

Bylaws of
The University of Idaho Retirees Association, Incorporated

Adopted 10 January 1979. Amended 20 September 1980 and 19 September 1981; revised 18 September 1982, authorized by Articles of Incorporation and amended 16 September 1989 and 14 September 1991; revised 19 September 1992 authorized by Articles of Incorporation and amended as of that date; revised on 6 November 2008, 8 November 2012, 14 November 2013 and 16 November 2017.

Article I - General Provisions

Section 1. Name. The name of this corporation shall be the University of Idaho Retirees Association, Incorporated (UIRA), hereafter referred to as Corporation.

Section 2. Office. The principal office of the Corporation shall be in the University of Idaho Office of Alumni Relations, 875 Perimeter Drive-MS 3232, City of Moscow, County of Latah, Idaho 83844-3232.

Section 3. Official Year. The fiscal year shall commence January first and end on December thirty-first of each year; the same period shall govern the year for the holding of any office.

Article II - Purpose and Establishment of Policy

Section 1. Purposes. The Corporation is organized for charitable and educational purposes as set forth below and in accordance with Section 501(c)(3) of the Internal Revenue Code:

- a. To provide a means for continuing participation in professional, social, educational, and cultural activities of University of Idaho retired personnel.
- b. To promote, or to assist in promoting programs relating to the conditions and concerns of retired University of Idaho personnel, recognition being given to the need of proper coordination with other organizations involved in similar endeavors.
- c. To protect and improve the welfare of University of Idaho retired personnel.
- d. To communicate, on behalf of the retired personnel of the University of Idaho, with representatives of the University, governments, and other groups relating to the welfare of retired persons and to seek official representation with such bodies on matters concerning retirement.
- e. To encourage the high educational, cultural, and social purposes of the University of Idaho.
- f. To encourage and assist deserving individuals who may wish to attend or continue attending the University of Idaho.

Section 2. Establishment of Policy. It shall be the responsibility of the Board of Directors to formulate an official unified opinion or position of the Corporation when such is deemed necessary or desirable. Officers, individual directors, and individual members shall refrain from implying any Corporation opinion or position until such formal action has been taken by the Board.

Article III – Membership and Dues

Section 1. Members. The following persons shall be eligible to become members of UIRA:

- a. Former University of Idaho employees once they have retired from the University of Idaho or a subsequent employer.
- b.
- c. Any employee or former employee of the University of Idaho who has reached the age of at least 55 even though he or she has not yet retired.
- d. Spouses of members.
- e. Widows and widowers of persons who were retired from the University of Idaho or of persons who died while in service of the University of Idaho

Each member shall have all the rights and privileges of membership upon acceptance of an application (available on-line at <http://www.uidaho.edu/faculty-staff/uira/join>) and payment of dues (if applicable). Membership is not transferable.

Section 2. Membership Dues.

- a. Annual Dues. The Board of Directors shall be solely responsible for setting, revising, suspending or abolishing annual membership dues. Such dues, when applicable, shall be for the calendar year and shall be payable on or before 1 January.

Section 3. Challenges Regarding Membership Eligibility. In the event the eligibility of any person desiring membership is challenged, the case shall be referred to the UIRA Board for clarification of the eligibility of the particular person in accordance with the criteria established in Section 1 above.

Section 4. Membership Meetings.

- a. Annual Meeting. There shall be an annual meeting of the membership in each calendar year, to be held in the fall of the year at a time and place designated by the Board of Directors.
- b. Special Meetings. Special meetings of the membership may be called by a majority of the Board of Directors or by the UIRA President.
- c. Notice of Meetings. The UIRA Secretary shall give written notice of the time, place, and purpose of all membership meetings thirty days prior to said meeting. Such written notices shall be delivered personally, mailed, or emailed to each member at his or her last known address.
- d. Quorum. Twenty members shall constitute a quorum at any membership meeting.

Article IV – Board of Directors

Section 1. Powers. The immediate governance of the Corporation shall be in the hands of the Board of Directors. The Board of Directors may:

- a. Take and hold, directly or indirectly, by request, devise, gift, purchase, or lease, either absolutely or in trust, for any of its purposes, any real or personal property;
- b. Sell, convey, or otherwise dispose of any such property, and may invest, reinvest, or deal with the principal, or the income thereof in such manner as in the judgment of the Board of Directors will best promote the purposes of the Corporation and the University of Idaho;

- c. Do any other act or thing incidental to, or connected with, the purposes of the Corporation, or in the advancement thereof.

The above powers may not be exercised for the financial gain of the directors or officers.

Section 2. Delegation of Powers. The Board of Directors may delegate to officers and to committees such of their powers as they see fit, provided such actions are approved in formal Board session and registered in the minutes.

Section 3. Number. The directors shall be twelve or thirteen in number, including twelve elected by and from the membership as provided below and the immediate past president, if his or her term as director has expired. The Board shall also include a representative from the University of Idaho Office of Alumni Relations as an ex-officio member without vote. Other ex officio members may be appointed, with or without voting privileges, by the President with the approval of the directors.

Section 4. Nominations.

- a. Nominating Committee. Each year the Board shall appoint a nominating committee of at least three persons from the Board of Directors. This committee shall invite suggestions from the members and prepare a slate recommending a candidate to be placed on the ballot for each vacancy. In nominating prospective members, the committee shall strive to ensure that the membership of the Board is proportionately representative of the several constituencies of the Corporation.

- b. Nominations may also be made from the floor at the annual meeting.

Section 5. Election. Members of the Board shall be elected at the annual meeting; when the number of candidates does not exceed the number of positions to be filled, election shall be by voice vote at the annual meeting. Election shall be by a plurality of votes cast. If the number of nominees exceeds the number of positions to be filled, ballots will be issued at the annual meeting. Said ballots shall be counted under the immediate supervision of the Secretary who shall certify the results to the Board.

Section 6. Removal from Office. Any director who fails to attend and participate in at least four of any eight consecutive regular meetings of the Board of Directors may be removed from directorship by a vote of two-thirds of the directors.

Section 7. Vacancies. Any vacancy on the Board shall be temporarily filled by the Board at its next regular or called meeting. If the vacancy extends beyond the year in question, at the next annual meeting a replacement shall be elected to serve for the remainder of the unexpired term.

Section 8. Term. The term of elected directors shall be three years and such directors are ineligible to serve consecutive terms, except that term duration may be extended by the Board at its discretion. Terms shall be staggered with election each year of four directors for three-year terms as well as election to fill any vacancies in unexpired terms. Ex officio Board members other than the Office of Alumni Relations representative shall be appointed annually by the President.

Section 9. Meetings.

- a. Regular Meetings. The Board shall meet monthly, except for the months of June, July, and August, unless otherwise agreed by the Board, provided that not less than three meetings a year are called.

- b. Special meetings. Special meetings may be held upon call of the UIRA President or upon request of three directors. The UIRA Secretary shall give notice of such special meetings to each director.

- c. Quorum. A majority of the elected directors shall constitute a quorum.
- d. Waiver of Notice. Any director may waive notice of any meeting. The attendance of a director at a meeting of the Board of Directors shall constitute a waiver of notice of such meeting, except when a director attends a meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.
- e. Planning Meeting. During December of each year the new Board of Directors for the coming year shall hold a planning meeting to elect officers for the ensuing year, to establish the headship and membership of the various committees, and to consider and plan the program of the Corporation for the coming year. The planning meeting may be held as a portion of the December regular meeting of the Board.

Article V - Officers

Section 1. Officers. The officers of the Corporation shall be a president, a vice president, a secretary, and a treasurer. Officers shall be elected by the Board of Directors from the members of the Board at the December meeting.

Section 2. Term. The term of office shall be one year beginning 1 January of each year. The president and the vice president may not succeed themselves in their particular office, but shall serve until their successors are duly elected and installed.

Section 3. Vacancies. Vacancies shall be filled by action of the Board with the provision that any officer filling a vacancy for a period of less than nine months may immediately succeed himself or herself for a one-year period if so elected.

Section 4. Duties.

- a. *President.* The president shall be the principal executive officer of the Corporation, and subject to the control of the Board, and shall in general supervise the business and affairs of the Corporation. The president shall preside at all meetings of the Board and of the Corporation. The president may sign, with the secretary or any other appropriate officer of the Corporation so authorized by the Board, any instruments which the Board has authorized to be executed, and in general shall perform all duties incident to the office of the president and such other duties as may be prescribed by the Board of Directors from time to time.
 - a. *Vice President.* In the absence of the president, the vice president shall perform the duties of the president and, when so acting, shall have all the powers of and be subject to all restrictions on the president. He or she shall perform other such duties as may be assigned by the president and/or the Board of Directors.
 - b. *Secretary.* The secretary shall: (1) keep the minutes of all meetings of the Corporation and the Board of Directors; (2) provide that all notices are timely given and in accordance with the provisions of the bylaws; (3) be custodian of the Corporation records; (4) be immediately responsible for supervising and certifying the votes by written ballot; (5) and in general perform all duties incident to the office of secretary and such other duties as from time to time may be assigned by the president or by the Board of Directors.

- c. *Treasurer.* The treasurer shall act under the direction of the president. Subject to the direction of the president, he or she shall have custody of the Corporation funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation and shall deposit all moneys and other valuable effects in the name of and to the credit of the Corporation in such depositories as may be designated by the Board of Directors. The treasurer shall disburse the funds of the Corporation as may be directed by the president or the Board, taking proper vouchers for such disbursements, and shall render to the president and the Board at its regular meetings, or when so requested by either, an account of such transactions as treasurer and of the current financial condition of the Corporation. The treasurer shall perform all of the duties incident to the office of treasurer and such other duties as from time to time may be assigned by the president or by the Board of Directors. If so required by the Board, the treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety as the Board shall determine.

- e. *University of Idaho Alumni Association Representative.* The University of Idaho Alumni Association Representative from UIRA shall be selected from the Vice-president, President, and Past President serving a one-year or two-year term at the discretion of the UIRA Board of Directors.

Section 5. Removal from Office. Any officer shall be subject to removal with or without cause by a vote of two-thirds of the directors.

Article VI – Committees

Section 1. General. The Board of Directors may appoint such committees as considered necessary or desirable and delegate to them such authority as the Board sees fit. Committees shall be responsible for progress reports as indicated by the Board.

Section 2. Standing Committees. Standing Committees shall be annually appointed and maintained to cover areas appropriate to UIRA activities: Benefits, Caring & Memorials, Communications, Membership, Programs & Social, and Scholarship.

Section 3. Subcommittees. With Board concurrence, standing committees may appoint subcommittees which shall report to the committee chair.

Section 4. Ad Hoc Committees. Ad hoc committees may be appointed for the study of specific and special issues or activities of the Corporation.

Section 5. Nominating Committees. A nominating committee may be appointed for the purpose of identifying candidates for the officers in the Corporation.

Section 6. Committee Members. Members may be appointed to committees, one of whom shall be appointed to serve as chair or co-chair.

Section 7. Term and Duration. As far as feasible, committee appointments shall be established at the beginning of a fiscal year to be effective for that year. Committee appointments and assignments of one year may continue for the following year when approved by the new Board.

Article VII - Finances

Section 1. Revenue. The Board of Directors shall establish the membership dues; set the charges or fees for support of activities, functions, and services of the Corporation; and petition the University of Idaho Office of Alumni Relations for cooperative support as may seem proper.

Section 2. Compensation. No member, director, officer, or other person connected with the Corporation shall receive any of the net earnings or retain any profit from the operations of the Corporation, provided that this shall not prevent payment, when authorized by the Board in advance of commitment, of reasonable compensation to any such person for services rendered or reimbursement for authorized expenses incurred in furthering the objectives of the Corporation.

Section 3. Contributions. The Board of Directors may receive and accept property, whether real, personal, or mixed, by way of gift, bequest, or devise from any person, firm, trust, or corporation to be held, administered, and disposed of in accordance with and pursuant to the Articles of Incorporation. But no gift, bequest, or devise of any property shall be received and accepted if it be conditioned or limited in such manner as shall require the disposition of income or principal to any person or organization other than a charitable, scientific, literary, or educational organization or for other than charitable, scientific, literary, or educational purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United States Internal Revenue Law.

Section 4. Liability. The Board of Directors of this Corporation, and or individual board members, shall not be personally liable for the debts, liabilities, or obligations of the Corporation.

Section 5. Contracts. The Board of Directors may authorize any officer(s) or agent(s) to enter into a contract or execute and deliver any instrument in the name of and on behalf of the Corporation, but such authority must be confined to specific instances.

Section 6. Loans. No loans shall be contracted on behalf of the Corporation except as may be essential in the handling of property received as a contribution, the economic resources of the Corporation being duly considered. In such instances, loans on behalf of the Corporation shall be approved by the Board of Directors in regular or special meeting.

Section 7. Financial Instruments. The Board shall set rules and regulations governing the signing of all financial instruments and the procedure for the handling of all assets.

Section 8. Annual Financial Review. The UIRA President shall appoint a committee that will review all financial transactions of the UIRA Treasurer at the end of each calendar year and report findings at the January meeting of the UIRA Board of Directors.

Section 9. Dissolution. In the event of dissolution of the corporation, all residual assets not otherwise obligated or held in shall be transferred to the Regents of the University of Idaho for the benefit of scholarship programs at the University of Idaho, and no member, director, officer, or other person connected with the Corporation shall in any way share in distribution of any of the corporate assets. Further, proper trust arrangements shall be made for all assets held in accordance with trust provisions.

Section 10. Nonprofit Status. This is a nonprofit corporation and pecuniary profit is not one of its objectives or purposes, no dividends shall be declared, nor shall any of the earnings of the Corporation be used exclusively for the furtherance of the professional, social, educational, welfare, and other purposes and objectives of the Corporation.

Section 11. Records and Archives. The seal of the corporation and associated archives of the organization shall be housed in special collections at the University of Idaho library.

Article VIII – Liaison

Every effort shall be made to accomplish effective liaison with the University of Idaho and its administrative officials.

Article IX- Amendments

These bylaws may be amended at any annual meeting of the Corporation members or special meeting by two-thirds vote provided notice of proposed amendments had been sent to each member not less than thirty days prior to such a meeting and provided that a quorum is present. These bylaws may also be amended at any annual meeting without previous notice by a two-thirds vote of those present and voting.

Article X - Procedure

Issues/items not covered in these bylaws shall be resolved pursuant to the current version of the Robert's Rules of Order. Approved by at least a two-thirds vote of the membership, at which a quorum, as defined in Article III, Section 3, paragraph d. above, was present pursuant to notice given as required by Article IX above

Dated this 16th day of November, 2017.

/s/Edward J. McBride
Edward J. McBride, President

Attest:

/s/Peter Haggart
Peter Haggart, Secretary