

BY-LAWS
OF THE PURDUE UNIVERSITY RETIREES ASSOCIATION

Sixth Revision- April 5, 2021

ARTICLE I
General

Section 1.1. Name. The name of this Association shall be the Purdue University Retirees Association (the “Association”).

Section 1.2. Business Year. The business year of the Association shall begin on the first day of July and end on the last day of June next succeeding.

ARTICLE II
Membership

Section 2.1. Membership Qualifications. All official Purdue University (“Purdue”) or Purdue-USDA retirees, spouses of official retirees, and spouses of deceased employees who were eligible for official retiree status at their death are automatic members of the Association. Purdue policies then in effect shall define official retirees of Purdue and the benefits available to them, their spouses and eligible children.

ARTICLE III
Purposes, Powers, and Relationships

Section 3.1. Purposes. The purpose of the Association is to promote the interests and welfare of Association members, to facilitate their support of Purdue University (“Purdue”) and the greater Lafayette community, and to maintain liaisons with relevant Purdue and community organizations. The goals of the Association are as follows:

- (a) To promote the image and presence of Purdue retirees as participating and valued members of the Purdue family;
- (b) To provide a wide range of educational, informational, cultural, social, travel and volunteer opportunities to Purdue retirees;
- (c) To provide advice and counsel to the President of Purdue on retiree or other issues through the Association Executive Board;
- (d) To monitor and share information on benefits affecting retiree health, finances, life style and other relevant issues through close associations with Purdue leaders who may act as advisors to the Association;

(e) To advance all modes of communication with members, as well as Purdue and the greater Lafayette community, via the Association's Newsletter, electronic communications, Web page, reports and other appropriate avenues;

(f) To assist and serve Purdue in accomplishing its mission and goals; and

(g) To encourage and create opportunities for retirees to help other retirees.

Section 3.2. Powers. The Association exists and serves at the pleasure and discretion of Purdue under the direction and control of the President of Purdue. Subject to the foregoing and any limitation or restriction imposed by law, the Association shall have the power:

(a) To do everything necessary, advisable or convenient for the accomplishment of any of the purposes hereinbefore set forth, or which shall at any time appear conducive to or expedient for the protection or benefit of the Association and to do all of the things incidental thereto or connected therewith which are not forbidden by law; and

(b) To have, exercise and enjoy in furtherance of the purposes hereinbefore set forth all the general rights, privileges and powers granted to the Association by common law.

The Association shall be advisory, educational and promotional in character and shall have no power to bind Purdue or any person or entity to any action or conclusion that is not provided for in this instrument.

Section 3.3. Relationships. The Association advises the President of Purdue on all issues related to the preparation for, transition to and fulfillment in retirement from Purdue as well as other issues recommended by the President or Purdue. The Association will form liaison relationships with Purdue, community and governmental leaders who will act as advisors in areas of health and retirement benefits, communications, and fiscal, academic and other issues, as appropriate and in conformance with the purposes and powers specified herein.

ARTICLE IV **Officers of the Association**

Section 4.1. Officers. The officers of the Association shall be a President, a Vice-President, a Past-President, a Secretary, a Treasurer, and a Historian. Officers shall be elected as provided in Article V. Each officer shall serve without compensation.

Section 4.2. Responsibilities, Terms of Office and Term Limits. The responsibilities, terms and term limits of the officers shall be as follows:

(a) The President shall preside over meetings of the Association and the Executive Board and perform such duties as usually pertain to the office. The President shall serve a one-year term, following a one-year term as Vice-President and followed by a one-year term as Past-President.

(b) The Vice-President, who is also President-Elect, shall serve in the absence of the President or at the request of the President. The Vice-President shall serve a one-year term and shall succeed to the Presidency the following year.

(c) The Past-President shall serve on the Executive Board as an advisory member with a vote and as the chair of the Nominating Committee. In the absence of a Vice-President, the Past-President shall, when necessary, assume the duties of the Vice-President. The Past-President shall serve a one-year term following his/her term as President.

(d) The Secretary shall record the minutes of the Executive Board meetings. The Secretary is responsible for changing the PURA officers listed on the University of Michigan website each July by e-mailing umra@umich.edu with the updated information. The Secretary shall serve a three-year term, but may be elected to serve a second three-year term with a maximum uninterrupted term of six (6) consecutive years.

(e) The Treasurer shall be responsible for the financial affairs of the Association and shall maintain complete and accurate financial records, and communicate the financial status of the Association to the Officers, Executive Board, and appropriate committee chairs. The Treasurer shall be an ex-officio member of the Endowment Committee and shall maintain permanent records of the endowments. The Treasurer shall serve a three-year term, but may be elected to serve a second three-year term with a maximum uninterrupted term of six (6) consecutive years.

(f) The Historian shall work with the University Archivist to document the current and past history of the Association. The Historian shall serve a three-year term, but may be elected to serve a second three-year term. The Historian shall also be responsible for updating the PURA Procedures & Policies Manual, as needed.

Section 4.3 Election. The officers shall be elected in accordance with the following procedures:

(a) A representative faculty/staff Nominating Committee, appointed by the President of the Association, chaired by the Past-President and with the approval of the Executive Board, shall solicit names from the Association membership for all open Officer Positions. Nominations are due at a time determined and advertised by the Nomination Committee Chair. The committee will prepare a slate of candidates reflecting the diversity of the Association membership. The slate of nominees shall be published in the February PURA Newsletter along with an announcement that elections will be conducted at the April monthly meeting. Nominees must consent to have their names placed on the slate of candidates.

(b) Those present, in person or by proxy, at the April monthly Association shall constitute a quorum.

(c) Those candidates receiving a simple majority vote shall be declared elected.

(e) The new officers shall take office at the Annual Transition Meeting and hold office until his or her successor shall have been duly elected and qualified.

(f) The President of the Association shall inform the President of Purdue of the officers of the Association each year.

ARTICLE V **Association Governance**

Section 5.1. Duties. The business and affairs of the Association shall be managed by the Executive Board of the Association (the “Executive Board”), subject to review and approval by the plenary Association and other limitations specified herein. Each member of the Executive Board shall be a person who demonstrates a commitment to the purposes of the Association. The specific duties of the Executive Board shall be as follows:

- (a) To hold regular meetings;
- (b) To prepare for the Annual Transition Meeting of the Executive Board and all members of the Standing Committees at which Association plans for the up-coming year are developed and the new officers, committee chairs and committee members assume their responsibilities;
- (c) To receive and review reports;
- (d) To prepare and disseminate an annual report of the Association’s activities;
- (e) To present reports to the President of Purdue, the University Senate, its Committees, or other entities of the University or community as deemed necessary and appropriate by the President of Purdue;
- (f) To develop policies for the planning and promotion of Association programs and activities;
- (g) To maintain contact and relationships with other university retiree associations;
- (h) To have general supervision of the affairs of the Association between monthly general meetings of the Association, to establish the hour and place of meetings, to make recommendations to the Association, and to perform such duties as are authorized by the Association. No action of the Executive Board shall conflict with actions taken by a general meeting of the Association;
- (i) To maintain oversight of the Association’s endowments;
- (j) To elect a successor to any member of the Executive Board when a vacancy occurs between elections.

(k) To intervene and support any PURA activity due to extraordinary events/circumstances either natural or manmade for the purpose of keeping PURA members safe and healthy.

Section 5.2. Composition of Executive Board. The Executive Board shall consist of the Officers of the Association and Chairs of the Committees. Each shall have one vote.

Section 5.3. Removal. Any member of the Executive Board may be removed, with or without cause, by the Executive Board. Any member may resign by filing a written resignation with the Executive Board.

Section 5.4. Vacancies. Any vacancy among the members of the Executive Board caused by death, resignation or removal shall be filled with the approval of the Executive Board. A member chosen to fill a vacancy shall hold office until the expiration of the term of the member causing the vacancy and until that member or his/her successor shall be elected and qualified.

ARTICLE VI **Committees**

Section 6.1. Committees. The activities of the Association shall be planned and implemented by its committees, currently, Benefits, Campus and Community Activities, Communications, Endowment, Hospitality, Kickoff Luncheon, Media Communications, Program, Purposeful Living in Retirement, Scholarship, and Trips and Tours.

(a) The Executive Board shall have the authority to create, restructure, and disband committees as circumstances dictate.

(b) The Nominating Committee shall recommend a slate of committee chairs to the Executive Board for approval prior to the Association's Annual Transition Meeting. When circumstances prevent monthly meetings of the PURA membership, the Executive Board has the authority to act on behalf of the membership to conduct necessary business such as the confirmation of the nominated slate of officers or other needed official business.

(b) Committee members shall be recruited by their respective chairs and confirmed by the Executive Board.

(c) Committee chairs and members shall assume their responsibilities at PURA's Annual Transition Meeting.

(e) The President of the Association shall inform the President of Purdue annually of the names of the members serving on the Executive Board and the Association's committees.

ARTICLE VII
Meetings

Section 7.1. Schedule of Meetings. Unless otherwise agreed, meetings of the full Association and the Executive Board shall occur monthly according to a schedule established at the Annual Transition Meeting. No notice shall be necessary for any regularly scheduled meeting of the Association or Executive Board.

- (a) An Annual Transition Meeting of the Executive Board and all Standing Committee members shall take place in late May or early June of each year.
- (b) The Annual Association Kickoff Luncheon shall replace the September Association meeting at a time and place to be determined each year – usually the last Monday in August or the second Monday in September. Notification shall be placed in the PURA Newsletter.
- (c) The April meeting of the Association shall be designated as the Annual Association Meeting, at which officers shall be elected. Those elected shall take office at the Annual Transition Meeting.
- (d) Special meetings of the Executive Board may be held upon the call of the President or of any two (2) members of the Executive Board and upon forty-eight (48) hours notice specifying the time, place and general purpose of the meeting. Notice shall be given to each member of the Executive Board either personally or by mail, telephone or electronic communication. Attendance at any special meeting of the Executive Board shall constitute waiver of notice of such meeting.
- (e) Special meetings of the Association may be held upon the call of the President or of any two (2) members of the Executive Board and upon fourteen (14) days notice to the Association membership. Notice of a special meeting of the Association shall be given to the Association membership by mail and electronic communication.

Section 7.2. Executive Board Meeting Attendance. Any meeting of the Executive Board may be attended in person, by proxy or by means of any form of electronic voice communication, provided that all members can simultaneously hear the proceedings and be heard by all the other members in attendance at the meeting. A quorum for the meeting so held shall be computed on the basis of all persons in voice contact with each other. Any meeting so held shall be a formal meeting of the Executive Board for all purposes, and any business may be transacted at such meeting that could be transacted if the members were assembled in physical proximity to each other.

Section 7.3. Association Quorum and Action Requirements. Those members present in person or by proxy at any duly-called meeting of the Association shall constitute a quorum. The act of the majority of the members present at any such meeting of the Association shall be the act of the Association unless the act of a greater number is required by law or these By-Laws. In the event of a mail ballot, the action of at least 60% of properly returned mail ballots shall be the act of the Association.

Section 7.4. Executive Board Quorum and Action Requirements. A majority of the entire Executive Board shall be necessary to constitute a quorum for the transaction of any business by the Executive Board. The act of the majority of the entire Executive Board shall be the act of the Executive Board unless the act of a greater number is required by law or these By-Laws. Notwithstanding the foregoing, the following special procedures shall govern certain actions by the Executive Board:

(a) Any act or resolution of the Executive Board that changes these By-Laws must be treated in the same manner as an amendment to the By-Laws (see Article IX below).

(b) Any action of the Executive Board that is challenged in writing by at least ten (10) members of the Association must either be rescinded by the Executive Board or submitted to the full Association membership for a vote by the Association at one of the monthly general meetings of the Association or by a mail ballot, at the discretion of the Executive Board. In the event of a mail ballot, the vote must be tabulated within six (6) weeks.

Section 7.5. Conduct of Meetings. Any business or other action taken at either an Association or Executive Board meeting, including, the order of business, shall be conducted in accordance with *Roberts' Rules of Order, Revised*, except insofar as these By-Laws or any rule adopted by the Executive Board or Association members may otherwise provide. The Executive Board or Association members may, by unanimous consent, waive the requirements of this section, but such waiver shall not preclude any member from invoking the requirements of this section at any subsequent meeting.

Section 7.6. Action or Consent. Any action required to be taken at a meeting of the Executive Board, or any action which may be taken at a meeting of the Executive Board, may be taken without a meeting but with the same effect as a unanimous vote at a meeting, if, prior to such action, a consent in writing, setting forth the action so taken, shall be signed by all members of the Executive Board entitled to vote with respect thereto, and such consent is filed with the minutes of the proceedings of the Executive Board.

ARTICLE VIII **Finances and University Support**

Section 8.1. Finances. Purdue shall provide the Association such annual financial support as Purdue, in its sole discretion, deems necessary and appropriate. The Association shall assess no dues.

Section 8.2. University Support. Purdue shall, in addition to the above financial support, provide the Association with technical, secretarial, advisory, mailing and other related services which Purdue, in its sole discretion, deems necessary and appropriate. Such support shall be located within Vice-President for Human Resources under the supervision and advice of the Vice-President for Human Resources and a designated assistant.

ARTICLE IX
Amendments

Section 9.1. Amendments. Subject to law and the limitations specified herein, the power to make, alter, amend or repeal all or any part of these By-Laws is vested in the Association.

Section 9.2. Procedure to Amend. Any proposed amendments to these By-Laws will be published in the PURA NEWS and will be discussed and acted upon at a subsequent monthly Association meeting following publication.

Dates of Approval of the Original Bylaws and Subsequent Revisions:

<i>Original Bylaws Approved:</i>	<i>April 5, 2002</i>
<i>First Revision Approved:</i>	<i>March 7, 2005</i>
<i>Second Revision Approved:</i>	<i>August 2, 2010</i>
<i>Third Revision Approved:</i>	<i>March 2, 2015</i>
<i>Fourth Revision Approved:</i>	<i>April 3, 2017</i>
<i>Fifth Revision Approved:</i>	<i>June 3, 2019</i>
<i>Sixth Revision Approved:</i>	<i>April 5, 2021</i>