

BY-LAWS FOR MET-ED RETIREES ASSOCIATION OF BERKS COUNTY

Article I

Name

- Section 1. The name of this organization shall be the Met-Ed Retirees Association of Berks County, hereinafter referred to as the Association.
- Section 2. The headquarters of this Association shall be in Reading, Pa.

Article II

Purpose and Powers

- Section 1. The purpose of this Association shall be to carry on activities to provide a means of friendly association for retired employees, to foster among them a continuing fellowship and a spirit of mutual helpfulness; to maintain their communication with the company, and to participate in activities that are of service to the community, contribute to the progress of the Association and promote the happiness, well-being and usefulness of the membership.
- Section 2. In furtherance of the purposes described above, but not in limitation thereof; the Association shall have the power to collect and disseminate statistics and other information, including advertising and publicity, in or by any suitable manner or media, and to hold such property as is necessary to accomplish its purpose.

Article III Membership

- Section 1. Membership is in the Association.
- Section 2. Any person retired, eligible for a pension, or “bridged to retirement” from the employ of any former GPU Company, First Energy Company, or local Utilities Employees Credit Union. Upon eligibility, a complimentary membership is given to a person in the first year of their retirement until the end of that year.
- Section 3. A surviving spouse of any person retired, eligible for a pension, or “bridged to retirement” from the employ of any former GPU Co., First Energy Co., or local Utilities Employees Credit Union.
- Section 4. Membership in this Association may be transferred to, or from, this Association, on changing residence, in accordance with the practices established by the Association.
- Section 5. If dues are paid after November 1 of the current year by a new applicant, the payment will cover through December 31 of the following year.

Article IV Officers and Board of Directors

- Section 1. The officers of this Association shall be a president, a vice-president, a secretary, and a treasurer.
- Section 2. There shall be a Board of Directors of this Association consisting of the president, vice-president, secretary, treasurer, five (5) directors, the immediate past president, Emeritus Board Member(s) and all chairpersons of standing committees. The president and secretary shall act in the same positions on the Board of Directors.

- Section 3. All board members will have one vote. A simple majority of those board members present will be sufficient for the transaction of business.
- Section 4. The terms of the president, vice-president, secretary, and treasurer shall be one year. All terms shall begin on the first day of January next following their election. All officers can be elected to consecutive terms.
- Section 5. No member shall hold more than one elective position in the Association at any one time.
- Section 6. The Emeritus Board Member is elected by a unanimous vote of all other board members. The candidate is an Association member who demonstrated outstanding service, commitment, and accomplishment in advancing the mission, goals and values of the Association. The individual provides counsel, knowledge, expertise and wisdom to the board but is not required or expected to be an officer or committee chairperson. The individual does not have a term limit and may remain on the board as long as he/she chooses. Conferring this honor should be a rare event and not bestowed casually.

Article V Powers and Duties of Officers

- Section 1. The president of this Association shall:
- a) preside at all meetings of the Association and Board of Directors,
 - b) enforce the provisions of the bylaws of Association;
 - c) decide all questions of order subject to an appeal; act as a judge in elections and declare the results;
 - d) have authority to call meetings of the Board of Directors;
 - e) be empowered to appoint committees as provided in these bylaws and such special committees as the Board of Directors may deem advisable; all standing committee

appointments shall be made by the December meeting for the ensuing year;

- f) be a member ex-officio of all committees except the nominating committee;
- g) perform such other duties as usually pertain to the office or as may be delegated by the Board of Directors;
- h) have authority to appoint with the approval of the Board of Directors an assistant treasurer and/or assistant secretary as needed.
- i) have authority to appoint with the approval of the Board of Directors a replacement board member in the case of a death, resignation, illness, etc of a current board member. The replacement board member would serve the unexpired term of the absent board member.

Section 2. The vice-president shall assist the president in the discharge of duties and responsibilities. During the absence or disability of the president, the vice-president shall have all the powers and perform all the duties of the president. If it appears that the office of president will be vacant for the remainder of the term, the vice-president may be appointed president by the Board of Directors for the unexpired portion of the term.

Section 3. The secretary is the Association Administrative Officer under direction of the president and the Board of Directors and shall:

- a) keep accurate records of the proceedings of the Association and its Board of Directors;
- b) take care of the general correspondence and have charge of all records except those in charge of the treasurer or except as otherwise may be directed by the Board of Directors.
- c) issue such reports as the Board of Directors may direct;
- d) perform such other duties as usually pertain to the office or as may be assigned by the president or the Board of Directors;

- e) If an assistant secretary is appointed, he/she shall perform duties as assigned by the president or secretary.

- Section 4. The treasurer of the Association shall:
- a) receive and be custodian of all its money;
 - b) keep its Board of Directors fully advised on all matters connected with Association funds;
 - c) keep an accurate record book showing all receipts and disbursements;
 - d) keep its funds in such place as the Board of Directors may designate;
 - e) disburse such funds as directed by the Board of Directors
 - f) perform such other duties as the president or Board of directors may assign;
 - g) If an assistant treasurer is appointed, he/she shall perform duties as assigned by the president or treasurer.

Article VI Election of Officers and Directors

- Section 1. At the November regular meeting, the Nominating Committee shall submit to the membership a list of candidates for the offices of President, Vice-President, Secretary and Treasurer and also those Directors whose terms will expire at year end. These Directors will serve a term of three years. At this meeting after the Nominating Committee list is presented, additional nominations for the offices may be received from the general membership. The nominations shall then be closed.

- Section 2. The Association shall then hold the annual election at the December Christmas Luncheon. This election shall be conducted by written ballots of the membership unless the slate of officers and directors, proposed by the Nominating Committee, is unopposed.

- Section 3. A single ballot may be used.

Section 4. Immediately after the election of officers and directors at the December Christmas luncheon, the officers and directors that were elected will be installed.

Article VII Meetings

Section 1. Regular meetings of this Association shall be held monthly, except July and August, on the third (3rd) Monday unless changed by the Board of Directors and members notified.

Section 2. Special meetings of this Association may be held at the call of the Board of Directors or shall be held on petition of not less than ten (10) percent of the voting members. Notice of a special meeting shall be sent to each member of the Association at least five (5) days before the meeting.

Section 3. Transaction of business at a membership meeting shall be by a majority of those members present.

Section 4. Meetings of the Board of Directors shall be held monthly on The first (1st) Monday or at the call of the president or at the request of three (3) members of the Board. Notice of other than the monthly Board meeting shall be made to each Board member at least three (3) days before such meeting.

Section 5. Four of the members shall constitute a quorum for the transaction of business at Board of Directors meetings.

Article VIII Financial

Section 1. The administrative and fiscal years of this Association shall be the calendar year from January 1 through December 31.

Section 2. Dues of this Association shall be determined by the Board of

Directors subject to membership approval.

Section 3. Other funds may be derived from donations, from fund raising activities and from other sources, which have been approved by the Board of Directors.

Section 4. Upon dissolution of the Met-Ed Retirees Association of Berks County (MERA), its assets and all property it shall then possess, shall be transferred to the Metropolitan Edison Company/Pennsylvania Electric Company Sustainable Energy Fund which is managed by the Berks County Community Foundation, or a charitable organization approved by the MERA Board of Directors.

Article IX Committees

Section 1. The Association shall establish those standing committees that will help to foster the fellowship, loyalty, and service of membership. Additional committees may be established if the size of membership, activities, or special projects make this necessary or desirable.

Standing committees

- a) Program Committee – shall plan and arrange meeting programs.
- b) Membership Communications Committee – shall see that contacts are made with members and offer appropriate service in times of illness and bereavement. The committee shall also be responsible for maintaining a database of active and associate members and shall collect member dues.
- c) Nominating Committee – shall submit to the membership at the prescribed time prior to the annual election a list of nominees for the elective positions. Also, it shall suggest to the Board of Directors the names of persons to fill vacancies which may occur. This

- committee shall be appointed by the president.
- d) Trip Committee – shall plan and arrange for trips.
 - e) Picnic Committee – shall plan and arrange picnics.
 - f) Luncheon Committee – shall plan and arrange luncheons.

Special Committees

- a.) By-Laws Committee - amend or revise the By-Laws or to evaluate any proposed amendments made by members at large.
- b.) Audit Committee – shall immediately upon the close of the fiscal year and at any other time deemed necessary, examine and audit all books, accounts, and records of the Association and immediately report, in writing, its findings to the Board of Directors.

Article X Amendments

- Section 1. Amendments to these By-Laws shall be proposed to the membership, only upon approval by the Board of Directors, after recommendations by the By-Laws Committee.
- Section 2. All proposed amendments to the By-Laws shall be read at two (2) consecutive meetings, with or without a Board recommendation for adoption or rejection, and voted upon at the meeting of the second reading.
- Section 3. Each proposed amendment to the By-Laws shall become effective when ratified by a vote of the general membership. The affirmative vote of at least two-thirds (2/3) of those voting shall be sufficient for the adoption of an amendment.

Adopted: October 16, 1980
Revised: January 1999
Revised: November 2002
Revised: January 2006
Revised: November 2009

Revised: March 2015
Revised: November 2019
Revised: December 2022