

**BY-LAWS OF UNITED FOOD & COMMERCIAL
WORKERS UNION LOCAL 135
RETIREES CLUB**



**APPROVED NOVEMBER 2022
EFFECTIVE JANUARY 1, 2023**

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WORKERS UNION LOCAL 135
RETIREES CLUB

ARTICLE I - CLUB

- A. This organization shall be known as the “United Food & Commercial Workers Union, Local 135 Retirees Club”; hereafter referred to as the Club or the Retirees Club.
- B. There shall be an elected Executive Board of the Club that will conduct the business of the Club; hereafter referred to as the Executive Board or the Board.

ARTICLE II - OBJECTIVES

- A. To establish a social organization for UFCW Retirees that will be recognized as a contribution to UFCW Local 135 and the community.
- B. To assist UFCW Retirees by providing them with an opportunity for greater social and recreational activity.
- C. To assist UFCW Retirees in keeping more fully informed of economic, social and political developments in their mutual community.
- D. To foster fraternal ties among UFCW Retirees, and to keep UFCW Local 135 aware of the activities and interests of their retired members.
- E. To provide support to UFCW Local 135 and it’s members in their activities, contract negotiations and labor actions.

ARTICLE III - MEMBERSHIP

A. There shall be three (3) levels of membership in the Club. These shall be designated as Member, Associate Member and Honorary Member.

1. Member

- a. Any former member of the UFCW who has attained the age of 50 years and is retired, either collecting a UFCW pension, or “pension-eligible”; or who retires due to total disability, regardless of age, and is either collecting a UFCW pension or is “pension-eligible” shall be entitled to be a Member of the Club.
- b. Any person qualified to be a Member according to subsection (a) above may join, or remain a Member regardless of residence location.

2. Associate Member

- a. A spouse, domestic partner or caregiver of a Member shall be entitled to become an Associate member of the Club by paying the standard Club membership dues.
- b. Associate Members shall have all the same rights as Members including the right to attend meetings and events, vote, hold office and renew Associate Membership in the Club regardless of status of associated retiree except that they may not be designated a Member.

3. Honorary Member

- a. All Club members may have their spouse, domestic partner, or caregiver be recognized as Honorary Members of the Club.

- b. Honorary members shall be entitled to attend all Club meetings and events, subject to payment of any fee associated with the event. Honorary Members may become an Associate Member at any time by paying the standard Club Dues.
- c. In the event of the death of a Member any associated Honorary Member shall be made an Associate Member, and Club dues shall be waived until either 1) six (6) months have passed or 2) Club dues become due for the next year, whichever is a longer period of time. Except as noted above dues are required from all Associate Members. Associate members may hold any office.
- d. Honorary Members may not hold any office nor serve on any committee but may be nominated and elected to any office after 1 year of active Club membership. Prior to taking the Oath of Office and assuming duties of such office the elected Honorary Member must pay dues and convert their membership to Associate Member.

B. Dues

- 1. Retiree Club dues shall be fifteen dollars (\$15.00) yearly. Dues are renewable annually prior to January 1st of each year.
- 2. The President will establish procedures for dues to be collected at the December membership meeting.
- 3. A member will be moved to "Inactive" status if dues are not received by March 1st. Inactive members may not participate in club meetings or activities.

C. Name Badges

- 1. Club name badges will be issued to each member, regardless of membership level.

2. Replacement badges will be ordered by the Club but the cost will be reimbursed to Club by the Member, Associate Member or Honorary Member. Costs to be reimbursed will reflect the actual cost to the Club for the badge to include the badge, engraving and any other costs incurred by the Club in replacing the badge. Reimbursement may be waived by Club President or the Executive Board based on individual circumstances.

ARTICLE IV - EXECUTIVE BOARD OPERATIONS

A. Executive Board

1. The Executive Officers of the UFCW Retirees Club shall consist of the President, Vice-President, Secretary and Treasurer. There shall be six (6) Sergeants-at-Arms.

B. Elections

1. Nomination of officers shall be accepted by the President at the October General Membership meeting annually. Notice will be made at the preceding General Membership meeting regarding the nomination process. Written notification will also be provided at least 15 days prior to Nominations via email and/or other normal communication channels. The "Messenger" shall constitute notification.
2. The election of officers shall take place at the November General Membership meeting. Written notification will be provided at least 15 days prior to Elections via email and/or other normal communication channels. The "Messenger" shall constitute notification.
3. Election of officers shall be by secret ballot. A simple majority of votes are required to win any respective office. Only those members in good standing shall be eligible to vote.

4. Any office that remains unfilled for the upcoming year after elections have concluded shall be treated as an office with a vacancy, subject to filling as prescribed in Article IV Section C.
5. Terms of office for all officers of the Club begin upon being sworn in and expire upon the swearing in of officers in January of the following year.
6. Officers-elect shall be installed (sworn-in) at the General Membership meeting in January annually. Officers appointed to fill any vacancy shall be sworn in by the President or other officer at an Executive Board meeting after being confirmed according to Article IV Section C.
7. No officer shall be eligible to serve more than four (4) consecutive terms in the same office.

C. Vacancy of Office

1. Office Other Than President
 - a. If a vacancy occurs in any office, other than the office of President, or position between annual elections, the appointment of a replacement for the remainder of the unfilled term shall be left to the discretion of the President, subject to approval of the Executive Board.
2. Office of President
 - a. In the case of vacancy in the position of President the Vice President will assume the duties of President.
 - b. If there remains more than six (6) months on the current term then the Vice President shall be designated Interim President. The Secretary, or their designee in the event they desire the position of President, shall accept nominations from Executive Board members to fill the role of President for the balance of the term. Any current

member of the Executive Board may be nominated for the position and Board members may volunteer, or nominate themselves. The Secretary, or other Board member designated above, shall present the list of nominees to the Executive Board at the next regular Executive Board meeting, or a Special Executive Board meeting called for the specific purpose of electing a President, and conduct a voice vote to fill the vacancy. The newly elected President will assume office after the Secretary, or designee, confirms the vote and declares the winner.

- c. If there remains less than six (6) months on the current term the Vice President will become the President, upon notification by the Secretary of the vacancy and confirmation of the term remaining. The Secretary will inform all officers of the permanent change of leadership at the earliest possible convenience and will confirm acknowledgement with each officer.
3. Officers appointed or otherwise assuming duties outside of the election process prescribed in Article IV Section B will be considered to have served a full term if their appointment is effective prior to July 1 of the calendar year, otherwise the term will not count towards time in office per Article IV Section B (7).
4. The President shall make note of any officer of the Club that fails to attend two (2) successive Executive Board meetings and attempt to make contact with and discuss the lapse with the officer. If the same officer fails to attend the next, third successive, Board meeting then the President shall inform the Board prior to adjourning that either 1) the officer has vacated their position or 2) there are extenuating circumstances sufficient to the President to excuse one or more of the absences. The President is not required to share specifics, and is counseled specifically regarding disclosure of personal or otherwise sensitive information. The President may continue to excuse the officer's absence by reporting such to the board at each meeting. At such time as the President determines it is in

the interest of the Club they will inform the Board and the officer that the office is now vacant and will appoint a successor per Article IV Section C

D. Executive Board Meetings

1. The Executive Board shall meet each month, in advance of the General Membership meeting, to conduct any business of the Club.
2. Executive Board meetings will be at a regular time and place designated by the President. The President may designate a new, or a temporary meeting time or place by providing five (5) days notice to all Board Members. Virtual, or electronic video conferencing meetings may be implemented at the discretion and direction of the President.

E. Any Member, Associate Member or Honorary Member in good standing is eligible for election to office providing that member has one year membership in the Club. Honorary Members may be elected to any office subject to provisions in Article III Section A (3) (d).

F. No Member and associated Associate Member or Honorary Member may serve on the Board at the same time. There shall be no more than one (1) member of any household on the Board concurrently.

G. There shall be no salary, remuneration or any other consideration from the Club given to any member of the Club for their services.

H. All expenditures in excess of \$100, except for normal operating expenses, must be approved by the Executive Board.

ARTICLE V - DUTIES OF OFFICERS

PRESIDENT

- A. The President is the Retirees Club Chief Executive Officer. The President shall preside at all meetings; preserve order and enforce the Club's By-laws. The President or person designated by the President shall write and distribute the "Messenger".

- B. Committees
 - 1. Each year prior to, or at, the February General Membership meeting the President shall appoint a Parliamentarian, chairpersons and committee members for standing committees to perform such duties as are needed to perform the business of the Club. Nominating, Audit and By-laws Committees shall be appointed as specified in the applicable sections of these By-laws

 - 2. Chairperson and committee members may be appointed to temporary committees as needed at any time.

 - 3. Chairpersons of all committees except Nominating Committee and Audit Committee shall be members of the Executive Board. Chairpersons will regularly report the business of their committee to the Board at its meetings.

 - 4. Committee Chairpersons will terminate their tenure and duties when new officers are elected and have taken their oaths of office. (See Article IV - President).

- C. When voting is required by the Club's officers, the President shall only cast a vote when there exists a tie.

- D. The President shall appoint a Nominating Committee in August annually. The nominating committee shall consist of at least two (2) and no more than three (3) members not currently serving on the executive Board. In accordance with Article III Section A (3) (b). Honorary Members are not entitled to serve on the Nominating Committee.
- E. The President shall be an authorized signer and/or authorized user on all Club financial accounts.
- F. The President is authorized \$250 dollars annually to be used to offset, in whole or in part, the monies due by a member for dues, or other Club activity when payment of those fees presents a hardship. A limit of twenty dollars (\$20) is established for each instance but there is no yearly limit established for any individual member. These funds are for use solely at the discretion of the President who will make arrangements with the Treasurer for the funds when needed. No details shall be provided to the membership or Executive Board regarding specifics of use of these funds except that the Treasurer shall maintain an accounting of the member funds were allocated to, the amount of the allocation and for what purpose or activity they were used. NO information regarding the details of the hardship or its nature shall be shared with anyone except the President except by the member or with their express authorization.

VICE PRESIDENT

- A.
 - 1. The Vice President shall assist the President in the discharge of the Club's official duties.
 - 2. The Vice President shall assume the duties of the office of President in the event of an absence in that office as specified in Article IV Section C (2).
- B. The Vice President shall be an authorized signer and/or authorized user on all Club financial accounts.

- C. It shall be the duty of the Vice President to report matters of interest to the editors and publishers of UFCW Local 135 publications, internet and social media accounts.

TREASURER

- A. The Treasurer shall receive all monies due for all Club activities. This shall include, but is not limited to annual dues, fees for monthly meetings and any fees or charges for special events planned by or through the Club, monies received from UFCW Local 135 or other organizations, donations and any reimbursements due from members for any reason.
- B. The Treasurer shall keep an accurate account of all monies received and all transactions entered into by the Club.
- C. The Treasurer shall require receipts be submitted for any expenditures by Club members, and shall confirm that such expenditures were properly authorized by the club before providing reimbursement to members. Receipts should be itemized by the vendor if possible. Written documentation may be required of the member if itemization is not included on the receipt.
- D. The Treasurer shall keep an accurate record of all disbursements made by the Club. This shall include any and all monies paid out by the Club for any reason and provided in any type of tender; cash, check, credit and/or debit card, ACH transaction, regular or recurring payments and any other type of payment not listed that may be utilized.
- E. Financial Accounts
 - 1. The Treasurer shall manage all financial accounts of the Club and shall ensure that all accounts are maintained in accordance with these By-laws, Executive Board direction and actions, and all applicable recognized standard practices.

2. At the direction of the Executive Board the Treasurer shall establish new accounts and facilitate issuance of instruments for Club accounts such as credit and/or debit cards. The Treasurer shall ensure that no credit and/or debit card for Club accounts are issued to any person not designated in these By-laws or specifically authorized by Executive Board action.
 3. The Treasurer shall be an authorized signer and/or authorized user on all Club financial accounts.
 4. The Treasurer shall ensure that any checking accounts maintained by the Club require two (2) signatures on all drafts or checks. The Treasurer shall also ensure that there are three (3) persons from the Executive Board authorized to sign checks at all times. The three individuals shall be those holding the positions of President, Vice President and Treasurer.
 5. The Treasurer shall ensure that all bills of the Club are paid in a timely manner and in accordance with these By-laws and Executive Board action.
- F. The Treasurer shall provide the Executive Board with a monthly Financial report.
1. The report shall conform to all applicable and recognized standard procedures and best practices.
 2. The report shall contain at least but not be limited to opening and closing balances of ALL financial accounts maintained by the Club, accounting of all monies received by the Club for the period covered by the report, accounting of all monies paid out by the Club in any manner such as cash, check, credit card or debit card transactions or any other means for the period covered by the report, any non-regular bills of the club that have been received but not paid including an explanation, and any other relevant information.

3. The report is the statement from the Treasurer about the current financial activity and status of accounts as of the date of the report and covering the time period specified in the report. The Board need take no action specifically on the report other than to thank the Treasurer for the report. No motions to accept or approve the report, etc need be made. The Board shall take any action they deem appropriate to respond to any information or issues identified in the report that require attention.

G. The Treasurer shall provide the Club an annual Financial Report.

1. The report shall be prepared by the Treasure and presented to the Executive Board and the General Membership at their February meetings respectively. If the report is unavailable for February meetings the Treasurer will so report to the President who will in turn report to the Executive Board and the membership. The President will provide assistance and resources necessary to ensure the report will be available at the next meetings of each body.
2. The report presented to the membership may be a summary of the report presented to the Executive Board but shall reflect the general financial health of the Club and must summarize all income and expenditures of the Club for the prior calendar year, and may contain any other relevant information.
3. The report is the statement from the Treasurer about the current financial activity and status of accounts as of the date of the report and covering the time period specified in the report. The membership need take no action specifically on the report other than to thank the Treasurer for the report. No motions to accept or approve the report, etc need be made.

H. The Treasurer shall bill members for their dues annually, and receive payment of dues. The Treasurer shall provide the Secretary with updates regarding members' dues payment status after the January General Membership meeting, and periodically as appropriate.

- I. The term “receive” used in this section does not mean that the Treasurer must physically collect any monies from any individuals. Payments of any monies may be made to any member of the Club designated by the Executive Board or the President to run, supervise or otherwise administer any Club activity, function or program. Any and all monies must then be turned over to the Treasurer so that they may “receive” the monies, account for such and ensure that they are deposited into the appropriate Club accounts. Unless otherwise necessary for operations or Treasurer’s record keeping i.e. dues, monies may be received by Treasurer in aggregate.

SECRETARY

- A. The Secretary shall record the minutes of all Club meetings and report same to the Club at the next meeting. The social nature of the Club being recognized, reporting for the previous meeting may be limited to a summary of any actions taken by the membership, including motions made, and results of any subsequent votes; appointments made by the President or Executive Board; any other items deemed relevant.
- B. The Secretary shall record the minutes of all Executive Board meetings and report same to the Board at the next meeting.
- C. The Secretary shall maintain a roster of Club members indicating membership level and status, as well as contact information.

SERGEANTS-AT-ARMS

- A. The Sergeants-at-Arms shall assist the President in maintaining order at meetings and shall perform such duties as may be directed by the Club President.

ARTICLE VI - MEETINGS

A. Membership Meetings

1. General Membership meetings shall be held on the first (1st) Wednesday of each month. Meetings shall start promptly at eleven (11:00) A.M.
2. Regularly scheduled Membership meetings that fall on the following Holidays will be held on the second (2nd) Wednesday of the month instead; New Years Day, Independence Day (July 4).
3. The President may cancel or otherwise postpone a regular monthly membership meeting at their discretion. If circumstances warrant cancellation, suspension or postponement of more than one regularly scheduled meeting in a row the President must advise the Executive Board of the circumstances and any plans being implemented to address the situation. Membership must be advised of the first cancellation as soon as is reasonably possible under the circumstances and at least fifteen (15) days in advance of each additional meeting. In lieu of individual notices the membership may be notified that meetings are suspended indefinitely, or until otherwise notified.
4. A "Special" membership meeting may be called by the President or a majority of the Executive Board. The President shall call a "Special" meeting upon the petition of five or more members in good standing. The petition shall contain the names of the petitioners as well as their signature and a statement of the purpose for the Special membership meeting. The agenda for a special called meeting will be limited to business for which the meeting was called. Not less than three (3) days notification shall be given to all members prior to a special called meeting.
5. Membership will be notified when a Club meeting is to be held at a location other than at the regular meeting place. Notice

shall be by Email or letter, at least two (2) weeks prior to meeting date. The “Messenger” shall constitute notification.

B. Executive Board Meetings

1. The Executive Board meeting shall be held prior to monthly Membership meetings at a regular time and place as directed by the President. While changes in regular time and location for executive Board meetings are discouraged said may occur if needed, at the direction of the President, with a minimum of five (5) business days notice, less notice is acceptable with the concurrence of ALL Executive Board members.
2. In the event that monthly membership meetings are suspended for any reason the executive Board shall continue to meet monthly to ensure the business of the Club is conducted. If monthly membership meetings are suspended indefinitely the President may suspend regular monthly Executive Board meetings if doing so will not interfere with or prevent the Club conducting business as necessary. In any event the Executive Board shall meet at least every third (3d) month while regular monthly meetings are suspended. When monthly membership meetings are suspended the President may arrange for Executive Board meetings to be conducted remotely via the internet or available form of video-conferencing.
3. Six (6) officers in good standing shall constitute a quorum for all board meetings.
4. “Special” Executive board meetings may be called by the President or by a majority of the Executive Board. The “Special” Executive Board meeting shall be attended by all officers to discuss emergency contingencies and welfare of the club. The agenda for a special called meeting will be limited to business for which the meeting was called. Not less than three (3) days notice shall be given to all officers prior to a special called meeting.

ARTICLE VII - RULES OF ORDER

- A. ROBERT'S RULES OF ORDER will govern any point not covered in these By-laws.

ARTICLE VIII - AMENDMENTS

- A. These By-Laws may be amended by the membership.
- B. Amendments to the By-Laws may be proposed by any Member or Associate Member in good standing. Amendments may also be referred to the membership by action of the Executive Board.
- C. Proposed amendments or revisions
 1. Proposed amendments or revisions to the By-laws will be presented to the membership at a regular monthly membership meeting.
 2. No amendments or revisions to the By-laws will be presented or acted upon at any Special Membership meeting.
 3. Proposed amendments or revisions will be provided to the membership in writing and may be read to the membership or summarized in a verbal presentation. Additionally, proposed amendments or revisions will be provided to all members in good standing via email or other standard communication currently in use by the Club for normal exchange of information with members, no later than fifteen (15) days prior to next monthly membership meeting. The "Messenger" shall constitute valid notification.
 4. Voting will be conducted at the membership meeting following the presentation of the proposed amendments or revisions, unless proper notice was not provided to the

membership, in which case the presentation and notice shall be repeated and voting postponed to the next regular monthly meeting.

D. By-laws Committee

1. The President shall appoint a By-Laws Committee in February of years ending in zero (0) or five (5). The committee shall consist of a Chairperson and at least four (4) members in good standing.
2. The By-Laws Committee shall conduct a comprehensive review of the current By-laws and present their findings, including any revisions, deletions or additions to the By-laws that they find to be necessary or appropriate for the continued operation of the Club.
3. The By-laws Committee shall present their findings and recommendations to the Executive Board no later than the July meeting of the year convened.
4. The members of the Executive Board shall review the findings and recommendations of the By-laws Committee and the Executive Board shall either 1) recommend presentation of the proposed revised By-laws be made to the membership, 2) make changes to the proposed revised By-laws or 3) recommend no changes be made. The Executive Board's action shall be presented to the membership not later than at the August meeting. If the Executive Board recommends no changes then no further action is required. If the Executive Board recommends any changes to the existing By-Laws then the proposed revisions will be considered and voted upon as specified in Article VII Section C.

ARTICLE IX - AUDIT

- A. The finances of the Club shall be audited annually. The audit shall be conducted by either 1) an Audit Committee or 2) a financial professional from outside of the Club.
 - 1. The President shall inform the Executive Board of the proposed audit method at the January Board meeting.
 - 2. The Executive Board may override the President's decision to conduct an internal audit via Audit Committee.
 - 3. Audit Committee
 - a. Shall be appointed by the President at the February General Membership meeting.
 - b. Shall consist of a Chairperson and two (2) committee members, none of whom are Executive Board Members.
 - 4. Outside Audit
 - a. Shall be conducted by an independent financial professional with no affiliation to the Club.
 - b. Appointment of an outside auditor shall be made by the President, subject to confirmation of the Board
- B. Audit
 - 1. The audit shall be conducted in accordance with all current, applicable standards and best practices
 - 2. All officers or Executive Board members will cooperate with the auditor(s) and will provide all records, documents and information required or requested by auditor(s) in a timely manner.

3. The audit shall commence as soon after presentation of prior years' financial reports as reasonably possible.
4. The results of the audit shall be presented to the Executive Board at the next regularly scheduled Board Meeting after conclusion of the audit.
5. If results of the audit will not be available by the May Executive Board Meeting the President will notify the Board at their meeting. The President will inform the Board of the nature or cause(s) of the delay to the best of their knowledge and will provide whatever assistance or resources are needed to facilitate the finalization of the audit.

ARTICLE X - EFFECTIVE DATE

These By-Laws shall become effective on the first (1st) day of January following ratification by the membership. The Secretary is authorized to record the date of ratification at membership meeting here November 2, 2022 and indicate the effective date of the new By-laws here January 1,2023.

Respectfully submitted by:

Jack Miller, President
Karie Lasko, First Vice President
Eric Anderson, Secretary
Conrad Cox, Treasurer
Deborah Slaughter
Dominic Apodaca
Kim Pollack
Scott Eidson

