

**Bylaws of The University of North Carolina Greensboro
Association of Retired Faculty
Adopted by the Board of Directors
Approved February 24, 2022**

ARTICLE I: NAME

The name of the Association shall be The University of North Carolina 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 Greensboro (the “University”), as described in The University of North Carolina Policy Manual 600.2.5.2[R].

ARTICLE III: MISSION

The mission of the Association is to support The University of North Carolina Greensboro by conducting activities in furtherance of the University’s mission; to facilitate social and professional ties among retired and active faculty (including both tenure-track and professional-track faculty) as well as EPA administrative staff and the greater Triad community; to assist UNCG and these retirees in continuing mutually beneficial relations; and to educate the public and state government with respect to issues concerning retirement, education, the UNC system, and the UNCG campus. The Association shall work with the Provost and the Faculty Senate to further these aims. The Association shall have the privilege and right to collect and disseminate data, statistics, and other information, and to develop its own positions and recommendations regarding relevant University matters and matters pertaining to higher education in North Carolina.

ARTICLE IV: PURPOSE

The purpose of the Association shall be to:

1. Provide an independent group to promote strong social and professional relationships among retired faculty and retired EPA administrative staff, as well as between retirees and current faculty, EPA administrative staff and the University.
2. Provide services appropriate to the experience and knowledge of retired University faculty and EPA administrative staff that contribute to the maintenance and improvement of University programs and activities.

3. Sponsor and co-sponsor a variety of events and programs that address the needs of the University and the needs and interests of Members, as well as of the community.
4. Develop and publish its position and recommendations regarding University matters of interest to Members.
5. Collaborate with the University to utilize the expertise of Members and to sponsor discussion groups and speakers on campus.
6. Collect and disseminate data, statistics, and other information related to the University, higher education, society, and retirement issues.
7. Recommend policies and procedures pertaining to the University's relationship with retired faculty and EPA administrative staff.
8. Develop and publish its position and recommendations regarding University matters of interest to retired faculty and EPA administrative staff.
9. Advocate for the Association and its Members to the University and to individuals and entities beyond the Association.
10. Advocate for the University to individuals and entities beyond the University.

ARTICLE V: MEMBERSHIP

Section 1. Eligibility

- a. All retired members of the University General Faculty (as defined by the Constitution of the General Faculty of The University of North Carolina Greensboro), including tenure-track and professional-track faculty as well as EPA administrative staff, are eligible for membership. Faculty on phased retirement are considered retired for purposes of membership eligibility.
- b. Current University faculty and EPA administrative staff who are over the age of 55 are also eligible for membership.
- c. Spouses, domestic partners, and widows or widowers of Members are eligible to become non-voting Associate Members.
- d. Members (i.e., those whose dues are up to date) shall have the right to participate in all Association activities, events, and elections, including decisions brought by the Board to the Membership.

Section 2. Dues

The Board shall establish annual and lifetime dues for all categories of Members. Dues are payable on or before August 1 each year.

ARTICLE VI: BOARD OF DIRECTORS

Section 1. Composition of the Board

The Board shall consist of nine Members including the following: (a) the Officers of the Association: President, Vice President, Secretary, Treasurer, and Past President (when applicable); (b) one individual appointed by the University Chancellor or the Chancellor's designee, and (c) three or four At-Large Board Members (when applicable).

Section 2. Number and Qualifications

- a. Members who are current on their dues are eligible to serve on the Board and Committees; however, the offices of President and Vice President are restricted to Members who are retired or in phased retirement. Associate Members are not eligible to hold office.
- b. Efforts shall be made to recruit professional-track faculty and EPA administrative staff to become members of the Board. Ideally, the majority of Board members should be retired, rather than active faculty or active administrative staff.

Section 3. Duties of the Board

The Board of Directors, which shall be chaired by the President, shall manage the affairs of the Association. The Board shall establish standing committees for Membership, Elections, and Program Planning, and shall have the authority to establish other standing and ad hoc committees as appropriate. The Board shall approve programing, establish the dues structure, provide oversight of Association finances, and conduct other business necessary for the effective operation of the organization.

Section 4. Terms of Office

All Board members serve two-year terms. There are no limits on consecutive terms. All two-year terms begin or end on August 1, following the Annual Meeting. The term of the Past President ends when a new President is elected.

Section 5. Vacancies

A vacancy in the office of President shall be filled by the Vice President who shall complete the remainder of the President's term. To fill a vacancy for any other office, the Board shall select a replacement from among the remaining Board members. If this is not possible, the Board shall recruit an interim replacement from the Membership.

Section 6. Special Meetings.

Special meetings of the Board may be called by the President or by request of any three members of the Board.

Section 7. Annual Election of Officers and Board Members.

- a. Board Officers and At-Large Board Members shall be elected by the Members in attendance at the Annual Meeting using a slate submitted by the Elections Committee. Election shall be by a majority of votes cast. Terms shall be staggered to elect two At-Large Board Members in odd numbered years and one At-Large Board Member in even numbered years. New Board Officers and Board Members shall assume their duties on August 1 after the Annual Meeting.
- b. No later than April 1 of each year, the Elections Committee shall submit a slate of nominees to replace any Officer or At-Large Board Member whose term is expiring. 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 the election.
- c. During the 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 as delineated in Article VIII, Section 4. Election by acclamation to uncontested positions shall be permitted, and voice votes shall be allowed at the discretion of the President.

Section 8. Committees

- a. **Standing Committees.** The President shall appoint members and chairs of standing committees who shall serve one-year terms and be eligible for successive reappointments. Standing committee chairs shall be selected from Board members. Committee members may be drawn from the Board or the general Membership.
 - i. **Membership.** To recruit new Members, promote renewal of annual memberships, update brochures, and maintain membership applications and records.
 - ii. **Elections.** To solicit nominations annually and prepare a slate of nominees for election to the Board. 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. Efforts shall be made to recruit EPA administrative staff and professional-track faculty Members to run for the Board.

iii. **Program Planning.** To plan programs of interest to Members, the University, and the community at-large. The Committee shall solicit ideas for programs from the Board and the Membership and shall plan programs on a semester-by-semester basis. In addition, the Committee shall be responsible for communicating information about these programs to all appropriate audiences.

b. **Ad Hoc Committees.** With the approval of the Board, the President may appoint additional committees. Such appointments shall be for a particular purpose and be for a limited duration. The chair and members of such committees shall be selected from the Membership. The chair of such committees may be invited to meet with the Board as needed. Ad hoc committees shall report to the Board and shall serve at its pleasure.

ARTICLE VII: OFFICERS AND RESPONSIBILITIES OF OFFICE

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

Section 1. President

Elected in even-numbered years to serve a two-year term with no limit on consecutive terms. The President shall serve as Chair of the Board and shall be responsible for the overall affairs of the organization, including scheduling and conducting Association meetings; appointing standing and ad hoc committees; making decisions regarding Association business between meetings of the entire Membership or the Board; and representing the Association in matters dealing with the University, other organizations, and the general public.

Section 2. Vice President

Elected in odd-numbered years to a two-year term with no limit on consecutive terms. The Vice President shall serve in the absence of or at the direction of the President and shall facilitate established programs of the Association.

Section 3. Secretary

Elected in even-numbered years with no limit on consecutive terms. The Secretary shall produce and maintain the minutes of business meetings of the Association and of the Board, oversee the Association website, and maintain Association records, including the Bylaws.

Section 4. Treasurer

Elected in odd-numbered years 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. Disbursements for ongoing programs and activities of the Association, as well as for special projects approved by the Board, may be made by the Treasurer upon receipt of expenditure documentation. In advance of the Annual Meeting, the Treasurer shall prepare a brief financial report indicating the beginning and ending balances, and showing the year's expenditures in major categories such as office supplies, meetings, programming, etc. This report will be presented at the Annual Meeting as a part of the Association Annual Report.

Section 5. Past President

Assumes the position when a new President is elected and serves as a voting Member until the next President is elected. The Past President shall participate in Board meetings and committee work and offer advice and mentoring to the Board.

ARTICLE VIII. CONDUCT OF ASSOCIATION BUSINESS

Section 1. Annual Meeting

At least one meeting of Members shall be held annually in the spring at a time and place determined by the Board. This meeting may be held in conjunction with one of the Association's programs. The purpose shall be to conduct any business brought by the Board, to take official actions such as Board elections, and to present the annual Association and Financial Reports. Notification of the Annual Meeting shall be made no less than 30 days in advance of the meeting using a method determined by the Board. The agenda shall be developed by the President and approved by the Board for distribution with the notification.

Section 2. Meetings of the Board of Directors

Between the Annual Meetings, the Board shall conduct the business of the Association and take official actions. The Board shall meet regularly during the academic year at a time and place determined by the President.

Section 3. Meeting Modes

Board and Membership meetings may be held at any time and place suitable for such a gathering, provided there is a quorum. Meetings may be conducted in any manner that facilitates synchronous communication.

Section 4. Quorum

- a. To conduct Association business at the Annual Meeting, or any other meeting when a vote of the Membership is necessary, a quorum shall consist of at least 10% of the Membership or 25 Members, whichever is less.
- b. To conduct Association business at Board meetings, a quorum shall consist of at least five Members.

Section 5. Business Year

The Association business year will run from August 1 to July 31.

Section 6. Assessments and Fund Raising

- a. 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 Board shall establish an assessment only after notifying the affected Members of the intended action, then allowing two weeks for comments, and finally taking into consideration any comments sent to the Board.
- b. The Association may conduct sales, benefits, and other kinds of fundraisers for special projects or to supplement operations of the Association.

Section 7. Conflict of Interest Policy.

The Board must approve any contract between a Board Member and any association, corporation, firm, or entity in which the Board Member has a financial or other interest, the nature of which must be disclosed to the other Board Members. Approval of the contract must have the written consent of at least six of the remaining Board Members. For purposes of this policy, the definition of "Conflict of Interest" shall be that in the University's Conflicts of Commitment and Interest Policy.

ARTICLE IX. AMENDMENTS

Section 1. Amendments and Revisions

Changes to these Bylaws shall be adopted by an affirmative vote by two-thirds of those voting at a Board meeting.

Section 2. Maintenance

The Secretary shall make available an updated version of the Bylaws which shall incorporate all duly adopted amendments or revisions into the body of the Bylaws. No changes, other than

typographical or grammatical corrections, shall be made in the wording of the document. The Secretary shall maintain a chronological record of all amendments to the Bylaws, including a copy of the original version, amendments as approved, and copies of all updated versions.

Section 3. Review

The Board shall direct a thorough review and revision of these Bylaws at periodic intervals to ensure flexibility and adapt to changing circumstances.