

Shimer College Alumni Association Executive Summary

The goal of the association is to help organize, connect, and engage alumni with each other and Shimer College, and to develop and maintain programs and activities that strengthen the Alumni Association and support Shimer College.

The Association will be governed by a Board of Directors consisting of 18 regional directors and 2 ex-officio directors (the College staff member directing alumni affairs and a student from the senior class). The Board of Directors will elect its own members from nominations solicited by a nominations committee. Officers will be elected by the Alumni Association Board and include President, Vice-President, Secretary, and Past-President. At the outset there will also be five standing committees: Executive, Nominations, Planning and Budget, Recognition and Awards, and Communications.

The Directors connect the Alumni Association and Shimer College to alumni in their respective regions. The Directors will also oversee the organization of programs and events in their regions such as social gatherings, reading groups, high-school and corporate recruitment, gatherings with visiting Shimer staff or faculty, and annual giving campaigns.

**BY-LAWS OF THE
SHIMER COLLEGE ALUMNI ASSOCIATION**

As Amended June 30, 2010

ARTICLE I. STATEMENT OF PURPOSE

ARTICLE II. AUTHORITY OF THE ASSOCIATION

- Section 2.01 Under the College's Authority
- Section 2.02 Relationship between the Association and the College
- Section 2.03 Incorporation and Tax Status
- Section 2.04 Year Defined

ARTICLE III. MEMBERSHIP

- Section 3.01 Membership
- Section 3.02 Alumni Members
- Section 3.03 Honorary Members

ARTICLE IV. BOARD OF DIRECTORS

- Section 4.01 Authority of the Board
- Section 4.02 Composition
- Section 4.03 Terms of Directors
- Section 4.04 Nomination and Election of Directors
- Section 4.05 Resignation or Removal of a Director
- Section 4.06 Vacancies
- Section 4.07 Responsibility and Conduct of Directors

ARTICLE V. BOARD MEETINGS

- Section 5.01 Meetings of the Board
- Section 5.02 Voting of the Board
- Section 5.03 Participation of Members by Conference Call

ARTICLE VI. BOARD OFFICERS

- Section 6.01 Officers
- Section 6.02 Officer Nominations and Elections
- Section 6.03 Officer Terms
- Section 6.04 Officer Vacancies
- Section 6.05 Resignation or Removal of an Officer

ARTICLE VII. BOARD COMMITTEES

- Section 7.01 Standing Committees
- Section 7.02 Ad Hoc Committees
- Section 7.03 Manner of Acting by Committees
- Section 7.04 Committee Members
- Section 7.05 Committee Chairpersons
- Section 7.06 Committee Vacancies
- Section 7.07 Resignation or Removal of Committee Members
- Section 7.08 Advisory Nature of Committee Action

ARTICLE VIII. POLICY OF NONDISCRIMINATION

- Section 9.01 Membership
- Section 9.02 Programs

ARTICLE IX. AMENDMENTS

ARTICLE I. STATEMENT OF PURPOSE

The purpose of the Shimer College Alumni Association (the Association) is to serve and promote the mutual interests of Shimer College (the College) and its alumni through and in collaboration with the College’s Office of Advancement and the staff member directing alumni affairs. The goals of the Association shall be:

- (a) To organize, integrate, and support the alumni in an association for the mutual benefit and support of the basic values and goals of the College.
- (b) To engage and foster relationships among alumni, faculty and staff, current students, parents, friends, and others in the College community.
- (c) To develop and support programs and activities that will enhance and benefit the Association and College.

ARTICLE II. AUTHORITY OF THE ASSOCIATION

Section 2.01 Under the College’s Authority. The Association shall operate under the authority of Shimer College through the Office of Advancement and the College staff member directing alumni affairs. As such, actions by the Association are subject to consultation with the College through the staff member directing alumni affairs. In the event of a disagreement between the Board of the Association and the College, Board resolutions require a 2/3 vote of all Board members to be valid.

Section 2.02 Relationship between the Association and the College. The Association recognizes the direct relationship it has with the College’s Office of Advancement and the staff member directing alumni affairs. Accordingly, the Association and its Board of Directors (the Board) should work with and seek the help, support, and assistance in any appropriate manner to fulfill the purposes of the Association.

Section 2.03 Incorporation and Tax Status. The Association may not be granted separate incorporation status or separate tax-exempt status.

Section 2.04 Year Defined. A year refers to the fiscal year as defined by the College, with the year starting July 1 and ending June 30 of the following calendar year.

ARTICLE III. MEMBERSHIP

Section 3.01 Membership. The Association shall consist of both Alumni and Honorary Members.

Section 3.02 Alumni Members. Alumni members of the Association shall include those who have:

- (a) Been awarded a degree by the College; or
- (b) Are no longer attending the College but completed at least one semester of studies, once the class with which they matriculated has graduated.

Section 3.03 Honorary Members. Honorary members of the Association shall include non-Alumni who have made substantial contributions of time, effort, money and/or resources to the College and have been approved as an honorary member of the Association by a majority vote of the Board present at the meeting. Motions to recognize honorary members may be taken from the floor during a meeting.

ARTICLE IV. BOARD OF DIRECTORS

Section 4.01 Authority of the Board. Except as otherwise provided, the Board of Directors of the Shimer College Alumni Association shall have authority, subject to consultation with the College through the staff member directing alumni affairs, to act on behalf of the Association in a manner consistent with the purposes of the Association and College. In the event of a disagreement between the Board of the Association and the College, Board resolutions require a 2/3 vote of all Board members to be valid.

Section 4.02 Composition. The Board shall be comprised of up to 18 alumni and 2 ex-officio directors.

- (a) **Alumni Directors:** The Board shall be comprised of up to 18 alumni directors. The Board shall strive for diversity within its membership. In this effort, the Board shall seek to have appropriate representation from various areas including, but not limited to, the following: gender; ethnicity; year of graduation; geographic representation; and special interest groups within the College.
- (b) **Ex-Officio Directors:** There shall be ex-officio members of the board that are not elected but will have full participatory rights, including voting rights. Ex-officio members will be:
 - 1) A College staff member directing alumni affairs as determined by the College; and
 - 2) A Current Student Representative chosen at the discretion of the Assembly. This student must be someone who is within one year of graduating. The term of the student representative shall run for one year.

Section 4.03 Terms of Directors. Directors shall be elected to a full term of three (3) years, except as otherwise provided. Six directors shall be elected each year so as to provide overlapping terms. Full terms shall begin on July 1 of the year. Any director position vacated in the middle of a term may be filled, as provided, with the new director serving the remainder of the unexpired term.

Section 4.04 Nomination and Election of Directors.

- (a) Nominations for positions coming open on the Board of Directors will be solicited by the Nominations Committee, as provided, no fewer than forty-five (45) days before the last regular meeting of the year.
- (b) The Nominating Committee will review nominations and propose a slate of candidates to the Board for its approval at the last meeting of each year.
- (c) The Board shall elect or reject the slate in whole or part by a majority vote of the current Board members present at the meeting. If a director is running for re-election, they may not vote.

Section 4.05 Resignation or Removal of a Director

- (a) At any time, a director may resign by tendering a written resignation to the Board President. Resignation as a director shall constitute resignation as a member of any committee of the Board.
- (b) The Executive Committee shall warn a director in writing if the director's conduct does not represent the interests of the Association, including perpetually missing Board and Committee meetings. The Executive Committee is empowered to request the resignation of any directors who is failing in their responsibilities as a Board member.
- (c) A director may be removed at any time by the affirmative vote of two-thirds of the Board members present. Any member of the Board may bring such a motion before the Board with at least fifteen (15) days notice before any scheduled Board meeting. Removal as a director shall also constitute removal as a member of any committee of the Board. When a vote to remove a director is on the agenda, the director in question may not vote on the matter, though they shall be allowed to participate in the meeting or present a written position statement.

Section 4.06 Vacancies. In the event of a vacancy in the position of director, a replacement may be appointed by the President of the Board and approved by a majority vote of the Executive Committee.

Section 4.07 Responsibility and Conduct of Directors

- (a) Responsibilities: The responsibilities of each director shall include:
 - 1) Attending and participating in Board and committee meetings;
 - 2) Giving or helping to raise at least one thousand dollars for the College's Annual Fund;
 - 3) Participating in yearly planning for their respective region and the Association, including event planning, budgeting, and annual fund support;
 - 4) Planning and participating in alumni events for their respective region; and
 - 5) Representing the Association to the alumni and the community.
- (b) Conflicts of Interest: No director or committee member shall use or appear to use their position to provide an opportunity for personal gain for themselves or a member of their family.
 - 1) Each director is responsible for disclosing possible instances of conflicts of interest.
 - 2) The director shall not be present at the Board or committee meeting where a discussion or vote on such matters occurs. However, the director may provide, at the request of the Board or committee, pertinent factual information to assist the Board or committee.

ARTICLE V. BOARD MEETINGS

Section 5.01 Meetings of the Board. The Board and its committees shall hold meetings, as outlined, to review and act on all matters of interest of the Association.

- (a) Regular Meetings: The Board shall hold at least two regular meetings each year. Notice of all regular meetings must be sent to each member at least (30) days before the meeting. The Executive Committee shall determine the time and place of each meeting.
- (b) Special Meetings: The Board President, or any seven directors petitioning the President, may call a special meeting of the Board at any time, provided that notice of the special meeting is given to all directors at least (15) fifteen days before the meeting. The Executive Committee shall determine the time and place of special meetings.
- (c) Closed Meetings: The meetings of the Board or any of its committees may be closed to anyone who is not a member of the Board or that committee with a majority vote of the members present.
- (d) Record of Proceedings: The Board and its Committees shall keep a record of its proceedings. It shall be the responsibility of the Secretary to create and maintain this record at the College.
- (e) Notice of Meetings: Meeting notice may be given to Directors via mail, phone, or e-mail. Notice requirements may be waived by any Director.
- (f) Robert's Rules of Order: The rules contained in the current edition of *Robert's Rule of Order Newly Revised* shall govern 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 or the Board may adopt. For these purposes, the Board shall consider itself a small board and will follow the more informal procedures that are provided in *Robert's Rule of Order Newly Revised* for small boards.

Section 5.02 Voting of the Board. A majority vote at any meeting at which a quorum is present shall constitute an act of the Board unless a vote of a greater number is required by these bylaws.

- (a) **Quorum:** A majority of the voting members of the Board shall constitute a quorum. Any voting member participating and voting by conference call or similar means will count toward a quorum.
- (b) **Voting:** Each regular member of the Board shall have one vote on each matter submitted to the vote of the Board. In the event that a voting member is unable to attend a meeting, the member may participate and vote by conference call or similar means deemed appropriate by the Executive Committee. Voting by proxy is not allowed.

Section 5.03 Participation of Members by Conference Call. Members may fully participate in any meeting of the Board or its committees by conference call or similar means deemed appropriate by the Executive Committee. All members must be able to clearly communicate with each other and participation shall be considered as if the member was present in person at the meeting.

ARTICLE VI. BOARD OFFICERS

Section 6.01 Officers. The officers of the Association shall be the President, Vice President, Past President, and Secretary. All officers, except Secretary, shall be alumni members of the Association and Directors of the Board.

- (a) **President:** The President shall supervise the affairs of the Association under the direction of the Board and with the advice of the Executive Committee. Except as otherwise provided, the President shall:
 - 1) Preside at all meetings of the Board;
 - 2) Serve as chair of the Executive Committee;
 - 3) Make appointments to fill vacancies on the Board and all committees;
 - 4) Serve as the official representative of the Association on any non-Association groups, boards or committees, inside or outside of the College or choose another Director to serve as the official representative;
 - 5) Serve as an ex-officio member of all Board committees; and
 - 6) Serve as a member of the Shimer College Board of Trustees and as such annually report to the Board of Trustees on the business of the Association.
- (b) **Vice President:** The Vice President shall perform the duties of the President in the absence of the President. Except otherwise provided, the Vice President shall:
 - 1) Serve as primary judicial officer and parliamentarian, reviewing bylaws and any suggested changes to the by-laws;
 - 2) Serve as parliamentarian at Board meetings; and
 - 3) Serve as the President-Elect of the Board.

- (c) Past President: The Past President shall be the last President to have served to the end of his or her term. The Past President shall serve the Board and Association as described herein and as directed by the President.
- (d) Secretary: The College staff member directing alumni affairs, an employee of Shimer College, shall serve as Secretary of the Board and can neither be appointed nor removed by the Board. The Secretary shall:
 - 1) Keep records of board proceedings, including Board meetings and minutes from committee meetings; and
 - 2) Serve as a representative of the College to the Board and Association.

Section 6.02 Officer Nominations and Elections

- (a) Nominations for Vice President will be solicited by the Nominations Committee, as provided, no fewer than forty-five (45) days before the last meeting in the term of the current Vice President.
- (b) The Nominating Committee will review nominations and recommend a candidate to the Board for its approval at the last meeting in the term of the current Vice President. A candidate may be approved by a majority vote of the current Board members present.
- (c) The current Vice President shall ascend to the position of President for the next term, upon a majority vote of confidence by the current Board members at the last meeting in the current term.
- (d) If the current Vice President does not receive the required vote of confidence, nominations will be taken from the floor. The candidates shall be voted upon by the Board, with a majority vote required for election to President.

Section 6.03 Officer Terms

- (a) Officers shall serve two-year terms, beginning July 1 after elections. This subsection does not apply to the position of Secretary.
- (b) Officers shall not serve successive terms in the same position. This subsection in no way limits one from serving subsequent terms.
- (c) The term as Secretary of the College's staff member directing alumni affairs shall run concurrent with that person's employment.

Section 6.04 Officer Vacancies

- (a) Office of President
 - 1) In the event of a vacancy in the office of President, the Vice-President shall replace the President and shall serve for that portion of the vacating President's term. Then the Vice-President may ascend to a full two-year Presidential term, as provided.
 - 2) If there is no Vice-President at the time of the vacancy, the Past President shall serve as interim President until a new President is in office. If this is the case, the Nominating Committee shall convene and nominate a candidate for President, to be presented to and elected by a majority vote of the Board.
 - 3) Where there is no President in office at the time a director is elected President, said director shall become President immediately upon his or her election by the Board.
- (b) Office of Vice President
 - 1) In the event of a vacancy in the office of Vice President, the Nominating Committee shall convene and nominate a candidate for Vice President, to be presented to and elected by a majority vote of the Board.

- 2) Where there is no Vice President in office at the time a director is elected Vice President, said director shall become Vice President immediately upon his or her election by the Board.
- (c) Office of Past President
- 1) In the event of a vacancy in the office of Past President, the President may appoint any person who had previously completed a term as President of the Board to complete the vacated position of Past President, subject to a vote of approval by the Board.

Section 6.05 Resignation or Removal of an Officer

- (a) At any time, an officer may resign by tendering a written resignation to the President. Except as otherwise provided, resignation from a position as a Board officer shall not constitute resignation from the Board.
- (b) The Executive Committee shall warn an officer in writing who does not attend two consecutive Board meetings or does not otherwise actively represent the interests of the Association that he or she is failing to meet his or her obligations as an officer and a Board member. The Executive Committee shall warn an officer in writing if his or her conduct does not represent the interests of the Association. The Executive Committee is empowered to request the resignation of any officers who are failing in their responsibilities as an officer or a Board member.
- (c) An officer may be removed from their position as an officer at any time by the affirmative vote of two-thirds of the Board members present. Any member of the Board may bring such a motion before the Board with at least fifteen (15) days notice before any scheduled Board meeting. Unless otherwise provided, removal from a position as a Board officer shall not constitute removal as a member of the Board. When a vote to remove someone from a position as an officer is on the agenda, the officer in question may not vote on the matter, though the officer will be allowed to participate in the meeting or present a written position statement.

ARTICLE VII. BOARD COMMITTEES

Section 7.01 Standing Committees. The Board shall establish standing committees as it deems necessary to carry on the work of Shimer College, the Board and the Association. Except as otherwise provided, the President shall appoint the chairperson for each committee to serve a term of three (3) years. With the advice of the chairpersons, the President will assign the remaining directors and, as needed, additional Association members to sit on these committees. All committees shall serve the Board and report their activities in the manner prescribed by the Board.

- (a) Executive Committee
 - 1) The Executive Committee shall advise and work closely with the President and the College staff member directing alumni affairs in carrying out the policies, goals and objectives of the College, the Board and the Association. The Executive Committee shall address Board or committee agendas, activities of the committees, or other items the President or any other Executive Committee member may bring forward.
 - 2) The Executive Committee shall have authority to act on behalf of the Board concerning matters that may properly come before the Board when it is not convenient or practical to convene a full Board meeting, except that the Executive Committee shall not have the authority to elect or remove directors or amend the bylaws. Any such action taken by the Executive Committee must be ratified by the Board at the next Board meeting.
 - 3) The Executive Committee shall be composed of the officers of the Association and the chairperson of each standing committee, with the Board President serving as committee

chair. The President may appoint the chair of any ad hoc committee to the Executive Committee, upon approval of a majority of the Executive Committee.

(b) Nominations Committee

- 1) The Nominations Committee shall solicit nominations for any director position coming open on the Board of Directors no fewer than forty-five (45) days before the last regular meeting of the year. This may be done through a variety of ways, including but not limited to soliciting nominations from the Association President, faculty and staff of the College, and members of the Association from the appropriate region. The Nominations Committee shall also solicit nominations for the position of Vice President for the next term no fewer than forty-five (45) days before the last meeting before the expiration of the current Vice President's term.
- 2) The Nominations Committee shall review nominations and submit a slate of directors for election at the last meeting of the year. The Nominations Committee shall review nominations and submit a recommended candidate for election at the last meeting before the expiration of the current Vice President's term.
- 3) The Board shall elect or reject a slate of directors in whole or in part by a majority vote of the Board members present at the last meeting of the year. Should the first slate of candidates be rejected in whole or in part, the Nominating Committee shall, at the same meeting, propose additional candidates for approval and take nominations from the floor until the Board has filled all open positions for the next term.
- 4) The Board shall elect a Vice President by a majority vote of the Board members present. Should the recommended candidate be rejected, the Nominating Committee shall, at the meeting, propose additional candidates for approval and take nominations from the floor.
- 5) The Nominations Committee will advise the President and the Executive Committee in regards to filling vacancies in the positions of director or Past President. The Nominations Committee will nominate a candidate when there is a vacancy in the position of Vice President or President, as authorized.
- 6) The Nominating Committee shall be composed of the Past President, the President, the President-Elect, and other members of the Board appointed by the President and approved by the Executive Committee. The President shall appoint the chair.
- 7) If a member of the Nominating Committee has been nominated for a position up before the committee, they shall not participate in the proceedings.

(c) Planning and Budget Committee

- 1) The Planning and Budget Committee shall work with the Board, the College Advancement Office and the staff member directing alumni affairs with planning and budgeting of the Association.
- 2) The Planning and Budget Committee shall be responsible for the planning the events of the association on a multi-regional level, including but not limited to reunions and fundraising. The Committee shall also supervise the planning of regional events, as coordinated by regional directors and other members of the association.
- 3) The Planning and Budget Committee shall be responsible for managing the budget of the association on a multi-regional level, including but not limited to allocating and distributing monies put forth for events. The Committee shall supervise each region's budget as managed by regional directors.

- 4) The Planning and Budget Committee shall be composed of the College staff member directing alumni affairs, the Vice President, and up to five (5) additional members. The additional members shall come from the Board, Association membership, or the College faculty and staff. The additional members shall be appointed by the President and approved by the Executive Committee. The Vice President shall chair the committee.
- (d) Recognition and Awards Committee
- 1) The Recognition and Awards Committee shall work with the Executive Committee and the staff member from the College serving as Director of Alumni Relations on establishing ways to recognize alumni on their service to the College, the Association, and their community.
 - 2) The Recognition and Awards Committee shall be composed of the President, the Vice President, the Past President, and up to three (3) additional members. The additional members shall come from the Board, Association membership, or the College faculty and staff. The additional members shall be appointed by the President and approved by the Executive Committee. The President of the Board shall appoint the chair of the committee.
- (e) Communications Committee
- 1) The Communications Committee shall work with the College's Office of Advancement and the staff member directing alumni affairs on activities that help to connect alumni with each other, the Association, the College, and others in the community. These activities shall include, but are not limited to publishing the Symposium and establishing online communication opportunities.
 - 2) The Communications Committee shall be composed of the staff member directing alumni affairs and up to five (5) additional members. The additional members shall come from the Board, Association membership, or the College faculty and staff. The additional members shall be appointed by the President and approved by the Executive Committee. The College staff member directing alumni affairs shall chair the committee.

Section 7.02 Ad Hoc Committees. The President may establish such ad hoc committees as may be helpful to the Board in carrying out its work. Ad hoc committees are to be appointed, as the need arises, to carry out specified tasks that do not fall within the assigned function of an existing committee.

- (a) The chairpersons of all ad hoc committees shall be appointed by the President. In addition to directors other alumni members may be appointed by the President to an ad hoc committee.
- (b) Ad hoc committee shall define their goals and objectives in a manner consistent with the objectives and directives of the President and subject to the approval of the Board. Upon completion of the committee objectives the committee shall cease to exist.
- (c) The Board may adopt regulations consistent with this document to govern the formation, selection, conduct, and operation of the ad hoc committees.

Section 7.03 Manner of Acting by Committees. Each committee shall be responsible for fulfilling the duties assigned by the bylaws, the President, the Board, or the Executive Committee. Acts of a majority of the committee members present at any meeting shall constitute the act of the committee.

Section 7.04 Committee Members. Except as otherwise provided, the President, with the advice of the committee chairperson, will select committee members. Except as otherwise provided, the term of

each committee member shall be one year or the completion of the project if an ad hoc committee. There is no limit on the number of terms, consecutive or otherwise, that a committee member may serve.

Section 7.05 Committee Chairpersons. Except where otherwise provided, the president shall appoint the chair of each committee.

- (a) Duties: A chair of a committee shall preside over committee meetings, manage committee agendas, and consult with the president on name members of the committee.
- (b) Absence: If a chairperson is not present at a scheduled committee meeting the chairperson shall, in a timely manner, designate another committee member to act as chair for that meeting who shall conduct and report upon the meeting as he or she was the chairperson of the committee. If the absence was unanticipated, the committee members present shall select from amongst themselves a chair for that meeting.

Section 7.06 Committee Vacancies. A vacancy in the membership of any committee may be filled by an appointment made in the same manner as the original appointment.

Section 7.07 Resignation or Removal of Committee Members. A member of any committee of the Board may resign at any time by tendering his or her resignation in writing to the President. The Executive Committee may, at any time, remove any member from a committee.

Section 7.08 Advisory Nature of Committee Action. Any action recommended by any committee, other than the Executive Committee, shall be advisory in nature and shall require a vote of the Board, or in some cases the Executive Committee, before it has effect.

ARTICLE VIII. POLICY OF NONDISCRIMINATION

Section 8.01 Membership. The Board shall strive for diversity within its membership. In this effort, the Board shall seek to have appropriate representation from various areas including, but not limited to, the following: gender; ethnicity; year of graduation; geographic representation; extracurricular activities; volunteer involvement; and special interest groups within the College. Elected members may represent more than one of these areas.

Section 8.02 Programs. The Association welcomes and encourages employment and participation in its programs and services by all who may be interested, without regard to race, ethnicity, gender identity, age, religion, creed, sexual orientation, or marital status.

ARTICLE IX. AMENDMENTS

Section 9.01 Rules for Amendment. The Board of Directors of the Shimer College Alumni Association shall have authority, subject to consultation with the College as stipulated in Section 4.01, to amend these bylaws by a two-thirds vote of the full voting membership.

Section 9.02 Notification. The Board must be given proposed changes at least forty-five (45) days prior to the meeting at which the vote will take place.