As the leadership of OSURA prepares to ready this organization for a transition of our affiliation from the Office of Human Resources to The Ohio State University Alumni Association, the OSURA Bylaws Committee was asked to prepare a Constitution and make revisions to the OSURA Bylaws in conjunction with our classification of a “Special Interest Group Society” within the organizational structure of the Alumni Association. Historically, the governance of OSURA has been guided by the Bylaws which are printed each year in the OSURA Directory. In order for OSURA to be chartered by the Alumni Association, there is an expectation that OSURA would develop a constitution to help ensure alignment of OSURA activities to those of other groups in promoting the University, eligibility for the many benefits of affiliation, optimization of resources and identification of shared responsibility.

The Proposed OSURA Constitution and the Revised Bylaws have been approved by the Executive Board at meetings this spring and are now subject to review and adoption by the OSURA Membership. A vote on both documents is slated to occur at the Annual Meeting of the Membership, which is scheduled for August 17, 2016. Copies of these documents are provided in this Newsletter to allow ample time for review and questions, and to be in compliance with the current Bylaws which specify that amendments can be made at a meeting of the membership by a majority vote of the members present and voting, provided notice of revisions has been communicated to the members not less than one month prior to the vote.

In preparing these documents, the Bylaws Committee made every attempt to ensure that our new governance guidelines would preserve the essentials of the current Bylaws as well as the governing practices of this organization. The Constitution is a new document, and after adoption by the membership of OSURA will then be subject to approval by the Board of Directors of the Alumni Association. The revised Bylaws will require only the adoption by the OSURA membership. To compare the differences between the current and revised Bylaws, readers are invited to examine the revised version against that which is printed in the current OSURA Directory. Some of the major differences between the current and the revised Bylaws include the following:

1. Modified the organization of the current Bylaws, especially Article IV, describing the “Governance of OSURA”, to parallel the new OSURA Constitution and to be in alignment with Robert’s Rules of Order.
2. Added an explanation of the affiliation of OSURA to the Alumni Association (Article II).
3. Revised the description of the duties of some of the officers, including:
   - Modified the duties of the Secretary to include the responsibility for communication to the Alumni Association, and custody for the names and information about retirees.
   - Modified the duties of the Treasurer to include the responsibility for sending reports to the Alumni Association.
   - Articulated the duties of the Immediate Past President.
   - Added a sentence that articulates that an officer can serve multiple terms
4. Removed the duties of the Historian(s), as this information is contained in the Operating Manual.
5. Designated OSURA committees as “Standing Committees”. Added Cultural Arts, Social and Travel committees as Standing Committees, an action that provides for their chairpersons to have membership on the Executive Board.
6. Specified which attendees/members of the Executive Board have voting rights.
7. Added one representative from the Alumni Association and one from the Office of Human Resources to the Board as ex officio, non-voting.
8. Summarized/streamlined the description of the activities of the Nominating Committee, separating it from the section about elections. Eliminated the requirement that the vice president be chair of the Nominating Committee.

Both of these two proposed governing documents may also be found on the OSURA website. Any questions can be directed to Marie Taris at mtaris4@att.net. (Members of the Bylaws Committee include Marge Bennett, Shirley McCoy, Jerry Newsom, Tom Sweeney, Marie Taris and Elenore Zeller.)
Article I – Name
The Name of this organization is The Ohio State University Retirees Association, hereafter referred to as OSURA.

Article II – Affiliation
OSURA shall be considered a special interest society within, and an integral part of, The Ohio State University Alumni Association, Inc. (hereafter referred to as the Association). The Association is the official alumni organization of The Ohio State University (hereafter referred to as the University).

Section 1: OSURA will promote and support the mission of the Association.

Section 2: The Association’s commitment to OSURA is outlined in the Charter as agreed to by OSURA and the Association.

Article III – Purpose
The purpose of OSURA is to enhance the well-being of its members through educational and cultural programs and/or experiences that provide:

a. pertinent educational, social and recreational activities;

b. information of importance to the member’s status as a retiree of the University;

c. information about ways of maintaining and improving the member’s health condition and economic status and financial condition;

d. opportunities for members to maintain a relationship with and service to the University; and

e. information and/or assistance to a surviving spouse/partner or family in case of extreme illness or death.

Article IV – Membership and Dues

Section 1 - Regular Members
Regular Members are retirees of the University (or of organizations recognized by the Executive Board as being closely related to the University, for example, The Ohio State University Faculty Club) who are current in their dues to OSURA.

Section 2 - Associate Members
Associate Members are retirees from places other than the University who have an interest in and can contribute to the purpose of OSURA. Also, individuals who are nearing retirement from the University are eligible to become Associate Members.

Associate Members must be approved by the Membership Committee and must remain current in their annual dues to OSURA to retain their memberships. Associate Members do not have the right to vote or hold any position requiring membership on the Executive Board.

Section 3 - Spouses/Partners
a. The spouse or partner of a Regular Member or of an Associate Member is automatically a Regular Member or an Associate Member, respectively.

b. The surviving spouse/partner of a Regular Member or Associate Member may continue membership. If the Regular Member maintained lifetime membership, lifetime membership shall carry over for the surviving spouse/partner.

c. The surviving spouse/partner of an Inactive Member is eligible to become a Regular Member.

Section 4 - Dues
All Regular Members shall pay annual or lifetime membership dues as set by the Executive Board.

Section 5 - Inactive Members
Retirees of the University (or of organizations recognized by the Executive Board as being closely related to the University), along with their spouses/partners, who are not current in their dues to the Association shall be classified as Inactive Members. Inactive Members shall have none of the rights and privileges of Regular Members.

Article V – Officers

Section 1 – The Officers
The officers of OSURA shall consist of President, Vice President (who is also the President-Elect), Secretary, Treasurer and Immediate Past President, all of whom must be Regular Members of OSURA.

Section 2 – Length of Term
The Vice President, who is also President-Elect, shall be elected by the membership for a one-year term as Vice President and shall serve the subsequent year as President. The Secretary and the Treasurer shall be elected by the membership for a two-year term. The Immediate Past President shall serve a one-year term following the year of his or her presidency. The terms of office shall begin on July 1. All officers are eligible to serve additional terms.

Article VI – Duties of the Officers

Section 1: President
The President shall preside at all general meetings of OSURA and of the Executive Board, appoint the chairpersons of all committees with the approval of the Board, serve as an ex officio member of all committees and perform duties as usually pertain to the office.

Section 2: Vice President
In the absence or disability of the President, or at the request of the President, the Vice President shall perform the duties of the President. If the office of President becomes vacant, the Vice President shall become President for the unexpired term. The Vice President is the President-Elect. The Vice President shall serve as an ex officio member of all committees and perform the duties as usually pertain to the office.

Section 3: Secretary
The Secretary shall send out notices of the Executive Board and general membership meetings and keep minutes of these meetings. The Secretary shall send reports of these meetings and the activities of OSURA to the Association. The Secretary shall have the custody of the names and addresses of those retirees who become Regular or Associate Members of OSURA and shall notify the Association of any updates or changes that OSURA might receive. OSURA shall not release the membership list for political, personal or commercial purposes.

Section 4: Treasurer
The Treasurer shall supervise all receipts and expenditures of OSURA. If dues are charged, the Treasurer shall work with the Association staff to obtain the necessary reports to provide updates to the Executive Board. The Treasurer shall disburse funds subject to the approval of the Executive Board. As requested, the Treasurer shall complete and submit annual financial forms to the Association. Additionally, he or she shall complete and submit any documents that may be required by the Internal Revenue Service.

Section 5: Immediate Past President
The Immediate Past President shall work with the President to further the objectives of OSURA.
**Article VII – the Executive Board**
(hereafter referred to as the Board)

**Section 1: Composition**
The Board, all of whom must be Regular Members of OSURA, shall consist of:

- a. the officers named in Article V;
- b. the President(s);
- c. the Chairpersons of the following Standing Committees: Benefits, Bylaws, Communications, Cultural Arts, Finance, Friendship, Membership, Special Interest Groups Coordinating, Social and Travel. A committee chairperson may designate another member of his or her committee to serve as the Board member representing the committee;
- d. six members-at-large elected to the Board by the membership of OSURA;
- e. members, without vote, designated from time to time by the Board and serving as liaison to the State Teachers Retirement System of Ohio, the Ohio Public Employees Retirement System, and other organizations, projects, and committees, both internal and external to the University;
- f. the President/CEO of the Association, or designee, as an ex officio, without a vote.
- g. the staff designee from the University Office of Human Resources responsible to work with OSURA, as an ex officio, without a vote.

An individual may hold more than one membership position, but may have only one vote.

**Section 2: Duties of the Board**
The duties of the Board include:

- a. to hold regular meetings (the President being empowered to call special meetings);
- b. to receive and review secretarial and financial reports;
- c. to develop policies for the planning and promotion of programs and activities;
- d. to have general supervision of the affairs of OSURA between meetings of the membership, to fix the date, time and location of meetings, to make recommendations to the membership, and to perform such duties as are authorized by the membership. No action of the Board shall conflict with actions taken by the membership at a meeting of the membership;
- e. to elect a successor to any member of the Board who is unable to serve;
- f. to appoint a Historian or Co-Historian(s) who shall serve an indefinite term.

**Section 3: Actions of the Board**
Any action of the Board that is challenged in writing by at least twenty members must either be rescinded by the Board or submitted to the membership for a vote. The returns shall be tabulated within six weeks. Approval of the Board’s action requires the approval of the majority of the returns.

**Section 4: Quorum**
The majority of the voting members of the Board constitute a quorum.

**Article VIII – Meetings**
There shall be one Annual Meeting of the OSURA membership. Other meetings may be called by the President or the Board. Twenty-five members constitute a quorum for all meetings of the membership.

**Article IX – Committees**

**Section 1: Standing Committees**
TheStanding Committees are: Benefits, Bylaws, Communications, Cultural Arts, Finance, Friendship, Membership, Social, Special Interests Groups Coordinating and Travel. The duties of the Standing Committees are described in the OSURA Operating Manual.

**Section 2: Nominating Committee**

- a. The Nominating Committee shall have five members, each of whom shall be a Regular Member. Two members shall be from the Executive Board who shall be elected at the first Board Meeting of the calendar year.
- b. The Nominating Committee shall present a slate of officers and the ballot to the membership in May.
- c. Ballots shall be returned to the Nominating Committee for determining the outcome of the election. The Membership shall be notified of the results prior to July 1.

**Section 3: Special Committees**
Special committees may be appointed by the President with the approval of the Board.

**Article X – Elections**
Elections will be held each year to select officers, in accordance with the length of term as described in Article V, Section 2, and to select three members-at-large, who are elected for a two-year term. The Nominating Committee is responsible for conducting the election process which generally begins in January and concludes prior to July 1, in accordance with the timetable outlined in the OSURA Operating Manual.

**Article XI – Parliamentary Authority**
The latest edition of Robert’s Rules of Order, newly revised, is the parliamentary authority for OSURA.

**Article XII – Amendments**

**Section 1: General provisions**
These bylaws may be amended at any meeting of the membership by a majority vote of the members present and voting, provided that the proposed amendment has been submitted at a preceding meeting or in a notice communicated to all members of OSURA not less than one month prior to the vote.

**Section 2: Limits to the Authority of the Board**
Any act or resolution of the Board that either changes the Bylaws or clearly implies the consent of a majority of the members must be submitted to the members at a meeting of the membership or by mail or electronic ballot.

**Article XIII – Dissolution**
In the event that The Ohio State University Retirees Association should cease to exist, all funds remaining after payment of just debts shall be transferred to The Ohio State University Development Fund for deposit in The Ohio State University Retirees Association Endowment Fund, Account #605420.

Adopted: TBD
Constitution | The Ohio State University Retirees Association

To be submitted to the OSURA Membership for adoption at the Annual Meeting on August 17, 2016

Preamble

VISION

The Ohio State University Retirees Association aspires to become the most effective organization possible to help members attain optimum satisfaction in their retirement years.

MISSION

OSURA provides a variety of services that enrich the lives of its members and benefit the University and the greater community.

GOALS

• To provide a wide range of activities, including: educational, informational, cultural, social, travel, and volunteer opportunities.
• To monitor and share information on benefits affecting health and lifestyle choices.
• To increase membership.
• To advance all modes of communication with its members, as well as the University and greater community, via the OSURA’s Newsletter, Membership Directory, web site, and other appropriate avenues.
• To assist and serve The Ohio State University in accomplishing its mission and goals.
• To encourage and create opportunities for retirees to help other retirees.
• To develop further the OSURA’s endowments.
• To be an efficient retiree organization.

Section 1: The Society will promote and support the mission of the Association.

Section 2: The Association’s commitment to the Society is outlined in the Charter agreed to by the Society and the Association.

Article III – Purpose

The purpose of the Society is to enhance the well-being of its members through pertinent educational, social, recreational and cultural programs and/or experiences to promote service and fellowship.

Article IV – Membership and Dues

Section 1: All retired employees of The Ohio State University and their spouses or partners are members. Others may join as Associate Members as described in the Society’s Bylaws.

Section 2: Dues may be as established by the Executive Board.

Article V – Officers

The officers of the Society shall consist of President, Vice President, Secretary, Treasurer and Immediate Past President, all of whom must be Regular Members of the Society as described in its Bylaws.

Article VI – Duties of Officers

Section 1: President – The President shall preside at all general meetings of the Society, and shall be chairperson of the Executive Board as well as an ex officio member of all committees.

Section 2: Vice President – In the absence or disability of the President, or at the request of the President, the Vice President shall perform the duties of the President. If the office of President becomes vacant, the Vice President shall become President for the unexpired term. The Vice President is the President-Elect. The Vice President shall be an ex officio member of all committees.

Section 3: Secretary – The Secretary shall have custody of the names and addresses of those retirees who become Regular or Associate Members of the Society. The Secretary shall notify the Association of any updates or changes the Society might receive. The Society shall not release the membership list for political, personal or commercial purposes. Any person violating this policy is subject to expulsion from office by the Board of Directors of the Association. Release of the list shall be made only on approval of the Association, subject to the constitution of the Association.

Section 4: Treasurer – The Treasurer shall supervise all receipts and expenditures of the Society. If dues are charged, the Treasurer shall work with the Association staff to obtain the necessary reports to provide updates to the Executive Board. The Treasurer shall disburse funds subject to the approval of the Executive Board. As requested, the Treasurer shall complete and submit annual financial forms to the Association. Additionally, he or she shall complete and submit any documents that may be required by the Internal Revenue Service.

Section 5: Immediate Past President – Shall work with the President to further the objectives of the Society.

Article VII – Executive Board

Section 1: Executive Board, all of whom must be Regular Members of the Society, as designated by the Bylaws, shall consist of:
  a. The officers as named in Article V
  b. The Historian(s)
  c. The committee chairpersons designated in the Bylaws as being members of the Executive Board
  d. Six members-at-large elected to the board by the membership of the Society as outlined in Article X
  e. The President/CEO of the Association, or the President/CEO’s designee, as an ex officio, without a vote
  f. The staff designee from the Office of Human Resources responsible to work with the Society, as an ex officio, without a vote

Section 2: The Executive Board shall have full power to fill all vacancies.

Section 3: The Executive Board shall have general supervision of the business of the Society between meetings of the membership.

Section 4: The Executive Board shall hold at minimum two meetings per year and others at the discretion of the President or upon written request of at least three members of the Executive Board. Quorum for executive board meetings is defined in the Bylaws.
Article VIII – Membership Meetings

Section 1: There shall be one Annual Meeting of the Society membership. Other meetings may be called by the President or the Executive Board. Twenty-five members constitute a quorum for all membership meetings.

Section 2: Robert’s Rules of Order, newly revised, is the guide for questions of procedure not otherwise stated in this Constitution.

Article IX – Committees

In addition to the Standing Committees as defined by the Bylaws, the President of the Society, with the approval of the Executive Board, may appoint additional committees that are in the best interests of the Society and may prescribe the duties of such committees.

Article X – Elections

The election of officers and members-at-large shall be conducted each year under the direction of the Executive Board in accordance with the Bylaws.

Article XI – Authority to Establish Bylaws

The Society is permitted to establish bylaws for the organization. The Bylaws and amendments to the Bylaws require a majority vote of the total votes cast by Regular Members in a manner decided by the Executive Board of the Society. No amendment or addition to the Bylaws can be made which is not in harmony with the Society constitution or is contrary to the constitution of the Association.

Article XII – Amendments

This constitution may be amended by a majority vote of the total votes cast by Regular Members in a manner decided upon by the Executive Board of the Society. No amendments shall take effect until duly approved by the Board of Directors of the Association.

Article XIII – Dissolution

In the event that The Ohio State University Retirees Association should cease to exist, all funds remaining after payment of just debts shall be transferred to The Ohio State University Development Fund for deposit in The Ohio State University Retirees Association Endowment Fund, Account #605420.

Adopted: TBD