

LBNL EX-Ls Bylaws

**Approved by the Board at the Board meeting of July 12, 2012
Approved by the membership at the annual meeting, November 15, 2012**

ARTICLE I: NAME AND MAILING ADDRESS

The name of this organization is the “EX-Ls.”

The official mailing address is the home address or designated Post Office Box of the serving Treasurer.

ARTICLE II: NATURE AND PURPOSE

The EX-Ls is a non-political association of Lawrence Berkeley National Laboratory retirees and ex-employees whose purpose is to promote social, cultural, and intellectual relationships among its members, their spouses or domestic partners, widows, and widowers. The primary means of doing so include quarterly luncheons and newsletters. The EX-Ls also serves as a vehicle for allowing its members to maintain contact with LBNL, and for exchanging information with other retirement organizations including those affiliated with UC.

The EX-Ls is affiliated with the LBNL Employee Activities Association.

ARTICLE III: MEMBERSHIP, GOVERNANCE, AND OFFICIAL YEAR

Membership

Membership is open to all former employees of LBNL, whether or not they retired from the Lab. Members’ spouses or domestic partners are automatically members. Spouses or domestic partners of deceased retirees or ex-employees remain eligible for membership. Assessed annual dues must be paid in order to continue membership. New members pay no dues for the calendar year in which they join.

Life Membership

The Board of Directors (hereafter referred to as “Board”) is empowered to confer Honorary Life Membership on a Member in good standing for meritorious service to the organization. Honorary Life Members are not required to pay annual dues.

A Member may purchase a Life Membership by paying a one-time assessment corresponding to 10 times the annual dues in force at that time. This status will exempt the Member and his/her spouse or domestic partner from paying annual dues thereafter.

7/12/12

Governance

The EX-Ls is governed by its elected officers and other members of the Board as described below.

Committees, both standing and ad hoc, will be appointed by the Board as needed.

Official Year

The Official Year extends from January 1 through December 31.

ARTICLE IV: OFFICERS, COMMITTEE CHAIRS, AND TERMS

Elected Officers

The following officers are elected by the Membership: the President, the First and Second Vice Presidents, Secretary, Treasurer, Membership Coordinator, and Activities Coordinator, all of whom shall serve without compensation. The Treasurer and Membership Coordinator positions may be held by the same person, in which case that person has only one vote.

Appointed Officers

The Newsletter Editor and Webmaster officers are appointed by the Board.

Committees

There shall be four standing committees, as follows: the Executive Committee, chaired by the President; the Luncheon Speaker Committee, chaired by the First Vice President; the Membership Committee, chaired by the Membership Coordinator; and the Activities Committee, chaired by the Activities Coordinator. The size of each committee other than the Executive Committee shall be determined by the committee chair. Committee members shall be appointed by the respective chairs, subject to approval by the Board, and shall serve at the discretion of the chair.

- a) The Executive Committee consists of all currently serving elected officers (i.e., President, 1st and 2nd Vice Presidents, Secretary, Treasurer, Activities Coordinator, and Membership Coordinator) plus the immediate Past President. The Executive Committee shall serve as the principal liaison body with the Laboratory, and may act on behalf of the organization between Board meetings.
- b) The Luncheon Speaker Committee shall solicit speakers for the quarterly luncheons and prepare and maintain a list of candidates for consideration by the First Vice President.
- c) The Membership Committee shall assist the Membership Coordinator in outreach to new retirees and other former employees of the Laboratory, in responding to general questions from the membership, in soliciting input from the membership at the quarterly luncheons, and in maintaining necessary membership records.

d) The Activities Committee shall assist the Activities Coordinator in soliciting membership input on possible activities, in liaising with UCBRC and with other UC retiree organizations on possible joint activities, in selecting those activities to pursue, and in making the necessary arrangements for those activities that are selected.

As needed, the Board may constitute new ad hoc Committees to address issues of importance to the organization. The chair of each ad hoc committee shall be appointed by the Board; committee members may be appointed by the Board or left to the discretion of the chair. These ad hoc Committees will be reviewed on a yearly basis for relevance to EX-Ls interests and will be continued or disbanded, as appropriate.

Terms of Office

A Term extends for one year starting January 1st and ending December 31st.

The President, 1st Vice President, and 2nd Vice President serve for one full Term in these offices. For the following Term, the 1st Vice President normally becomes the nominated candidate for President, and the 2nd Vice President normally becomes the nominated candidate for 1st Vice President.

Any officer serving a partial Term (due to his/her being appointed to fill a vacancy) is eligible to be nominated to serve in that office the following full Term.

The Secretary, Treasurer, Membership Coordinator, and Activities Coordinator serve one Term with no limit on the number of Terms that can be served.

The Newsletter Editor and Webmaster serve one Term with no limit on the number of Terms that can be served.

Ad hoc committee chairs and committee members serve at the discretion of the Board, with no limit on their duration of service as long as their committees remain in existence.

Election and Vacancies

Elected Officers are chosen at the Annual Election Meeting as described in Articles VI and VIII.

Appointed Officers and Chairs and members of committees are appointed or reappointed by Board action at the first Board meeting of the year.

If any Board position other than President becomes vacant, the President may make an interim appointment, valid until the next Board meeting, at which time the Board shall confirm the interim appointment or appoint another person to fill out the Term. If the position of President becomes vacant, the 1st Vice President shall fill out the remainder of the Term as President, and the 2nd Vice President shall fill out the remainder of the Term as 1st Vice President.

Vacancies in Board positions not filled by interim appointment are filled by action of the Board at a regularly scheduled or a specially called meeting at which a quorum is present. Persons so elected complete the current Term for the position they are filling.

7/12/12/

ARTICLE V: POWERS AND DUTIES OF OFFICERS

President – is the Chief administrative officer, Chairperson of the Board, and official liaison between the organization and LBNL management. He/she maintains the EX-Ls Bylaws and policies, and ensures that all members of the Board have complete and accurate copies thereof. He/she sees that all policies and decisions of the Board are carried out, and oversees the appointment of chairpersons of standing and ad hoc committees. Except as specified below, he/she presides at all Board meetings and General Membership meetings. In addition, he/she is responsible for writing the annual EX-Ls' letter report to the LBNL Director and for maintaining copies of the annual EX-Ls' President's Letter to the LBNL Director and other key official correspondence as defined in the EX-Ls' Policy on Essential Documents.

1st Vice President – may, upon request of the President, assist the President with liaison activities between LBNL and the EX-Ls. He/she is responsible for identification and invitation of Speakers for the quarterly luncheons, and also for ensuring that a summary of each luncheon talk is prepared for inclusion in the Newsletter. He/she will assume the powers and duties of the President in case that officer is absent or unable to act. In addition, the 1st Vice President maintains the Cumulative List of Luncheon Speakers and Topics in accordance with the EX-Ls' Policy on Essential Documents.

2nd Vice President – serves as Chairperson of the Nominating Committee, and will assume the powers and duties of the President in case both the President and the 1st Vice President are absent or unable to act. The 2nd Vice President also serves as Executive Committee liaison to the Newsletter Editor and as Vice Chair of the Luncheon Speaker Committee.

Secretary – records and distributes the minutes of all meetings of the Board and, if relevant, of business transacted at General Membership meetings. He/she maintains the official files, records, and documents of the organization in accordance with the EX-Ls' Policy on Essential Documents.

Treasurer – is responsible for all funds of the organization, their collection, and disbursement. The Treasurer will evaluate the financial status of the organization and make recommendations on the level of annual dues to be assessed. He/she will ensure that a notification letter of annual dues is distributed to the membership. He/she prepares financial reports for Board meetings, and provides the Board at the first meeting of the year with a summary of the previous year's income and expenditures. In addition, the Treasurer is responsible for maintaining the EX-Ls' bank statements, year-end financial reports, and the Cumulative List of Charitable Donations in accordance with the EX-Ls' Policy on Essential Documents.

Membership Coordinator – chairs the Membership Committee, serves as liaison to the UCOP Benefits Office, maintains the membership roster and membership statistics, and compiles the annual directory that is distributed to the membership. Management of any lists containing private information of the members is handled in accordance with policies approved by the

Board. In addition, in accordance with the EX-Ls' Policy on Essential Documents, the Membership Coordinator maintains copies of the Annual Directory of Members.

Activities Coordinator – chairs the Activities Committee, which is responsible for coordinating and organizing activities involving the general membership, in particular the quarterly luncheons. In addition, in accordance with the EX-Ls' Policy on Essential Documents, the Activities Coordinator maintains a cumulative history of luncheon venues and arrangements.

Newsletter Editor – prepares four Newsletter editions per year. The default distribution mechanism for the Newsletter is e-mail for all members who have an e-mail address on record, and US Mail for those members without e-mail addresses. Members may opt for US Mail delivery by written request to the Newsletter Editor. The Newsletter is the principal vehicle for conveying official information and notification to members regarding upcoming events, luncheons and meetings, and other matters of importance to the general membership. In addition, in accordance with the EX-Ls' Policy of Essential Documents, the Newsletter Editor is responsible for maintaining paper copies of the quarterly newsletters and any special editions thereof.

Webmaster – maintains the official EX-Ls Website. This Website must include official notifications, copies of published Newsletters, lists of upcoming events (Board meetings and luncheons), copies of Bylaws and policies currently in effect, and other matters of interest to the membership. The Webmaster also coordinates the upkeep of the e-mail list with the Membership Coordinator, and distributes e-mail notifications to those on the e-mail list in response to Officer- or Board-authorized requests.

ARTICLE VI: NOMINATING COMMITTEE AND ELECTION OF OFFICERS

The Nominating Committee is chaired by the 2nd Vice President and must include at least two more members. This Committee is reconstituted every year, and must be appointed by the Board.

The Nominating Committee is responsible for identifying candidates to fill vacancies in the list of elected officials for the following year.

The Board will select an official slate of candidates from the Nominating Committee's list. The President will present this slate at the general membership meeting described in Article VIII. The slate will be considered elected if it receives a majority of votes of the members present at this meeting.

Should the Board's slate not receive a majority of votes, a vote will be taken for each position to be filled, with the opportunity being given to receive nominations from the floor to compete with the Board's candidate. Each such nomination must be endorsed by no fewer than 1/5th of the members present. In such a case, the candidate receiving a simple majority of votes will be considered elected to the position.

ARTICLE VII: BOARD OF DIRECTORS

Authority

The EX-Ls Board of Directors represents and acts on behalf of the membership for the operation of the organization.

Board: Membership

The Board consists of four types of Members:

- (a) Elected Officers forming the Executive Committee – comprising individuals holding the following offices: President, 1st and 2nd Vice Presidents, Secretary, Treasurer, Membership Coordinator, Activities Coordinator, and immediate Past President.
- (b) Appointed Officers and Chairs of Standing and ad hoc Committees.
- (c) Emeriti: Elected or Appointed Board members who have served at least three years on the Board and whose terms of office have expired, but who wish to remain active in the affairs of the EX-Ls. Emeritus status continues until the member voluntarily withdraws, by written notification to the President, or is incapable of serving owing to health issues.
- (d) Liaison persons, comprising representatives of/to organizations with whom EX-Ls has interests or close ties, falling into two classes:
 - i) Non-member Liaison representatives from organizations that EX-Ls is particularly close to, including but not limited to LBNL and the UC Berkeley Retirement Center. The Board will invite organizations with whom it wishes to share this relationship to provide the name of their liaison person. Terms for Non-member Liaison representatives are determined by the organizations that provide these representatives.
 - ii) Member Liaison representatives to organizations with whom the EX-Ls wishes to maintain contact. CUCRA (Council of University of California Retirees Association), and AROHE (Association of Retirement Organizations in Higher Education) are examples of such organizations. Also included would be our representative(s) to the UC Berkeley Retirement Center Policy Board, in response to this organization's invitation for us to nominate up to two representatives. Member Liaison representatives are appointed by the Board for one-year terms, with no limit on the number of terms that can be served.

Board: Voting rights and Quorum

During formal Board meetings, all Elected, Appointed, Emeriti members, and Member Liaison representatives present are entitled to vote, one vote per person regardless of the number of positions or offices this person may hold. Non-member Liaison representatives do not have voting rights.

Proxy votes: No proxy votes will be accepted for Board members who are not present.

7/12/12/

Majority: Defined as greater than 50% of the voting Board members present at the meeting in which the vote is taken.

Quorum: To constitute a quorum, at least four persons holding elected office must be present and one of those must be either the President or a Vice President.

In the absence of a quorum, no official business can be completed; however, business requiring a vote may be completed after the meeting by a poll of the entire Board conducted by the President via an e-mail, telephone or postal mail ballot. A majority of votes returned within an appropriate time frame and/or recorded by the President will be sufficient to pass the measure. The President must prepare a summary document detailing the matter and any discussions pertaining to it, and will distribute this via e-mail to all Board members. A hard copy of this summary, and hard copies of any e-mail discussions and of the voting tally will be collected by the Secretary and become part of the official Minutes of the meeting at which the topic was introduced.

Board: Meetings

The Board of Directors meets at least four times per year, dates to be synchronized with the schedule of membership luncheons to allow for adequate preparation for these membership gatherings. Other meetings of the Board can be called by the President to discuss and act on special business matters.

Board meetings are considered “open” meetings. Members of the organization are invited to attend Board meetings as non-voting observers. Non-member guests can also be invited to attend should their participation be relevant to issues being discussed at the meeting.

Board: Powers and Duties

Consistent with the purposes of the organization, the Board:

- Establishes policies in areas of importance to the membership;

- Establishes its own rules of procedure, using Robert’s Rules of Order as a reference;

- Performs reviews of these Bylaws at least triennially and takes action to update them as appropriate through the process described in Article X;

- Establishes yearly dues upon recommendation of the Treasurer;

- Evaluates internal and external factors of relevance to its membership and conveys relevant information to the membership.

- Coordinates and organizes participation, where appropriate, in LBNL-sponsored employee activities such as the yearly Wellness Fair.

Executive Committee: Interim Actions

Should an issue arise between Board meetings that in the opinion of the President merits action before the next Board meeting, he/she may convene a meeting of the Executive Committee,

7/12/12/

either in person or electronically, to discuss the issue and possibly take action. For such action to be valid, the Executive Committee meeting must include a quorum, as defined above. Appropriate minutes of the meeting shall be prepared and presented at the next regular Board meeting. All actions taken in such Executive Committee meetings shall be valid unless rejected by the full Board at a subsequent regular or specially-called meeting.

ARTICLE VIII: GENERAL MEMBERSHIP MEETINGS

Frequency

The EX-Ls holds one General Membership meeting a year, normally in conjunction with the fall luncheon, at which the Elected Officers for the coming year are elected. Special meetings may be called by the Board as required; in such a case, the entire membership shall be notified by e-mail, except those who have opted for US Mail delivery of the Newsletter, who shall be notified by US Mail, specifying the purpose and agenda of the special meeting, at least two weeks in advance of the meeting. 30 non-Board members constitute a quorum at any general membership meeting.

Notice

Notice of the General Membership meetings, whether regular or specially called, must be distributed in writing to the entire membership at least two weeks prior to the scheduled date of the meeting. The EX-Ls' Newsletter is normally the mechanism used to meet this requirement.

ARTICLE IX: FINANCES

All funds received from the membership or otherwise must be deposited in a commercial bank. Disbursement is by check signed by the Treasurer or other Elected Officer, and, in the case of checks for greater than \$1,000, countersigned by the President, 1st Vice President, or other Elected Officer.

Annual dues are due and payable January 1st and delinquent March 1st.

ARTICLE X: AMENDMENTS

Amendments to these Bylaws may be proposed by a Board member at a regular Board meeting or by petition signed by 25 members in good standing at any general membership meeting.

When amendment(s) are presented, or, in any case, for the required triennial review of the Bylaws, the Board must constitute an ad hoc Bylaws Committee consisting of not fewer than three (3) members of the Board. This Bylaws Committee will take the proposed amendments under study and submit its report and recommendations to the Board, ideally, at the next meeting. The Board will then vote as to whether to present the proposed amendment(s) to the general membership.

Notice of proposed bylaw changes will be published in the Newsletter edition immediately prior to the General Membership meeting at which the proposed changes will be voted on.

Ratification of any amendment(s) must be by a 2/3 affirmative vote of those members attending the General Membership meeting at which the proposed changes are voted on.

The following list of revisions is not part of the Bylaws *per se*.

1. Revised Article IX approved at Board Meeting October 1998.
2. Article I, Article IX and minor punctuation corrections approved at Board Meeting February 2004.
3. Article III Clarifies continuing membership. Approved Board Meeting July 2004.
4. Article IX Changed to minimize frequency of getting Bank check signature cards updated and deletes surcharge to members' luncheon guests. Approved Board Meeting July 2004.
5. Full revision. Approved by e-ballot after the Board Meeting of October, 2009; approved by the membership at the annual meeting, November 19, 2009.
6. Miscellaneous changes relevant to the institution of standing committees, addition of the immediate Past President to the Executive Committee, changes in the duties of the 2nd Vice President, the possibility of Executive Committee action between Board meetings, electronic delivery of the Newsletter, and other minor language changes for consistency.