

UNIVERSITY of PENNSYLVANIA

ASSOCIATION OF SENIOR AND EMERITUS FACULTY BYLAWS

ARTICLE I. NAME

The name of the organization shall be the Association of Senior and Emeritus Faculty of the University of Pennsylvania (“the Association”).

ARTICLE II. DURATION

The term for which the Association is organized shall be indefinite and long-lasting. However, in the event of dissolution of the Association, its property shall be distributed to the University of Pennsylvania (“University”) for educational purposes. If the Association becomes an entity separate from the University, the assets of the Association shall be transferred to that successor organization.

ARTICLE III. ADDRESS

The address of the Association’s initial registered office in the Commonwealth of Pennsylvania is 111 Duhring Wing, University of Pennsylvania, Philadelphia, PA 19104. The initial registered agent is Walter Wales, founding president, and succeeding registered agents will be the then current presidents of the Association at the registered office address.

ARTICLE IV. MISSION STATEMENT

The aim of the Association is to initiate and coordinate activities that encourage retired faculty members to maintain connections among themselves and with the intellectual and social life of the University. Such activities may include organizing lectures, discussion groups, dinners, and social functions that provide fellowship and interaction among members and with the scholarly community on campus; familiarizing members, especially those planning retirement, with issues relating to retirement and retired life; and promoting opportunities for members to render volunteer service to the University and its surrounding community. From time to time, the Association may take an advocacy position on issues of vital interest to its members. Thus, the Association celebrates the careers of retired faculty members by encouraging them to remain a part of the life of the University in new and interesting ways and by facilitating the transition to retired status as the culminating phase of an academic career.

ARTICLE V. MEMBERSHIP

Section 1. Member Categories

There are two categories of members, emeritus members and senior members:

Emeritus members, for the purpose of the Association, are those formerly-full-time faculty members who have retired officially, that is, are on the University's roll of retirees and eligible for University-sponsored retiree benefits. They automatically become members of the Association upon official retirement, unless they decline or resign their Association membership (see Article V, Section 2).

Senior members, for the purpose of the Association, are those full-time faculty members in active service who have attained the age of 55 and who, in time, will be eligible to retire officially from the University. They may elect at any time to become members of the Association by notifying the secretary-treasurer in writing of their intention to do so. After official retirement, senior members automatically become emeritus members of the Association, unless they decline or resign their Association membership (see Article V, Section 2).

Section 2. Termination of Membership

Membership in the Association may be terminated at any time by a notice from the member addressed to the secretary-treasurer.

Section 3. Meetings of the Members

The Association shall hold meetings in the Commonwealth of Pennsylvania at such location, time, and in such manner as determined by the Executive Committee. The Executive Committee may call a meeting of the Association at any time by so notifying the Association membership. Meetings may be conducted by means of electronic or remote-conferencing techniques.

ARTICLE VI. OFFICERS

The officers of the Association shall be the president, the secretary-treasurer, and the at-large members of the Executive Committee. All officers serve, without compensation, for a term of two years from July 1 of the year of election.

President: The president shall be the chief officer of the Association, and shall not be eligible for reelection. The president shall be an ex-officio member of all the standing committees.

Secretary-Treasurer: The secretary-treasurer shall oversee the arrangement and announcement of the meetings of the Association and of the Executive Committee; keep records of

the proceedings of such meetings; monitor all funds of the Association; and report annually the financial status of the Association to its members and to the Executive Committee. With the assistance of the committee charged with communication and membership, or its equivalent, the secretary-treasurer shall maintain a list of Association members and their addresses and supervise the Association's correspondence.

In the event a vacancy occurs during the term of office of an Association officer, the Executive Committee shall by majority vote fill the vacancy until the end of the unfinished term or until the next election, whichever occurs earlier.

ARTICLE VII. EXECUTIVE COMMITTEE

The Executive Committee shall consist of the president, who shall be its chairperson, the secretary-treasurer, up to ten elected at-large members, the chairpersons of the standing committees (ex officio), and the chief officer of each School-based senior and emeritus association (ex officio). The terms of office of the at-large members shall be staggered at the discretion of the Executive Committee in order to provide continuity.

The Executive Committee shall manage the affairs of the Association. A majority of the Executive Committee shall constitute a quorum for the transaction of business, and any act or decision made at a meeting at which a quorum is present shall be considered the act or decision of the entire Executive Committee. Meetings of the Executive Committee shall be held from time to time, at such times and places as determined by the president. Any member of the Executive Committee may request such a meeting. Meetings shall be conducted in accordance with the University's governing documents.

ARTICLE VIII. NOMINATIONS AND ELECTIONS

The members and chairpersons of the Nominating Committee shall be selected by majority vote of the Executive Committee. The Nominating Committee shall nominate Association members in good standing as candidates for the offices of the president, the secretary-treasurer, and the at-large members of the Executive Committee. The slate of candidates shall be distributed to the Association membership at least thirty days before any vote.

The Nominating Committee shall count the votes, and the person receiving the majority of the votes cast shall be elected. The outcome of the election shall be announced promptly to the membership. Voting may be conducted by mail, including electronic mail.

ARTICLE IX. STANDING COMMITTEES

The standing committees of the Association shall be the Nominating Committee, the Program and Social Committee, the Retiree Benefits Committee, the Communication and

Membership Committee, and such other committees as may be established by majority vote of the Executive Committee. In addition, the Executive Committee may establish special committees to accomplish specific tasks of the Association. A new committee may be suggested by any member of the Association. The terms of office of members and chairpersons of each committee shall be determined by the Executive Committee.

The chairpersons of the standing committees shall present periodic progress reports to the Executive Committee and to the membership. The chairperson of each standing committee shall set the agenda and maintain a record of its meetings.

ARTICLE X. AMENDING THE BYLAWS

An amendment to these Bylaws may be proposed to the Executive Committee in a letter signed by ten or more Association members. If the Executive Committee agrees by majority vote that the proposed amendment should be made, the Bylaws will be amended in a written document.

Approved by the Executive Committee of the Association of Senior and Emeritus Faculty on November 8, 2005.