



## **BYLAWS**

**San Diego State University Retirement Association**  
**Established March 1986**

### **ARTICLE I**

#### **NAME**

This organization shall be known as the San Diego State University Retirement Association.

### **ARTICLE II**

#### **PURPOSE**

The San Diego State University Retirement Association (the Association) is a nonprofit on-campus organization; its purposes are to:

- Encourage communication between the University and retired faculty and staff.
- Develop information on and to sponsor educational programs related to problems of retired persons, such as housing, medical care, and other economic and social concerns;
- Work for improvement of the retirement program of San Diego State University.
- Provide members with information concerning continuing professional and educational activities of retired faculty and staff.
- Communicate on behalf of retired San Diego State University personnel with representatives of the University, government, and other groups affecting the welfare of retired persons.
- Facilitate continuing contributions by members to the furtherance of the scholarly and other professional objectives of San Diego State University.
- Sponsor or facilitate social and recreational activities of interest to retired San Diego State University faculty and staff; and
- Sponsor scholarships for San Diego State University full time students who have a family member currently working for or retired from San Diego State University or its

auxiliaries. Family members may be a parent or grandparent or may be a first-generation aunt or uncle.

## **ARTICLE III**

### **MEMBERSHIP**

Section 1. Membership in the Association is available to all retired or current SDSU faculty and staff and university auxiliary organization employees and/or spouses/partners of same. Listed below are the categories of membership.

Section 2. The categories of membership are:

- a. Regular - Regular members meet the requirements stated in Section 1. Regular members pay annual dues to the Association in an amount specified by the Board of Directors.
- b. Associate - Associate members are neither retired nor current faculty or staff at SDSU but have been, with approval of the Board of Directors, invited by a regular member to join the Association and its activities. Associate members pay the same dues as regular member, but they may not hold office in the Association.
- c. Honorary - Honorary members have been so designated by the Board of Directors by virtue of their exceptional service to SDSU or to the Association. Honorary members are not required to pay dues, but they have all the rights and privileges of Regular members.

## **ARTICLE IV**

### **EXECUTIVE COMMITTEE - BOARD OF DIRECTORS**

Section 1. Composition - Executive Committee

The Executive Committee shall be composed of The President, Vice President, Secretary, Treasurer, Immediate Past President, and Senator.

Section 2. Composition - Board of Directors

The Board of Directors shall be composed of The Executive Committee, three (3) Directors-at-Large, Chair (and Vice-Chair if applicable) of each Standing Committee, Chairs of special committees appointed by the President and deemed appropriate by the Executive Committee to serve on the Board, the Historian, and members who are appointed by the President as Representatives of organizations or agencies deemed appropriate by the Executive Committee.

Section 3. Terms of Office

- a. Officers (see Article V) and Directors-at-Large shall hold office for two (2) years. Terms of office shall begin on July 1.
- b. Officers and Directors-at-Large may be reelected to the same or any other office.

#### Section 4. Replacement or Removal of Board Members

In the event that a vacancy occurs, the Executive Committee shall appoint a member of the Association to serve the remainder of the vacated term. A partial term by appointment by the Executive Committee will not constitute a term of office as described in Section 3 of this Article. Any member of the Board of Directors may be removed from office at any time by two-thirds vote of the total number of members of the Board.

#### Section 5. Powers and Duties of the Board of Directors

The Board of Directors shall control and manage the property of the Association, its business and activities for the general welfare of the Association.

With the exception of the Committee Vice-Chairs, all members of the Board are eligible to vote on matters presented to the Board. In the absence of a Committee Chair, that Committee's Vice Chair may vote on behalf of the Committee.

Vote by Proxy – Committee Chairs in the absence of a Vice-Chair may appoint another member of their committee as a proxy to vote on their behalf. Chairs shall brief their proxy on any matters pending before the board. A proxy notification must be submitted by the Committee Chair to the President prior to the board meeting.

The Board of Directors shall:

- a. Fix the time and place of regular meetings.
- b. Establish the amount of annual dues.
- c. Determine the depositories for all funds of the Association and require funds to be deposited in the name of the Association.
- d. Make rules for the use of properties of the Association.

#### Section 6. Powers and Duties of the Executive Committee

The Executive Committee shall:

- a. With the President choose members for the Board of Directors as indicated in Section 2 of this Article.
- b. Exercise the powers of the Board of Directors whenever decisions must be made and time does not permit convening the Board of Directors.
- c. Not exercise powers beyond those of the Board of Directors.

## **ARTICLE V**

### **OFFICERS**

#### Section 1. Establishment of Officers

The Association shall provide for the following officers:

President, Vice President, Secretary, Treasurer, Immediate Past President, and Senator.

#### Section 2. Duties and Powers of Officers

- a. The duties of the President shall be:
  - To act as the Presiding Officer at all meetings of the Association.
  - To serve as Chief Executive Officer of the Association, including responsibility for management of its office, staff, and resources.
  - To make appointments to Standing and Ad Hoc Committees, as necessary; to appoint representatives to outside organizations.
  - To provide or coordinate liaison with other appropriate retirement organizations; and
  - To be responsible for collection and deposit into the proper Association accounts all dues and other monies payable to the Association and to transmit a report of such deposits to the Treasurer for purposes of reconciliation and financial record keeping.
- b. The powers of the President shall be:
  - To act as the official representative of the Association.
  - To obligate the Association in matters approved by the Board of Directors.
  - To sign agreements and acts of legislation within the scope of the Association's realm of influence; and
  - To serve as an ex officio member of all committees.
  - The duties of the Vice President shall be:
  - To assume temporarily the duties of the President in his/her absence, inability, or vacancy of Office; and
  - To perform all duties assigned by the membership of the Association or the President.
- c. The powers of the Vice President shall be:
  - To assume temporarily the powers of the President in the event of his/her absence, inability to serve, or vacancy of office; and
  - To serve with the Past President as Co-Chair of the Nominating Committee and as an ex officio member of all other committees when requested.
- d. The duties of the Secretary shall be:

- To assume temporarily the powers of the Vice President in the event of his/her absence, inability to serve, or vacancy of office.
  - To provide minutes of meetings of the Association, the Executive Committee, and the Board of Directors.
  - To provide for review of all financial records and documents of the Association upon request of any Association member.
  - To be the custodian of all non-financial records and documents of the Association; and
  - To conduct, at the direction of the President, the official correspondence of the Association.
- e. The duties of the Treasurer shall be:
- To keep accurate records of all financial transactions.
  - To report the financial status of the Association to its membership, at least annually. Reports may be more frequent, at the discretion of the Treasurer and the editorial board of the *PostScript*;
  - To prepare annually a budget for approval by the Executive Committee;
  - To authorize all financial disbursement documents; and
  - To provide for review all financial records and documents of the Association upon request of any Association member.
- f. The duties of the Senator shall be:
- To attend Senate meetings and otherwise participate in the activities of the SDSU Senate;
  - To represent the interests of the retired SDSU faculty and staff;
  - To communicate the concerns of the Association to the SDSU Senate; and
  - To report regularly to the Association Board of Directors all matters of interest to the Association.

## **ARTICLE VI**

### **ELECTION OF OFFICERS AND DIRECTORS-AT-LARGE**

#### Section 1. Eligibility for Nominations and Elections

- a. With the exception of Associate members, all Association members are eligible for election to the Board of Directors, except that the Office of Senator must be filled by an Emeritus Faculty.
- b. All Association members are encouraged to submit names in nomination for election to the Board of Directors except that nominations for Senator must be made only by Emeritus Faculty.

#### Section 2. Nominations and Elections

- a. The Nominating Committee shall present a slate of nominees to the Board of Directors and shall receive any additional nominations from the members of the Association prior to the Spring Meeting.
- b. The Nominating Committee shall review all nominations to determine eligibility and shall contact those nominated to determine their willingness to serve.
- c. Elections shall be conducted at the annual business meeting or by other means deemed appropriate by the Board.
- d. Election of the three (3) Directors-at-Large shall be as follows:
  - Two (2) Directors-at-Large in each even-numbered year; and
  - One (1) Director-at-Large in each odd-numbered year.

## **ARTICLE VII**

### **COMMITTEES**

#### Section 1. Types of Committees

There will be three types of committees:

- a. Standing Committees - Standing Committees of the Association shall have defined scope and authority.
- b. Ad Hoc Committees - Ad Hoc Committees shall have defined scope and authority. Their purpose shall be intent-specific, and they may conduct investigations and make recommendations for action within their areas of influence.

#### Section 2. Establishment of Standing Committees

The following Standing Committees shall be established by these Bylaws. Other Standing Committees may be established through amendment of these Bylaws. All new committees shall be Ad Hoc for a period of one (1) year before being added to the list of Standing Committees. All committees shall determine the Committee's calendar and, if feasible, its preliminary agenda. Committees shall also bring recommendations for action to the Executive Committee.

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|-----------------------------|--------------------------------|
| a. Communications Committee | f. Membership Committee        |
| b. Activities Committee     | g. Benefits Committee          |
| c. Bylaws/Rules Committee   | h. Awards Committee            |
| d. Nominating Committee     | i. <i>PostScript</i> Committee |
| e. Scholarship Committee    |                                |

#### Section 3. Appointment of Members to Committees

- a. The Chair of each committee shall be appointed by the President or elected from and by the membership of the committee with the approval of the President.
- b. A committee's membership shall be determined by its Chair.

- c. With the President's approval, a Standing Committee may elect a Vice-Chair. The Vice-Chair is a non-voting member of the Board and discharges the duties of the Chair as required in the Chair's absence. The Vice-Chair supports the activities of the Chair including sharing responsibilities as appropriate.

#### Section 4. Resignation or Inability to Serve

In the event that a vacancy occurs on a committee the President shall appoint a member of the Association to serve the remainder of the vacated term.

#### Section 5. Duties and Responsibilities of Standing Committees

- a. Communications Committee –The Communications Committee is responsible for communicating information regarding Retirement Association events and activities and ensuring accurate and efficient communication with members through the use of various communications tools, including the SDSU Retirement Association web page, the email marketing platform Mail Chimp, the university's internal social networking platform Aztec Network, and the social media website Facebook. The role of the Communications Chair includes troubleshooting website issues and enhancing overall user experience and engagement as well as collaborating with relevant others.
- b. Activities Committee – The Activities Committee is responsible for planning and organizing Association activities. This may include luncheons, holiday events, concerts, theater performances, athletic events, group travel, cultural outings, and educational experiences.
- c. Bylaws/Rules Committee – The Bylaws/Rules Committee shall review and recommend revisions to these Bylaws as well as advise the President regarding the conduct of the Board's deliberations in accordance with *Robert's Rules of Order, newly revised edition*. Proposed amendments to the Bylaws must be submitted to the Association's Board of Directors for final review and approval. The Bylaws/Rules Committee is composed of the chair with other members appointed as necessary in accordance with Article VII, Section 3 of these Bylaws.
- d. Nominating Committee – The Nominating Committee shall be comprised of two persons, the Vice President of the Association and the Past President of the Association. The Nominating Committee shall present a slate of nominees to the Board of Directors and shall receive any additional nominations from the members of the Association prior to the Spring Meeting.
- e. Scholarship Committee – The Scholarship Committee is responsible for coordinating with the SDSU Scholarship Office to participate in reviewing and

selecting SDSURA scholarship recipients; for communicating with scholarship recipients to congratulate them and to invite them to the annual luncheon; for providing scholarship recipients' names and other pertinent information to the *Post Script* editor, RA Directory editor, and Annual Luncheon program editor; and for reporting relevant scholarship information at Board meetings.

- f. Membership Committee – The Membership Committee is responsible for reaching out to the campus and auxiliaries to determine who the new members are, creating information to send to new members, and the annual membership renewals. This committee also processes the memberships and deposits as they come in and follows up on any unpaid memberships. The chair is responsible for maintaining the membership Excel database and email contacts list in Mail Chimp or another suitable program.
- g. Benefits Committee – The role of the Benefits Committee is to keep the membership informed of the local campus policies, proposed statewide legislative actions, proposed CALPERS policy changes and any proposed federal government policy or legal changes that influence the retirement benefits received by the membership of SDSU Retirement Association. This may include but not be limited to current research topics, current legal decisions, and current local and national news items of interest to the membership of the Association.
- h. Awards Committee – The Awards Committee is charged with collecting nominations from the membership to recognize a member to receive the annual Outstanding Service Award which is presented to the recipient at the Association's annual spring business meeting. The selection committee is composed of the chair, the president, and the past president.
- i. *PostScript* Committee - The *PostScript* Committee supports the publication of the Association's newsletter, *PostScript*. *PostScript* is published three times a year—Fall, Spring, and Summer. Committee members, considered co-editors, are responsible for determining content for *PostScript*, reviewing and editing submissions, and have the option of contributing articles they have written. The committee is composed of interested Association members, invited to join by the editor or co-editors. No minimum or maximum number of committee members has been set.

## **ARTICLE VIII**

### **MEETINGS**

#### Section 1. Meetings



- a. The Executive Committee shall meet as requested by the President.
- b. Board of Directors shall meet regularly as requested by the President.
- c. At least one of the general membership meetings shall be held in the spring of each year, for the purpose of conducting Association business.
- d. Members of Standing Committees, Ad Hoc Committees, and Action/Project Committees shall meet as necessary to conduct the business of their respective committees.

## **ARTICLE IX**

### **SPECIAL PROVISIONS**

#### Section 1. Provisions for Matters Not Expressly Covered

- a. Any items not expressly covered in the Bylaws may be decided by the Executive Committee of the Association, which may vote to poll the general membership for their endorsement or rejection of policies or actions deemed to be non-routine.
- b. The Association may enact no rule or decision which is in conflict with the Bylaws of the Association.

#### Section 2. These Bylaws may be amended at any meeting of the Board of Directors by a vote of a majority of the members present, or at any general meeting of the Association by a vote of two-thirds of the members present and voting.

#### Section 3. Enforcement

The enforcement powers of these Bylaws are vested in the officers and membership of the Association.

#### Section 4. Robert's Rules of Order

Robert's Rules of Order, newly revised, shall govern the deliberations of this Association in all procedures not expressly covered by these Bylaws.

#### Section 5. Dissolution

- a. If the Board of Directors concludes that it is no longer feasible for the Association to continue, the Board shall call a special meeting of the Association members. The decision to dissolve must be ratified by a majority of the Association members present and voting at the special meeting.

- b. In the event of dissolution, the assets shall be liquidated and distributed in a manner deemed appropriate and recommended by the last Board of Directors and ratified by a two-thirds vote of those Association members present and voting at the final meeting.
- c. Assets must be distributed to one or more nonprofit entities organized and operated for the benefit of San Diego State University or the students or faculty at San Diego State University. Such entities must qualify for federal income tax exemption under Sections 501(a) and 501(c)(3) of the United States Internal Revenue Code of 1954 and be organized and operated exclusively for charitable, scientific, literary, or education purposes.
- d. None of the final assets shall inure to the direct benefit of any director, officer, or member of the Association or to the personal benefit of any private individual.