

AMENDED AND RESTATED BYLAWS
OF
RETIRED EXECUTIVES AND PROFESSIONALS

ARTICLE I – NAME

Section 1.1 The name of the organization is Retired Executives and Professionals and shall be known as “REAP” or the “Organization,” an unincorporated association formed under the laws of the Commonwealth of Pennsylvania.

ARTICLE II - PURPOSES

Section 2.1 REAP is a group of retired people whose purpose is the pursuit of knowledge and, in so being:

A. Provides an opportunity for its members to research an unfamiliar subject and to present a talk based upon that research to the general membership (the “Presentation”); and

B. Promotes participation in discussion groups focused in areas of interest including, but not limited to, current issues, ethics, literature, senior health, science and technology, and movies (“Study Groups”).

ARTICLE III – MEMBERS

Section 3.1 Member Organization. REAP is a membership organization.

Section 3.2 Classes.

A. Members. Membership is open to any individual who:

(1) has retired from a professional or executive position, or equivalent;

(2) has an active interest in continuing education and is willing commit to the requirement of preparing a Presentation as defined below.

(3) has met with and been approved for membership by the Admissions Committee.

B. Partner Members. Partners of current members in good standing may choose to become members under Sections 3.A(1) and 3.A(3) above but choose to opt out of Section 3.A(2) above (the Presentation requirement), must contribute service to REAP in a form approved by the Board.

C. Exempt Members. If, in the event of a health issue or other compelling reason, a member is unable to meet the requirement of Section 3.A(2) above, the Board of Directors (the “Board”) in its sole discretion, may suspend the requirement until or unless the health issue or compelling reason is resolved.

Section 3.3 Members In Good Standing. In order to remain in good standing members are required to pay their dues as set by the Board annually no later than September first of each year.

Section 3.4 Meetings.

A. General Meetings. General meetings shall take place weekly from September through May at a time and place determined by the Board.

B. Annual Meeting. An annual meeting shall be held once each calendar year for the purpose of electing a Vice President, Secretary and Treasurer (for a 2-year term), and for the transaction of such other business as may properly come before the meeting.

C. Voting. Each member in good standing (as defined in Section 3.3 above) shall be entitled to one vote.

D. Electronic Meetings. In instances when an in-person meeting is deemed unadvisable by the President or the Board due to weather conditions or other unavoidable occurrences, such meetings may be held by electronic means if sufficient notice is given to the members.

Section 3.5 Presentations. Presentations provide the opportunity to research an unfamiliar subject and present a talk every one (1) to two (2) years (the “Talk”) based upon that research. Talks may only be given by members who must be in good standing, as described in Section 3.3 above, and must be of such length and in such format as determined by the Board of Directors from time to time.

ARTICLE IV – BOARD OF DIRECTORS

Section 4.1 Number and Term. The Board shall consist of nine (9) members. The Board may be increased or decreased by the affirmative vote of a majority of the then serving directors on the Board. The members of the Board shall consist of the five (5) immediate past presidents and four (4) elected officers (President, Vice-President, Secretary and Treasurer). The past Presidents serve until their terms rotate off the Board or until their earlier resignations or removal. The officers shall serve on the Board for the length of the term of office to which they were elected. The currently serving President shall preside as the chair of the Board. In case of the inability of a director to serve, the most senior director shall serve a second year. After serving a one-year term as President and after a six-year interval, the former President shall become eligible for re-election through normal succession of vice-presidency to presidency.

Section 4.2 Elections.

A. The Nominations Committee shall present nominations for new officers in March of each year. Any member may submit the name of a potential officer candidate to the Nominations Committee. The Nominations Committee will then recommend a slate of candidates to the membership for consideration beginning in the month of March. New and renewing Board members shall be approved by a majority of the members, present, in person and online, at an annual meeting for the election of officers. The incoming officers and directors shall assume their respective positions at the annual banquet held on the first Wednesday in June.

B. Pursuant to Section 3.4B, the membership will, by a majority of the members present, in person and online, and voting, elect a Vice President, a Secretary, and a Treasurer (for a two-year term) at the annual meeting for the election of officers. It is understood that the Vice President-elect shall, after serving a one-year term, assume the office of President the following year.

Section 4.3 Compensation. The directors shall receive no compensation other than for reasonable expenses.

Section 4.4 Vacancies.

A. A vacancy on the Board of Directors may exist at the occurrence of a death of any director or,

B. Resignation. Each Board member shall have the right to resign at any time upon written notice thereof to the President or the Secretary. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof, and the acceptance of such resignation shall take effect immediately.

C. The President may fill the vacancy created on the Board by such resignation with a anyone who previously served as a past President. Such member shall be appointed to fill the unexpired term of their predecessor in office.

Section 4.5 Meetings. Regular meetings of the Board may be held at such time and place as shall be determined by the President (See Section 5.3G). The President may also call special meetings of the Board when warranted. Notice of meetings, whether regular or special meetings, shall be served upon each Board member via hand delivery, regular mail, email, or text. The notice of a special meeting of the Board may also establish the place or means the meeting is to be conducted, so long as it is a reasonable place or means to hold any special meeting of the Board, and the reason for the special meeting.

Section 4.6 Quorum. At each meeting of the Board or Board committee, the presence of a majority of directors, or committee members then in office, shall constitute a quorum for the transaction of business. If at any time the Board or committee consists of an even number of members and the vote results in a tie, then the vote of the President or the chair of the committee, whichever the case may be, shall be the deciding vote.

Section 4.7 Voting. Each Board member shall have one vote.

ARTICLE V – OFFICERS

Section 5.1 Officers: Duties and Term. Officers shall be elected annually pursuant to Section 3.4B above. The Board may designate by resolution such other officers and assistant officers in its sole discretion as the need arises. In addition to the duties in accordance with this Article, officers shall conduct all other duties typically pertaining to their offices and other such duties which may be required by law, or by these bylaws, subject to control of the Board, and they shall perform any other such additional duties which the Board may assign to them at its discretion.

Section 5.2 Chair of the Board. The President shall serve as the Chair of the Board. It shall be the responsibility of the Chair, when present, to preside over all meetings of the Board.

Section 5.3 President. It shall be the responsibility of the President, in general, to supervise and conduct the activities and operations of REAP, subject to the control, advice and consent of the Board. The President shall:

- A. Keep the directors completely informed;
- B. Freely consult with the directors in relation to all activities of REAP; and
- C. See that all orders and/or resolutions of the Board are carried out to the effect intended.
- D. The President shall be empowered to act, speak for, and represent REAP between meetings of the Board.
- E. The President, at all times, is authorized to contract, receive, deposit, disperse and account for all funds of REAP.
- F. The President may appoint assistants to the Secretary or the Treasurer, who will not be members of the Board, and replacements for any other elected officials who can no longer serve for any reason.
- G. The President is authorized to decide when meetings should be cancelled, call Board meetings at least four (4) times each year and provide for giving notice for all meetings.
- H. The President shall appoint ad hoc committees, approve expenditures up to \$200 per year without Board approval, and select committee chairs.
- I. The President is an ex-officio member of all committees but may not serve as chair of any committee.
- J. The in-coming President for the new program year shall send a mailing (“Welcoming Letter”) to the general membership no later than two weeks prior to the opening event (“Hospitality Meeting”) in September. The Welcoming Letter shall include the date of the Hospitality Meeting, a list of the officers and directors, study group leaders, committee chairpersons, the current speaker’s guidelines, and any other pertinent information or news the President deems important.
- K. The in-coming President assumes administrative responsibility at the close of the end of year event in June.
- L. The President and one member appointed by the President will review all financial ledgers at the end of each fiscal year.

Section 5.4 Vice President. It shall be the responsibility of the Vice President to assume the duties of the President if the President is unable to serve. The Vice President shall act as the liaison to the Program Chair and carry out assignments at the President's request.

Section 5.5 Secretary. The Secretary shall be responsible for the recording of all minutes of each and every meeting of the Board and of the members in which business shall be transacted in such order as the Board may determine from time to time. However, in the event the Secretary is unavailable, the Chair of the Board shall appoint an individual to act as Secretary of the Meeting. The Secretary, or the individual appointed to act as Secretary, shall prepare the minutes of the meetings, which shall be placed in the minute books or digital records of the Organization. Minutes of each meeting of members shall be read at the next following meeting of members for adoption and approval. Minutes of meetings of the Board, whether regular or special meetings, shall be read at the next following regular meeting of the Board for adoption and approval. The Secretary shall be the custodian of the current Bylaws and Policies of the Organization.

Section 5.6 Treasurer. It shall be the responsibility of the Treasurer to keep and maintain, or cause to be kept and maintained, adequate and accurate accounts of all the properties and business transactions of REAP, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, and other matters customarily included in financial statements. The Treasurer shall be responsible for ensuring the deposit of, or cause to be deposited, all money and other valuables as may be designated by the Board. Furthermore, the Treasurer shall disburse, or cause to be disbursed, the funds of REAP, as may be ordered by the Board, and shall render to the President, and directors, whenever requested, an account of all the Treasurer's transactions, **including an annual statement of revenues and expenses**, and of the financial condition of the Organization. The Treasurer shall prepare and deliver to the membership, at the first general membership meeting of the month, a report on the expenses and revenues for the previous month.

ARTICLE VI – COMMITTEES

Section 6.1 Committees. The Board may, from time to time, and by resolution adopted by a majority of the directors then in office, designate one or more committees to carry out specific functions as designated by the Board. Such functions, including, but not limited to, the requirements of the members, the duties and limitations, and other responsibilities, shall be as set forth in a Policy on Committees attached to these Bylaws as **Exhibit A**. Such Policy shall be reviewed annually by the Board. The Secretary shall be responsible for distributing the Policy for the current year to the chair of each committee at the beginning of each program year.

Section 6.2 Study Groups. Study Groups may be formed with the approval of the President or the Board. The President shall appoint the leader of each group. Only members in good standing, as defined in Section 3.3 above, shall participate in Study Group sessions. The time, place or means, and frequency of meetings shall be determined by each group. The current topics for Study Groups are listed in **Exhibit B** attached to these Bylaws.

ARTICLE VII – INSPECTION AND MAINTENANCE OF RECORDS

Section 7.1 Inspection of Records. The Archivist of the Organization shall keep the original or copies of 1) current Bylaws, as amended to date; 2) minutes of meetings of the members, Board, and committees, if any; and 3) any other important documents of the Organization, all of which shall be open to inspection by the directors at all reasonable times.

Section 7.2 Maintenance of Other Records. REAP shall keep adequate and correct books and records of accounts and written minutes of the proceedings of the Board and committees of the Board. All such records shall be kept at a place or places designated by the Board or in the absence of such designation, shall be kept with the Archivist of the Organization. The minutes shall be kept in written or typed form or in any form capable of being converted into written, typed, or printed form. Upon leaving office, each officer and committee chair shall turn over to their successor or to the incoming President, in good order, such monies, books, records, minutes, lists, documents, contracts or other property of REAP as have been in the custody of such officer or committee chair during their term of office.

ARTICLE VIII – MISCELLANEOUS

Section 8.1 Execution of Instruments. The Board of Directors may, at its discretion, determine the method and designate the signatory officer or officers, or other person or persons, to execute any instrument or document, or to sign in the name of REAP without limitation, except when otherwise provided by law, and such execution or signature shall be binding upon REAP.

Section 8.2 Bank Depositories. All checks and drafts drawn on banks or other depositories on funds to the credit of REAP, or in special accounts of REAP, shall be signed by such person or persons as the Board shall authorize to do so.

Section 8.3 Loans and Contracts. No loans or advances shall be contracted on behalf of REAP and no note or other evidence of indebtedness shall be issued in its name unless and except as the specific transaction is authorized by the Board. Without the express and specific approval of the President or the Board, no officer or other agent of REAP may enter into any contract or execute and deliver any instrument in the name of and on behalf of REAP.

Section 8.4 Fiscal Year. The fiscal year of the Organization shall be determined by resolution of the Board.

ARTICLE IX – DISSOLUTION

Section 9.1 Dissolution.

1) REAP may be dissolved only with the approval of the Board given at a special meeting of members called for that purpose, and with the subsequent approval of no less than two-thirds (2/3) vote of the members present, in person and online. In the event of the dissolution of REAP, the assets shall be applied and distributed as follows:

a. The properties and assets of REAP are irrevocably dedicated to and for nonprofit purposes only. No part of the net earnings, properties, or assets of REAP, upon dissolution or otherwise, shall inure to the benefit of any person or any member, director, or officer of REAP. On liquidation or dissolution, all assets of REAP, whether financial or physical, after the payment of all liabilities, shall be distributed at the discretion of the Board, then in office. The assets and disbursements shall be listed, and a report of the transfer shall be available to all members.

ARTICLE X – AMENDMENTS

Section 10.1 Amendments. These Bylaws may be amended or restated in its entirety by a majority vote of the directors then in office, subject to the affirmative vote of a majority of members present, in person and online, at a meeting of the membership. Notice of the meeting of members shall include the reason for the meeting.

These Bylaws were approved and adopted by the unanimous consent of the Board of Directors at a meeting duly held on February 27, 2023.

These Bylaws were approved and adopted by the unanimous vote of the members, present in person and online, at a general meeting of the membership duly held on March 8, 2023.

EXHIBIT A
POLICY STATEMENT
on
COMMITTEES

EXHIBIT B

The following are the Study Groups:

Current Issues

Ethics

Literature

Senior Health

Science And Technology

Movies