



2017

2017 Amended Bylaws of the IWU Alumni Association

Illinois Wesleyan University

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**BYLAWS
OF THE
ILLINOIS WESLEYAN UNIVERSITY ALUMNI ASSOCIATION**

Article I. Name

- Section 1. The name of this unincorporated association is the Illinois Wesleyan University Alumni Association, which may be referred to in these Bylaws as the “Association”.
- Section 2. The Association will operate subject to the authority of Illinois Wesleyan University through the Board of Trustees or its Executive Committee, and the University Administration. The Board of Trustees of Illinois Wesleyan University has authority to act on behalf of the Association and the Board of Trustees’ authority should not be limited.

Article II. Mission

- Section 1. The mission of the Illinois Wesleyan University Alumni Association is:
- (a) To strengthen the relationship between the University and its alumni;
 - (b) To enhance the relationships among alumni;
 - (c) To develop the culture of stewardship of alumni toward Illinois Wesleyan University; and
 - (d) Generally, to offer alumni greater opportunities to participate in the University community and to contribute in a wide variety of ways toward the accomplishment of the mission of Illinois Wesleyan University, namely, the education of its undergraduates.

Article III. Membership

- Section 1. All Alumni of Illinois Wesleyan University shall be Members of the Association.
- Section 2. For the purposes of this Article, Alumni shall include:
- (a) Any person who has been granted a degree by Illinois Wesleyan University; and
 - (b) All current and former students who have successfully completed at least one semester of coursework at Illinois Wesleyan University.
- Section 3. Current and former Trustees of the University, recipients of honorary degrees from the University, and the parents of current and former students shall be Honorary Members of the Association (unless they are Members in their own right under the provisions of Section 2 of this Article.)

- Section 4. Alumni Members shall have all of the same rights and duties of membership regardless of whether they have been granted a degree by the University.
- Section 5. Honorary Members shall have all of the rights of Alumni except for the right to vote or hold office in the Association.

Article IV. Officers

- Section 1. The Officers of the Association shall be a President, a Vice-President, a Vice-President for Engagement - Committees, Vice-President for Engagement – Auxiliary Groups, and a Secretary. These Officers, in general, shall perform all the duties inherent in or incident to their respective offices, and such other duties as may be assigned to them by the Board of Directors from time to time, and shall perform the duties prescribed by these Bylaws and by the parliamentary authority adopted by the Association.
- Section 2. At the Spring Regular Meeting of the Board of Directors, a Nominating Committee of five members shall be named. Members should include the Vice-President for Engagement – Committees as the chair, one other executive committee member, and 3 at large Directors to be appointed by the President. Leaders of the auxiliary committees should be considered for the committee. It shall be the duty of this committee to nominate candidates for the offices to be filled at the Annual Meeting to be held in conjunction with the University's Homecoming program in the Fall. The Nominating Committee shall report at the meeting immediately prior to the Annual Meeting. Before the election of Officers at the Annual Meeting, additional nominations from the floor shall be in order.
- Section 3. The Officers shall be elected by ballot to serve a term of two years or until their successors are elected and qualified. The terms of all Officers shall begin upon the adjournment of the Annual Meeting at which they are elected, provided that the President-Elect shall automatically succeed to the office of President upon the adjournment of the Annual Meeting at which the President's term shall conclude.
- Section 4. No person shall hold more than one office at the same time.
- Section 5. The President shall preside at all meetings of the Board of Directors. The President shall be a member *ex officio* of all auxiliary groups and all committees except the Nominating Committee. The President shall represent the Association to the Board of Trustees.
- Section 6. The Vice-President shall have all the duties and powers of the President in the President's absence. The Vice-President shall automatically become President if there is a vacancy in that office; and the Board of Directors shall then elect a Vice-President to fill the resulting vacancy. The Vice-President will chair the

Governance Committee and be responsible for onboarding new Directors.

- Section 7. The Vice-President for Engagement – Auxiliary Groups shall have all the duties and powers of the President in the absence of the President and the Vice-President. The Vice-President for Engagement shall work to develop, help to coordinate, and generally supervise the activities of the various auxiliary groups, as may from time to time be authorized by the Board of Directors, with the objective of creating and maintaining a large, diverse, and active base of alumni volunteers.
- Section 8. The Vice-President for Engagement – Committees shall chair the Nominating Committee and work to develop, help to coordinate, and generally supervise the activities of the various committees and Regional Alumni Chapters, with the objective of creating and maintaining a large, diverse, and active base of alumni volunteers.
- Section 9. The Secretary shall be responsible for keeping the minutes of the meetings of the Board of Directors with the assistance of the Office of Alumni Relations. The Secretary shall give notice of all meetings, maintain the records of the Association, and help coordinate all the activities of the Association.
- Section 10. An Officer may be removed with or without cause by a two-thirds majority vote of the Board of Directors.
- Section 11. A vacancy in any office may be filled by vote of the Board of Directors unless another method for filling such vacancies is specified in this Article.
- Section 12. Notwithstanding any other provision of these Bylaws, the Officers serving at the time of the adoption of these Bylaws shall continue to serve the remainders of their existing terms as if these Bylaws had not been adopted. The first election of Officers under these Bylaws shall be held at the Annual Meeting in the year 2015, unless a vacancy shall occur sooner. A President shall be elected at that meeting, but no President shall be elected in any subsequent Annual Meeting unless filling a vacancy; for the President-Elect shall automatically succeed to the position of President upon the expiration of the President's term.

Article V. Meetings

- Section 1. The Board of Directors shall meet on campus at the University at least twice annually, with the Fall Regular Meeting to coincide with Homecoming, unless the Board of Directors shall designate other times and places to meet, and with the Spring Regular Meeting to be on a date and in a place to be determined by the Board of Directors.
- Section 2. The Fall Regular Meeting shall be deemed the Annual Meeting for the purpose of

electing Directors and, when appropriate, Officers; receiving reports of Officers and committees; and for any other business that may arise.

Section 3. The Board of Directors may also meet at other times, subject to the call of the President, or by any two Officers, or by any five Directors, by means of a telephonic conference whereby all persons participating in the meeting may simultaneously hear each other, which shall constitute a Special Meeting.

Section 4. All meetings of the Board of Directors shall be open to all Members of the Association.

Section 5. One-third of the Directors shall constitute a quorum.

Article VI. Board of Directors

Section 1. All of the affairs and activities of the Association shall be controlled by a Board of Directors, which shall be the Association's primary governing body. It shall act upon matters related to the Association and shall help make policy decisions concerning alumni relations. It shall consult with the administration of the University and its Board of Trustees.

Section 2. The Board of Directors shall be composed of:

- (a) The Officers of the Association;
- (b) One representative from each auxiliary group;
- (c) The chair of each committee, except for the Nominating Committee and the Executive Committee;
- (d) The President of the Parent Board, who shall have voting rights on the Board of Directors notwithstanding the provisions of Article III, Section 5;
- (e) One representative *ex officio* from the University's fiftieth reunion class each year, who may serve from the start of the Annual Meeting prior to the reunion year until the conclusion of the Annual Meeting during the reunion year;
- (f) Three Alumni Trustees who shall serve *ex officio*;
- (g) The President of the University's Student Senate; and
- (h) No fewer than twelve at-large Directors.

Section 3. Each auxiliary group shall nominate one representative to the Board of Directors annually, and each auxiliary group's current representative shall notify the Board

of Directors of the auxiliary group's nominee at the meeting immediately prior to the Annual Meeting. Prior to the Annual Meeting, the Board of Directors shall elect the nominees of the auxiliary groups. Auxiliary group representatives shall each serve a term of one year, to begin at the opening of the Annual Meeting after their election and to continue until the start of the next Annual Meeting.

- Section 4. The Nominating Committee shall work with the Officers and Directors, with the staff of the Office of Alumni Relations, and other interested parties to identify and recruit candidates for the at-large seats on the Board of Directors. Nominees for at-large Director should be selected to provide diversity of class year, gender, race, and geographical representation, as well as to bring to the Board of Directors skills that may be needed to better accomplish the Association's mission. The Nominating Committee shall report at the meeting immediately prior to the Annual Meeting. Prior to the Annual Meeting, the Board of Directors shall elect the at-large Directors. Before the election of Directors, additional nominations from the floor shall be in order. At-large Directors shall each serve a term of one year, to begin at the opening of the Annual Meeting after their election and to continue until the start of the next Annual Meeting.
- Section 5. The University's Director of Alumni Relations shall be *ex officio* a member of the Board of Directors.
- Section 6. A Director may be removed with or without cause by a two-thirds majority vote of the Board of Directors.
- Section 7. If any member of the Board of Directors is unable to complete his or her term for any reason, the Board of Directors may elect a new member to fill the vacancy.

Article VII. Executive Committee

- Section 1. The Officers shall comprise the Executive Committee, which shall meet at the call of the President or of any two Officers, and which shall possess full power and authority to conduct the business of the Association during the intervals between meetings of the Board of Directors, except as may be limited by action of the Board of Directors, and provided that the Executive Committee shall not amend these Bylaws. Any actions taken by the Executive Committee shall be reported to the Board of Directors at its next meeting, and, upon ratification by the Board of Directors, shall become the actions of the Board of Directors. The Executive Committee may meet in person or by means of a telephonic conference whereby all persons participating in the meeting may simultaneously hear each other.

Article VIII. Committees

- Section 1. In addition to the other duties prescribed in these Bylaws, the Nominating

Committee shall nominate candidates for three Alumni Trustees who serve at the pleasure of the University's Board of Trustees. The Nominating Committee shall report at the meeting immediately prior to the Annual Meeting. Nominees for Alumni Trustee must be elected by a majority vote of the Board of Directors at the Annual Meeting (unless filling a vacancy) before the nominations are forwarded to the Board of Trustees. All such nominees are subject to the approval of the Board of Trustees prior to being seated.

Section 2. The Nominating Committee shall also have the duty of selecting the recipients of the alumni awards that are presented each year at Homecoming:

- (a) The Distinguished Alumni Award;
- (b) The Loyalty Award; and
- (c) The Robert M. Montgomery Outstanding Young Alumni Award.

The Nominating Committee shall promulgate a written set of qualifications for each award annually, which shall be reported to the Board of Directors for review and approval. The Nominating Committee shall report to the Board of Directors at its Spring Regular Meeting, at which time the Board of Directors shall approve the award nominees by a majority vote. Before any vote on award nominees, additional nominations from the floor shall be in order.

Section 3. The Governance Committee shall be responsible for conducting a formal review of these Bylaws at least once every three years and recommending to the Board of Directors any amendments that may be necessary. The Governance Committee shall also periodically evaluate the performance of the Board of Directors and the Association against the Association's Strategic Plan and its other policies as well as appropriate external standards.

Section 4. The Association may also have the following committees:

- (a) The Wesleyan Fund Committee;
- (b) The Alumni Admissions Advisory Committee;
- (c) The Regional Alumni Chapters Committee;
- (d) The Class Newsletter Editors Committee; and
- (e) The Parent Board.

These committees shall operate under the terms of a written charter that shall be presented annually to the Board of Directors at its Spring Regular Meeting for ratification by a majority vote.

Article IX. Auxiliary Groups

- Section 1. The Association shall strive to organize and support auxiliary groups intended to provide an effective means for alumni to voluntarily organize themselves around a particular affinity or commonality other than class year in furtherance of the Association's mission.
- Section 2. The auxiliary groups of the Association are:
- (a) The Minority Alumni Network;
 - (b) The Council for IWU Women;
 - (c) The Pride Alumni Community;
 - (d) The Greek Alumni Network;
 - (e) The Young Alumni Council; and
 - (f) The Golden Titans.
- Section 3. Each auxiliary group shall operate under the terms of a written charter that shall be presented annually to the Board of Directors at its Spring Regular Meeting for ratification by a majority vote.

Article X. Regional Alumni Chapters

- Section 1. Regional Alumni Chapters shall be organized in geographical regions where large concentrations of alumni reside. Each Regional Alumni Chapter shall be governed by a Regional President and a Regional Chapter Board comprised of volunteers who shall help to organize periodic events and to carry out other activities consistent with the Association's mission. Regional Alumni Chapters shall strive to meet at least once annually, except for smaller chapters, which may meet once every other year.
- Section 2. The structure of the Regional Chapter Boards shall mirror, to the greatest extent practical, the structure of the Association's Board of Directors with respect to volunteer representatives from as many committees and auxiliary groups of the Association as possible.

Article XI. Class Organizations

Section 1. Volunteers from the classes of 2000 and earlier shall be named by either the Class Chair or, if there is no election of a Class Chair or volunteers by the class, selected by the University administration. Classes from 2001 and later shall elect their Class Chair and Newsletter Editor during their senior year. Those persons shall serve in their elected roles at least until their class's fifth reunion. At that time new class officers may be elected or assigned by the University administration. If at any time, the elected class officials are unable to fulfill their responsibilities, they may be replaced by the University administration.

Article XII. Parliamentary Authority

Section 1. The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the Association may adopt.

Article XIII. Amendment of Bylaws

Section 1. These Bylaws may be amended at any regular meeting of the Board of Directors by a two-thirds majority vote.

Proposed: October 11, 2013
Adopted: October 11, 2013
Amended: April 10, 2015
Proposed: September 4, 2017
Amended: October 13, 2017