

Approved June 20, 2019

**PROPOSED REVISED CONSTITUTION AND BYLAWS OF**

**THE UNIVERSITY OF CALIFORNIA**

**RETIREEES' ASSOCIATION AT BERKELEY (UCRAB)**

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# CONSTITUTION

## Article I - Name

The name of this organization is the University of California Retirees' Association at Berkeley (UCRAB).

## Article II - Purpose and Objectives

### Section 1 - Purpose

The general purpose of UCRAB is to maintain a benevolent and protective organization of and for retired University of California employees and to promote their welfare.

### Section 2 - Objectives

- To provide information about benefits and other issues that is useful to Retirees of the Berkeley Campus;
- To promote opportunities for interaction and communication among Retirees;
- To assist Retirees in continuing to be of service to the University;
- To maintain Retirees' ability to participate in Campus affairs and activities

## Article III - Membership

### Section 1 - Regular Membership

Both Retirees and current employees who are eligible to retire from UC service are eligible for Regular Membership in UCRAB. Prospective members shall submit to the Membership Coordinator a completed application with payment of the appropriate dues.

### Section 2 - Associate Membership

A Member's spouse or domestic partner shall automatically be Associate Member without paying dues. A surviving spouses or domestic partner is eligible for Regular Membership.

### Section 3 - Honorary Membership

Honorary Members shall be approved by the Board. They shall not pay dues, but shall have full Membership privileges.

#### **Section 4 - Confidentiality**

Membership information provided to UCRAB shall be for its exclusive and confidential use to be maintained in accordance with University policy and applicable laws, rules, and regulations governing privacy.

### **Article IV - Organization**

#### **Section 1 - Board of Directors**

The UCRAB Board shall consist of ten (10) or more members:

- Four (4) Officers: President, Vice President, Secretary, and Treasurer;
- Six (6) or more Directors-at-Large;
- The Director of the UC Berkeley Retirement Center or designee shall serve on the Board on an *ex officio* basis without vote.

#### **Section 2 - Terms**

Every June, two Officers and three or more Directors-at-Large shall be elected by the Regular Members of UCRAB for two-year terms.

#### **Section 3 - Vacancies**

A vacancy in the office of the President is automatically filled by the Vice President.

Other vacancies are filled by a majority vote of Board members for the remainder of the vacant term.

#### **Section 4 - Removal from Office**

An Officer or Director may be removed from office for cause by an affirmative vote of a majority of Board members.

### **Article V- Amendments**

- Proposed amendments to the Constitution and Bylaws, after being approved by a two-thirds (2/3) vote of the entire Board, shall be sent to Regular Members of UCRAB at least twenty (20) days prior to a Regular or Special meeting at which they will be considered by the membership. The proposed amendments will be adopted if approved by a two-thirds (2/3) majority of Regular Members in attendance at the General or Special Meeting.
- Regular Members of UCRAB may submit proposed amendments for consideration by the Board.

- When adopted, a copy of the amendment shall be provided to each Regular Member and/or posted on the UCRAB Website.

## **B Y L A W S**

### **Article I - Duties and Responsibilities**

#### **Section 1 - President**

##### The President

- Presides at Board and other UCRAB meetings;
- Presides at Luncheon meetings, where he/she votes only in case of a tie;
- Appoints committee members as needed, subject to Board approval. Is an *ex officio* member of all committees;
- Appoints, with the Board's approval, a Nominating Committee each January;
- Serves as a UCRAB representative to the UC Berkeley Retirement Center (UCBRC) Advisory Board or appoints an alternate;
- Serves as a UCRAB representative to Council of UC Retiree Associations (CUCRA) or appoints an alternate; appoints UCRAB's other representative to CUCRA;
- Represents UCRAB at meetings and events as appropriate;
- Approves disbursements on behalf of UCRAB and, if immediate payment is required and the Treasurer is not available, writes checks to meet UCRAB's financial obligations;
- Appoints two (2) individuals to audit UCRAB's financial records every other year. The President receives their findings and shares them with the Board and the General Membership.

#### **Section 2 - Vice President**

##### The Vice President

- Assumes the duties of the President in his/her absence;
- Is designated President-Elect and, with the Board's confirmation, will be nominated to succeed the current President at the end of the incumbent's term;
- Chairs the Nominating Committee that recommends individuals who will stand for election at the General Meeting in June for vacant seats on the Board;
- Approves disbursements on behalf of UCRAB if immediate payment is required and the President is not available;

- Performs such duties as may be assigned by the Board or the President;
- Is an *ex officio* member of all committees.

### **Section 3 - Secretary**

The Secretary

- Prepares minutes of UCRAB Board meetings;
- Maintains current changes to the UCRAB Constitution and Bylaws;
- Working with the Retirement Center staff, oversees transfer of appropriate records to the University Archives.

### **Section 4 - Treasurer**

The Treasurer

- Submits monthly and annual financial statements to the Board;
- Deposits monies received into UCRAB's accounts;
- Disburses funds as appropriate; with the President or Vice President's approval, writes checks to meet UCRAB's financial obligations;
- Maintains financial records for UCRAB;

### **Section 5 - Committees**

The Board may establish committees as needed. The President may appoint members to a committee with the advice and consent of the Board.

### **Section 6 - Administrative Support**

The UCBRC Director (or designee) provides administrative support for UCRAB and attends its Board meetings as an *ex officio* member without vote.

## **Article II – Election of Board Members**

### **Section 1 - Eligibility for Nomination**

Any Regular Member of UCRAB is eligible for nomination, election, and/or appointment to the Board.

### **Section 2 - Nominations and Elections**

- Each January, the President, with the Board's approval, will appoint a Nominating Committee of three (3) or more individuals. The Committee will prepare a single slate of nominees to stand for election at the General Meeting in June.

- The date of the election and the slate of nominees will be announced to Regular Members at least twenty (20) calendar days before the election.
- Regular Members may also nominate candidates for the Board at the General Meeting if the nominees provide written acceptance of the nomination.

### **Section 3 - Conduct of Elections**

If there is only one nominee for a position on the Board, the voting will be by voice-vote. Whenever there are multiple nominations for one of the four (4) Officers, voting will be by secret ballot. In the case of ties or lack of a majority of votes for Officers, a run-off election will be held. In elections for Directors-at-Large, the individuals with the most votes will be deemed elected; ties for the last open position will require a run-off.

### **Section 4 - Installation of Officers and Directors**

Newly-elected Officers and Directors will be installed at the General Meeting in June when they are elected and take office on the following July 1.

## **Article III - Meetings**

### **Section 1 - Rules**

Robert's Rules of Order (as revised) govern cases that are applicable to, and consistent with, UCRAB's Bylaws.

### **Section 2 - Board Meetings**

- The Board normally meets monthly, except in August and December. The President may call or cancel meetings, as appropriate, with seven days' notice;
- A quorum consists of a simple majority of the Board Members. If there are vacancies on the Board, the requirement for a quorum will be adjusted accordingly.
- Board meetings are open to interested individuals ("guests") on a space-available basis.

### **Section 3 - General Meetings**

The President and/or the Board shall call at least one (1) General Meeting per year.

### **Section 4 - Special Meetings**

- Special Meetings may be called for a specific purpose. No other business may be conducted.
- Regular Members may call for a Special Meeting by written request to the President, that has been signed by at least fifteen (15) Regular Members. Special Meetings shall be held within

thirty (30) days of receipt of the request.

## **Article IV - Dues and Charges**

### **Section 1 - Fiscal Year**

UCRAB's fiscal year runs from July 1 through June 30 of the following calendar year.

### **Section 2 - Annual Dues**

- The Board sets Members' dues.
- Membership is terminated if dues are unpaid by December 31 of each year.

### **Section 3 - Luncheons and Other Activities**

- Members and Guests shall pay applicable fees for luncheons and other activities.
- Requests for refunds of payment made for luncheons and other activities will be reviewed by the Board of Directors.

## **Article V - Limitations**

### **Section 1 - Compatibility with UCRAB Objectives and UC Rules and Regulations**

Actions taken on behalf of UCRAB shall be compatible with and/or pertinent to UCRAB objectives and UC Rules and Regulations.

### **Section 2 - Debts**

- UCRAB's financial obligations require prior approval by the President and Treasurer.
- No indebtedness shall be incurred in excess of UCRAB's funds.

### **Section 3 - Grievances and Appeals**

Any UCRAB member, who claims to be aggrieved by any UCRAB action or Board member acting in that capacity, has the right of appeal to the Board, or thereafter to the Regular UCRAB Membership.

### **Section 4 - Solicitation of Contributions**

UCRAB members may solicit contributions only for approved UCRAB and UCBRC activities.



## **Article VI - Amendments**

- Proposed amendments to this Constitution or these Bylaws, after being approved by a two-thirds (2/3) majority of the entire Board, shall be sent to Regular Members of UCRA B at least twenty (20) calendar days prior to the Regular or Special meeting at which they will be considered. The proposed amendments will be adopted if approved by a two-thirds (2/3) majority of Regular Members in attendance at the General or Special Meeting.
- Regular Members of UCRA B may submit proposed amendments for consideration by the Board.
- When adopted, a copy of the amendment shall be provided to each Regular Member and/or be posted on the UCRA B Website.

## **APPENDIX**

### **Non-discrimination Policy Statement**

UCRA B is bound by the following Non-discrimination Policy Statement.

The University of California, in accordance with applicable Federal and State laws, does not discriminate on the basis of race, color, national origin, religion, sex (including sexual harassment), gender identity, pregnancy/childbirth and medical conditions related thereto, disability, age, medical condition (cancer-related), ancestry, marital status, citizenship, sexual orientation, or status as a Vietnam-era veteran or special disabled veteran. This non-discrimination policy covers student admission, access, and treatment in University programs and activities. It also covers faculty (Senate and non-Senate) and staff in their employment.