

Pennsylvania Association

of

Retired State Employees

(PARSE)

Bylaws

Effective

September 13, 2018

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Pennsylvania Association of Retired State Employees

Article I. NAME

The name of this organization is the Pennsylvania Association of Retired State Employees, Incorporated, commonly referred to as PARSE. The State Office is, but need not be, in the Greater Harrisburg Area.

Article II. MISSION

The Mission of PARSE is to advance and promote the interests of its members.

Article III. FUNCTION & PURPOSE

PARSE functions as a section 501(c)(5) under Internal Revenue Service regulations and seeks to unite individuals with a common interest as defined by Article IV of this document.

Section 1) The purpose of PARSE is to:

- a) promote legislation favorable to our members,
- b) promote benefits and insurance programs of interest to our members,
- c) promote PARSE membership on the State Employees Retirement Board with a member of this Association,
- d) encourage Chapters to promote the educational, financial, and social welfare of our members,
- e) cooperate with other organizations in advancing the interests of individuals eligible to be members, and
- f) promote membership growth.

Article IV. MEMBERSHIP

Section 1) The organization is open to:

- a) A current employee or retiree eligible to receive a pension from the Commonwealth of Pennsylvania, whether an annuitant, widow or widower of an annuitant, spouse, or domestic partner of an annuitant.
- b) An individual receiving, or eligible to receive, a retirement from TIAA/CREF (Teachers Insurance and Annuity Association/College Retirement Equities Fund) as a result of being employed by any of the State owned or State related Colleges and Universities within the Commonwealth of Pennsylvania, or as a result of being employed by The Pennsylvania Department of Education whether an annuitant, spouse, widow or widower of an annuitant, or domestic partner of an annuitant.

Section 2) Categories of membership include:

Chapter Member – A current employee or retiree eligible to receive a pension from the Commonwealth of Pennsylvania or a retirement benefit from TIAA/CREF.

- a) Associate Members – Includes the spouse or domestic partner of a current employee, or retiree eligible to receive a pension from the Commonwealth of Pennsylvania or from TIAA/CREF. Also, widows and widowers of any employee eligible to receive or has received a pension from the Commonwealth of Pennsylvania or TIAA/CREF. Associate Members may not vote or hold office at the State level at the President, Vice-President or Treasurer position but may serve as Secretary at the State level. Associate members may vote and hold office within local Chapters. Associate Members shall not be counted in determining the number of Delegates to the Governing Board.
- b) Member at Large – Any person who meets the definition of Article IV Section 1) a) and b) above and chooses not to be a member of a specific Chapter. State Officers are Members at Large. State Officers are President, Vice-President, Secretary, and Treasurer.

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- c) Any member may choose to be affiliated or not to be affiliated with any Chapter at any time. By default, if a member fails to choose a Chapter with which to be affiliated, that member shall be assigned by State Office to the Chapter within which the member resides or formerly resided.

Article V. CHAPTERS

- Section 1) PARSE shall be composed of Chapters established by PARSE State Office. The Chapters shall be grouped to form specific regions.
- Section 2) Chapters shall belong to one of five Regions of the Commonwealth. Those regions are known as Northeast, Southeast, Central, Southwest and Northwest, as defined by the attached map (Appendix A).
- Section 3) Each Chapter shall abide by the Bylaws of PARSE, elect Chapter Officers, submit dues monthly, submit renewal forms and remit checks unless State Office is handling their membership renewals and submit budget and financial reports on the date set by the State Treasurer.
- Section 4) Each Chapter shall adopt its own Bylaws. To determine compatibility with State Office Bylaws, each Chapter shall submit its Bylaws to the State Office for review.
- Section 5) State Office has the responsibility to insure that all Chapters are operating according to the State Bylaws.
- Section 6) Upon petition of one hundred (100) members in good standing, including officers committed to leading the new Chapter, the Executive Committee shall, after discussion with all affected, create a new PARSE Chapter. The Executive Committee must insure that the creation of the new PARSE Chapter will leave the original Chapter with sufficient members to continue to function as a viable Chapter.
- Section 7) Members at Large residing outside Pennsylvania may file a Petition, subject to Section 6 above, to create an Out-Of-State Chapter. This Chapter shall be subject to all conditions set forth in the current Bylaws.

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Article VI. DUES

- Section 1) PARSE membership is based on the calendar year (January 1 to December 31).
- a) Statewide annual membership dues shall be established or amended only at a meeting of the Governing Board.
 - b) The portion of the dues assigned to Chapters and the portion assigned to PARSE State Office shall be determined by a majority vote of the Governing Board.
 - c) Dues are payable before January 1 and shall be considered delinquent thereafter until paid.
 - d) Members whose dues are not postmarked by January 31st shall no longer be considered “members in good standing” and their names shall be removed from the PARSE State mailing list of active members.
- Section 2) Chapters may request an additional amount be collected from its local membership to be used for local purposes. However, statewide renewal notices shall indicate the amount set by the Governing Board. *Under no circumstances shall a Chapter collect less than the dues established by the Governing Board.*
- Section 3) A dues renewal invoice shall be sent to each active member in October of the year prior to the dues year. A final notice to members who have not paid shall be sent in early February.
- Section 4) New members may join PARSE at any time. Eligible or retired Commonwealth employees who join PARSE for the first time on or after October 1ST shall be construed as having their dues paid for the following calendar year.
- Section 5) When a new Chapter is formed, dues received for members transferring from an existing Chapter shall be pro-rated and transferred to the new Chapter.
- Section 6) In accordance with the Internal Revenue Service regulations that PARSE is required to follow, all dues received from members, both Chapter and State Office monies must be used to benefit members only. Dues may not be used for any other

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purpose including donations to charities. Chapters may solicit their members for a separate donation that may then be given to a charitable organization on behalf of the Chapter.

Article VII. FISCAL RESPONSIBILITY

Section 1) Budget:

- a) The State Treasurer under the direction of the Executive Committee shall prepare an annual budget for adoption by the Finance Committee to go to the Governing Board.
- b) The proposed budget reviewed and adopted by the Finance Committee is forwarded to all Chapters with the official call sixty (60) days prior to the Governing Board Meeting, at which time the Governing Board will be asked to review, modify and approve the proposed budget.
- c) The PARSE Fiscal Year (FY) is defined as the period October 1 thru September 30 of the next year.

Section 2) State Audit:

- a) The Audit Committee shall be a standing committee.
- b) The Regional Vice Presidents shall appoint five (5) members in good standing to the Audit Committee by September 30th of each year. At least one of the members shall be financially knowledgeable. Each year the Audit Committee shall appoint an Audit Chairperson.
- c) The Audit Committee shall perform an annual State audit as well as five (5) Chapter audits.
- d) This Committee shall submit its findings to the Executive Committee on or before January 31st. The Executive Committee shall review the report at the first Executive Committee meeting following April 30th and the report shall be submitted at the fall Governing Board Meeting.

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Section 3) Chapter Audit:

- a) Each Chapter President shall appoint a Chapter Audit Committee, consisting of Chapter Members in good standing, by September 30th of the current FY.
- b) This committee shall conduct an annual (October 1 thru September 30) financial audit to be completed and submitted to the State Office by November 15th following the end of the FY.
- c) This Chapter Audit must meet the following criteria:
 - i) Except for the Chapter Treasurer, Chapter Officers should not be involved in the audit nor sign the document.
 - ii) Chapter members who have received funds from the Chapter should not be involved in the audit nor sign the document. The audit document must be submitted to State office with a copy of the beginning and the end of the year bank statement to document the opening and ending balance.

Article VIII. GOVERNING BOARD

Section 1) This Association shall be governed by a Governing Board, which shall act as a Board of Directors, composed of two (2) voting delegates from each Chapter. This Board shall meet at least once annually in the fall.

Section 2) Operational Authority:

Unless specifically stated otherwise in these Bylaws, the authority to act on behalf of PARSE shall reside strictly with the Governing Body of the Organization.

There are, however, times when the Governing Board is not in session, and it does not serve the organization well to delay decisions until the Governing Board meets. On the other hand, in keeping with the IRS 501 (c)(5), it behooves the organization to ensure that the organization acts through its Governing Board.

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When the Governing Board is not in session the Executive Committee shall operate as follows:

- a) All agreements, legal contracts, and legally binding actions shall be effected subject to review and acceptance or negation by the Governing Board at its next meeting.
- b) All agreements, legal contracts, binding actions shall be memorialized in writing, signed by both parties and contain a voluntary “hold harmless” clause. Each party signing shall receive a notarized copy of the document.
- c) Until such time as the Governing Board shall act all legal agreements such as hiring shall be on an “on approval” basis, much like the probationary periods which provide the new employee with an opportunity to adjust to the tasks and climate of the organization.
- d) In the event the Governing Board at any time negates the actions of the Executive Committee, the operations of PARSE will revert to the operational status existing before the negated action of the Executive Committee.
- e) It is understood by the Governing Board that the Executive Committee will operate with the best interests of PARSE and rarely, if ever, need to exercise the provision of “d” above.

Section 3) Election of Delegates:

Prior to the Governing Board Meeting each Chapter of the Association shall elect delegates to the Governing Board to hold office until the following Governing Board Meeting, or until the successors to these delegates have been elected. Chapters shall provide the names of two (2) voting delegates and one (1) alternate delegate to the State Office each year no later than July 1.

Section 4) Number of Delegates:

With each delegate having one (1) vote, each Chapter shall be allowed two (2) votes for all business before the Governing Board.

Section 5) Attendance and Expenses:

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The elected Governing Board voting delegates shall agree to attend all scheduled meetings of the Governing Board. All reasonable and necessary expenses to be paid by the State PARSE Office, which includes transportation (mileage and tolls) to and from the Meeting, plus hotel and meal expenses for all voting delegates.

Section 6) Chapters Position on Issues

Regional Vice Presidents have the responsibility of informing Delegates/Chapters of any issues which come before the Governing Board and the Executive Committee. It is the responsibility of the Chapter Membership to advise each Delegate of any issues which are to come before the Governing Board.

Section 7) Governing Board shall:

- a) receive reports and recommendations from the State Office and its various committees,
- b) elect State Officers for the following two years,
- c) adopt a budget,
- d) review and vote on the Bylaws if amendments are proposed, and
- e) chart the course of the Association.

Section 8) All authority not designated in the Bylaws to other entities of PARSE shall remain with the Governing Board.

Section 9) Credentialing:

- a) Governing Board Delegates shall not be recognized as such until their credentials have been approved by the Credentials Committee.
- b) The State Office shall appoint a committee to identify and register validated Delegates prior to the beginning of the Governing Board Meeting.

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- c) Any decision of the Credentials Committee may be appealed to the Governing Board, which shall, before passing upon such appeal, hear and consider the report of the Committee.

Section 10) Affiliation:

The Governing Board shall have no power to affiliate this Association with any public employee union, and the question of affiliation must be submitted to the entire membership of the association with a mail ballot. No such affiliation shall be effected unless at least a majority of Chapters request the ballot and at least two-thirds (2/3) of the members vote in favor of the affiliation

Section 11) Voting In Governing Board Meetings:

- a) Roll call is completed to verify the number of delegates present to establish a quorum
- b) Roll call for voting shall be by Chapter.
- c) A minimum of two (2) tellers shall be appointed by the President to record and report the votes at the Governing Board Meeting.
- d) Mass “Yea” or “Nay” voice votes are not permissible for elections, Bylaw changes and organization issues.
- e) Proxy Votes are not permissible for absent delegates.

Section 12) Non-Voting Delegates

- a) Each Chapter is entitled to select one (1) individual for each fifty (50) members in good standing to attend Governing Board Meetings as non-voting delegates.
- b) Such individuals shall have no vote in any business before the Governing Board.
- c) Non-Voting Delegates may attend at their own personal expense or at the expense of the Chapter at the Chapter’s discretion.

Article IX. OFFICERS

Section 1) Officers of the Association shall be the President, Vice-President, Secretary, Treasurer, and five (5) Regional Vice-Presidents, representing the Northeast, Southeast, Central, Northwest, and Southwest areas of the Commonwealth, as defined on the attached map (Appendix A). Officers of the Association shall be members in good standing. Unless specified elsewhere in this document, the Officers and Executive Committee are responsible for the day to day operations of PARSE.

Section 2) Terms of Office:

- a) The President and the Secretary shall be elected in alternate years from the Vice-President and the Treasurer: all shall serve two (2) year terms.
- b) At the Governing Board Meeting the Regional Vice-Presidents shall be elected by the Chapters within their region for a two (2) year term.
- c) Chapters in each region shall each cast a single vote for their Regional Vice-President.
- d) All officers shall take office January 1st of the year following their election.

Section 3) Vacancies:

- a) Vacancies that are thought to be permanent and occur during the term of office of the President, Vice- President, Secretary, and Treasurer shall be filled by the State Executive Committee.
- b) When a vacancy occurs during the term of office of a Regional Vice-President the region shall elect a replacement.
- c) If the vacancy is thought to be temporary the Executive Committee shall appoint an individual to fill the temporary vacancy.

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- d) In the event there are no volunteers the Executive Committee shall search and replace the vacancy.

Section 4) Salaries and Compensation:

- a) The Officer's proposed salary and benefits submitted by the finance committee shall be sent to the Governing Board for final approval.
- b) Officers shall be reimbursed for travel, lodging, and other necessary expenses in carrying out the functions of PARSE.

Section 5) Removal from Office:

- a) Officers are subject to removal from office for:
 - 1) Failure to fulfill the responsibilities of the office as defined in the Bylaws and Job Descriptions.
 - 2) Moral turpitude.

Section 6) Process of Removal:

- a) Removal can be initiated by the President, the Executive Committee or the Governing Board.
- b) The Executive Committee shall appoint a five (5) member Investigative Committee.
- c) The Investigative Committee shall be comprised of four (4) members from the general membership and one (1) member from the Executive Committee.
- d) Removal from office requires a majority vote of the Executive Committee.
- e) Notification of the request to remove must be sent to the individual by certified mail, return receipt fifteen (15) days before the convening of the adjudicating body.
- f) An appeal to the Governing Board shall be permitted when an Officer is removed by the Executive Committee.

Article X. DUTIES OF OFFICERS

Section 1) STATE PRESIDENT:

- a) The President shall preside at meetings of the Governing Board and of the Executive Committee. The President shall vote at meetings only to break a tie.
- b) The Executive Committee and the President shall establish the agenda for the Governing Board and Executive Committee Meetings.
- c) The President shall appoint members to committees as designated in the Bylaws.
- d) The President may remove any committee member from any committee with the approval of the Executive Committee. As noted in Article IX Section 6, the person removed may appeal the decision to the Governing Board.
- e) The President chairs the Government Relations Committee.

Section 2) VICE-PRESIDENT:

- a) The Vice-President shall perform the duties of the President in the President's absence or in case the President cannot serve.
- b) The Vice-President shall serve as determined by the President as an ex-officio member on Committees.
- c) The Vice-President shall have no vote in meetings of the Governing Board, except when voting in place of the President.

Section 3) SECRETARY:

- a) The Secretary shall keep an accurate record of the actions taken by both the Governing Board and the Executive Committee.

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- b) Within thirty (30) days after each meeting, the Secretary shall mail a copy of the minutes to each Chapter, members of the Executive Committee, and the Parliamentary Committee.
- c) The Secretary shall maintain a list of members for whom dues have been paid.
- d) The Secretary shall have no vote in meetings of the Governing Board.

Section 4) TREASURER:

- a) The Treasurer shall receive all funds, including membership dues paid by the Chapters or by Members at Large.
- b) The Treasurer shall maintain all funds in bank accounts in accordance with Standard Accounting Practices.
- c) The Treasurer shall :
 - i) Collect Chapter dues and Budgets.
 - ii) Pay all legal debts of the Association.
 - iii) File all necessary Federal and State reports.
 - iv) Prepare financial statements.
 - v) Serve as a member of the Finance Committee.
- d) The Treasurer shall have no vote in meetings of the Governing Board.

Section 5) VOTING POLICY FOR OFFICERS:

- a) At Executive Committee the Officers, including the Vice President, Secretary, and the Treasurer shall have one vote.
- b) The Regional Vice-Presidents shall each have one vote representing the PARSE members in their region.
- c) The Immediate Past President shall be a non-voting ex-officio member.
- d) The State President shall vote only to break a tie.

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Section 6) REGIONAL VICE-PRESIDENTS:

- a) Regional Vice-Presidents represent the Chapters and Members of their respective regions on the Executive Committee.
- b) Reflect the views of their Chapters and Members of their respective regions at the six (6) yearly Executive Committee Meetings.
- c) Promote the objectives of PARSE.
- d) Accurately communicate actions of the State Executive Committee to their respective Chapters.
- e) Promote the growth of new Chapters.
- f) Assist existing Chapters in the solution of their problems.
- g) Act as a liaison between Chapters and PARSE State Office.
- h) Visit each Chapter within their region a minimum of one (1) time each year and more often at the request of the Chapters.
- i) Host Regional Meetings to allow Chapters to get information and share ideas.
- j) The Regional Vice-Presidents shall have no vote in meetings of the Governing Board.
- k) The Regional Vice- Presidents shall have one (1) vote each at the State Executive Committee meetings.
- l) Regional Vice-Presidents shall be a member of a chapter within the region they represent.

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Article XI. NOMINATIONS AND ELECTIONS

Section 1) The President shall appoint a PARSE member in good standing as a Nomination Chair by January 1st of each year.

Section 2) The Nomination Chair shall:

- a) Submit Candidate Data Forms to the Chapters one hundred twenty (120) days prior to the Annual Governing Board Meeting.
- b) Serve as collector of the Candidate Data Forms which are to be returned by the Chapters ninety (90) days prior to the Official Call of the Annual Governing Board Meeting.
- c) Members-at-large may be candidates for a position as long as they can fill and serve elected position.

Section 3) Candidate Data Forms for all State Office Candidates shall be sent to all Chapters by the Nomination Chair with the Official Call 60 days prior to the Fall Governing Board Meeting.

Section 4) Nominations for State Office may be made from the floor.

Section 5) A written consent to serve is required of all nominees.

Section 6) Election:

- a) Officers shall be elected during the Fall Governing Board Meeting.
- b) All elections are to be by paper ballot with all candidates listed even if there is only one candidate. Unless there is a winning candidate, the office becomes vacant.
- c) A simple majority shall elect.
- d) The President shall appoint no fewer than two (2) tellers, whose duties shall be to record all votes at the Governing Board Meeting and report the results to the President.

Article XII. EXECUTIVE COMMITTEE

- Section 1) The Executive Committee shall consist of the President, Vice-President, Secretary, Treasurer, the five Regional Vice Presidents and the Immediate Past President. The Immediate Past President shall serve a one year, on-call, ex-officio term.
- Section 2) It is the duty of the Executive Committee to carry out the directions of the Governing Board and the purpose and function of the Association.
- Section 3) Members of the Executive Committee must attend at least seventy five percent (75%) of the Executive Committee meetings in one (1) calendar year. Failure to do so may result in the removal of the individual as a member of the Executive Committee and as an Officer of PARSE in accordance with Article IX, Section 5 of the Bylaws. In the case of such a removal, the Executive Committee shall appoint a PARSE member in good standing to complete the term of the removed individual except that, in the case of the removal of a Regional Vice-President, a replacement shall be elected in accordance with Article IX, Section 3) b) of the Bylaws.
- Section 4) The Executive Committee shall:
- a) Meet at the call of the President or at the request of any three (3) members of the Executive Committee.
 - b) Appoint a replacement for any State Officer, other than a Regional Vice-President, when a vacancy occurs, until the end of that officer's term.
 - c) Approve additional benefits as recommended by the Benefits Committee to be offered to all members of the Association for approval by the Governing Board.
- Section 5) Voting of the Executive Committee Members:

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- a) The Vice President, Secretary, and the Treasurer shall share one vote representing the Officers. The Regional Vice-Presidents shall each have one vote representing the PARSE members in their region. The Immediate Past President is an ex-officio nonvoting member of the Executive Committee. The President shall vote only in the case of a tie.

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Section 6: An affirmative vote of a majority of a quorum of voting members of the Committee shall constitute an act of the Committee except in removing an Officer as set forth above.

Section 7: Scheduled Executive Committee meetings shall be established for the upcoming year by December 1st of the preceding year.

- a) The agendas shall specify the subjects to be considered at the meeting; however, this shall not preclude consideration of other subjects.
- b) Meetings shall be held at a place designated by the President, unless the Executive Committee, at a previous meeting, authorizes another place.
- c) Meetings shall be conducted in accordance with the most current version newly revised “Robert’s Rules of Order” subject to the exceptions specifically noted in these Bylaws.

Article XIII. STANDING COMMITTEES

Section 1) Benefits Committee:

- a) The Benefits Committee shall:
 - i) Review current benefits on a periodic basis.
 - ii) Recommend changes to the Governing Board.
 - iii) Review potential new benefits and make recommendations to the Executive Committee on adding new benefits.

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- iv) Be composed of members in good standing appointed by each Regional Vice-President and also include the Vice-President who shall serve as an ex-officio non-voting member.
- v) Elect a Chair and meet at the call of the Chair.
- vi) Submit recommendations to the Vice-President who shall review the recommendations and submit a report to the Executive Committee endorsing, modifying or rejecting the recommendations. At the Governing Board meeting the Vice-President shall present the report for approval.

Section 2) Parliamentary Committee

The President shall appoint a committee of no more than three members in good standing who have previous parliamentary experience. This committee shall provide parliamentary guidance to the organization and its committees.

Section 3) Government Relations Committee:

- a) Members of this Committee shall be the five Regional Vice-Presidents or their designees who are members in good standing from each region.
- b) The Committee shall be chaired by the President and shall meet no fewer than four (4) times each year at the call of the Chair. The Chair shall vote only to break a tie.
- c) The purpose of the committee is to:
 - i) Promote legislative action that shall be beneficial to PARSE.
 - ii) Provide a progress report to the Governing Board at the Governing Board Meeting.
- d) The Regional Vice Presidents shall assist the Chapters in setting up a Chapter Government Relations Committee to:
 - i) Work with the State Committee in communicating with the Chapter's Legislators.

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ii) Provide the State Government Relations Committee with semi-annual activity reports.

e) A Government Relations Consultant may be appointed to serve as a liaison.

Section 4) Audit Committee:

The Audit Committee shall perform an Annual State Audit as well as five (5) Chapter Audits.

a) The Audit Committee is composed of five (5) members in good standing who have been approved by the Regional Vice Presidents. Members of the Finance Committee may not be members of the Audit Committee.

b) The State Office Audit and the Chapter Audits shall be conducted at State Office.

c) The Audit Committee shall further complete its responsibilities to assist the Executive Committee and the Governing Board in fulfilling their oversight responsibilities by:

i) Assuring the integrity of the financial statements issued by PARSE.

ii) Ensuring compliance with legal and regulatory requirements concerning financial affairs.

iii) Ensuring the adequacy and effectiveness of its system of internal controls.

iv) Maintaining the qualifications, independence and performance of internal and external auditors.

Section 5) Bylaws Committee:

There shall be a Bylaws Committee consisting of five members in good standing appointed by the Regional Vice Presidents and one member of the Executive Committee, who shall be an ex-officio, non-voting member. The Committee shall appoint its own chairperson.

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- a) The Bylaws Committee shall monitor the PARSE Bylaws to insure they accurately and clearly state the rules by which the PARSE Organization functions.
- b) The Committee shall insure that proposed Bylaw changes are mailed to the Chapter Officers and Voting Delegates at least sixty (60) days prior to any voting on the proposed change.
- c) Further Committee responsibilities include reviewing and updating the Bylaws, PARSE Operations and Policy Manual and Job Descriptions as determined by the Governing Board and the State Executive Committee.

Section 6) Finance Committee:

The purpose of the Finance Committee is to oversee PARSE's Capital and Financial resources. This includes, but is not limited to, reviewing PARSE's investment policy, strategies, transactions and performance to ensure sound fiscal policies.

- a) The Committee shall be composed of four (4) members in good standing elected from and by the Governing Board. Membership shall include three (3) individuals who are familiar with basic financial practices. The State Treasurer shall also be a member of this committee and have one (1) vote.
- b) The State Treasurer shall chair the Committee.
- c) Members of the Audit Committee may not be members of the Finance Committee
- d) Any expense over \$5000.00 not expressly provided for in the budget must be authorized by the Finance Committee. The Finance Committee has the responsibility to review and recommend all expenditures and increases in dues or salaries.
- e) After preparation of the proposed State Office budget the State Office Treasurer shall present the proposed budget to the Finance Committee for review. Noted reservations and/or recommendations shall be forwarded with

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the proposed budget to the State Office Executive Committee for review, comment and distribution to the Governing Board at least sixty (60) days prior to the Governing Board Meeting.

- f) The Governing Board shall officially adopt or modify the proposed budget at the annual Governing Board Meeting. The approved budget goes into effect January 1 of the next calendar year.

Article XIV. SPECIAL COMMITTEE(S)

Section 1) The President, with the approval of the Executive Committee, or the Executive Committee alone, may create and dissolve Special committee(s).

- a) Committee members must be PARSE members in good standing
- b) Regional Vice-Presidents shall notify Chapter Presidents of the creation and purpose of Special Committees and request volunteers to serve on such.
- c) Special committees shall report findings and recommendations to the Executive Committee and the Governing Board.

Section 2) Credentials Committee:

The President, Secretary and Treasurer shall be responsible for validating the Credentials of Voting Delegates at the Governing Board Meeting to determine that the Voting Delegates are members in good standing.

- a) Voting Delegates shall not be recognized until their credentials have been approved and they have been registered.
- b) Committee decisions may be appealed to the Governing Board which shall, before passing upon the appeal, hear and consider the report of the Credentials Committee.
- c) The Credentials Committee shall be created when a Governing Board Meeting is held.

Article XV. PARLIAMENTARY PROCEDURES

Robert's Rules of Order, newly revised most current version, shall govern all proceedings of PARSE, subject to such special rules as have been or may be adopted by the Governing Board.

Article XVI. QUORUM

Before doing any business a deliberative body must establish a quorum. A quorum represents the number of members needed to carry out a business meeting.

- Section 1) Quorum for the Executive Committee is a majority of the voting members currently serving on the Committee.
- Section 2) The Governing Board quorum is a majority of the total votes which could be cast were all Chapters present.

EXAMPLE:

All Chapters represented = 28
Two (2) votes per chapter = 56 votes
Quorum is 29 votes

Article XVII. AMENDMENTS

- Section 1) These Bylaws may be amended by a majority vote of the Governing Board at any meeting, provided the amendment has been mailed to each chapter at least sixty (60) days prior to the meeting.
- Section 2) If a proposed amendment was not mailed to each chapter at least sixty (60) days prior to the Governing Board the proposed amendment may be submitted at the Governing Board meeting, and may be adopted on a two-thirds (2/3) majority vote.

Article XVIII. DISSOLUTION AND DISBURSEMENT

Section 1) PARSE Dissolution

In the event that PARSE ceases to function, it shall do so in accordance with the laws of The Commonwealth of Pennsylvania and the regulations of the Internal Revenue Service.

Section 2) Chapter Dissolution

In the event a local Chapter indicates it wishes to cease functioning, the following steps must be followed:

- a) The Chapter or State Office shall send a letter to each member stating that the Chapter is proposing to dissolve and the reason for the dissolution.
- b) The letter must also question whether or not anyone is interested in continuing the Chapter. If anyone is interested, that person must notify the Chapter Officers or State Office within 30 days from the date of the initial dissolution letter.
- c) Within 15 days from receiving a notice for continuation from a member in good standing, Chapter officers must notify the state office with the names of individuals wishing to continue. See Article V Chapters, Section 6) above.
- d) If there is no response to the letter that would permit the Chapter to continue functioning, the State Office shall send a letter to each member in the dissolving Chapter asking that member to designate the Chapter with which he or she wishes to affiliate.
- e) For members who do not designate a Chapter with which to be affiliated, the State Office shall assign those members to a Chapter. The assigned members may choose a different Chapter at any time consistent with the provisions of ARTICLE IV Section (2) (d) of the Bylaws.
- f) The assets of the dissolving Chapter shall be prorated and distributed to the Chapters receiving members from the dissolved Chapter.

APPENDIX A

GLOSSARY

Annual Meeting – Is the Governing Board Meeting held in the fall.

Executive Committee – Includes the State Officers and the Regional Vice Presidents.

Ex-officio Member – Will be a non-voting member of a committee.

Immediate Past President – Is the most recent Past President willing to serve.

Member-In-Good-Standing – Is a person who meets the criteria for membership in the organization and whose dues are current.

State Officers – Include the State President, State Vice-President, State Secretary, State Treasurer and the Immediate Past President

Temporary Vacancy – Is a vacancy that shall be filled until the person who holds the position returns.

Moral turpitude - moral depravity