

September 9, 2020

CUCRA Council,

The CUCRA Bylaws Committee was given a charge at the Spring 2020 CUCRA meeting to revise the CUCRA Bylaws as necessary to better reflect CUCRA's mission, elaborate and clarify a few existing areas, and add a dissolution section and other language our engaged counsel, Barbara Rhomberg, felt would be necessary to support our application to be recognized as a 501 (c) (4) organization. During the process of revising the Bylaws, it became necessary to make revisions to the Standing Rules as well.

Attached you will find the Committee's work: both the proposed revisions and additions to the Bylaws and the proposed revisions and additions to the Standing Rules. This is the culmination of many discussions by the Committee itself, including obtaining counsel's recommendations, obtaining Joe Lewis' input regarding the proposed changes to the Nominations Committee, and hearing from a select group of individuals¹ who we asked for their input and feedback.

As you read through both documents, please keep in mind the following:

- black text: existing language
- red text: suggested additions and revisions by Barbara
- blue text: suggested additions and revisions by the Bylaws Committee

The following comments are intended to provide background to the additions and revisions that you will find in the proposed revised Bylaws and the proposed revised Standing Rules.

Bylaws Article I: no changes

Bylaws Article II: Barbara added the opening sentence to focus on CUCRA supporting the UC retiree associations and providing a unified voice. This statement then leads into the activities to support this focus, which already had

¹ Marianne Schnaubelt, Lee Duffus, Marion Gade, Adrian Harris, Jeff Garberson, and Rob Mann

been part of the Bylaws. In addition, an ending paragraph to Article II was added to address the 501(c)(4) tax recognition.

Bylaws Article III (A): Barbara elaborated on membership and also recognized that a new association might join CUCRA.

Bylaws Article III (B): Language from Article III (D) was moved to Article III (B).

Bylaws Article IV.C: Barbara added the possibility that an officer may resign or be removed.

Bylaws Article IV.J (2): The Committee added to the role of Secretary to take the Joint Meeting minutes once a year.

Bylaws Article V.(C): Barbara clarified the general approval of motions at a council meeting. This had not been explicitly stated prior to now.

Bylaws Article VI.: no changes

Bylaws Article VII: The Committee elaborated and clarified existing language pertaining to the role of the Nominations Committee, with the assistance of Joe Lewis, Chair of the Nominating Committee. The title has been expanded to the Nominating and Elections Committee to recognize it is in charge of elections.

Bylaws Article VIII: no change

Bylaws Article IX: Barbara added this section as a general requirement of Bylaws.

Bylaws Article X: Barbara added this section, which is required by the FTB for its review of CUCRA's 501(c)4 tax status. To dissolve the association, CUCRA will require a unanimous vote by the Council. The allocation of assets will be based on the percentage share of each association's annual fees divided by the total annual fees received.

Bylaws Article XI: The committee simplified the reading of this section.

Standing Rules #1: The Committee revised language here and throughout the document to indicate that a meeting could be held in-person and/or by video teleconference, and what that may entail.

Standing Rules #1c and #2: The Committee added two sentences to indicate the minimum number of days a meeting – Fall or Spring – or special meetings must be noticed. This had not been stated prior to this but is important.

Standing Rules #3 through 7: no major changes.

Standing Rules #8a: The Committee rewrote this section on elections to recognize the difference between holding elections at in-person meetings and holding elections via voice and/or video telecommunications. The continuing need for voice and/or video telecommunications has changed how meetings are held.

Standing Rules #8b: The Committee rewrote this section to elaborate and clarify.

Standing Rules #9: The Committee at the suggestion of Barbara added that there will be no compensation to the travel program coordinator. This reinforces the possibility not to be charged for unrelated business income tax.

I encourage you to contact me with any questions and comments. Letting me know ahead of time will allow the Bylaws Committee to come prepared to the meeting.

Thanks.

Jim Dolgonas
Chair, CUCRA Bylaws Committee

Bylaws Committee: Jim Dolgonas — Chair, Bob Daly, John Dahl, and Patti Owen