



**BYLAWS OF**

**DSRA Inc.**

**(Delphi Salaried Retirees Association)**

**A Delaware, Non-Stock, Non-Profit Organization**

**DSRA Inc.**  
**PO Box 64**  
**Carmel IN 46082-0064**  
[www.delphisalariedretirees.org](http://www.delphisalariedretirees.org)

**Bylaws Revision 11**  
**Adopted by DSRA Inc. Board of Directors October 13, 2022**



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## BYLAWS OF DSRA Inc

A Delaware, Non-Stock, Non-Profit Organization

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### Article 1. PRINCIPAL OFFICE

#### 1.1 The Principal Office

The principal office of DSRA Inc (otherwise referred to in these bylaws and in all other DSRA Inc. policies, procedures, and other documentation as the "Organization" or "Delphi Salaried Retirees Association" or "DSRA") shall be DSRA Inc., PO Box 64, Carmel IN 46082-0064. The Organization's Board of Directors is hereby granted full power and authority to change said principal office from one location to another.

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### Article 2. PURPOSE AND OBJECTIVES

#### 2.1 Statement of Purpose

DSRA is a non-stock, non-profit organization representing the beneficiaries of salaried retiree benefit programs, present and future, their spouses, survivors and dependents in the Delphi Salaried Benefit Plans of Delphi Corporation, or any future plans.

#### 2.2 Exclusive Exempt Purpose

DSRA is a non-stock, non-profit organization created and operated exclusively for exempt purposes within the meaning of Section 501(c)(5) of Internal Revenue Code of 1986, or any corresponding future provision of Federal income tax law (the "Code"), and is not organized for the private gain of any person (other than through such payments as are permitted by Section 501(c)(5) of the Code). Notwithstanding any other provision of these Bylaws, no Member, Officer, employee or representative of DSRA shall take any action or carry on any activity by or on behalf of DSRA not permitted to be taken or carried on by an organization exempt from taxation under Section 501(c)(5) of the Code. None of DSRA's net earnings may inure to the benefit of any Member.

#### 2.3 DSRA and DSRA Benefit Trust

The relationship between the DSRA and the DSRA Benefit Trust Board [VEBA Committee] are governed by the DSRA Benefit Trust Agreement and follow guidelines set forth by ERISA [Employee Retirement Income Security Act]. To assure that this legal separation exists, no individual shall be a voting member of the Board of Directors of both organizations at the same time. This requirement may also apply to dual Board Membership in any other organization which represents Delphi Salaried Retirees or retirees in general unless the membership has been disclosed and approved by the DSRA Board.

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### Article 3. MEMBERS

#### 3.1 Membership Qualifications

Following are the requirements for an individual to qualify as and remain a Member in good standing of the DSRA. A DSRA Member in good standing is eligible for all of the rights of a DSRA Member as described in the DSRA Bylaws and eligible to be elected to the DSRA Board of Directors or nominated to either a DSRA Standing or Ad Hoc Committee. To be a DSRA Member in good standing, an individual must be current in annual dues, if annual dues are being levied at the time, be in compliance with applicable DSRA documents such as Bylaws, Policies, and Procedures, and be a direct beneficiary of a Delphi Salaried Pension benefit as described below:

- a current salaried retiree of the Delphi Corporation or of other former General Motors Divisions who retired under the Delphi Salaried Retirement Plan.
- a current salaried employee of the former Delphi Corporation or of other former General Motors Divisions who shall retire under the Delphi Salaried Retirement Plan that is now administered and trustee to the Pension Benefit Guaranty Corporation [PBGC].
- a separated employee of the former Delphi Corporation or of other former General Motors Divisions who shall be eligible for a Delphi Salaried Pension that is now administered and trustee to the PBGC.
- a surviving spouse, or a surviving named pension beneficiary of a deceased retiree, active employee, or separated employee as described above.

It is not necessary for an individual to be a DSRA Member to participate in one of the Voluntary Employee Beneficiary Association [VEBA] health care plans nor is it necessary for a DSRA Member to participate in one of the VEBA health care plans to be a Member in good standing.

See [Appendix I](#) for a more complete listing of pension plans and non-Delphi companies whose salaried retirees may qualify for membership in DSRA.

### 3.2 Associate Memberships

- 3.2.1 Associate Members of DSRA shall not have voting rights and shall not be eligible to either nominate candidates to the DSRA Board of Directors or be elected to the DSRA Board of Directors. Associate Members of DSRA may be nominated to and participate in DSRA Standing Committees and Ad Hoc Committees.
- 3.2.2 Contingent beneficiaries of a Delphi Salaried Pension benefit may join DSRA as Associate Members. Examples of contingent beneficiaries are spouses or named beneficiaries of living individuals who meet the criteria of being a DSRA Member. A contingent beneficiary shall be able to become a DSRA Member upon the death of the primary beneficiary.
- 3.2.3 The DSRA Board of Directors may also determine other classifications of individuals that may also become eligible for DSRA Associate memberships.
- 3.2.4 The DSRA Board of Directors shall establish annually the dues requirements for Associate Members.
- 3.2.5 To be a DSRA Associate Member in good standing, an individual must be current in annual dues, if annual dues are being levied at the time, and be in compliance with applicable DSRA documents such as Bylaws, Policies, and Procedures,

### 3.3 Membership Records

The Secretary of the DSRA Board of Directors shall maintain the membership records for DSRA. The Treasurer of the DSRA Board of Directors shall maintain the records of dues payments by DSRA Members and provide that information to the Secretary for verification that DSRA Members listed in the official records are current in dues payments and therefore eligible for all of the rights of a DSRA Member in good standing. Members of the DSRA have the right to expect and the leadership of DSRA has the responsibility to maintain the confidentiality of all information contained within the membership records.

### 3.4 Nomination and Voting Rights

Each DSRA Member is eligible for one vote in person or by proxy provided that the Member is in good standing as evidenced in the official membership record. Each individual Member shall also have the right to nominate candidates for Board of Director elections. DSRA Associate Members shall not have voting privileges or nomination privileges.

### 3.5 Revenue

DSRA requires revenue to help support the many avenues of communication and actions necessary to serve the best interests of DSRA membership. This revenue may be derived from multiple sources.

3.5.1 DSRA Members in good standing shall be required to pay annual dues for the calendar year. The DSRA Board of Directors shall set the amount and timing of payment for the annual dues at the beginning of each calendar year or, for the initial Board of Directors, during its first meeting regardless of the time of year. Dues for partial year memberships shall be pro-rated accordingly. The DSRA Treasurer shall be responsible for collecting and documenting the receipt of dues payments.

3.5.2 Annual dues shall be used to pay for expenses that have been budgeted to support administrative, travel, communication and other costs associated with the day to day operations of DSRA that serve the best interests of all DSRA Members.

3.5.3 During the course of the year special projects may materialize that were not budgeted and may require special funding to implement. If through surveys or other forms of communications, it is determined that these special projects and their related costs are supported by the general membership or specific segments of the membership, then donations shall be requested of either the general membership or of the specific segment of the membership to fund that particular project. The donations shall be voluntary and the specific projects shall be implemented only if the necessary funds are collected. If approved by the DSRA Board, donations may be fully or partially refunded to identifiable contributors to the extent possible if the specific project should result in an influx of net income after expenses to the DSRA.

### 3.6 Nontransferable

Except for a transfer from a Member to his or her survivor(s) upon his death, Membership in the Organization is not transferable.

### 3.7 Resignation or Termination

A Member may resign at any time by giving written notice to the Organization. The resignation shall be effective upon receipt by the Organization or at such subsequent time as may be specified in the notice of resignation. Any dues and/or assessments collected from the Member are non refundable upon the Member's resignation. The Board of Directors may, by resolution, terminate a Member for nonpayment of dues or the failure of an individual to meet the requirements set forth in Section [3.1](#) or [3.2](#) above.

### 3.8 Meetings of Members

Unless specially called by the Board of Directors, which must give thirty (30) days written notice, there shall be no business meetings of the Members.

### 3.9 Non-Liability of Members.

Members shall not be personally liable for the debts, liabilities or other obligations of DSRA. The liability of the Members of DSRA for monetary damages shall be eliminated to the fullest extent permissible under law and as defined under the DSRA Indemnification Policy.

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## **Article 4. BOARD OF DIRECTORS**

### 4.1 Board of Directors Purpose

The affairs of the Organization shall be managed by the Board of Directors, which shall be comprised of seven (7) representatives. The powers of the Organization shall be exercised by, or under the authority of, the Board of Directors except as otherwise provided by statute, the Certificate of Incorporation, these Bylaws, or a resolution adopted by the Board of Directors.

#### 4.2 Qualifications of Directors

Each Director shall be a natural person at least eighteen (18) years of age who need not be a resident of the State of Delaware, but must be DSRA Member in good standing as defined in [Article 3.1](#), and not a voting member of the leadership of any other organization representing retirees unless fully disclosed and approved by a majority of the DSRA Board. Qualifications for DSRA Board Members are outlined in [Appendix II](#). Each Director shall hold his or her office until he or she shall resign or shall be removed or otherwise disqualified to serve or his or her successor shall be elected and qualified.

#### 4.3 Election of Directors

4.3.1 The scheduled yearly elections shall take place during the last quarter of each calendar year for each following calendar year. DSRA shall use any or all of the following: the DSRA web site, [www.delphisalariedretirees.org](http://www.delphisalariedretirees.org), e-mail, general mailing, or word of mouth to solicit possible candidates for the Board of Directors. A list of the qualifications necessary for a nominated candidate shall be provided by the Board of Directors. If there are current legal or strategic activities in process that require continuity and consistency of leadership at the time of the scheduled period for an election, the Board may unanimously elect to waive the election, and notify the membership accordingly; such decision to be made as needed, but at least annually at the time of the scheduled election, not as an enduring permanent waiving of elections. Article 4.4 describes related extensions of terms.

4.3.2 Candidates may be self-nominated or nominated by their peers and shall be a Member in good standing with DSRA. Candidates nominated by their peers, shall consent and contact the Chairperson of DSRA through email or in writing to express his or her desire to serve if elected, prior to approval for candidacy. Each DSRA Member nominated to serve on the DSRA Board of Directors shall be a Member in good standing of DSRA for at least the six (6) month period immediately prior to being nominated, in order to be eligible to serve on the DSRA Board of Directors. Nominees must complete a "Conflict of Interest" questionnaire provided and maintained by the Board of Directors assuring that the nominee does not have any interests, financial or otherwise, in any other organization which either conflicts with the objectives of DSRA or could result in another organization or the nominee unfairly benefiting from the nominee's potential position within the DSRA. See DSRA Conflict of Interest Policy for additional information on this subject matter. Candidates must also review and agree to the conditions set forth in the DSRA Board of Director Code of Ethics which then must be signed by qualified candidates.

4.3.3 The current Board of Directors shall set and communicate the exact timing for and the details of the election process during the last quarter of each calendar year to include the processes for: nomination, verification and announcement of candidates, voting, and announcement of winners. Each DSRA Member in good standing receiving a pension or eligible for a pension entitlement shall have the opportunity to cast one ballot for each open position by any of the means that may be provided such as: electronic ballot, mail in ballot, proxy ballot, or at an annual DSRA meeting designated for the purpose of the election of open Board of Director positions.

4.3.4 If, at the end of the nomination process for DSRA Board candidates, the number of candidates approved to be eligible to run for the DSRA Board does not exceed the number of open positions available for election, then the DSRA Board may declare that an actual election is not required and announce the names of the new Board members to the DSRA membership.

#### 4.4 Term

Directors shall serve a maximum of a two (2) year term before that Board position becomes due for election. Board of Director positions shall be divided into Class I and Class II positions. Class I positions shall end in even numbered calendar years and Class II positions shall end in odd numbered calendar years. Directors shall have the ability to run for re-election at the end of their term providing they meet all of the requirements for serving as a member of the Board of Directors. Directors who wish to run for re-election must express their desire in writing prior to the beginning of the formal nomination process. Elections are held in the last quarter of the calendar year with the term to begin on January 1st of the following year. In the event of an election being waived and deferred for less than 12 months then the terms of the Board members whose terms are expiring will be extended accordingly, in the event that an election is waived and deferred for a full 12 month period then the end date of all Class I and Class II positions shall be extended by one year, regardless of even numbered and odd numbered calendar years of the end dates, maintaining the staggered end dates of terms.

#### 4.5 Vacancies

Vacancies on the board shall exist on the death, resignation or removal of any Director, and whenever the number of authorized Directors is increased. Directors may be removed in accordance with [Article 4.7](#).

4.5.1 Any vacancy, other than the Chairperson, caused by the death, resignation, removal, disqualification or otherwise, of any Director may be filled by the Board. In the event of a vacancy in any office other than that of Chairperson, such vacancy may be filled temporarily by appointment by the Chairperson until such time as the Board shall fill the vacancy.

4.5.2 If a vacancy occurs in the Chairperson position due to death, resignation, removal, disqualification or otherwise, the Board shall elect a new Chairperson within thirty (30) days of the vacancy of the Chair position.

4.5.3 Vacancies temporarily filled by the Board of Directors shall be permanently filled in the next election by the Members for a term consistent with its Class I or Class II designation.

#### 4.6 Compensation

4.6.1 Neither Members of the Board of Directors, Committee Members, nor any Members of DSRA shall be compensated for their work on DSRA or any related committees.

4.6.2 Members of the Board of Directors, Committee Members, and any Members of DSRA shall be compensated for expenses incurred while conducting DSRA business at the direction of and in support of DSRA. These expenses may include but are not limited to: travel expenses, meeting expenses, postage, office supplies and any other reasonable expenses deemed as necessary and appropriate for a non-stock, non-profit Organization.

4.6.3 The Board of Directors of DSRA shall have the responsibility of creating, implementing, maintaining and enforcing an "Expense Policy" which shall provide specific requirements for: pre-approval, reporting, verification, approval, and reimbursement of expenses incurred. The Board of Directors shall also have the responsibility of maintaining records of those expenses reimbursed for internal and external audits that may be conducted.

#### 4.7 Removal of Directors

Other Directors may remove any Director from office, either with or without cause, by a majority vote of the Directors at any Board meeting. If any Director is removed, the resulting vacancy may be filled in accordance with [Article 4.5](#) above. If removed for Cause, it may or may not include a Director's violation of the following requirements:

- 4.7.1 Directors are required to participate in each quarterly meeting of the Board and as necessary in special meetings called to discuss pressing matters of interest to DSRA and the Delphi Corporation retirees they represent; provided, however, a Director may miss up to two (2) scheduled events, such as Board meetings, per year.
- 4.7.2 A Director who fails to attend two (2) scheduled events per year, examples include but are not limited to, DSRA Annual Meeting, lobbying efforts on behalf of DSRA and Delphi Corporation retirees, provided that notice of more than thirty (30) days is provided, may be subject to removal from the Board.
- 4.7.3 Directors shall be required to participate to the extent possible in regularly scheduled conference calls and other forms of communication necessary to keep up to date on DSRA programs and policies necessary to lead DSRA.
- 4.7.4 Directors are expected to share equally in the work of DSRA and have the time necessary to devote to working on behalf of Delphi Corporation retirees on a regular basis. Failure to actively participate in normal activities necessary to stay informed and help evenly distribute the duties of the Board may result in removal from the Board.
- 4.7.5 A DSRA Board of Directors Member shall be removed from office if that Director is either elected or nominated to a voting position on the DSRA Benefit Trust [VEBA Committee]. The DSRA Board shall review and make appropriate decisions in the best interests of the entire DSRA Membership regarding disclosures made by Board Members regarding voting, leadership membership in any retiree organization.

#### 4.8 Resignations

Any Director may resign at any time by giving written notice to the Organization. The resignation shall be effective upon receipt by the Organization or at such subsequent time as may be specified in the notice of resignation.

#### 4.9 Voting Rights

Each Director shall be entitled to one (1) vote.

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### **Article 5. MEETINGS OF THE BOARD**

#### 5.1 Regular Meetings

The Board of Directors shall meet quarterly.

#### 5.2 Special Meetings

Special Meetings of the Board may be called at any time by the Chairperson, Vice Chairperson in the absence of the Chairperson, or by a quorum vote of the Board Members in which all members of the Board are notified of the vote either during a formal meeting or brought forward as an "Urgent Matter" [see [Article 5.7](#)]. Special Meetings shall require a seven [7] day advance notice unless such notice is waived by a quorum of Board Members. The DSRA Secretary shall keep a record of any advance notices or votes for a Special Meeting in addition to the minutes of the meeting.

#### 5.3 Quorum

At all regularly scheduled meetings of the Board, a quorum for business transaction shall comprise a majority of active Board members, including a minimum of two officers present. The acts of a quorum of the Board present and voting at a meeting shall be the acts of the Board. Special meetings such as specified in [Article 5.7 Urgent Matters](#) and [Article 5.8 Impromptu Board Meetings](#) may have different voting requirements.

#### 5.4 Participation in Meetings.

One or more Directors may participate in a meeting of the Board or a committee thereof by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other and speak to the entire meeting.

#### 5.5 Place of Meetings

The Board may hold its meetings at such places as the Board may appoint or as may be designated in the notice of the meeting.

#### 5.6 Organization

Every meeting of the Board shall be presided over by the Chairperson, or in the absence of the Chairperson, the Vice-Chairperson, or in the absence of the Chairperson and the Vice-Chairperson, a chairperson chosen by a majority of the Directors present. The Secretary, or in his or her absence, a person appointed by the Chairperson, shall act as secretary. Board meetings shall be conducted consistent with [Robert's Rules of Order Newly Revised](#).

#### 5.7 Urgent Matters

Matters which arise between regularly scheduled meetings or Special Meetings [see [Article 5.2](#)] of the Board may be dealt with by the Board Members without a formal meeting as long as all Board Members are properly notified in advance of the "Urgent Matter" and have an opportunity to state their opinions on the issue. As with matters decided upon during formal meetings, a vote on the issue requires either a quorum or a unanimous vote of Board Members depending upon the issue and as defined in the DSRA Bylaws. The DSRA Secretary is required to keep a record of the notice provided, responses received, results of the vote, and a notice of the results sent to all Board members.

#### 5.8 Impromptu Board Meetings

In addition to the above identified means of conducting DSRA Board business, the DSRA Board may also conduct official Board business during an "Impromptu Meeting" which may occur without any advance notification but under the circumstances and in accordance with the requirements listed below:

- The impromptu meeting must occur during or immediately after a planned DSRA meeting conducting DSRA business, such as a DSRA Committee Meeting, for the purpose of addressing an issue prompted by that planned DSRA meeting;
- All DSRA Board Members must be present and agree to hold an impromptu DSRA Board Meeting;
- An impromptu DSRA Board meeting is called to order in accordance with Robert's Rules of Order in which the first order of business is the passing of a motion to hold an impromptu meeting identifying the specific purpose of the meeting and which must be approved by a unanimous vote of the Board members;
- Meeting minutes must be taken and kept as a DSRA record identifying all participants including any non-Board persons and recording all discussions, motions, and the results of any votes;
- During impromptu meetings any motions presented may only pass when all of the DSRA Board members vote in favor of the motion; all of the meeting participants may provide input into the discussions but only Board members may vote; impromptu Board meeting minutes must be kept as a record in accordance with the DSRA record keeping requirements;
- Impromptu Board meeting minutes must be read and approved at the next regularly scheduled DSRA Board meeting and any follow up items generated from the impromptu meeting must be discussed and documented during subsequent regularly scheduled DSRA Board meetings.

## **Article 6. OFFICERS & DIRECTORS**

### 6.1 Number

Four (4) of the members of the Board of Directors of DSRA shall be officers of the Organization. These Officer positions shall be the Chairperson, Vice-Chairperson, Secretary, and Treasurer.

### 6.2 Chairperson

The Chairperson shall be the chief executive officer of the Organization with all powers and duties normally vested in a chief executive officer of a nonprofit corporation.

### 6.3 Vice-Chairperson

The Vice-Chairperson shall be the chief operations officer of the Organization with all powers and duties normally vested in a chief operations officer of a nonprofit corporation. In the absence or disability of the Chairperson, the Vice-Chairperson shall assume temporary responsibility for such duties.

### 6.4 Secretary.

The Secretary shall record and keep accurate minutes of Board meetings and maintain all external correspondence of the Board. In the absence or request of the Secretary, another Director may be appointed to record the minutes of a Board meeting or maintain certain correspondence. The Secretary shall maintain all official records of the Organization, and shall be responsible for the process for the election of Directors as described in [Article 4.3](#). The Secretary shall also see that an organization chart of the DSRA Board of Directors is maintained along with a list of serving committees to include their membership, responsibilities and reporting structure.

### 6.5 Treasurer

The Treasurer shall have custody of the funds of the Organization and shall deposit all funds in the name of and to the credit of the Organization. The Treasurer shall keep accurate records of the financial affairs including but not limited to budget management, income and expense reporting, tax filing, and disbursements at the direction of the Board.

### 6.6 Other Directors

The remaining Directors shall be responsible for: Communications, Membership, and Legal & Government Affairs. Additional duties may be bestowed upon these positions as required and included in their responsibilities and subsequently become a part of the list of qualifications for election to that position[s].

## **Article 7. STANDING COMMITTEES**

### 7.1 Standing Committee Purpose

Standing Committees are committees designated by the Board of Directors as being necessary to the daily operation of DSRA on an ongoing basis. The Standing Committees shall assist the Board of Directors with running the business of DSRA. Standing Committees may be added or removed by the majority vote of the Board of Directors at any time.

### 7.2 Standing Committee Membership

Each Standing Committee shall report to an individual Director of DSRA as designated by the Board and shall consist of a number of members that is deemed appropriate by the Board. Other Directors may be members of a Standing Committee.

### 7.3 Selection of Standing Committee Members

As the need arises to either fill open positions in existing Standing Committees or as new committees are formed, the Board of Directors shall communicate those positions to DSRA membership through any or all of the following means: web site postings, e-mailings, general mailings, and/or word of mouth. The Board of Directors shall select DSRA Members in good standing for open positions in Standing Committees after reviewing all eligible applicants and determining the best qualified for the specific committee position openings. All Members considered for nomination for the open committee positions shall be notified of the results of the selection process. Members selected for positions within Standing Committees may complete a Conflict of Interest Questionnaire as described in [Article 4.3](#) at the discretion of the DSRA Board.

### 7.4 Removal of Standing Committee Members

The Board of Directors shall have the authority to remove existing members of Standing Committees with or without cause at any time by a majority vote of the Directors. Members of Standing Committees may also resign their committee membership positions at any time.

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## **Article 8. AD HOC COMMITTEES**

### 8.1 Ad Hoc Committee Purpose

Ad Hoc Committees are committees designated by the Board of Directors as being necessary to complete a particular task or project for DSRA on a short term basis, typically less than six [6] months. Ad Hoc Committees may be added or removed by the majority vote of the Board of Directors at any time.

### 8.2 Ad Hoc Committee Membership

Each Ad Hoc Committee may report to either an individual Director of DSRA or to a Standing Committee Member as designated by the Board and shall consist of a number of members that is deemed appropriate by the Board. Other Directors or Standing Committee Members may be members of an Ad Hoc Committee.

### 8.3 Selection of Ad Hoc Committee Members

As the need arises to either fill open positions in existing Ad Hoc Committees or as new committees are formed, the Board of Directors shall communicate those positions to the DSRA membership through any or all of the following means: web site postings, e-mailings, general mailings, and/or word of mouth. The Board of Directors shall select DSRA Members in good standing for open positions in Ad Hoc Committees after reviewing all eligible applicants and determining the best qualified for the specific committee position openings. All Members considered for nomination for the open committee positions shall be notified of the results of the selection process. Members selected for positions within Ad Hoc Committees may complete a Conflict of Interest Questionnaire as described in [Article 4.3](#) at the discretion of the DSRA Board.

### 8.4 Removal of Ad Hoc Committee Members

The Board of Directors shall have the authority to remove existing members of Ad Hoc Committees with or without cause at any time by a majority vote of the Directors. Members of Ad Hoc Committees may also resign their committee membership positions at any time.

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## **Article 9. ADVISORY COMMITTEE**

### 9.1 Appointment and Purpose

The Board of Directors may appoint Advisory Committee[s], consisting of people who, through their influence or expertise, can provide special aid and insight into the operations of the organization and further its goals and purposes. Members of the Advisory Committee may or may not be Members of DSRA. The Board shall define the purpose and reporting structure for Advisory Committees.

### 9.2 Voting Rights

The Advisory Committee members who are not DSRA Members shall have no voting rights.

### 9.3 Compensation

Non-DSRA Members of Advisory Committees may be compensated for services performed if approved by unanimous approval of the DSRA Board of Directors, provided that such non-DSRA Members may be only paid such reasonable compensation for services actually rendered and that are necessary to carry out the purposes of the Organization. DSRA Members shall not receive compensation for their services.

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## **Article 10. INDEMNIFICATION**

### 10.1 Responsibility

The DSRA Board of Directors shall be responsible for assuring that any DSRA Member serving in a voluntary position for the purpose of conducting the business of DSRA and acting in a manner consistent with the direction that he/she was provided by DSRA is protected from civil or criminal liability to the maximum extent permitted by law either through the maintenance of insurance purchased for that purpose or through other similar but equitable means.

### 10.2 Policy/Procedures

The DSRA shall maintain an Indemnification Policy and, if required, Operating Procedures which shall provide specific detail as to whom shall be covered by indemnification and under what circumstances such protection shall exist including any limitations which may exist in such protection. Operating Procedures, as necessary, shall describe how such indemnification protection shall be implemented and maintained and by whom.

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## **Article 11. MISCELLANEOUS**

### 11.1 Fiscal Year

The fiscal year of the Organization shall be January 1<sup>st</sup> through December 31<sup>st</sup> of each calendar year.

### 11.2 Annual Audit

There shall be an annual, independent review of the financial processes, accounts and transactions of the Organization.

### 11.3 Financial Matters

All plans for solicitations, allocation to and distribution of funds shall be approved by the Board of Directors.

### 11.4 Amendment

These Bylaws may be amended or repealed by a majority vote of all members of the Board of Directors present at a meeting provided advance Notice of the changes has been provided. No amendment shall be considered which shall make DSRA no longer a non-profit organization.

## 11.5 Dissolution

Dissolution of DSRA shall be affected according to the laws of the State of Delaware concerning the dissolution of corporations. In the event of dissolution, the application and distribution of DSRA assets shall be as follows and in the following order:

- 11.5.1 Payment of all liabilities and obligations;
- 11.5.2 Any asset held with the condition requiring their return shall be returned upon dissolution;
- 11.5.3 Assets held subject to limitation permitting the use only for charitable or similar purposes shall be transferred to another non-profit or charitable organization with a similar purpose;
- 11.5.4 Any remaining assets shall be converted to cash and distributed pro-rata among all dues paying Members of DSRA in good standing as of the effective date of Dissolution.

## 11.6 Definitions

- 11.6.1 "Board" means the Board of Directors of the Organization.
- 11.6.2 "Organization" or "Delphi Salaried Retirees Association" means DSRA Inc.
- 11.6.3 "Director" means an individual serving on the Board of Directors of the Organization.
- 11.6.4 "Member or Members" mean the individuals that satisfy the requirements for membership set forth in [Article 3.1](#) of these Bylaws
- 11.6.5 "Notice" shall mean written notice that is given to any person, either personally or by sending a copy by first class or express mail, postage prepaid, or by courier service, charges prepaid, or by facsimile or electronic mail transmission, to his or her address (or to his or her facsimile number, or electronic mail address appearing on the books of the Organization or, in the case of Directors, supplied by him or her to the Organization for the purpose of notice. If the notice is sent by mail, telegraph or courier service, it shall be deemed to have been given when deposited in the United States mail or with a courier service for delivery to that person or, in the case of facsimile or electronic mail, when receipt has been confirmed. A notice of meeting shall specify the place, day and hour of the meeting and any other information required by the Act. Except as otherwise provided by the Act or these Bylaws, when a meeting is adjourned, it shall not be necessary to give any notice of the adjourned meeting, or of the business to be transacted at an adjourned meeting, other than by announcement at the meeting at which such adjournment is taken.

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## **Article 12. BYLAWS CHANGES LOG**

The Secretary shall maintain a log of all changes to the Bylaws as properly made and agreed. A log of changes shall be maintained as [Addendum A](#). to the Bylaws. Record of all previous issues of the Bylaws shall be retained by the Secretary for record and reference.

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## **Article 13. ADOPTION**

This revision 06 dated March 31, 2011, was adopted by resolution at a meeting of the Board of Directors on March 31, 2011.





## **APPENDIX II. - Board of Directors Candidacy Qualifications**

(Ref. [Article 4.2](#))

### **Required Qualifications:**

- Member of DSRA in good standing (as described in bylaws).
- Direct beneficiary of Delphi retirement benefits (as described in bylaws).
- Is not a voting member of the DSRA Benefit Trust [VEBA Committee].
- Is not a voting member of any other retiree organization unless disclosed and approved by the DSRA Board.
- Experience in serving in a volunteer position for a non-profit organization that would assist in actively leading the DSRA in the attainment of its goals and objectives
- Proven fiscal responsibility and integrity.
- Passionate desire to win benefits for Delphi retirees.
- Ability to work with fellow Board Members and on individual assignments as required.
- Ability to drive implementation of DSRA goals and build consensus direction.
- Ability to work with other retiree organizations with similar goals and objectives.
- Excellent interpersonal, communication and listening skills.
- Willingness to work in a transparent environment, offering an "open door" to members.
- Time availability to serve as a Board member, and to perform duties and assignments outside of Board meetings.
- Willingness and ability to learn, observe and adhere to the DSRA non-profit and retiree benefits regulatory requirements.
- Basic computer skills and internet access.
- Ability to work with others and build collaborative relationships supporting DSRA goals and objectives.
- Read, understand, and comply with both the DSRA Conflict of Interest Policy and the DSRA Board of Directors Code of Ethics demonstrated by the completion and signature on both the Conflict of Interest Questionnaire and the Code of Ethics Pledge.

### **Desirable Qualifications:**

- Contact base among other retiree organizations with similar goals and objectives.
- Known and respected by DSRA members.
- Contact base and ability to develop contacts as required to support DSRA legislative administration.
- Ability and availability to travel on a limited basis as required for DSRA business and activities.
- Professional skills and qualifications required to perform specific Board and Officer roles as defined by DSRA Bylaws.
- Ability, availability and willingness to secure training and partner with outside professional services as required to support the DSRA.
- Proven leadership skills and experience in a non-profit organization.

### **Specific Skills and Expertise Beneficial for Certain DSRA Board and Officer Positions:**

- CPA or other accounting/financial skills and expertise.
- Media and communications experience and network connections.
- Marketing and Sales skills and experience.
- HR leadership and experience.
- Fund raising skills and experience.
- Ability to maintain accurate, objective and transparent records and documentation.
- Advanced computer skills.