

**Bylaws
of the**

**Association of Retirement Organizations
in Higher Education (AROHE)**

A California 501(c)(3) Nonprofit
and Public Benefit Association
with members

ASSOCIATION OF RETIREMENT ORGANIZATIONS IN HIGHER EDUCATION

PREAMBLE

The Association of Retirement Organizations in Higher Education (AROHE) has been established as an international network of retiree organizations at colleges and universities. AROHE fosters the development and sharing of ideas to assist member organizations in achieving their purposes and goals. The Association provides an organizational base to connect with national and international education communities, exchange information and ideas with other retiree organizations, help shape emerging retirement models and programs, and heighten the value of retiree-institution-community connections.

With the approval of the Board of Directors and the Voting Members, be it noted that, to the best of our knowledge, these Bylaws amend the original Bylaws and all other amendments and resolutions thereof, replace principles and procedures wherever appropriate and are in compliance with all federal and the State of California laws relating to non-profit 501(c)(3) corporations.

Approved by the Membership, August 12, 2014.

Amended by AROHE Board of Directors, November 7, 2014.

Signed by :



President



Secretary

Contents

PREAMBLE.....	1
CONTENTS	2
ARTICLE I: NAME.....	3
ARTICLE II: OFFICES.....	3
ARTICLE III: PURPOSES.....	3
ARTICLE IV: CALENDAR	3
ARTICLE V: NON-PARTISAN ACTIVITIES.....	4
ARTICLE VI: DEDICATION OF ASSETS	4
ARTICLE VII: MEMBERSHIP	4
ARTICLE VIII: BOARD OF DIRECTORS.....	7
ARTICLE IX: OFFICERS.....	9
ARTICLE X: COMMITTEES.....	11
ARTICLE XI: BOARD NOMINATIONS AND ELECTIONS.....	11
ARTICLE XII: TRANSACTIONS BETWEEN ASSOCIATION AND DIRECTORS	12
ARTICLE XIII: INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES AND AGENTS	13
ARTICLE XIV: CORPORATE RECORDS AND REPORTS.....	13
ARTICLE XV: EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS	15
ARTICLE XVI: CONSTRUCTION AND DEFINITIONS	15
ARTICLE XVII: AMENDMENTS.....	15
GLOSSARY	16

ASSOCIATION OF RETIREMENT ORGANIZATIONS IN HIGHER EDUCATION

ARTICLE I: NAME

The name of this Association is the Association of Retirement Organizations in Higher Education (AROHE), hereafter referred to as the Association.

ARTICLE II: OFFICES

Section 2.01. Principal Office

The Association's principal office location and additional office locations will be determined by the Board of Directors, hereafter referred to as the Board.

Section 2.02. Other Offices

The Board may establish branch or subordinate offices at any place where the Association is qualified to transact business.

ARTICLE III: PURPOSES

Section 4.01. General Purpose

The Association is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Corporation Law of California for public purposes.

Section 4.02. Specific Purposes

- a) To promote a culture in higher education that recognizes, encourages, and values retirees' continuing commitment and contributions to all aspects of campus and community life
- b) To create awareness among colleges and universities and in the general public about the potential contributions of retirees in higher education;
- c) To assist and encourage academic institutions to establish and consistently improve campus-based retiree organizations and services;
- d) To assist and encourage regional and national networking among campus-based retiree organizations;
- e) To disseminate information, resources and research on successful practices in retiree organizations;
- f) To work with other national and international organizations that are devoted to retirees in general and in higher education in particular.

ARTICLE IV: CALENDAR

Section 4.01. Calendar Year

The calendar year, beginning on January 1 and ending on December 31 of the same calendar year, will be used for budgeting purposes and for determining the terms of elections and appointments for Officers and members of the Board.

Section 4.02. Fiscal Year

The fiscal year, beginning on July 1 and end on June 30 of the following calendar year, will be used for membership terms.

ARTICLE V: NON-PARTISAN ACTIVITIES

This Association has been formed under the California Nonprofit Public Benefit Corporation Law for the public purposes described above, and it will be nonprofit and nonpartisan and educational in purpose. No substantial part of the activities of the Association will consist of the publication or dissemination of materials with the purpose of attempting to influence legislation and the Association will not participate or intervene in any political campaign on behalf of any candidate for public office or for or against any cause or measure being submitted to the people for a vote except as provided in Section 501(h) of the Internal Revenue Code or the corresponding provision of any future United States internal revenue law. The Association will not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes described above.

ARTICLE VI: DEDICATION OF ASSETS

Section 6.01. Property Dedicated to Nonprofit Purposes

The property of the Association is dedicated to educational and charitable purposes. No part of the net income or assets of the Association will ever benefit of any of its Directors or Officers, or any private person, except that the Association is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions as directed by the Board.

Section 6.02. Distribution of Assets upon Dissolution

Upon the dissolution of the Association, its assets remaining after payment of all debts and liabilities will be distributed to a nonprofit fund, foundation, or corporation which is operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Code.

ARTICLE VII: MEMBERSHIP

Section 7.01. Qualifications of Membership

Any organization or individual who is affiliated with, or interested in, retiree organizations or programs at institutions of higher education, and who otherwise satisfies the membership qualifications, will be eligible for membership upon approval of the membership application and timely payment of dues.

Section 7.02. Categories of Membership

The Association will have two categories of members as follows:

- a) **Organizational:** An institutional voting membership available to a retiree organization, department, or other unit at an institution of higher education;
- b) **Alumni:** An individual non-voting membership available to persons previously included as representatives in an AROHE organizational membership who wish to support, and continue their connection with, AROHE.

The Board of Directors will have the authority to create additional categories of non-voting membership.

Section 7.03. Rights of Membership

- a) **Voting Rights:** Organizational members in good standing will be entitled to vote on the election of Directors, disposition of the Association's assets, dissolution of the Association, and any other matter submitted to a Member vote. Organizational Members will designate one person entitled to vote on behalf of the organization.

- a) **Benefits:** The Association may benefit, serve, or assist persons who are not members, but may restrict certain benefits, services, and assistance to members. No member will be entitled to any dividend or any part of the income of the Association except as addressed by Article VIII, section 9.

Section 7.04. Member Dues

The amount of the annual dues for each type of membership will be fixed by the Board and will be listed on the AROHE website at <http://arohe.org>.

To be considered in good standing, Members must pay dues within 30 days of the due date. Members in good standing may vote in elections, access the password-protected members-only section of the website, and send voting representatives to attend meetings as Members.

Non-payment of annual dues within 30 days of the due date will result in the Member being listed as inactive until dues are paid. An inactive Member loses the rights accorded to Members.

Section 7.05. Termination or Suspension of Membership

A membership will terminate on occurrence of any of the following events:

- a) Resignation of the Member, on notice to the Association;
- b) Expiration of the period of membership, unless the membership is renewed;
- c) Failure of the Member to pay dues within thirty (30) days after they become due;
- d) Occurrence of any event that renders the member ineligible for membership, or failure to satisfy membership qualifications; or
- e) Expulsion of the Member under Article VIII, section 7 of these bylaws.

Section 7.07. Procedure for Termination or Suspension

- a) The Member will be given fifteen (15) days' notice of the proposed termination or suspension and the reasons for the action. Notice will be sent by first-class, registered, or certified mail to the Member's last address as shown on the Association's records.
- b) The Member will be given an opportunity to be heard, either orally or in writing, at least five (5) days before the effective date of the proposed termination or suspension. The hearing will be held, or the written statement considered, by the Board, or by a committee or person authorized by the Board to determine whether the termination or suspension should take place.
- c) The Board, committee, or person will decide whether or not the Member should be suspended or terminated. The decision of the Board, committee or person will be final.
- d) Any action challenging a suspension or termination of membership, including claims of defective notice, must be submitted within one year after the date of suspension or termination.

Section 7.08. Transfer of Membership

No membership or membership rights will be transferred. All membership rights cease on the dissolution of the organization (Organizational Members), Member's death (Individual Members), or suspension or termination of membership as outlined in Article VII, section 7 of these bylaws.

Section 7.09. Liability for Debts or Obligations

Members of the Association are not personally responsible for the debts, liabilities, or obligations of the Association.

Section 7.10. Member Meetings.

- a) Members in good standing may meet and vote at any Board-approved meeting.
- b) General Meetings will be held at least every two years at a location, time, and date determined by the Board.
- c) Special Meetings may be called by the President, by the Board, or by written petition of five (5) percent of Members in good standing. A Special Meeting will be called by written or electronic request to the Board, specifying the general nature of the business proposed to be transacted. The Board will set a meeting at least thirty-five (35) but no more than ninety (90) days after receipt of the request.
- d) A quorum will consist of at least twenty percent (20%) of the voting Members.

Section 7.11. Meeting Notice.

Whenever members are required or permitted to take any action at a meeting, a written notice of the meeting will be given, as set forth in these bylaws, to each Member in good standing.

- a) Meeting notices will specify the place, date, and hour of the meeting, and the means by which members may participate in the meeting.
- b) Meeting notices will be given at least thirty-five (35) days but no more than ninety (90) days before the meeting date.
- c) The notice of any meeting at which Directors are to be elected will include the names of all persons who are nominees when notice is given.
- e) For the General Meeting, the notice will state the matters that the Board intends to present for action by the Members. For a Special Meeting, the notice will state the general nature of the business to be transacted and will state that no other business may be transacted. For the Special Meeting, if the notice is not given within twenty (20) days after the request is received, the person or persons requesting the meeting may give the notice.
- d) Approval by the Members of any of the following proposals is valid only if the notice or written waiver of notice states the general nature of the proposal or proposals:
 - 1. Removing a Director without cause;
 - 2. Filling vacancies on the board;
 - 3. Amending the articles of incorporation; or
 - 4. Electing to dissolve the Association.
- e) The written meeting notice will be given to all Members in good standing by one of the following methods:
 - 1. First-class, registered, or certified mail;
 - 2. Electronic mail (email) or other means of electronic transmission if the recipient has consented to accept notices in this manner in accordance with Cal. Corp. Code Section 20. Notice will not be sent by electronic transmission if the Association is unable to deliver two consecutive notices to the Member by that means or the inability to do so becomes known to the Secretary or any person responsible for giving the notice.
- f) Meeting notices will be addressed to each Member in good standing at the address of that Member.

Section 7.12. Action by written ballot

Any action which may be taken at any Member meeting, including the election of Directors, may be taken without a meeting and without prior notice by complying with the provisions of this section concerning written ballots.

- a) The Association will distribute one ballot to each Member in good standing. Ballots will be mailed or delivered electronically as required by Article VII, Section 11 of these bylaws.
- b) All solicitations of votes by written ballot will:
 1. Set forth the proposed action(s);
 2. Provide voting Members an opportunity to specify approval/disapproval or abstention for each proposal;
 3. Indicate the number of responses needed to meet the quorum requirement; and
 4. Provide a reasonable time within which to return the ballot to the Association.
- c) Ballots may be submitted electronically or by U.S. mail.
- d) Approval by written ballot will be valid if the number of votes cast equals or exceeds the quorum required to be present at a meeting authorizing the action and the number of approvals equals or exceeds the number of votes that would be required for approval at a meeting.
- e) A written ballot may not be revoked. All written ballots will be filed with the Secretary of the Association and maintained in the corporate records
- f) There will be no proxy voting.

ARTICLE VIII: BOARD OF DIRECTORS

Section 8.01. General Powers of the Board.

Subject to the limitations of the California Nonprofit Public Benefit Corporation Law, any other applicable laws, and any limitations of the Articles of Incorporation, the affairs of the Association will be conducted and all corporate powers will be exercised by or under the direction of the Board.

Section 8.02. Board Composition.

The Board will consist of not less than nine (9) or more than fifteen (15) Directors, including the five Officers listed below. The exact number of Directors will be determined, within these limits, by the Board.

Section 8.03. Selection and Term of Office.

- 1) Directors shall be elected at the biennial meeting of the Members and take office on January 1 of the following year.
- 2) Elected directors shall hold office for a two-year term ending December 31, may serve a maximum of two consecutive two-year terms, and may be elected thereafter again after no fewer than two years have elapsed.
- 3) In accordance with Article VIII, Section 8.04, directors not serving a full two-year term may be replaced by a successor by appointment by the Board upon recommendation of the President and/or the Executive Committee. Any such appointment will serve until the expiration of the term being filled.

Section 8.04. Vacancies.

- a) A vacancy on the Board will occur in the event of:
 - 1. the death, removal, or resignation of any Director;
 - 2. the vote of Members in good standing;
 - 3. the increase of the authorized number of Directors;
 - 4. the failure of the Members, at any meeting of Members at which any Directors are to be elected, to elect the number of Directors required to be elected at such meeting.

Vacancies will be filled by appointment by the Board, upon recommendation of the President and/or the Executive Committee. Any such appointee will serve until the expiration of the term being filled.

- b) **Resignation:** any officer may resign by giving written notice to the Board. The resignation will take effect on the date the notice is received or at any later time specified in the notice. No Director may resign if the Association would then be left without an elected Director or Directors in charge of its affairs, except upon notice to the California Attorney General.
- c) **Removal:** the Board may declare a vacancy in the position of a Director who has been convicted of a felony, declared of unsound mind by a court order, or found by any court to have breached a duty under California Nonprofit Public Benefit Corporation Law, Chapter 2, Article 3.
- d) **No Removal on Reduction of Number of Directors:** no reduction of the authorized number of Directors will have the effect of removing any Director before that Director's term of office expires unless the reduction also provides for the removal of that specified Director in accordance with these Bylaws and California Nonprofit Corporation Law.

Section 8.05. Board Meetings.

- a) Regular Board meetings will be held at least quarterly for the purposes of organization, strategic planning and the transaction of other business. Meetings may be face-to-face or via conference telephone or other communications equipment permitted by California Nonprofit Corporation Law, as long as all Directors participating in the meeting can communicate with one another.
- b) Notice of meetings will be given to Members through the AROHE newsletter and website.
- c) Special meetings may be called by the President, Vice President, Secretary, or two Directors.
- d) A quorum will consist of a majority of directors then in office.
- e) In the event of a tie vote, the President may vote to break the tie.
- f) Members in good standing have the right to attend Board meetings with voice but without vote.

Section 8.06. Board Meeting Notice.

- a) Board meetings will be publicized to the Board Members at least seven days before the meeting date.
- b) Notices will specify the place, date and hour of the meeting and the means by which the Board may participate.
- c) The meeting notice will be delivered to all Board members by one of the following methods:
 - 1. First-class mail, registered or certified mail, postage paid;

2. Electronic mail (email), or other means of electronic transmission if the recipient has consented to accept electronic notices in accordance with Cal. Corp. Code Section 20.

Section 8.07. Adjourned Meeting and Notice

A majority of Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. If the meeting is adjourned for more than twenty-four (24) hours, notice of any adjournment to another time or place will be given prior to the time of the adjourned meeting to the Directors who were not present at the time of the adjournment.

Section 8.08. Action without a Meeting

The Board may take any required or permitted action without a meeting, if all members of the Board individually or collectively consent in writing to such action. Such written consent or consents will be filed with the minutes of the proceedings of the Board. Such action by written consent will have the same force and effect as the unanimous vote of such Directors.

Section 8.09. Waiver of Notice

Notice of a meeting need not be given to any Director who signs a waiver of notice or a consent to holding the meeting. All such waivers, consents, and approvals will be filed with the Association records or made a part of the minutes of the meeting.

Section 8.10. Board Compensation.

Directors, Officers, members of committees and other volunteers are not entitled to compensation for their services, but may be reimbursed for expenses as determined by the Board.

ARTICLE IX: OFFICERS

Section 9.01. Officers.

The Officers of the Association will be a President, a President-elect, a Secretary, a Treasurer, an Immediate Past President, and any other Officers nominated, elected, and approved by Members in good standing. The Board may, subject to the approval of the Members in good standing, appoint additional vice presidents, assistant secretaries, or assistant treasurers, and other such Officers. Any number of offices, except the office of the President, may be held by the same person.

Section 9.02. Duties of Officers.

a) Duties of the President:

1. The President is the chief executive officer of the Association and has, subject to the approval of the Board, general supervision and control of the business of the Association.
2. The President represents the Association in matters dealing with Members, relevant private and public agencies, and the general public.
3. The President is an *ex officio* member of all committees.

b) Duties of the President-elect:

1. The President-elect, in the absence or disability of the President, will perform all the duties of the President and, when so acting, will have all the powers of, and be subject to, all the restrictions upon the President.
2. In case of resignation or death of the President, the President-elect becomes President for

the unexpired term.

3. The President-elect may have other powers or duties as approved by the Board.

c) Duties of the Secretary:

1. The Secretary will keep, or insure the keeping of, a record of minutes of all meetings of the Board, with the date, time, and place of the meeting, the notice given, the names of those present, and the proceedings.
2. The Secretary will give, or insure the giving of, notice of all meetings of the Board and the Executive Committee.
3. The Secretary will keep, or insure the keeping of, an original or a copy of the Association's Bylaws, as amended to date.
4. The Secretary temporarily assumes the position of President if neither the President nor President-elect is able to function.
5. The Secretary may have other powers or perform other duties as approved by the Board.

d) Duties of the Treasurer

1. The Treasurer will keep and maintain, or insure the keeping and maintaining of, correct accounts of the properties and business transactions of the Association.
2. The Treasurer will deposit all monies and other valuables in the name and to the credit of the Association with such depositaries determined by the Board.
3. The Treasurer will disburse the funds of the Association as directed by the Board.
4. The Treasurer will render to any Director, as reasonably requested, an account of all transactions as Treasurer and of the financial condition of the Association.
5. The Board may designate a person, who need not be a member of the Board, to serve as the Chief Financial Officer of the Association. In the absence of such a designation, the Treasurer will serve as the Chief Financial Officer of the Association.
6. The Treasurer may have other powers or duties as approved by the Board.

e) Duties of the Immediate Past President:

1. The immediate Past President normally chairs the Nominations and Elections Committee.
2. The Immediate Past President may have other powers other duties as approved by the Board.

Section 9.03: Executive Director

The Board may designate/employ a person to serve as Executive Director and Chief Administrative Officer of the Association to conduct, manage, and control the affairs of the Association on behalf of and with the approval of the Board. The Executive Director will serve as an *ex-officio* member of the Board with no voting rights.

The Executive Director will:

- a) manage the affairs of the Association on behalf of and with the approval of the Board;
- b) attend all Board, General, and Special meetings and report accordingly;
- c) work closely with the Board to assure the implementation of the Board's directives;

- d) be the primary source of information and resources for the benefit of Members;
- e) hire and supervise additional employees as directed by the Board; and
- f) be eligible to receive compensation or reimbursement for expenses, as approved by the Board.

ARTICLE X: COMMITTEES

Section 10.01. Executive Committee.

The Board may establish an Executive Committee chaired by the President and consisting of the Officers, the Executive Director, and others designated by the Board. The Executive Committee may exercise the powers of the Board in the management of the affairs of the Association, when timing or circumstances warrant action that the Board cannot achieve, providing that substantive decisions are submitted to the Board for ratification within sixty (60) days. Copies of the Executive Committee meeting agenda items and minutes will be made available to the entire Board.

Section 10.02. Standing Committees and Ad Hoc Committees

The Board may establish standing and ad hoc committees under guidelines established by the Board.

ARTICLE XI: BOARD NOMINATIONS AND ELECTIONS

Section 11.01. Eligibility for Nomination.

Any Member in good standing will be eligible for nomination to a position on the Board.

Section 11.02. Nominations.

- a) The Board will appoint a Nominating Committee to select qualified candidates for election to the Board at least one hundred and eighty (180) days before the date of any election of Directors.
- b) The Nominating Committee will be composed of a Chair, two members from the Board, and two members from the general membership.
- c) The Nominating Committee will call for nominees at least ninety (90) days prior to the General Meeting of the Association. A nominee must submit a written statement to the Nominating Committee, to include his/her willingness to serve on the Board and a statement of interest.
- d) The Nominating Committee will present a proposed slate of candidates to the Board at least thirty (30) days prior to the election.
- e) In nominating candidates, the committee will seek to achieve a diversity of backgrounds and skills, geographical diversity, cultural diversity, and such other goals as directed by the Board.
- f) Additional nominations may be made by members when invited by the President.

Section 11.03. Elections.

- a) Officers and members of the Board will be elected at least every two years by a simple majority vote of Members in good standing.
- b) Consistent with Article VII, section 12, the slate of candidates will normally be presented at the biennial General Meeting or within thirty (30) days after the meeting, and elections will be held at the meeting or by electronic vote within thirty (30) days after the meeting.
- c) When more than two nominees for an office appear on a slate, a plurality of votes will decide the outcome. Acclamation will be made if all candidates on the slate are uncontested.

- d) The ballots will be counted and verified by at least two scrutinizers appointed by the Board and not on the Nominating Committee. Election results will be announced to the general Membership within fourteen (14) days of the close of the election.

ARTICLE XII: TRANSACTIONS BETWEEN ASSOCIATION AND DIRECTORS

Section 12.01. Restriction on Interested Directors

Not more than twenty-five percent (25%) of the persons serving on the Board at any time may be interested persons. An interested person is:

- a) Any person who has been compensated by the Association within the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor or otherwise.
- b) Any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law or father-in-law of any such person.

Section 12.02. Requirements to Authorize Interested Party Transactions

Consistent with Article VIII, Section 10 the Association will not be a party to any transaction unless:

- a) the Association enters into the transaction for its own benefit;
- b) the transaction is fair and reasonable to the Association at the time the transaction is entered into;
- c) prior to consummating the transaction or any part thereof, the Board authorizes or approves the transaction in good faith, by a vote of a majority of Directors then in office (without counting the vote of the interested Directors), and with knowledge of the material facts concerning the transaction and the interested Director's or Officer's financial interest in the transaction;
- d) prior to authorizing or approving the transaction, the Board considers and in good faith determines after reasonable investigation that the Association could not obtain a more advantageous arrangement with reasonable effort under the circumstances; and
- e) the minutes of the Board meeting at which such action was taken reflect that the Board considered and made the findings described in paragraphs (a) through (d) of this Section 12.02.

Section 12.03. Material Financial Interest

Directors or Officers will be deemed not to have a "material financial interest" in a transaction that fixes the compensation of a Director as a Director or Officer:

- a) if the contract or transaction is part of a public or charitable program of the Association and it
 - a. is approved by the Association in good faith and without unjustified favoritism, and
 - b. results in a benefit to one or more Directors or their families only because they are in the class of persons intended to be benefited by the program; or
- b) where the interested Director has no knowledge of the transaction and it does not exceed the lesser of one percent of the gross receipts of the Association for the preceding year or \$1,000.

Section 12.03. Loans to Directors and Officers

The Association will not make any loan of money or property to or guarantee the obligation of any Director or Officer, unless approved by the Attorney General; except that, however, the Association may advance money to a Director or Officer for expenses reasonably anticipated to be incurred in the performance of duties of such Director or Officer, if in the absence of such advance, such Director or

Officer would be entitled to be reimbursed for such expenses by the Association.

Section 12.04. Interlocking Directorates

No contract or other transaction between the Association and any corporation, firm or association of which one or more Directors is a director is either void or voidable because such Director(s) are present at the Board or Committee meeting that authorizes, approves, or ratifies the contract or transaction, if:

- a) the material facts as to the transaction and as to such Director's other directorship are fully disclosed or known to the Board or Committee, and the Board or Committee authorizes, approves, or ratifies the contract or transaction in good faith by a vote sufficient without counting the vote of the interested Director(s) (subject to the quorum provisions of Section 7.10 9d)); and
- b) the contract or transaction is just and reasonable as to the Association at the time it is authorized, approved, or ratified.

ARTICLE XIII: INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES AND AGENTS

Except in the case of gross negligence or willful misconduct, the AROHE Association will indemnify and save harmless, out of the funds of the Association, or insurance protection, members of the Board, employees, or other persons who have undertaken or are about to undertake any liability on behalf of the Association and their heirs, executors, and administrators, from and against:

- a) All costs, charges and expenses which a Board member, employee, or other person who sustains or incurs any action, suit, or proceeding which is brought against them, or in respect of any act, deed matter, or thing whatsoever, made, done, or permitted them, in or about the execution of the duties of their office or respect of any such liability.
- b) All other costs, charges and expenses which a member of the Board, a designated employee, or other person sustains or incurs in or about or in relations to the affairs thereof, except such costs, charges, or expenses as are occasioned by willful neglect or default.

ARTICLE XIV: CORPORATE RECORDS AND REPORTS

Section 14.01. Meeting records

The Association will keep records in written form or electronic form which will contain a record of all actions by the Board including:

- a) the time, date, and place of each meeting;
- b) whether a meeting is regular or special and, if special, how called;
- c) the manner of giving notice of each meeting and a copy thereof;
- d) the names of those present at each meeting of the Board or any Committee thereof;
- e) the minutes of all meetings;
- f) any written waivers of notice, consents to the holding of a meeting, or approvals of the minutes thereof;
- g) all written consents for action without a meeting;
- h) all protests concerning lack of notice; and (ix) formal dissents from Board actions.

Section 14.02. Books and Records of Account

The Association will keep adequate and correct books and records of account, including but not necessarily limited to, accounts of properties and transactions, assets, liabilities, receipts, disbursements, gains, and losses.

- a) **Articles of Incorporation and Bylaws:** the Association will keep at its principal office, the original or a copy of the Articles of Incorporation and Bylaws as amended to date.
- b) **Federal Tax Exemption Application and Annual Information Returns:** the Association will at all times keep at its principal office a copy of its federal tax exemption application and, for three years from their date of filing, its annual information returns. These documents will be open to public inspection and copying to the extent required by the Code.

Section 14.03. Annual Financial Report, Statement of Certain Transactions

Within one hundred and twenty (120) days after the close of the Association's fiscal year, the Board will cause an annual financial report to be posted to its website and electronically alert each Member and Director to the posting. The report should contain the following information:

- a. The assets and liabilities of the Association as of the end of the fiscal year;
- b. The principal changes in assets and liabilities, including trust funds, during the fiscal year;
- c. The revenue or receipts of the Association, both unrestricted and restricted to particular purposes, for this fiscal year;
- d. The expenses or disbursements of the Association for both general and restricted purposes during the fiscal year;
- e. A statement of any transaction to which the Association, its parent, or its subsidiary was a party:
 1. which involved more than \$50,000 or which was one of a number of such transactions with the same person involving, in the aggregate, more than \$50,000, and
 2. in which either of the following interested persons had a direct or indirect material financial interest (a mere common directorship is not a financial interest):
 - a. any Director or Officer of the Association, its parent, or its subsidiary;
 - b. any holder of more than 10% of the voting power of the Association, its parent, or its subsidiary.

The statement will include:

- a. a brief description of the transaction;
- b. the names of interested persons involved;
- c. their relationship to the Association;
- d. the nature of their interest in the transaction, and when practicable, the amount of that interest, provided that, in the case of a partnership in which such person is a partner, only the interest of the partnership need be stated;
- e. A brief description of the amounts and circumstances of any loans, guaranties, indemnifications, or advances aggregating more than \$10,000 paid during the fiscal year to any Officer or Director.

Section 14.04. Directors' Rights of Inspection

Every Director will have the right at a reasonable time to inspect the books, records, documents, and physical properties of the Association. The inspection may be made in person or by the Director's agent or attorney. The right of inspection includes the right to copy documents.

ARTICLE XV: EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

Section 15.01. Execution of Instruments

The Board may authorize any Officer, agent, or employee of the Association to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association. Unless so authorized, no Officer, agent, or employee will have any authority to bind the Association by any contract or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

Section 15.02. Checks and Notes

Except as otherwise specifically determined by the Board, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Association will be signed by the Treasurer and countersigned by the President.

Section 15.03. Deposits

All funds of the Association will be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board may select.

Section 15.04. Gifts

The Board may accept on behalf of the Association any contribution, gift, bequest, or devise for the charitable or public purposes of the Association.

ARTICLE XVI: CONSTRUCTION AND DEFINITIONS

Unless the context otherwise requires, the general provisions, rules of construction and definitions contained in the General Provisions of the California Nonprofit Corporation Law and in the California Nonprofit Public Benefit Corporation Law will govern the construction of these Bylaws.

ARTICLE XVII: AMENDMENTS

Subject to the Members' rights under these bylaws and the limitations set forth below, the Board may adopt, amend, or repeal Bylaws unless doing so would materially and adversely affect the Members' rights as to voting or transfer.

The Board may not, without the Voting Members' approval, specify or change any bylaw that would:

- a) Fix or change the authorized number of Directors;
- b) Fix or change the minimum or maximum number of Directors; or
- c) Change from a fixed number of Directors to a variable number of Directors or vice versa.

GLOSSARY

In these Bylaws:

- a) “Appropriate means of communication” means the use of telephone, computer networks, or any other equivalent method of communication to carry direct personal exchanges, verbal or written.
- b) “AROHE” means the Association of Retirement Organizations in Higher Education.
- c) “Association” means the Association of Retirement Organizations in Higher Education.
- d) “Covered transaction” means a transaction in which the Association was a party, and in which any Director or Officer of the Association, or its parent or subsidiary, had a direct or indirect material financial interest.
- e) “Board” means the Board of Directors of the Association.
- f) “Director” means an individual, at least 18 years of age and with power under law to contract and who were eligible to be nominated and then elected or approved to serve on the Association’s Board.
- g) “Executive Director” means a person designated or employed by the Board to conduct, manage and control the affairs of the Association on behalf of and with the approval of the Board
- h) “Executive Committee” means the Association's President, President-elect, Treasurer, Secretary, Immediate Past President, Executive Director or other Members elected or appointed to an office.
- i) “General Meeting” means an official meeting called with due notification to the Members in good standing in order to conduct business.
- j) “In good standing” means an Organizational or Individual Member who has paid dues during the fiscal year and is eligible to vote in general/special meetings.
- k) “Member” means (a) a voting representative of an Organizational Member, or (b) a voting Individual member.
- l) “Officer” means the Association's President, Vice President, Treasurer, Secretary, Immediate Past President, or other Members elected or appointed to an office.
- m) “Special Meeting” means a meeting that is apart from a General Meeting and has special business, for example, the revision of an approved budget, to repeal or amend a Bylaw, or to conduct other business deemed special by the Board.
- n) “Voting Member” means (a) an Individual Member or (b) a voting representative of an Organizational Member.

In these Bylaws and in all other Bylaws of the Association passed hereafter, unless the context otherwise requires, words importing the singular number or the masculine gender will include the plural number and the feminine gender, as he case may be, and vice versa, and references to persons will include firms and corporations.