

Constitution of the University of Michigan Retirees Association

ARTICLE I. NAME

This organization shall be known as the UNIVERSITY OF MICHIGAN RETIREES ASSOCIATION, referred to hereinafter as the Association or the Corporation or UMRA.

ARTICLE II. PURPOSES

The Association is organized exclusively for charitable, educational and scientific purposes, including, for such purposes, the making of distributions under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future Federal tax code. In particular, the Association is intended to meet the needs of retirees of the University of Michigan and their spouses, as well as the spouses of deceased retirees, persons who are generally senior citizens and hence face the problems typical of old age; further, to educate them as to University policies and governmental regulations which affect their health care and economic security; and further, to provide social occasions at which they can gather and to arrange cultural events of benefit to them.

ARTICLE III. GOVERNANCE

(Amended October 2004, October 2008 and October 2015)

1. Board of Directors. (Amended October 2015) The Association shall be governed by a Board of Directors, hereinafter referred to as the Board, consisting of fifteen persons, known as Directors.
2. Annual Meeting of the Board. Starting in 1996, the Board shall hold an annual meeting on December 1 of each year or within 90 days after that date. Notice of at least 15 days shall be given of the time and place of each annual meeting.
3. Members of the Association. (Amended October 2008) The following persons shall be eligible for membership in the Association: all retirees of the University of Michigan, as well as the spouses of retirees, the spouses of deceased retirees and the spouses of persons who died while employed by the University of Michigan. Members of the Association are those persons eligible for membership who have paid dues as required by the Board. Faculty and staff who were formerly employed by the University but not retired from it, who are now retired, will be eligible to become Associate members, will be charged a yearly fee equal to the UMRA dues. The Associate members will be eligible to participate in UMRA programs but will not be accorded the vote.
4. Annual Meetings of Members. Starting in 1996, an annual meeting of the members shall be held on September 1 of each year or within 90 days after that date. Notice of at least 15 days shall be given of the time and place of each annual meeting.

5. Election of Board. (Amended October 2015) The Board of Directors of the Association shall be formed of fifteen Directors. At each annual meeting of members, five Directors shall be elected from the members to three-year terms, to succeed those whose terms expire at the next annual meeting of the Board. Terms of Directors expire at the beginning of annual meetings of the Board. An individual may serve more than one term as Director.

6. Election of Officers. At each annual meeting of the Board, the Board shall elect from its own members a President, Vice-President, Secretary and Treasurer to serve for one-year terms, expiring when their successors are elected. At the discretion of the Board, the Secretary and Treasurer may be the same person. The Officers of the Board shall also serve as Officers of the Association. If an office becomes vacant, it shall be filled by the Board at its next meeting.

7. Other Meetings of Board. (Amended October 2015) A meeting of the Board may be called at any time by the President or by written request of four Directors. At least fifteen days notice of the time and place of such a meeting shall be given, unless two-thirds of the Board sign waivers of such notice.

8. Other Meetings of Members. (Amended October 2015) A meeting of members may be called at any time by the President or by a written request of four Directors or of ten members. At least fifteen days notice of the time and place of such a meeting shall be given, unless two-thirds of the Board or twenty members sign waivers of such notice.

9. Quorum. (Amended October 2015) At each Board meeting a quorum shall consist of five Directors. At each meeting of members, a quorum shall consist of fifteen members.

10. Filling Vacancies. A vacancy on the Board shall be filled by the Board until the next annual meeting of the Board; for the unexpired term after that meeting, the vacancy shall be filled at the annual meeting of members. The Board may, at its discretion, declare that a Board member who is absent for three consecutive Board meetings had vacated his/her membership on the Board.

11. Powers of the Board. The Board shall have full power over the affairs of the Association but may delegate specific powers to Officers. In particular, the Board may set dues for members and may apply for and receive grants, donations and other contributions in furtherance of any and all the Corporation's purposes.

ARTICLE IV. DUTIES OF OFFICERS

1. The President shall preside over meetings of the Board and of the members. At each annual meeting of the Board and of the members the President shall present a written report on the activities of the Association in the preceding year.

2. The Vice-President shall assume the duties of the President when the President is absent.

3. The Secretary shall keep minutes of Board meetings and of meetings of members and shall maintain the records of the Association.

4. The Treasurer shall be in charge of the funds of the Association and shall disburse them as instructed by the Board. At each annual meeting of the Board the Treasurer shall present a full financial report for the preceding year.

ARTICLE V. FINANCES

1. Sources of Funds. The operations of the Association shall be funded by members' dues, donations of individuals, grants from foundations or other organizations, and *pro bono* provision of services by individuals and organizations.
2. Fundraising. The Board shall establish a fundraising committee which is charged with seeking donations and bequests from individuals and grants from foundations and other organizations.

ARTICLE VI. AUDIT OF BOOKS

Provision shall be made by the Board for an annual audit of the accounts of the Treasurer, either by a committee of Directors or by an accountant retained by the Board for the purpose of such an audit.

ARTICLE VII. EXECUTION OF DOCUMENTS

Except as the Board may authorize the execution thereof in some other manner, all deeds, leases, transfers, contracts, bonds, notes, checks, drafts and other obligations made, accepted or endorsed by the Association shall be signed on behalf of the Association by the President.

ARTICLE VIII. FISCAL YEAR

Except as from time to time otherwise provided by the Board, the fiscal year of the Association shall end on the last day of December each year.

ARTICLE IX. LIMITATIONS ON OPERATIONS

No part of the net earnings of the Association shall inure to the benefit of, or be distributable to its members, Directors, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II.

No substantial part of the activities of the Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Association shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on

behalf of any candidate for public office. Notwithstanding any other provision of this Constitution, the Association shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE X. VOLUNTEER DIRECTORS

1. A Volunteer Director is not personally liable to the Corporation or its members for monetary damages for a breach of the Director's fiduciary duty. However, this provision shall not eliminate or limit the liability of the Director for any of the following:

- a) A breach of the Director's duty of loyalty to the Corporation or its members.
- b) Acts of omission not in good faith or that involve intentional misconduct or a knowing violation of law.
- c) A violation of Section 551(1) of the Michigan Nonprofit Corporation Act (M.C.L.A. Section 450.2551(1)).
- d) A transaction from which the Director derived an improper personal benefit.
- e) An act or omission that is grossly negligent.

2. At any time during which the Corporation has been designated as a tax-exempt organization under Section 501(c)(3) of the Internal Revenue code (26 U.S.C.A. Section 501(c)(3)) or is eligible to apply for such designation, the Corporation assumes all liability to any person other than the Corporation or its members for all acts or omissions of a Volunteer Director.

3. If the Michigan Nonprofit Corporation Act is amended to authorize further elimination or limitation of the liability of Volunteer Directors, the liability of a Volunteer Director of this Corporation shall be eliminated or limited to the fullest extent permitted by the Michigan Nonprofit Corporation Act as amended, in addition to the limitation on personal liability already contained in this Constitution. No amendment or repeal of this Act shall apply to or have any effect on the liability or alleged liability of any Volunteer Director of the Corporation for or with respect to any act or omissions of any Volunteer Director occurring before the effective date of any such amendment or repeal.

ARTICLE XI. CORPORATE POWERS

The Corporation is empowered (1) to buy, own, sell, mortgage or lease any interest in real estate and/or personal property, and to construct, maintain and operate any improvements on that property necessary or incident to the accomplishments of its purposes; (2) to borrow money and issue evidence of indebtedness in the furtherance of any and all of its purposes, and the Corporation may secure the same by mortgage, pledge or other lien on the Corporation's property; (3) to apply for and receive grants, donations and other contributions in furtherance of any and all

of the Corporation's purposes; and (4) to do and perform all other acts reasonably necessary or prudent to accomplish the purposes of the Corporation.

ARTICLE XII. CORPORATE ACTION WITHOUT A MEETING
(Amended October 2004)

Any action required or permitted by the Michigan Nonprofit Corporation Act to be taken at an annual or special meeting of members may be taken without a meeting, without prior notice and without a vote, if a consent in writing setting forth the action, so taken, is signed by members having not less than the minimum number of votes that would be necessary to authorize or take the action at a meeting at which all members entitled to vote thereon were present and voted. Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to members who have not consented in writing.

ARTICLE XIII. DISSOLUTION

Upon the dissolution of the Association, assets shall be distributed by the Board of Directors to the University of Michigan Office of Financial Aid for the purpose of providing scholarship aid to students.

ARTICLE XIV. AFFIRMATIVE ACTION STATEMENT
(Amended October 2004)

The University of Michigan Retirees Association is an equal opportunity/affirmative action organization and it complies with all applicable federal and state laws regarding nondiscrimination and affirmative action. The University of Michigan Retirees Association is committed to a policy of nondiscrimination and equal opportunity for all persons regardless of race, sex, color, religion, creed, national origin or ancestry, age, marital status, sexual orientation or disability for eligibility as a member.

ARTICLE XV. AMENDMENTS
(Amended October 2004 and October 2008)

Amendments to this Constitution may be proposed by the Board of Directors or by not less than fifteen members of the Association. They may be adopted at any annual or special meeting of the members of the Association by a two-thirds vote of the members present. Notice of proposed amendments shall be given to members at least a month in advance of the meeting.

This Constitution was approved by the Incorporators of the University of Michigan Retirees Association on August 5, 1996, and the incorporation became effective on August 9, 1996.