

## **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, 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 (BOD) 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. Those renewing or joining the club during the last quarter of the fiscal (March, April, May) will have the 3 months' portion of the current year added to the following year's dues.
- c. The Board of Directors set the dues which 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. Officers are selected by the current Board of Directors every two years with input from a Nominating Committee selected by the Board President. 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**

Effective 2023, FERC Officers will be seated by the Board of Directors. The terms of office will be 2 years. The Board President will appoint a Nomination Contact who will canvas the Members 120 days prior to the new physical year requesting nominations for FERC Officers. All candidates must be a current member of the FedEx Retiree Club and willing to serve in the described Officer capacity for 2 years. All Officer Candidates must submit a Bio and photo no later than April 15th to the Nomination Contact via email. All nominees will be presented to the BOD for a majority vote on each Officer position. Current Officers will be allowed to cast a vote for themselves if desired. (Note: All other provisions of the Bylaws are still effective.)

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.

- No later than February 1 of the year new officers will assume their positions, the President appoints a Nominating Committee Chairperson to oversee the election process. The Nomination Committee Chair selects members to assist with interviews to prepare a slate of officers for consideration by the Board of Directors. This identification process can consist of personal contacts with members, member self-nomination or nomination by eligible members.
- No later than April 1 of the year new officers will assume their positions, the Nomination Chairperson will submit the proposed slate of officers to the Board of Directors accompanied by resumes and qualifications of each nominee.
- At the May Board of Director meeting, the Board selects the new officers for the upcoming term of office. The new slate of officers is announced via social media and email to all current active members during May and assume their new positions June 1.

## **Section 3. 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 4. 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 title and responsibilities as the president in the event 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 the books are always available for inspection
- (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
- (h) IT/Communications Committee
- (c) Luncheon Committee
- (e) Chaplain's Care Committee
- (f) Special Events/Activity Committee
- (g) 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. The committee is

responsible for coordinating all technology issues related to the Club web site ([www.ferc1.org](http://www.ferc1.org)) concerning membership listings and systems.

**(d) IT/Communications Committee**

This committee is responsible for any communications and IT efforts other than Membership, Luncheons, and Marketing/Sales. This could include emails, specific information pages that need changes, etc. The committee coordinates with the Webmaster to design, develop and maintain the Club web site ([www.ferc1.org](http://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.

**(c) Luncheon Committee**

This committee plans, supervises and coordinates the monthly membership luncheon. The Committee is responsible for preparation of all email notifications to the Memphis members regarding the monthly luncheons. The Chairman is responsible for managing the process for registration and prepayment for the monthly luncheons, advising the vendor of the number to prepare food for, and reconciles this with the vendor the day of the luncheon.

All Board of Director members assist the committee in identifying and acquiring speakers for the monthly luncheons. If a Board member has a proposed speaker, he/she should advise the Board at least three (3) months prior of the name, qualifications, and topic on which the speaker will speak. The Board must approve the speaker. Those members of the committee and Board of Directors members who identify potential speakers are tasked with providing non-political or solicitation type presenters.. The committee provides written reports of its activities to the board monthly.

**(e) Chaplain's Care Committee**

The Committee monitors and responds to the FERC1 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.

**(f) Special Events Committee**

The committee is responsible for the planning and administration of any special events for the Club. At present, this includes the Benefits/Health Fair in October and the Vendor Fair in April. The committee provides written reports of its activities to the board monthly.

Also included in this committee is the functions of the Travel Committee which would be assigned on an as needed basis rather than as a standing 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.

**(g) 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. This committee is also responsible for the production, distribution, and collection of payment for any calling cards ordered through the web site. He/she is also responsible for any IT changes needed to any sections relevant to the Marketing and Sales efforts of the committee. 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 other charities to be designated at that time