

**AMENDED AND RESTATED BYLAWS  
OF  
MICHIGAN ASSOCIATION OF RETIRED SCHOOL PERSONNEL**

**ARTICLE I  
[Name]**

The name of this organization is and shall be the **MICHIGAN ASSOCIATION OF RETIRED SCHOOL PERSONNEL**, hereinafter referred to as “**MARSP**”. MARSP is organized on a non-stock directorship basis. The property, business and affairs of MARSP will be managed by its Board of Directors (hereinafter referred to as, the “**Board**”). The election, qualification and term of office of each member of the Board will be as set forth in the MARSP Articles of Incorporation (hereinafter referred to as, the “**Articles of Incorporation**”) and these Amended and Restated Bylaws (hereinafter referred to as these, “**Bylaws**”).

**ARTICLE II  
[Purpose]**

The purpose of MARSP shall be to promote the welfare of its members through a dedication to continuous educational opportunity, advocacy, and service as a means of safeguarding their economic security and well-being and furthering their independence and dignity. Notwithstanding anything contained herein the contrary, any and all activities conducted by or behalf of MARSP shall at all times be conducted in a manner consistent with the requirements of a nonprofit charitable organization organized under Section 501(c)(4) of the Internal Revenue Code of 1986, as amended (or comparable provisions of any subsequent federal tax code).

**ARTICLE III  
[Affiliation]**

MARSP affiliation with, or membership in, other organizations which require dues in excess of \$500 shall be approved by the Board.

**ARTICLE IV  
[Membership]**

Section 1. Regular membership in MARSP shall be open to (a) all retired annuitants of the Michigan Public School Employees Retirement System (“**MPSERS**”); (b) spouses of living retired annuitants, and the annuitant spouses of deceased members of that system; and (c) non-MPSERS retired annuitants who submit conclusive evidence of (i) bona fide retirement status and (ii) not less than ten (10) complete years of service in Michigan tax-supported educational institutions, upon payment of either the annual or life membership dues in effect at the time of application.

Section 2. Associate membership in MARSP shall be open to school employees, and other persons interested in the purposes and programs of MARSP.

Section 3.a. The amount of annual and life membership dues shall be determined by vote of the Board, at any Annual Board Meeting (as defined in Section 2 of Article VII), and under procedures established by the Board, when a change in the amount of such dues is properly submitted.

b. All MARSP members age 85 or older are offered annual memberships with reduced dues at an amount set by the Board.

Section 4.a. Any member having attained the age of 100 shall be granted honorary membership at no cost.

b. Other honorary membership in MARSP shall be awarded by vote of the Board.

Section 5. a. The rights and privileges of regular members shall include:

(i) Receipt of the organization's official publication, the *VANGUARD*.

(ii) Attendance at Board or executive committee meetings with permission to speak when granted by the presiding officer.

b. Associate members shall have membership rights and privileges except the rights to vote or hold elected office. Associate members may hold appointed positions at the local MARSP chapter level (as defined in Section 1 of Article XI).

Section 6. The association's fiscal year is July 1 - June 30.

## **ARTICLE V**

### **[Officers]**

Section 1. The officers of MARSP shall be appointed by the Board to serve two year terms and shall consist of a president, president-elect, secretary, treasurer, and a past president.

Section 2. The president shall:

a. Call regular and special meetings of the Board and the executive committee, and preside over said meetings.

- b. Appoint, with the advice and consent of the Board:
  - (i) Members of all standing and ad hoc committees.
  - (ii) Member(s) of the Board as the MPSERS board observer(s).
  - (iii) A parliamentarian.

c. Be an ex-officio member of all committees with the exception of the nominating committee.

d. Present to the Board programs for their approval and request Board assistance in implementation of such programs.

Section 3. The president-elect shall:

a. Preside at meetings in the absence of the president, and have the powers of, and perform all the duties of, the president at that time.

b. Succeed to the office of president at the conclusion of their term or at any time the office of president becomes vacant.

c. Perform such duties as are prescribed by the president and/or the Board and shall be an ex-officio member of all committees, except the nominating committee.

Section 4. The president-elect shall perform such duties as are prescribed by the president and/or the Board and shall be an ex-officio member of all committees, except the nominating committee.

b. Section 5. The secretary shall keep the records of all meetings of the Board and all executive committee meetings. The secretary shall also maintain the records of any other business meetings of MARSP. The secretary will give or cause to be given notice of all meetings of the Board for which notice may be required, and will perform any other duties prescribed by the Board. The secretary will perform such duties as are prescribed by the president and/or the Board and shall be an ex-officio member of all committees, except the nominating committee. The secretary will, in the absence or disability of the president and vice-president, perform the duties and exercise the powers of the president.

Section 6. The treasurer shall:

- a. Have charge of all funds of MARSP.

b. Pay all bills that are in accordance with the financial and procedural policies established by the Board, the approval of the president and/or the executive director, and other bills authorized by the executive committee.

c. Render a written report of receipts and expenditures of MARSP at each meeting of the Board, at each executive committee meeting, and at any other business meetings of MARSP.

d. In the name of MARSP, deposit and/or invest in institutions as per the MARSP Investment Policy approved by the Board.

e. Perform such duties as are prescribed by the president and/or the Board and shall be an ex-officio member of all committees, except the nominating committee.

The treasurer, president, and executive director shall be legally authorized to deposit and withdraw funds of MARSP. When necessary bills may be paid by the president or executive director when in accordance with the financial and procedural policies.

Section 7. Each year, a nominating committee chaired by the past president and two additional members that are not candidates for an open position. The nominating committee shall review applications for board director and officer's positions, conduct interviews as needed and make recommendations to the full board for consideration. Nominees must be members in both the local chapter and MARSP as of the nomination deadline. In even numbered years, the board will elect a President-Elect and in odd numbered years will elect a secretary and treasurer.

Section 8. The new board members and officers take office July 1 following the election, the beginning of the MARSP fiscal year. The executive committee shall make interim appointments to vacancies of elected board members or officers until the next Board Meeting.

## **ARTICLE VI**

### **[Executive Director]**

MARSP shall employ an executive director who shall be appointed by the Board. The executive director shall operate under the job description found in the standing rules. The executive director shall serve on all committees as ex-officio without a vote. The executive director shall not be a member of the nominating committee.

## **ARTICLE VII**

### **[Meetings]**

Section 1. ANNUAL BUSINESS MEETINGS.

- a. Each chapter shall hold an annual business meeting from March 1 – June 1, at a time of day and place determined by each chapter
- b.

## Section 2. BOARD MEETINGS.

a. The president shall call, and the Board shall hold, at least two (2) regular meetings each year, with one (1) regular meeting (the “**Annual Board Meeting**”) The Annual Board Meeting shall be held for the purpose of (i) electing officers for the ensuing year, (ii) establishing the Board’s meeting schedule for the ensuing year, and (iii) for transacting other business properly brought before the Board including, without limitation, discussing and voting on any properly proposed amendments to these Bylaws and the Articles of Incorporation. If the Annual Board Meeting is not held when scheduled, such Annual Board Meeting may be held as a delayed regular meeting or as a special meeting of the Board.

b. Following the written request of at least five (5) members of the Board, the president shall call a special meeting of the Board sending a written notice to the entire Board. Except as otherwise provided by these Bylaws or by law, written notice containing the place and time of all meetings of the Board will be given either personally, by mail or by electronic communication to each Board member not less than ten (10) days, or more than sixty (60) days, before any regular meeting (including the Annual Board Meeting), and not less than five (5) days before any special meeting. Notice of a regular meeting of the Board need not state the purpose or purposes of the meeting or the business to be transacted at the meeting. If the intended recipient of such notice is permitted to be present and vote at a meeting by remote communication, the means of remote communication allowed shall be included in the notice. A Board member may waive notice of a meeting in any manner that is permitted for giving notice. The waiver may be given by the Board member at any time before, at, or after the meeting. Attendance of a Board member at a meeting constitutes a waiver of notice of the meeting unless, at the commencement of the meeting, the Board member states an objection on the basis that the meeting is not lawfully called or convened.

c. A majority of the Board in office shall constitute a quorum at any meeting of the Board. The affirmative vote of a majority of the Board members present at a meeting at which a quorum is present will constitute the action of the Board, unless the vote of a larger number of Board members is required by law, by other sections of these Bylaws or by the Articles of Incorporation. Each Board member entitled to vote at any meeting of the Board will have the right to cast one (1) vote in person or by electronic transmission (if participating in a meeting by remote communication). No Board member may cast a vote by proxy.

d. Any action required or permitted to be taken at any meeting of the Board may be taken without a meeting, without prior notice and without a vote, if all of the Board members then in office unanimously consent in writing, including by electronic transmission such as email, to the action so taken. Written consents will be filed with the minutes of the proceedings of the Board members.

e. A Board member may participate in a meeting of the Board by conference telephone or

similar remote communication equipment by which all Board members participating in the meeting may hear each other if all participants are advised of the type of communication equipment being used and the names of the participants in the conference are divulged to all participants. Participation in a meeting pursuant to this Section constitutes presence in person at the meeting if MARSP: (i) implements reasonable measures to verify the identity of each Board member considered present and permitted to vote at the meeting by means of remote communication; (ii) implements reasonable measures to provide each Board member attending the meeting by remote communication a reasonable opportunity to participate in the meeting and to vote including an opportunity to read or hear the proceedings of the meeting substantially concurrently with the proceedings; and (iii) maintains a record of the vote or other action of any Board member who votes or takes other action at the meeting by means of remote communication. An annual listing of voting members will be provided to Board members.

f.  
Section 3. OTHER MEETINGS. The executive committee shall have a minimum of one ( 1) meeting annually called by the president. On written request of two (2) members of the committee, the president shall call a special meeting of the committee sending a written notice to the entire committee at least five (5) days prior to the meeting. A majority of the committee shall constitute a quorum. The affirmative vote of the committee members present at a meeting at which a quorum is present will constitute the action of the committee, unless the vote of a larger number of committee members is required by law, by other sections of these Bylaws or by the Articles of Incorporation.

## **ARTICLE VIII**

### **[Board of Directors]**

Section 1. The Board shall be the governing body of MARSP and shall be composed of 10 regional directors, 5 elected officers. The Executive Director is a non-voting member of the Board. At no time shall the Board consist of fewer than three (3) Board members.

Section 2. The Board shall adopt the policies which govern MARSP. These policies shall constitute the governing philosophy and principles for the operation of MARSP.

The Board is the oversight authority for the activities of the executive and other committees. Each Board member shall receive executive committee meeting minutes and status reports in a timely manner.

Section 3. The duties of the Board shall be to:

- a. Group the membership into 10 regions, taking into consideration size, location, number of chapters, and number of MARSP members.
- b. Group chapters into regions, taking into consideration size, location, number of chapters, and number of MARSP members, within a proposed region. Approve actions of the committees, including, without limitation, the executive committee.
- c. Approve committee appointments and delegate authority to committee members.
- d. Appoint an auditor.

- e. Approve all contracts.
- f. Approve programs and projects and assist in their implementation.
- g. Receive auditor's report.
- h. Establish standing rules of MARSP.
- i. Confer honorary memberships.
- j. Work with the AARP state office representative in promoting services.
- k. All other duties necessary to maintain the efficient operation of the organization.

Section 4. A Board member may resign by providing written notice to the Board. The resignation will be effective upon the Board's receipt thereof or at the date and time set forth in the notice of resignation, whichever is later. A Board member may be removed, either with or without cause, by the affirmative vote of two-thirds (2/3) of the Board members then in office.

If a vacancy on the Board has occurred, such vacancy may be filled by the affirmative vote of a majority of the remaining Board. However, if the vacancy concerns the Board seat previously held by an elected officer or a MARSP standing committee chair, such vacancy shall be filled by the successor officer or successor MARSP standing committee chair, as applicable.

Section 5. Board members will serve without compensation, but may be reimbursed for actual, reasonable and necessary expenses incurred in his or her capacity as a Board member, consistent with policies adopted by MARSP.

## **ARTICLE IX**

### **[Executive Committee]**

Section 1. The executive committee shall consist of the elected officers of MARSP.

Section 2. The executive committee shall have all of the power to act in accordance with the standing rules established by the Board, including amending the standing rules. The executive committee cannot modify any action taken by the Board or take any action in contravention of the Michigan Non-Profit Corporation Act.

Section 3. The executive committee oversees the administration of the organization through the executive director. This committee will provide guidance, support and counsel to the executive director and will be responsible for conducting evaluations of the director and the general performance of the operating organization.

## **ARTICLE X**

### **[Committees]**

Section 1. The standing committees of MARSP shall be established by the Board. The

duties and responsibilities are described in the standing rules.

Section 2. The president shall make appointments to the standing committees and inform the Board.

Section 3. Each appointment shall have the duration of three (3) years, with expirations staggered.

Section 4. The president shall appoint a committee chair from the committee membership. Each committee chair shall serve for one year and may be reappointed at the pleasure of the president.

## **ARTICLE XI**

### **[Divisions]**

Section 1. CHAPTERS. Five or more of the persons described in Article IV, Section 1 of these Bylaws, may organize a chapter of MARSP in counties, cities, or villages in Michigan. Out-of-state MARSP chapters may be formed at the discretion of the Board. MARSP will assist in the organization of such chapters. A newly organized chapter shall be recognized at its annual business meeting and shall receive a charter conferring all the benefits and privileges of membership. All elected officers of the local chapter shall be members of the local chapter and MARSP.

Section 2. Regions. Regions will be defined by county taking into consideration the size, location, number of chapters, and number of MARSP members within each proposed region. Each Region will have a Regional Director that serves a two-year term appointed by the Board of Directors. A Regional Director may recruit assistants to help with regional activities, but assistants shall not be a substitute at Board meetings.

The Regional Director shall:

- a. Provide leadership to all members within their region.
- b. Serve as liaison among the chapters and between the chapters and the state organization.
- c. Make every effort to attend all MARSP Board meetings or events and serve as a voting member of the Board of Directors.
- d. Work with the state membership chair and the chapter presidents in promoting membership and forming new chapters.
- e. Meet at least one time with that region's chapter leaders during their term in office, with the purpose of assisting, communicating, and sharing in the success and effectiveness of the chapters.
- f. With support of the state office, host at least one event for all members of the

region with the purpose of engaging the membership, fostering a sense of community, and bringing value to the members.

## **ARTICLE XII**

### **[Parliamentary Authority]**

All questions of parliamentary procedure not covered by these Bylaws shall be determined by Robert's Rules of Order, Newly Revised, Latest Edition.

## **ARTICLE XIII**

### **[Amendment of Bylaws]**

Section 1. Amendments to these Bylaws may be *proposed* by the following methods:

- a. By the Board;
- b. By the individual chapters; and
- c. By the individual members, if co-signed by five (5) members, representing at least three (3) different chapters.

Section 2. All amendments must be submitted with sufficient rationale to the Board or, if a Bylaws review committee has been formed by the Board, to such committee. If the amendment fails to meet the qualifications, the Board and/or the Bylaws review committee, shall notify the submitting agent accordingly.

Section 3. A two-thirds (2/3) majority of the Board members present and voting at any properly called meeting of the Board at which a quorum is present shall be needed to approve a proposed amendment.

Section 4. Any amendments to these Bylaws adopted by the Board at any properly called meeting of the Board at which a quorum is present shall be published in the *VANGUARD* and shall take effect no earlier than sixty (60) days from the date the amendment was adopted.

Section 5. These Bylaws were approved and adopted by the Board on May 17, 2017, and amend, restate and replace, in their entirety, all prior bylaws of MARSP.

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**December 15, 1951, adopted by  
organizing committee**

**Amendments May 1963**

**Amendments May 1974**

**Amendments May 1984**

*Total rewrite following separation from MEA*

**Amendments June 1985**

**Amendments June 1987**

*Article III*

*Article V, Section 1*

*Article VIII, Section 1*

*Article IX, Section 1*

*Article X, Section 1*

*Article XI, Section 1*

**Amendments June 1988**

*Article II*

*Article IV, Sections 1 and 2*

*Article V, Sections 1, 2 and 3*

*Article VI, Sections 1 and 2*

*Article VIII, Sections 1 and 2*

*Article IX, Section 1*

*Article XI, Sections 1 and 2*

*Article XIII, Section 1*

**Amendments June 1992**

*Article II*

*Article IV, Sections 3 and 5*

*Article V, Sections 2, 4, 5, 7, 8 and 9*

*Article VIII, Section 2*

*Article XI, Section 1*

**Amendments June 1993**

*Article II*

*Article IV, Sections 1 and 2*

*Article VI, Section 2*

*Article X, Section 1*

*Article XI, Sections 1 and 2*

**Amendments June 1994**

*Article III*

*Article IV, Sections 1, 2, 3, 4, 5 and 6*

*Article V, Section 2*

*Article VII, Section 5*

*Article VIII, Section 2*

*Article X, Section 1*

*Article XI, Section 2*

*Article XIII, Section 1*

**Amendments June 1996**

*Article IV, Sections 3, 4, 5 and 6*

**Amendments June 1998**

*Article IV, Sections 1, 2 and 3*

*Article V, Sections 2 and 8*

*Article VI*

*Article X*

*Article XI, Section 2*

*Article XIII, Sections 1, 2, 3, 4, and 5*

**Amendments June 1999**

*Article V, Sections 3 and 8*

*Article VII, Section 2*

*Article X, Sections 1, 2, 3, 4 and 5*

*Article XI, Section 1*

**Amendments June 2000**

*Article V, Section 8*

*Article VII, Section 5*

*Article VIII, Sections 2 and 3*

*Article IX, Sections 1, 2, and 3*

*Article XI, Section 2 and 3*

**Amendments June 2002**

*Article XI, Section 2*

**Amendments June 2003**

*Article III*

*Article IV, Sections 3 and 5*

*Article V, Sections 5, 6, 7, and 8*

*Article VII, Sections 1, 2, 3, 4, 5, and 6*

*Article VIII, Section 1*

*Article X, Sections 1, 2, 3, and 4*

*Article XI, Sections 1, 2, and 3*

*Article XIII, Sections 1, 2, 3, 4, and 5*

**Amendments June 2009**

*Article II*

*Article V, Sections 7 and 8*

*Article VII, Sections 1, 3 and 4*

*Article XI, Section 2*

**Amendments June 2011**

*Article VII, Section 2*

*Article VIII, Section 1*

*Article IX, Section 1*

## **Amendments April, 2014**

*Amended and Restated Entire Bylaws*

Material Amendments:

- Limited the scope of permitted activities (Article II)
- Clarified Board election process (Article VII, Section 1)
- Clarified officer appointment process (Article V)
- Clarified meeting and voting procedure for areas (Article VII, Section 1)
- Clarified meeting and voting procedures of Board (Article VII, Section 2)
- Set Board resignation and removal process (Article VIII, Section 4)
- Modified the Bylaws Amendment provisions (Article XIII)

## **Amendments April, 2016**

Article II

Article V, Section 8

Article VII, Section 1

Article VIII, Section 4

Article IX, Section 2

Article XI, Section 1 and 2

Article XIII, Section 2 and 5

## **Amendments May 17, 2017**

Change “chairman” to “chair” and “chairmen” to “chairs” throughout

Article XI, Section 3

Article XIII, Section 5

## **Amendments October 26, 2022**

Article V, Section 5

Article V, Section 6

Article VII, Section 2, Subsection 5

Article VII, Section 3

Article X, Section 2

Article X, Section 3

## **Amendments December 11, 2025**

Article IV, Section 5, Subsection 3

Article V, Section 1

Article V, Section 2, Subsection B,iv

Article V, Section 3 and Subsection B

Article V, Sections 7 and 8

Article VII, Section 1, Subsections A and B

Article VII, Section 2, Subsection A

Article VII, Section 3

Article VIII, Section 1, 3a and 3b

Article IX, Section 1

Article XI, Sections 2 and 3