

**ARBORNA (Association of Robert Bosch Retirees of North America)  
P.O. BOX 2593, GLEN ELLYN, IL. 60138, USA**

***By-Laws for ARBORNA, the North American Retiree Association within the Bosch Concern***

**1. Name and location**

The Association shall be known by the name ARBORNA (Association of Robert Bosch Retirees of North America). Its business address, presently at P.O. Box 2593, Glen Ellyn, Illinois, may change based on the location of one or more of its officers, as elected. The Association is an Illinois non-for profit organization.

**2. Purpose**

- (1) The Association's purpose is to foster information and communication between its members and Bosch.
- (2) To represent its members in negotiating with Bosch for the maintenance and expansion of benefit privileges and rights.
- (3) The Association operates on a selfless and non-profit basis. It is the legal entity to speak for the Bosch retirees.

**3. Membership**

- (1) Membership is open to:
  - (a) Former employees and retirees of Bosch North America and its subsidiary companies hereafter mentioned Bosch Concern.
  - (b) Surviving spouses or long-term partners of Bosch retirees or employees.
- (2) All active retirees who provide their names and addresses to ABORNA are automatically members of the organization.
- (3) Dues: For the time being, ARBORNA will not have membership dues, but requests a voluntary annual contribution of \$10 per member.
- (4) Termination of membership occurs when the member resigns.
- (5) Exclusion of membership is allowable:
  - (a) If a member has been convicted of a felony.
  - (b) If membership is renounced.
  - (c) If a member knowingly harms the interests of the Association.

**4. Association Structure**

- The General Meeting/Assembly, representing the membership.
- The Executive Board, in charge of running the Association.
- The Board of Governors, representing the major locations, an advisory body.

**5. General Meeting/Assembly**

- (1) A general meeting is convened at least once a year. Advance notice must be given by the Executive Board at least 30 days prior with a proposed agenda. Items submitted by members to be included in the agenda require at least two weeks written notice before the meeting date. Last minute items can still be included at the beginning of the session, but need approval of at least 10 members.
- (2) The member meeting specifically decides/votes on the following issues:
  - (a) Appointment of Executive Board members.
  - (b) Determination of annual dues.
  - (c) Change of by-laws.
- (3) Members attending the annual meeting, provided that they include at least 25 eligible members, shall constitute a quorum.
  - (a) For the purpose of passing resolutions and holding general elections a simple majority of members present is sufficient to act on matters

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before them. Voting occurs by a show of hands unless at least 25% of members present request written ballots. In special cases or where member presence is below 25, the Executive Board can arrange for an E-mail vote.

- (b) Resolutions, which involve the change of by-laws, the impeachment of Executive Board members, or the dissolution of the Association, require the assent of at least 75% of the eligible members present. If such majorities cannot be achieved then another general meeting, which cannot be held on the same day, becomes necessary. In this meeting, a three quarter majority of eligible members present is required.
- (c) Minutes must be prepared within 30 days after each general meeting showing resolutions acted upon. They must be signed by the President and the recorder of the minutes, the Secretary. In the case where no prior distribution to the membership has been made, the minutes are to be read at the next general meeting, if this is desired by the majority of the members present. If there are no objections to the minutes, they are considered accepted.

**6. The Executive Board**

- (1) It consists of: **President; Vice Presidents; Secretary; Treasurer** and others.
  - (a) Upon the recommendation of the Executive Board an addition to the Board may be put to a vote at the general meeting.
  - (b) The recorder of the minutes is either the Secretary or other so designated member.
  - (c) All Executive Board members serve without compensation. Documented expenses and advances on behalf of the Association are reimbursable.
- (2) Members of the Executive Board are elected by the general assembly of members for a period of two years. Re-election is allowable. When they can no longer serve because of impeachment, termination of Association membership, resignation or death, a new Executive Board member may, upon the recommendation of the Executive Board, be elected for the remaining term.
- (3) The responsibilities of the Executive Board to fulfill the Association purposes are as follows:
  - (a) Conduct the Association business.
  - (b) Represent the Association towards third parties.
  - (c) Prepare a financial statement annually with a closing date of December 31. This is to be completed latest by March 31 of the following year. Same must reflect all monetary receipts and expenditures.
  - (d) Call for and conduct general meetings.
  - (e) Prepare minutes of such meetings.
  - (f) Prepare a membership list by March 31 of each year reflecting members as of December 31 of the previous year.
  - (g) Maintain a list of duties assigned within the Executive Board.

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- (h) Written obligations of the Association require the signature of its President and/or Vice President and from case to case, both. For amounts below \$500 the signature of one of the officers is sufficient.

**7. The Board of Governors**

The Board of Governors consists of a volunteer representative for each region of the Bosch Concern. They act as intermediary to the regional/local membership and communication between the membership and the Executive Board. They have an advisory role towards the Executive Board.

**8. Finances**

- (1) The business year is the calendar year.
- (2) Receipts of the Association are derived from the following:
  - (a) Collection of voluntary dues during the current year.
  - (b) Solicited contributions by Bosch or one of its subsidiary companies.
  - (c) Donations.
- (3) The membership elects two Auditors for the current business year. They submit to the membership meeting the audit report. This report must be prepared during the first quarter of the year for the previous year and submitted to the Executive Board promptly. Should there be cause, they have the authority for a spot audit at any time in consultation with the Executive Board. Both Auditors have to be present during an audit.

**9. Liabilities**

Members of the Association are responsible only to the extent of their share of its assets.

**10. Dissolution of the Association**

Dissolution can only be enacted at a general meeting, by two-thirds majority vote.

**11. Duties of the Officers**

- (1) General Duty
  - (a) Maintain records and transfer such records to incoming officers at administrative year end.
- (2) Duties of the President
  - (a) Preside at all general and special meetings of the membership and all Board meetings.
  - (b) Appoint all Standing Committee Chairs.
  - (c) Serve as ex-officio member of all committees except the nominating committee
- (3) Duties of the Vice Presidents
  - (a) Preside, in the absence of the President, at general, special and Board meetings.
  - (b) Plan and execute all meetings and mailings and get approval from the Board.
  - (c) Plan and execute mailings to Bosch retirees.
  - (d) Set up and maintain a network or regional Governors, as an Advisory Board
  - (e) Maintain information and communication between its members and

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- other member organizations (f.e. to regional Governors, Bosch Old-timer & Retiree).
- (f) All internal and external publication matters.
  - (g) Assist the President in any duties as requested.
- (4) Duties of the Secretary
- (a) Be custodian of the Association records and exhibit them, the articles of association (by-laws), minutes of any meeting, and other records of the Association to any person or agency authorized by law to inspect them.
  - (b) Maintain a typed record of proceedings of general, special, and Board meetings.
  - (c) Prepare the Associations correspondence of general nature.
  - (d) Assist the President in any duties as requested.
- (5) Duties of the Treasurer
- (a) Collect and deposit all monies for the Association and disburse same in accordance with the annual budget or at the direction of the Board for items not covered by the annual budget.
  - (b) Maintain the bank account for the Association and keep accurate records of finances.
  - (c) Prepare a Treasurer's report quarterly including detail of income and expense items, and present an oral summary at each general meeting.
  - (d) Prepare an annual budget for the following administrative year.
  - (e) Submit records for annual audit at end of the Association's fiscal year.
  - (f) File, on a timely basis, any annual reports and/or tax returns required by any government agency.
  - (g) Assist the President in any duties as requested.
- (6) Duties of the Membership Officer
- (a) Membership drive and mailings.
  - (b) Record keeping of membership list.
  - (c) E-mail campaigns.
- (7) Duty of Technology Officer
- (a) Advise the board on all technology matters (like Website and links).

Approved as the official document for publication.

President: \_\_\_\_\_ Date: \_\_\_\_\_ (Hubert Buehler)

Vice President: \_\_\_\_\_ Date: \_\_\_\_\_ (Klaus Kobelentz)