

BYLAWS
of
THE UNIVERSITY OF TOLEDO
RETIREES ASSOCIATION

ARTICLE I

Name

SECTION 1. The name of this nonprofit organization is The University of Toledo Retirees Association (UTRA).

ARTICLE II

Purposes

SECTION 1. The purpose of this organization is to continue service to The University of Toledo, to plan social and educational activities which encourage and strengthen the friendships and associations among former faculty and staff, to support The University of Toledo Alumni Association, and to keep members informed of economic and health benefits provided through the Ohio pension plans and other University granted privileges. The organization will affiliate with and participate in the Ohio Council of Higher Education Retirees (OCHER), a network of public universities in Ohio for the benefit of its retirees.

ARTICLE III

Membership

SECTION 1. All retirees of The University of Toledo (UT) and the previously existing Medical University of Ohio (MUO) and its predecessors who have participated in the State Teachers Retirement System (STRS), the Public Employees Retirement System (PERS) or the Alternative Retirement Plan (ARP) are eligible for membership in UTRA. All retirees of The University of Toledo Foundation (UTF), The University of Toledo Federal Credit Union (UTFCU), The University of Toledo Physicians (UTP) or of other groups related to the University and approved by the Executive Board are eligible for membership in UTRA. These members are eligible to vote and hold elective office.

SECTION 2. Spouses/domestic partners who held lifetime membership prior to November 15, 2013 are eligible to retain their membership in UTRA. Spouses/domestic partners are not eligible to vote (except under Section 3 below) or hold elected office.

SECTION 3. Surviving spouses/domestic partners of members and surviving spouses/domestic partners of employees who died while employed by UT, MUO, UTF, UTFCU, or UTP are eligible for membership in UTRA. Surviving spouses/domestic partners are eligible to vote but are not eligible to hold elective office.

SECTION 4. Former employees who meet qualifications recommended by the Membership Committee and approved by the Executive Board may be considered for voting membership but are not eligible to hold elective office.

SECTION 5. Membership is available both on an annual and lifetime basis. Membership dues are set in accordance with Article V, Section 1.

ARTICLE IV

Governance of the Association

SECTION 1. UTRA is an affiliate of The University of Toledo Alumni Association.

SECTION 2. Executive Board (hereafter referred to as the "Board").

The Board is composed of four officers (President, Vice President, Secretary, and Treasurer), the Chairpersons of standing committees, the Historian, six Members-at-Large, and past presidents of UTRA and MUOR. Additional Members-at-Large are permitted as described in Article IV, Section 6. The duties of the Board are to:

- (a) act as the governing body of UTRA;
- (b) hold regular meetings;
- (c) receive and review secretarial and financial reports;
- (d) develop policies for the planning and promotion of programs and activities;
- (e) have general supervision of the affairs of UTRA between general meetings of the Association, to fix the hour and place of meetings, to make recommendations to UTRA, and to perform such duties as are authorized by the Association. No action of the Board shall conflict with actions taken by a general meeting of UTRA;
- (f) appoint a successor to any member of the Board who is unable to serve or complete their term;
- (g) select an Historian whose duties shall be to oversee the maintenance of the history and records of the Association and the significant activities of its members. The Historian, in consultation with the University Archivist, shall transfer appropriate materials to the University Archives;
- (h) approve for membership individuals as indicated in Article III, Section 4, above;
- (i) appoint two representatives to the Ohio Council of Higher Education Retirees (OCHER).

Any Board member who has unexcused absences for three consecutive Board meetings shall be terminated from the Board. The Board by majority vote may make an exception for extenuating circumstances if requested by the member. A Board member has the option to resign if unable to fulfill the requirements of their office.

SECTION 3. Actions of the Board

(a) At any Board meeting a majority of the Board shall be necessary to constitute a quorum. Any act or resolution of the Board that would change the Bylaws shall be submitted to the members in accordance with Article VII, Section 1.

(b) Any action of the Board that is challenged in writing by ten or more active members shall be rescinded by the Board within three months or put to a vote at a special or general meeting. A two-thirds vote of active members attending a special or general meeting shall be required to rescind that action.

SECTION 4. Officers and Duties

The President presides over all meetings of the Association and the Board and performs duties as usually pertain to the office. The Vice President serves in the absence of the President. The Secretary keeps minutes of all meetings of the Association and the Board and performs such duties as generally relate to the office. The Treasurer oversees the accounts and prepares an annual summary of all income and expenditures.

SECTION 5. Terms of Office

(a) The business year of the Association starts on July 1.

(b) The President and the Vice President are each elected to serve one two-year term. The Secretary and Treasurer are elected for two-year terms; these terms shall be staggered. Three Members-at-Large are elected each year for a two-year term. More than three Members-at-Large may be elected in a given year for a full two-year term as described in Article IV, Section 6. Other than the President and Vice President, who are limited to only one term in that office, Board members elected to an office can serve for at most two consecutive terms in that office.

SECTION 6. Elections

The Nominating Committee shall consist of a Chairperson appointed by the President and a minimum of two additional members selected by the Board from its membership. Members of the committee are to be selected no later than the January Board meeting. The Nominating Committee will prepare a slate of candidates from the list of eligible members to serve as officers and Members-at-Large for those whose terms are due to expire or whose positions have been vacated. Each candidate on the slate must have given prior consent to serve if elected. This slate of candidates will be submitted to the Board for approval at the March meeting. Ballots shall be prepared and sent to all voting members by April 15. Provision for write-in candidates who have consented to serve will be provided. Ballots are to be returned no later than June 1, be counted by the Nominating Committee, and the results announced at the Annual Meeting. The person with the most votes for the position for which he/she is a candidate will be elected to that position. If there is a tie between candidates for one of the officer positions on the Board, the winner shall be determined by a coin flip conducted at the meeting of the Nominating Committee where votes are tabulated. In the case of any tie votes among the top three candidates for Member-at-Large, all candidates receiving an equal number of votes shall be elected to a two-year term on the Board.

SECTION 7. Committees

All committee chairpersons are appointed by the President, with the approval of the Board. The Benefits, Bylaws, Communications, Membership, Nominating, Program, Health Science Campus Scholarship, and UTRA Scholarship Committees are standing committees. Other committees may be appointed as needed. Committee membership is open to all UTRA members. The President and Vice President may attend committee meetings.

ARTICLE V

Dues

SECTION 1. Membership dues for the next year shall be set by the Board in March.

ARTICLE VI

Meetings

SECTION 1. General Provisions

There shall be at least one annual meeting of the UTRA membership. Other meetings may be called by the President or a majority of the Board.

A quorum for any membership meeting shall consist of those members present and voting but not less than five voting members.

SECTION 2. Procedure and Conduct of Meetings

Robert's Rules of Order, Newly Revised, is the guide for questions of procedure and conduct of meetings not otherwise stated in these Bylaws.

SECTION 3. Notice of Membership Meetings

All notices of special and general meetings of the membership shall state the time and place of the meeting, and notices of special meetings shall state the business to be brought before the membership. Notices of such meetings shall be sent to all members of the association at least three weeks before they are to be held.

ARTICLE VII

Amendments

SECTION 1. These Bylaws may be amended by a majority of the eligible members voting. The proposed amendment(s) and ballots shall be sent to all voting members no later than three weeks before the date that the ballot must be returned.

SECTION 2. When changes to the Bylaws are approved, a revised copy of the Bylaws shall be distributed to the members of the Board and filed with the official records of UTRA

ARTICLE VIII

Effective Date

SECTION 1. These Bylaws shall be effective upon approval of the UTRA membership as indicated in Article VII above.

Past Approval: UTRA, June 16, 2006
MUOR, September 19, 2006
UTRA, May 19, 2009
UTRA, November 15, 2013
UTRA, July 1, 2016
UTRA, June 1, 2021
UTRA, May 13, 2022