

DENVER PUBLIC SCHOOLS  
RETIRED EMPLOYEES ASSOCIATION

**Constitution and Bylaws**

Article I – Name

The name of the organization shall be the Denver Public Schools Retired Employees Association.

Article II – Purpose

The purpose of this organization shall be to maintain and to promote the interests and welfare of retired personnel.

Article III – Membership

A. Regular and lifetime regular membership:

Every person who has been accorded retirement status from the Denver Public Schools, including those who have been granted disability or deferred retirement status, shall be eligible for membership upon proper application and payment of current dues. All regular members have voting privileges and are eligible to hold office in the association.

B. Associate membership:

Associate membership, which does not include the privilege of voting or holding office, may be granted, upon proper application and payment of current year dues, to those in categories such as the following:

1. Retirees from other school systems
2. Retirees from other levels or fields of education
3. Former substitute teachers or hourly employees of an educational institution
4. Spouses of retirees or of deceased retirees of the Denver Public Schools
5. Other individuals who have an interest in education and who share the stated purposes of this association, providing that such applications meet with the approval of the Board of Directors.

C. Application for membership:

Membership information is sent in the fall of each year.

D. Dues:

The annual dues shall be determined by the Board of Directors. The Board of Directors shall have the right to suspend or modify annual dues from time to time as required.

## Article IV – Membership Meetings

### A. Regular meetings:

There shall be a minimum of two meetings a year, one of which shall be designated as the annual meeting. The dates of these meetings shall be determined by the Board of Directors at its first meeting of the fiscal year and this information shall be made available to the membership.

### B. Special meetings:

Special meetings of the membership may be called at any time by resolution of the Board of Directors or upon request in writing by any fifteen (15) regular members of the association addressed to the President and Secretary, provided, however, that business transacted at any special meeting shall be confined to the subjects of the meeting stated in the notice of the meeting.

### C. Notice of meetings:

Notice of all regular meetings of the membership shall be published in the newsletter of the association distributed prior to such meetings. Notice of special meetings, including date, time, and place of such meetings and the purpose of such meetings, shall be mailed to the membership not less than fifteen (15) nor more than forty-five (45) days prior to the dates of such special meetings.

### D. Annual meeting:

An annual meeting shall be held each year for the purpose of electing officers of the association and for the transaction of such other business as may come before the meeting.

### E. Quorum:

At any meeting of the membership, fifty (50) members shall constitute a quorum for the transaction of any business whatsoever, unless a greater number shall be required by law, and, in that case, the representation of the number so required shall constitute a quorum. A majority of those present at any meeting at which a quorum is present may decide any matter brought before the meeting, unless a different majority is prescribed by statute.

### F. Voting:

At all meetings of the membership, each regular member shall be entitled to one vote. Proxies shall not be allowed, except in those cases where the law may require a greater number than fifty (50) to transact the particular business presented to the association, in which event voting by written proxy shall be allowed.

### G. Adjourned meetings:

If a quorum is not present at any meeting, a majority of the members present may adjourn the meeting without notice except by announcement at the meeting. In such case, the reconvened adjourned meeting at which a quorum is present may transact any business that might have been transacted at the meeting as originally called.

#### H. Officers of meetings:

The President of the association shall preside at all meetings unless unable to attend, in which event the First Vice-President shall preside. In the absence of both the President and the First Vice-President, the Second Vice-President shall preside. The Secretary of the Association shall act as secretary at all meetings. In the event of the inability of the Secretary to serve, the President or other presiding officer shall appoint an Acting Secretary from the members of the Board of Directors present.

#### I. Order of business:

The order of business of meetings of the association, regular or special, shall be as follows, unless altered by a motion duly made, seconded and passed in the meeting:

1. Determination of the presence of a quorum
2. Reading of minutes of the previous meeting
3. Reports of officers
4. Reports of committees
5. Unfinished business
6. New business
7. Election of officers (if applicable)
8. Adjournment

### Article V – Officers (Those holding elective offices)

#### A. Names, election and terms:

The officers of the association shall be the President, First Vice-President (president elect), Second Vice-President, Secretary, Treasurer, Assistant Treasurer, all of whom shall be members of the Board of Directors. The election of the President and First Vice-President (president elect) shall be held at the annual business meeting of odd numbered years. The election of the Second Vice-President, Secretary, Treasurer, and Assistant Treasurer shall be held at the annual business meeting of the association in even numbered years. All officers shall have two year terms. All newly elected officers shall assume their positions on June 1, following the election.

#### B. President:

The President shall preside at all meetings of the membership and of the Board of Directors and shall sign on all conveyances, contracts, and other instruments executed on behalf of the association, which shall first have been approved by the Board of Directors. The President shall be the chief executive officer of the association and shall have, subject to the control of the Board of Directors, general supervision over the affairs of the association and shall perform all duties as are incident to the office or are properly required of the President by the Board of Directors.

#### C. First Vice-President:

The First Vice-President shall exercise all the duties of the President in his or her absence, or in case the President is for any other reason unable to act, and shall perform such other duties as are properly assigned by the Board of Directors. The First Vice-President shall be president elect and shall act as program chairman.

D. Second Vice-President:

The Second Vice-President shall assist the President and in general perform such duties from time-to-time as may be assigned by the President or by the Board of Directors. The Second Vice-President shall preside at any meeting of the membership or the Board of Directors in case of the absence of the President and First Vice-President. The Second Vice-President shall assist the First Vice-President in planning the agenda for programs and arranging meetings.

E. Secretary:

The Secretary shall:

1. Keep the minutes of membership and Board of Directors' meetings.
2. See that all notices are duly given in accordance with the provisions of these bylaws or as required by law.
3. Be custodian of the corporate records.
4. Keep a register of all members of the Board of Directors.
5. In general, perform all duties incident to the office of the Secretary and such other duties as from time-to-time may be assigned to the Secretary by the President or by the Board of Directors.

F. Treasurer:

The Treasurer shall:

1. Have custody of and be responsible for all funds and securities of the association.
2. Deposit all monies in the name of the association in depositories specified by the Board of Directors.
3. Pay all bills in a timely manner and maintain documentation for all paid bills.
4. Maintain ledgers, recording all transactions and showing all fund balances of the association.
5. Present written Treasurer's reports at regular Board meetings.
6. Maintain a register of paid members.
7. Perform all duties incident to the office of the Treasurer and other duties assigned to the Treasurer by the President or the Board of Directors.

G. Assistant Treasurer:

Assist the Treasurer with all duties.

H. Vacancies:

Vacancies in any office arising from any cause shall be filled as soon as possible by the Board of Directors.

I. Removal:

Any officer of the association may be removed from office by a vote of a majority of the members of the Board of Directors at any meeting.

J. Salaries:

No officer shall be paid any compensation for his/her services as an officer, except as approved by the Board of Directors. However, reimbursement of reasonable out-of-pocket expenses incurred on behalf of the association may be authorized by the Board of Directors.

Article VI – Board of Directors

A. Management:

The business and affairs of the association shall be managed by the Board of Directors and the Executive Committee except as otherwise provided in the Colorado Nonprofit Corporation Act or by the articles of incorporation.

B. Members

Members of the Board of Directors shall be: President, First Vice-President, Second Vice-President, Secretary, Treasurer, Assistant Treasurer, chairpersons of standing committees, and the immediate Past President of the association.

C. Time of regular meetings:

There shall be five regular meetings of the Board of Directors each year. The dates and places for such meetings shall be determined by the Board of Directors at its first meeting of each year.

D. Special meetings:

Special meetings of the Board of Directors may be held at any time upon call by the President or by any three members of the Board upon the giving of written notice to the President and Secretary, provided that the business transacted at such special meeting shall be limited to that stated in the call.

E. Notice of meetings:

Notice of all regular meetings of the Board of Directors shall be electronically distributed to Board members at least one week in advance of the meeting. Notice should include the time and place of the meeting and agenda items to be discussed. Notice for special meetings shall be distributed not more than fifteen days prior to the date of said meeting.

F. Quorum:

At any meeting of the Board of Directors, a majority of the directors shall constitute a quorum for the transaction of any business whatsoever. A majority of those directors present at any meeting at which a quorum is present may decide any matter brought before the

meeting unless a different majority is prescribed by statute or by the bylaws of the association.

G. Adjourned meetings: See Article IV, Section G

H. Officers of meetings: See Article IV, Section H

I. Removal:

Any director of the association may be removed from the office for good cause shown by a vote of a two-thirds (2/3) majority of directors present at any regular or special meeting of the Board of Directors at which a quorum is present.

J. Vacancies:

Nominations to fill vacancies on the Board of Directors may be made at any regular or special meeting of the Board of Directors at which a quorum is present and voted upon at the next succeeding regular or special meeting of the Board. Nominations must have received the approval of the nominee.

## Article VII – Committees

A. Appointment:

The President of the association shall appoint the chairpersons of committees. All committees shall report to the Board of Directors at any time upon request of the Board. The President shall be an ex-officio member of all committees.

B. Standing committees:

Standing committees shall be those that function throughout the year and may include the following: Membership, Courtesy, Hospitality, and Communication. Other standing committees may be formed at the pleasure of the Board of Directors. The term of the members on each standing committee shall be two years, coinciding with the term of the President.

C. Special or Ad Hoc committees:

Such committees shall be appointed by the President of the association to serve temporary purposes.

D. Nominating committee:

Chairmanship of the nominating committee shall be vested in a member of the Board of Directors designated by the President. The chairman will establish a committee consisting of not fewer than three members of the association, either members of the Board or general membership. The nominating committee shall discuss recommendations with the Board prior to the annual meeting. Said recommendations for officers shall be reported and voted upon at the annual meeting of the association. This action shall not preclude any member present at the annual meeting from recommending him or herself or any other member for election to the Board of Directors in the manner provided by these bylaws.

E. Executive committee:

An executive committee consisting of the officers of the association and the immediate Past President shall meet upon the call of the President of the association and shall be empowered to act for the association.

Article VIII – Finance

A. Fiscal year:

The fiscal and membership year of the association shall be from September 1 through August 31 of each year.

B. Books, records, and accounts:

The association shall keep correct and complete books and records of accounts, and shall also keep minutes of proceedings of its Board of Directors and committees having any authority of the Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of the directors. The books shall be audited annually at the end of the fiscal year.

An exit audit shall be conducted at any time the office of the Treasurer is filled by a new person.

Article IX – Amendments

Amendments to bylaws:

These bylaws, or any provision hereof, may be amended, added to or repealed by the vote of a majority of all directors constituting the Board of Directors of the association at any regular meeting or at any special meeting called upon notice as herein provided, in which a proposed amendment, addition, or repeal shall be set forth. Notice of such action shall be given to the members of the association at the next regular or special meeting or by the publication in the newsletter of the association.

Article X – Parliamentary Authority

The rules contained in the current edition of Robert's Rules of Order, Newly Revised, shall govern the association in all cases in which they are applicable and in which they are not inconsistent with the bylaws and any special rules of order the Association may adopt.