

University of Michigan Retirees Association Bylaws (10/11/23)

ARTICLE I. NAME OF THE ORGANIZATION

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

ARTICLE II. MISSION

The Association serves U-M retirees and their spouses/partners through liaison, advocacy, and educational, social, and charitable initiatives relevant to post-retirement. UMRA promotes retirees' continuing affiliation with the U-M, offers opportunities for participation in University activities, and provides support for retirees' issues of common interest. 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.

ARTICLE III. MEMBERSHIP

The following persons shall be eligible for membership in the Association: all retirees of the University of Michigan, current employees who are eligible for retirement from the University, and spouses/partners of both groups as well as spouses/partners of deceased retirees. Members of the Association are those persons eligible for membership who have paid dues as required by the Board. The Board may make exceptions to these membership criteria for specific individuals.

ARTICLE IV. MEETINGS OF MEMBERS

1. Annual Meeting. The Board shall hold an annual meeting of members on the second program meeting of the academic year, generally in October. Notice of the annual meeting shall be sent to members at least 15 days prior to the annual meeting. At each meeting of members, a quorum shall consist of thirty members.

2. Special Meetings. A meeting of members may be called at any time by the President or by a written request of eight Directors or of twenty 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.

ARTICLE V. BOARD OF DIRECTORS

1. Board of Directors. The Association shall be governed by a Board of Directors, hereinafter referred to as the Board.

2. Election of Board. Election of Board. The Board of Directors of the Association shall be formed of fifteen Directors. At each annual meeting of members held in October, five Directors shall be elected to three-year terms to succeed those whose terms expire at the beginning of the December annual meeting of the Board. An individual may serve more than one term as Director.

3. Other Meetings of Board. 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 to Board members, unless two-thirds of the Board signs waivers of such notice.

4. Annual Meeting of the Board. The Board shall hold an annual meeting during each year. Notice of at least 15 days shall be given to Board members of the time and place of each annual meeting.

5. Meeting Options. Meetings of the UMRA Board of Directors and committees may be conducted physically face-to-face or with appropriate electronic technology that is recommended by the U-M Information Technology Services group. Voting may occasionally be conducted via USPS mail, email and other approved electronic technology. An electronic vote shall have the force and effect of a vote taken at a face-to-face meeting. The Secretary's records shall contain an accurate account of all such votes. No member shall have more than one vote, and no voting by proxy shall be allowed.

6. Election of Officers. At the annual Board meeting, the Board shall elect from its own members a President, Vice-President / President-Elect, Secretary, and Treasurer to serve for two-year terms, expiring when their successors are elected. The President may not serve consecutive terms but may be elected to serve one additional year if the Vice President (President-Elect) position is vacant. 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. Quorum. At each Board meeting a quorum shall consist of eight Directors

8. 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.

9. 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 Association's purposes.

ARTICLE VI. 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. The Vice-President is also the President-Elect and with Board approval, will assume the duties of President at the end of the sitting President's term.

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. At each annual meeting of the members the Treasurer shall present a summary of the current financial condition of the Association. In addition, the full financial report shall be made available to any member who makes a written request for the report.

5. All Board members who are not Officers are expected to serve on assigned committees and task forces of the Board.

ARTICLE VII. COMMITTEES

The Finance Committee is a standing committee of the Association. The Treasurer is the chair of the Finance Committee. The Finance Committee is responsible for developing and reviewing fiscal procedures and for proposing the annual budget for the Board to review and approve or amend and approve.

The Board may create other committees as needed. The Board President shall appoint all chairs and members of such committees.

ARTICLE VIII. 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. Audit. 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.

3. 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 or the Treasurer.

4. 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.

5. 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 these Bylaws, the Association shall not carry on any other activities not permitted to be carried on 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 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 IX. VOLUNTEER DIRECTORS

1. A Volunteer Director shall not be personally liable to the Association 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 Association 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 Association 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 Association assumes all liability to any person other than the Association 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 Association 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 these Bylaws. 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 Association for or with respect to any act or omissions of any Volunteer Director occurring before the effective date of any such amendment or repeal.

4. The Association may purchase and maintain insurance on behalf of any person who is or was a director, employee or agent against any liability asserted against such a person or arising out of such person's status.

ARTICLE X. CORPORATE POWERS

The Association is empowered to: a) 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; b) borrow money and issue evidence of indebtedness in the furtherance of any and all of its purposes, and the Association may secure the same by mortgage, pledge or other lien on the Association's property; c) apply for and receive grants, donations and other contributions in furtherance of any and all of the Association's purposes; and d) do and perform all other acts reasonably necessary or prudent to accomplish the purposes of the Association.

ARTICLE XI. CONFLICT OF INTEREST AND COMPENSATION

A voting Board member who receives compensation, directly or indirectly, from the Association for services is precluded from voting on matters pertaining to that member's compensation.

ARTICLE XII. 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 XIII. AFFIRMATIVE ACTION STATEMENT

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 Association is committed to a policy of equal opportunity for all persons and does not discriminate on the basis of race, color, national origin, age, marital status, sex, sexual orientation, gender identity, gender expression, disability, religion, height, weight, or veteran status in employment, educational programs, and activities.

ARTICLE XIV. AMENDMENTS

Amendments to these Bylaws 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.

ARTICLE XV. PARLIAMENTARY AUTHORITY

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall be used as a reference by the Association in cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Association may adopt.

We, the undersigned, consent to and hereby do adopt the foregoing Bylaws as the Bylaws of this Association.

Adopted and approved by Association members this 12th day of October 2023.

Katherine Kurtz, President, UMRA

Attest: _____
James Randolph, Secretary, UMRA

These Bylaws are generally consistent with the articles of the original Constitution and Amendments. Should inconsistencies arise between the Constitution and the Bylaws, the Bylaws shall take precedence. Effective October 2020, the Bylaws supersede and replace the Constitution and its Amendments as the operational rules and regulations for the Association.