

**Constitution and Bylaws  
Hill Country Chapter  
of  
Chevron Retirees Association**

**ARTICLE 1 – Name of Organization**

The name of the organization is “Hill Country Chapter.” The Hill Country Chapter is one of many chapters affiliated with its parent national organization, Chevron Retirees Association

**ARTICLE 2 – Purpose and Scope of Organization**

- Section 1      The purpose, or mission, of Hill Country Chapter is to attract and retain a diverse and multi-cultural dues-paying membership which brings value to its members through social interaction, education, communication, and advocacy of mutually important issues.
- Section 2      We are an alumni group of former employees and their spouses receiving benefits/pensions from Chevron, Gulf, Warren Petroleum, Texaco, Jefferson Chemical Co., Unocal, and other legacy and affiliated organizations.
- Section 3      Hill Country Chapter is a non-profit, tax exempt organization, subscribing to the principles and objectives of Chevron Retirees Association. The Chapter supports the national parent organization’s programs and financial needs.

**ARTICLE 3 – Membership**

- Section 1      **Membership Qualification:** All retirees of Chevron Corporation, and its predecessor or legacy companies, including subsidiary and affiliated companies, as described in Article 2, Section 2, their spouses, and surviving spouses of retirees shall be considered eligible for membership. Also eligible are former employees, and their spouses, who worked long enough to have vested in Chevron’s retirement plans. Application for membership shall be made to the Chapter’s Secretary.
- Section 2      **Termination of Membership:** Membership shall terminate upon death, resignation, or failure to pay dues and fees before prescribed deadlines.

**ARTICLE 4 – Board of Directors**

- Section 1      Hill Country Chapter shall be managed by a Board of Directors, consisting of the President, Vice President, Immediate Past President, Recording Secretary, Corresponding Secretary, Treasurer, Area Directors, and Directors at Large.
- Board of Directors members (not including the Immediate Past President) shall be elected by a majority vote at a general membership meeting nearest in time to the end of the calendar year in which terms of office expire.

Section 2     **Terms of Office:** Terms of office for all Officers and Directors shall be two (2) years, starting on January 1<sup>st</sup> and running for two years through December 31<sup>st</sup>.

Section 3     **Duties of Officers:** The **President** shall preside at all meetings of the Board of Directors, and general Chapter meetings. The President shall implement policies and programs approved by the Board. The President shall provide an agenda to all officers and directors at least two days before each scheduled or called meeting. The President shall strive to build unity and improve the Chapter through promoting the interest of all Chapter members.

The **Immediate Past President** shall serve in an advisory capacity in matters of Chapter business. The Immediate Past President is not an elected office.

The **Vice President** shall assist the President when requested and shall assume the duties of the President in his / her absence.

The **Recording Secretary** shall provide all necessary administrative support, record the minutes of Board and Chapter meetings, and perform other such functions as assigned by the President.

The **Corresponding Secretary's** responsibilities shall be to manage communication within the chapter, maintain the chapter's membership roster, and assist the President upon request.

The **Treasurer** shall receive and provide for safekeeping of Chapter funds, and submit statements of income and expenses at Board and Chapter meetings, as well as other occasions upon request of the President.

**Area Directors** shall represent the interests of Chapter members within specific geographic areas, and shall assist the President upon request.

**Directors at Large** shall represent the general interests of Chapter members, and shall assist the President upon request.

In addition to their defined duties, an important responsibility of all officers and directors shall be to actively participate in the general conduct of chapter business.

Section 4     **Removal of Officers and Directors:** Elected Officers and Directors shall be subject to removal any time they fail to meet the requirements of office, routinely fail to attend Board meetings, fail to observe or abide by the Chapter's Constitution and Bylaws and established policies, lose the confidence of the membership, or upon termination of membership as described in Article 3, Section 2. Removal shall be accomplished with a majority vote of Officers and Directors.

Section 5     **Vacancies:** Vacancies on the Board of Directors, as described in Article 4 Section 4, shall be filled by appointment by the President with approval of a majority of the Board of Directors.

## ARTICLE 5 – Compensation, Reimbursements, and Expenses

All service to the Hill Country Chapter performed by its members shall be donated, it being the Chapter's policy to pay no salaries, wages, or other remuneration for such service. At the same time, reasonable and proper expenses of the Chapter's officers, directors, and members incurred in conjunction with work performed for the benefit of Hill Country Chapter may be reimbursed, providing the expense has been authorized by the Board and adequate documentation is provided.

The Chapter may pay reasonable compensation to non-members for services rendered and make payments and distributions in furtherance of the exempt purpose for which it was formed.

## ARTICLE 6 – Meetings, Quorums, Voting and Committees

- Section 1     **Board Meetings:** The Board of Directors shall meet at the call of the President, or his designated representative. A quorum for Executive Board meetings shall consist of the physical presence of at least one half (1/2) of all Board members. Voting shall be by simple majority restricted to Board Members. None of the foregoing prohibits Officers and Directors from conducting informal discussions among themselves, and with other members, concerning Chapter affairs.
- Section 2     **Membership Meetings:** Membership meetings, also called Chapter meetings, shall be scheduled on a periodic basis by the Board of Directors. The President may call a special general membership meeting at any time providing seven calendar days notice is provided. A quorum shall consist of the members present. Voting shall be by simple majority except where voting on amending the Constitution and Bylaws, and dissolution or disbandment, where a two thirds (2/3) majority shall be required.
- Section 3     **Committees:** Standing committees may be authorized by the Board of Directors, which is also empowered to appoint committee members and chairpersons. Standing committees may be comprised of both appointed members, as well as members elected by the general membership. The Board of Directors may appoint temporary committees, committee members, and chairpersons for any special purpose as the need arises.
- Section 4     **Open Forum:** All meetings where Hill Country Chapter business is conducted shall be open to all of the Chapter's members.
- Section 5     **Robert's Rules of Order:** The most recent edition of Robert's Rules of Order shall govern all business meetings.

## **ARTICLE 7 - Dues**

Membership dues shall be determined by the Board of Directors through consideration of the club's current and future financial needs. Dues shall be paid in advance.

## **ARTICLE 8 – Verification of Financial Records**

An audit of the Chapter's financial records shall be conducted on an annual basis by a committee appointed by the President from the Chapter's membership, excluding the officers and directors.

## **ARTICLE 9 – Amending the Constitution and Bylaws**

This Constitution and Bylaws may be amended by voting as prescribed in Article 6, Section 2.

## **ARTICLE 9 - Dissolution or Disbandment**

The Chapter may be dissolved by voting as prescribed in Article 6, Section 2. In the event of dissolution or disbandment of Hill Country Chapter, the Board of Directors last in office shall donate all Chapter property and funds then remaining to Chevron Retirees Association.

**Approved by the Membership and Adopted on September 17, 2009**

**Original signed by Chapter President Bob Bowie and Vice President Paul Skakun.**

**Signing Witnessed by CRA Area Vice President Frank Coe,  
Chapter Secretary Rick Hoenerhoff, Chapter Treasurer David Schaefer,  
Chapter Directors John Tyler, Jim Tate and Phil Cates**