

# WESLEYAN UNIVERSITY ALUMNI ASSOCIATION

## BYLAWS

(Amended March 6, 1999, September 21, 2003, March 6, 2004, September 24, 2005, and September 16, 2006.)

### Article I PURPOSE, LOCATION, SEAL AND FISCAL YEAR

**Section 1 PURPOSE.** The name and purposes of the Wesleyan University Alumni Association are set forth in the Association Constitution.

**Section 2 LOCATION.** The Association's principal office shall be at Wesleyan University, Middletown, Connecticut.

**Section 3 SEAL.** The Executive Committee may adopt and alter the seal of the Association.

**Section 4 FISCAL YEAR.** The Association's fiscal year shall end on June 30 of each year.

**Section 5 VALUES.** These Bylaws shall be interpreted, and all activities of the Association shall be conducted, so as to promote fairness, inclusiveness, and the mission of Wesleyan University.

### Article II. OFFICERS AND GOVERNANCE

**Section 1 CONSTITUTIONAL ORGANIZATION.** The membership and governance of the Association are set forth in the Association's Constitution.

**Section 2 CHAIR.** The Chair shall be the Association's chief executive officer; shall preside at all Association meetings and at all meetings of the Executive Committee; shall appoint the Executive Committee, and all other committees and committee chairs of the Association, and, acting in accordance with requirements of the Association's Constitution and these Bylaws, shall exercise the other normal tasks of such office. The Chair shall be an ex officio member of all Association committees, and shall participate in selecting leadership for Association clubs and councils. The Chair shall make all necessary appointments and shall set the dates for all regular Executive Committee meetings for each fiscal year by September 1 of such fiscal year, and shall promptly notify the Executive Committee of such appointments and dates.

**Section 3 VICE-CHAIR.** The Vice-Chair shall perform the duties of the Chair in the event of the inability to serve of the Chair; shall preside at meetings in the Chair's absence; shall perform other duties at the request of the Chair or the Executive Committee; and shall become interim Chair until the next scheduled Association election in the event the office of Chair becomes vacant for any reason. Such interim service shall not affect such member's eligibility for election to office under Article V, Section 2 of the Constitution.

**Section 4 SECRETARY.** The Secretary shall be the chief administrative officer of the Association and the Executive Committee. The Secretary shall record all votes, resolutions and other proceedings of each said body; shall be responsible for maintaining and preserving all minutes and other records of each said body; and shall maintain general correspondence for each said body. The Secretary shall perform such other duties as either the Chair or Executive Committee may from time to time establish.

**Section 5 TREASURER.** The Treasurer shall be the chief financial officer of the Association, and shall be responsible for receiving, holding, investing and disbursing Association funds as directed or approved by the Chair or the Executive Committee. The Treasurer shall submit an annual written report to the Association in form as prescribed by the Executive Committee, and shall submit quarterly reports to the Executive Committee. One person may act as both Secretary and Treasurer.

**Section 6 EXECUTIVE COMMITTEE.** The Executive Committee is authorized to transact the business of the Association between its annual meetings and shall have and exercise all powers of the Association except as provided in the Constitution or in these Bylaws. The Executive Committee is responsible for the Association's activities, including approving the organization and operation of Association clubs and councils.

The Chair shall appoint the members of the Executive Committee who shall include:

- (a) Each of the elected officers of the Association;
- (b) One or more representatives from each active Council and Committee of the Association including no fewer than three representatives of regional Wesleyan clubs;
- (c) Up to four (4) representatives of the Wesleyan University Parents Council (2 sets of spouses/ guardians); and

- (d) Up to seven (7) at large representatives from among members of the Association.

Immediately following his/her term on the Board of Trustees, an Alumni-Elected Trustee is given a one-year term on the Executive Committee of the Alumni Association.

The Chair may also appoint the Vice President for University Relations to serve on the Executive Committee.

Members of the Executive Committee appointed pursuant to Section 6 (a, b, or c) shall serve one-year terms and may be re-appointed for so long as they are qualified for service under Section 6 (a, b, or c). At large members shall serve two (2) year terms; but no person normally shall serve more than three (3) consecutive two (2) year terms as an at large member.

The Executive Committee shall meet at least twice each fiscal year and at such other times either as the Chair may designate or a majority of the members of the Executive Committee may schedule. Agendas of business to be transacted at each such meeting shall be set by the Chair and transmitted by the Secretary with the notice of such meeting to each Executive Committee member at least seven (7) days before the date scheduled for such meeting. Any member of the Executive Committee shall have the opportunity to raise issues at an Executive Committee meeting that are not on the agenda.

The Executive Committee shall have the authority to remove from office an officer of the Association, a member of the Executive Committee, or any officer or member of any committee, club or council of the Association, for good cause by a vote of a two thirds (2/3) majority of the Executive Committee.

Except as otherwise provided herein, all votes of the Executive Committee shall be determined by a majority of those present and voting, including the Chair; proxies may not be cast. Twenty five percent (25%) of the voting members shall constitute a quorum of the Executive Committee.

**Section 7 COMMITTEES OF THE EXECUTIVE COMMITTEE.** The Chair, with the advice of the members of the Executive Committee, shall appoint one (1) or more committees of the Executive Committee to be responsible for:

- (a) Providing direction and support for Wesleyan's Annual Fund activities; and

- (b) Nomination for Alumni-Elected Trustees, distinguished Alumni Awards and other kinds of recognition as deemed appropriate.

The Chair shall appoint such other committees and task forces as needed. The Chair shall appoint at least one member of the Executive Committee to serve on each such committee or task force. The Chair shall appoint the chair of each such committee. At least once a year, and at such other times as the Chair may request, the chair of each committee and task force shall report in writing to the Chair concerning its activities and plans. The Chair shall have the authority to remove from office the chair or a member of any such committee after consulting with members of the Executive Committee. Such decision is subject to being overruled by the Executive Committee.

**Section 8 BONDS AND PERSONAL LIABILITY.** The members of the Executive Committee and officers of the Association shall not be personally liable for any debt, liability or obligation of the Association. The Association shall obtain and pay for a bond for any such member or officer as may be required by the Executive Committee.

**Section 9 ELECTION OF OFFICERS.** The Executive Committee shall set the rules for, and oversee the election of, officers of the Association, including determining whether to solicit absentee ballots. During each year in which officers of the Association are to be elected, prior to the regularly scheduled spring meeting of the Executive Committee the Chair shall submit to the members of the Executive Committee proposed nominees for each office. Such proposed nominees shall be subject to confirmation by the Executive Committee. Nominees that have been proposed by the Chair and confirmed by the Executive Committee shall be presented to the membership at the Annual Meeting of the Association. Any member of the Association who is qualified to serve may also herself or himself in nomination for an office of the Association by submitting to the Secretary a petition signed by no fewer than twenty five (25) members of the Association no less than thirty (30) days prior to the regularly scheduled spring meeting of the Executive Committee.

**Section 10 VACANCIES.** Should a vacancy occur in the office of the Secretary, Treasurer or officer other than the Chair or Vice-Chair, the Chair shall appoint a member of the Association to fill such office on an interim basis until the next scheduled Association election. Should a vacancy occur in the office of Chair that is not filled in accordance with Article II, Section 3 of these Bylaws or Vice Chair, the Executive Committee shall appoint a member of the Association to fill such office on an interim basis until the next scheduled Association election. Such interim appointment shall not affect such member's eligibility for election to office under Article V, Section 2 of the Constitution.

### **Article III. ASSOCIATION CLUBS AND COUNCILS**

**Section 1 PURPOSE AND FUNCTION.** The clubs and councils of the Association are intended to provide alumni/ae with an organizational framework that will encourage and sponsor the involvement of Wesleyan alumni/ae, parents and friends in the broadest possible range of educational, social, service, and other programs at Wesleyan and at other locations inside and outside the United States; and that will strengthen alumni/ae ties to and support for Wesleyan's educational mission. Each local club of the Association shall be known as the "Wesleyan Club of [Geographical area]". Each council shall be known as the "Wesleyan [Name] Council."

**Section 2 ORGANIZATION.** The Executive Committee shall from time to time redefine the organization of the Association, including its clubs and councils, as it deems advisable. Subject to approval by the Executive Committee, clubs and councils may be formed by groups of alumni at such locations as they may choose. Such clubs and councils may establish their own bylaws, which shall be subject to approval by the Executive Committee and shall be consistent with the Association's Constitution and these Bylaws. Such clubs and councils may select their own officers with the advice of the Chair. At least once each year, and at other times as the Chair may request, the chair of each club and council shall report in writing to the Chair concerning its activities and plans. The Chair shall have the authority to remove from office any officer of any club or council for good cause after consulting with members of the Executive Committee. Such decision is subject to being overruled by the Executive Committee.

### **Article IV. AMENDMENT**

These bylaws may be altered, amended or supplemented by vote of a majority of the whole Executive Committee, provided that notice thereof shall have been included in the notice of the meeting at which such action is to be considered.