

**Chevron Retirees Association
METROPOLITAN HOUSTON CHAPTER**

CONSTITUTION

ARTICLE I - NAME AND BASIS OF FORMATION

The Chevron Retirees Association - Metropolitan Houston Chapter is established under and formulated upon the following applicable segments of the Constitution of the “parent” Chevron Retirees Association:

“Article II – Mission

Section 1 The mission of the Chevron Retirees Association is to attract and retain a diverse and multi-cultural dues-paying membership that brings value to all retirees and spouses and to the corporation.

Section 2 We accomplish our mission through:

- Social Interaction
- Education
- Communication
- Advocacy of mutually important issues”

“Article V – Chapters:

Section 1 - Chapters comprise the local affiliation of Association members who are duly organized as a representative body, who subscribe to the principles and objectives of the Association and who are willing to support the programs and financial needs of the Association.

Section 2 - Each Chapter shall elect a President and other Officers/Directors. The Chapter President will serve as a Director of the Association and as a member of the Area Executive Committee.

Section 3 - Chapter organization, rules, procedures and activities are determined by each local Chapter consistent with the Association’s Constitution and policies.”

ARTICLE II - CHAPTER PURPOSE

The purpose of this Chapter, in conjunction with those purposes set forth in the Constitution of the Chevron Retirees Association, is to promote good fellowship, to improve relations with other members of this and other Chapters, to encourage participation in social activities, travel, sports, and well being of members, and to promote participation in civic projects and improvement in Chapter and community spirit.

ARTICLE III - CHAPTER MEMBERSHIP

Section 1 - Annuitants, retirees, and terminated employees of the Chevron Companies shall be eligible for membership, to include those who:

- a. Currently draw pensions, disability or special compensation;
- b. At date of retirement elected to take annuity benefits as lump-sum payments; and

c. At termination were vested and will be eligible to receive pension upon attaining age 55.

Section 2 - Members' spouses who do not qualify for membership under Article III, Section I will be considered as honorary, non-dues-paying members ineligible to vote on Chapter matters or hold an elected office.

Section 3 - Eligible individuals may join the Chapter in their first month of retirement or cessation of employment with the Chevron companies or at anytime thereafter.

Section 4 - Membership in the Chapter shall terminate upon death or resignation. Surviving spouses shall continue as honorary members until the following year. All surviving spouses are eligible for regular membership.

ARTICLE IV - CHAPTER OFFICERS AND DIRECTORS

Section 1 – Officers. The Officers of the Chapter shall consist of:

<u>Elected</u>	<u>Appointed</u>
President	Other directors necessary to
Vice President	complete the duties of the
Secretary	chapter as determined by the
Treasurer	elected officers (e.g. Assistant
	Treasurer, Scholarship Chairman
	et al.)

Section 2 - Directors. The Directors of the Chapter shall consist of:

Elected and Appointed Officers
Immediate Past President
Directors At-Large (4)

Section 3 – Duties.

President - The President shall (a) preside at all meetings of the membership and the Board of Directors, (b) serve as Chairman of the Board of Directors, and (c) appoint appointed officers.

Vice President - The Vice President shall (a) assume the duties of the President in the President's absence and (b) have the same duties and responsibilities as the President when acting in his capacity.

Secretary – The Secretary shall (a) attend all meetings of the membership and the Board of Directors, (b) record all action taken, (c) make and record minutes showing all resolutions, votes or proceedings, and (d) keep a minute book for such purposes. In the absence of the Secretary the presiding officer shall appoint an alternate to perform these duties.

Treasurer - The Treasurer shall (a) be charged with the safekeeping of all of the funds of the Chapter and (b) keep adequate records of the receipt and distribution of such funds, which records shall be open at all reasonable times for inspection by any member of the Chapter.

Directors - Directors shall (a) be vitally interested in the Chapter, working to secure new members and encouraging members to participate in and be an active part of the Chapter, and (b) willingly serve on committees for functions or as counselors to committees appointed to work at various functions.

Section 4 – Election

- a. Timing - Election of Chapter Officers and Directors at Large shall be conducted during the last regularly scheduled meeting (December) of the general membership of the year.
- b. Qualified Candidates - All dues-paying members of the Chapter are eligible candidates for election as Officers and Directors at Large.
- c. Qualified Voters - All dues-paying members of the Chapter are eligible to vote. Honorary members are not qualified voters.
- d. Conducting Elections - A Nominating Committee of five dues-paying members shall be appointed by the President following the second regularly scheduled meeting (June) of the membership. This Committee shall select and recommend candidates for office. Names of nominees selected shall be presented to the President immediately following the close of the third regularly scheduled meeting (September) of the membership. The Chairman of the Nominating Committee shall present the slate of Chapter Officers and Directors at Large at the fourth or last regularly scheduled meeting (December) of the membership. Recommended candidates shall be presented and the floor opened for nominations from the membership prior to closing nominations. No one shall be nominated for any office without the prior approval of the person being nominated.

Chapter Officers shall be voted on by voice vote of the membership. In the event of a tie, a run-off election by a count of hands shall be held.

- e. Vacancies - If a vacancy occurs among the Officers and Directors at Large, the Board of Directors may fill such vacancy for the unexpired term by a majority vote.

Section 5 – Terms of Office

Officers - Each Officer and Director at Large is elected or appointed for a one-year term beginning January 1st following election for elected Officers and Directors at Large and immediately for appointed Officers.

ARTICLE V - CHAPTER MEETINGS

Section 1 – General Membership Meetings

Four general meetings of all of the membership shall be held each year (usually in March, June, September and December) at a time and place selected by the Board of Directors. Due notice shall be given the membership. Special meetings may be held if requested by a two-thirds vote of the Directors present at a Board of Directors meeting or by petition from 10% of the membership submitted to the Board of Directors.

Section 2 - Board of Directors Meetings

- a. General - The Board of Directors shall meet at dates, times, and places designated by the President.
- b. Absences - Two absences from Board of Directors meetings by a Director during a term of office without valid reason shall constitute a vacancy in office. Absences must be validated by telephone or written notice to the President, Vice President, or Secretary.
- c. Open Forum - All meetings of the Board of Directors shall be open to all Chapter members.
- d. Quorum - When ample notice has been given to Directors by the President as to the time and place of a Board of Directors meeting, Directors present at the meeting shall constitute a quorum.

- a. Rules of Order - On all matters not covered by the Chapter Constitution, all meetings of the Board of Directors shall be conducted under Roberts Rules of Order, latest revised edition.

ARTICLE VI - CHAPTER COMMITTEES

Section 1 - General - The President shall appoint such committees as may be necessary for the orderly handling of the business of the Chapter.

Section 2 - Auditing - The President shall appoint an Auditing Committee (whose members are not Directors) of not less than two persons who shall audit the books and records of the Chapter for each calendar year. The Auditing Committee shall (a) select the time of the audit, (b) thoroughly audit the books, accounts, vouchers, checks, and all other financial records and matters of the Chapter, and (c) report its findings to the President and Secretary of the Chapter within ten days after completing the audit. The report of the Auditing Committee shall be made available to the membership at its regular meeting next following the submission of said report.

ARTICLE VII - CHAPTER FUNDS

Section 1 - Collections and Disbursements - All funds collected by the Chapter shall be deposited in Chapter account(s) maintained in financial institutions; all funds disbursed by the Chapter shall be in the form of checks drawn against Chapter account(s) in financial institutions.

Section 2 - Authorized Signatures - Authorized signatures for expenditure or withdrawal of funds shall be those of the President, Vice President, or Treasurer. Countersignatures shall not be required; primary signature shall be that of the Treasurer.

Section 3 - Fidelity Bond - No fidelity bond shall be required of the Treasurer. The Treasurer shall faithfully perform the duties of the office of the Treasurer and account for all moneys, funds, and credits in his charge.

Sections 4 - Treasurer Reports - The Treasurer shall submit to the President at the second and fourth quarter Board of Directors meeting for approval by the Board a copy of the current financial statement of the Chapter, a copy of the most recent Chapter bank statement(s), and a reconciliation of the statements. The Secretary shall include the approved statement(s) in the minutes of the meeting.

ARTICLE VIII - CHAPTER DUES

Annual Chapter dues and due dates shall be established by the Board of Directors.

ARTICLE IX - CHAPTER DISSOLUTION

Section 1 - Procedure - The Board of Directors shall propose the dissolution of the Chapter if in their view a decline in membership rolls of the Chapter or a lack of interest in the activities of the Chapter as expressed by members indicate such a course of action is desirable.

The members of the Chapter may terminate its existence:

- a. By a two-thirds vote in favor of such a proposal by all members present and voting at a regularly scheduled meeting after proper notification; or

- b. By two-thirds of all members voting by mail ballot conducted at other times during the year, in response to such a proposal submitted to the Board of Directors and signed by at least 10% of the membership.

Section 2 - Disposition of Chapter Funds - In the event of the dissolution of the Chapter, any funds remaining in the accounts of the Chapter after all amounts owed by the Chapter have been paid shall be distributed to one or more charitable organizations and credits in his charge.

Sections 4 - Treasurer Reports - The Treasurer shall submit to the President at the second and fourth quarter Board of Directors meeting for approval by the Board a copy of the current financial statement of the Chapter, a copy of the most recent Chapter bank statement(s), and a reconciliation of the statements. The Secretary shall include the approved statement(s) in the minutes of the meeting.

ARTICLE X - AMENDMENTS

The Constitution of the Chapter may be amended by either of the two following methods:

- a. By a two-thirds vote of all members present at a regular meeting after proper notification; or
- b. By two-thirds of all members voting by mail ballot conducted at other times during the year, in response to a petition for such an amendment signed by at least 10% of the membership and submitted to the Board of Directors.

ARTICLE XI - GENDER

Where present in the Constitution, the use of the pronouns "he" or "she" shall include both sexes without discrimination.