

**NORTEL NETWORKS RETIREES ASSOCIATION**

**CONSTITUTION**

**AND**

**BYLAWS**

Issue 8	Jun. 2012 Lower age to 50; Delete Company Liaison; Delete Associate member status; Expand Treasurer duties.
Issue 7	Jun. 2007 ARTICLE III, Section 7 Added
Issue 6	Jan. 2006 ARTICLE III, Section 3 deleted
Issue 5	Jun. 2003
Issue 4	Jan. 1996
Issue 3	Jun. 1994
Issue 2	Apr. 1993
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I. CONSTITUTION

ARTICLE - I NAME & SCOPE

The name of this organization shall be "Nortel Networks Retirees Association." (NNRA)

NNRA was formed in April of 1991 to serve its Members, who are former employees of Nortel Networks or any of its subsidiaries or affiliates (the Company).

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ARTICLE II- PURPOSE

The purpose of the Nortel Networks Retirees Association shall be:

- to maintain a current listing of its members that shall be available to all members;
- to provide a means of friendly association for eligible members at periodic meetings and events;
- to foster among its members a continuing fellowship and spirit of mutual helpfulness;

- to contribute to the progress of the Association and promote the happiness, well-being and usefulness of the membership;
  - to serve as a point of contact for dissemination of social and other information to the membership.
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## ARTICLE III- MEMBERSHIP

### Section 1 Members

To be eligible for admission as a member in this Association, an individual must be a retired employee of the Company or meet the criteria outlined herein.

### Section 2 Regular Membership Eligibility

Any person duly retired from the Company shall be eligible for regular membership.

### Section 3 Spouse Membership Eligibility

Any surviving spouse of a Regular Member

### Section 4 Disability Membership eligibility

Any employee of the Company on permanent disability and not eligible under Sections 2 or 3.

### Section 5 Company Liaison Membership Eligibility (Section deleted in Issue 8)

### Section 6 Associate Membership Eligibility (non-voting) (Section deleted in Issue 8)

Section 7 Regular Membership Eligibility.

Any former employee, who is 50 years of age or older, who had been an employee of Nortel Networks for 5 years or more, and is no longer employed by Nortel Networks.

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ARTICLE IV - OFFICERS & THE EXECUTIVE COMMITTEE

Section 1

The officers of this Association shall be President, Vice President, Secretary and Treasurer.

Section 2

There shall be an Executive Committee of this Association consisting of the President, Immediate Past President, Vice President, Secretary, Treasurer, and the Chairperson of each standing or special Committee.

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ARTICLE V - COMMITTEES

Section 1

Standing and additional committees may be established to carry out the objectives of the Association. Article IV of the Bylaws identifies the recommended standing committees and their functions.

Section 2

The standing committees do not have a term of office, and shall serve until terminated. The members of the standing committees shall be in office until successors are appointed.

Section 3

Special committees may be established at the discretion of the Executive Committee.

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ARTICLE VI - MEETINGS

Section 1

General membership meetings may be held at the call of the president, and must be held:

- a) on petition of not less than thirty (30) percent of Executive committee members
- b) on petition of not less than the greater of five (5) members or ten (10) percent of the general membership.

All members shall be notified at least ten (10) days before each meeting. Seven (7) members shall constitute a quorum for the transaction of business at meetings.

Section 2

Meetings of the Executive Committee may be held at the call of the President and shall be held at the request of three (3) members of the committee.

Executive Committee members shall be notified at least seven (7) days before each meeting. At least 50 (50) percent of the Executive Committee shall constitute a quorum for the transaction of business.

Section 3

The annual meeting shall be held not later than June 30th, on the day and at the place decided upon by the Executive Committee.

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ARTICLE VII - ADMINISTRATIVE & FISCAL YEAR-

Section 1

The administrative and fiscal years of the Association shall begin on July 1st and end on June 30th.

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ARTICLE VIII - REVENUES

Section 1

Each member shall pay to the Association such applicable fee, membership dues, and other fees as prescribed by the Association. Dues shall be payable annually as of July 1st. No other assessment shall be levied for membership.

Section 2

In addition, funds may be derived from fund raising activities, from donations, and from such other sources as may be approved by the Executive Committee.

Section 3

No income is to be distributed, made payable, or otherwise made available for the personal benefit of any member of the Association.

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ARTICLE IX- DISSOLUTION

Section 1

In the event of disbandment of this Association, All assets, after paying or making provisions for the payment of its liabilities, must be distributed for one or more tax exempt purposes as determined by the Executive Committee.

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#### ARTICLE X - AMENDMENTS

##### Section 1

Amendments to this Constitution and to the Bylaws may be initiated by any member upon presentation of a petition recommending proposed amendments and bearing the signature of not less than three (3) members.

##### Section 2

Proposed amendments to this Constitution and Bylaws, may be adopted at any Association meeting of the membership by a two-thirds (2/3) vote of members present and voting, provided notice of the proposed amendments was made known to the membership at least fifteen (15) days prior to the date of the meeting.

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## II. BYLAWS TO CONSTITUTION

#### ARTICLE I - POWERS AND DUTIES OF OFFICERS AND

##### EXECUTIVE COMMITTEE MEMBERS

##### Section 1

The President of this Association shall:

a) preside at all meetings of the Executive Committee

- b) enforce the provisions of the Constitution and Bylaws of this Association
- c) decide all questions of order, subject to an appeal, act as a judge in elections, and declare the results
- d) have authority to call meetings of the Executive Committee
- e) be empowered to appoint committees as provided in these Bylaws and such special committees as the Executive Committee may deem advisable
- f) be a member ex-officio of all committees except the Nominating Committee
- g) perform such other duties as usually pertain to the office, or as may be delegated by the Executive Committee.

## Section 2

The Vice President shall assist the President in the discharge of duties and responsibilities. During the absence or disability of the President, the Vice President shall have the powers and perform all of the duties of the President.

If it appears that the office of President will be vacant for the remainder of the term, the Vice President may be appointed President by the Executive Committee for the unexpired portion of the term.

## Section 3

The Immediate Past President shall be a member of the Executive Committee and act as an advisor to the President and Executive Committee and usually chair the Nominating Committee.

## Section 4

The Secretary under the direction of the President shall:

- a) keep accurate records of the proceedings of the Association and its Executive Committee
- b) take care of the general correspondence and have charge of all records except those in charge of the Treasurer

- c) give notice of all meetings
- d) issue such reports as the Executive Committee may direct
- e) perform such other duties as usually pertain to the office or may be assigned by the President or the Executive Committee.

#### Section 5

The Treasurer of the Association shall:

- a) receive and be custodian of all its monies
- b) keep the Executive Committee fully advised on all matters connected with the Association funds
- c) keep an accurate financial record, showing all receipts and disbursements
- d) prepare vouchers and disburse such funds as directed by the Executive Committee and approved by any two of any authorized signing officers
- e) perform such duties as the President or Executive Committee may assign.
- f) keep an up to date file of members (The file should contain name, address, phone, email, and current status).
- g) prepare a budget and keep track of performance throughout the fiscal year.
- h) perform an internal audit once per year, and an external audit once every three years.

#### Section 6 (Company liaison)

(Section deleted in Issue 8)

### ARTICLE II - RESPONSIBILITIES OF THE EXECUTIVE COMMITTEE

#### Section 1

The Committee shall be the governing body of this Association, with responsibility in accordance with the provisions of the Constitution & Bylaws of this Association.

It shall have the power to fill vacancies in the Offices and Executive Committee when they occur.

ARTICLE III- ELECTIONS & AND APPOINTMENTS

Section 1

ELECTED POSITIONS

President  
Vice President  
Secretary  
Treasurer

APPOINTED POSITIONS

Committee Chairpersons  
Members at Large  
Immed Past President

Chairpersons for the standing committees may be recommended by the Nominating Committee, however the President shall determine the most appropriate candidates and make the final appointments.

Section 2

The terms of President, Vice President, Secretary and Treasurer shall be one year beginning on the first day of July next following their election.

Section 3 -- deleted

Section 4

Unless provided herein, no officer shall hold more than one elected office at any one time in this Association.

## Section 5

The Association shall hold an annual election, preferably not later than June, on a date fixed by the Executive Committee. This election shall be conducted by a show of hands.

At least 30 days before the annual meeting, the Nominating Committee shall submit to its President a list of candidates for the elective positions.

At the annual meeting the Nominating Committee chair (usually the Immediate Past President) shall post or otherwise announce a list containing the names submitted by the Nominating Committee. The Nominating Committee chair shall also conduct the election of officers.

Elective positions shall be shown on the list with space for writing in other names.

## Section 6

Votes can be cast for any person who is eligible for election. The candidate with the majority of votes will be declared elected.

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## ARTICLE IV- STANDING COMMITTEES

### Section 1

The Association shall establish those standing committees that will help to foster the fellowship and service of the membership. It also may establish additional committees if size of membership, activities, or special projects make this necessary or desirable.

### Section 2

The recommended Association standing committees are:

1. Member Care
2. Events/Activities
3. Historical (Deleted in Issue 8)
4. Bereavement