

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

*(Last amended upon recommendation of the Board of Directors, and vote of the  
membership at the luncheon meeting on January 19, 2011.)*

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

**ARTICLE I**

**Name**

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

**ARTICLE II**

**Purposes**

**SECTION I. Objectives.**

(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 and programs that address the needs of the University and the needs and interests of 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 regularly 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:

- volunteering of expertise held by retirees;
- sponsorship of discussion groups on campus;
- recording and documenting University history; and
- assurance of continued University services to retired faculty;

(7) To establish regular functions to maintain and continue social contacts within the Association and within the regular University faculty.

**Section II. Actions.** In furtherance of the objectives the Association shall, as deemed necessary, undertake actions including but not limited to:

- (1) providing educational and social programs and services for the membership;
- (2) collecting and disseminating data, statistics, and other information related to the University, higher education, society, and retirement issues;
- (3) recommending policies and procedures pertaining to the University's relationship with retired faculty.
- (4) developing and publishing or otherwise providing its position and recommendations with regard to selected University matters;
- (5) advocating for the Association and its members to the University and to individuals and entities beyond the Association; and
- (6) advocating for the University to individuals and entities beyond the University.

### **ARTICLE III Membership**

#### **SECTION I. Eligibility**

- (1) Retired faculty and EPA professionals of North Carolina State University, their spouses, widows, or widowers are eligible for membership in the Association. The term "faculty" shall be interpreted the same way that it is interpreted in determining eligibility to vote in North Carolina State University Faculty Senate elections.
- (2) Other retired individuals with university or college academic experience may be deemed eligible for membership on a case by case basis upon action of the Board of Directors.

#### **SECTION II. Types of Memberships and Rights and Responsibilities**

- (1) Membership in the association shall include:
  - i. Annual Members. Admission to annual membership shall be by application following procedures adopted by the Board of Directors. An individual may elect annual membership status upon joining the Association. To remain current, annual members shall pay dues annually as prescribed in Article V, Section VII(1) of these Bylaws.
  - ii. Life Members. Admission to life membership shall be by application following the same procedure as provided for annual members. An individual may elect life membership status by paying the dues prescribed for a life member upon joining the Association or at any time thereafter.

iii. Honorary Life Members. Honorary life members shall not pay dues. An individual may be accorded honorary life membership only by action of the Board of Directors of the Association in accordance with procedures adopted by the Board.

iv. Rights and Responsibilities. Current annual members, life members, and honorary life members shall have equal rights of membership. These rights include participating in activities and events of the Association, voting in elections and other votes taken within the membership, election to any of the offices and Board of Directors and appointment to any committee of the Association. All members have the responsibility to act in the best interests of the Association in any actions taken on behalf of or in the name of the Association and to abide by these Bylaws.

## **ARTICLE IV Association Leadership**

### **SECTION I. Officers and Responsibilities of Office**

The Association officers shall be current annual, life, or honorary life members, defined and placed in office for terms commencing on July 1 as follows:

**(1) President**, succeeds from President-elect and shall serve a two-year term. The President shall be responsible for the overall affairs of the organization, the scheduling and conduct of any meetings of the Association, appointing standing committees and ad hoc committees, commissions, or groups within the Association, making decisions regarding Association business between meetings of the Association and the Board of Directors, and representing the Association in matters dealing with the University, other organizations, and the general public.

**(2) President-Elect**, elected biennially by the membership to a two year term to coincide with that of the President. The President-Elect shall serve in the absence of, or at the direction of, the President, shall serve as Chair of the Program Committee, and shall facilitate established programs of the Association.

**(3) Secretary**, elected annually by the membership with no limit on consecutive terms. The secretary shall produce and maintain the minutes of business meetings of the Association and of the Board of Directors.

**(4) Treasurer**, elected annually by the membership with no limit on consecutive terms. The treasurer shall collect, receive, secure, and maintain all funds of the Association including dues, assessments, gifts, and other receipts. The treasurer shall make such disbursements from the funds of the Association as may be authorized by these Bylaws or by the Board of Directors. Disbursements for ongoing programs and activities of the Association as well

as special projects approved by the said Board of Directors may be made by the Treasurer upon receipt of expenditure documentation.

**(5) Past President**, filled for a two year term by the individual having most recently served as President. The Past President shall serve as Chair of the Nominations Committee.

## **SECTION II. Board of Directors.**

The Board of Directors of the Association shall consist of the Officers of the Association, nine elected At-large Members, persons appointed to the positions described in Section III of this Article, and the chairs of the standing committees described in Section IV of this Article. The nine At-large Members shall be elected to staggered three year terms such that three At-large Members are elected annually. At-large Members may serve no more than two consecutive three-year terms except in cases of an incumbent having filled a portion of an unexpired term. The Board shall be chaired by the President. The duties of the Board of Directors shall be to determine the broad policies, purposes, programs, and directions of the Association consistent with these Bylaws. The Board shall have the power to act for the Association in any matters arising when the membership is not duly convened in a meeting. The Board shall be responsible to develop and articulate processes and procedures for, and to assess the effectiveness of, the various activities and programs of the Association, and to determine the winner(s) of awards made by the Association.

## **SECTION III. Appointed Positions**

**(1) Archivist**, appointed by the President. The Archivist shall assemble and maintain historical documentation of the records, programs and activities of the Association.

**(2) Newsletter Editor**, appointed by the President. The Newsletter Editor shall prepare and cause to be made available to the membership and such other individuals or entities as approved by the Board of Directors a Newsletter at least twice per academic year.

**(3) Organizational Representative.** One member appointed by the President to serve as the Association's official representative to such national or international organization(s) with which the Association is affiliated.

**(4) Web Master.** One member appointed by the President to be responsible for maintaining the Association's web page. The Web Master shall also serve as Chair of the Information Technology Committee.

## **SECTION IV. Committees**

### **(1) Standing Committees:**

i. **Advocacy and Benefits.** To identify and promote those interests of retired faculty and the Association that provide opportunities for cooperation and service to the University and to

maintain purview of the retirement benefits available and potentially available to faculty retirees and disseminate such information to the membership.

ii. **Membership.** To recruit new members, promote renewal of annual memberships, and maintain an accurate listing of both active and inactive members.

iii. **Program and Publicity.** Chaired by the President-Elect To plan and organize the programs of the Association, including an annual meeting, in collaboration with the President and to cause information on meetings and other Association activities to be made known in appropriate media outlets.

iv. **Wellness and Memorials.** To collect and disseminate information on the state of health and well being of the Association members. This includes gathering information on deaths of North Carolina State University retirees and their spouses and assuring the appropriate communication of such information to the membership and to other parties as directed by the Board of Directors.

v. **Information Technology.** Chaired by the Web Master. To maintain an appropriate online presence of the Association, including such vehicles as the Association's email list serve and physical address lists, informational pages, survey tools, social networking sites, and other such means as directed by the Board of Directors. The Chair may delegate oversight of the various vehicles to committee member(s) as needed

vi. **Nominations.** Chaired by the Past President. To solicit annually nominations and prepare a slate of nominees for election to the offices of the Association. .

(2) **Audit Committee.** The President shall annually appoint an Audit Committee to audit the records of the Association. The committee shall include the most recently serving Secretary and Treasurer and shall be chaired by an At-large Member of the Board of Directors. The responsibilities of the Audit Committee shall include a review of the financial records of the Association and other such records, processes, and procedures as directed by the Board of Directors. The committee shall submit a report to the Board of Directors no later than 60 days after appointment.

(3) **Ad Hoc Committees.** Committees other than Standing Committees, work groups, task forces, or any other sub-groups may from time to time be appointed by the President with the approval of the Board of Directors. Such appointments shall be for particular purposes, for a limited duration, and the chair may serve as a member of the Board at the discretion of the Board.

## **ARTICLE V Conduct of Association Business**

### **SECTION I. Annual General Meeting.**

There shall be at least one meeting of the membership held annually in the spring at a time and place determined by the Board of Directors. Such meeting may be held

in conjunction with one of the Association's social meetings. The purpose shall be to conduct any business duly brought before the meeting, and to take official actions relating thereto. The quorum necessary for the conduct of business shall be as provided in Section IV (1) of this Article. This meeting shall be known as the "annual general meeting." Notification of the meeting shall be made no less than 20 days in advance of the meeting by a method determined by the Board of Directors. The agenda shall be developed by the President and approved by the Board of Directors for distribution with the meeting notification. The agenda is subject to modification and approval by the membership during the meeting. The meeting shall be conducted in accordance with the most current available version of Robert's Rules of Order.

## **SECTION II. Meetings of the Board of Directors.**

Between annual general meetings, the Board of Directors shall conduct the business of the Association and take official actions related thereto. The Board of Directors shall meet regularly, usually monthly during the academic year unless the President determines that a meeting is not necessary. The quorum necessary for the conduct of business shall be as provided in Section IV (2) of this Article. A schedule of regular meetings of the Board shall be prepared by the President and announced to the membership at the beginning of each year.

## **SECTION III. Meeting Modes.**

(1) Face-to-Face Mode. Any of the aforementioned meetings may be conducted by gatherings of sufficient numbers of participants to provide a quorum as hereinafter defined at times and places suitable for such gatherings.

(2) Alternative Modes. Any of the aforementioned meetings may be conducted by other means that facilitate synchronous or asynchronous communication among meeting participants provided that the number of participants comprises the quorum.

## **SECTION IV. Quora**

(1) For the conduct of Association business at an Annual General Meeting , a quorum shall consist of no fewer than 10% of the membership or 25 members, whichever is less.

(2) For the conduct of Association business at a meeting of the Board of Directors, a quorum shall consist of no fewer than 50% of the members of the Board.

## **SECTION V. Annual Election of Officers and At-Large Board Members**

(1) No later than March 1 of each year, the Nominations Committee shall submit a slate of nominees for each office and at-large board membership to be vacated by term expiration on the following July 1. After review and approval by the Board of

Directors, the slate of nominees shall be provided to the membership of the Association at least 30 days in advance of an election.

(2) The election may be conducted in a manner approved by the Board of Directors and shall consist of either of the following modes:

i. The election may be held at an Annual General Meeting. Prior to the election, the floor shall be open for further nominations. Election shall be by majority vote of the members in attendance. Election by acclamation to uncontested offices or board memberships at-large shall be permitted, and voice vote shall be allowed at the discretion of the President.

ii. The election may be held by an alternative method that provides opportunity for each member of the Association to vote and which provides no less than one week for the voting to be completed. The slate shall include a write-in opportunity for each office and at-large board membership at issue in the election. The alternative method of election may be selected from at least: web-based polling, email balloting, or mail balloting.

#### **SECTION VI. Filling vacancies of Office or Board Membership.**

If the office of President becomes vacant before expiration of the term thereof, the President-Elect shall become President and complete the term. A pre-term expiration vacancy in the office of President-Elect, Secretary, Treasurer, Past President, or at-large member of the Board of Directors shall be filled by nomination by the Nominations Committee and election by the Board of Directors.

#### **SECTION VII. Membership 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 dues are not paid by the October meeting the member shall be considered overdue and no longer active.

(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 life membership without payment of annual dues.

(4) Honorary life membership shall be without the obligation to pay dues.

#### **SECTION VIII. Assessments and Fund Raising**

(1) The Association may assess its members for specific purposes. Such purposes may include special benefits or projects of the Association that are provided only to sub-groups of the members or that are of a limited and prescribed duration. The establishment of an assessment shall be by action

of the Board of Directors after notification of intent to take such action is provided to the affected members, two weeks elapses, and any comments are received and considered by the Board.

(2) The Association may conduct sales, benefits, and other kinds of fund-raisers for special projects or to supplement operations of the Association.

### **SECTION IX. Operations Manual**

An Operations Manual shall be maintained by the President and shall include a record of processes and procedures established by the various officers for the conduct of their responsibilities and by the Board for the various activities and programs of the Association.

### **SECTION X. Conflict of Interest**

Any contract or other transaction between the Association or one of its committees and one or more of its officers or Board members, or between the Association or one of its committees and any other association, corporation, firm, or other entity in which one or more of the officers or Board members have a substantial financial or other interest, shall be approved by a vote of the Board. The material facts as to such officers or Board members interest in the contract or transaction and any common directorship, officership, or financial or other interest shall be disclosed to the Board or committee. The Board or committee shall authorize such contract or transaction by unanimous written consent, provided at least one director so consenting is disinterested, or by a majority vote without counting the vote or votes of such interested director or officer even though the disinterested directors are less than a quorum.

### **SECTION XI. 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 by law to file annually Form 990 (tax organization exempt from income tax with the IRS).

(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 Association's 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 II 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, scientific, or other such 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).

## **ARTICLE VI**

### **Amendments to the By-Laws**

Amendments may be made only by vote of the membership. A proposal to amend the Bylaws must first be reviewed by the Board of Directors which shall then provide the proposal to the membership along with any recommendation regarding the proposal no less than 30 days in advance of a vote of the membership on the question of adopting the proposed amendment. At the discretion of the Board of Directors, the vote on a proposal to amend the Bylaws may be conducted at a duly convened Annual General Meeting or by an alternative means. The alternative means must provide opportunity for all members to vote. In the event of an alternative means being employed, a time period for entering votes shall be no less than two weeks, and the vote shall be announced no later than 30 days in advance.