

Read Our Bylaws to find out about our procedures

**ARTICLE I FISCAL YEAR:** The fiscal year of the Association shall be the calendar year beginning on January 1. Local Chapters may establish their own fiscal year.

## **ARTICLE II AREA AND LOCAL CHAPTER DUES**

**Section 1:** Annual Plan AREA dues shall be \$17.00.

**Section 2:** Upon payment of dues the member will be entitled to all considerations and benefits of the Association for a period of 12 months. All dues are nonrefundable. Local Chapters may establish their own dues structure, to include the establishment of the dues amount.

**Section 3:** All Association dues shall be payable upon the expiration of the member's dues. If dues remain in arrears for 30 days, upon the 31st day the member will be deleted from the Association mailing list and dropped from membership rolls.

**Section 4:** A member who is deleted from the rolls for nonpayment of dues may be reinstated upon payment of dues in accordance with Article II, Sections 1 or 2 above.

**Section 5:** Members moving to another geographical area may have their Local Chapter membership transferred to another chapter. Any dues adjustment will be settled between respective Local Chapter presidents. Any unresolved dues issue will be referred to the Executive Board for a decision.

## **ARTICLE III LOCAL CHAPTERS**

**Section 1:** A request to activate a Local Chapter must be submitted by at least five persons eligible for AREA membership (in accordance with the Constitution) at least one of whom must be a member of the AREA.

**Section 2:** A Charter is required to officially activate a Local Chapter. A Charter may be approved by the Executive Board upon receipt of the request required in Section 1 above and the execution of procedures directed by the Executive Board.

**Section 3:** Only Local Chapter members, who are AREA members, or their spouses, may hold the office of President or Vice-President in the Local Chapter. The length of their terms of office is not restricted.

**Section 4: Informal Chapters** consist of Exchange retirees without a formal AREA Charter, elected officers, and do not require Chapter dues. Informal Chapter members primarily meet for social purposes and to share AREA/Exchange information. There is no set meeting schedule. The group typically names a "contact" person for the group.

## **ARTICLE IV EXECUTIVE OFFICERS AND EXECUTIVE BOARD**

**Section 1: Executive Officers of the Association include:** President, Vice President, Treasurer, and Secretary. These board voting positions are filled by vote of the membership every four years.

**Section 2:** The **Executive Board of the Association** consists of **nine** voting members of the Board. They consist of the four officers of the Association set forth in

Section 1 above; the Social Networking/News Director; Membership Director; and three members-at-large.

**Section 3: The Social Networking/News Director and Membership Director** positions are filled by nomination from the President and approved by voting board members. If there is more than one candidate for the position, the individual with the most votes is appointed to the position for an indefinite term. Following are job descriptions for the Social Networking/News Director and Membership Director positions:

**a. SOCIAL NETWORKING/NEWS DIRECTOR (voting member) One person who:**

1. Prepares, edits, and distributes the monthly e-Newsletter to dues-paying members.
2. Develops, executes, and coordinates other AREA publications and other information about AREA and its chapters.
3. Maintains historical records of the Association's publications and other informational material.
4. Develops and coordinates publicity on the AREA website with the community, AREA Facebook page, the Exchange Post, and other sources.
5. Assists the Membership Director with various tasks such as maintaining and troubleshooting the AREA Membership data base to include reports and mass mailings.

**b. MEMBERSHIP DIRECTOR (voting member) -- One person who:**

1. Develops and supervises the membership data base system with our outsourced systems team. Ensures membership data is accurate and troubleshoots problems. Develops new features to improve the member's experience with the association: Goal is to eventually allow Exchange Retirees to join the association on-line (and update existing information), pay dues online, allow a member access periodically to a Membership Directory, and so on.
2. Develop programs, initiatives, and policies designed to increase membership, creating, updating, and distributing information to current members as well as prospective members.
3. Provide input to strategic decisions that affect the membership and the Association, provide input to the board to develop the budget, resolve issues arising from chapter operations and other duties assigned by the President.

**Section 4: MEMBERS-AT-LARGE:** Three 'Member-at-Large' voting positions are filled by the President as necessary and are not subject to a vote by the Executive Board. These members represent the general membership and their tenure is indefinite. These members will be asked to Chair committees (indefinite period), or otherwise take on OPR responsibilities for certain short-term tasks necessary.

## **ARTICLE V COMMITTEES AND ADVISORS**

**Section 1: The Association administers the following committees for the benefit of Exchange associates, retirees, and their families:**

- a. SCHOLARSHIP COMMITTEE (non-voting members) –** The committee consists of a Chair and at least five, but not more than eight, members representative of the

general membership. After review by committee members, the Chair will annually recommend to the Executive Board changes to the program, the total dollar amount to be distributed in scholarship awards, and the number and value of each. After the Executive Board's action, the Scholarship Committee members, minus the Chair, will score the applications to select the students to receive the awards. There are no term limits for the Chair or representative members.

**b. COMMUNITY SERVICE COMMITTEE (voting or non-voting members)** - With a Chair and at least two members, terms indefinite, this committee will promote community service by members, Local Chapters and Exchange Associates, and recommend to the Executive Board changes to the program and persons and Local Chapters to be recognized for Community Service Awards. Typically award nominations are considered in the Spring and Fall of each year, however, awards can be approved more often based on nominations.

**c. EMERGENCY RELIEF FUND PROGRAM COORDINATOR (voting or non-voting member)** – One person, term indefinite, who shall oversee the establishment and execution of relief funds.

**Section 2: The President shall appoint the following advisors (and such others as may from time to time be deemed necessary by the Executive Board):**

**a. LEGAL ADVISOR** (non-voting member) - One person, term indefinite, who shall advise the Executive Board on all legal issues and related policy matters. The board Executive Officers nominate an AREA representative to serve as the Legal Advisor.

**b. AREA (Voluntary Employee Benefit's Association (VEBA) TRUSTEE** (non-voting member) - One person, term indefinite, to serve as AREA's appointed trustee for the Exchange Post-retirement Medical, Dental, and Life (PRM) Plan's Trust. The board Executive Officers nominate an AREA representative to serve as the Trustee.

## **ARTICLE VI OUTSOURCING**

**Section 1:** The Executive Board may contract certain work out to external firms as deemed necessary. For example, **accounting, audit, and membership data base services** are currently outsourced due to the lack of AREA retiree volunteers with the requisite experience. The Treasurer will approve payments to contracted parties based on AREA board approved contracted amounts. The Treasurer will notify the President and Vice President when payments are made.

**Section 2 - Accounting:** The Board will hire an accountant for an indefinite term. The external accountant will prepare the various required accounting documents per IRS requirements. Accounting reports will be provided to the Board prior to the Spring and Fall Association meetings. An annual financial report for the past fiscal year shall be posted to the AREA website in July each year for members to view.

**Section 3 - Audit:** The external accountant will make recommendations to the Executive Board on the auditor to use for the Association. The Board will review the experience of the candidate(s), and contract with the auditor (term indefinite) to complete the annual AREA audits. The auditor will send the annual report and recommendations to the Executive Board for action.

**Section 4 – Membership Data Base Management:**

- a. The Executive Board has hired an external management information systems firm to manage membership data for an indefinite period. The Association owns the data. The externally hired firm is required to protect membership data with high-level encryption algorithms.
- b. Only Executive Board members with a need to know will be granted access to the data base. The Association plans to eventually provide self-service to members and eliminate paper-driven processes. For example, we want to allow members to complete their enrollment form (and changes) on-line, and to pay their dues on-line.
- c. The Association also wants to provide a safe site for members to make on-line donations to the Scholarship Program and the Emergency Relief Fund as described on the AREA website and approved by the IRS for tax-deductible donations.
- d. An annual Membership Directory will be provided to all dues-paying members who have completed an enrollment form/update form since January 1, 2020. AREA will not share membership information with any external agency or person, including the Exchange, unless specifically approved by the membership.

## **ARTICLE VII CODE OF CONDUCT**

**Section 1:** Promote and sustain a culture where ethical conduct is revered, valued and exemplified at all AREA and chapter leadership levels.

**Section 2:** Obey applicable laws and regulations governing AREA's activities.

**Section 3:** Maintain honesty, fairness, and trustworthiness in all activities and relationships.

**Section 4:** Avoid conflicts of interest between AREA and personal affairs.

## **ARTICLE VIII FILES RETENTION POLICY**

**Section 1:** Computerized data and chapter reports: Destroy at 2 years.

**Section 2:** Accounting detail data: Destroy 3 years after current year tax returns are filed

**Section 3:** Accounting operating statements: Retain indefinitely

**Section 4:** Audit Reports, Minutes; Charters; Correspondence related to the Emergency Relief Fund, and with the Exchange and congressional offices; Constitution; Bylaws, IRS exemption letters: Retain indefinitely. Secretary to maintain.

## **ARTICLE IX GENERAL MEMBERSHIP AND BUSINESS MEETINGS:**

**Section 1:** At least nine members of the Association in good standing are required to establish a quorum for Association meetings.

**Section 2: Transportation Expenses for Board Members traveling 50 miles or more on AREA business (for example, Spring/Fall AREA business meetings):** AREA will allow reimbursement of Transportation Expenses resulting from Board Members conducting AREA business. Transportation expenses include travel, not meals or any other expenses. IRS rules

will apply. Air fare or other mass transportation will be covered at the lowest possible actual cost (i.e., coach versus first class). For travel by personal vehicle, AREA will reimburse members for mileage per IRS rules.

**ARTICLE X NOTICE OF GENERAL MEMBERSHIP AND BUSINESS MEETINGS:**

Notices for Association meetings shall be mailed at least 30 days in advance.

**ARTICLE XI PARLIAMENTARY PROCEDURES**

**Section 1:** Robert’s Rules of Order, Revised Edition, shall be followed by the Association in all cases involving parliamentary procedures when it does not conflict with the constitution of the Association.

**Section 2:** The rules may be suspended by a two-thirds vote of members present at a given session.

**ARTICLE XII AMENDMENT OF BYLAWS:** The Bylaws of the Association shall be enacted, and may be amended, by a two-thirds vote of the Executive Board at a meeting called for such purpose.

**ARTICLE XIII EXECUTIVE BOARD MEETINGS**

**Section 1:** Meetings of the Executive Board shall be held at the call of the President at a time and location of the President’s choosing.

**Section 2:** A quorum of the Executive Board shall consist of five (5) voting members.

**ARTICLE XIV STATUS OF ASSOCIATION AND CONTINGENCY PLANNING**

**Section 1:** Although the Association consists of individuals formerly associated with the Exchange and may, from time to time, participate with the Exchange in mutually beneficial activities, no action, statement, position, or policy by this Association shall, in any manner or for any purpose, be considered to be that of the Exchange, and no action, statement, position, or policy of this Association shall in any manner bind, obligate, or reflect in any manner upon the Exchange, its agents, officers, and /or directors.

**Section 2:** While the goal of the Association is to remain a viable organization indefinitely, the Association will develop a contingency plan that will outline the steps to take if membership drops below the level necessary to sustain the organization; and/or we no longer have sufficient volunteers to run the organization.