

Illinois State University Alumni Association
Annual Membership Meeting
June 24, 2023
Illinois State University Old Main Room, Bone Student Center
Hybrid meeting

Alumni Association 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.*

Meeting Agenda

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|---|--------------------|
| 1. Call to Order..... | Leah Walton |
| 2. Approval of Minutes | Susan Nelson-Brown |
| A. June 11, 2022, Annual Meeting (Action) | |
| 3. New Business | Leah Walton |
| A. Motion to suspend ISUAA Constitution Article VI, Section 1; RE: On campus requirement for election of directors (Action) | |
| B. Proposed Constitution Revisions | |
| a. Communication timeline and proposed revisions | |
| b. Approval of Constitution revisions (Action) | |
| D. Election of Board Members (Action) | |
| E. Election of Officers and Executive Committee Members (Action) | |
| 4. Acknowledgement of outgoing Board members..... | Leah Walton |
| 5. President's Comments/Presentation of Gavel | Leah Walton |
| 6. Incoming President's Comments | Tim Griffin |
| 7. Adjournment | Tim Griffin |

Illinois State University Alumni Association

Board of Directors Annual Meeting

June 11, 2022

11:00 a.m.

Hybrid meeting

Alumni Association 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.

Karyn Aguirre, Lisa Castleman, Tyler Clark, Julia Durnell, Fellicia Foster, Tim Griffin, Dave Horstein, Daniel Jackson, Joe McGuire, Mary McMahon, Danny Mielneczek, Lutitia Mills, Susan Nelson-Brown, Dakota Pawlicki, Scott Preston, Stacy Ramsey, Nikita Richards, Matthew Rillie, Brent Scholl, JD Schurter, Stan Shingles, Steve Smith, Leah Walton

Absent: Christina Fontenelle, Liz Garcia, Alice Spann

Meeting Notes

1. Call to Order

Dave Horstein

- a. Horstein called the meeting to order at 11:09 a.m.

2. Approval of Minutes

Tim Griffin

- a. June 2021 Annual Meeting (Action)
 - i. Griffin moved to approve. McGuire seconded the motion. Motion passed unanimously.

3. New Business

Dave Horstein

- a. Motion to suspend ISUAA Constitution Article VI, Section 1 *(on campus requirement for election of directors) made by Preston, seconded by Nelson-Brown. Passed unanimously.
- b. Motion to suspend ISUAA Constitution Article IV, Section 3 *(Board of Directors serve a three-year term and may be reelected to serve up to three additional three-year consecutive terms) made by Griffin, seconded by McGuire. Passed unanimously.
- c. Proposed Constitution Revisions
 - i. Communication timeline and proposed revisions.
 - ii. Approval of Constitution revisions with 2 changes. Section 3 "term of office" (1st sentence - add "newly" in front of elected - and - Last sentence change to "their"). Motion made by Mielneczek, seconded by Nelson-Brown. Passed unanimously.
- d. Election of Board Members (Action)
 - i. Slate of returning Board Members (Steve Smith, Alice Spann, Nikita Richards, Dave Horstein) and proposed new Board Members (Sue Grant, Jenna Goldsmith, Toni

Wells) was presented. Mielneczek made a motion to approve, seconded by Griffin. Passed unanimously.

- e. Election of Officers and Executive Committee Members (Action)
 - i. Slate of candidates for Officers and Executive Board were presented: Officers – Leah Walton (President), Dave Horstein (Past President), Tim Griffin (Vice President, President-Elect), Susan Nelson-Brown (Secretary)
 - ii. At Large Members to the Executive Committee – Liz Garcia, Danny Mielneczek, Nikita Richards
 - i. Aguirre made a motion, seconded by Foster. Passed unanimously.
4. **Acknowledgement of outgoing Board members** **Dave Horstein**
- a. Outgoing Board members Castleman, Foster, McMahon and Pawlicki were recognized, and several gave parting remarks expressing their gratitude for being able to serve on the Board and wishing continued success for the future.
5. **President's Comments/Presentation of Gavel** **Dave Horstein**
- a. Horstein shared reflections on his year as President.
 - b. Kris Harding presented outgoing President Horstein with a glass statue.
 - c. Horstein presented gavel to incoming President Walton with his good wishes for her time as President.
6. **Incoming President's Comments** **Leah Walton**
- a. Walton stated that her goal will be to “Connect”. She wants this year to be spent getting alumni engaged! She remembers Steve Smith saying, “tap people on the shoulder” and asking them “will you help?” She plans to do both.
7. **Adjournment**
- a. Griffin moved to adjourn. McGuire seconded the motion. Motion passed unanimously. Meeting concluded at 12:11 p.m.

ISUAA Bylaws Review Tracking Report – 6.24.2023

Scope of Work

To review and propose revisions to the ISUAA Bylaws, ensuring it reflects the mission, vision, values, and aligns with the governance and operating structure of the Association.

Committee Members

Karyn Aguirre, Dave Horstein (Chair), JD Schurter, Steve Smith, Leah Walton (Past President)
Kris Harding and Rachel Kobus (staff liaisons)

ISUAA By-laws Revision Milestones

- ✓ ISUAA Annual Meeting (June)
- ✓ Board Development Meeting & ad-hoc committee formed (October)
- ✓ Recommendations provided by ISU legal counsel (October)
- ✓ Committee examined Constitutions/Bylaws from other Alumni Associations (November)
- ✓ Suggested changes and edits reviewed, discussed by full committee (January)
- ✓ Edits sent to VP (University Advancement), ISU legal counsel for review (January)
- ✓ Committee review of revised draft of bylaws (February)
- ✓ Final changes incorporated in revised bylaws (March)
- ✓ Revised bylaws previewed by Executive Committee (March)
- ✓ Revised bylaws and proposed revisions distributed to ISUAA Board for review (April)
- Revised bylaws previewed/discussed by ISUAA Board (April)
- Revised bylaws posted/distributed to ISUAA members (May)
- Revised bylaws presented/voted on at ISUAA Annual Meeting* (June)

ISUAA Bylaws Tracking Log of Proposed Revisions

Article 1: Purpose	
1-A	Added "ISUAA" as a reference to the name of the Association throughout the document.
1-B	In Section 2, added "in partnership with the Office of Alumni Engagement".
1-C	In Section 3, replaced Location with Relationship with University to clarify the relationship between the Association, University, and Office of Alumni Engagement.
Article 2: Membership	
2-A	In Section 1, changed "membership for any reason" to "honorary membership".
2-B	In Section 2, clarified "An active alumnus has the right to vote and is eligible to serve as a member of the Alumni Association Board of Directors."
Article 3: Officers	
3-A	In Section 2, removed "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."

3-B	Added Section 8: Treasurer and its associated role description, establishing a new Officer role. Moved Delegation of Authority to Section 9.
Article 4: Board Members	
4-A	In Section 1, adjusted number of at-large board members and officers to account for new Treasurer role.
4-B	In Section 1, removed reference of ex-officio status from President of the University, vice president of University Advancement, Executive Director of Alumni Engagement, and Board of Trustees alumni liaison.
4-C	In Section 8, updated Special Meeting notice to reflect e-mail notification.
Article 5: Committees	
5-A	In Section 1, reduced number of "At Large" members of Executive Committee to 3 to accommodate new Treasurer role.
5-B	In Section 4, removed reference to voting by proxy.
Article 6: Association Meetings	
6-A	In Section 5, added: All business shall be decided by majority vote of those present except as specified elsewhere in the Bylaws."
6-B	Remove Section 6: Quorum, which is covered by the change listed in 6-A.
Article 7: Miscellaneous	
7-A	No changes recommended.
Article 8: Amendments to Bylaws	
8-A	Changed article title and description to reflect "Bylaws" instead of "Constitution"

Final Draft: 6.24.23

Illinois State University Alumni Association Bylaws

Approved by Membership Action: 6/11/2022

Article I. Purpose

Section 1.

Name: The name of the Association is Illinois State University Alumni Association (“Association” or “ISUAA”)

Section 2.

Mission: To support the University in partnership with the Office of Alumni Engagement using the knowledge, skills, financial resources, and loyalty of its alumni to communicate the University’s goals and achievements to others; and to promote a spirit of unity and loyalty among former students and friends.

Section 3.

Relationship with University: The Association, through the Alumni Association Board of Directors, shall provide guidance, input, and support to the Office of Alumni Engagement at Illinois State University, which retains authority for University staff and authority over University assets and finances.

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 honorary membership shall be eligible for membership in the Association.

Section 2.

Classes of Memberships: Membership will be divided into the following three classes.

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 as a member of the Alumni Association 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 as a member of the Board. Those who have received honorary degrees from

the University shall automatically become honorary members of the Association. The Alumni Association Board of Directors may also confer honorary membership for other reasons approved by the Board of Directors. Honorary members who have made a gift to the Illinois State University Foundation during the current or preceding fiscal year have the right to vote at the annual meeting

Article III. Officers

Section 1.

Officers: The officers of the Association shall consist of a president, vice president/president-elect, secretary, treasurer, and immediate past president. The Alumni Association 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 Alumni Association Board of Directors at the annual meeting of the Association. Only active members who have served on the Alumni Association Board of Directors for a minimum of two years shall be eligible for officer positions. Experience serving as a chair of an Association 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 an Alumni Association Board of Director member in writing (e.g., via the Board Member Interest Form or other writing) 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: 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 Alumni Association 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 and preside at all meetings of the Alumni Association 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 these Bylaws or the Alumni Association Board of Directors may prescribe. The president shall act as liaison to the Executive Director of Alumni Engagement on issues pertaining to activities of the Alumni Association Board of Directors. 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 Alumni Association Board of Directors meetings and perform all duties incumbent upon the president during the absence or disability of the president and shall perform such other duties as these Bylaws may require or the Alumni Association 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 Alumni Association Board of Directors meetings and Executive Committee meetings, shall keep minutes of the proceedings of such meetings, and shall perform a like duty for all standing committees appointed by the Alumni Association 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 these Bylaws or the Alumni Association Board of Directors may require. 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 one-year 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 one-year term is complete.

Section 8.

Treasurer: The treasurer shall attend all Alumni Association Board of Directors meetings and Executive Committee Meetings. The treasurer shall collaborate with the Executive Director of Alumni Engagement to provide input, guidance, and feedback into the Alumni Association Board of Directors annual budget. Additionally, the treasurer will work to gain a thorough understanding of the structure and allocations of the budget to provide working knowledge to the Board on a regular basis. The Executive Director of Alumni Engagement retains fiduciary responsibilities over the Alumni Association Board of Directors annual budget. Individuals who serve or served as treasurer are eligible for other roles on the Executive Committee once the one-year term is complete.

Section 9.

Delegation of Authority: In case of absence of any officers of the Association, or for any other reason that the Alumni Association Board of Directors may deem sufficient, the Alumni Association Board of Directors may temporarily delegate powers and duties of such officers for a specific purpose or time frame to any other officer or Board member, providing a majority of the entire Board concurs therewith.

Article IV. Board Members

Section 1.

Membership: The Alumni Association Board of Directors shall consist of not more than twenty-five (25) members, which includes positions for twenty (20) at-large Alumni Association Board of Directors members and five (5) officers (president, president-elect, secretary, treasurer, and past president). The

number of members may be changed within the stated limits upon the majority vote of the Alumni Association Board of Directors at any meeting other than the annual meeting. Each Alumni Association Board of Directors member shall be an active member of the Association, attend Alumni Association Board of Directors meetings, participate in appointed committees, and donate annually to the Foundation. The vice president of University Advancement of the University and the Executive Director of Alumni Engagement will provide support to the Alumni Association Board of Directors. Non-voting ex officio members including the Board of Trustees alumni liaison, alumni networks and the Student Alumni Council may also be invited to participate in meetings by the president.

Past Alumni Association Board of Directors members will receive information and mailings and may attend Board meetings although 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 members of the Alumni Association Board of Directors shall be elected and installed at the annual meeting of the Association. The members of the Alumni Association Board of Directors shall hold office for three (3) years with staggered terms. The candidates for the office of the Alumni Association 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 Alumni Association 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: Newly elected members of the Alumni Association Board of Directors shall serve a three-year term and may be reelected to serve one additional three-year consecutive term. In addition, Alumni Association Board of Directors 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, an individual may be nominated and re-elected to serve in accordance with provisions for members. 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 Alumni Association 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 taking effect.

Section 5.

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

Section 6.

Meetings: The Alumni Association 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 Alumni Association 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 Alumni Association Board of Directors of the president or the vice president or the secretary of the Association, the Board shall appoint a *pro tem* chairperson or *pro tem* secretary, as the case may be, of the meeting. The Alumni Association 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 Alumni Association Board of Directors or if so petitioned by a minimum of one-third of the total membership of the Alumni Association Board of Directors. Notice of each special meeting of the Alumni Association Board of Directors and its purpose shall be conveyed by the secretary to all members of the Alumni Association Board of Directors via electronic mail at the address designated by the Board member. Any meeting of the Alumni Association Board of Directors shall be an authorized meeting, without notice thereof having been given, if all members of the Alumni Association Board of Directors shall be present in person. The Alumni Association 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 member of the Alumni Association 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 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, three "At Large" members including 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 will provide support to the Alumni Board. No member of the Executive Committee shall continue to be a member thereof after they cease to be a member of the Alumni Association Board of Directors. The Alumni Association 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 Alumni Association 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 members may be nominated.

Section 3.

Powers of the Executive Committee: The Executive Committee shall have, and may exercise, all the powers of the Alumni Association Board of Directors under these Bylaws. The foregoing powers shall be subject to the approval of the Alumni Association Board of Directors. The Executive Committee may also, from time to time, formulate and recommend to the Alumni Association Board of Directors for approval, general policies regarding 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.

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 Alumni Association Board of Directors to standing or special committees as may be necessary for the conduct of business of the Alumni Association 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 Alumni Association Board of Directors from time to time with any recommendations or reports approved by a majority of those members assigned to 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 Bylaws, no election of Alumni Association Board of Directors members, and no impeachment proceeding against any officer or member 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 Illinois State 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 a minimum of one-third of the total membership of the Alumni Association 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 or may otherwise be delivered via electronic means or method.

Section 5.

Voting Rights: Each active member of the Association personally or remotely present shall be entitled to one (1) vote on all matters properly presented to the Association. Voting by proxy shall not be allowed. All business shall be decided by majority vote of those present except as specified elsewhere in the Bylaws.

Article VII. Miscellaneous

Section 1.

Relationship to the Foundation: The Association and the Office of Alumni Engagement 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 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 these Bylaws, or with such standing rules which are adopted by the Association or the Alumni Association Board of Directors.

Article VIII. Amendments Bylaws

The power to make, alter, amend, or repeal these Bylaws 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. The Bylaws may be amended or repealed only after notice of the proposed amendment has been given to the membership.

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

**Illinois State University Alumni Association
Executive Committee
May 24, 2023**

Slate of Candidates

The Board Development Committee of the Illinois State University Alumni Association has identified and is recommending the following candidates be elected to the Board of Directors, to fill officer roles and to serve as “At-Large” members to the Executive Committee.

Returning Board of Director Candidates (with terms expiring June 30, 2026):

Joe McGuire '77
Stacy Ramsey '92, M.S. '94
Christina Westbrook '14
Lutitia Mills '91
Brent Scholl '81
Stan Shingles '82, M.S. '88

New Board of Director Candidates (with terms expiring June 30, 2026):

Danielle Alexander '17
Danielle Brink '06
John Davenport, Ph.D. '15
Jay Groves '80, M.S. '83

Officer and “At Large” Executive Committee Candidates (for 2023-24):

President	Tim Griffin '93
Past President	Leah Walton '88, M.S. '92
Vice President/President Elect	Susan Nelson-Brown '78
Secretary	Julia Durnell '19, M.S. '22
*Treasurer	Karyn L. Aguirre '86
“At Large” members	Stan Shingles '82, M.S. '88, Nikita Richards '06, M.S. '15

* The position of treasurer must be voted upon as an update to the bylaws at the annual meeting. If the position does not get approved, this member will serve in an at-large role on the executive committee.

Any questions regarding this slate of candidates may be addressed to Dave Horstein, board development chair (dave.horstein@gmail.com), or Kris Harding, executive director of Alumni Engagement (klhardi@ilstu.edu or 309-438-7304).