

# Constitution And Bylaws Of The Shenandoah University Alumni Association

## Article I

### **The Organization**

The name of this organization is the Shenandoah University Alumni Association. The Association is a part of the University structure and is subject to the oversight of the University President and the Board of Trustees.

## Article II

### **Principal Office**

The principal office of the Alumni Association is in the City of Winchester in the Commonwealth of Virginia.

## Article III

### **Purpose**

To provide support to the Shenandoah community for lifelong engagement.

## Article IV

### **Alumni Association Membership**

**Section I.** The governing authority of the affairs of the Association shall be vested in its active members and shall be exercised, subject to their control, by a Board of Directors.

**Section II.** The Association has four classifications of membership:

- Regular: The membership of the Alumni Association consists of any former student of the University's for credit program who (a) has received an earned degree from Shenandoah University, (b) has earned a minimum of twenty-four (24) credit hours
- Active: Active members shall be alumni who have contributed to any recognized Shenandoah fund in the last fiscal year. Only active members shall be eligible to serve in the elective positions of the Association.

- Honorary Alumni: Members of the University community who do not otherwise meet the criteria established for membership can be designated Honorary Alumni with the approval of a majority of the Board of Directors. Selection shall be based on careful consideration of service by individuals on behalf of the University, the Association, one of the schools, academic departments or active organizations that provide volunteer and financial support. Honorary Alumni shall have all the rights and privileges of membership with the exception of voting or holding a membership on the Association's Board of Directors.
- Honorary Degreed Alumni: Holders of honorary degrees from the University are automatically accorded membership in the Association.

**Section III.** Special meetings of the Association may be held on call of the Board of Directors.

**Section IV.** Notice of all meetings of the Association, whether annual or special, shall be given by the Alumni Association President or the Office of Alumni & Constituent Relations by letter or email not less than thirty (30) days prior to the date of the meeting. Notice of any special meetings shall state the purposes of the meetings. No business shall be transacted at a special meeting that does not relate to the purposes stated in the notice.

## Article V

### **Membership of the Board of Directors**

Members are elected for terms of three (3) years. No member can serve more than three consecutive terms. Partial terms are excluded when considering two (2) consecutive terms. A member may be re-elected to the Board after one (1) year has elapsed following the expiration of the third term. Members are expected to follow the guidelines stated in the Shenandoah University Alumni Board of Directors Expectations and Responsibilities signed document.

**Section I.** Powers: As provided by the constitution of the Shenandoah University Alumni Association, the Board of Directors shall be empowered to act on behalf of the Association in all matters and adopt rules governing all members of the organization, insofar as such rules are not inconsistent with the provisions of the Constitution and Bylaws of the Shenandoah University Alumni Association.

**Section II.** Membership: The membership of the Board of Directors shall be representative of the Association and of the campus community and shall include the following:

- The officers of the Alumni Association are elected by the Board and comprise the Executive Committee of the Association.
- The Immediate Past President of the Alumni Association who serves as an officer.
- New board members will be elected annually as vacancies become available, not to exceed 31 members in total.
- Ex-officio members may include: A member of the Board of Trustees; the President of the University; University Vice Presidents; the President of the Dayton Alumni Society and the leader(s) of any other official alumni affinity group associated with the Alumni Association; the President of the Student Government Association and equivalent members of student body organizations; and each of the staff members of the Office of Alumni & Constituent Relations.
- The President shall be empowered to appoint three people to the Board of Directors for the period not to exceed one year. The President may reappoint any or all for additional terms, if the President deems appropriate.
- Board Representation: The goal is to ensure a balanced representation of the alumni body, based on representation by decades and each of the university's schools, and reflective of the University's commitment to diversity, inclusion and equity.

**Section III.** Vacancies: When membership vacancies occur and organizations entitled to representation are left without representation on the Board, the Executive Committee of the Board may appoint an interim representative.

Consistent meeting absence over a year without a reasonable excuse, as determined by the Executive Committee, will be grounds for replacing a member.

**Section IV.** Officers: The officers of the Board of Directors shall be a President, Vice President, and Secretary. They are elected by the Board of Directors for one two-year term in the same office. Officers may be re-elected for one consecutive term. The head of the Office of Alumni & Constituent Relations, appointed by the President of the University for an indefinite term, is an ex-officio officer of the Board. The officers and their respective duties shall be as follows:

- At the organizational meeting, the board shall elect officer successors at the end of their two-year term.
- The President exercises a general executive control of the affairs of the Association; presides at all meetings of the Association, the Board and the Executive Committee; appoints members of committees; serves as an ex-officio member of all committees; performs all duties incident to the office; and such other powers and duties as may from

time to time be delegated to the President by the Board. The President serves as an ex-officio member of the Shenandoah University Board of Trustees during their term as President of the Association.

- The Vice President, in the absence or disability of the President, shall perform the duties of the President. The Vice President shall chair one of the major committees and such other duties as the Board may from time to time prescribe.
- The Immediate Past President will serve on the Board and the Executive Committee, and act as counsel in their deliberations. The Immediate Past President will serve on the Executive Committee for a term of one (1) year.
- The Secretary keeps the minutes of meetings of the Association, the Board, and the Executive Committee, and submits them to the Alumni Association President and the head of the Office of Alumni & Constituent Relations within thirty (30) days of the meeting. The Secretary shall chair one of the major committees and such other duties as the Board may from time to time prescribe.
- Officers may be elected at the end of each two-year term in the respective role. Officers may stand to be re-elected for one consecutive term.
- The head of the Office of Alumni & Constituent Relations oversees the Office of Alumni & Constituent Relations and is responsible for the operations of the Association on a day-to-day basis.

**Section V.** Executive Committee: The Executive Committee of the Association shall be empowered to act on behalf of the Board on all matters in the interim between Board of Directors meetings. The Executive Committee is composed of the officers listed in Article V, Section 4.

**Section VI.** Meetings: The Board of Directors shall hold meetings in the fall and spring based on the academic calendar of the University and its planned activities and events. The dates of the meetings shall be determined by the Executive Committee, which may also call other meetings at its discretion.

**Section VII.** Quorum: A majority of the members of the Board of Directors shall constitute a quorum.

## Article VI

### Election of Directors and Officers

**Section I.** The election of members of the Board of Directors shall be as follows:

- The President of the Association shall appoint a Nominating Committee consisting of up to five (5) active members of the Association, of whom at least three (3) are currently members of the Board.
- The Nominating Committee shall confer and consider all names which have been suggested and for each vacancy not to exceed the maximum number of members on the board
- The chair of the Nominating Committee shall present the nominees at the annual meeting of the Board (at which time nominations from the floor may be accepted, and the election shall proceed). A majority of votes cast shall elect the new members. The new members' terms begin on October 1 of each year.

**Section II.** The election of the Officers of the Association shall be as follows:

- The Nominating Committee chairperson and Executive Board Committee shall confirm the slate of officers of the Association. An Officer may be elected by majority board vote and will follow the nominating process via the Nominating Committee
- The chair of the Nominating Committee shall present the slate of officers at the designated Board of Directors meeting at which time nominations from the floor may be accepted, and the election shall proceed. A majority of votes cast shall elect the officers. The term of office shall begin on October 1 of each year, or as otherwise determined by the Board of Directors.

## Article VII

### Board Meetings

**Section I.** The regular semi-annual meetings of the Board of Directors shall be held in the Commonwealth of Virginia at a time and place recommended. In consultation with the Office of Alumni & Constituent Relations, a meeting location is set/recommended. A portion of each regular meeting may be reserved for a meeting of the Executive Committee.

**Section II.** Special meetings may be called at any time by:

The Alumni Association President and any two (2) members of the Executive Committee; or: upon the request of one-third (1/3) of the Directors.

The objectives of the meeting must be set forth in both the call for and the notice of the meeting. No business is transacted at a special meeting that does not relate to the purposes for which it was convened.

**Section III.** A quorum at any meeting of the Board of Directors shall consist of a majority of the membership of the Board. Meetings may be conducted through telecommunications equipment, provided all Directors participating can hear each other simultaneously.

**Section IV.** Any member of the Board who is absent from two (2) consecutive regular meetings of the Board, except for reasons accepted as sufficient by the Executive Committee, or ceases to be an active member "will be grounds for replacing a member". The President of the Alumni Association may appoint a member to the vacancy for the unexpired term.

## Article VIII

### Committees

Officers of the Board will serve as a chair of one of the major committees. Committee chairs are free to recruit committee members who are not members of the Board.

**Section I.** Executive Committee. There shall be an Executive Committee of the Board of Directors to be composed of the officers and the head of the Office of Alumni & Constituent Relations. The Executive Committee has general supervision of the affairs of the Association and the Board between meetings of the Board. The Executive Committee meets at least two (2) times each year, and the President or the head of the Office of Alumni & Constituent Relations may call special meetings if required. The Executive Committee may act on behalf of the Board as necessary in a situation requiring immediate action. Minutes of all Executive Committee actions are reported for approval at the next meeting of the Board of Directors.

**Section II.** General Committees. There is an Executive Committee and a minimum of three major committees of the Board. The major committees shall be those most desired and required at any specific time. Examples are, but not limited to: Awards, Alumni Engagement, Admissions & Career Services, Communications, Student Engagement, Constituent Organizations and Events. The Executive Committee shall have the power and responsibility for determining the three major committees required. The Board, the Executive Committee, the President, or the head of the Office of Alumni & Constituent Relations may create and, in turn, abolish special or ad hoc committees it may establish for the discharge of particular duties.

## Article IX

### Rules of Procedure

The rules contained in the latest revision of *Robert's Rules of Order* shall govern all

meetings of the Board of Directors except to the extent that the same may conflict with these bylaws.

## **Article X**

### **Amendments**

These bylaws may be amended by a vote of two-thirds of the members present and voting at any regular or called meeting of the board at which a quorum is obtained. A written notice, whether by mail and/or electronic communication, of the proposed amendments shall be submitted to all members of the Board of Directors at least thirty (30) days prior to the time that a vote is required.