

**SIEMENS WESTINGHOUSE RETIREES
ASSOCIATION
OF ORLANDO, FLORIDA**

BY-LAWS

Issued April 1986
Revised April 1989
Revised April 1991
Revised July 2001
Revised July 2004
Revised November 2005
Revised October 2010

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Table of Contents

2	Article I - Objectives and Activities	2
	Section 1. Name	2
	Section 2. Objectives	2
	Section 3. Activities	2
	Article II - Membership	2
	Article III - Voting	2
	Section 1. Voting Rights	2
	Section 2. Voting Actions	2
	Article IV - Meetings	2
	Section 1. Meetings of Members	2
	Section 2. Meetings of Board of Directors	3
	Section 3. Meetings of Committees	3
	Section 4. Quorums of Legally Constituted Meetings	3
	Section 5. Meeting Procedures	3
	Section 6. Interface with Siemens Company.....	3
	Article V - Association Government	4
	Section 1. Board of Directors	4
	Section 2. Officers	4
	Section 3. Committees	5
	Article VI - Nominations	5
	Article VII - Dues	5
	Article VIII - Financial Administration	6
	Section 1. Deposit and Withdrawal of Funds	6
	Section 2. Fiscal Year	6
	Section 3. Budgets	6
	Section 4. Accounting	6
	Section 5. Reporting	6
	Section 6. Audits	6
	Article IX - Amendments	6

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ARTICLE I - OBJECTIVES AND ACTIVITIES

Section 1. Name:

The name of this organization is **Siemens Westinghouse Retirees Association of Orlando, Florida** and is hereinafter referred to as the "Association". It is the duly approved successor by the membership and By-laws of the Westinghouse Retirees Association of Orlando, Florida.

Note: Hereinafter the use of the term "Siemens Westinghouse", "Siemens Westinghouse Power Corporation", or "Siemens" shall mean to include its corporate successors.

Section 2. Objectives:

The objectives of the Association are; to encourage comradeship, promote the welfare of retired employees of Siemens Westinghouse Power Corporation and Westinghouse or corporate successors of the Power Generation Business Unit and maintain a meaningful relationship with Siemens Westinghouse Power Corporation or its corporate successors.

Section 3. Activities:

In order to further its objectives, the Association shall:

- a. Hold Board meetings, general meetings, and other group activities.
- b. Maintain liaison with Siemens Westinghouse Power Corporation or its corporate successors.
- c. Sponsor or participate in activities that will promote the welfare of the Association and its members.

ARTICLE II - MEMBERSHIP

Any individual who has retired (including by disability) from Westinghouse Electric Corporation, Siemens Westinghouse Power Corporation, Siemens, or corporate successors of these entities shall be eligible for membership. An additional requirement for membership is the payment of such membership fees and dues as shall be prescribed by the Association. Spouses of deceased members will be eligible to join as a non voting associate member. Associate members dues and benefits will be determined on a yearly basis by the board. Initially, the dues will be zero.

ARTICLE III - VOTING

Section 1. Voting Rights:

Each member shall be entitled to one vote. Members may vote in person or by written proxy. Any time there is a questionable vote, a roll call vote shall be taken.

Section 2. Voting Actions:

- a. In the election of Directors, a majority vote of the members present and by proxy at a legally constituted meeting shall be required.
- b. In matters pertaining to amending these By-Laws, a two-thirds (2/3) vote of the members present and by proxy at a legally constituted meeting shall be required.

ARTICLE IV - MEETINGS

Section 1. Meetings of Members:

- a. Regularly scheduled meetings shall be held on the second Tuesday morning of each quarter (January, April, July, October) as a minimum.
 - (1) If the Tuesday falls on a legal holiday, the Board may reschedule the meeting on any convenient day within seven (7) calendar days following the holiday.

- (2) The Board may suspend meeting(s), however, notice of suspension of meeting(s) must be given to the membership not later than one month prior to the meeting(s) to be suspended. In the event of a situation that precludes a one month prior notice, such as a natural disaster or loss of the meeting place, notice must be given to the membership as soon as possible after the Board's decision to suspend the meeting. Regularly scheduled meetings should not be suspended except in rare and unusual situations.
- b. Special meetings may be called by the Board or by petition of a member. The petition must state the purpose of the special meeting and must be signed, including electronic signature, by at least fifteen (15) percent of the membership.
 - (1) Written notice of special meetings, giving the date, time, place and purpose, must be given to the membership not less than ten (10) calendar days prior to the date of the special meeting. This does not apply to meetings rescheduled because of a natural disaster or loss of the meeting place.

Section 2. Meetings of the Board of Directors:

- a. Regularly scheduled Board meetings shall be held prior to the regularly scheduled membership meetings (January, April, July, October) as a minimum. If the regular membership meeting for any quarter is suspended, the Board meeting for that quarter may also be suspended.
- b. Special Board meetings may be called by the President or by petition of three (3) Board members. Notice of such meeting, giving the date, time, place and purpose, must be given each Board member reasonably in advance of said special meeting.
- c. A Special Joint Board meeting of the current Directors and the newly elected Directors shall be held between the election of Directors (October membership meeting) and the beginning of the new term (January 1).
 - (1) The Special Joint Board meeting shall be scheduled, arranged, called and chaired by the President.
 - (2) The purpose of the meeting is to select new officers and provide a transition of business from the old Board to the new Board.

Section 3. Meetings of Committees:

Committee and sub-committee meetings may be held on an as-needed basis at a time and place agreeable to the members of the committee or sub-committee.

Section 4. Quorums for Legally Constituted Meetings:

- a. Ten (10) percent of the membership, or not less than eight members, whichever is greater, shall constitute a quorum for the transaction of business at any membership meeting.
- b. A majority of the membership of the Board shall constitute a quorum for the transaction of business at any Board meeting.
- c. The committee chairman and one other committee member (if the committee is composed of more than three (3) members) shall constitute a quorum for the transaction of business at any committee meeting. If a committee chairman cannot attend a meeting, a meeting shall constitute a quorum if at least 66% of the remaining members are present.

Section 5. Meeting Procedures:

The latest edition of Robert's Rules of Order shall be the final authority on all questions of parliamentary procedure.

Section 6. Interface with Siemens Company

- a. Memorandum of Understanding (MOU) exists between Siemens and the Association. This Siemens created document will be signed by the President of the Association, when appropriate, which covers the legalities, responsibilities, and actions of the Association when on Siemens property or when participating in off site projects under the Siemens banner. The current form can be found on our WEB site.
- b. Volunteer Participation Form (VPF) is another Siemens created form which they will require

all Association members to sign who participate in a Siemens sponsored event. This form is created, administered, and maintained by Siemens.

ARTICLE V - ASSOCIATION GOVERNMENT

Section 1. Board of Directors:

The affairs and property of the Association shall be managed and governed by a Board of Directors, referred to elsewhere in these By-Laws as the Board, composed of not less than four (4), nor more than nine (9), members of the Association.

- a. Directors shall be elected at the October meeting for a two (2) year term beginning on January 1. Board members may be nominated for a maximum continuous term of no more than 6 years (3 elections).
- b. All Board vacancies, if needed to satisfy the minimum number of Board members or if desired by the Board, shall be filled by a member of the Association by a majority vote of the Association at the next regularly scheduled membership meeting by nominations from the floor and an affirmative vote of a majority of the members present and by proxy. The new Board member completes the term of the member being replaced.
- c. Approximately half of the Directors are to be elected at each annual election.
- d. All Directors must be members in good standing of the Association.
- e. Directors may be removed from the Board only by majority vote of the full membership, either present or by proxy, at a regular or special membership meeting. The Board must recommend removal in writing to the membership at least fifteen (15) days prior to the meeting at which the vote is to be taken.
 - (1) Lack of interest as evidenced by failure to attend three (3) consecutive Board meetings without justification to the President shall be considered sufficient grounds for removal.

Section 2. Officers:

- a. All Officers shall be determined at the Special Joint Board meeting described under Article IV - Meetings, Section 2 - Meetings of the Board of Directors, Item c., by those Board members who will serve during the following year. All Officers must be members of the Board and will serve one-year terms. Officers may be re-elected by the new board at the annual Special Joint Board meeting. No officer should hold the same position for more than four consecutive years.

Officers and their duties are as follows:

- (1) The **President** shall preside at all meetings of the Association and the Board, appoint special committees and chairmen of standing committees, and be ex-officio a member of all standing committees.
 - (2) The **Vice-President** shall assume the office of the President when necessary and shall assist the President in the duties of that office.
 - (3) The **Treasurer** shall be responsible for receipt, custody and disbursement of all funds belonging to the Association and keep an account of all dues, receipts and expenditures, report the state of the Treasury at each meeting, and keep a register of the members, addresses, e-mail addresses, and telephone numbers. The Treasurer will keep the Secretary aware of any new members and any changes of the members' status, addresses, e-mail addresses, and telephone numbers.
 - (4) The **Secretary** shall be custodian of all non-financial records of the Association and record the minutes of all meetings, be able to produce a copy of the By-Laws, notify the Board members of all meetings, handle all correspondence of the Association and assist the President with correspondence. The Secretary will keep a copy of the register of the members, addresses, e-mail addresses, and telephone numbers.
- b. Any Board member can serve in any Office, but only one Office at a time.

- c. In the event of a vacancy in the office of President, the Vice-President shall become President.
All other officer vacancies shall be filled by a member of the Board by a majority vote of the Board at their next meeting.
- d. Officers may be removed from office by a two-thirds (2/3) vote of the Board.
 - (1) Lack of interest as evidenced by failure to attend three (3) consecutive Board meetings without justification to the President shall be considered sufficient grounds for removal from office but not the board.

Section 3. Committees:

The President shall be authorized to appoint such committees as may be required for the efficient functioning of the Association. The appointment authority in this section does not supersede any conflicting provisions found elsewhere in these By-Laws. Since the purpose of all committees is to advise the President, they shall report to the President except for the Audit committee, which shall report directly to the general membership. Chairmen and committee members have no term limits and serve at the discretion of the president.

ARTICLE VI - NOMINATIONS

A Nominating Committee, composed of at least three (3) members of the Association, only one of whom may be a member of the Board, shall be appointed by the President prior to the July regularly scheduled Board meeting. The committee shall develop a slate of names of suitable nominees to the Board of Directors to replace those who will be leaving the Board the following year. The names shall be presented to the President and forwarded to all current Directors at least ten (10) days prior to the October Board meeting. The Board will verify that all nominees meet the requirements to serve on the Board of Directors. At the October regularly scheduled membership meeting, the committee shall present their list of nominees along with nominations from the floor for the election of Directors. Written ballots shall be utilized if there are more than the maximum number of allowed candidates nominated. Consent of all nominees must be secured before names are presented.

ARTICLE VII - DUES

- a. The amount of annual dues in the Association shall be determined by the Board. The dues cannot be increased by more than 25% without the approval of a simple majority, including proxy votes, at a general membership meeting.
- b. The annual dues shall be payable at the first of each year. Membership shall be suspended if dues are not paid by April 30. Suspended members shall not be permitted to participate in any activities of the Association.
- c. A Suspended member is reinstated by simple payment of the current year's dues.
- d. A member in good standing is a member who is current in their dues.
- e. All dues and other funds received by the Association shall be considered obligated and are not refundable or transferable.

ARTICLE VIII - FINANCIAL ADMINISTRATION

Section 1. Deposit and Withdrawal of Funds:

- a. All funds received by the Association shall be deposited in a Florida bank in the name of the Association.
- b. The Board shall determine which banking institution is to be used.
- c. The Treasurer and two other Board members as designated by the Board are authorized to write drafts withdrawing funds from the Association accounts.

Section 2. Fiscal Year:

The Association's Fiscal Year shall be the calendar year, January 1 through the following December 31.

Section 3. Budgets:

All obligations and expenditures shall be in accordance with an annual budget prepared by the Board and ratified by the membership. The operating budget shall be presented to the membership for ratification at the April meeting.

Section 4. Accounting:

The Treasurer shall maintain the Accounting records for all Association activities, including membership rolls.

Section 5. Reporting:

- a. At each regular meeting of the membership, the Treasurer shall report on all income and expenditures of the Association since the last report and the current financial and membership status.
- b. The Treasurer shall prepare and present to the Board at the January Board meeting a written Annual Report detailing all income and expenditures and membership status for the previous year. A copy of the report shall be filed with the Secretary.

Section 6. Audits:

- a. The financial accounts of the Association shall be audited annually.
- b. At the January membership meeting, an Audit Committee of three (3) members shall be elected by a majority vote. Nominations will be taken from the floor. No Board member shall participate in the audit other than to participate as members of the Association in the vote for the audit committee.
- c. The audit shall cover the Association's fiscal year, January 1 through the following December 31. The audit shall be timely completed and a report presented to the membership at the April membership meeting. A copy of the report shall be filed with the Secretary.
- e. In the event of an unscheduled change of Treasurer, the President, with the advice and consent of the Board, shall appoint an audit committee to immediately audit the books from January 1 of that year. The report shall be presented to the Board, and a copy filed with the Secretary.

ARTICLE IX - AMENDMENTS

Any member in good standing may make a proposal for amendment of these By-Laws. All such proposals must be approved by the Board before being presented to the membership for approval. Proposed amendments shall be in writing and delivered to the President at least fifteen (15) days prior to a Board meeting that would consider the proposal. A proposed amendment may be modified by the Board before approval. The Secretary shall give each Association member in good standing a copy of the proposed amendment as approved by the Board and notice of the time of the membership meeting at

which such proposal will be voted upon. Such notice shall be given not less than fifteen (15) days prior to the date set for such meeting. Distribution can be by e-mail, regular mail, or distributed at a general membership meeting. In the case of distribution at a general membership meeting, voting could not take place until the next general membership meeting. The proposed amendment should also be posted on the Association's web site.. An affirmative vote of at least two thirds (2/3) of the members present and by proxy at a legally constituted meeting shall be required for passage of the amendment. During the meeting, at which a vote to consider changes to the By-Laws is planned, additional changes, revisions, and editing can be made and voted upon by the members present without having to wait an additional time period to vote and approve. Changes, revisions, and editing made during the meeting to be determined to be significant by a simple majority of those present, will result in the need to follow the rules for initiating implementing a change.