

# Illinois State University Alumni Association Constitution

## Proposed Revisions- June 2022

### Article I. Purpose

#### Section 1.

**Name:** The name of the Association is Illinois State University Alumni Association. (Hereinafter referred to as the Association.)

#### Section 2.

**Mission:** To support the University through the knowledge, skills, financial resources, and loyalty of its alumni; to communicate and interpret the University's goals and achievements to others; and to promote a spirit of unity and loyalty among former students and friends.

#### Section 3.

**Location:** The principal office and place of business is at Illinois State University (hereinafter referred to as the University), Normal, Illinois.

### Article II. Membership

#### Section 1.

**Membership:** All persons who have earned a degree or diploma from the University, have attended the University, or have been granted membership for any reason shall be eligible for membership in the Association.

#### Section 2.

**Classes of Memberships:** Membership will be divided into three classes to determine eligibility.

1. **Active:** An alumnus who has made a gift to the Illinois State University Foundation during the current or preceding fiscal year. An active alumnus has the right to vote and is eligible to serve on the Board of Directors.
2. **Inactive:** An alumnus who has not made a gift to the Illinois State University Foundation during the current or preceding fiscal year. An inactive alumnus does not have the right to vote and is not eligible to serve on the Board of Directors.
3. **Honorary Membership:** Persons who have received honorary degrees from the University shall automatically become honorary members of the Association. The Board of Directors may also confer honorary membership for any other reason if approved by the board. Honorary members have the right to vote.

## Article III. Officers

### Section 1.

**Officers:** The officers of the Association shall consist of a president, vice president/president-elect, secretary, and immediate past president. The Board of Directors, by resolution, may create and define the duties of other officers and may elect or appoint persons to fill such roles as needed.

### Section 2.

**Election:** The officers of the Association shall be elected by the Board of Directors at the annual meeting of the Association. Only active members who have served on the board of the Association a minimum of two years shall be eligible for officer positions. Experience serving as a chair of an ISUAA committee is preferred but not required for consideration.

**Nomination:** Candidates for office shall be nominated for election in one of the following ways:

- Nomination by a board member expressing interest in becoming an officer on the Board Member Interest form submitted to the Executive Director of Alumni Engagement at least 60 days prior to the selection meeting of the Board Development Committee.
- Nomination by a board member in writing submitted to the Executive Director of Alumni Engagement at least 60 days prior to the selection meeting of the Board Development Committee.
- Nomination by the Board Development Committee during its selection meeting.

**Term:** The officers shall hold office for one year or until their successors have been elected and qualified.

### Section 3.

**Vacancies:** Whenever a vacancy occurs in any office, including creation of a new office, the vacancy shall be filled by the Board of Directors, and the officers so elected or appointed shall hold office until a successor is chosen and qualified at the next annual meeting of the Association.

### Section 4.

**President:** The president shall attend all board meetings of the Association and preside at all the meetings of the Association and Board of Directors, function as chairperson of the Executive Committee, discharge all the duties while acting as the presiding officer, and perform such other duties as this constitution or the Board of Directors may prescribe. The president shall act as liaison to the Executive Director of Alumni Engagement on issues pertaining to

governance and operations of the Alumni Association. Following a one-year term as president, the individual who serves in this position will automatically be nominated to serve as immediate past president.

#### **Section 5.**

**Vice President/President Elect:** The vice president/president elect shall attend all board meetings of the Association and perform all duties incumbent upon the president during the absence or disability of the president and shall perform such other duties as this constitution may require or the Board of Directors may prescribe. Following a one-year term as vice president/president-elect, the individual who serves in this position will automatically be nominated to serve as president.

#### **Section 6.**

**Secretary:** The secretary shall attend all board meetings of the Association, the Board of Directors, and the Executive Committee, and shall keep minutes of the proceedings of such meetings and shall perform a like duty for all standing committees appointed by the Board of Directors, when required. The secretary shall attend to the giving and serving of all notices of the Association. The secretary shall perform such other duties as this constitution may require or the Board of Directors may prescribe. The actual performance of these duties may be delegated to the Executive Director of Alumni Engagement. The secretary position is a one-year term. Individuals who serve or served as secretary are eligible for other roles on the Executive Committee once the term is complete.

#### **Section 7.**

**Immediate Past President:** The immediate past president shall attend all board meetings of the Association provide continuity and support to the Executive Committee, serve as chair of the Board Development Committee, and participate as a liaison to the ISU Foundation Board. The immediate past president position is a one-year term. Individuals who serve or served as immediate past president are not eligible to serve in other Executive Committee roles once the term is complete.

#### **Section 8.**

**Delegation of Authority:** In case of absence of any officers of the Association, or for any other reason that the board may deem sufficient, the Board of Directors may delegate powers and duties of such officers to any other officer or to any director, for the time being, providing a majority of the entire Board of Directors concurs therein.

### **Article IV. Board of Directors**

#### **Section 1.**

**Membership:** The board of directors shall consist of not more than twenty-five (25) members which includes positions for twenty-one (21) at-large board members and four (4) officers (president, president-elect, secretary, and past president). The number of directors may be

changed within the aforesaid limits upon the majority vote of the board of directors at any meeting other than the annual meeting. Each director shall be an active member of the Association, attend board meetings, participate in appointed committees, and donate annually to the University. The president of the University, the vice president of University Advancement of the University, the Executive Director of the Alumni Engagement, and the Board of Trustees alumni liaison shall be nonvoting ex-officio members of the board of directors. Additional non-voting liaisons from alumni networks and the Student Alumni Council may be invited to participate in meetings by the president.

Past board members will receive information and mailings and may attend board of directors meetings. They are not entitled to vote, are not eligible to serve as officers or chairs of standing committees, and their presence shall not be included in determining a quorum.

## **Section 2.**

**Election:** The directors shall be elected and installed at the annual meeting of the Association. The directors of the Association shall hold office for three (3) years with staggered terms. The candidates for the office of the board of directors shall be nominated in one of the following ways:

- Nomination by a member of the Association providing a written consent form from the nominee submitted to the Executive Director of Alumni Engagement at least 60 days prior to the selection meeting of the Board Development Committee.
- Nomination by submitting a completed Board of Directors Interest Form located on the Illinois State University Alumni Association website 60 days prior to the selection meeting of the Board Development Committee.
- Nomination by the Board Development Committee during its selection meeting.

The Board Development Committee shall submit a slate of recommended candidates to the membership at the annual meeting.

## **Section 3.**

**Term of Office:** Elected members of the board of directors shall serve a three-year term and may be reelected to serve one additional three-year consecutive terms. In addition, board members who are eligible may also be elected to serve as an officer during or following their at-large terms. Following a one-year absence from the board of directors, an individual may be nominated and re-elected to serve in accordance with provisions for directors. A board member appointed to fill an unexpired term will, for the purpose of term limits, have his/her length of service begin when they are elected for the first time to a full three-year term.

## **Section 4.**

**Removal of Office:** Any elected or appointed director may be removed by a two-thirds majority vote of members of the board of directors. Notice of such contemplated action should be given to the director at issue when possible at least 30 days prior to such action.

### **Section 5.**

**Vacancies:** Any vacancy occurring on the Board of Directors shall be filled by a majority vote of the remaining members of the Board of Directors.

### **Section 6.**

**Meetings:** The Board of Directors shall meet four times each year. One meeting shall take place before the annual meeting of the Association at the place where such meeting of the Association will be held.

### **Section 7.**

**Procedure:** The president of the Association shall, if present, act as chairperson at all meetings of the board of directors and the secretary of the Association shall, if present, act as secretary of the meeting. In case of the absence from any meeting of the board of directors of the president or the vice president or the secretary of the Association, the board of directors shall appoint a *pro tem* chairperson or *pro tem* secretary, as the case may be, of the meeting. The board of directors shall keep a record of its acts and proceedings.

### **Section 8.**

**Special Meetings:** The president of the Association may call a special meeting of the board of directors or shall call if so petitioned by a minimum of one-third of the total membership of the board of directors. Notice of each special meeting of the board of directors and its purpose shall be conveyed by the secretary to all members of the board of directors at their residence or usual place of business, at such time that in regular course such notice would reach such place not later than ten (10) days preceding the day for such meeting. Any meeting of the board of directors shall be an authorized meeting, without notice thereof having been given, if all members of the board of directors who have not waived notice thereof shall be present in person. The board of directors may hold special meetings within or outside of the State of Illinois as it may, from time to time, by resolution determine.

### **Section 9.**

**Voting:** Each director of the Board of Directors present shall be entitled to one (1) vote on all matters properly presented to the Board. Voting by proxy shall not be allowed.

## **Article V. Committees**

### **Section 1.**

**Designation of Executive Committee:** All the officers of the Association, the vice president of University Advancement of the University and the executive director of the Alumni Engagement, shall constitute the Executive Committee. Additionally, four "At Large" members including the director who is serving as the most recent past president of the Association shall also serve on the Executive Committee. The vice president of University Advancement of the University and executive director of Alumni Engagement shall serve as non-voting ex-officio members. The designation of such committee and the delegation thereto of the authority

described hereinafter shall not operate to relieve the board of directors, or any member thereof, of any responsibility imposed upon it by this constitution. No member of the Executive Committee shall continue to be a member thereof after he/she ceases to hold the requisite position with the University or to be a director of the Association. The board of directors shall have the power at any time to increase or diminish the number of members of the Executive Committee, or to change the functions or terminate the existence of said committee.

## **Section 2.**

**Election of At-Large members of the Executive Committee:** The At-Large members of the Executive Committee shall be elected by the board of directors at the annual meeting of the Association. Candidates for the Executive Committee At-Large positions shall be nominated by the Board Development Committee. Only active board of director members may be nominated.

## **Section 3.**

**Powers of the Executive Committee:** The Executive Committee shall have, and may exercise, all the powers of the board of directors in the management of the business and affairs of the Association. The foregoing powers shall be subject to the approval of the board of directors. The Executive Committee may also, from time to time, formulate and recommend to the board of directors for approval, general policies regarding the management of the business and affairs of the Association. All minutes of the meeting of the Executive Committee shall be approved at the next succeeding meeting of the Executive Committee.

## **Section 4.**

**Voting:** Each member of a committee present shall be entitled to one (1) vote on all matters properly presented to the committee. Voting by proxy shall not be allowed.

## **Section 5.**

**Quorum:** A majority of the voting members of that committee shall be necessary to constitute a quorum for the transaction of any business of that committee.

## **Section 6.**

**Other Committees:** The president shall appoint members of the board of directors to standing or special committees as may be necessary for the conduct of business of the board of directors. Each committee shall have a designated chairperson who shall be responsible for the scheduling of meetings of the committee and shall preside over said meetings. The committees shall meet at such times and places as necessary to carry out the business entrusted to the committee, and shall report to the board of directors from time to time with any recommendations or reports approved by a majority of those directors assigned to said committee. Committee members shall have the right to vote on any matters considered by the committee.

## Article VI. Association Meetings

### Section 1.

**Place of Meetings:** Meetings of the members of the Association may be held any place in the United States provided, however, that no amendments to the constitution of the Association, no election of directors, and no impeachment proceeding against any officer or director of the Association shall be taken unless meetings at which such action is taken are held on the campus of Illinois State University in Normal, Illinois or property of the University Foundation. Any meeting may be held remotely either entirely or in part. In-person participation in quarterly ISUAA Board Meetings is encouraged whenever possible.

### Section 2.

**Annual Meetings:** The annual meeting of the members of the Association shall be held in the last quarter of each University fiscal year.

### Section 3.

**Special Meetings:** Special meetings of the membership may be called by the president, by minimum of one-third of the total membership of the board of directors petitioning the president, or by not less than fifty (50) members of the Association petitioning the president.

### Section 4.

**Notice of Meetings:** At least ten (10) days prior to the annual or special meeting of the Association, the secretary shall give notice of the date and place at which such meeting is to be held and shall specify the business to be considered. Said notice shall be published in a regular communication from the Association.

### Section 5.

**Voting Rights:** Each active member of the Association personally present shall be entitled to one (1) vote on all matters properly presented to the Association. Voting by proxy shall not be allowed.

### Section 6.

**Quorum:** A quorum shall consist of a simple majority of the members of the Association .

## Article VII. Miscellaneous

### Section 1.

**Relationship to the Foundation:** The Association shall maintain a close working relationship with the Illinois State University Foundation (hereinafter referred to as "Foundation") in order to enhance its efforts to advance and aid the University. A representative appointed by the president of the board of directors of the Alumni Association shall sit as a member of the board

of directors of the Foundation. This representative shall serve a one year term, but may be reappointed to serve additional terms.

## **Section 2.**

**Conduct of Business:** The conduct of the Association's business should be governed by the latest edition of Robert's Rules of Order except when inconsistent with the Constitution, or with such standing rules which are adopted by the Association or the board of directors.

## **Article VIII. Amendments to Constitution**

The power to make, alter, amend, or repeal this constitution is vested in the general membership, but such action shall be taken only during a regular meeting of the general membership, its annual meeting, or at special meeting called by the president for such purpose. Said constitution may be amended or repealed only after notice of the proposed amendment has been given to the membership.

In order to amend or repeal said constitution, it shall be necessary that a two-thirds (2/3) majority of the members in attendance shall vote affirmatively.