

BYLAWS OF THE UNIVERSITY OF MINNESOTA RETIREES ASSOCIATION

ARTICLE I. *Name/Identity*

The name of this Association shall be the University of Minnesota Retirees Association, Inc. (UMRA). It is a Minnesota non-profit organization working with the Office of University Executive Vice President and Provost of the University of Minnesota.

ARTICLE II. *Purpose*

This organization represents to the University of Minnesota the interests of retired faculty and staff and develops and encourages retirees' participation in and service to the University's programs.

ARTICLE III. *Membership*

Any person who is a retiree from the University of Minnesota (faculty, P&A, Civil Service, or bargaining unit), his or her spouse, or the spouse of a deceased retired person, or a council member of the University Retirees Volunteer Center may become a member of the Association upon payment of annual dues. Exceptions may be made by the Board of Directors.

A member may terminate membership by written notice to the Association.

Membership shall be terminated upon non-payment of dues for one year, written notice first being given by the Association to the member at least 30 days prior to his or her removal from the membership rolls.

ARTICLE IV. *Officers*

The officers of the association shall be a President, a President-Elect, a Secretary, a Treasurer, and the Chair of the URVC Council, all of whom shall be elected by the membership of the Association at its annual meeting, plus the Immediate Past President. The officers will function as the Executive Committee of the Board. The President shall hold office for the period of one year and may not be elected for a second full consecutive term. The Secretary and the Treasurer may be reelected annually. Terms run from July 1 through June 30. Vacancies occurring before the annual meeting shall be filled by the Board of Directors.

The President shall be the chief executive officer of the Association and shall represent the Association in carrying out the actions and directives of the Board of Directors and the membership. The President shall preside at all meetings of the Board of Directors and the members of the Association. The President shall be responsible for the operation of the organization including but not limited to the cancellation or rescheduling of all meetings (for example forums and workshops) and conducting meetings remotely as needed. The President shall report to the

Executive Committee and the Board any cancellation of a forum. All expenditures of UMRA funds shall be subject to the President's authorization and shall be reported to the Board at its meetings.

In the absence of or at the request of the President, the President-elect shall perform the duties of the President. The Secretary shall keep the minutes of the meetings of the Board of Directors, the Executive Committee, and the annual meeting of the membership; update the Operating Manual annually (each fall) and the Bylaws (as needed); and perform such other like duties requested by the President or Executive Committee.

The Treasurer shall keep the books of the Association; receive and deposit dues and other funds received by the Association; receive bi-monthly financial reports regarding URVC funds; expend the funds of the Association as authorized by the President or the Board of Directors and perform such other like duties as the Board of Directors may specify. The Treasurer shall make an annual financial report including URVC funds to the Association at the first meeting in the fall and monthly financial reports to the Board or at such other times as the Board may direct.

The officers shall serve without financial compensation, but may be paid reasonable expenses incurred in the performance of their duties and approved by the Board of Directors.

ARTICLE V.

Board of Directors

The Board of Directors shall consist of no more than twenty-one members, including the five elected officers, the Immediate Past President, twelve at-large directors, and up to three additional directors who have served as President. Four at-large directors shall be elected each year at the annual meeting from the Association's membership. Board terms begin July 1 through June 30.

Any vacancy in an elected position occurring between annual meetings shall be filled by the remaining members of the Board, who shall elect a retiree member as a replacement for the balance of the vacated term.

The term of office of an at-large director is three years. A member may not serve for more than two consecutive full terms. A partial term begun because of a vacancy will not count toward this limit.

Upon completion of his or her term as Immediate Past President, a former President shall be entitled, at his or her discretion, to serve up to three additional years on the Board, provided that such an extension would not exceed the limit of two consecutive three-year terms on the Board.

Seven members of the Board shall constitute a quorum.

The Board of Directors shall advance the purposes of the Association and shall report regularly to the membership regarding its actions and activities. Responsibility for the general conduct of the affairs of the Association shall be assigned to the Board of Directors, which shall have full power and authority to do all acts and perform all functions which the Association might do or perform, except it shall not have the power to modify the substance of official action taken by the membership or to amend the Articles of Association. The Board of Directors shall administer the property and funds of the Association, as authorized by law and directions of the membership.

When the Board of Directors considers or votes on matters in which an officer or director might appear to be confronted with a possible conflict of interest, he or she shall not vote on these matters.

The Board shall meet each month except during June, July, August and December. Special meetings can occur at the call of the president, or at the written request of at least four members of the Board. The Association shall carry liability insurance to cover the members of the Board.

ARTICLE VI.

Meetings of the Association

Meetings of the Association membership shall be held monthly with the exception of June, July, August and December.

Most business of the membership shall be conducted at the May meeting, referred to in these bylaws as the annual meeting. Special meetings shall be called by the President, the written request of six members of the Board, or upon written request of at least 25 current members.

Written notice to the membership of meetings for the conduct of business shall be given at least 10 days prior to the meetings. The notice shall state the subject matter and any recommendations or proposed action to be considered at such meetings.

An assembly of 50 current members shall constitute a quorum.

ARTICLE VII. *Committees*

The President shall appoint annually the chair and members of appropriate committees. The President, in consultation with the Board of Directors, may add or eliminate committees.

Committee chairs and others may be invited to Board of Directors meetings to discuss Association activities.

ARTICLE VIII. *Finances*

The Board of Directors and the President shall be responsible for the financial management of the Association.

The Board of Directors and the President shall annually present the previous year's final financial report to the membership in the October newsletter.

ARTICLE IX. *Voting*

A member is entitled to one vote on any issue or subject submitted to the membership of the Association. Voting by proxy and cumulative voting are not permitted. The Board of Directors may direct that any issue shall be submitted to the membership for a vote by mail ballot.

ARTICLE X. *Election*

A nominating committee consisting of up to eight members of the University of Minnesota Retirees Association (excluding the President) shall be established by the Board of Directors not later than the January meeting. The slate of nominees shall be published in the May Newsletter and be presented at the annual meeting for election.

Three members of the nominating committee shall be Association members not on the Board and two shall be members of the Board of Directors. The UMRA president-elect and the chair of the URVC Council (or alternative

council member when the chair is a reelection candidate) shall also be members of the UMRA nominating committee. The chair of the committee shall be the immediate past president; in his/her absence the Board of Directors shall designate the chair of the committee. In the case of a potential tie vote in the committee's deliberations, the chair's vote shall determine the outcome.

At the annual meeting members may make additional nominations from the floor providing they have the nominees' consent.

Election shall be by acclamation, except if there is more than one nominee for each position. This would require a ballot vote.

Elections may be conducted by alternative means as needed and as authorized by the Board.

ARTICLE XI. ***Parliamentary Authority***

Robert's *Rules of Order* newly revised, shall govern the conduct of such meetings unless inconsistent with these Bylaws.

ARTICLE XII. ***Bylaw Amendments***

The Bylaws may be amended by a majority vote of those present and voting at any meeting of the members of the Association at which there is a quorum. Due notice of the proposed amendment shall have been given to the members prior to the meeting, in accordance with Article VI above. Alternatively votes for amendments may be conducted by polls or emails as authorized by the Board

ARTICLE XIII. ***Dissolution Statement***

At the time of dissolution of the corporation, the Board shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organization under Sections 501(c)3 of the Internal Revenue Law, as the Board shall determine.

Specifically, any monies in the treasury or on deposit in the University of Minnesota Retirees Association account(s) shall be given to the University of Minnesota Scholarship Fund and Student Loan Fund in equal amounts. Any such remaining funds, property or other assets not so distributed shall be disposed of by petition or application to district court, according to state law, for such purposes or such organization(s) as the court may decree, which are organized and operated exclusively for such.

**Amended May 2009, May 2010, May 2011, May 2013, November 2015, January 2017,
May 2019, October 2020, [May 2023]**