

**.HEWLETT PACKARD
RETIRED EMPLOYEES OF MASSACHUSETTS**

***hp*-REM BYLAWS &
POLICIES**



**Revision: P
Reviewed: Aug 19, 2019
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DEFINITIONS

BYLAWS – Bylaws define the governing and operational rules under which the Board must operate.

POLICIES – Policies are set by the Board to define operational procedure requirements.

BYLAWS

ARTICLE I NAME AND OBJECT

- A. The name of this organization shall be the Hewlett Packard Retired Employees of Massachusetts. The short form of the name shall be hp-REM.
- B. The purpose of hp-REM is to form a social organization for the benefit of its members and to engage in community service when appropriate.

ARTICLE II MEMBERSHIP

- A. Members shall be / or have been employees of Hewlett Packard, Agilent, Philips Medical or affiliated organizations for 5 years.
- B. Those who do not meet the above requirements, but do have a substantial affiliation with Hewlett Packard, Agilent, Medical or affiliated organizations may be made eligible by a vote of the board of directors.
- C. Members shall pay yearly dues as set by the board of directors. People voted as honorary members are exempt from dues in perpetuity.
Full annual dues are payable upon receipt of the Annual Dues Notice and must be paid by December 31st in order to retain membership.
Full annual dues are to be paid upon joining the club unless the Board of Directors votes otherwise. The Board of Directors may vote each year to waive the dues for that year for any specific member or members for any reason at their discretion.
- D. Spouses or partners of deceased members may continue the membership.

ARTICLE III DIRECTORS

- A. The Directors of hp-REM shall consist of the following and their current title is to be determined by the Board at the Directors meeting directly following the Annual Meeting:
1. **President**, shall call and preside at all meetings; act as a representative when necessary. Where situations or issues are not dealt with or not adequately dealt with in these BYLAWS, the President is authorized to determine a procedure for dealing with the situation or issue that is in the best interest of the organization.
 2. **Vice President**, shall act as the President in the event of the latter's absence, resignation, or inability to serve; and shall stand ready to assist the President whenever called upon.
 3. **Secretary**, shall record and keep on file the minutes of all the Board of Directors Meetings and shall record the activities of any special meetings.
 4. **Treasurer**, shall be responsible for the collection and disbursement of all moneys, keeping strict account thereof; submit a report on the financial status of hp-REM at all Board meetings and General Meetings; and to submit an annual report at an Annual Meeting. Also the treasurer will not pay dues during the term in office.
 5. **Membership Director**, generates and maintains the roster of members.
 6. **Professional & Outside Director**, shall maintain / update the **WWW.HPREM.COM** web site, and shall be responsible for the delivery of all communications to the membership.
 7. **Publishing Director**, shall be responsible for publishing the hp-REM newsletter.
 8. **Special Projects Director**, shall be responsible for managing temporary projects as assigned by the President.
 9. **Immediate Past President (not a current director)** shall provide the tiebreaker vote when required.
 10. **Associate Directors**, shall consist of up to 5 members as selected by the current Board of Directors of hp-REM from the at large membership for a term of 1 year. Their responsibilities will be to attend regularly scheduled hp-REM board meetings. They may be re-appointed on an annual basis. They will have no voting or decision responsibilities except that the President may designate any such associate member to sit on the board for any particular matter(s) in case of an absence, inability to act, or conflict of interest on the part of any regular member thereof, or in the event of a vacancy on the board, until said vacancy is filled.
During that period of time that they are designated to sit on the board, they will have the same voting and decision responsibilities as a regularly elected director.
- B. Regular terms of office for directors shall be for periods of either 1, 2 or 3 years as the board shall determine: Provided however; That all regular terms shall be for the same number of years and until the election and qualification of successors. The regular terms shall be so fixed at the beginning, or upon any increase or decrease in the number of directors, that approximately an equal number of regular terms shall expire at each annual meeting.
- C. Any vacancy on the board shall be filled by a vote of a majority of the directors then holding office. A director so appointed shall hold office only until the next annual meeting, at which any un-expired term shall be filled by a vote of the members.
- D. If a Director or Associate Director fails to attend regular meetings of the board for 3 consecutive months, or otherwise fails to perform any of the duties devolving upon him/her as a Director, his/her office may be declared vacant by the board and the vacancy filled as stated in paragraph C of Article III.

ARTICLE IV MEETINGS

- A. The Annual meeting shall be held in September. Notice of this meeting shall be sent to all members, thirty days prior to this meeting.
- B. General meetings, which are opened to all members, may be scheduled by the board of directors at other times, provided that notice is sent to all members prior to the meeting.
- C. The board of director's meetings may be called by the President, provided that notice is sent to all board members. Regular Board meetings, which are open to all members, may be scheduled at each board meeting.
NOTE: Because of space / seating limitations non-board members should notify a current board member of their intentions of attending a monthly board meeting.
All directors are expected to attend all monthly meetings along with the prior active past president. All the past presidents are encouraged to attend. A person with an assigned hpREM business task will also be expected to attend the monthly meetings.
- D. A quorum for the Annual and General Meetings shall consist of 15% of the members. A quorum for the board meetings shall consist of a majority of the Board members.

ARTICLE V COMMITTEES

- A. The President shall, as required, be responsible for the appointment of all committees or individuals needed to complete assignments or tasks.
- B. At least 90 days prior to each annual meeting, the President shall appoint a nominating committee of not fewer than three members. It shall be the duty of the nominating committee to nominate at least one member for each vacancy, including any un-expired term vacancy, for which elections are being held.
- C. The Ballot Committee, if required, shall be appointed annually by the President, to oversee the operation of elections within hp-REM.

ARTICLE VI AMENDMENTS

These by-laws must be reviewed / amended by the hp-REM board of directors.
Any changes to the by-laws will be announced to the membership at the next annual members meeting.

ARTICLE VII ELECTIONS

There are 2 conditions that will determine **how** the annual elections will be conducted.

CONDITION # 1

If there is only one candidate for each vacancy on the Board.

- A. The board of directors shall be elected at the Annual Meeting.
- B. At the Annual Meeting, the current president shall call for the report of the nominating committee and then fill any vacancies on the slate based on the nominating committee report.
- C. The election may be effected by oral vote of the membership, the secretary casting one ballot for the entire slate as presented.

CONDITION # 2

If there are multiple nominees for any of the positions, elections will be held by mail ballot.

All paid-up members will be mailed a package NO LATER THAN 1 Aug, consisting of:

1. A cover letter explaining the voting procedure
2. A pre-addressed, stamped return envelope

BALLOT COMMITTEE

PURPOSE:

To oversee the operation of elections within hp-REM

Who may serve:

3 currently serving or former hp-REM board members.

No member of the BALLOT COMMITTEE may be on the list of people for re-election.

When formed:

The BALLOT COMMITTEE, if required, shall be appointed annually by the President and ratified by the board of directors no later than the JUNE meeting.

Duties: Be responsible for all the voting processes.

1. Compose the cover letter explaining the voting procedure and the ballot.
2. The board of directors at the June meeting must approve the cover letter and the ballot.
3. After approval, the package is to be mailed to the members NO LATER THAN 1 Aug.
4. The cover letter / ballot must state clearly that the pre-addressed, stamped return envelope MUST be post marked no later than 25 Aug. or the ballot will not be counted.

The BALLOT COMMITTEE will count the ballots and the result placed in a sealed envelope that is given to the current hp-REM secretary at the beginning of the Sept. Social meeting.

The Secretary will open the sealed envelope and announce the results to the membership.

The results will be published in the next members' newsletter.

ARTICLE VIII PRIVACY

- A. Information related to hp-REM membership is confidential and will not be released to the public at large without the permission of the specific members affected.

POLICIES

This section of this document contains policies of hp-REM which are not part of the BYLAWS but are recorded here for convenience.

1. RECORDS RETENTION

Documents designated as records shall be stored safely and destroyed in a secure manner at the end of their retention period. All records shall contain the name of the document, the date it was created or revised, and the name of its creator. The Board may set retention periods for specific records. All records shall be kept for the period listed in the table below.

	Record	Where Stored	Director Responsible for Maintenance, Storage and Disposal	Retention Period
1	Bylaws & Policies	With Minutes	Secretary	While in force + 1 year
2	Contracts	With Minutes	Secretary	While in force + 1 year
3	Business Agreements	With Minutes	Secretary	While in force + 1 year
4	Insurance Policies	With Minutes	Secretary	While in force + 1 year
5	Financial statements (monthly and year end)	With Minutes	Secretary	3 years
6	Bank statements	Treasurer's file	Treasurer	3 years
7	Receipts for purchases	Treasurer's file	Treasurer	3 years
8	Minutes of meetings	Secretary's file	Secretary	3 years
9	Reports presented to the Board of Directors	With Minutes	Secretary	3 years
10	Newsletters	Newsletter file	Newsletter Director	3 years
11	Membership lists including designation of Honorary Members	Membership file	Membership Director	3 years
12	Correspondence related to business or legal agreements	With Minutes	Secretary	3 years

From time to time, other records may be added to the table above by the Board as appropriate.

2. EFFECTIVE DATE FOR DUES FROM NEW MEMBERS

Dues paid by new members on July 1st or later will be applied to the following year.