

By-Laws of the University of North Carolina at Greensboro Association of Retired Faculty

ARTICLE I: NAME

The name of the Association shall be the University of North Carolina at Greensboro Association of Retired Faculty (the “Association”).

ARTICLE II: UNIVERSITY AFFILIATION

The Association, a separately incorporated non-profit North Carolina corporation, was established to be a University-Associated Entity of the University of North Carolina at Greensboro (the “University”), as described in the University of North Carolina Policy Manual 600.2.5.2[R].

ARTICLE III: PURPOSE

The purpose of the Association shall be to:

1. Provide an independent, autonomous group to promote, further, advance, and develop strong social and professional relationships among retired faculty, as well as between retired faculty and current faculty and the University.
2. Provide services appropriate to the experience and knowledge of retired University faculty that contribute to maintenance and improvement of University programs and activities.
3. Sponsor a variety of events and programs that address the needs of the University and the needs and interests of retired University faculty.
4. Sponsor, promote, and conduct such social activities as may be indicated by the membership as desirable for retired faculty.
5. Cooperate with the University in such matters as volunteering of expertise held by retired faculty and sponsorship of discussion groups on campus.
6. Provide educational and social programs and services for the membership.
7. Collect and disseminate data, statistics, and other information related to the University, higher education, society, and retirement issues.
8. Recommend policies and procedures pertaining to the University’s relationship with retired faculty.

9. Develop and publish its position and recommendations regarding University matters of interest to retired faculty.
10. Advocate for the Association and its Members to the University and to individuals and entities beyond the Association.
11. Advocate for the University to individuals and entities beyond the University.

ARTICLE IV: MEMBERSHIP

Section 1. Eligibility.

1. All retired members of the University General Faculty (as defined by the Constitution of the General Faculty of the University of North Carolina at Greensboro), including EPA professional and administrative staff, are eligible to be members of the Association (“Members”).
2. Current members of the University faculty who are over the age of 55 are also eligible to be Members.
3. Spouses, domestic partners, and widows or widowers of Members are eligible to become non-voting members (“Associate Members”).
4. All members current on their dues shall have the right to participate in all activities and events of the Association, vote in elections and other votes taken by the Members, be elected as any Officer except President or Vice-President (who must be retired Members), be elected as a member of the Board of Directors (“Board”), and be appointed to any committee established by the Board (“Committees”).
5. The initial Board shall consist of the following: (a) the Officers of the Association, (b) one individual appointed by the University Chancellor or the Chancellor’s designee, and (c) four at-large Board Members who shall be Members of the Association elected as described in Article IV, Section 3. Except as provided in Article IV, Section 5 below, each at-large Board member shall serve a term of two years.

Section 2. Dues.

The Board shall establish annual or lifetime dues for Members. Dues are payable on or before August 15 each year. (In the initial year of the Association the dues shall be established by the UNCG Association of Retired Faculty Organizing Committee.

Section 3. Election of Board of Directors.

At-Large Members of the Board shall be elected by Members in attendance at the Annual Meeting from a ballot submitted by the Elections Committee, as further described in Article V.,

Section 6 below. Election shall be by plurality of votes cast. Each At-Large Board member shall serve as such for a period of two years, provided however that at the first Annual meeting two At-Large Board Members shall be elected for 1-year terms, and 2 At-Large Board Members shall be elected for 2-year terms. New Board members shall assume their duties on July 1 after the Annual Meeting at which they were elected.

ARTICLE V: BOARD OF DIRECTORS

Section 1. Duties of the Board.

The affairs of the Association shall be managed by the Board of Directors, which shall be chaired by the President. The Board shall establish a standing Audit Committee and Elections Committee, and shall have the authority to establish such other standing and ad hoc committees as it deems desirable. The Board shall determine the dues for the Association and provide financial oversight for the Association.

Section 2. Number and Qualifications.

The Board shall consist of a minimum of 9 members. All Members current on their dues are eligible to serve on the Board and Committees. The offices of President and Vice-President are restricted to Members who are retired or in phased retirement. Ideally the majority of Board members should be retired faculty members.

Section 3. Term of Office.

At-large members of the Board shall be elected for a term of two years, effective on July 1 following the end of the applicable Annual Meeting. Board members may be elected for a second consecutive term. (At-Large members of the first Board of Directors shall be elected in two groups: those serving one year, and those serving two years.)

Section 4. Vacancies.

A vacancy in the Board of Directors shall be filled for the remainder of the term by a majority vote of the Board of Directors based on nomination(s) by the Elections Committee. Names will be submitted to the Board for review and selection. The President shall contact the selected potential Member(s) and report to the Board.

Section 5. Special Meetings.

Special meetings of the Board may be held upon the call of the President or upon request of any three members of the Board.

Section 6. Annual Election of Officers and At-Large Board Members.

1. No later than March 1 of each year, the Elections Committee shall submit a slate of nominees for each office and At-Large Board membership to be vacated by term

expiration on the following July 1. After review and approval by the Board, the slate of nominees shall be provided to the membership of the Association at least 30 days in advance of an election.

2. The election shall be held at an Annual Meeting. Prior to the election, the floor shall be open for further nominations. Election shall be by majority vote of the Members in attendance, provided there is a quorum. Election by acclamation to uncontested offices or At-Large Board memberships shall be permitted, and voice vote shall be allowed at the discretion of the President.

Section 7. Committees.

1. **Standing Committees.** Members and chairs of Standing Committees shall be appointed by the President, shall serve one-year terms, and shall be eligible for successive reappointment.
 - a. **Membership.** To recruit new members, promote renewal of annual memberships, maintain an accurate listing of both active and inactive members, and maintain the Association website.
 - b. **Elections.** To solicit annually nominations and prepare a slate of nominees for election to the offices of the Association. The Committee shall nominate retired Members for the positions of President and Vice-President and endeavor to nominate retired Members for the remaining elected positions whenever possible.
 - c. **Audit.** To audit the records of the Association. The Committee shall include the current and most recently serving previous Secretary and Treasurer and shall be chaired by an At-large Member of the Board. The responsibilities of the Audit Committee shall include a review of the financial records of the Association and other such records, processes, and procedures as directed by the Board. The Committee shall submit a report to the Board no later than 60 days after appointment.
2. **Ad Hoc Committees.** Committees other than Standing Committees, work groups, task forces, or any other sub-groups may from time to time be appointed by the President with the approval of the Board. Such appointments shall be for particular purposes, for a limited duration, and the chair of these committees may serve as a member of the Board at the discretion of the Board. Such committees shall report to the Board and shall serve at its pleasure.

ARTICLE VI: OFFICERS

Section 1. Officers and Responsibilities of Office.

The Association officers shall be current Members, defined and placed in office for terms commencing on July 1 as follows:

1. **President**, elected biennially to serve a two-year term. The President shall serve as Chair of the Board, and shall be responsible for the overall affairs of the organization, including scheduling and conducting any meetings of the Association; appointing standing and *ad hoc* Committees, commissions, or groups within the Association; making decisions regarding Association business between meetings of the Association and the Board of Directors; and representing the Association in matters dealing with the University, other organizations, and the general public. A Member may be elected to serve no more than two consecutive two-year terms as President.
2. **Vice-President**, elected biennially by the membership to a two-year term. In the first election, the Vice-President shall be elected to serve a one-year term, but only Presidential or Vice-Presidential elections shall be held on any given year thereafter. The Vice-President shall serve in the absence of, or at the direction of, the President, and shall facilitate established programs of the Association. A Member may be elected to serve no more than two consecutive two-year terms as Vice-President.
3. **Secretary**, elected annually by the Members with no limit on consecutive terms. The Secretary shall produce and maintain the minutes of business meetings of the Association and of the Board of Directors.
4. **Treasurer**, elected annually by the Members with no limit on consecutive terms. The Treasurer shall collect, receive, secure, and maintain all funds of the Association including dues, assessments, gifts, and other receipts. The treasurer shall make such disbursements from the funds of the Association as may be authorized by these Bylaws or by the Board of Directors. Disbursements for ongoing programs and activities of the Association as well as special projects approved by the said Board of Directors may be made by the Treasurer upon receipt of expenditure documentation.

Section 2. Vacancy.

A vacancy in the office of President shall be filled by the Vice-President, who shall fulfill the term of President not expired. A vacancy in the office of any other Officer shall be filled from among Board members by vote of the Board of Directors.

ARTICLE VII. CONDUCT OF ASSOCIATION BUSINESS

Section 1. Annual Meeting.

There shall be at least one meeting of Members held annually in the spring (“Annual Meeting”) at a time and place determined by the Board, which may be held in conjunction with one of the Association’s social meetings. The purpose shall be to conduct any business duly brought before the Board, and to take official actions such as Board and Officer elections. Notification of the Annual Meeting shall be made no less than 30 days in advance of the meeting by a method determined by the Board. The agenda shall be developed by the President and approved by the

Board for distribution with the notification. Board Meetings shall be conducted in accordance with the most current available version of Robert's Rules of Order.

Section 2. Meetings of the Board of Directors.

Between annual general meetings, the Board of Directors shall conduct the business of the Association and take official actions related thereto. The Board of Directors shall meet regularly, usually monthly during the academic year unless the President determines that a meeting is not necessary, at a time and place determined by the President. A schedule of regular meetings of the Board shall be prepared by the President and announced to the Membership at the beginning of each year.

Section 3. Meeting Modes.

1. Face-to-Face Mode. Any of the aforementioned meetings may be conducted by gatherings of sufficient numbers of participants to provide a quorum as hereinafter defined at times and places suitable for such gatherings.
2. Alternative Modes. Any of the aforementioned meetings may be conducted by other means that facilitate synchronous or asynchronous communication among meeting participants provided that the number of participants comprises the quorum.

Section 4. Quora.

1. Annual Meeting. For the conduct of Association business at an Annual Meeting, a quorum shall consist of no fewer than 10% of the Membership or 25 Members, whichever is less.
2. Board Meetings. For the conduct of Association business at a meeting of the Board of Directors, a quorum shall consist of no fewer than 50% of the members of the Board.

Section 5. Assessments and Fund Raising.

1. The Association may assess its members for specific purposes. Such purposes may include special benefits or projects of the Association that are provided only to sub-groups of the members or that are of a limited and prescribed duration. The establishment of an assessment shall be by action of the Board of Directors after notification of intent to take such action is provided to the affected Members, two weeks elapses, and any comments are received and considered by the Board.
2. The Association may conduct sales, benefits, and other kinds of fund-raisers for special projects or to supplement operations of the Association.

Section 6. Operations Manual.

An Operations Manual shall be maintained by the President and shall include a record of processes and procedures established by the various Officers for the conduct of their responsibilities and by the Board for the various activities and programs of the Association.

Section 7. Conflict of Interest Policy.

Until such time as the Board shall adopt a Conflict of Interest Policy, this Article VI, Section 7 shall serve as the Association policy. Any contract or other transaction between the Association or one of its Committees and one or more of its Officers or Board members, or between the Association or one of its Committees and any other association, corporation, firm, or other entity in which one or more of the Officers or Board members have a substantial financial or other interest, shall be approved by a vote of the Board. The material facts as to such Officers' or Board members' interest in the contract or transaction and any common directorship, officership, or financial or other interest shall be disclosed to the Board or Committee. The Board or Committee shall authorize such contract or transaction by unanimous written consent, provided at least one director so consenting is disinterested, or by a majority vote without counting the vote or votes of such interested director or officer even though the disinterested directors are less than a quorum. For purposes of this policy, the definition of "Conflict of Interest" shall be that in the University's Conflicts of Commitment and Interest Policy.