

**VERMONT STATE EMPLOYEES' ASSOCIATION
RETIRED EMPLOYEES' CHAPTER
ARTICLES OF ASSOCIATION AND BY-LAWS**

ARTICLE I

NAME

This Chapter shall be known as the Retired Employee Chapter of the Vermont State Employees' Association, Inc.

ARTICLE II

PURPOSE

The object of the Chapter shall be as follows:

- A. To provide for goodwill and fellowship among retired public employees.**
- B. To provide a medium through which retired public employees may express their views on VSEA's legislative agenda, benefits and regulations affecting their retirement benefits, and all other matters that affect them.**
- C. To provide an effective structure by which retirees may engage in political action in support of labor's goals and initiatives.**
- D. To provide a mechanism for the effective interchange of ideas and information between the members of this Chapter, members of local chapters, and the Vermont labor community.**

ARTICLE III

NATURE

- A. This Chapter shall be subordinate to the Vermont State Employees' Association, Inc.**
- B. This Chapter shall not take a partisan position on issues and shall advance the political agenda of the Vermont State Employees' Association, Inc., as approved and recommended by the VSEA Board of Trustees.**
- C. All Chapter votes, resolutions and activities, except those of a purely local social interest, designed or intended to be made public in any manner, shall first be approved by the VSEA Board of Trustees.**
- D. The fiscal year of this Chapter shall conform to that of VSEA, which is October 1st - September 30th. Member annual chapter dues shall be payable on the first day of the**

fiscal year.

ARTICLE IV

MEMBERSHIP

- A. Life Membership in the Chapter shall consist of any person who holds a life membership certificate awarded by the Vermont State Employees' Association. Life members, in good standing, with current dues paid, may hold office and vote on any Chapter issue.**
- B. No VSEA member may hold any office or position in VSEA or any Bargaining Unit as the representative of employees in any capacity if s/he is also a member of any other rival organization having the potential to represent employees through legal challenge to the Vermont State Employees' Association, Inc., as the collective bargaining representative. A waiver from this rule may be granted upon written application to, and approval of, the VSEA Board of Trustees, which may also revoke such approval.**
- C. Any office or position held by such member in the Vermont State Employees Association, Inc. shall automatically become vacant in the event such dual membership exists, unless a waiver has been approved by the VSEA Board of Trustees.**

ARTICLE V

CHAPTER OFFICERS AND TRUSTEES

- A. The Officers of this Chapter shall be President, Vice President, Clerk, Treasurer and Immediate Past President. Additionally, Trustees shall be elected from each of the Districts as represented in section J, if possible. If there are no District Trustee candidates, the Board of Trustees may appoint an at large candidate to fill a vacancy. In addition to the District Trustees, there shall be one (1) at large Trustee seat elected by the membership.**
- B. The President shall be the executive head of the Chapter, and shall preside at all Chapter functions. The President shall serve as the Chair of the Chapter Board of Trustees, and shall be entitled to vote on such matters that come before the Board of Trustees only for the purpose of breaking a tie. Any member, upon approval of the President, shall be entitled to receive compensation from the Chapter treasury for reasonable and necessary in-state automobile mileage expenses to attend meetings or other functions associated with the duties of the Chapter. Approval of the President's expenses shall be approved by the Chapter Board of Trustees. The President shall serve as the representative of the Retirees' Chapter on the VSEA Board of Trustees.**
- C. The Vice President shall act for the President in his/her absence, and shall perform such other tasks as directed by the President and approved by the Chapter Board of Trustees.**
- D. The Clerk shall cause to be kept such records as may be directed by the Board of Trustees, minutes of all meetings of the members of the Chapter, and such other records as shall be necessary for the efficient conduct of Chapter business. The Clerk shall keep a listing of all Chapter members, their status as Chapter members, and shall issue correspondence as directed by the Chapter Board of Trustees.**

- E. The Treasurer shall cause to be kept all records of financial transactions for the Chapter. The Treasurer shall issue a written balance statement at each Board of Trustees meeting. The Treasurer shall cause all funds entrusted to the Chapter to be held in a secure location, and shall make a full report of said funds to the VSEA Board of Trustees upon demand, but at least once per year within thirty (30) days of the end of the corporation's fiscal year. The Treasurer shall present all records for audit as approved by the Board of Trustees annually, and shall submit such audit to the VSEA Board of Trustees upon demand.**
- F. The Chapter Board of Trustees shall be comprised of the Chapter Officers and District Trustees and the at large Trustee. The Board of Trustees shall be the governing body of the Chapter.**
- G. The Chapter Board of Trustees shall meet at least quarterly, and at such other time as their duties require.**
- H. The VSEA Retired Employee Chapter shall elect such members to the VSEA Council as determined by the VSEA Master Bylaws, and shall exercise such responsibilities as further detailed in such Bylaws.**
- I. The VSEA Retired Employees Chapter representative on the VSEA Board of Trustees shall be the President of the Chapter.**
- J. Chapter Districts By County**
 - District #1 Washington and Orange**
 - District #2 Orleans and Essex**
 - District #3 Caledonia and Lamoille**
 - District #4 Franklin, Grand Isle and Chittenden**
 - District #5 Addison, Rutland and Bennington**
 - District #6 Windham and Windsor**

ARTICLE VI

ELECTION OF OFFICERS AND TRUSTEES

- A. Effective with the 2024 elections, the President, Vice-President, Clerk and Treasurer shall be elected for a term of two (2) years, or until such time as their successor is appointed or elected. The term of office of Trustee shall be three (3) years. The term of office of Trustee shall be three (3) years.**
- B. Officer, Trustee and VSEA Trustee candidates shall be elected at the chapter annual meeting. All Chapter committee positions shall be appointed by the President, with the advice and consent of the Board of Trustees. Any vacant Officer, Trustee or VSEA Trustee position, except the Immediate Past President, of the Chapter shall be filled by appointment by the Board of Trustees until the next Chapter Annual Meeting at which time an election shall be held to fill the vacancy for the remainder of the term.**

- C. If any Officer of the Retired Employee Chapter misses three (3) consecutive meetings without notifying the Chapter President or VSEA central office that he/she must cancel, the position may be declared vacant by the Chapter President. If the remainder of the term of the vacated position is less than one year, the Retired Employee Chapter Board of Trustees may fill the vacancy by appointment. If the remainder of the term of the vacated position is more than one year, a special election shall be conducted at the next Chapter meeting to fill the position for the remainder of the original term. In conducting said special election, notice of the vacancy and election must be duly warned at least fourteen (14) calendar days in advance.** ^[L]_[SEP]
- D. If for reasons other than medical, any member of the retired Employee Chapter board of Trustees, including Officers, misses a total of six (6) regularly scheduled meetings during twelve (12) consecutive months, the position shall be declared vacant by the Board of Trustees and the seat will be replaced in accordance to the Retired Employee Chapter Bylaws.**
- E. If for medical reasons, any member of the Retired Employee Chapter Board of Trustees, including Officers, misses a total of six (6) regularly scheduled meetings during twelve (12) consecutive months in a calendar year of the Board of Trustees the position may be declared vacant by the Board of Trustees. If the remainder of the term of the vacated position is less than one year, the Retired Employee Chapter Board of Trustees may fill the vacancy by appointment. If the remainder of the term is more than one year, a special election shall be conducted at the next Chapter meeting to fill the position for the remainder of the original term. In conducting said special election, notice of the vacancy and election must be duly warned at least fourteen (14) days in advance.** ^[L]_[SEP]
- F. No individual may hold more than one seat simultaneously on the Board of Trustees.**

ARTICLE VII

AMENDMENTS

- A. Amendments to these Articles may be made at the Chapter Annual Meeting or at a Special Meeting by the presentation of such proposal to the membership for consideration and may be adopted by two-thirds vote of those voting. Any amendment or addition to these articles must be proposed in writing to the full membership at least ten (10) days prior to the meeting date. Unless otherwise stated, all amendments to these Articles shall take effect immediately upon the close of the Annual or Special Chapter meeting at which they are adopted.**
- B. Any proposed or adopted amendment or addition to these Articles must be in conformity to the Articles and Bylaws of the VSEA, Inc., and any change must be submitted to the VSEA Board of Trustees for approval prior to implementation.**

ARTICLE VIII

RULES OF ORDER

The proceedings of this Chapter shall be governed by “Roberts’ Rules Of Order”, revised edition, insofar as the same may be applicable and not in conflict with these Articles of Association and Bylaws.

BYLAWS

BYLAW I

MEETINGS OF MEMBERS

- A. The Annual Meeting of the Chapter shall be at the call of the President, during the month of August or September.**
- B. Other regular meetings may be held at the call of the President. Local meetings of Chapter members to address issues of local or regional interest, or for the benefit of fellowship or goodwill among such members, may be approved by the Chapter Board of Trustees as warranted.**
- C. Special Meetings of the Chapter shall be called by the President, Clerk or Vice-President upon written request of not less than ten (10) members of the Chapter. Such request shall be presented to the Chapter President, and copied to the VSEA Director. Special Meetings called by written request shall be limited to the specific issues requested in the written request.**
- D. The Clerk of the Chapter shall cause notices of Annual, regular or Special Meetings of the members to be issued to the members at least ten (10) days prior to the date of such meeting and, if possible, include the agenda in the notice.**
- E. A quorum shall consist of not less than ten (10) members at meetings of members.**

BYLAW II

MEETINGS OF THE BOARD OF TRUSTEES

- A. The Chapter Board of Trustees shall meet at least quarterly at the call of the President.**
- B. Other regular Board of Trustees meetings may be held at the call of the President. Special Meetings of the Board of Trustees shall be called by the President or, absent that ability, the Chapter Clerk or VSEA Director on the written request of three (3) or more Chapter members. Such request shall be presented to the Chapter President, and copied to the VSEA Director. Special meetings called by written request shall be limited to the specific issues in the written request.**

- C. The Clerk of the Chapter shall cause notices of regular or Special Meetings of the Board of Trustees to be issued to Board of Trustees members at least seven (7) days prior to the date of the meeting and include the agenda in the notice. In an emergency situation, a Special Meeting may be held at the call of the President with forty-eight (48) hours' notice and may be held using electronic means.**
- D. A quorum of the Board of Trustees shall consist of a majority of the filled positions.**
- E. The reasonable and necessary in-state automobile mileage expenses of members of the Board of Trustees to attend Board of Trustees meetings shall be paid from the Chapter treasury.**

BYLAW V

DUES

- A. The Chapter may, by warned motion at any Chapter Annual Meeting or Special Meeting called for that purpose, establish annual dues for assessment to Chapter members. Such dues shall be held by the Chapter Treasurer in a secure account, and be used to defer the cost of Chapter activities, Board of Trustees meetings and Chapter expenses. Upon the establishment of membership dues, all members must be in good standing, having paid their dues, to vote on any Chapter matter or hold office.**
- B. Dues shall be payable annually, or by such means as approved by the Chapter Board of Trustees, and approved by the VSEA Board of Trustees.**
- C. A Retiree Assistance Fund has been established. The fund may receive donations from VSEA, individuals, businesses, other unions or other sources approved by the Board of Trustees. Chapter dues may not be used in the fund unless a specific amount is authorized at a Chapter annual, regular or special meeting warned for that purpose.**

BYLAW IV

CHAPTER COMMITTEES

- A. The Board of Trustees shall approve the formation of all committees necessary to handle the chapter business. The President of the Chapter shall then appoint chairs and members to said committees.**
- B. All committees shall be responsible to the Board of Trustees of the Chapter, and shall report all committee actions or recommendations to same.**

BYLAW V

AMENDMENTS TO BYLAWS

- A. Amendments to these Bylaws may be made at the Chapter Annual Meeting or at a Special Meeting by the presentation of such proposal to the membership for consideration, and may be adopted by two-thirds vote of those voting. Any amendment or addition to these Bylaws must be proposed in writing to the full membership at least ten (10) days prior to the meeting date. Unless otherwise stated, all amendments to these Bylaws shall take effect immediately upon the close of the Annual or Special Chapter meeting at which they are adopted.**
- B. Any proposed or adopted amendment or addition to these Bylaws must be in conformity to the Articles and Bylaws of the VSEA, Inc., and any change must be submitted to the VSEA Board of Trustees for approval prior to implementation.**

Articles of Association and Bylaws adopted at Chapter Annual Meeting 9/1/04

Amended August 2, 2011 at Chapter Annual Meeting

Amended August 9, 2012 at Chapter Annual Meeting

Amended August 9, 2013 at Chapter Annual Meeting

Amended August 13, 2015 at Chapter Annual Meeting

Amended August 18, 2016 at Chapter Annual Meeting. Approved by the VSEA Board of Trustees at its meeting February 7, 2017.

NOTE: No changes were proposed changes in 2017. Theresa R. Lefebvre, Clerk

Amended August 17, 2018 at the VSEA Retirees' Chapter Annual Meeting.

NOTE: No changes were proposed at the 2019 Annual Meeting.

NOTE: No changes were proposed at the 2020 Annual Meeting.

NOTE: No changes were proposed at the 2021 Annual Meeting.

NOTE: No changes were proposed at the 2022 Annual Meeting.

Amended Article VI, Sec. A at the August 23, 2023 Annual Chapter Meeting