

# University of Arizona Retirees Association Bylaws

## Revision 2, April 30, 2015

To take effect July 1, 2016.

### 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

#### Purpose

To promote the interests and welfare of all University of Arizona retirees and to encourage continuing contact between retirees and the University.

### ARTICLE III

#### Members

##### *Section 1. Member Eligibility*

- a) All 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, U of A Foundation, and Planetarium.

##### *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. Executive Committee*

The affairs of the Association will be managed by an Executive Committee which will be made up a minimum of six (6) elected members who must be Active Members of the Association. The Committee shall have full authority and responsibility for policies and actions taken by the UARA. It has the power to conduct, manage, and direct the business affairs of the UARA in accordance with these Bylaws. At the discretion of the Executive Committee, up to three (3) additional members of the Association may be appointed to the Executive Committee, each for one-year terms.

### *Section 2. Terms of Office*

The non-appointed members of the Executive Committee will be elected by the Members of the Association for three (3) year terms. Every year, the Association membership will, by vote, elect a minimum of two (2) members to serve on the Executive Committee. (Note: During the first year of the sequence, two (2) members will be elected for one-year terms, two (2) will be elected for two-year terms, and two (2) will be elected for three-year terms). Each of the terms will have a starting date of July first. Successive terms are permitted.

### *Section 3. Officers*

At the start of each fiscal year, the Executive Committee will select, from its elected members, a President, a Vice President, a Secretary, and a Treasurer, all to serve for one (1) year. The duties of these officers will be appropriate for such office as outlined in the 'Operating Guidelines' called for by Section 6 of this Article. Successive service as an officer is permitted.

### *Section 4. Vacancies*

Any mid-term vacancies that may occur in the elected make-up of the Executive Committee will be filled, or not, by vote of the other elected members of the Committee.

### *Section 5. Advisory Council*

#### a) Purpose

The Advisory Council shall be advisory to the Executive Committee through informal discussion or formal recommendation.

#### b) Composition

The make-up of the Advisory Council will be: Members of the Executive Committee, with the President serving as Chair of the Council meetings; any Active Member of the Association; Ex-Officio members of the Advisory Council including UARA committee chairs, representatives of U of A personnel organizations (e.g. Faculty Senate, Staff Advisory Council, Appointed Personnel Advisory Council), a representative from the U of A Department of Human Resources, and a representative from the U of A Office of University Relations. If a formal vote on a topic of discussion is called for, only Active UARA Members are eligible to vote there-on.

### *Section 6. Operating Guidelines*

The Executive Committee may prepare a set of 'Operating Guidelines' to guide the efficient and effective operation of the Association. These would include such topics 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. Executive Committee*

Elected members of the Executive Committee shall serve for a term of three (3) years (except as noted in Section 2 of Article IV,) beginning July 1. Current members may be re-elected for successive terms.

### *Section 2. Recall of an Elected Executive Committee Member*

Such a recall procedure 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 (5) active UARA members. In the event it is the President who is in question, the Vice President shall receive the petition. The President (or Vice President if it is the President in question) shall investigate the charges, meet with others as appropriate, and seek resolution to the problem by whatever means might apply. If no resolution is forthcoming, the Executive Committee may remove the elected member in question if at least two thirds of the other elected members of the Executive Committee, who vote, are in favor of removal.

### *Section 3. Nominations*

A Nominating Committee shall be appointed by the Executive Committee by October 1st, to continue until the end of the fiscal year. The primary responsibility of the Nominating Committee is to develop a slate of at least two (2) candidates (except as noted in Section 2, of Article IV) for election to the Executive Committee for the next fiscal year. With their prior consent, any Active UARA Member is eligible for selection as a candidate. The Nominating Committee can also be called on for assistance in finding a candidate to fill a mid-term vacancy on the Executive Committee. For continuity, the chair of the Nominating Committee should be the immediate Past-president. Provision should be made for the Nominating Committee to solicit suggestions for candidates from the entire UARA membership.

### *Section 4. Ballots and Voting*

Only Active Members may vote. Names of candidates shall be arranged alphabetically by term 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.
- Revision 2 – Approved April 30, 2015 to take effect July 1, 2016.