

METHODIST UNIVERSITY ALUMNI ASSOCIATION BYLAWS

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METHODIST UNIVERSITY ALUMNI ASSOCIATION

BYLAWS

Adopted XXX, 2013

Article I: ORGANIZATION

A. Name

The name of this organization shall be Methodist University Alumni Association (herein “the MUAA” or “the Association”)

B. Mission

The mission of the Association shall be to help promote the general welfare of Methodist University and to encourage and stimulate the interest of graduates and former students in the University; to strengthen relationships among students, parents, faculty and community; to build spirit and support for the University through communications and events; to provide advice and counsel to the administration and the Board of Trustees; and to assist educational excellence throughout the University.

C. Authority

This document replaces all others for the purpose of governing the conduct of the business and affairs of the MUAA, its Board of Directors and its membership. The MUAA is intended to manage its own affairs autonomously within the scope of its mission and mandate. At the same time, however, as an integral part of the University, the MUAA does not have separate legal status. The University’s Board of Trustees has ultimate authority over MUAA affairs.

Article II: MEMBERSHIP

A. Active Membership

Active membership shall consist of all persons graduated from Methodist University and all persons not currently enrolled but who have attended the University a minimum of one academic year and are in good standing with the University, and with whom the University has maintained contact. Active membership carries with it the privileges of voting and holding office.

B. Inactive Membership

Inactive membership shall consist of all persons graduated from Methodist University and all other persons not currently enrolled but who have attended the University a minimum of one academic year and are in good standing with the University, but with whom the University has lost contact.

C. Honorary and Student Membership

Honorary membership shall consist of the President of the University, current and former University Trustees, current and former University administrative officers, current and former University faculty, the Director of Alumni Affairs, honorary degree holders of the University and friends recommended by the Board of Directors and approved by the active members of the Association. Honorary membership carries with it the privileges of membership, except for voting and holding office.

To encourage and develop future alumni leadership, the MUAA student membership shall include the President of the Student Government Association, the President of the Student Activities Club, and the President of the Student Athletic Association. Student membership carries with it the privileges accorded to honorary members.

Article III: BOARD OF DIRECTORS

The MUAA Board of Directors shall manage and control the affairs, property and chapters of the MUAA except where limited by the University's Board of Trustees.

A. Qualifications

Any active member of the MUAA shall, in accordance with these bylaws, be eligible to be elected to the MUAA Board of Directors unless otherwise noted in these bylaws.

B. Director Seats

1. Composition

The Board of Directors of the MUAA shall consist of thirty (30) elected Director Seats, inclusive of the five officer positions (President, First Vice President, Second Vice President, Secretary and Immediate Past President), and additional members from the honorary membership category as defined in the bylaws.

2. Structure

The Board of Directors shall be organized into Divisions and at-large seats. Twenty (20) of the Director seats shall be housed within Divisions I, II, III, IV and V. Each Division, with the exception of Division V, shall be based on ten

(10) year class increments. Each Division shall have four (4) seats. The remaining ten (10) seats shall be at-large seats.

Division I shall include alumni who at the time of their election to the Board of Directors shall have fulfilled the requirements of active membership, as stated in the bylaws, within the most recent ten (10) years.

Division II shall include alumni who at the time of their election to the Board of Directors shall have fulfilled the requirements of active membership, as stated in the bylaws, between eleven (11) to twenty (20) years prior to their election.

Division III shall include alumni who at the time of their election to the Board of Directors shall have fulfilled the requirements of active membership, as stated in the bylaws, between twenty-one (21) to thirty (30) years prior to their election.

Division IV shall include alumni who at the time of their election to the Board of Directors shall have fulfilled the requirements of active membership, as stated in the bylaws, between thirty-one (31) and forty (40) years prior to their election.

Division V shall include alumni who at the time of their election to the Board of Directors shall have fulfilled the requirements of active membership, as stated in the bylaws, more than forty-one (41) years prior to their election.

At-large seats shall include alumni who at the time of their election to the Board of Directors shall have fulfilled the requirements of active membership as stated in the bylaws, irrespective of year.

C. Terms of Office

Each Director shall be elected to a three (3) year term and shall be eligible to serve no more than two (2) successive terms. The term of office for newly elected Directors shall begin at the spring meeting of the Board of Directors following their election. Only those persons nominated in accordance with these bylaws shall be eligible to be so elected.

D. Duties and Responsibilities

1. Attend and participate in Meetings of the Board as outlined in Article V of the bylaws. Missing three (3) unexcused, scheduled meetings may result in removal from the Board. Excused absences and requests for reconsideration shall be directed, in writing, to the Executive Committee.
2. Contribute a minimum financial gift of \$25.00 annually to Methodist University. It is important for board members to set the example for all other alumni by participating financially to the life and well-being of the University.

Directors are asked to consider including the University in their estate planning.

3. Serve actively on the Alumni Association board and standing committees by accepting leadership and participatory roles. Much of the business of the board should be conducted in committees. Occasionally these committee meetings are held in conjunction with the board meetings, but many are also held at other times throughout the year.
4. Exercise discretion regarding outside discussions of internal affairs of the Board, recognizing that some matters discussed in Board meetings are confidential, such as development issues, award nominations, etc.
5. Serve as an ambassador and advocate for Methodist University and the Alumni Association. This may involve speaking with prospective students and their parents, meeting with or calling other alumni, communicating with area legislators, practicing a proactive association with University faculty and staff, and attending University and alumni activities and programs, both on campus and in your local area.
6. Assist Methodist University and the Alumni Association in identifying, cultivating and involving talented alumni in areas such as student recruitment, job placement, financial support and more.
7. Become familiar with the programs and activities sponsored, organized and/or coordinated by the Alumni Association and participate in them to the extent possible. Stay abreast of campus news by reading alumni publications and other University materials.
8. Offer ideas to help make the Alumni Association more meaningful to the alumni constituency and take initiative in planning and implementing Board activities and programs.
9. Assist in the identification, nomination and selection of individuals for Alumni awards and Alumni Board positions.
10. Provide positive support to staff members and other Board members as they perform their duties.

E. Nominations and Elections

The Nominations Committee shall nominate candidates for each vacant seat on the Board of Directors in accordance with these bylaws. Directors shall be elected in such a manner that one-third of the directors shall be elected annually to replace or to re-elect those directors whose three (3) year term shall expire at the upcoming spring meeting.

F. Seat Vacancies

The President of the MUAA, with the advice and consent of the Executive Committee, will appoint an Active Member of the Association to fill any vacancy occurring in any elective office for the remaining term of said office. The time served in an appointed seat will not prohibit an individual from serving two additional (2) successive terms in an elected seat.

G. Removal of a Director from the Board

In the event a member of the MUAA Board of Directors or any MUAA Committee member does not carry out their duties, as stated in these bylaws, he or she may be removed from in accordance with the following procedure:

1. The member is accused of violating the bylaws.
2. The member is notified in writing of the alleged violation of the bylaws by the MUAA President (or designee). Additionally, said member will be allowed to represent themselves at the appropriate meeting of the Board of Directors in which the removal shall be determined.
3. The Board will be informed of the violation at a regular or special meeting of the Board of Directors.
4. A majority two-thirds vote of the Board members present at the aforementioned meeting of the Board of Directors must affirm the vote to remove said member from the MUAA Board of Directors or MUAA Committee.
5. The member in question shall be notified of the action taken by the Board of Directors through written correspondence.

All members of the MUAA Board of Directors are expected to maintain the highest moral standards so as not to embarrass or to put the University in a bad light with its constituency or the public. A member accused of violating these standards may be removed from the Board or any Committee of the MUAA in accordance with these bylaws.

Article IV: OFFICERS OF THE BOARD

A. Qualifications

Any member of the MUAA Board of Directors shall, in accordance with these bylaws, be eligible to serve as an officer on the MUAA Board of Directors unless otherwise noted in these bylaws.

B. Terms of Office

Officers shall serve a one (1) year term and shall not be eligible to serve more than four (4) successive terms in the same office. The term of office for newly appointed officers shall begin at the spring meeting of the Board of Directors following their appointment. Only those persons nominated in accordance with these bylaws shall be eligible to be so elected.

C. Duties and Responsibilities

a. Executive Committee

The Executive Committee includes the MUAA President, 1st Vice President, 2nd Vice President, Secretary and Immediate Past President. It shall be the duty of the Executive Committee to transact business for the MUAA between meetings of the Board of Directors in accordance with these bylaws. Actions by the Executive Committee and the Board of Directors are subject to review by the membership of MUAA

b. Officers

- i. The President shall supervise the executive affairs of the MUAA and report Association activities to the general membership annually through the *MU Today* magazine and the Office of Alumni Affairs webpage. The President shall preside over all meetings of the Executive Committee, Board of Directors and the MUAA with the power to vote on any issue. The President shall also serve as an *ex-officio* member of all other Committees without the power to vote.
- ii. The 1st Vice President shall serve on the Executive Committee and assist the President and assume the duties of the President in his or her absence. The 1st Vice President shall oversee activities of the Nominations Committee, the Awards Committee, and the Finance Committee of the MUAA

- iii. The 2nd Vice President shall serve on the Executive Committee and assist the President in carrying out his or her duties. The 2nd Vice President shall oversee the activities of the Social/Outreach Committee.
- iv. The Secretary shall serve on the Executive Committee and maintain minutes and attendance records of all meetings conducted by the Executive Committee and Board of Directors of the MUAA. The Secretary shall be responsible for the timely distribution of official records and correspondence of the MUAA as directed by the President.
- v. The Immediate Past President shall also serve on the Executive Committee.

D. Nominations and Elections

Every year, at the Winter Board Meeting, the MUAA Board of Directors shall elect a President, 1st Vice President, 2nd Vice President and Secretary. These officers shall serve a one (1) year term and shall be eligible to serve four (1) successive terms. These Executive Committee members shall assume office at the April Board Meeting.

Article V: BOARD MEETINGS

A. Meetings of the Board

- 1. The Board of Directors shall meet at least four (4) times annually. The regularly scheduled meetings of the Board of Directors shall be each quarter (spring, summer, fall and winter). Additionally, special meetings of the Board of Directors may be called by the President or by at least four (4) Directors.
- 2. Special meetings of the MUAA may be called by the President, a majority of the Executive Committee Members, a majority of the Board of Directors or by a petition of at least ten (10) percent of the active MUAA Members to the Director of Alumni Affairs.
- 3. Any action required or permitted by the Board of Directors or by any standing committee may be taken without a formal meeting. Action taken by a majority of the Board or members of a standing committee without a formal meeting is nevertheless a board or standing committee action. Meetings may be conducted by means of a conference call or a similar communication device which allows all persons to participate in the meeting, and all members participating in such a meeting shall be deemed present in person at such meeting.

B. Quorum and Voting

For the purpose of transacting business at the Board of Directors Meetings, Executive Committee Meetings, Standing Committee Meetings and special meetings of the

MUAA, any number of Directors present (which shall include those Directors participating via electronic devices) shall constitute a quorum. A simple majority of Directors present is required to pass any motion before the Board of Directors unless otherwise specified within the bylaws. Proxy votes shall not be accepted at any Board of Directors, Executive Committee or other meetings of the MUAA. Any one or more directors may participate in a meeting of the Board of Directors by means of a conference telephone or similar communications device that allows all persons participating in the meeting to hear each other. Participation by these means shall be deemed presence in person at the meeting.

C. Notification of Meetings

Notification of Board of Directors meetings shall be served by electronic notification and/or postal service to the last known address at least three (3) weeks prior to the date of the meeting. Notification will be made by the Secretary (or his/her designee).

D. Rules of Order

Robert's Rules of Order Revised (current edition) shall govern the proceedings of all Board Meetings, Executive Committee Meetings, Standing Committee Meetings and special meetings of the MUAA, unless inconsistent with these bylaws, in which case these bylaws shall govern.

Article VI: COMMITTEES

A. Standing Committees

The standing committees of the MUAA shall consist of the Executive Committee, Nominations Committee, Social/Outreach Committee, Awards Committee and the Finance Committee. The President shall appoint all members of the Standing Committees, with advice from the Board of Directors, in accordance with these bylaws. Except for the Executive Committee, members of the Board of Directors should not constitute more than fifty (50) percent of a standing committee.

1. Executive Committee - The President shall preside over all meetings of the Executive Committee. This committee shall transact business for the MUAA between meetings of the Board of Directors in accordance with these bylaws. The Executive Committee shall be composed of the President, 1st Vice President, 2nd Vice President, Secretary and Immediate Past President.

2. Nominations Committee - The 1st Vice President shall oversee the activities of this Committee. This Committee shall be charged with making nominations to fill vacant Board of Director Seats. The general membership of the MUAA may propose eligible persons to the committee, and the committee shall place an announcement in the summer issue of the *MU Today* and on the Office of Alumni

Affairs webpage. A meeting of the Nominations Committee will be held on or about the same day as each year's fall board of director's meeting for the purpose of compiling a list of nominees from those names solicited from the general membership, and the Nominations Committee may also nominate persons not proposed by the general membership. Those nominees selected by the Nominations Committee will be presented at the subsequent winter meeting of the Board of Directors. The Board of Directors shall review the proposed slate and may make additional nominations. All nominated candidates shall have read and agreed to comply with the bylaws. The Board of Directors shall vote on each nominee at each year's winter meeting, and new directors shall assume their seats at the following spring meeting. A simple majority of the Board of Directors shall be required to confirm each nominee. The Alumni Director shall contact the nominated candidates to obtain their final acceptance. The new Directors shall assume their Director Seats at the spring Board Meeting. This committee shall consist of at least five (5) members of the MUAA

3. Social/Outreach Committee - The 2nd Vice President shall oversee the activities of this Committee. This Committee shall be charged with Homecoming preparations and the planning of other alumni events and activities. The Committee shall consist of at least seven (7) members of the MUAA

4. Awards Committee - The 1st Vice President shall oversee the activities of this Committee. The Committee shall be charged with verifying the eligibility of the nominees and presenting award candidates to the Board of Directors for selection. This Committee shall consist of at least three (3) members of the MUAA

5. Finance Committee - The 1st Vice President shall oversee the activities of this Committee. This committee shall consist of at least five (5) members, who shall be charged with developing and promoting plans for raising funds for Methodist University and/or the MUAA This Committee shall consist of at least three (3) members of the MUAA

B. Special (ad hoc) Committees

Special Committees shall be established as deemed necessary by the Board of Directors. When a special committee is established, its composition, purpose and period of functioning shall be determined by the President, with advice from the Board of Directors.

Article VII: CLUBS

The purpose of the MUAA Clubs shall be to promote the general welfare of Methodist University by encouraging and stimulating the interest of the alumni in Methodist University and interaction with other alumni from specific areas. The Director of Alumni Affairs shall coordinate and direct the activities of MUAA Alumni Clubs.

MUAA Clubs shall comply with the Association's mission and mandate. The Director of Alumni Affairs shall coordinate and direct the activities of MUAA Alumni Clubs, according to the policies established by the Alumni Association Board of Directors which shall advance the Association's purpose.

Article VIII: INTERPRETATION OF THE BYLAWS

The MUAA Board of Directors shall settle any dispute as to the interpretation of the bylaws of the MUAA except as otherwise restricted by these bylaws.

Article IX: FISCAL YEAR

The fiscal year of the MUAA shall commence on July 1 and end on June 30.

Article X: AMENDMENTS

The bylaws may be amended at any meeting of the MUAA Board of Directors by a two-thirds vote of the Directors present. Proposed amendments shall be submitted in writing to the President of the MUAA at least thirty days prior to the Board Meeting. The President (or his/her designee) shall be responsible for providing written notice to all Directors at least two weeks prior to the Board Meeting.

Proposed Policy links

- a. Dissemination of the Board of Directors Agenda and relevant documents for quarterly meetings
- b. MUAA Clubs
- c. Annual Awards Program
- d. Monitoring of financial giving by MUAA Directors