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BYLAWS OF
THE COUNCIL OF UNIVERSITY OF CALIFORNIA
RETIREE ASSOCIATIONS

ARTICLE I. PREAMBLE

We, the retiree associations of the University of California (UC), have established the Council of University of California Retiree Associations (CUCRA), which is officially recognized by the University of California as an affiliated organization. * CUCRA represents the retiree associations from all UC campuses, national laboratories, UC Law San Francisco¹, and the Offices of the President and of the Regents² in their support of retirees³.

*Defined in Regents' Policy 5203: Policy on Support Groups, Campus Foundations, and Alumni Associations

¹ Faculty and staff of UC Law San Francisco, previously referred to as the UC Hastings, participate in the UC retirement plans in the same manner as UC campus faculty and staff.

² The retiree association of the Office of the President also includes employees of the Regents offices; for example, the employees in the Secretary of the Regents' Office are not technically Office of the President employees, but instead report to the Board of Regents.

³The term "retirees" includes all who have retired from the University, the UC national laboratories, UC Law San Francisco, and the Offices of the President and of the Regents. "Annuitants" refers to a subset of retirees who receive monthly retiree payments from the University after their retirement.

ARTICLE II. PURPOSES OF THE COUNCIL

The purposes of the Council are to support and assist local UC retiree associations and their members, and to provide them with a unified voice. The Council's activities in support of the UC retiree associations and their members shall include the following:

- A. Encouraging each campus, national laboratory, UC Law San Francisco, and the Offices of the President and of the Regents to organize and maintain an active retiree association.
- B. Assisting all member associations by keeping them informed about the following:
 - 1. Organizational practices in serving retirees and the spouses or domestic partners of retirees.
 - 2. Current University actions affecting retirees.
- C. Maintaining effective communication with the Offices of the President and the Regents on matters relevant to retirees.
- D. Advocating for all retirees of the University on issues identified by the associations.
- E. Proposing and influencing actions by the University and/or the California Legislature on matters affecting retirees. All of the following conditions should be satisfied before the Council attempts to influence legislation:
 - 1. The issue has a direct bearing on the welfare of UC retirees,
 - 2. All remedies within the University have been exhausted,
 - 3. The Office of the President (UCOP) has been made aware of the proposed action,
 - 4. Prior written notice of at least forty-five (45) days has been given to the member associations,
 - 5. The action has been approved by a two-thirds majority vote of the Council's voting members, and
 - 6. The Council has consulted with the Council of University of California Emeriti Associations (CUCEA).

- F. Developing and maintaining relationships with CUCEA and the Council of University of California Staff Assemblies (CUCSA) on matters relating to the University of California Retirement System (UCRS) and the Public Employees' Retirement System (PERS).
- G. Collaborating with CUCEA on activities of the Joint Benefits Committee (JBC). (See Article VIII.)
- H. Working with the Office of the President in studying problems and recommending solutions on matters pertaining to retirees of the University of California.
- I. Fostering mutually supportive relations between the University and its annuitants.

This Council is organized and shall be operated for purposes described in Section 501(c) (4) of the Internal Revenue Code of 1986, as amended (the "Code"). Notwithstanding any other provision of these Bylaws, this Council shall not carry on any activities that are not permitted to be carried on by an organization that is exempt from federal income tax under Section 501(c) (4) of the Code.

ARTICLE III. MEMBERSHIP IN THE COUNCIL

Council members will include representatives from each member association, the five Council officers, the immediate Past Council Chair, and Honorary Members, if any, as further provided below:

- A. Members of the Council include each UC retiree association that has chosen to affiliate with and been accepted as a member of the Council. A new UC retiree association may join the Council upon approval of the vote of the Council.
- B. Each member association may designate one voting representative and one alternate representative to participate in Council meetings and proceedings. Each member association has one vote in the Council. The term(s) of service for member association representatives to the Council will be established by the individual associations.
- C. The Council membership also includes the five Council officers (see Article IV) and the immediate Past Council Chair, each of whom have one vote.

D. Council membership may also include Honorary Council Members, in accordance with the following:

1. Honorary Council Membership may be conferred on any individual who has made extraordinary contributions on behalf of University of California retirees.
2. Service for Honorary Council Members will extend for the member's lifetime.
3. The number of Honorary Council Members will not exceed three.
4. The process for conferring an Honorary Council Membership is as follows:
 - a. A member association will submit a written statement of the candidate's name and qualifications to the Chair of CUCRA at least ninety (90) days prior to the next scheduled meeting of the Council.
 - b. The Chair will forward the nomination materials to member association representatives at least forty-five (45) days before the next scheduled meeting of the Council.
 - c. Election as an Honorary Council Member requires a two-thirds vote of Council members present at the time of the vote.
5. Each Honorary Council Member will have one vote in the Council.
6. An Honorary Council Member may be appointed to serve on a committee.
7. An Honorary Council Member will be reimbursed for expenses incurred in attending official meetings of the Council, as provided under Article VI.B.

ARTICLE IV. COUNCIL OFFICERS

A. The Council has six (6) officers: Chair, Vice-Chair, Secretary, Treasurer, Webmaster and Information Officer.

1. Officers will be elected either from present or past Council members or from present or past association-appointed alternates, except in unusual circumstances when qualified individuals cannot be identified.
2. Current officers and the immediate past Chair are voting members of the Council.

- B. The six elected officers and the immediate Past Chair constitute an Executive Committee, which is authorized to act on behalf of the Council between formal meetings. Such actions will be reported to the full Council membership at the Council meeting following the action of the Executive Committee.
- C. The term of office for all officers is two years, with the Chair, Vice-Chair and Secretary elected in even-numbered years and the Treasurer, Webmaster, and Information Officer elected in odd-numbered years. An officer may serve no more than two consecutive terms in the same office, with the exception of the Treasurer and the Webmaster, who may serve additional consecutive terms. Any officer may resign. Any officer may be removed by the affirmative votes of two-thirds of the voting members of the Council.
- D. Offices vacated before the end of an officer's term will be filled upon approval of a majority of the Council's voting members, based on a recommendation by the Nominations and Elections Committee in consultation with the Chair. The replacement officer(s) should complete the term of the vacated office(s). For the purposes of Article IV. C., completion of more than one-half term will be considered a full term of service. An officer may be nominated for and elected to a different office before the end of his or her current term of office.
- E. The Vice Chair is Chair-elect and, upon formal election, will succeed to the office of the Chair.
- F. An officer will have only one vote in the Council, even if the officer is also the designated (voting) representative of a member association. However, the association will retain one vote in Council deliberations, which may be cast by the Association's alternate representative, if in attendance.
- G. Officers will serve as volunteers and without compensation.
- H. The Council Chair has the following responsibilities:
 - 1. Maintaining liaison with the President/Chair of each member association and with CUCEA.
 - 2. Seeking information about issues specific to individual member associations that have or may have Council-wide implications.

3. Initiating appropriate action to secure the University's response to issues raised by the Council.
 4. Consulting with the other officers concerning material to be disseminated to member Associations.
 5. Convening the Council regularly, as stipulated in the Standing Rules.
 6. Requesting at the Spring Council meeting that the Presidents/Chairs of the member associations send to the Chair of the Nominations and Elections Committee by July 1 nominations for officer positions.
 7. Preparing agendas for Council meetings.
 8. Appointing committees as needed.
 9. Appointing, in consultation with the Treasurer, in odd numbered years or when there is a change in Treasurer, an auditor to review and make recommendations regarding the Council's financial records and practices.
 10. Serving as a member of the Joint Benefits Committee.
 11. Serving as an ex officio member of the Emeriti-Retiree Advisory Committee and the University of California Retirement System Advisory Board.
 12. Performing other duties as requested by the Council.
- I. The Vice-Chair has the following responsibilities:
1. Assisting the Council Chair in the conduct of the Council's affairs.
 2. Assuming the Chair's responsibilities if the Chair is incapacitated or unavailable.
 3. Conducting any semi-annual Council meeting in the Chair's absence.
 4. Serving as a member of the Joint Benefits Committee.
 5. Serving as Chair of and appointing members to the Nominations and Elections Committee.
 6. Performing other duties as requested by the Chair or the Council.

J. The Secretary has the following responsibilities:

1. Recording the minutes of each Council meeting, maintaining a record of each Council meeting, and distributing an approved copy to the Chair, the President/Chair of each member association, the Information Officer, and to the Chair of CUCEA.
2. Recording the minutes of the Spring Joint CUCRA/CUCEA meeting, maintaining a record of each Joint meeting, and distributing an approved copy to the Chairs, the Presidents/Chairs of each member association, and to the Information Officers of CUCRA and CUCEA.
3. Performing other duties requested by the Chair or the Council.

K. The Treasurer has the following responsibilities:

1. Keeping the book(s) of accounts, collecting all monies due the Council, maintaining custody of the funds, paying all authorized bills submitted in writing or by email, and securing the signature of the Chair (or another officer designated by the Chair) on issuance of checks over five hundred dollars (\$750).
2. Preparing and submitting to the Council before the spring meeting an annual, prior year's financial report for approval at the meeting. The financial report will be retained for audit.
3. Developing and presenting to the Council prior to the fall meeting a proposed annual budget for its approval at the meeting.
4. Submitting books for examination by an auditor, appointed by the Chair, whenever requested, but primarily in odd-numbered years or upon a change in Treasurer.
5. Ensuring that CUCRA remains in compliance with governmental agencies regarding its tax-exempt status and filing annual tax forms to meet this requirement.
- 6-5. Preparing and filing other financial reports and forms as requested or required.
7. Performing other duties as requested by the Chair or the Council.

L. The Information Officer has the following responsibilities:

1. Maintaining a current roster of each member association's President/Chair and voting and alternate representatives, including postal and email addresses and telephone numbers.

2. Assuring, in consultation with the Chair and working with the Webmaster, to maintain the Council's website.
3. Disseminating pertinent information to each member association's representatives.
4. Furnishing data concerning retirees to the University of California administration, State Legislature, or media when requested by the Council or its Chair.
5. Sending out notifications to Council members when materials and documents are available or require action.
6. Performing other duties as requested by the Chair or the Council.

M. The Webmaster has the following responsibilities:

1. Ensuring that the website, cucra.org, is available for access at all possible times.
2. Publishing official CUCRA information, including meeting documents, in coordination with the Executive Committee.
3. Coordinating the design and organization of cucra.org in consultation with the Executive Committee.
4. Reporting operational concerns with the Council's website to CUCRA's Chair and Information Officer.
5. Maintaining close working relationships with the website's hosting and service provider.
6. Publishing meeting registration materials in coordination with host campuses.
7. Maintaining regular communications with the CUCEA Webmaster to coordinate publication and consistency of official CUCRA and CUCEA documents.

ARTICLE V. COUNCIL MEETINGS

Council meetings should be held in accordance with the following:

- A. Council meetings shall be held as described in the Council's Standing Rules.
- B. A simple majority of the Council's voting members must be present, either in person or via voice and/or video telecommunications, to conduct business at a Council meeting. As indicated in Article III.A., although both representatives and alternate representatives may attend Council meetings, each member association has only one vote in the Council.

- C. Except as otherwise stated in these Bylaws or in the Standing Rules approved by the Council, actions of the Council may be approved by the majority of voting members present at a Council meeting.

ARTICLE VI. FINANCES

Finances of the Council should be conducted in accordance with the following:

- A. Each member association will be billed annually in January for its share of the Council's operating budget in accordance with the dues approved at the previous fall meeting. The number of retirees at each location as of October will be used in the annual calculation of dues. Dues are payable to the Treasurer by March 31 of each year.
- B. Elected Council Officers who are not representatives or alternates of any association may be reimbursed for meals, lodging, and transportation expenses incurred in attending the semi-annual Council meetings and any special meetings called by the Chair. Reimbursement will be in accordance with current UC travel regulations.

Postage, copy services, telephone charges, and other expenses incurred by Council Officers in the performance of their duties will be reimbursed as well. This also applies to Honorary Council Members.

ARTICLE VII. COMMITTEES

CUCRA will create committees—standing and ad hoc—as necessary.

- A. A standing committee is an ongoing committee that serves a specific purpose.

The Nominations and Elections Committee is a standing committee. The Committee is comprised of three members: the Vice-Chair and two members of the Council nominated by the Vice Chair and approved annually by the Council. The Committee is responsible for developing nominees for Council officers to be elected and for managing the election process, per the Standing Rules.

- B. Ad hoc committees are formed to accomplish a specific task or objective and will be dissolved after the completion of the task.

1. Ad hoc committees will be created to study and make recommendations on issues discussed at a Council meeting.
2. The size and scope of such committees will vary, depending on need.
3. The members of ad hoc committees will be appointed by the CUCRA Chair.

ARTICLE VIII. THE JOINT BENEFITS COMMITTEE

The purpose of the Joint Benefits Committee (JBC) is to monitor and make recommendations to CUCRA and CUCEA regarding the University's pension and benefit programs, health insurance, retirement delivery systems, and other benefit programs.

A. The JBC consists of eleven (11) members:

1. Four members are chairs and vice chairs of CUCRA and CUCEA.
2. Four members, two each, will be appointed/elected by CUCRA and CUCEA for two-year staggered terms. Terms begin immediately upon appointment and appointees may be appointed/elected for up to two additional terms.
3. Three at-large members who bring relevant expertise to the Committee's research and deliberations will be nominated by the four CUCRA and CUCEA appointees and officers and be appointed by both CUCRA and CUCEA Executive Committees. Appointments will be for a four-year staggered term. At-large members may be appointed to serve for an additional term.

4. The JBC Chair shall be selected by the CUCRA and CUCEA Executive Committees among member of the JBC for a two-year term, renewable for up to two additional terms.

B. The terms of the two CUCRA appointees to the JBC will be on a calendar year basis. In the event of a resignation or other midterm vacancy of a CUCRA appointee, the Council or its Executive Committee, on the recommendation of the Chair, will make an appointment to complete the unexpired term. Eligible candidates are current or previous association-appointed representatives or alternate representatives.

- C. The JBC shall meet routinely between each spring and fall conference to identify and discuss issues and prepare a report detailing its findings and recommendations. The report shall address issues and concerns regarding retiree and emeriti benefits in sufficient time (e.g. 4 weeks) prior to the spring and fall conferences for the UC President's Office to prepare presentations at the meetings in response to the report.
1. The JBC shall schedule meetings such that it may influence the agenda of the UC Emeriti-Retiree Advisory Committee (ERAC) and respond to the issues considered at the ERAC meetings.

The Council shall transmit to the JBC Chair any new or continuing concerns discussed for consideration and research before the next conference.**ARTICLE IX. TERMINATION OF**

MEMBERSHIP

- A. A UC retiree association's membership in the Council shall cease if such member association ceases to exist.
- B. An Honorary Member's membership in the Council shall cease on the death or resignation of the member.

ARTICLE X. DEDICATION OF ASSETS & DISSOLUTION

- A. The property of this Council is irrevocably dedicated to the purposes described in section 501 (c) (4) of the Internal Revenue Code, and no part of the net earnings or assets of this Council shall ever inure to the benefit of private individuals, except that the Council shall be authorized to pay reasonable compensation for services rendered, to reimburse expenses incurred in carrying out Council activities, and to make payments and distributions in furtherance of Council purposes.
- B. The Council may be dissolved by the unanimous vote of the members of the Council. Upon the winding up and dissolution of Council, and after paying or adequately providing for its debts and obligations, the remaining net assets shall be distributed to those local associations of University of California retirees which are then members of this Council, to be used exclusively for the charitable, educational or recreational purposes of such local associations

of University of California retirees; and if there are no such associations, then remaining assets shall be distributed to one or more organizations that have established their tax-exempt status under Section 501(c) (3) or 501(c) (4) of the Internal Revenue Code, to be used for charitable or educational purposes, as determined by the Executive Committee.

Each member association shall receive a proportional share of the Council's assets, with the percentage share of each association determined by dividing that association's most recent annual dues assessment by the aggregate of all of the most recent annual dues assessments for all member associations.

ARTICLE XI. AMENDMENTS TO THESE BYLAWS

These Bylaws may be amended in the following manner:

- A. Copies of proposed amendment(s) will be distributed to the Council members at least forty-five (45) days prior to the voting on the amendments(s).
- B. Approval of amendments requires a two-thirds vote of all the Council's voting members¹.
- C. If a proposed amendment is not submitted as provided in Article XI.A, it must be adopted by unanimous vote of all the Council's voting members.

These Bylaws, amended and adopted on -, supersede those adopted on October 29, 2020, and subsequent amendments.

Date:

, Secretary

¹ If CUCRA had 21 members, 14 would have to vote in favor of a proposed Bylaw amendment in order to meet the two thirds requirement.