

**BY-LAWS OF THE ASSOCIATION OF RETIRED FACULTY
OF NORTH CAROLINA STATE UNIVERSITY**

*(Last amended upon recommendation of the Board of Directors, meeting on November 11, 2004,
and vote of the membership at the luncheon meeting on January 19, 2005.)*

**ARTICLE I
Name**

The name of the Association shall be: Association of Retired Faculty of North Carolina State University.

**ARTICLE II
Membership**

SECTION I. Eligibility

Membership in the Association shall consist of individuals whose dues have been paid and who (a) are retired faculty and EPA professionals of North Carolina State University or (b) are widows or widowers of members of the faculty of North Carolina State University. The term "faculty" shall be interpreted the same way that it is interpreted in determining eligibility to vote in Faculty Senate elections.

SECTION II Quorum and Voting Procedures

- (1) A quorum for action of the Association shall be the lesser of 10% of the members or 25 members.
- (2) If mail solicitation is used for voting on actions of the Association, including balloting for officers, approval of actions or election of officers shall require valid returns from at least the lesser of 20% of the membership or 50 members.

**ARTICLE III
Major Aims and Purposes**

SECTION I. The objectives of this Association are those set forth below in these By-Laws as from time to time amended.

- (1) To provide an independent, autonomous group to promote, further, advance, and develop strong relationships with the University and to enhance the roles of both retired faculty and the University.
- (2) To provide services appropriate to the experience and knowledge of retired University personnel that contribute to maintenance and improvement of University programs and activities.
- (3) To sponsor a variety of events that administer to the needs of the University and to the needs of the retired University faculty.
- (4) To sponsor, promote, and conduct such social activities as may be indicated by the membership as desirable for retired faculty.
- (5) To publish (occasionally) a newsletter for distribution to retired faculty and to other appropriate University personnel in order to describe plans, activities, results of activities, and other matters pertinent to the Association.
- (6) To cooperate with the University in such matters as:
 - avoidance of isolation of retirees;
 - volunteering of expertise held by retirees;
 - sponsorship of discussion groups on campus;
 - establishment of regular functions to maintain and continue social contacts within the Association and within the regular University faculty;
 - assurance of continued University services to retired faculty; and
 - sponsorship of community activities

In furtherance of these objectives but not in limitation thereof, the Association shall have the privilege and right:

- (1) to collect and disseminate data, statistics, and other information.
- (2) to develop its own position and recommendations with regard to selected University matters.
- (3) to recommend sound practices and procedures pertaining to University matters

ARTICLE IV Management of Association

SECTION I Administration

The administration of the Association shall be vested in the following:

- (1) A **President** who shall conduct meetings of the Association, the Executive Committee, and the Board of Directors; preside at other pertinent Association functions, appoint standing and Ad Hoc committees, and represent the Association in matters dealing with the University other organizations, and the general public.
- (2) A **Vice President** who shall serve in the absence of or at the direction of the President.
- (3) A **Secretary** who shall produce and maintain the minutes and records of decisions made by the Association.
- (4) A **Treasurer** who shall collect such dues as may be determined by the Association and be responsible for such disbursements from the treasury as may be authorized by the Executive Committee or by vote of the membership of the Association.
- (5) An **Executive Committee** of the foregoing officers, the immediate Past President, and the chairs of the standing and ad hoc committees whose duties shall be to manage (on an interim basis) matters of the Association between regular meetings of the Board of Directors. Actions taken by the Executive Committee shall be reported at regularly scheduled meetings of the Board of Directors and to the membership of the Association through the newsletter and/or at regularly scheduled meetings.
- (6) A **Board of Directors** consisting of the Executive Committee and the chairs of the seven standing committees, and nine members elected at large by the members of the Association. The duties of the Board of Directors shall be to determine the broad policy, purposes, programs, and directions of the Association and to assess the successes and/or limitations of the various Association activities.
- (7) Seven standing committees of the Association are:
 - a. The **Advocacy Committee** with responsibility for identifying and promoting the interests and well-being of the retired faculty as well as the interests of NCSU and the entire University of North Carolina.
 - b. The **Benefits Committee** with responsibility for maintaining purview of the retirement benefits available and potentially available to faculty retirees and the dissemination of this information to the membership as appropriate.
 - c. The **Membership Committee** with responsibility for recruiting new members, promoting renewal of annual memberships, and maintaining an accurate listing of both active and inactive members.
 - d. The **Program Committee** with responsibility for planning and organizing the programs for the meetings of the Association, including the annual meeting, in collaboration with the President.
 - e. The **Projects Committee** with responsibility for planning and implementing projects/programs to be carried out by the Association. Such projects/programs could include social, educational, service, and recreational activities of interest to the Association membership.

- f. The **Publicity Committee** with responsibility for the ARF Newsletter and for placing information on meetings and other Association activities in appropriate media outlets.
- g. The **Wellness and Memorials Committee** with responsibility for collecting and disseminating information on the state of health and well being of the Association membership. This includes gathering information on deaths of NCSU retirees.

SECTION II Election of Officers and Members-at-Large of the Board of Directors

- (1) Officers, and members at large of the board of directors shall be elected by a majority of members attending the annual meeting of the Association to be held during the spring semester or such other time as shall be determined by the Board of Directors.
- (2) A slate of candidates for office shall be supplied to the members of the Association at the meeting prior to the annual meeting.
- (3) The slate of candidates shall be prepared by an Ad Hoc Nominating Committee of at least three (3) members who shall be appointed by the President of the Association at least 60 days prior to the annual meeting.
- (4) The slate prepared by the nominating committee shall include one candidate for each office, each of whom has indicated interest and willingness to serve.
- (5) The elected term of each officer (president, vice president, secretary, and treasurer) shall be for a period of one year commencing with the end of the academic year in which the election took place, and incumbents may be renominated at the discretion of the Ad Hoc Committee on Nominations. The nine members-at-large of the Board of Directors shall be elected to three-year terms with three new members being elected each year, and incumbent directors may not be renominated for a second consecutive term.
- (6) Provisions shall be made at the time of elections during the annual meeting for nominations to be made from the floor for each office.
- (7) If the office of President becomes vacant, the Vice President shall assume the post. A vacancy in the office of Vice President, Secretary, Treasurer, or at-large member of the Board of Directors shall be filled by the President from nomination by the Executive Committee and election by the Board of Directors.

SECTION III. Amendments to the By-Laws

Proposed amendments to the By-Laws shall be submitted to all members of the Association at least 30 days prior to the meeting at which actions on the amendments are to take place. Approval of the amendments shall require the positive vote of two-thirds of the members in attendance at the meeting.

**ARTICLE V
Dues and Finances**

SECTION I. Dues

- (1) The annual dues of the Association shall be established by the Board of Directors and shall be due and payable by the September meeting of the Association for the academic year. If not paid by the October meeting, they shall be considered overdue.
- (2) New annual members joining the Association in the spring of the academic year shall be considered paid up for the following academic year.
- (3) A lifetime membership payment, the amount to be established by the Board of Directors, shall entitle an individual to membership without payment of annual dues.

SECTION II. Assessments and Fund Raising

- (1) The Association may assess its members for special benefits; e.g., a mailed newsletter which involves direct costs to the Association; however, such assessments shall not be used as a means of supplementing the treasury.
- (2) The Association may conduct sales, benefits, and other kinds of fund-raisers for special purposes or for the general treasury.

SECTION III. Responsibilities of Tax-Free Status

- (1) By decision of the United States Internal Revenue Service rendered on 22 April 1993, the Association has been determined exempt from Federal Income Tax under Section 501(a) of the Internal Revenue Code of 1986 (the "Code") as an organization described in Section 501(c)(4) of the Code.
- (2) Under the specification of the Code, the Association is (unless specifically excepted) liable for taxes under the Federal Insurance Contribution Act (social security taxes) for each employee to whom is paid \$100 or more during a calendar year. Also, unless specifically excepted, the Association is liable for tax under the Federal Unemployment Tax Act for each employee to whom is paid \$50 or more during a calendar quarter if, during the current or preceding calendar year, the Association had one or more employees at any time in each of 20 calendar weeks or paid wages of \$1,500 or more in any calendar quarter.
- (3) In the case of an amendment to the Association's organizational document or By-Laws, a copy of the amended document is to be sent to the District Director, Internal Revenue Service, C-1130, Atlanta, GA 30301. That office should also be advised of any change in the Association's name or address.
- (4) The Association is required to file Form 990 (tax organization exempt from income tax with the IRS) if receipts in each year are normally more than \$25,000 (Reference IRS letter of 22 April 1993 on file).
- (5) Donors may not deduct contributions to the Association because it is not an organization described in Section 170 (c) of the Code. Under Section 6113, any fund-raising solicitation made must include an express statement, in a conspicuous and easily recognizable format, that contributions or gifts to the Association are not deductible as charitable contributions for Federal income tax purposes. This provision does not apply, however, so long as the Associations annual gross receipts are normally no more than \$100,000, and so long as solicitations are made to no more than two persons during a calendar year.
- (6) No part of the revenues of the Association shall inure to the benefit of or be distributable to its members, officers, or other private persons except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III of these By-Laws. No substantial part of the activities of the Association shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Association shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate or public office. Notwithstanding any other provision of these articles, the Association shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501 (c)(3) or 501 (c)(4) of the Code (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170 (c)(2) of the Code (or the corresponding provision of any future United States Internal Revenue Law.)
- (7) Upon dissolution of the Association, the board of directors shall, after paying or making provision for the payment of all of the liabilities of the corporation Association, dispose of all of the assets of the corporation exclusively for the purposes of the Association in such manner or to such organization(s) organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization(s) under Section 501 (c)(3) of the Code (or the corresponding provision of any future United States Internal Revenue Law).