

# **Bylaws Revision, 2022**

## **EXXONMOBIL RETIREE CLUB OF JOLIET**

### **CONSTITUTION AND BYLAWS**

#### **ARTICLE 1 – NAME AND PURPOSE**

##### **SECTION 1: NAME**

The name of this organization shall be the “ExxonMobil Retiree Club of Joliet” hereinafter referred to as the “Club”.

##### **SECTION 2: PURPOSE**

The purposes for which the Club is organized are:

- A.** To promote the general welfare of the members by assisting with interpretation and communications of ExxonMobil and other government provided benefit programs, including Social Security, and Medicare. (See Article VI, Section 7)
- B.** To maintain contact with members of the club for socialization and to perform community services.
- C.** To engage in any additional lawful activity for which a nonprofit organization may be formed under appropriate state and federal laws.

The Club is not an official body of ExxonMobil and has no authority to speak on the behalf of ExxonMobil on any issues. The acts, defaults, torts, and contracts of the Club, its officers, and its agents shall in no way be considered the acts, defaults, torts, and contracts of ExxonMobil.

#### **ARTICLE II – MEMBERSHIP, DUES, AND FEES**

##### **SECTION 1: MEMBERSHIP QUALIFICATIONS**

- A.** A ‘regular member’ is an individual who is a former employee of Exxon, Mobil or ExxonMobil who, upon retirement, receives a pension and is eligible to participate in other ExxonMobil retiree benefits such as life insurance and medical insurance from ExxonMobil.
  - 1.** Regular membership privileges shall be offered to all:
    - a.** Retirees who have attained Exxon, Mobil, or ExxonMobil “retiree status”, and their spouses, who wish to participate in Club activities.
    - b.** Spouses of deceased Exxon, Mobil, or ExxonMobil employees and Retirees who have not remarried, and who wish to participate in Club activities.
    - c.** Certain Club members who were granted Type 5 Club Membership by ExxonMobil, based on their membership status prior to 1982.

**B. Honorary Memberships may be granted as follows:**

1. Honorary membership may be granted to Exxon, Mobil, or ExxonMobil retirees and/or spouses, or to the spouse of a deceased retiree or employee, who is unable to attend meetings or other Club functions due to physical conditions prohibiting him or her from participating. He/she shall have been a member in good standing with the Club prior to becoming an honorary member.
2. Honorary memberships shall be awarded by the officers and board of directors on a case by case basis.

**C. Limited Associate Membership**

1. A Limited Associate Membership may be offered to Former Mobil, Exxon, or ExxonMobil employees, and their spouses, when the former employee did not achieve “Retiree Status”, but does meet the status of a “Vested Termini Annuitant”. A Vested Termini Annuitant is a former company employee who qualifies for pension benefits upon leaving employment, but does not qualify for additional retirement benefits such as medical or life insurance coverage.
2. Limited Associate Members have no voting rights and may not serve as elected officers on the Board of Directors. A Limited Associate Member may attend Club meetings and may participate in committee activities including Chairing a Committee if appointed by the President of the Board. Special Limited Associate Membership may be extended at the Boards discretion. Persons chosen as Special Limited Associate Members may or may not have been formerly employed by Exxon, Mobil, or ExxonMobil. Those persons shall be nominated by a Member of the Board of Directors and granted membership by a majority vote of that board. Limited Associate Members plus Special Limited Associate Members shall not exceed 10% of the total club membership.

**SECTION 2: DUES**

**A. The annual dues shall be determined by the Club’s Board of Directors, and until amended are as follows:**

1. Annual dues for a regular member, spouse, or spouse of a deceased employee or retiree shall be \$ 10.00 per year.
2. Honorary members shall pay no dues.
3. Dues for Limited Associate Members and Special Limited Associate Members are set at the current member rate plus the current XOM supplement payment per year payable at the same time as Regular Membership dues become payable. As of November 2022 this would be \$40/year/Associate Member. However, this fee will automatically increase if either of these component changes in the future. The Bylaws would not have to be updated for this kind of change.

4. Dues are payable on or before December 1st each year, and not later than February 1st, for a member to continue in good standing. After February 1st, each delinquent member will be assessed \$30 for the delinquent year. This is due to the clubs retiree affairs filings commitments.

### **SECTION 3: VOTING RIGHTS**

All regular members in good standing have equal voting rights.

### **SECTION 4: FEES**

Additional fees may be requested and collected from time to time for special functions, entertainment, group activities, and for use by the Club as a working fund for the purchase of cards for illnesses and memorials or flowers for the death of a member.

## **ARTICLE III - MEETINGS**

### **SECTION 1: REGULAR BOARD MEETINGS**

A quorum at any Board meeting requires a majority of the Board members be present to conduct Club business.

Regular meetings will be held a minimum of **four** times per year. The date, time and place shall be determined by the President and the Board of Directors.

### **SECTION 2: SPECIAL MEETINGS**

Special meetings may be called at any time by the President or any Member of the Board of Directors. All regular members of the Club must receive 30 days' notice of such special meeting.

### **SECTION 3: QUORUM**

A quorum at any Club meeting requires a majority of the Board members be present to conduct Club business, or revise Bylaws.

## **ARTICLE IV - BOARD OF DIRECTORS**

### **SECTION 1: GENERAL POWERS**

The affairs of the Club shall be managed by the Board of Directors and Officers, as provided for in Article

**SECTION 2: NUMBER, TERM, AND QUALIFICATION**

The Board shall consist of not more than (7) members. Each member of the board will be elected for two year terms on a staggered basis, with four (4) initially being elected for one year and (3) elected for two years, and thereafter all directors shall be elected for two years as the seats are vacated. The Board shall elect from among its members a President, Vice President, Secretary, and Treasurer for one (1) year terms. A Director or Officer shall serve for the term of his or her office, or until death, resignation, removal, or until his or her successor is elected and qualified. Directors must at all times be voting members of the club in good standing.

**SECTION 3: ELECTION OF DIRECTORS**

Each year the Club shall elect replacements from the membership based on the number of vacancies occurring on the Board at the end of the calendar year from the membership, subject to the provisions of Sections 2, 4 and 5 of this Article.

**SECTION 4: REMOVAL**

Any Director may be removed from office with just cause by an affirmative vote of two-thirds of the members present at a meeting of the membership. Should a vacancy occur as a result, a new Director may be elected by the membership at the same meeting to fill the unexpired term of the Director so removed. If the vacancy occasioned by the removal is not filled by the membership at that meeting, the vacancy may be filled by the Board as provided in Section 5 of this Article.

**SECTION 5: VACANCIES**

A vacancy occurring on the Board during the calendar year may be filled by the Board by appointing a member from the general membership to fill the unexpired term.

**SECTION 6: MEETINGS**

Meetings of the Board of Directors may be called by the President, who serves as Chairperson of the Board, or any three Directors

- A. Chairperson. The President shall serve as Chairperson. In case of the President's absence, the Vice President shall serve as Chairperson.
- B. Quorum. A majority of the Directors shall constitute a quorum for the meeting of the Board.
- C. Voting. All decisions shall be decided by a majority vote of the Directors present at any meeting.

**ARTICLE V- OFFICERS**

**SECTION 1: OFFICERS**

The Officers of the Club and their respective duties are as follows:

- A. **President** The President shall be the chief administrative officer of the Club. Also, the President shall serve as Chairperson of the Board of Directors, and will preside at all regular meetings of both the Club and the Board of Directors. The President, in concurrence with the Board, shall appoint all committee chairpersons with the exception of the Programs Committee Chairperson, as noted in Article VI. Section 5. The President along with the Club Treasurer will be responsible to annually submit reports to ExxonMobil Retiree Affairs as they require. The President will ensure that back-up copies of all computerized club records are maintained.
  
- B. **Vice President** The Vice President will perform duties assigned by the President, and will have the responsibility of being an ex-officio member of all committees. In the absence of the President, the Vice President shall perform the duties of the President.
  
- C. **Secretary** The Secretary shall keep a roll of the membership, conduct all correspondence of the Club, take the minutes of each meeting of the Board of Directors and make a report for the record. Along with all Board members shall have custody of, all physical property of the Club, and provide all members with an electronic copy of the constitution and Bylaws available on the Club internet web site, and serve as a second authorized signer on Club accounts, and such other duties as determined by the President and the Board
  
- D. **Treasurer** The Treasurer shall receive, and serve as custodian for all monies collected, pay all bills and other disbursements, including bank accounts. Any checks written shall be preceded by a check request form approved by two (2) Board Members. The Treasurer shall prepare a financial statement upon request of the President or Board of Directors, listing all bills paid to whom, and when, as well as receipts and from what source; and at the end of the calendar year, prepare a financial statement for review and approval by the President and the Board of Directors. Annually the Treasurer, along with a qualified Club member shall conduct a review of all Club financial records. The Treasurer shall prepare appropriate annual financial documents and or tax filings as required by governmental agencies.

- E. **Membership Chairman** Shall keep an accurate computerized Club roster with addresses, phone numbers, and email addresses of all current paid members with the assistance of all Board members.
  
- F. **Nominating Committee** Shall consist of two (2) board members who each year prior to the yearly club Dinner/Election meeting shall assemble a slate of nominees. Club Members present at the Dinner/Election meeting shall vote the slate of proposed nominees for Board Membership, to fill any vacancies on the Board of Directors.

## **ARTICLE VI – COMMITTEES**

### **SECTION 1: STANDING COMMITTEES**

The standing committees of the Club shall be those listed below in Sections 3, 4, 5, 6, 7, and 8. Each committee shall have such duties as are usually incident to such committee, and any other duties as may be prescribed by the President or Board of Directors.

### **SECTION 2: COMPOSITION**

Each committee, except the Nominating Committee and Program Committee, shall be composed of a Chairperson appointed by the President in concurrence with the remainder of the Board. Members of the committees shall be approved by the President and remainder of the Board of Directors

### **SECTION 3: NOMINATING COMMITTEE**

The Nominating Committee shall be appointed by the Board of Directors each year there is an election, and will consist of two (2) board member and as many members in good standing as may be needed to assist.

#### **Duties of the Nominating Committee:**

- A. They shall be responsible to notify the members of the Club of the vacancies on the Board and solicit from those members their nominations for the next election.
- B. Receive solicited nominations and verify that nominees are members in good standing with the Club.
- C. They shall verify that the nominees are available and willing to serve if elected.
- D. They shall prepare a ballot of all nominees to be voted on at the annual meeting.
- E. They shall collect and tabulate the executed ballots during the fall meeting and report the result to the membership at that time.
- F. They shall provide the executed ballots, and their tabulations, to the Club Secretary for safekeeping for one year.

**SECTION 4: MEMBERSHIP COMMITTEE**

The Membership Committee shall consist of one (1) Board member who shall be appointed by the club President and approved by the Board. This committee shall have the responsibility of seeking out all Exxon, Mobil, and ExxonMobil retirees and their spouses, and spouses of deceased retirees and spouses of deceased employees who have not remarried for enrollment in the Club. The Committee shall contact all retirees periodically and make a report to the board on the results of these contacts at least quarterly, or as called for by the President. This committee shall maintain a current electronic roster as defined in Section I, Part E above.

**SECTION 5: PROGRAM COMMITTEE**

The Program Committee shall be composed of interested volunteer Members in good standing approved by the President and the Board of Directors of the Club, and headed by two cochairmen elected from within the committee by a majority of the committee members to ensure continuity in the absence of one of these individuals, who shall act as Program Coordinators. Working with the remainder of this committee, they shall have the responsibility to arrange, schedule, and conduct programs for all meetings except those devoted entirely to the business of the Club and those meetings called by the President or Board of Directors, all the while working within a fiscal budget amount designated by the President and Board of Directors for this purpose. Taking into consideration member interests, tentative schedules of upcoming programs should be set up and communicated to the club membership at regular intervals throughout the year.

**SECTION 6: OUTREACH COMMITTEE**

This Committee, appointed by the President, shall have the responsibility of setting up a program for contacting each Club member in the case of sickness, hospitalization, or death of a Club member, his or her spouse, and immediate family. The Chairperson of this Committee, the Club Secretary, and the President should be notified immediately.

**SECTION 7: ADMINISTRATIVE COMMITTEE**

The primary responsibilities of the Administrative Committee shall be to assist club members who request assistance in matters pertaining to ExxonMobil/Mobil Policies or benefits. This Committee should work closely with the Outreach Committee.

## **SECTION 8: COMMUNICATIONS COMMITTEE**

The Communications Committee shall have the responsibility of acting as the liaison between the Club and ExxonMobil. The Committee should keep club members informed of current ExxonMobil activities and other important issues of concern to them. The communications Committee shall have the responsibility of keeping ExxonMobil informed regarding the club's interests and activities and should also suggest ways in which ExxonMobil can be responsive to the Club's request for additional assistance. This Committee should work closely with the Program Committee. The Communications Committee Chairperson should serve a minimum term of two years to permit continuity and aid in the establishment of an effective communications channel.

## **SECTION 9: ADDITIONAL COMMITTEES**

The President shall appoint such additional committees as are deemed necessary.

## **ARTICLE VII - GENERAL PROVISIONS**

### **SECTION 1: CALENDAR YEAR**

The calendar year of the Club shall be the period from January 1 to December 31. Payment of annual dues, terms of office, and similar matters shall be computed on the basis of the calendar year,

### **SECTION 2: CONTRACTS, LOANS AND DEPOSITS**

The Board may authorize, at an official Board meeting, any officer or officers to enter into a contract or deliver an instrument on behalf of the Club, and such authority may be general or confined to specific instances. No loan shall be contracted on behalf of the Club. All funds of the Club not otherwise employed shall be deposited from time to time to the credit of the Club in such depository as the Board shall direct.

### **SECTION 3: CLUB LIABILITY**

In the event of any suit or cause of action against the Club, based on allegations of the Club's torts, any judgment recovered may be satisfied only from the funds and property of the Club.

### **SECTION 4: AMENDMENTS**

These by-laws may be amended or repealed and new by-laws adopted by the membership. The notice of any meeting at which such action is to be taken or considered must specify the purpose of the meeting and the proposed changes or additions to the bylaws. ExxonMobil Retiree Affairs shall be provided with copies of any new, or amended, by-laws as they are from time to time made.



**SECTION 5: DISSOLUTION OF THE ORGANIZATION**

In the event of the dissolution of the Club, the Treasurer shall make a complete accounting to the members, and all assets of the Club remaining after all obligations and liabilities are satisfied shall be disposed of as the Board of Directors shall direct.

**ARTICLE VIII – APPROVAL OF BY-LAWS**

The foregoing By-laws were approved by a quorum the Club membership and the seated Board of Directors.

We the ExxonMobil Retiree Club of Joliet Board of Directors, through our signatures, do hereby certify this approval:

*Bill Galloway*

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**President**, Bill Galloway

*Mark Fredrickson*

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**Vice President**, Mark Fredrickson

*Nick Hively*

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Treasurer, Nick Hively

*Diane Kelly*

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**Secretary**, Diane Kelly

*Jeannie Myers*

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**Membership**, Jeannie Myers

*Jeff Jones*

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**Nominating Committee**, Jeff Jones

*Wayne Daily*

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**Nominating Committee**, Wayne Daily

Dated: December 8, 2022