



FEDEXRETIREE CLUB BYLAWS

ARTICLE I – GENERAL PROVISIONS

Section 1. Name

The organization is known as the FedEx Retiree Club, and is hereby declared to be a not-for-profit organization. No other retiree organization may use the name FedEx Retiree Club without the express written consent of FedEx Corporation.

Section 2. Mission

The mission of the Club is to pursue and promote the social, cultural and recreational welfare of the eligible retirees. The goal is to establish and foster friendly relations, loyalty, tradition and identification with FedEx – globally.

ARTICLE II – MEMBERSHIP

Section 1. Eligibility

Membership is open to all retirees of FedEx and its subsidiaries. The Board retains the authority to make exceptions to these eligibility requirements on a case-by-case basis. Spouses or surviving spouses of qualified retirees are eligible for an associate membership in the Club. Associate members can serve on committees, but have no voting rights and cannot serve as an officer or committee chair. Satellite members are retired FedEx employees residing outside the greater Memphis area, who geographically find it difficult to participate in local Memphis activities.

Section 2. Membership Dues

- a. The Board Of Directors sets annual dues.
- b. The membership period extends from June 1 to May 31 of the following year. Any new member, associate member, or satellite member joining the Club after June 1, will be billed for dues prorated to the remainder of that fiscal year.
- c. Dues are billed annually.

ARTICLE III – OFFICERS/BOARD OF DIRECTORS

Section 1. Officers

The Club elects a slate of officers consisting of a president, vice president, treasurer and secretary. An election of officers is conducted every three (3) years. The immediate past president shall serve in an advisory capacity to the BOD as President Emeritus for a term of one year, or longer at the request of the BOD, with his or her concurrence.

Section 2. Nominations

Interested, active Club members may be nominated or may submit their own names to the Nominating Committee. Associate members have no voting rights and cannot be nominated.

- Not later than one hundred and twenty (120) days before the election date, the President appoints a Nominating Committee and Chairperson to oversee the election process.
- Not later than ninety (90) days before the election date, the Committee prepares a nomination request form, mails the form to the Club membership and posts an electronic nomination form on the Club website.
- Not later than sixty (60) days before the election date, nominations close. Nominations received after the closing date will not be considered. The BOD may establish an earlier closing date for nominations

The Nominating Committee reviews the nominations and contacts all nominees to discern their desire to seek office. The Nominating Committee Chairperson(s) prepares a summary report of the nominations by office and submits a final ballot for the approval of the BOD. Any member who is selected to be on the final ballot may not be a member of the Nominating Committee.

Section 3. Election

At least sixty (60) days before the election date, the Nominating Committee mails ballots to the Club membership and posts an electronic ballot on the Club website. Voting by mail and Internet closes at the end of the 60-day period. Ballots received after the closing date will not be considered. Ballots must be counted in time to announce the new officers at the next membership luncheon. Results will be posted on the website and ~~to be published~~ in the first newsletter following the election.

Section 4. Board of Directors (BOD)

The BOD consists of elected officers, committee chairs and other individuals elected by the existing board. Voting rights of the BOD are limited to the officers and committee chairpersons.

Section 5. Filling Officer Vacancies

If any elected officer is unable to complete/fulfill the remaining time/term of his/her position due to health, logistics, or other reasons, the Board of Directors nominates candidates for that position as soon as possible. A majority count of votes by the Board of Directors is required for a nominee to be elected to fulfill the remaining term of the vacated officer position. If the President's position becomes vacant, the Vice President automatically succeeds to the President's position and the BOD then fills the Vice President's position.

ARTICLE IV – DUTIES OF OFFICERS

Section 1. President

The President:

- (a) Presides at all meetings of the Club
- (b) Appoints committee chairpersons
- (c) Directs the committees in their duties
- (d) Directs and assist other officers in the fulfillment of their duties
- (e) Appoints all other appointed Committee positions as required

Section 2. Vice President

The Vice President:

- (a) Assists the president in the performance of his or her duties
- (b) Assumes the full title, powers and responsibilities as the president in the event that the president is absent or no longer qualified or capable of performing his or her duties

Section 3. Treasurer

The Treasurer:

- (a) Keeps a permanent record of all income and cash disbursements
- (b) Presents a financial report monthly or as requested by the president
- (c) Makes sure his or her books are available for inspection at all times
- (d) Maintains responsibility for all money received
- (e) Pays out all necessary and proper sums
- (f) Signs checks and requisitions
- (g) Provides, at the conclusion of each fiscal year, a financial plan for the next fiscal year.

Section 4. Secretary

The Secretary:

- (a) Keeps a permanent record of all meetings
- (b) Maintains a file of the minutes of all meetings
- (c) Maintains correspondence as determined by the president
- (d) Performs other duties as prescribed by the president

Section 5. Funding

Under direction of the Club president, the BOD formulates and approves a financial plan (~~the budget~~) each year and includes a current financial statement. The financial statement is posted annually on the web site.

ARTICLE V – COMMITTEES

Section 1. Standing Committees

The following constitutes Standing Committees, as appropriate:

- (a) Finance and Audit Committee
- (b) Membership Committee
- (c) Information/Technology Committee
- (d) Communications/Media Committee
- (e) Luncheon Committee
- (f) Travel Committee
- (g) Chaplain's Care Committee
- (h) Benefits Committee
- (i) Special Events/Activity Committee
- (j) Merchandising Committee
- (k) Marketing & Sales Committee

Section 2. Standing Committee Membership

The members of the standing committee, as well as any special committees, are active Club and associate members. Committee chairpersons shall be responsible for staffing their committees. It is recommended that each committee consist of at least three (3) to five (5) persons.

Section 3. Standing Committees Duties

(a) Finance and Audit Committee

The committee, under the direction of the Club president or his or her designee, makes recommendations to the BOD periodically on matters pertinent to records of the treasury and makes a report of this audit to the president. The treasurer is included in this committee.

(b) Membership Committee

The committee is responsible for promoting a strong membership outreach to all FedEx retirees. This committee maintains permanent membership records and provides such as requested. The committee provides written reports of its activities to the board monthly .

(c) Information/Technology Committee

The committee coordinates with the Webmaster to design, develop and maintain the Club web site (www.ferc1.org) and reviews current and new technology for use in attaining Club goals. The committee develops and maintains the capability to send bulk E-mail notices to all members who provide their E-mail addresses. The committee ensures that bulk E-mail is only sent for "emergency" situations and that a Club Officer reviews final content and approves the E-mail before it is released. The committee provides written reports of its activities to the board monthly.

(d) Communications/Media Committee

The committee is responsible for ensuring that the general Club membership is aware of all current/upcoming activities. The committee prepares and provides information to the membership by way of the Club newsletter and other notifications. The chairperson is responsible for bulletins, letters or flyers, etc. sent to the general membership. The chairperson is responsible for any published information or communications to be made available for review as requested. The committee provides written reports of its activities to the board monthly .

(e) Luncheon Committee

This committee plans, supervises and coordinates the monthly membership luncheon, including speakers and/or programs. The Chairman is responsible for determining the number of attendees and reconciles this with the vendor the day of the luncheon. Any program or activity must be submitted in writing to the BOD at least three (3) months prior. This written submission is to include (a) Speaker identification, (b) Topic to be covered, (c) Biographical qualifications, and (d) The goal or what is to be the benefit to the Club. All activities must be approved by the BOD prior to any commitment to individuals or locations for any activity. The committee provides written reports of its activities to the board monthly .

(f) Travel Committee

The committee is responsible for recommending to the board appropriate travel activities that support the Club's mission statement. The committee negotiates, plans, and coordinates club travel promotions and dissemination of information to club members. The committee provides the board promotional and discounted opportunities for approval as they arise. The committee provides written reports of its activities to the board monthly .

(g) Chaplain's Care Committee

The Committee monitors and responds to the FERCI Chaplains Care E-mail Internet form. The committee contacts members and spouses in times of stress (deaths, illnesses, surgery, etc.). The committee may also send cards dealing with the issue at hand (sympathy/get well. etc.) The committee works with various volunteer organizations and keeps the membership aware of volunteer opportunities that are available. The committee provides written reports of its activities to the board monthly.

(h) Benefits Committee

The committee acts as a resource for retiree benefits and helps answer questions about such benefits when members are unable obtain answers themselves. The committee publishes appropriate benefits-related information on the Club's website and in newsletters. The committee provides written reports of its activities to the board monthly.

(i) Special Events Committee

The committee is responsible for the planning and administration of any special events for the Club. The committee provides written reports of its activities to the board monthly.

(j) Merchandising Committee

The committee is responsible for planning, promoting, and administering all FedEx Retiree Club merchandising activities. The committee provides written reports of its activities to the board monthly.

(k) Marketing & Sales Committee

The committee is responsible for negotiating advertising to be placed in the Club Newsletter and on the Club Website. The committee screens content and collects charges to produce revenues for Club operations. The committee coordinates with the Communications/Media and Information/Technology committees concerning placement of the advertising. The committee provides written reports of its activities to the board monthly.

Section 4. Special Committees

Every special committee diligently pursues the duties to which it has been assigned with as little delay as possible and shall report to the BOD, including providing monthly reports as needed and, a final report upon completion.

Section 5. Ex-Officio Member

The president is an ex-officio member of all committees and is informed of their status.

ARTICLE VI – RELATIONSHIP WITH FEDEX**Section 1. Funding**

The Club is to operate autonomously as a self-sustaining, non-profit entity. Proper controls are to be enacted to insure its operation in a fiscally sound manner. All funds are to be raised by membership dues and other fundraising activities of the Club.

Section 2. FedEx Relationship

There shall always be an open invitation to FedEx personnel who serve in a support or liaison capacity and who might wish to address the Club BOD or membership.

**ARTICLE VII – PERFORMANCE BY ELECTED AND
APPOINTED MEMBERS OF THE BOD**

Section 1. Board Of Directors (BOD)

The Board members are expected to attend BOD meetings and membership luncheons. If the occasion arises that an elected board member cannot be present at one of these meetings, he or she should contact one of the other officers advising the reason for the absence. The action will constitute an excused absence. Failure to provide notice of an absence prior to the event three (3) times will be deemed as failure to fulfill the requirements of a board member.

Section 2. Non-Performance

(a) Officers

An officer may be removed from office for failure to adequately perform their duties as described in the Club By-Laws by a majority vote of the BOD and ratification by at least a two-thirds vote of the membership present at a meeting of the Club.

(b) Chairpersons

Chairpersons of committees may be removed for failure to perform their duties as described in the Club By-Laws by a review and recommendation of the officers.

ARTICLE VIII – CHANGES

Section 1. Additions, Alterations, Amendments or Exceptions

Any additions, alterations, amendments or exceptions to the bylaws must be submitted to the BOD for approval. The general membership shall vote on any revisions to these bylaws. Each revision must be approved by a two-thirds (2/3) majority of all members present and voting at two (2) consecutive meetings.

ARTICLE IX – DISSOLUTION

Section 1. Disposition of Club Assets

Should unknown conditions force the dissolution of the FedEx Retiree Club, Club assets will be distributed equally between St. Jude's Children's Research Hospital in Memphis, Tennessee and the FedEx Family House in Memphis, Tennessee. Should this not be practical, it is the intent of the Club that it's assets should go to another charity to be designated at that time.