BYLAWS
OF THE

UNIVERSITY OF MINNESOTA RETIREES ASSOCIATION.

ARTICLE I.

Name
The name of this Association shall be the University of Minnesota Retirees Association, Inc.

ARTICLE II.

Purpose
The purpose of this Association shall be to promote, protect, support and advocate for the interests, rights, needs, and welfare of all persons who retire from the University of Minnesota.

ARTICLE III.

Membership
A person who is a retiree from the University of Minnesota, his or her spouse, or the spouse of a deceased retired person, 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 and a Treasurer, who shall be elected by the membership of the Association at its annual meeting. The President shall hold office for the period of one year (from annual meeting to annual meeting) and shall not be elected for more than one term. The Secretary and the Treasurer may be reelected annually.

Vacancies occurring before such meeting shall be filled by the Board of Directors. The President shall not be elected for more than one full term.

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.

In the absence of or at the request of the President, the President-elect shall perform the duties of the President.

There shall be a Council of Past Presidents, convened and presided over by the Immediate Past President, which shall meet at least twice each year and which shall be advisory to the President and the current Board of Directors.

The Secretary shall keep the minutes of the meetings of the Board of Directors and the membership, keep a list of the members of the Association, and shall perform such other like duties as the Board of Directors may specify.

The Treasurer shall keep the books of the Association; he or she shall receive and deposit dues and other funds received by the Association; expend the funds of the Association as authorized by the Board of Directors or the members of the Association; and perform such other like duties as the Board of Directors may specify. The Treasurer shall make a financial report to the Association at its annual meeting and to the Board at such other times as the Board of Directors 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 seventeen members, including the four elected officers, the immediate past president, and at least twelve directors. Four directors shall be elected each year at the annual meeting from the Association’s membership. If at all possible, at least one of them should come from the Volunteers Office, the Osher Life Long Learning Institute, and Crookston, Duluth, or Morris. Nominees from Crookston, Duluth, and Morris shall be identified by Association members on their respective campuses.

Any vacancy in an elected position occurring before such meeting 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 elected director is three years. A member may not serve for more than two consecutive full terms.

The immediate past president shall serve, ex officio, as a member of the Board, with vote, for one year following expiration of his or her term.

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 participate or vote in the proceedings.

The Board shall meet each month concurrent with the monthly meeting of the Association, or at the call of the president, or at the written request of at least four members of the Board, and shall meet at least once in each year.
ARTICLE VI

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

Special meetings shall be called 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.

The Board of Directors shall annually present a proposed itemized budget to the membership in the September newsletter for approval by the Board at its September meeting and for comment by members at the September luncheon. The total expenditures may not exceed the proposed budget by more than 10 percent of the total budget without further authorization by the membership.

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.

Chairs of the committees and others may be invited to Board of Directors meetings to discuss Association activities.

ARTICLE VIII.

Finances
The dues shall be set by the members of the Association at a regular association meeting, due notice of the purpose of the meeting having been given, upon recommendation of the Board of Directors.
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 five members of the University of Minnesota Retirees Association (excluding the president) shall be established by the Board of Directors at its March meeting. The slate will be published in the May Newsletter and will 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 Board of Directors shall designate the chair of the committee.

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.

ARTICLE XI.

Quorum
An assembly of fifty current members shall constitute a quorum.

ARTICLE XII

Parliamentary Authority
Robert’s Rules of Order newly revised, shall govern the conduct of such meetings unless inconsistent with these Bylaws.
ARTICLE XIII.

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, due notice of the proposed amendment having been given to the members prior to the meeting, in accordance with Article VI above.

ARTICLE XIV

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 moneys 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