

# Lawrence Berkeley National Laboratory

## EX-Ls Bylaws

### **ARTICLE I: NAME AND CONTACT INFORMATION**

The name of this organization is the "EX-Ls."

The official mailing address is: LBNL EX-Ls, Room 101 University Hall, Berkeley, CA 94720-1550

Website: <https://retirement.berkeley.edu/ex-ls>

E-mail: EX-Ls@berkeley.edu

### **ARTICLE II: NATURE AND PURPOSE**

The EX-Ls is a non-political association of Lawrence Berkeley National Laboratory (LBNL) retirees and ex-employees whose purpose is to provide social, cultural, and intellectual relationships among its members, their spouses, widows, and widowers. The primary means of doing so are quarterly luncheons and newsletters. The EX-Ls also serves as a vehicle for allowing its members to maintain contact with LBNL, and for receiving information from other retirement organizations including those affiliated with UC. The EX-Ls is affiliated with the LBNL Employee Activities Association and UC Berkeley Retirement Center (UCBRC).

### **ARTICLE III: MEMBERSHIP, GOVERNANCE, AND OFFICIAL YEAR**

#### **Membership**

Membership is open to all former employees of LBNL, including retirees and ex-employees. Members' spouses or domestic partners are automatically members and can remain members upon the death of the retiree. The Board of Directors (hereafter referred to as "Board") is empowered to confer Honorary Membership on a person who does not meet the conditions for membership but who has performed meritorious service to the EX-Ls.

#### **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 Officer**

The Newsletter Editor is appointed by the Board.

## **Committees**

The Executive Committee, chaired by the President is the only standing committee. Other committees constituted as needed include: 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, First and Second 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 the UC Berkeley Retirement Center (UCBRC). It 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 (University of California Berkeley Retirement Center) 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.

e) 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 committee 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 1 and ending December 31.

The President, First Vice President, and Second Vice President serve for one full Term in these offices. For the following Term, the First Vice President normally becomes the nominated candidate for President, and the Second Vice President normally becomes the nominated candidate for First Vice President.

Any officer serving a partial term (due to 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 serves one term with no limit on the number of terms that can be served.

Ad hoc committee chairs and committee members serve at the pleasure 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 in conjunction with the Fall luncheon 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 First Vice President shall fill out the remainder of the term as President, and the Second Vice President shall fill out the remainder of the term as First 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.

### **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. The President maintains the EX-Ls Bylaws and policies, and ensures that all members of the Board have complete and accurate copies thereof. The President sees that all policies and decisions of the Board are carried out, and oversees the appointment of committee chairpersons. Except as specified below, the President presides at all Board meetings and General Membership meetings. In addition, the President is responsible for writing the annual EX-Ls' report to the LBNL Director and for maintaining copies of other key official correspondence as defined in the EX-Ls' Policy on Essential Documents. The President is responsible for the quarterly "President's Message" for inclusion in the Newsletter and also serves as a member of the UC Berkeley Retirement Center Advisory Board. The latter term starts in September to coincide with the academic year.

**First Vice President** – may, upon request of the President, assist the President with liaison activities between LBNL and the EX-Ls. The First Vice President 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. The First Vice President will assume the powers and duties of the President in case that officer is absent or unable to act. In addition, the First Vice President maintains the Cumulative List of Luncheon Speakers and Topics in accordance with the EX-Ls’ Policy on Essential Documents.

**Second 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 First Vice President are absent or unable to act. The Second Vice President also serves as Executive Committee liaison to the Newsletter Editor.

**Secretary** – records and distributes the minutes of all meetings of the Board and, if relevant, of business transacted at General Membership meetings. The Secretary 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 manages all of the EX-Ls’ financial accounts. The Treasurer will evaluate the financial status of the organization and make recommendations when needed. The Treasurer 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.

**Membership Coordinator** – chairs the Membership Committee. Is responsible for updates on the retirement population and maintains the membership roster and membership statistics. Management of any lists containing private information on 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 Newsletter contains notification to the general membership regarding upcoming events such as luncheons and meetings, and other matters of importance to the general membership. 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.

## **ARTICLE VI: NOMINATING COMMITTEE AND ELECTION OF OFFICERS**

The Nominating Committee is chaired by the Second 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, First and Second Vice Presidents, Secretary, Treasurer, Membership Coordinator, Activities Coordinator, and Immediate past President.

(b) Appointed officers and committee chairs.

(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 which 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 Retiree Associations), 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 Advisory 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.

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;

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 annual retiree reception.

### **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, the President may convene a meeting of the Executive Committee, 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. Thirty 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**

There are no annual dues but voluntary contributions are made by members. All funds received from the membership or otherwise must be deposited in a commercial bank. Disbursement is made by the Treasurer. In the absence or incapacity of the Treasurer, disbursement can be made by the President or the First Vice President. If the amount exceeds \$1200 it must be authorized by the President or First Vice President.

## **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 appoint 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.

Approved by Vote of the Membership at the General Membership Meeting,  
November 15, 2018