

To: Jim Creasman, George Morrell, Anne Pittman, Gale Richards,  
Dean Smith  
From: Bob Ellis  
Re: Latest constitution/bylaws revision - meeting with Brent  
Brown  
Date: Thursday November 15, 1990

Attached are notes from the November 14th meeting, a letter from me to Brent Brown and the latest constitution revision.

Good news! I met with last night Brent and informed him about our recommendation. He has agreed to accept the new association as part of University Relations. He also has told us to proceed on the planned schedule.

George met with me today. He had a conflict and apologized for missing yesterday's meeting. He suggested that we eliminate the Executive Committee based on the concept that there are only 14 members of the board (12 elected, 2 ex-officio non-voting as we agreed yesterday) which will meet monthly. Therefore there is no need for an executive committee. I talked with Gale and he agreed so the constitution and bylaws have been changed to reflect the omission of the executive committee.

Gale will prepare a transition statement and will also edit the attached draft.

Next week is Thanksgiving week and on the 26th I leave for Hong Kong and Japan and will return on December 3rd. Therefore, we will not have a chance to meet again until after the December 6th faculty emeriti meeting. I suggest we schedule our next meeting on Wednesday December 12 at noon at Monti's. Please call me if this is not a good time.

Brent,

Thursday November 15, 1990

This memo is a follow up to our meeting last night. I'll repeat some of what I discussed with you last night.

Yesterday I met with Anne Pittman, Gale Richards and Dean Smith about the ASU Retirement Association. Creasman was still in the mountains and Morrell couldn't make it but met me today and made some pertinent suggestions.

We worked out the final bugs from the Constitution and Bylaws and I have redrafted the documents (attached). Gale may want to make some minor changes but the major problems have been resolved.

We discussed what kind of an organization this should be. It was agreed to get started we should NOT incorporate but that the association should be attached to your office. As you agreed last night this means a commitment from you of budget, secretarial support, an office and a University Relations liaison person. You asked, "how much would you be asked to contribute to the budget?" At this time I can't tell you but I would guess somewhere in the vicinity of \$10,000 per fiscal year. To get started we would probably need a couple of thousand between January 1991 and July 1991. Most of the budget would be for mailing, printing and office supplies. I think the Association would find people to volunteer to work on the newsletter and to staff an office. If we are successful we will have to meet with you to find space, etc. George has suggested that the administration consider having a Retirement Center within the Personnel Department where the Association could be located. Article II of the bylaws includes on the Board an ex-officio without vote representative from University Relations. The group also suggested a similar representative from the Academic Vice President's office. It was also strongly suggested that President Coor be informed of our recommendation and your agreement to have the Association as part of University Relations. His support is needed if the formation of the association is to be successful.

The next step is to mail the proposed constitution and bylaws to the faculty emeriti and then make a presentation at their December 6th luncheon and request a vote of confidence. Anne and Gale believe that we will receive nearly unanimous support. If that is so then Gale will present the method of transition from our present committee to an elected board.

The six of us plus a representatives from University Relations, the Provost and the Faculty Senate will compose the transition committee. Interim officers will be elected. The board will solicit membership to begin July 1, 1991...dues will be \$10. Dean Smith and I will attempt to find 50 or more retired staff whom we can inform about the proposed association. I will also try to get Cathcart to put something in Insight and send the papers a release.

The last step would be to have a membership meeting in April to get a permanent organization up and running.

Now that I have your approval, I will notify the group that we can move forward. Would you like to meet with us (or me) to wrap this up? Please let me know as soon as possible. I leave for Hong Kong/Japan on the 26th so we would have to meet before then.



Arizona State University  
Retirement Association  
Constitution

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**ARTICLE I -- Name**

The name of this organization shall be The Arizona State University Retirement Association.

**ARTICLE II -- Purposes**

The Association is organized for the following purposes:

- A. to work on behalf of retired Arizona State University personnel to ensure that they receive maximum retirement benefits and to communicate membership concerns to representatives of the University, legislators, state government agencies and other groups affecting the welfare of retired persons;
- B. to work for the improvement of the retirement program of Arizona State University and to ensure that Association members are made fully aware of the nature and extent of their retirement benefits;
- C. to contribute to the general public understanding about the problems of retired persons;
- D. to assist ASU retired persons so that they can continue their association with the University and to receive University benefits including, but not limited to, course registration and entertainment event discounts, volunteering for University programs, and continuing in their professional and educational activities;
- E. to facilitate continuing contributions by members to the furtherance of the scholarly and other professional objectives of Arizona State University;
- F. to sponsor educational programs relating to problems of retired persons, including but not limited to, housing, medical care, and other economic and social concerns.

**ARTICLE III -- Membership and dues**

**Section 1 -- Membership**

Persons eligible for membership are retired members of the Arizona State University faculty, administration, staff and former members of the State of Arizona Board of Regents; spouses, widows and widowers of such persons.

**Section 2 -- Dues**

Annual dues shall be fixed by the Board and stated in the Bylaws,

subject to change by proper amendment of the Bylaws.

#### ARTICLE IV -- Officers and Board of Directors

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##### Section 1 -- Board of Directors

The Directors shall be responsible for the on going administration of the Association.

##### Section 2 -- Eligibility for Board Membership

All members whose dues are paid and who have been employed as members of the Arizona State University faculty, administration or staff are eligible for membership on the Board. The spouses, widows and widowers of such members are eligible as well.

##### Section 3 -- Term of Office

Members of the Board shall be elected for a term of three years and shall not be eligible to serve consecutive terms. One third of the members shall be elected annually. Any vacancy on the Board shall be filled by the Board in accordance with Article IV Section 9, except that if a vacancy should occur while the nominating committee is at work, that committee shall nominate to fill such vacancy.

##### Section 4 -- Elections

The members of the Board shall be elected by written ballot distributed to all members at least Twenty (20) days before the Annual Meeting. Election shall be by a plurality of votes cast. Newly elected members of the Board shall assume their duties at the conclusion of the Annual Meeting.

##### Section 5 -- Nominations

Each year the Board shall appoint a nominating committee of at least five persons with the immediate past President as chair. This committee shall invite suggestions from the members and prepare a slate with at least two candidates for each vacancy on the ballot. The slate shall be completed and reported to the Board in time to be published in the spring newsletter.

Nominations may also be made by petition bearing the signatures of at least ten members. Such nominating petitions must be received by the chairperson of the nominating committee at a time to be specified by the Board and early enough to be included on the ballot.

To the extent possible the Board shall be representative of the several constituencies of the Association and the nominating committee should seek this end.

##### Section 6 -- Balloting

Ballots shall be issued and counted by the Membership Committee, under the supervision of its chairperson, who shall certify the results and report them to the President. Ballots must be



received in the Retirement Association office not later than one week before the Annual Meeting if they are to be counted.

Section 7 -- Electors

Each member whose dues are paid is entitled to vote.

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Section 8 -- Officers

The officers of this Association shall be a President, two Vice Presidents, a Secretary and a Treasurer. The officers shall be elected by the Board from among its members. All officers shall be elected for a one-year term and may be reelected for one consecutive term. All officers shall be elected at a meeting of the new Board immediately following the Annual Meeting. All shall assume their duties at the conclusion of the Annual Meeting.

Section 9 -- Vacancies

Vacancies shall be filled by appointment by the Board, except as provided in Article IV, Section 3. Board appointees shall serve for the remainder of the unexpired term.

**ARTICLE V -- Duties of Officers and Board**

The affairs of the Association shall be managed by a Board of Directors elected by the membership. The Board shall have the authority to establish such standing and other committees as it deems desirable. Officers shall perform the duties customary for their respective offices.

A. President. The President shall serve as the chief elected officer of the Association and shall preside at all Board of Directors meetings and meetings of the Association. The President shall appoint all standing and other committee chairmen, except as specified in the Constitution or Bylaws, and assist in the selection of committee members, subject to approval of the Association Board of Directors.

B. First Vice-President. In the absence or disability of the President, the First Vice-President shall perform all the duties of the President and when so acting shall have all the powers of, and be subject to all restrictions upon the President. The First Vice-President shall be responsible for community relations and shall chair the Community Relations committee and shall have such other powers and perform such other duties as from time to time may be prescribed by the Board of Directors or the Bylaws. The First Vice-President is the President-Elect and will succeed to the Presidency upon the President's retirement. In the event of the President's resignation, death, or permanent disability, the First Vice-President will succeed to the presidency for the remainder of the term of office.

C. Second Vice-President. In the absence or disability of both the President and the First Vice-President, the Second Vice-

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President shall perform all duties of the President, and when so acting shall have all the powers of, and be subject to, all restrictions upon the President. The Second Vice-President shall be responsible for membership and shall chair the Membership Committee and shall have such other powers and perform such other duties as from time to time may be prescribed by the Board of Directors or the Bylaws.

D. Secretary. The Secretary shall keep, or cause to be kept at the principal office of the Association, or such other place as the Board of Directors may order, all records, including, but not limited to, the Constitution and Bylaws and a Book of Minutes of all meetings of the Board of Directors and of members, with the time and place of holding, the notice thereof given, the names of those present at Board of Directors meetings, the number of votes represented at meetings of the membership, and the proceedings thereof. The Secretary shall give, or cause to be given, notice of all meetings of the members and of the Board of Directors required by these bylaws to be given, and the Secretary shall periodically review the Constitution and the Bylaws. The Secretary shall be responsible for education and shall chair the Education Committee and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the By-Laws.

E. Treasurer. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the Association, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, and surplus. The books of account shall at all times be open to inspection by any Director. The Treasurer shall deposit, or cause to be deposited, all monies and other valuables in the name, and to the credit of, the Association, with such depositories as may be designated from time to time by the Board of Directors. The Treasurer shall be responsible for the financial matters of the Association and shall chair the Finance Committee.

The Treasurer is authorized to disburse the funds of the Association, or cause them to be disbursed, within the limits of the Annual Budget as approved by the Board of Directors without the necessity of further authorization, subject to further resolutions of the Board. The Treasurer shall present a statement of current financial status of the Association as directed by the Board.

#### ARTICLE VI -- Amendments

##### Section 1 -- Vote Required

The Constitution may be amended by a majority vote of the members present at any meeting of the organization, provided notice has been given and that one-third or more of the members be present, or by majority of the ballots returned in a written poll of the

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members.

## Section 2 -- Notice

Written notice of proposed amendments must be sent to the membership at least twenty (20) days before the meeting at which they are to be acted upon. Should the Board decide to submit proposed amendments by mail ballot, a period of one month from the date of mailing must be allowed for the receipt of valid ballots.

## ARTICLE VII -- Association Fiscal Year

The fiscal year of the Association (Corporation) shall close on June 30th of each year.

### Arizona State University Retirement Association Bylaws

## ARTICLE I -- Membership Meetings

### Section 1 -- Annual Meeting

There shall be an annual meeting of the members in each fiscal year. The annual meeting shall be held in the month of April, at a time and place designated by the Board. At such meeting the members of the Association shall transact such business as may properly be presented for action by the members and the board.

### Section 2 -- Other meetings

There shall be at least two other meetings of the members. Such additional meetings as are needed, may be, called by the board; or on request of ten (10) members, submitted to the board.

### Section 3 -- Quorum

Ten (10) percent of the members shall constitute a quorum at any meeting of the members of the Association.

### Section 4 -- Notice of Meetings

The Secretary shall give notice of the time, place and purpose of all meetings to the membership at least 20 days prior to such meetings.

## ARTICLE II -- Composition of the Board

The Board responsible for the on going administration of the Association shall be composed of twelve (12) elected members and two (2) ex-officio non-voting members. One ex-officio member would be the ASU Vice President of University Relations or his/her representative and the other ex-officio member would be the ASU Academic Vice President or his/her representative.. The outgoing Arizona State University Retirement Association Board members shall serve as a committee to propose the new officers. If the President is outgoing he or she shall serve as the

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chairperson of that committee. If the President is not outgoing then he or she will appoint a chairperson.

**ARTICLE III -- Meetings of the Board**

**Section 1 -- Planning Meeting**

The Board shall hold a planning meeting within two months subsequent to the Annual Membership meeting to consider the work of the Association for the ensuing year and to appoint members of the standing committees. The President shall designate the time and place of such meeting.

**Section 2 -- Regular Meetings**

The Board shall meet monthly, unless otherwise agreed to. The time and place of such meetings shall be established by the Board.

**Section 3 -- Special meetings**

Special meetings of the Board may be held upon the call of the President or upon request of any three members of the Board.

**Section 4 -- Notice of Meetings**

The Secretary shall give notice of each meeting of the Board to each Board Member.

**Section 5 -- Quorum**

A majority of the members of the Board shall constitute a quorum.

**ARTICLE IV -- Membership Dues**

**Section 1 -- Amount**

For purpose of membership in the Association there shall be an annual dues payment of Ten (10) dollars. Spouses are included in the membership fee.

**Section 2 -- Period**

Dues shall be for a fiscal year beginning July 1 of each calendar year.

**Section 3 -- Time of Payment**

Annual dues are payable on or before the first day of July of each year.

**ARTICLE V -- Committees**

**Section 1-- Standing Committees**

Standing Committees shall include the following four (4) Committees: Membership, Finance, Community Relations, and Education.

A. Membership. This committee shall stimulate and develop Association membership. The Second Vice-President shall serve ex-officio on this committee and shall chair this committee.

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B. Finance. This committee shall oversee all financial matters related to the business of the Association. The Treasurer shall serve ex-officio on this committee and shall chair this committee.

C. Community Relations. This committee shall plan the promotional efforts of the Association in relation to its external constituencies and to communicate membership concerns to representatives of Arizona State University, the Board of Regents, legislators, state government agencies and other groups affecting the welfare of retired persons. The First Vice President shall serve ex-officio on this committee and shall chair this committee.

D. Education. This committee shall plan and provide for orientation, training, educational programs, and/or entertainment in whatever degree or manner the Association deems appropriate. The Secretary shall serve ex-officio on this committee and shall chair this committee.

Section 2 -- Subcommittees

The Standing Committees may appoint subcommittees which shall report to them.

Section 3 -- Term of Office

Members of the Standing Committees shall serve a one-year term and are eligible for successive reappointment.

Section 4 -- Other Committees

The Board may appoint other committees for the study of special problems. These committees shall report to the Board and shall serve at its pleasure.

**ARTICLE VI -- Amendments**

The Bylaws may be amended by a majority vote of the members present at any meeting of the organization, provided notice has been given and that one-third or more of the members be present, or by majority of the ballots returned in a written poll of the members.

**ARTICLE VII -- Rules**

The Board may adopt rules of procedure to govern their meetings and those of any committees. The current edition of Roberts Rules of Order, newly revised, shall be the final source of authority in all questions of parliamentary procedures when such rules are not inconsistent with the Constitution, Bylaws, or rules of the Association, University or state and federal law.