

Proposed MURA Constitution and Bylaws

Note: Deletions are shown with a ~~strikethrough~~ and additions with an underline.

Articles of Incorporation of the MU Retirees Association, also referred to as the MURA Constitution and Bylaws, as amended and restated through ~~March 17, 2018,~~ March 13, 2024.

Article I – Name

The name of this organization shall be “The MU Retirees Association,” herein referred to as the Association or MURA. The organization was initially incorporated under the name of University of Missouri – Columbia Retiree’s Association, and the name of the same was changed by an amendment dated 5/4/1992.

Article II – Purpose

The purpose of the Association is to represent, promote and protect the interests of the retirees and to promote the welfare of the University of Missouri.

Article III – Membership

~~The membership of the Association shall consist of University of Missouri retirees, their spouses or surviving spouses, and active faculty or staff age 55 and older who each pay the Association dues. Retirees from other universities or colleges and/or their spouses may, upon payment of dues, be non-voting Associate Members.~~

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Article IV – Objectives

The objectives of the Association are:

Sect. 1. To promote and protect the legitimate welfare, rights and entitlements of retirees, including, but not limited to, retirement and health benefits.

Sect. 2. To serve as a channel of communication between retirees and the University and with other appropriate groups and individuals.

~~*Sect. 3.* To continue as a contributing part of the University family.~~

Sect. 3. To provide educational and social activities for retirees.

Sect. 5 4. To encourage members to continue their active participation in, and involvement with, the University family.

Article V – Officers and Board of Directors

Sect. 1. The Officers of the Association shall consist of the President, the President Elect, the Secretary, and the Treasurer.

Sect. 2. The Board of Directors, hereafter referred to as the Board, shall consist of the Officers, the immediate past President, the chairs of standing committees, and six members at large, three of whom shall be listed as staff and three as faculty. ~~The Historian shall serve as a non-voting ex-officio member of the Board if not otherwise on the Board.~~ Additional members may be added to the Board as allowed in the Constitution and Bylaws, but they shall not be voting members.

Sect. 3. The Officers of the Association shall serve terms that shall be staggered to provide continuity. The President Elect shall serve one year, then will become President for one year. The Secretary shall be elected in an odd numbered year; the Treasurer in an even numbered year, each for a two-year term. The Board members at large shall serve a three-year term with two members being elected each year.

Sect. 4. Elections shall be held at the spring meeting. The terms of newly elected Officers and Board members shall begin July 1. No ~~Officer or~~ elected Board member shall serve more than two consecutive full terms in the same position, ~~with the exception of the Communications Committee chair, Liaison Committee chair, Ombudsman Committee chair, and Education Committee chair.~~ ~~Chairs of these committees will serve at the request of the current president.~~

Sect. 5. The Officers shall have the responsibilities listed below:

The President shall:

- Preside over Association and Board meetings.
- Be an *ex-officio* member of all committees other than the nominating and audit committees.
- Appoint chairs of all committees, with the exception of the Finance, Program, and Past Presidents Committees; . Appoint chairs of all other committees subject to the approval of the Board, ~~no later than at its next meeting.~~ Appoint members of all committees. All committee chairs and all other persons appointed to a position such as an ex-officio appointment or ad hoc appointment will serve at the discretion of the President.
- Appoint all ex-officio representatives and members of all committees.
- Assume the duties of the Treasurer in the event that the latter is unable to perform the duties of the office.

The President Elect shall:

- Chair the Program and Education Committee and be responsible for the programs of the Association, including educational, business, informational, and social meetings.

- Assume the responsibilities of the President in the absence of the latter.

The Secretary shall:

- Keep minutes of all official meetings of the Association and of the Board.
- Distribute or read the minutes of each meeting for approval at the next meeting of the same body.
- Prepare directory of Board members and committee members.

The Treasurer shall:

- Chair the Finance Committee.
- Be responsible for handling the funds of the Association.
- Prepare financial reports to be presented to the Board at regular meetings.
- Report the financial status of the Association at the annual meeting.
- Prepare necessary federal and state tax returns.
- File annual or biennial registration reports with Missouri Secretary of State.

Sect. 6. The Board shall:

- Formulate and recommend changes in Association policy.
- Direct the activities of the Association between meetings.
- Maintain liaison with any group or organization in the interests of the Association.
- Approve the appointments of all committee chairs.
- Recommend any necessary change in membership dues to be voted on by the Association at the annual meeting.
- Perform such other duties as may properly pertain and as may be provided for elsewhere in the Constitution and Bylaws.

Sect. 7. Vacancies that occur shall be temporarily filled by the President with the approval of the Board. Such appointments shall run until the next meeting of the Association, at which time such persons ~~shall~~ may be elected to complete the vacant terms. If the Presidency is vacated, the President Elect shall assume its duties.

Sect. 8. There shall ~~normally~~ be at least two meetings of the Board each year. Other meetings may be convened by the President or by written request of the majority of the voting Board members.

Sect. 9. A quorum at meetings of the Board shall consist of a simple majority of its voting members.

Sect. 10. Between meetings of the Board, an Executive Committee consisting of the Officers and the past-president may take emergency action, which shall be reported at the next meeting of the Board.

Sect. 11. Non-voting Board members may be appointed by the President upon approval of the Board. Non-voting Board members may participate in Board meetings as any other Board member, except they shall not be allowed to vote.

Article VI – Rules of Order

The Amended and Restated Articles of Incorporation (sometimes referred to as “Constitution”) may be amended by a two-thirds (2/3) majority of the members present at a meeting of the Association, provided that at least 50 members are present and further provided that the general membership has been notified of the proposed amendment at least fifteen (15) days in advance of such vote. Amendments from the floor that alter the substance of the proposed amendment will not be considered. However, the Association may request a meeting at which a modified amendment is to be presented for consideration.

Article VII – Inurement Income

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered.

Article VIII – Legislative or Political Activities

No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene, including the publishing or distribution of statements, in any political campaign on behalf of any candidate for public office.

Article IX – Operational Limitations

Notwithstanding any other provision of these articles, the corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(4) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law).

Article X – Dissolution

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for paying all of the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such corporation or organizations organized at the time to qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law), as the Board of Directors shall determine. Distribution of assets can be utilized to provide a service to the University of Missouri, a tax exempt organization or by transferring the assets to a not for profit organization meeting the requirements above stated. The dissolution of the corporation shall require a two-thirds majority of the members voting at a specially convened meeting, provided

that the membership has been notified in writing at least fifteen (15) days before the date of the meeting. Any such assets not so disposed of in accordance with the above shall be disposed of by the Circuit Court of the County which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, that said Court shall determine, which are organized and operated exclusively for such purposes.

Bylaws

Details of the activities of the corporation shall be regulated by the Bylaws of the corporation, which Bylaws shall be approved by the membership.

*Sect. 1. **Annual Meeting.*** There shall be an annual business meeting each spring. At this meeting, there shall be committee reports, transaction of Association business, and the opportunity to consider other matters of interest.

*Sect. 2. **Additional Meetings.*** ~~There shall be at least one other meeting of the Association, normally in the fall, to conduct Association business, other than the regular annual elections and dues changes.~~ There may be other meetings of the Association called by the President.

*Sect. 3. **Special Meetings.*** Special meetings may be called by the Board or on petition signed by at least twenty-five (25) members of the Association to consider business stated in the petition.

*Sect. 4. **Quorum.*** A quorum at meetings of the Association shall consist of fifty (50) members.

*Sect. 5. **Fiscal, Board and Membership Years.*** The fiscal year and the date for new Officers and Board members shall begin on July 1 and end on June 30. The membership year shall begin on January 1 and end on December 31.

*Sect. 6. **Membership Dues.*** Dues in the Association shall be recommended by the Board and approved by a majority of the members present and voting at the annual meeting of the Association.

*Sect. 7. **Committee Assignments.*** All committee chairs and members shall be appointed by the President. Committee chairs shall be approved by the Board no later than at its next meeting with the exception of the Finance, Program, and Past Presidents Committees. The terms of office of standing committees shall be concurrent with that of the President.

*Sect. 8. **Standing Committees.*** The standing committees shall be Finance; Membership; Program and Education; Communications; Ombudsman; Retirement, Health, and Other Benefits; University Liaison; Awards; Governmental Affairs; Nominating; ~~Education~~; Past Presidents; and MURA Scholarship. At the discretion of the President and approval of the Board a standing committee may have co-chairs rather than a chair. In such an event, each standing committee shall have one vote in matters coming before the Board of Directors. In this event, it will be the responsibility of the committee to determine how that vote is cast. The chair or co-chairs of each committee shall report regularly to the President and annually, in writing to the Board, prior to the annual meeting.

1. The Finance Committee, chaired by the Treasurer, shall administer the funds of the Association as directed by the Board.
2. The Membership Committee shall have the responsibility for recruiting members, certifying applicants, and implementing policies relating to membership, including maintaining a database of membership.
3. The Program and Education Committee, chaired by the President Elect, shall recommend and develop meeting programs as ~~directed by the Board not otherwise covered by the Education Committee.~~ approved by the Committee.
4. The Communications Committee shall be responsible for disseminating information about the purpose and activities of the Association, including the periodic newsletter.
5. The Ombudsman Committee shall facilitate the resolution of complaints, problems and information requests from retirees related to University retiree programs and policies not otherwise covered by University appeal procedures.
6. The Retirement, Health and Other Benefits Committee shall promote the benefits of retirees, keep the Board informed of any proposed changes in these benefits, and suggest changes that the Association should recommend to the University administration. This committee may be chaired by the MU-designated retiree TRAC appointee, at the discretion of the President and the Board.
7. The University Liaison Committee shall maintain contact with the administrative officers and committees of the University of Missouri-Columbia and the University of Missouri system.
8. The Awards Committee shall identify candidates for Retiree Awards and prepare the nomination documents.
9. The Governmental Affairs Committee shall establish procedures for and provide oversight of the methods used by MURA to impact the making of University and Governmental rules, regulations and laws affecting University retirees.
10. The Nominating Committee shall consist of five members, three of whom shall be the three most recent former presidents of MURA, plus two others appointed by the President from MURA membership at large and/or the Board of Directors. The Nominating Committee shall have no more than three faculty or three staff persons, and a minimum of two members of either gender. It is the Committee's responsibility to nominate the next president-elect/~~program chair~~ and elected members of the Board of Directors. The Nominating Committee is to begin this process no later than December 31.
- ~~11. The Education Committee shall be responsible for educational programming including the breakfast meetings.~~
11. The Past Presidents Committee shall serve through its chair in an advisory capacity to the Board.
12. The MURA Scholarship Committee shall oversee the Kitty Dickerson MURA Scholarship Fund and carry out strategies to secure donations to the fund. The committee shall coordinate with MU on the annual selection, announcement and recognition of scholarship recipients. The committee shall also identify additional opportunities for new and/or expanded MURA scholarships.

*Sect. 9. **Special Committees.*** The President shall appoint an Audit Committee as an ad hoc committee. The President may appoint other ad hoc and special committees for specific services as needed. If and when the Sponsorship Committee, an ad hoc committee of MURA, is deemed necessary, it shall consist of the organization's past-President, President-elect, treasurer and any other designees of the President. The purpose of the committee is to determine if monetary or in-kind sponsorship should be considered and accepted by MURA. As with any ad hoc committee, this committee will cease to exist after making a recommendation to the Board.

*Sect. 10. **Amendments.*** The Bylaws may be amended by a majority of the members present and voting at a meeting of the Association, provided the membership has been notified fifteen (15) days before the meeting. Amendments to the amendment proposed from the floor must be in writing.

*Sect. 11. **Alternative Balloting.*** Where this Constitution and Bylaws of the Association calls for a time and place of an in-person election or vote of the membership, the Board, at its sole discretion, may choose to use technologies and methods other than or in conjunction with in-person meetings to conduct business or hold elections, including but not limited to synchronous and asynchronous communications by electronic means and mail-in ballots. When using a mechanism other than fully in-person meetings, the number of ballots received will determine if the requirement of a quorum, as prescribed by the Constitution and/or Bylaws, has been met.