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2015 CFW Bylaws Draft

Illinois Wesleyan University

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DRAFT 2015.08.10

**ILLINOIS WESLEYAN UNIVERSITY
ALUMNI ASSOCIATION
COUNCIL FOR IWU WOMEN
BYLAWS**

ARTICLE I. NAME

Section 1. The name of this unincorporated association is the Council for IWU Women (the "Council").

Section 2. The Council exists and operates as an auxiliary group of the Illinois Wesleyan University Alumni Association (the "Alumni Association") in cooperation with the Alumni Association's Board of Directors (the "Alumni Association Board").

ARTICLE II. MISSION

Section 1. The Council works in support of the University, the Association, and the Association Board and has adopted the following Mission Statement:

The Council for IWU Women champions and encourages women to achieve personal and professional goals through contributions of time, talent, and financial resources.

Section 2. In furtherance of this mission, the Council serves the University community intentionally with emphasis on:

- (a) facilitating relationships amongst members of the Council ("Members") that enable walking through life with the support Wesleyan women;
- (b) providing support to current students, faculty, and staff through programming, mentorship, and scholarship opportunities that encourage professional development; and
- (c) strengthening the relationship between the Council and the University including sponsorship of on-campus events and financial support to create a culture of stewardship.

ARTICLE III. MEMBERSHIP

Section 1. The Council is comprised of women who collectively reflect the rich diversity of the University community and individually meet the Council's membership requirements.

Section 2. Each Member of the Council must meet the eligibility requirements of one of the membership categories set forth below.

- (a) **Alumni Member:** Each Alumni Member must hold a degree from the University.
- (b) **Honored Member:** Each Honored Member will be selected based on contribution to the University and may be comprised of current and former faculty and staff, members of the University or local community, or other individuals with a willingness to serve on the Council.

- (c) **Student Member:** Each Council Scholarship Award recipient may join the Council for the remainder of their term as a student at the University. The President of the Student Senate of the University may designate one Student Member to serve on the Council each year to serve as a liaison between the Council and the University's student government. Other students who wish to serve on the Council may apply by contacting the Office of Alumni Relations of the University.

*April Schultz?
Have Jonathan
appoint?*

- (d) **Designated Faculty Member:** The Provost of the University may designate two faculty members to serve on the Council, each for a two-year term, to serve as a liaison between the University and the Council. The term of the two members shall expire in alternating years.

- (e) **Ex Officio Member:** The Director of Alumni Relations of the University (or a designee) will serve as an Ex Officio Member each year. The President of the Alumni Association may appoint no more than five additional Ex Officio Members who are members of the ~~Executive Board of the~~ Alumni Association each year to serve as a liaison to the Alumni Association.

Board of Directors

Section 3. Alumni Members and Honored Members (collectively, "Voting Members") are the only Members eligible to (i) vote on Council matters and (ii) serve on the Executive Board. Voting Members may not exceed one-hundred Members at any time.

Section 4. Voting Members must be nominated and elected to membership. Any current or former Member, employee of the University, or current ~~or former~~ student may recommend an eligible woman for membership by submitting a recommendation form to the Council or to the Office of Alumni Relations of the University.

Section 5. Upon election to membership to the Council, Voting Members each serve a one-year term and may renew their membership for unlimited successive one-year terms provided that in each succeeding year they affirmatively acknowledge their willingness to serve with contributions of time, talent, and resources.

Section 6. The Nominating Committee will review all recommendations for membership in accordance with the procedures set forth in Article V.

ARTICLE IV. LEADERSHIP

Section 1. The Council will be led by an Executive Board comprised of the following Officers: President; President-Elect; Vice-President—Engagement; and Vice-President—Membership. No Member may serve in more than one Officer role at any given time.

Section 2. The Executive Board shall convene as and when determined by the President or at the request of any Officer. The Director of Alumni Relations for the University (or a designee) may be permitted to participate in Executive Board sessions at the discretion of the Executive Board. The Executive Board has the full power and authority to conduct the business of the Council during the intervals between meetings of the Council, provided that the Executive Board shall not amend these Bylaws. Any actions taken by the Executive Board shall be reported to the Council at its next meeting, and, upon ratification by the Council, shall become the actions of the Council.

Section 3. Members may recommend Voting Members to serve on the Executive Board for all positions other than President. Upon election, each Officer serves a two-year term that commences at the close of the meeting following the election. At the end of the President-Elect's two-year term, the President-Elect automatically becomes President for the next two-year term. If the President-Elect vacates her position or transitions to President due to a vacancy in that office, then the President will fulfill the duties of both offices until such time as the Nominating Committee can recommend a candidate for the role of President-Elect, and the President can notify Members and call for an election in person or

via conference call to elect a President-Elect. If a Vice-President needs to vacate her position at any time prior to the end of her term, the Executive Board will select a Member to serve for the remainder of the term from a list of Members recommended by the Nominating Committee.

Section 4. **President.** The President presides at all meetings of the Council and the Executive Board. The President, or her delegate, serves on the Alumni Board as the representative for the Council. The President provides leadership and guidance to the Council and facilitates service in furtherance of the Council's mission. The President (i) works with the Office of Alumni Relations to manage the budget of the Council, (ii) must request regular accounting of Council funds from the University, and (iii) reports to the Executive Board on budget matters at each Executive Board meeting.

Section 5. **President-Elect.** The President-Elect serves at the direction of the President and has all the duties and powers of the President in the President's absence.

Section 6. **Vice-President—Engagement.** The Vice-President—Engagement is primarily responsible for all Council events with the objective of creating thought-provoking, relationship building, creative events that foster diverse participation by Members and the University community.

Section 7. **Vice-President—Membership.** The Vice-President—Membership keeps the minutes of all meetings of the Council and the Executive Board and maintains the role of Members for the Council with the assistance of the Office of Alumni Relations of the University. The Vice-President—Membership must provide advance notice of all meetings to Members.

Section 8. If unanimous, the Executive Board and the Nominating Committee may request an Officer vacate her position at any time for any reason. If a Member has concerns about an Officer or Committee Member, the Member should discretely share such concerns with the President, the Director of Alumni Relations of the University, or the Chair of the Nominating Committee.

ARTICLE V. COMMITTEES

Section 1. The Executive Board may designate committees to assist with operations of the Council and unless otherwise designated the committees are as listed in this Article V.

Section 2. **Nominating Committee.** The President nominates and the Executive Board appoints no more than five Members to serve a two-year term on the Nominating Committee. The Nominating Committee selects a Member who is appointed to the Nominating Committee to serve as chair-woman of the Nominating Committee. At least three Members on the Nominating Committee must agree on all nominations. The Nominating Committee must serve in a manner that is respectful of information that should remain confidential.

- (a) **Nominations for Membership:** The Nominating Committee will review recommendations for membership, research recommendations, and select candidates for consideration for membership. Upon receipt of a final list from the President, the Nominating Committee will propose candidates for consideration to Members and Members may discretely discuss candidates with the Nominating Committee. The Nominating Committee will consider comments received from Members and then will nominate a slate of women to the Executive Board for membership. The Executive Board in cooperation with the Office of Alumni Relations of the University will reach out to nominees to discuss membership. Nominees who accept membership will be announced as Members in advance of the next Council meeting.
- (b) **Nominations for Executive Board:** Every other year commencing in 2015, the Nominating Committee with the assistance of the Executive Board will identify Members willing to serve

in the role of an Officer on the Executive Board. The Nominating Committee will reach out to Members, evaluate willingness and ability to serve, and then nominate a slate of candidates for each Officer role at the meeting of the Council designated by the Executive Board. During such meeting and prior to a vote, Members will have an opportunity to discuss proposed candidates and nominate additional candidates. Once discussion is complete as determined by the President, then the President will call a vote to elect Officers.

Section 3. **Governance Committee.** The President nominates and the Executive Board appoints no more than five Members to serve on the Governance Committee and the President-Elect serves as chair-woman of the Governance Committee. The primary responsibility of the Governance Committee is to regularly review and maintain the Bylaws of the Council, make recommendations for amendment, and encourage the Council to operate in accordance with the Bylaws and in alignment with the strategic plan of the Council, the Alumni Board, and the University.

Section 4. **Engagement Committee.** The President nominates and the Executive Board appoints Members to serve on the Engagement Committee and the Vice-President—Engagement serves as chair-woman of the Engagement Committee. The Vice-President—Engagement may appoint additional Members to serve on the Engagement Committee and may establish sub-committees at her discretion. Student Members are encouraged to participate on the Engagement Committee. The Engagement Committee is responsible for all Council events.

Section 5. **Scholarship Committee.** The President nominates and the Executive Board appoints a chair-woman and Members to serve on the Scholarship Committee. The President-Elect serves ex officio on the Scholarship Committee. The Scholarship Committee designs, manages, and executes any scholarship program offered by the Council including procedures for application and/or nomination of candidates for scholarships and selection and recognition of scholarship recipients.

Section 6. **Development Committee.** The President nominates and the Executive Board appoints a chair-woman and Members to serve on the Development Committee. The President and the President-Elect serve ex-officio on the Development Committee. The Development Committee works with the Office of Alumni Relations of the University in furtherance of supporting the resource needs of the University, both monetary and non-monetary.

Section 7. **Marketing Committee.** The President nominates and the Executive Board appoints a chair-woman and Members to serve on the Marketing Committee. Both Vice-Presidents serve ex officio on the Marketing Committee. The Marketing Committee (i) designs outreach to increase visibility of the Council and in furtherance of the Council's mission; (ii) supports the marketing and publicity needs of the Engagement Committee; and (iii) develops long-range plan for Council communication that includes increased presence in print and online media. The Marketing Committee appoints a Council Webmaster who works with the Office of Alumni Relations to design, update, and expand the Council's presence on the Council's webpage on the University website.

Section 8. **Membership Committee.** The President nominates and the Executive Board appoints Members to serve on the Membership Committee. The Vice-President--Membership serves as chair-woman of the Membership Committee. The Membership Committee is responsible for maintaining the membership role of the Council and annually reaching out to each Member to determine whether each Member will renew membership for the following year. The Membership Committee also designs, implements, and maintains any Council mentorship programs.

ARTICLE VI. MEETINGS

Section 1. The Executive Board will determine the time and place for all meetings and will provide an opportunity for Members to participate by telephone or web if feasible. In addition to any other

meetings that may be held at the discretion of the President or the Executive Board, the Council will meet at the University at least twice each year. Unless the Executive Board determines otherwise, there will be an Annual Membership Meeting to coincide with Homecoming during the fall semester and a Spring Membership Meeting during the spring semester.

Section 2. Unless determined otherwise by the Executive Board, elections to membership and the Executive Board will occur during the Annual Membership Meeting as needed. Committee reports and other business will be scheduled for meetings at the direction of the President and the Executive Board.

Section 3. For elections and any other action, that requires a vote of the Members as determined by the Executive Board, 25% of the Members on the role constitutes a quorum and any action may pass by simple majority. Members may be counted toward the quorum if they are present in person or by phone/web or if they provided a vote in writing prior to the meeting to a Member of the Executive Board or to the Office of Alumni Relations of the University.

Section 4. All meetings of the Council, the Executive Board, and the Committees will be conducted in a manner that is respectful and fun.

Adopted as effective on October 1, 2015.