

USM - United Seniors of Maryland
Bylaws Committee Report
January 27, 2012

Background

This USM Bylaws Committee was appointed by the USM President in October 2011. It consists of chairman Paul M. Bessel; Wendy Kronmiller, Susie Jablinske, and Ted Meyerson. At each monthly meeting of USM since the formation of this committee, USM members were encouraged to send suggestions to the Bylaws Committee, and the USM Bylaws, committee members and contact information, and thoughts about possible bylaws changes were all posted on the USM website. Nevertheless, the committee has not received many suggestions.

At the December 2011 USM meeting a USM Succession Committee was appointed, to assist in finding people to fill officer positions in USM in the next election. To facilitate the work of that committee, the Bylaws Committee needs to submit its recommendations as quickly as possible.

Major Recommendations

1. USM Board composition, including representation for individual members

The USM Bylaws currently say that the Board of Directors consists of one representative from each organizational member, with no representation for individual members. This can be unwieldy since USM has almost 100 organizational members and hopefully will have more in the future, and it can be unfair since there are hundreds of individual members paying dues but with no voice in USM. On the other hand, at most monthly meetings only a minority of members attend. A balance is needed.

The Bylaws Committee recommends that the USM monthly meetings be called General Membership Meetings and constitute the highest decision-making body of USM, so long as a sufficient quorum is present (25 members, organizational and/or individual). This would mean that all organizational members and all individual members of USM will have a voice in USM, with each person present — those representing organizational members and individual members — each having one vote.

To allow USM to operate efficiently, the Board of Directors would be the group that guides USM by making most decisions, reporting its decisions at the General Membership Meetings where the members could ratify or amend Board decisions.

The Board would consist of the 4 elected USM officers and the Immediate Past President, plus the 4 chairmen of standing committees, plus 2 to 6 additional Board members — for a total of 11 to 15. The additional Board members could be nominated by the other members of the Board and ratified at the next monthly General Membership Meeting, with

the intention that each member of the Board would be given specific work assignments. These 2 to 6 additional members could be selected from organizational members or individual members. The reason for this is that some times it might be difficult to find more than 2 additional people willing to do additional work for USM, but the goal would be to find 6, including some who are individual members. These additional members of the Board could be nominated at any time the Board feels a person's interest and work for USM justifies inclusion of that person on the USM Board.

Meetings of the Board would be open to attendance by any USM member who is interested, so that when the other members of the Board recognize a good worker, they could nominate that person to become a member of the Board. If ratified at the General Membership Meeting, that new Board member would then be given one or more specific assignments to help USM.

To insure against an unrepresentative group of USM members voting on an important issue, if the Board found that a particular vote should not be made at a particular General Membership Meeting, it could set that vote for a future General Membership Meeting and inform all USM members of the date and details of an important vote coming up.

2. USM Officers

The USM Bylaws currently call for a President plus 4 Vice Presidents (Legislation, Membership, Forum, and Information Technology), and a Secretary and Treasurer. This is not the best way to plan for the future of USM.

The Bylaws Committee recommends that USM have 4 elected officers, President, Vice President, Secretary, and Treasurer. The President could then appoint Chairmen of the Standing Committees: Legislation, Membership, Forum, and Information Technology. This is how most organizations operate, to allow flexibility and the selection of people who are viewed as best able to do certain tasks. In addition, it would be recognized as soon as the Vice President is elected that he or she is "in training" to become USM President and thus provide for smooth transitions. The 4 elected officers and the appointed Committee Chairmen would constitute the Board, which could make decisions for USM, to be reported and ratified or amended at the monthly Membership meetings.

3. Meetings

USM Bylaws currently provide for monthly meetings of the Board from September through June. Some have questioned whether this should be changed.

The Bylaws Committee recommends that monthly meetings should continue, as this helps provide stability to USM and keeps the organization in the minds of its active members and

others. However, these monthly meetings would more appropriately be called USM General Membership Meetings, where all USM members are encouraged to attend and learn, and all USM members, organizational and individual, could vote. The USM Board would usually meet before each General Membership Meeting, and all USM members would be permitted to attend and make suggestions, and those who attend could be considered for possible membership on the Board and additional work assignments. The USM Board would have the authority to meet between monthly meetings, in person or by other means, to help guide the organization and to make any decisions that are required between meetings.

Conclusion

The Bylaws Committee also feels the current USM Bylaws are too long and detailed in certain areas and they can be made more concise. This will assist those who look to the Bylaws for guidance in how USM is operated, and will also allow the organization to handle new situations without being overly restricted by Bylaws provisions that may not have anticipated such situations.

Below are the current USM Bylaws and the proposed new USM Bylaws.

Current USM Bylaws

UNITED SENIORS OF MARYLAND BYLAWS - ADOPTED MARCH 17, 2009

ARTICLE 1. PURPOSES

The purpose of the United Seniors of Maryland (USM) shall be to maintain a continuing coalition dedicated to influencing legislation and public policy for the betterment of the lives and wellbeing of Maryland seniors, with special attention to those most vulnerable.

ARTICLE 2. BYLAWS

Section 1. Members

USM offers two levels of membership: organizational and individual.

a. Organizational members shall consist of National senior organizations and their Maryland affiliates, private Maryland organizations and associations, and Maryland public agencies interested in senior and intergenerational issues. Organizational members shall be the governing body of USM.

b. Individual members shall consist of persons interested in senior issues who wish to affiliate with USM.

c. Organizations and individuals desiring to become members of USM shall submit a written application for membership. An organization's application shall include the names of its proposed primary and alternative voting representatives at USM meetings. Upon approval by a majority of authorized voting representatives attending the next USM meeting, the applicant shall be accepted into membership.

d. The membership year for USM extends from July 1 through June 30, consistent with USM's fiscal year.

Section 2. Dues

a. Dues for USM shall be determined annually at the April Board meeting by a majority vote of the authorized voting representatives attending the meeting and shall be payable by the first day of June each year, organizational members more than two months delinquent in the payment of annual dues shall be denied voting privileges until their annual dues payment is received by the Treasurer.

b. The annual dues for organizational members are based directly on the size of their membership within Maryland. Those with more than 500 Maryland members will have twice the dues of those with fewer than 500 Maryland members

c. The annual dues for individual members will be one-fifth that of organizations with fewer than 500 members.

Section 3 Elections

a. The Board of Directors shall elect officers for USM each May from among the nominees of the Nominating Committee or those nominated from the floor.

b. The elected officers shall assume their responsibilities on July 1.

c. The President may be elected to the same office only two consecutive terms.

d. Starting in 2008 the President, Vice-President Legislative and Treasurer shall be elected for a two-year term of office. In 2009, the Vice-President Rallies, the Vice-President Membership and the Secretary shall be elected for two-year terms of office.

e. If a vacancy occurs in any office during the term thereof, The Executive Committee shall select an individual to fill such office for the remainder of the term.

Section 4. Meetings

- a. The Board of Directors shall meet monthly from September to June to discuss issues and strategies, establish legislative priorities and actions, and conduct other necessary business.
- b. Additional meetings may be called at the discretion of the President.
- c. All business at USM meetings shall be conducted in accordance with Robert's Rules of Order, except as superseded by these bylaws.

Section 5. Voting

- a. Only representatives of organizational members in good standing shall have voting privileges.
- b. A quorum must be present on matters that require a vote. For USM purposes, a quorum is defined as attendance of representatives from at least one-third of the members with voting privileges at the time of the meeting.
- c. Upon request of an organizational member's representative voting shall be conducted by roll call and recorded by the Secretary
- d. No legislative or public policy position shall be taken without first obtaining a general, but not necessarily unanimous, agreement from voting members. Any organization that does not agree with a USM position so arrived at may pursue its own policy.
- e. No proxy votes will be allowed in a USM meeting.

Section 6. Governance

6.1 Board of Directors

The Board of Directors shall be the governing body of USM. The Board of Directors shall be comprised of one individual from each member organization. In descending order of precedence, the voting member shall be the President, designated primary representative, and alternated representative. The officers of USM shall be elected from among the members of the board of Directors, except that a non-member of the Board may be elected as an officer if this representation requirement is specifically waived by the Board. Such officer shall, upon election, become a member of the Board with full voting privileges.

6.2 Elected Officials.

a. The President shall preside at meetings of the Board and Executive Committee. He/she shall be an ex officio member of all standing committees and shall appoint ad hoc committees to perform specific tasks. He/she shall be the principal spokesperson for USM and may testify for USM at legislative hearings and other venues. The President may appoint other members of the Board as spokespersons as he/she deems appropriate for the occasion. The President shall confer with each member organization at least annually and shall cause an annual audit of USM financial affairs.

b. The Vice President Legislation shall chair the Legislative Committee, which shall coordinate all USM legislative activities at the state and federal levels. He/she shall be responsible for recruiting and directing the members of the Legislative Committee. In the absence of the President, he/she shall preside at meetings of the Board.

c. The Vice President – Rallies shall chair the Rallies Committee and coordinate all logistical and organizational activities related to the USM state and federal rallies. He/she shall be responsible for recruiting and directing members for such committee and shall report all proposed actions to the Board for approval.

d. The Vice President – Membership shall assist the President in soliciting new members, shall be responsible for maintaining an accurate membership list, and ensure the development of the mechanisms by which members can activate their constituencies. He/she shall report to the Board.

e. The Secretary shall take minutes and record attendance at all USM Board meetings. He/she shall keep a file of these records, send notices of meetings and maintain copies of minutes, and a current directory of members.

f. The Treasurer shall keep current financial records, administer funds, pay all USM debits promptly, and report regularly on receipts and expenditures since the previous report, and the current bank balances for all accounts. Except for routine expenditures by the Secretary, the President must approve itemized vouchers. The Treasurer shall be authorized to sign individual checks under \$2000. In his/her absence, either the President or a designated Vice President shall be authorized to sign such checks. Individual checks of \$2000 or more shall require the signatures of two of the above named officers.

Section 7. Committees

a. The Executive Committee comprised of the elected officers and the immediate Past President will meet at the call of the President. It has the authority to speak on behalf of USM in situations where, because of time constraints, it is impractical to convene the full Board. It may also exercise such other authorities granted by a majority vote of the Board.

It must report all such actions at the next scheduled Board meeting. It may fill vacancies in elective offices by majority vote. A person appointed by the executive committee to an elected position may serve in that office until the next scheduled election.

b. A Nominating Committee shall be appointed annually by the President and the Committee will announce its nominees for USM at least 60 days prior to the announced election. It has the responsibility to ensure that nominees have agreed to accept the positions for which they have been nominated. The committee will submit their recommendations to the Board at least 30 days prior to the scheduled date for the election. No person serving as an elected office may serve on the nominating committee.

Section 8. Amendments

These bylaws may be amended at a regularly scheduled meeting. The proposed amendment must first be presented for consideration and approval by a majority of the voting representatives at the meeting. All members with voting privileges must be provided a copy of the proposed amendment with 30 days notice of the time and place of the meeting at which final action on the amendment is planned to be taken. At the meeting a roll call will be taken. If approved by a two-thirds majority of the attending voting representatives, the amendment will be adopted.

Proposed New USM Bylaws

Article 1 - Name & Purposes

Article 2 - Membership

Article 3 - General Membership Meetings & Board of Directors

Article 4 - Officers

Article 5 - Committees

Article 6 - Amendments

Article 1 - Name & Purposes

1. Name - The name of this organization shall be United Seniors of Maryland, and it may also be referred to as USM.
2. Purposes - The purposes of USM shall be to (a) maintain a continuing coalition dedicated to influencing legislation and public policy to assist Maryland seniors; (b) preserve and enhance the mental, physical, and financial well being of Maryland seniors; and (c) to give special attention to Maryland seniors who are most vulnerable physically, mentally and financially.

Article 2 - Membership

1. Organizational members - Organizational members shall consist of (a) organizations with an interest in promoting the goals of USM, and (b) Maryland public agencies interested in senior and intergenerational issues. The USM Board may reject membership in USM of an organization if it finds that action to be in the best interests of USM.
2. Individual members - Individual members shall consist of persons interested in senior issues who wish to be members of USM.
3. Dues - Dues shall be set by the USM Board for each fiscal year, which shall be from July 1 through June 30. Delinquencies in payment of dues shall result in loss of voting privileges and of membership, in a manner and time determined by the USM Board of Directors.

Article 3 - General Membership Meetings & Board of Directors

1. General Membership Meetings - The USM General Membership Meetings shall consist of representatives of all organization members and of all individual members who wish to attend. To the extent practicable, USM shall have General Membership Meetings from September through June, on dates and times set by the Board of Directors. A quorum at General Membership Meetings shall consist of at least 25 members, representatives of organizational members and/or individual members.
2. Board of Directors - The Board of Directors shall consist of (a) the 4 elected USM officers and the Immediate Past President of USM, (b) the Chairmen of USM Standing Committees defined in these Bylaws, and (c) 2 to 6 additional USM members nominated from time to time by the other members of the Board and ratified at a General Membership Meeting . The Board may act for USM, but all its actions, must be reported at the next General Membership Meeting for ratification. If the Board finds that a particular issue is important and the members present at a particular General Membership Meeting may not be representative of the entire membership, it may schedule the vote on that subject for a future General Membership Meeting and inform all USM members of the date of the vote on that subject. The Board shall meet when called by the USM President, normally at the start and/or conclusion of each monthly General Membership Meeting. Board meetings will be open to all USM members except to the extent a matter involving privileged or personal information is to be discussed.

3. Types of meetings - Meetings of USM, including Membership and Board meetings, may be held in person, by telephone, email, or any other method deemed reasonable for fair discussion and decision-making.
4. Parliamentary authority - To assure fairness and efficiency, all meetings of USM shall be governed by the latest edition of *Robert's Rules of Order*, except when the provisions of the USM Bylaws provide otherwise.

Article 4 - Officers

1. Titles and Duties - The officers shall be President, Vice President, Secretary, and Treasurer.
 - a. President - The President shall preside at meetings of the USM Membership and USM board; be an ex officio member of all committees; appoint special committees to perform specific tasks; and be the principal spokesperson for USM.
 - b. Vice President - The Vice President shall assist the President in the performance of the duties of that office, and other duties as assigned by the President or the Board.
 - c. Secretary - The Secretary shall take minutes and record attendance at USM meetings; send notices of meetings; and maintain copies of minutes and a directory of members.
 - d. Treasurer - The Treasurer shall keep financial records; handle income and expenses; and report to the USM General Membership Meetings and Board meetings about USM finances.
2. Elections and Term of office - A Nominating Committee shall recommend candidates at the General Membership Meeting in April, with elections and installation of new officers at the General Membership Meeting in May of even-numbered years. The terms of USM officers shall be 2 years, starting immediately after election at the General Membership Meeting in May until their successors are elected at the General Membership Meeting in May two years later. The President may serve only two consecutive two-year terms.
3. Vacancies - Vacancies in any USM officer position may be filled by the USM Board and ratified at the USM monthly General Membership Meetings..
4. Conflict of Interest - Whenever a director or officer has a financial interest in any

matter coming before the board of directors, the affected person shall: (a) fully disclose the nature of the interest and (b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested directors determine that it is in the best interest of USM to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

Article 5 - Committees

1. Standing Committees - USM shall have the following standing committees:
 - a. Legislation - The Legislation Committee shall review all legislation that is of interest to the members of USM and shall recommend public positions for USM on legislation. When possible, such positions shall be voted on by the USM General Membership Meetings or Board of Directors, but if the Legislation Committee decides that faster action is needed, the Legislation Committee is authorized to take public positions on legislation in accordance with previous precedents set by the USM General Membership Meetings and the USM Board.
 - b. Forum - The Forum Committee shall organize and run the USM Annual Government Forum and any other USM public events.
 - c. Membership - The Membership Committee shall take actions to encourage new organizations and individuals to become USM members, and shall contact USM members whose dues are unpaid to encourage their continued membership. The Membership Committee shall also produce a USM Newsletter, under the supervision of the USM President.
 - d. Information Technology (IT) - The IT Committee shall assist USM to keep computerized records, have a professional website, maintain a USM presence in electronic media, and assist USM members and others with electronic record keeping and operations.
2. Special Committees - The USM President may appoint special committees when they are needed, and may give them deadlines and charters for their operation.

Article 6 - Amendments

1. Notice - Any USM member may propose an amendment to the USM Bylaws by submitting it in writing to the USM President or USM Secretary. Notice of

proposed amendments shall be given to the members of USM as soon as practical, including notice of the date set by the USM Board for voting on the proposed amendment..

2. Approval - Proposed amendments to the USM Bylaws may be adopted at a General Membership Meeting, after members have received reasonable notice (usually at least one month), by 2/3 of its members present and voting.