

BYLAWS

Article I

Name

PUBLIC EMPLOYEE RETIREES, INC.

Article II

Purpose and Operational Authority

Section 1: Purpose Statement

The Public Employee Retirees, Inc. (PERI), is a nonprofit membership association operating in the State of Ohio as a corporation, which exists to support and protect the pension and benefits provided to retired public employees and their beneficiaries through the Ohio Public Employees Retirement System (OPERS). In addition to its advocacy work, PERI provides educational resources and programming, and other retirement resources to its member stakeholders. PERI is committed to maintaining compliant governance, sound fiscal accountability and transparency.

Section 2: Legal Authority

The corporation shall have direct and indirect authority, alone or in conjunction or cooperation with others to perform any and all lawful acts which may be necessary or convenient to affect the purposes for which the corporation is organized, and to aid or assist other organizations or persons whose activities further accomplish, foster or attain such purposes.

Section 3: PERI is a nonprofit association operating in the state of Ohio and organized under Section 501(c) of the United States Internal Revenue Code.

Section 4: Distribution Upon Dissolution

A. Decision to Dissolve

- 1) In the event it becomes necessary to dissolve the corporation, in consultation with legal and financial professionals, a list detailing distribution of assets (physical and financial) will be created for presentation to the Board in preparation for the discussion on dissolution.
- 2) A meeting to consider dissolution may be called by the Executive Committee.
- 3) A majority vote in the affirmative of the full board is required to pursue dissolution upon which a meeting of the membership will be called. A majority vote in the affirmative by Annual and Life members is required to dissolve the corporation.

B. Disposition of Assets

- 1) With the assistance of legal and financial professionals, the Executive Board and the Executive Director will proceed to settle outstanding debts and obligations, and proceed to distribute or dispose of corporate assets according to the established law in the State of Ohio and those rules established by the IRS for like organizations.

- C. Filing Requirements
 - 1) The corporation shall file a Certificate of Dissolution with the Secretary of State's office and comply with all state and federal reporting requirements.
 - 2) Should interested parties choose to request reinstatement of the corporation, such reinstatement must be filed within two (2) years of cancellation. Failure to file a reinstatement within the 2-year timeframe will result in the business entity being cancelled permanently.
 - i. The 2-year reinstatement limitation applies to Professional Associations and Nonprofit Corporations among others.
- D. Records Retention
 - 1) With the assistance of legal and financial professionals, the following records will be retained according to state and federal regulations in effect at the time of dissolution:
 - i. Permanent records to include: articles of incorporation, latest revised Bylaws, tax returns, ownership records, and meeting minutes.
 - ii. Tax Records
 - iii. Employment and Payroll records
 - iv. Property and Legal records

Article III

Members

- Section 1. Qualifications of Members

Membership of the Corporation shall be open to persons who are receiving retirement pensions and/or survivor or disability benefits from the Ohio Public Employees Retirement System and their spouses, persons who are actively employed in work which pays into the Ohio Public Employees Retirement System, and to any other persons interested in the corporation and its purpose. Membership categories and voting rights for those categories shall be determined by the Board of Trustees.
- Section 2. Categories of Membership
 - A. Annual membership
 - 1) Any individual currently receiving retirement pension from OPERS.
 - 2) Any individual receiving survivor or disability benefits from OPERS.
 - 3) Any individual actively employed in work which pays into OPERS.
 - B. Life membership
 - 1) Granted to, and held by, those who have paid the, one-time single payment. Life memberships do not transfer to a surviving spouse.
 - C. Associate membership
 - 1) Any individual interested in the corporation and its purpose.

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- Section 3. Dues.
- A. The organization shall operate on the fees collected, and on the interest or dividends derived therefrom.
 - B. Regular membership, life membership, and associate membership fees shall be established by a majority of the Board of Trustees.
 - C. Regular membership and associate membership shall be granted to and held by those who have paid the required fee.

Article IV Government

- Section 1. The Corporation shall be governed by the majority of its voting members in good standing. Voting on any issues or candidates will occur prior to an annual meeting to be held no later than May 25th each year. Members in good standing include annual members who have paid their current year membership fee, and life members. Associate members have no voting privileges.
- Section 2. A representative body of elected or appointed members shall oversee the operation of the corporation. The representative body shall be called the Board of Trustees. The Board of Trustees shall be comprised of five (5) Officers (Executive Committee) and up to eleven (11) District Representatives.

Article V Board of Trustees

- Section 1. Duties and Responsibility of the Board of Trustees (Board)
- A. The Board is to adopt and maintain bylaws and establish operating procedures for the Corporation.
 - B. Designates the hour and place of special and annual meetings.
 - C. Make proposals to the membership.
 - D. Promote, authorize, and charter local Chapters; develop and adopt criteria for Chapter operations.
 - E. Perform such other duties as authorized by these bylaws including, but not limited to:
 - 1) Approval of an annual budget prior to the start of the calendar year.
 - 2) Requiring an external audit of all financial documents every two years, or whenever there is a change in the Board Chair, Treasurer, or Executive Director.
- Section 2. Board Meetings
- A. The Board shall hold regular meetings every other month beginning in January. This schedule may be changed with a majority vote from the board.
 - B. Special meetings of the Board may be called by the Chair or shall be called by the Chair upon the written justification of urgency by at least eight (8) members of the Board.
 - C. Board members (Officers and Representatives) are required to attend all Board meetings in person or by virtual attendance unless given an approved absence by the Board except for the Annual meeting or special meetings which are mandatory.

Section 3. Stipends and Reimbursements

- A. All Trustees may receive a stipend for each meeting attended.
 - 1) Stipends are to be paid to officers and district representatives for each annual, board, district, chapter, committee, or special meeting (when called by the chairperson or board) attended.
 - 2) If more than one meeting is held on the same day, only one stipend will be paid.
- B. Trustees will be reimbursed for conducting corporate business per the policy established by the Board as follows:
 - 1) Mileage – reimbursement will be at the federal IRS rate in effect unless travel is for the trustee's own local chapter meeting.
 - 2) Meals
 - 3) Lodging
 - 4) Long-distance telephone charges
 - 5) Miscellaneous office supplies
- C. Trustees must submit yearly budget proposals to the Finance and Investment Committee and the Executive Director regarding all anticipated expenses by the date specified by the Executive Director, Executive Committee, OR the Finance and Investment Committee. Limits on reimbursements will be established and approved by the Board in the annual budget.
- D. Receipts or itemized listing of all expenses are required to be submitted to the corporate office monthly for reimbursement.

Section 4. Succession of Board Members

- A. Terms of the Board
 - 1) Executive Committee shall begin their term on June 1 following the Annual meeting.
 - 2) District Representatives shall begin their term according to Article VIII, Section 3 below.
- B. The Vice-Chair, 2nd Vice-Chair, or 3rd Vice-Chair, in order of sequence, shall preside and take over the duties of the Chair in his or her approved absence.
- C. Removal of Board Members
 - 1) A position on the Board shall be considered vacant when the member holding that position has died, resigned or been removed for incapacity or unapproved absenteeism (absent from three consecutive board meetings within a calendar year without approved absence by the Board).
 - 2) A board member may be removed for conduct considered unprofessional and/or injurious to PERI and/or the Board.
 - 3) Such removal shall require a two-thirds (2/3) majority vote of Board members (excluding the affected board member) in attendance at the regularly scheduled meeting of the Board of Trustees.
- D. Filling Vacant Board Positions
 - 1) Chair position vacancy: The Vice Chair shall take over the office and duties of Chair.
 - 2) The Board may appoint a successor to fill a vacant unexpired term of any member of the Board except the Chair.

- 3) All Executive Committee level appointees shall need to be elected at the next scheduled election.
- 4) An appointment to fill an unexpired term does not restrict an individual's eligibility to be elected for the position's consecutive term limit.

Article VI

Officers

- Section 1. List of Officers
- A. The officers of the Corporation shall be a Chair of the Board, a Vice-Chair, a 2nd Vice-Chair, a 3rd Vice-Chair, and a Treasurer. These officers shall constitute the Executive Committee.
 - B. At the discretion of the current Board Chair, the immediate past chair may be asked to serve on the Executive Committee in a non-voting role.
- Section 2. Duties of Officers - General
- A. The Executive Committee shall:
 - 1) Supervise the affairs of the corporation between regularly scheduled Board meetings.
 - 2) Represent all members regardless of geographic location.
 - 3) Oversee and support the Executive Director in the execution of their duties.
 - 4) Develop, or approve, and submit to the board and/or members (as appropriate) for action, the following governing documents:
 - i. Long range and yearly development plan.
 - ii. Policies and Procedures, including a staff personnel policy and procedures with input from the Executive Director.
 - iii. Bylaws amendments.
 - iv. Budget requests and special project proposals.
 - v. Bond and/or audit requests for staff members and the treasurer or chapter treasurers when one is deemed warranted.
- Section 3. Duties of Officers – By Position
- A. Chairman of the Board:
 - 1) Shall function as the official head of the Public Employee Retirees, Inc.
 - 2) Shall serve as Chair of the Executive Committee.
 - 3) Presides over all meetings.
 - 4) Make all standing committee appointments no later than August 1st except for the Nominating Committee, which is appointed in accordance with the schedule for elections of officers outlined in Article VII, Section 3 below.
 - 5) Serves as the ex-officio of all standing committees to provide oversight and works closely with the treasurer on all financial matters.
 - 6) And, shall have such further duties as ordinarily pertain to the office of Chair.
 - B. Vice-Chairs of the Board:
 - 1) Shall serve as members of the executive committee.
 - 2) Shall chair at least one standing committee.
 - 3) Be familiar with all aspects of the operation of the corporate office, including but not limited to, dues notification and solicitation, membership application

processing, bookkeeping means and methods, handling and security of membership data, communication with the chapter officers, and the production and distribution of the newsletter.

- 4) As stipulated in Article V, Section 4.B. of these bylaws and at the request of, or in the absence or incapacity of the chair, may with the treasurer, authorize the issuing of all corporate checks.
- C. Treasurer of the Board:
- 1) Shall chair the Finance and Investment Committee.
 - 2) Directs the preparation of the annual budget.
 - 3) Monitors the budget
 - 4) Is responsible for overseeing the receipt and deposit of all monies paid to the Corporation and shall ensure they are deposited in such depositories as the Board may direct and shall ensure they are disbursed as authorized by the Board.
 - 5) Shall oversee the keeping of the accounts and records of the Corporation.
 - 6) Prepares a monthly financial report for presentation to the Board by email or at regularly scheduled Board meetings, the organization's Annual Meeting, and at such other times as the Chair, Executive Committee, or Board may require.
 - 7) Shall make all corporate records, accounts, and books available to the Board, and/or auditors named by the Board, at all times.
 - 8) Shall ensure that funds are only distributed in accordance with the policies or resolutions adopted by the Board.
 - 9) Oversees the investment of life membership funds or surplus general funds as approved by the Board.
 - 10) Makes recommended spending, investment or accounting corrections when appropriate for consideration and approval by the Board.

Article VII

Terms, Qualifications, Nominations, and Election of Executive Committee

- Section 1. Terms of Executive Committee Officers
- A. All officers shall serve terms of two (2) years.
 - B. All terms commence at the conclusion of an Annual Meeting at which elections are held and shall run through to the next election.
 - C. No person shall hold the same Chair position for more than two (2) consecutive terms, and the Treasurer position for more than three (3) consecutive terms.
 - D. No person shall hold more than one position on the Board at the same time.
- Section 2. Minimum Qualifications for Board positions
- A. Only an Annual or Life member of PERI is eligible to hold office.
 - B. Additional requirements:
 - 1) The Chair and Vice Chair must have two (2) years on the Board.
 - 2) The 2nd Vice Chair and 3rd Vice Chair must have one (1) year on the Board.
 - 3) Treasurers should have prior experience or educational background in accounting, bookkeeping, budgeting and/or investments.

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- 4) Board members will not be eligible if they hold a board, leadership or lobbying position in any other organization that could have or gives the appearance of a conflict of interest with OPERS Retirees.
- 5) Prior Board members who failed to comply with Articles V or VI above, or who were previously removed from office in accordance with Article V, Section 4.C. above will be ineligible for future Board service in PERI.

Section 3. Nominations for Executive Officers

- A. A Nominating Committee shall be established to solicit and receive nominations for all officer positions.
- B. The committee shall be comprised of four (4) District Representatives of the Board as follows: two (2) from the even numbered districts, and two (2) from the odd numbered districts.
- C. The Nominating Committee shall select one of its board members as Chair. A member of the Nominating Committee cannot be a candidate for office.
- D. Process for Nominations:
 - 1) Names to be placed in nomination, in years in which an election is held, shall be submitted in writing addressed to the Nominating Committee in care of the Corporation's main office no later than December 31 and shall be accompanied by the candidate's resume and a letter stating his or her willingness to serve if elected.
 - 2) The Nominating Committee shall select no more than two (2) candidates from the pool of nominees for each office and submit their names, resumes and campaign compliance form (see Section E.2. below) to the Board for approval no later than February 1.
 - 3) The full ballot must be approved by a majority vote of the Board prior to being submitted to the membership.
- E. Campaigning
 - 1) Upon formation, the Nominating Committee will establish the campaign rules to be approved by the Board and included with the nominee application for office.
 - 2) A signed acceptance of the campaign rules document must be submitted with the nominee's application.

Section 4. Election of Officers

- A. Balloting
 - 1) Elections of officers are conducted by mail-in ballot with the opportunity for electronic voting by discretion of the Board.
 - 2) Prior to March 31, all annual and life members in good standing as of March 1 shall be notified in writing of all items requiring a vote. An official ballot or ballots shall be included with the notification. Notification shall be considered satisfied by placement to the membership either by mail or electronically.
 - 3) The official ballots received at the Corporation's main office prior to 3 p.m. April 15 shall constitute the voting membership. Should April 15 fall on a Saturday or Sunday, the date will be extended to the ensuing Monday.
 - 4) Votes are counted by the nominating committee with assistance from office staff. Officers are selected by a majority of the votes submitted.

- Section 5. Ballot Retention
 - A. Election records must be retained for no less than five years.

Article VIII
District Representatives

- Section 1. Districts
 - A. The state of Ohio shall be divided into a maximum of 11 Districts as defined by the Board.
 - B. Each District is comprised of the Chapters within its defined representative area.
 - C. Each District shall elect a Representative to serve on the State Board. If dual representatives are elected, duties will be divided as follows:
 - 1) Representative 1 will have responsibilities for Article VIII, Section 2.I and J.
 - 2) Representatives 1 and 2 will co-chair Article VIII, Section 2.G.
 - 3) All other duties in Article VIII, Section 2 can be divided at the discretion of the Dual Representatives.
- Section 2. Duties and Responsibilities of District Representatives
 - A. Oversee the operation of all chapters, between regularly scheduled board meetings, and represent members within his or her district.
 - B. Maintain communication with chapters within his or her district regarding legislative concerns, pension benefits, and membership development.
 - C. Provide for the training of chapter officers in their duties as to the operation and development of their chapters.
 - D. Encourage and assist members to develop new chapters.
 - E. Represent the position of the PERI Board to all members within their district and provide input from the district to the Board.
 - F. Submit pertinent district news items/photographs for publication in the PERI newsletter.
 - G. Schedule and conduct a district-wide biennial meeting in June or July in reference to odd or even districts.
 - H. Submit an annual budget proposal to the finance and investment committee prior to November of each year with estimated expenses and in line with the state budget.
 - I. Attend all scheduled board meetings in person or via video conferencing
 - J. Serve on one or more board committees.
- Section 3. Terms of Office for District Representatives
 - A. District Representatives are elected to a two (2) year term.
 - B. Even numbered Districts shall hold elections for Representatives during even numbered years. Odd numbered Districts shall hold elections for Representatives during odd numbered years.
 - C. District Representatives may be elected to the same office for no more than four (4) consecutive terms.
 - D. Elected representatives shall begin their term of office at the next scheduled PERI board meeting at which they are installed. Appointed representatives shall begin their service immediately.

- Section 4. Minimum Qualifications for District Representatives
- A. Nominees for District Representative must be an Annual or Life member of PERI in good standing.
 - B. Nominees should reside in the District they represent.
- Section 5. Nomination, Election and Appointment of District Representatives
- A. The process for nominations and election of District Representatives can be found in the Trustees Handbook.
 - B. District Representative elections shall be held at the Biennial District Meeting during the year in which an election is required (see Section 3.B. above).
 - C. A majority vote of the members present and voting shall constitute the required quorum for electing a District Representative.
 - D. Should no candidate be nominated or elected by a District, or should a vacancy occur between required elections, the Board may appoint a Representative or call a special election to elect a Representative.
 - 1) If no candidate is forthcoming in a designated (1 to 2 year) timeframe, redistricting can be considered to provide district representation to all members.

Article IX

Duties of the Executive Director

- Section 1. Authority and Implementation
- A. The responsibility for all of PERI's policies shall be solely vested with its Board. The Executive Director is to plan, direct, and coordinate the day-to-day operations of the corporation within the policies established by the Board.
- Section 2. Duties and Responsibilities
- A. Establish office procedures.
 - B. Staffing
 - 1) Determine staffing requirements.
 - 2) Hire, supervise and (if necessary) terminate staff pursuant to the Board's guidelines and salary dictates.
 - C. With the Treasurer, establish and maintain bookkeeping systems, provide advice on financial accounts, and assist the audit committee and/or auditor(s) in preparing for or conducting audits as required by Article V, Section 1.E.2.
 - D. Monitor and control expenditures within approved budgetary guidelines.
 - E. Provide for the maintenance of general operational records, membership lists, personnel files and other documents.
 - F. Manage life membership funds or surplus general funds as directed by the Finance and Investment committee and/or the Board.
 - G. Provide for methods for disseminating information to the membership relating to the corporation's concerns.
 - H. Provide for the promotion of the corporation's public image and relations.
 - I. Prepare budget recommendations for presentation to the Finance and Investment committee.

- J. Disseminate information to the Board, chapter leadership and membership through emails and mailings.
- K. Utilize appropriate communication channels to direct, organize and assist the committees with actionable issues impacting the membership.
- L. Update and maintain current and future policy and procedure manuals with annual Board reviews. Such manuals or policies include, but are not limited to:
 - 1) Conflict of Interest policies
 - 2) Whistleblower policy
 - 3) Employee Handbook
 - 4) Ethics and Privacy policies
 - 5) Social Media policy
 - 6) Usage of Email and Logo policies
- M. Prepare personnel wage recommendations for presentation to the executive committee.
- N. Attend scheduled meetings of the OPERS Board and keep the PERI Board informed of OPERS actions.
- O. Coordinate with the contracted professional Legislative lobbyist to inform the PERI Board and membership of activity which would or could impact pensions and benefits.
- P. Attend PERI Board meetings and present a progress report at such meetings.
- Q. Write an article for inclusion in the PERI quarterly newsletter.
- R. Attend the annual meeting and present a report to the membership.

Article X

Chapters

Section 1. Purpose of Chapters

- A. Chapters are established to promote the mission of PERI, by acquainting the membership with legislative officials at the local level, as well as to provide communication regarding PERI's position on legislative matters that may impact OPERS pensions and benefits. Chapters assure compliance with corporation guidelines regarding the maintenance of local financials and records, as well as disperse communications to their membership. Chapters should serve as an extension for educational resources and programming from the corporation as well as provide an avenue of fellowship and support for fellow retirees and associates.

Section 2. Chapter Creation

- A. Any group of ten (10) or more members of the Corporation may establish a local Chapter through the following process:
 - 1) Adopting the Corporation's Chapter Bylaws.
 - 2) Electing at least three (3) of the following Chapter Officers: President, Vice-President, Secretary and Treasurer.
 - 3) Making an application with the Board by submitting a list of the founding members names and membership numbers.
 - 4) Upon approval, receiving a Chapter Charter from the Board.
- B. Use of Name and Logos
 - 1) Chapters may use the PERI logo under the following conditions:

- i. Naming of Chapters
- ii. Chapter marketing materials
- C. Chapter Rules and Operational Management is found in the Chapter Bylaws and in the PERI Chapter manual.

Section 3. Terms, Termination and Dissolution of Chapters

- A. Term - A Chapter's term begins at the time the Charter is approved by the PERI Board. Terms automatically renew unless they are terminated by the PERI Board or are dissolved for lack of membership (see B and C below).
- B. Termination – After a thorough investigation of the circumstances, Chapters may be terminated for mismanagement or violating the chapter/corporation bylaws. The investigation can be initiated by a member which is referred to the PERI Board. The Board or District Representative can refer the concern to an ad-hoc committee and/or the Executive Director for investigation.
- C. Dissolution – A Chapter's Charter can be deactivated or dissolved due to a lack of members, failure to comply with the PERI mission or the mismanagement of Chapter funds or documents.

Section 4. Dues and Financial Accountability

- A. Dues
 - 1) Chapter member dues are based on the calendar year.
 - 2) Chapter membership dues for Annual membership are established by the PERI Board and processed by the PERI state office during its yearly membership renewal process.
 - 3) Chapter dues collected by the PERI office shall be electronically transferred to the Chapter's bank account.
 - 4) Chapters may establish their own yearly dues as follows:
 - i. Yearly dues for Annual membership in excess of the amount set by the PERI Board with the approval of an affirmative 2/3 vote of the Chapter membership present.
 - ii. Chapter Lifetime membership for members who are also Lifetime members of PERI.
 - 1. Chapter Lifetime memberships do not transfer to a surviving spouse.
 - iii. Associate Chapter members
 - 5) Any dues in excess of those directed by the corporation must be approved by the chapter membership. Collection of these funds is the responsibility of the chapter and must be reported to the PERI office through Chapter Financial Reports.
- B. Financial Assets of Inactive or Deactivated Chapters
 - 1) Chapter bank accounts will be closed and their funds returned to the Corporation treasury.
 - 2) In the event that there are multiple chapters within a county, if one or more Chapters become inactive or are deactivated, the financial assets will be divided equally between the remaining Chapters.
 - 3) A county Chapter may also absorb the membership and dues of any neighboring inactive county Chapter at the request of ten (10) or more of the residential members of the inactive county.

Article XI

Annual and Special Meetings of the Corporation

- Section 1. Annual meetings
- A. A state annual meeting of the membership shall be centrally located and will be held each year in April or May.
 - B. An annual meeting may be canceled or postponed due to unforeseen circumstances (i.e., natural disaster, pandemic, etc.). The cancellation or postponement of an annual meeting shall be made by the Board per Article V, Section 1.B. and should be rescheduled within an appropriate period of time specified by the Board.
- Section 2. Special meetings
- A. The chair, may call a special meeting.
 - B. Special meetings take place when action by the Board or membership needs to take place between regularly scheduled meetings.
- Section 3. Number required for quorum
- A. The following quorums are required to conduct official business:
 - 1) Nine (9) members of the Board must be present
 - 2) Three (3) members of the executive committee must be present
 - 3) Two (2) members of a three-person committee must be present
 - 4) Three (3) members of committees consisting of four or five members must be present
 - 5) For committees of six or more, 50% of the members must be present
 - 6) For business at the Annual meeting, majority of the members present or online.
 - 7) For Corporate elections (i.e. officers or other ballot measures) a majority of the ballots submitted.

Article XII

Standing Committees

- Section 1. Committees shall be formed to meet the goals and objectives of the corporation.
- Section 2. Standing Committees
- A. Executive committee
 - B. Nominating committee
 - C. Audit committee
 - D. Education committee
 - E. Finance and Investment committee
 - F. Governance committee
 - G. Legislative committee
 - H. Membership Committee
 - I. Personnel committee

Section 3. How Members are Selected or Appointed

- A. Executive committee
 - 1) See Article VII, Section 1 above.
- B. Nominating committee
 - 1) See Article VII, Section 3 above.
- C. All Other Standing Committees are appointed by the Chair of the Board of Trustees according to Article VI, Section 3.A.4.

Section 4. Duties

- A. Executive committee
 - 1) See Article VI, Section 3 above.
- B. Nominating committee
 - 1) See Article VII, Section 3 above.
- C. Audit committee
 - 1) Meets no later than March 20 to review the association's books and records in years an external audit is not conducted.
 - 2) Provides the Board with a written report of the audit results by the April board meeting and makes recommendations for improvements.
 - 3) Conduct a physical asset inventory by December of the year prior to an external audit being completed.
- D. Education committee
 - 1) Develop and assist with the presentation of Chapter educational presentations as outlined in the Trustee Handbook.
 - 2) Work with the Executive Director in updating and maintaining the association handbooks and manuals.
 - 3) Assist the Executive Director and other committees with leadership development and training by creating content, documents or programs, and (when requested) assist in the training presentations.
- E. Finance and Investment committee
 - 1) Oversees the finances and investments of the association and ensures compliance within estimated expense categories.
 - 2) Makes budgetary and investment recommendations based on oversight responsibilities.
 - 3) Make appropriate adjustments to the annual budget to account for Board approved fundraising campaigns.
- F. Governance committee
 - 1) Reviews and submits for acceptance and inclusion any changes proposed to the PERI Bylaws.
 - 2) Works with the Education committee to be sure approved Bylaw changes are also updated in the appropriate corresponding handbooks or manuals. (e.g. Committee descriptions or duties changed in the Bylaws are also changed verbatim in the corresponding handbook.) All governing documents and their corresponding detail must be in alignment.

- G. Legislative committee
 - 1) Stays informed on initiatives and legislation which may impact the funds, benefits, or operation of OPERS.
 - 2) Regularly reports new findings and activities to the Board.
 - 3) Develop resources, guides or tools to assist local chapters with local legislative initiatives.
 - 4) Work together with the Education Committee and the Executive Director to assist in the development of training guides and programs.
- H. Membership committee
 - 1) Develops the means and methods for reaching out to new retirees and current workers for the purpose of driving growth in membership.
 - 2) Work with the Executive Director in updating and maintaining the association marketing materials.
 - 3) With the Executive Director, create an engagement and retention plan to include marketing content and initiatives for existing members to engage with the local and state organization.
 - 4) When necessary, work with the Executive Director to create a fundraising campaign. To be approved by the Board, fundraising campaigns should include:
 - i. Start and end dates.
 - ii. Income goals (to be provided to the Finance and Investment Committee for inclusion in the annual budget).
 - iii. An overall plan for implementation.
- I. Personnel committee
 - 1) Annually, in partnership with the Executive Director, evaluate the compensation and benefits package for PERI paid staff.
 - 2) Annually, in partnership with the Executive Director, review staff hours and the need for contractual assistance.
 - 3) Recommend any changes to the Executive Committee for approval and then to the Board for approval.

Section 5. Appointment of ad-hoc committees

- A. The Chair can recommend the creation of an ad-hoc committee for a specific purpose beyond the scope of existing standing committees. Such committees are assigned to work on time-limited projects.

Article XIII

Designation of Parliamentary Authority

The rules contained in the current edition of Robert's Rules of Order shall govern the Corporation in all cases except when special rules identified in these bylaws are not consistent with Robert's Rules. In those instances, the Bylaws will supersede Robert's Rules.

Article XIV
Provision for Amending Bylaws

The Bylaws may be amended with the ballot approval of a majority of the voting membership in the manner set forth in Article VII, Section 4.A.

- Section 1. Amendments to the Bylaws may be proposed by:
- A. Recommendation of the Governance Committee following compliance review and following approval by the Board.
 - B. Members or Chapters can recommend changes to the Bylaws to the Governance Committee for consideration.
- Section 2. The Governance Committee will submit proposed amendments to the Board for approval and placement on the ballot no later than March 1 of the year in which a vote is to be taken.
- Section 3. Changes to the Bylaws must be presented to the full membership for a vote (usually at the Annual meeting), and do not take effect until such changes have been approved.

Amended: April 02, 2026
Approved: April 03, 2026