

**University of Arizona Retirees Association
Bylaws**

**ARTICLE I
Name and Fiscal Year**

Section 1. Name.

The name of this organization shall be the University of Arizona Retirees Association (UARA). It is organized under Section 501 (c) (7) of the Internal Revenue Code.

Section 2. Fiscal Year

The fiscal year shall be the same as that of the University of Arizona, July 1 through June 30.

**ARTICLE II.
Purposes**

The purposes of the association are:

- a) To promote the interests and welfare of University of Arizona retirees and to encourage continuing contact between retirees and the University.
- b) To provide the means for interaction among retirees through a diversity of cultural, intellectual, and social programs.

**ARTICLE III.
Members**

Section 1. Member Eligibility

Active membership shall be open to three groups of retired people:

- a) Official retirees of the University of Arizona and their surviving spouses or surviving domestic partners.
- b) Official retirees of entities recognized by the Executive Committee as being closely related to the University of Arizona (such as the Alumni Association employees).
- c) The Executive Committee has the option to accept members outside the constituent groups described above.

Section 2. Active Members

An active member is one that meets the membership requirements and has paid their required dues; only active members may vote. Spouses or domestic partners may attend functions as guests and have all member privileges except voting.

Section 3. Termination of Membership

A member may terminate membership by written notice to the Association or by non-payment of dues.

Section 4. Dues

The amount and types of dues are set by the Executive Committee, following discussion with the Advisory Council.

ARTICLE IV. Governance

Section 1. Officers

The four officers shall be a president, president-elect, secretary, and treasurer. The officer duties shall be those such as usually pertained to the offices they hold. A president-elect will be elected each year and is expected to commit to subsequently serve as president and then immediate past-president.

Section 2. Executive Committee

The Executive Committee is comprised of the above officers and the immediate past-president; it is the UARA governing body. It shall have full authority and responsibility for policies and actions taken by UARA. It has the power to conduct, manage, and direct the business and affairs in accordance with these bylaws. The President may appoint up to two additional members of the Executive Committee from the UARA membership.

Section 3. Advisory Council

a) Purpose

An Advisory Council shall be advisory to the Executive Committee through informal discussion or formal recommendation. Members of the Executive Committee are expected to attend Advisory Council meetings, in a non-voting capacity, and the President shall serve as the Chair of Council meetings. Any UARA member may attend and speak at any Advisory Council meeting in a non-voting capacity.

b) Composition

The Advisory Council shall be composed of all UARA committee chairs, representatives to UARA from the each of the University of Arizona personnel organizations (e.g., Faculty Senate, Staff Advisory Council, and Appointed Personnel Advisory Council, and Department of Human Resources), and the official University of Arizona office that is liaison to UARA (e.g., Office of External Relations). The Advisory Council may include up to five members at large appointed by the President after consultation with the Executive Committee. Committees and organizations described above shall be represented by a single vote each.

Section 4. Vacancies

In the event of a vacancy in the office of President, the President-elect shall assume the added duties for the unexpired term. All other vacancies of officers shall be filled by the Executive Committee by interim appointment for the period up to the next annual election. The Nominating Committee shall assist in finding candidates to fill the vacancies.

Section 5. Operating Guidelines

The Executive Committee may prepare a set of "Operating Guidelines" to guide the efficient and effective operation of the UARA. These guidelines would contain topics such as officer and committee position descriptions, methods of preparing reports, and procedures for ordinary UARA operations. These operating guidelines would be reviewed periodically.

ARTICLE V. Elections

Section 1. Officers

Elected officers shall serve for a term of one year beginning July 1 and shall serve until relieved by their successors. Normally, the President-elect succeeds to be President. In the event the President-elect is unable or unwilling to serve as President, then the office of President shall be open for election. Officers may be reelected for successive terms, except for president.

Section 2. Recall of an Officer

A recall of an officer shall be initiated when a signed petition indicating in writing the specific charges and reasonable substantiating evidence is submitted to the President from at least five members of the UARA. In the event the President is the official in question, the President-elect shall receive the petition. The President (or President-elect if it is the President in question) shall investigate the charges, meet with others as appropriate, and seek resolution to the problem by appropriate means. If no resolution is forthcoming, the Executive Committee may remove the official in question with a two thirds vote of the remaining members.

Section 3. Nominations

A Nominating Committee should be appointed by October 1 and continue until the end of the fiscal year. Members of the Nominating Committee shall be eligible for nomination. The primary responsibility of the Nominating Committee is to develop a slate of candidates for the election of officers for the next fiscal year (at least one candidate for each position). The Nominating Committee also has the responsibility of suggesting replacements for any Executive Committee position which becomes vacant prior to its normal expiration. Provision should be made for the Nominating Committee to solicit suggestions from the membership by any appropriate means. No name shall be placed in formal nomination without prior consent of the nominee. The Nominating Committee will be chaired by the immediate past-president with two additional members appointed by president with concurrence of the Executive Committee.

Section 4. Ballots and Voting

Only Active Members may vote. Names of nominees shall be arranged alphabetically by office on the ballot. Balloting should be by mail and carried out such that all details of balloting shall be completed between April 1 and June 1. The ballot can be combined with survey questions and distributed by the UARA Newsletter or sent as a special mailing. If there is more than one candidate for each position, and there is a tie vote, it shall be resolved by a majority vote of the Executive Committee. Votes will be tabulated and certified by a two-person committee appointed by the President. Nominees on the ballot are not excluded as possible vote counters. Newly elected officers take office July 1.

ARTICLE VI. Meetings

Section 1. Regular Meetings

A regular meeting can be any type of meeting: business, program, or both. At the first meeting that occurs 90 days after the beginning of the fiscal year, the President shall make a brief report on the UARA and the status of its finances.

Section 2. Special Meetings

A special meeting may be called by the Executive Committee. A special meeting must be called by the Executive Committee upon written petition by 25 UARA members. The notices of a special meeting shall

state the exact nature of the business to be transacted and no other business will be conducted at such meetings.

Section 3. Executive Committee

The Executive Committee shall meet at least six times a year.

Section 4. Advisory Council

The Advisory Council shall meet at least six times a year.

Section 5. Notification

Notice of Regular Meetings shall be sent at least two weeks prior to the meeting date and may be done by the UARA Newsletter, mail, or electronic means. Notice of Special Meetings will be sent at least two weeks prior to the meeting date. Executive Committee and Advisory Council meeting notices will be under conditions approved by the Executive Committee.

ARTICLE VII. Committees

Section 1. General

The Executive Committee shall establish the appropriate committees, along with their duties and responsibilities, and the President will designate the chair. The "Operating Guidelines" (if prepared) would describe the various committees and their responsibilities and is described elsewhere in these bylaws. There can be standing committees, which are expected to continue in subsequent years and there can be ad hoc committees, which normally have a short lifetime for a special purpose. The only required committee is the Nominating Committee, which is described in Article V.(Elections).

Section 2. Appointment and Terms of Office

Chairpersons and members of committees shall hold office until a successor has been duly appointed or until she/he resigns or is otherwise unable to hold office. New appointments shall be made or committee chairs/members replaced as needed by the President with the approval of the Executive Committee.

Section 3. Vacancies

A vacancy in any committee may be filled by the President subject to approval by the Executive Committee.

ARTICLE VIII. Quorum

No formal business action shall be taken in the absence of a quorum. With a quorum present, a simple majority is sufficient for any action.

- a) Meetings of the Membership: A quorum for Regular or Special Meetings of the membership shall be 2% of the total membership.
- b) Committees: A quorum of each committee, including the Executive Committee, shall be a majority of the committee membership.
- c) Advisory Council: A quorum shall be majority of its members.

ARTICLE IX.

Parliamentary Authority

The latest edition of *Roberts Rules of Order Newly Revised* shall govern the conduct of all meetings, except in those instances in which they conflict with the Bylaws of the Association.

ARTICLE X.

Amendment and Severance of Bylaws

Section 1. Initiation

Proposed amendments to these bylaws can be initiated by the Executive Committee or recommended in writing by any member and addressed to the President. Proposed amendments shall be discussed with the Advisory Council before final approval by the Executive Committee.

Section 2. Distribution

A copy of the Executive Committee amendments, with their rationale, shall be posted on the UARA website, or other electronic depository reference, and a summary provided in the UARA Newsletter at least 60 days in advance of a vote. This allows time for members to offer any suggested changes. Following the above notification, time will be provided at the next Regular Meeting for a brief summary (oral or as a paper copy) of the proposed changes. Any revisions would be made available electronically and summarized in the UARA Newsletter or announced in a special mailing at least 30 days before a vote. Members without electronic access can receive a copy of the proposed amendments by mail by contacting the UARA office.

Section 3. Voting

A printed or electronic ballot, or equivalent form of balloting, including a ballot in the UARA Newsletter, shall be sent to all members; the ballot will include reference to an electronic source for relevant background information. The ballot could be combined with a ballot for officer elections. A simple majority of those responding is required for approval. The voting period whenever possible should follow the same dates and be combined with the annual voting for officers, but allow 30 days to receive all ballots (see Article V Section 4).

Section 4. Publishing Results

Following the vote, results will be reported to the membership via the UARA website and in the next UARA Newsletter.

Section 5. Severance of Bylaws (Remaining Authority)

In the event any of the above bylaws are found to no longer be valid or within the laws and rules governing the association, only those needing to be severed shall be effected. All other Bylaws shall remain in effect.

ARTICLE XI.

Dissolution

If the Association dissolves, any remaining net assets shall be transferred to the University of Arizona Foundation to be used for the benefit of the scholarships established by the UARA; upon dissolution these scholarships and/or endowments could be renamed by the Foundation.

Bylaws Revision History

- Original UARA Constitution and Bylaws – 1984
- Revision 1 – by UARA Bylaws Committee – April 30, 2011
- Note: The April 30, 2011 Bylaws replace both the 1984 Bylaws and Constitution.