President shall serve for two years as a Board Member after completion of his/her term of office.
 - d. Eight District Directors shall be named or elected as outlined in this constitution.
 - e. Past MRPEA presidents who have served as Vice President and President for a minimum combined period of four years may become Honorary Life Members of the Board of Directors beginning August 1, 2016, and shall act solely in an advisory capacity as Honorary Life Directors.
 - f. Dues-paying Retiree Representatives on the PERS Board of Trustees.

- Section 3. Executive Director. The Board of Directors shall appoint an Executive Director, who need not be a member of the Board, and who may be either a paid employee of MRPEA or a contractor. The Executive Director shall have no vote. The Executive Director's duties shall be those normally assigned to directors of organizations, and shall perform the duties and responsibilities as office manager of MRPEA's office. The Board of Directors shall review the Executive Director's performance and compensation in Executive Session annually at the Board meeting preceding the annual Membership

meeting.

- Section 4. Nominations, Elections and Vacancies. The President shall name a Nominating Committee, consisting of three members of the Board of Directors, to present a slate of officers and members of the Board of Directors to be elected before the end of the fiscal year in accordance with this Constitution. Nominations may be made via email before the stated date. Voting will be conducted online, with only the dissent needing to be recorded. To vote AGAINST the entire slate, a member can simply reply via email and type NO before the designated date. Otherwise, the member's vote will be FOR. A majority vote of those voting shall be required for an election. Any vacancies may be filled by appointment of the Board of Directors until the next annual meeting.

ARTICLE VI EXECUTIVE COMMITTEE

- Section 1. Executive Committee. There shall be an Executive Committee consisting of the President, the Vice President, the Secretary, the Treasurer, the Immediate Past President, the Communications Committee Chair, the Legislative Committee Chair, the Networking Chair, and anyone else the President deems necessary.
- Section 2. Meetings. The Executive Committee shall meet at such times as the President issues a call.
- Section 3. Powers. The Executive Committee may meet and make those decisions between board meetings that would be needed for the proper operation of MRPEA.

ARTICLE VII DISTRICT ORGANIZATION

- Section 1. Number of Districts. For the purpose of securing local participation and disseminating information, Districts shall be organized in the state. The Board of Directors shall determine eight advantageous Districts in the state and determine the boundaries for each. District lines shall be revisited as determined by the Board of Directors.
- Section 2. District Directors. The President, with the approval of the Board of Directors, shall appoint a District Director for each District. The Board of Directors shall outline its duties and responsibilities.

ARTICLE VIII FINANCES

- Section 1. Bank. The funds of MRPEA shall be placed in an FDIC Bank or other Financial Institution selected by the Board of Directors.
- Section 2. Receiving and Disbursing Funds. The Executive Director shall be responsible for depositing all funds received into the designated Bank upon receipt of such funds. The

President must approve expenditures over \$100. All other expenditures can be handled at the discretion of the Executive Director. The Treasurer signs all checks over \$100.

The Executive Director shall use standard accounting procedures to maintain accurate accounts. All operating expenses (ex., purchase of stamps, computer ink, brochures, etc.) incurred must have receipts and must be disbursed in a timely manner and be within the amount budgeted for such expenses.

A financial report shall be given by the Treasurer at each Board meeting, and an unaudited financial report shall be given at the Annual Meeting. The President shall assign three members to a Finance/Audit Committee whose purpose is to certify whether the Treasurer's annual report of finances is correct. This report shall be verified within thirty days after the end of the fiscal year and the signatures of the Finance/Audit Committee dated and placed in the financial record.

ARTICLE IX COMMITTEES

- Section 1. Committees. The President shall name such committees as the efficient operation of MRPEA requires. He/she shall designate the chairperson of each committee.

ARTICLE X AMENDMENTS

- Section 1. Constitution. The Constitution may be amended by a two-thirds vote of those present and voting at any annual meeting of the membership. Any such Constitutional Amendment adopted shall go into effect immediately if not otherwise specified in the amendment.
- Section 2. By-laws. The By-laws may be amended by a two-thirds vote of the Board of Directors at any board meeting, with a 10-day notice having been provided to all Board Members. Any such by-law adopted shall go into effect immediately or as determined by the Board.
- Section 3. Proposed Amendment. Any proposed amendment to the Constitution shall be presented to the membership at least 30 days prior to the end of the voting period.

BY-LAWS

- Number 1. Fiscal Year. The fiscal year for the MRPEA shall be from August 1 through July 31.
- Number 2. Parliamentary Procedure. Robert's Rules of Order shall govern in all situations unless specific provision is made in this Constitution.
- Number 3. Endorsement. MRPEA will not officially endorse any candidate for appointed or elective office.

Number 4. Amendment. Amendment to these By-laws shall require a two-thirds vote of the Board of Directors, with a 10-day notice having been provided to all Board members. Any such by-law adopted shall go into effect immediately or as determined by the Board.

HISTORY: The original Constitution and By-laws were approved at a general meeting of the membership on July 30, 1985. The Constitution and By-Laws were previously amended on May 12, 2014, and July 11, 2016.