

**R U A E A**



**RETIRED UNITED AIRLINES EMPLOYEES**

**ASSOCIATION**

**BYLAWS**

**2023**

**Revised October 3, 2023**

# RETIRED UNITED AIRLINES EMPLOYEES' ASSOCIATION

## BY-LAWS

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### ARTICLE I NAME

The name of this organization is "RETIRED UNITED AIRLINES EMPLOYEES ASSOCIATION."

### ARTICLE II PURPOSE

To provide information to the members through a newsmagazine and as an avenue for the retired employees to maintain contact with other such members and conferences for the members to attend where information about what is happening in that airline community. This purpose shall also include providing education about the history of the airline industry, information for retirees that will assist them in dealing with retirement issues, support of aviation memorials around the country with a specific example being the Flight 93 Memorial in Pennsylvania memorializing those who died on that flight on 9/11. The Organization will also provide support for education about careers in the airline industry and schools that promote and educate students on subjects such as aerodynamics, safety management, aerospace & occupational safety, aircraft dispatcher, aviation business administration, aviation maintenance, pilot, ground support, customer and human relations (marketing). It is intended that the Organization act in compliance with Internal Revenue Code Section 501(c)(3) and its regulations.

### ARTICLE III MEMBERSHIP

#### **Section 1 Regular Members**

All former employees of United Airlines and/or Continental Airlines, their subsidiaries and others who have reached retirement age are eligible to become members of RUAEA. Spouses of retirees may become a regular member. All may do so by making application and paying the required dues. Widows or widowers of deceased Regular Members will become Regular Members until the deceased retired employees' membership expires. At this time Regular Membership may be continued by paying required dues. Widows or widowers of Life Members may become Regular Members by paying the required dues. In addition, a spouse of a deceased retired employee, who was not a Regular or Life Member may become a Regular Member by paying the required dues. A spouse of a deceased employee, who at the time of death was eligible for retirement, may also become a Regular Member by paying required dues. Spouses who become Regular Members may continue membership if they remarry. Regular Members may vote and hold National office in the Association. Exceptions may be approved by the Board of Directors.



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### **Section 2 Life Members**

Life memberships have been discontinued as of January 1, 1992. No new Life Memberships will be accepted after that date, unless awarded by the President. However, prior Life Memberships will remain in effect.

### **ARTICLE IV DUES**

Dues shall be payable by Regular Members 12 calendar months from the date, dues were last received. Dues amounts shall be established by the Board of Directors.

### **ARTICLE V LOCAL CHAPTERS**

The formation of local chapters of Retired United Airlines Employees Association for purposes consistent with those of the National Association are to be encouraged. There is no financial or political connection between local chapters and the National Association. The National Association provides guidance, not direction.

### **ARTICLE VI MEMBERSHIP MEETINGS**

Meetings of the membership shall be held annually, normally at the annual convention. When conditions require that the annual convention be postponed beyond a year, the annual meeting will also be postponed. Written notice of the annual meeting shall be published in the Newsletter or otherwise given to all members at least thirty (30) days before the meeting is held.

### **ARTICLE VII OFFICERS AND DIRECTORS**

#### **Section 1 Board of Directors**

The control of the affairs of this Association shall be vested in a Board of Directors consisting of all Officers, Directors and Staff listed in this Article VII of the Bylaws, whether elected, appointed or selected. A majority of the Board members shall constitute a quorum at any meeting.

#### **Section 2 President (Elected)**

The President shall manage the affairs of the Association, calling meetings of the Board of Directors as necessary, but at least annually. The President shall preside at meetings of the



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Membership and the Board of Directors, guiding their efforts, recommending such actions as may be deemed likely to increase the usefulness of the organization, and performing such other duties as are incident to the position. The President shall establish committees deemed necessary to augment the work of the organization and shall be an ex-officio member of all committees, except the Nominating Committee. The President is responsible for the signing of all RUAEA contracts.

### **Section 3 Past President (Elected)**

The outgoing President shall become Past President, serving in an advisory capacity to the incoming President and the Board. The Past President shall remain a member of the Board of Directors until relieved by the next outgoing

### **Section 4 Executive Vice President (Elected)**

The Executive Vice President shall assist the President in all matters, performing such duties as the President may assign, and serving as President in the latter's absence. The Executive Vice President is responsible for all RUAEA Regional Directors, office management functions including Newsletter publication and membership activities through the Membership/Support and Newsletter Managers.

### **Section 5 Vice President – Conventions (Elected)**

The Vice President – Conventions shall be responsible for future and current year conventions, developing and maintaining a convention manual covering all aspects of any convention, and managing and coordinating the local convention activities for the current year.

### **Section 6 Secretary (Elected)**

The Secretary, in addition to such duties as may be assigned by the President, shall record proceedings of all meetings of the membership and the Board of Directors. The Secretary shall maintain a corporate history of the Association and its activities, and shall conduct such official correspondence as may be required. In addition, the Secretary shall issue and maintain the By-Laws and Policy & Procedures Manuals including changes approved by the Board of Directors.

### **Section 7 Treasurer (Elected)**

The Treasurer, in addition to such other duties as the President may assign, shall receive,

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safeguard, and disburse all funds of the Association, and shall prepare annual and interim reports pertaining thereto. He/she shall exercise appropriate financial planning and control, and provide financial advice to the Board of Directors. He/she will cause financial records to be retained ten (10) years.

### **Section 8 Directors (Elected)**

The Directors, in addition to such duties as the President or Executive Vice President may assign, shall participate as members of the Board of Directors in planning & controlling the affairs of RUAEA. They shall also provide liaison with individual members and their respective Chapter's, give advice, disseminate information received concerning RUAEA and the Company (UA), and other items of interest. They shall counsel emerging groups, recruit new members and officers, and generally promote the growth and activities of RUAEA. The area of coverage for each Director will be determined and assigned by the Board of Directors. They will remain in contact with their respective Chapters quarterly using the appropriate communication method.

### **Section 9 Newsletter Editor (Appointed)**

The Editor will publish a monthly Newsletter and edit input from local groups, individuals, company and other sources. Every local group may supply material to the publishing point on a scheduled basis. The Editor shall be appointed by the President, with the advice and consent of the Board, at the convention Board meeting each year, shall attend Board meetings and shall be advised on all matters concerning Newsletter content, production, publication and distribution.

### **Section 10 Assistant Vice President – Conventions (Appointed)**

Assistant Vice President – Conventions shall assist the Vice President – Conventions in all matters, performing such duties as the Vice President – Conventions may assign and serve as Vice President – Conventions in the latter's absence. This position is appointed by the President with advice and consent of the Board.

### **Section 11 Membership/Support Manager (Appointed)**

Membership/Support Manager will be responsible to the Executive Vice President for RUAEA membership activities, automation support and Website functions. Act as RUAEA Registered Agent to the State of Colorado. Appointed by the President with advice and consent of the Board.



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### **Section 12 Newsletter Manager (Appointed)**

Newsletter Manager will report to the Executive Vice President for all Newsletter management functions, including publishing and distribution. In the absence of a Newsletter Editor (Section 10 Newsletter Editor) the Newsletter Manager will be responsible for all editorial functions. Appointed by the President with advice and consent of the Board

### **Section 13 Website Managers (Appointed)**

Website Managers act as consultants overseeing the RUAEA Website format, contents, activities and operation. They act to oversee and coordinate activities between the Website hosts and the RUAEA office. They develop and maintain Website policies and procedures. Appointed by the President with advice and consent of the Board. They will report to the Executive Vice President.

### **Section 14 Corporate Relations (Appointed)**

The person/s responsible for Corporate Relations and Communications, will be the liaison/s between United Airlines and RUAEA, and will establish a close tie at the corporate level regarding retiree matters and information disseminated to retirees. Will provide information as to decisions that may affect RUAEA members and their benefits. The representative/s will be appointed by the President, with the advice and consent of the Board, and report to the President.

### **Section 15 Chair Person of the Site Selection Committee (Appointed)**

The person responsible for guiding the Site Selection committee and establishing the criteria for which it functions in the planning and selection of convention sites. Oversees the site selection process and is responsible for negotiating site contracts. This person is appointed by the President with the advice and consent of the Board. He/she will report to the Vice President of Conventions.

## **ARTICLE VIII TERM OF OFFICE**

The term of office for all officers and directors shall be two (2) years and thereafter until their successors are installed. If there are no candidates for the elected positions, the term may be extended to the next election cycle.

In an effort to maintain experience and continuity, no more than five (5) Regional Directors will be elected in any single year. *A onetime change to the By-Laws to stagger the election of Executive*



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Committee Members by voting in the 2017 Business Meeting to extend the term of the VP-Conventions and of the Treasurer for one additional year, with their terms expiring in September 2019. Thereafter, their terms shall be for two (2) years. With the concurrence of the officers and directors may run for continual terms. Officers and directors may be nominated, elected and serve in another office even though their current term has not expired. Upon election to another office, the successful candidate may continue to serve in his/her current office or another office, thus holding multiple offices concurrently, with the approval of the Board of Directors.

## ARTICLE IX ELECTIONS

### **Section 1 Elections**

All candidates selected by the Board of Directors would be published in the RUAEA Newsletter along with a biography of each candidate and a ballot to accompany the Newsletter at least sixty (60) days prior to the convention. RUAEA members can then mark their ballot and forward it to the Election Appointee (15) days prior to the convention for tabulation and announcement of successful candidates at the Business Meeting of the convention.

### **Section 2 Filling Vacancies**

In the event of a vacancy in the position of Officer or Director, Board of Directors shall initiate an immediate search for replacement(s) to fill the remaining term(s) of office. Input from the Board of Directors and others shall be requested. When the nominees are agreed upon, their names shall be presented to the Board of Directors for discussion, approval and appointment. In the event of a need for replacement prior to the next Board Meeting, a telephone vote may be held.

## ARTICLE X STANDING COMMITTEES

### **Section 1 Executive Committee**

There shall be an Executive Committee comprised of the elected Officers and Past President. Primary function is to identify areas for further study and prepare recommendations for Board action. Meetings may be called at any time by the President

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### **Section 2 Site Selection Committee**

The Site Selection Committee is responsible for providing convention site possibilities to the Vice President- Convention and President for future conventions. Committee is comprised of a Chairman (appointed) and area representatives, as determined by regional requirements. Committee visits and reviews suggested properties, recommends to the Vice President – Conventions through the Chairman. Selects proposals from eligible properties that will conform to proposal guidelines given to hotel. Negotiates pricing for initial contract. Chairman reviews all areas of possible sites of interest and economy. The chairman presents a final recommendation to the Vice President – Conventions and President for contract signing.

### **ARTICLE XII DISSOLUTION OF RUAEA**

In the event that this organization should be dissolved, all assets will be disposed of as follows: All assets remaining after payment of all legal obligations shall be distributed to any organization operating exclusively for charitable or educational purposes and which qualifies as an exempt organization under Section 501 (c) (3) of the Internal Revenue Code. The ARTICLE XII DISSOLUTION OF RUAEA organization(s) to receive this grant shall be selected by a two-thirds majority of the Board of Directors at a special meeting called for this purpose.

### **ARTICLE XIII AMENDMENT OF THESE BY-LAWS**

Amendments to these By-laws shall be passed by a majority of the Board of Directors prior to submission to the membership at the Annual Meeting, and must be publicized in the Newsletter at least thirty (30) days prior to voting by the membership at the Annual Meeting. A majority votes is required. An amendment may be proposed by a member upon presentation to the President by January 1 in any year.



Ruth M Morabito, Executive President

10-3-2023



Mary Jane Stewart, Secretary