

BYLAWS OF THE WEST VIRGINIA UNIVERSITY RETIREES ASSOCIATION

Article I

Name

The name of this Association is the West Virginia University Retirees Association.

Article II

Purpose

The purpose of the Association is to promote the interests and welfare of retired faculty and staff members and to benefit the University and greater community.

Article III

Membership

A. Any faculty or staff member who has retired, who is in phased retirement, or who meets retirement eligibility from West Virginia University, and any spouse or domestic partner of a retired or deceased faculty or staff member of the University, may become a member of the Association upon completion and submission of a membership form and payment of dues, if required.

B. Membership is also open to retired persons who have present or previous ties to the University including but not limited to the WVU Foundation and WVU Research Corporation and affiliated organizations as invited by the Retirees Association Board of Directors.

Article IV

Association Calendar

The annual calendar of the Association will begin July 1 and end on June 30 of the following calendar year. The year will be referred to as the fiscal year. Terms of office, the annual program of the Association, the budget, annual dues if required, and annual expenditures and revenues will begin and end according to the fiscal year.

Article V

Board of Directors

Section 1. Composition

The Board of Directors, referred to henceforth as the Board, shall consist of seven members and a non-voting ex-officio representative of the Division of Human Resources.

Section 2. Election and Terms of Office

The members of the Board shall be elected by the Association at its annual meeting normally for a three year term. Members of the Board shall be eligible for reelection. Newly elected Board members shall

assume their duties on July 1 following their election. During the first election of Board members, those Board members will determine by lot whether they have one year, two year, or three year terms.

Section 3. Vacancies

Vacancies occurring between annual meetings shall be filled by the Board of Directors upon the recommendation of the President, with such appointees serving until the expiration of the term being filled. Board members are expected to attend the majority of Board meetings each year. A Board member not fulfilling this requirement may be replaced by the Board of Directors. The person elected to fill such a vacancy will serve for the remaining unexpired portion of that term.

Section 4. Duties

The Board shall promote the purposes of the Association and shall act for the membership, as necessary, between the Association's meetings. The Board shall administer the property and funds of the Association, as authorized by law and the direction of the membership. Each Director shall assume Association duties as mutually agreed upon by the President and the Director.

Section 5. Meetings

The Board shall meet at least quarterly. Meetings may be called at any time by the President or any other three members of the Board. At least five working days' notice of any meeting shall be given.

Section 6. Quorum

A simple majority of the Directors present shall constitute a quorum for the transaction of business. Electronic voting by the Board of Directors on emergency matters is permitted. All electronic votes shall be sent to the President and the Vice President and the results then shared with all Board members. Documentation that such a vote took place and the results shall be included in the minutes of the next regularly scheduled meeting of the Board.

Section 7. Removal from Office

Any member or officer of the Board may be removed by vote of the Board provided there is a quorum of not less than a majority of the entire Board present at the meeting at which such action is taken.

Article VI

Officers

Section 1. Officers

The officers of the Association shall be a President, Vice President, Secretary, and Treasurer.

Section 2. Election and Terms of Office

The Board shall elect from its members the officers of the Association. The officers shall serve one year terms and shall be eligible for reelection. Newly elected officers shall assume their duties on July 1 following their election.

Section 3. Vacancies

Vacancies occurring between annual meetings shall be filled by action of the Board of Directors with such appointees serving until the expiration of the term being filled.

Section 4. Duties

A. The President, or his or her designees, shall represent the Association in carrying out the actions and directives of the membership. The President shall act as the presiding officer at Board meetings and general meetings of the membership. The President shall present at each annual meeting of the Association an annual report of the work of the Association.

B. In the absence of the President, the Vice President shall perform the duties of the President, as well as such other duties as the President or the Board of Directors requests.

C. The Secretary shall keep the minutes of the annual meeting of the Association, the minutes of the meetings of its Board of Directors, and conserve all non-financial records of the Association.

D. The Treasurer shall keep and maintain the financial records of the Association; deposit funds received by the Association; expend those funds as authorized by the Board of Directors or membership of the Association; and make a financial report to the Association at its annual meeting and at such other times as the Board of Directors shall indicate. The Treasurer shall also inform the members of the Board of Directors of any circumstances in which the financial health of the Association is threatened.

Article VII

Meetings of the Association

Section 1. Annual Meeting

The annual business meeting of the Association shall be held in April of each year on a date and at a time specified by the Board. The President shall present a report on the state of the Association. The Treasurer shall report on the financial condition of the Association, including highlights of the budget proposed by the Board of Directors for the coming year. A quorum for the transaction of business shall consist of a majority of the members attending the meeting.

Section 2. Special Meetings

The Board may schedule such additional meetings as seem desirable for the good of the organization. Special meetings may be called upon written request to the President by no fewer than fifteen members of the Association.

Section 3. Notice

Notice to the membership of meetings for the conduct of business shall be given at least ten days prior to such meeting. Notice of any meeting shall be posted to the website.

Section 4. Conduct of Meetings

Robert's 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 VIII

Dues

Currently there are no membership dues but very modest dues may be necessary in the future to maintain financial integrity. If dues are deemed necessary, they shall be set by the Board of Directors.

Article IX

Committees

Section 1. General

The President, with the consent of the Board, shall establish whatever committee structure is necessary to carry out the objectives of the Association.

Section 2. Appointment and Terms of Office

Committee chairs and committee members shall be appointed as needed by the President with the approval of the Board of Directors. Each chairperson and committee member shall hold office until a successor has been duly appointed or until he/she resigns or is removed by the President.

Section 3. Vacancies

A vacancy in any committee may be filled by the President subject to approval by the Board.

Section 4. Activities Committee

The Activities Committee shall, at a minimum,

- A. Plan and arrange activities and events throughout the Association year.
- B. Create ad hoc committees or special interest groups as desired by the membership.

Section 5. Membership Committee

The Membership Committee shall, at a minimum,

- A. Receive dues and maintain an up-to-date list of members.
- B. Recruit new members and promote the renewal of membership in the Association.

Section 6. Finance Committee

The Finance Committee shall, at a minimum,

- A. Prepare a budget for the annual operations of the Association for approval by the Board of Directors.
- B. In general, as may be needed, prepare the budget required for the conduct of other specific events.

Section 7. Communications Committee

The Communications Committee shall, at a minimum,

- A. Be responsible for communicating the activities of the Association through a variety of media.
- B. Maintain and update the calendar of all Association activities and events.

Section 8. Nominating Committee

The Nominating Committee shall consist of five members of the Association, at least three of whom are not on the Board of Directors. By January 1, the Chairperson and the other committee members shall be chosen by the President subject to approval by the Board. By March 1, the Nominating Committee shall

propose a slate of Board member nominees for election by the membership at the Association's annual business meeting. Nominations for the Board can also be made from the floor at the annual meeting.

Article X

Revision of the Bylaws

These bylaws may be amended, altered, or replaced, and new bylaws may be authorized by the Board of Directors at any regular or special meeting at which a quorum is present by a vote of two-thirds of the Directors present. Authorized bylaw changes must then be ratified by a majority of the members present at the annual meeting.

Original bylaws adopted June 5, 2014 – pending legal review