

AMENDED AND RESTATED

BYLAWS

OHIO WESLEYAN UNIVERSITY ALUMNI ASSOCIATION

Adopted April 26, 2014

**ARTICLE I
NAME**

The name of this Association shall be the Ohio Wesleyan University Alumni Association (the "Association").

**ARTICLE II
PURPOSE**

The purpose of the Association shall be:

- a) To build upon the common bond of enthusiasm, loyalty, and service of alumni to Ohio Wesleyan University (the "University");
- b) To gain greater alumni participation in order to support the University's efforts in development and enrollment; and,
- c) To perpetuate the University's tradition of service and commitment to life-long learning.

**ARTICLE III
MEMBERSHIP**

All persons who have attended the University for at least two complete semesters in academic good standing shall be members of the Association ("Association Members") after graduation of the class of their enrollment.

**ARTICLE IV
OFFICERS, ELECTION, AND RESPONSIBILITIES**

Section 1. The officers of the Association shall include a President, Vice President, and Secretary. These officers shall constitute the Executive Committee. The Director of Alumni Relations ("Alumni Director") shall be the Secretary.

Section 2. Election

- a) The President and Vice President shall be current members of the Association's Board of Directors (the "Board") elected every three years for three-year terms by the Board at its Spring meeting;
- b) The President and Vice President shall not be eligible for consecutive re-election;
- c) Terms shall commence on July 1.

Section 3. Officers' Responsibilities

- a) The **President** shall:
 - (1) Be President of the Association and its Board and perform the usual duties and functions of the office;
 - (2) Preside at all meetings of the Association and the Board;
 - (3) Serve as an *ex officio* member of all standing committees;
 - (4) Serve on the Committee on University Relations of the University's Board of Trustees (the "Trustees") or any other committee designated by the Trustees; and
 - (5) Attend (or send a designee) to the Trustees' meetings as an invited participant with voice but without vote or privilege of proposing motions.
 - (6) Chair the Nominating Committee
- b) The **Vice President** shall:
 - (1) Assist the President and perform such duties as are delegated by the President;
 - (2) Preside in the absence of the President;
 - (3) If the President is unable to complete a term, perform the duties of the President during any unexpired term, which shall not count as an elected term;
 - (4) Serve as an *ex officio* member of all standing committees; and
 - (5) Chair the Organization Committee.
- c) The **Secretary** shall:
 - (1) Send notices to Board members of times and places of all meetings;
 - (2) Keep and have custody of minutes of meetings, records, and documents of the Board and the Association;

- (3) Consult with the Board to define, organize, develop, and implement programs and activities which help to achieve the purposes of the Association;
- (4) Conduct the day-to-day business of the Association; and
- (5) Serve as staff liaison between the Board and the University.

ARTICLE V BOARD OF DIRECTORS

Section 1. The Board shall be composed of the following voting members, all of whom shall be Association Members (hereinafter collectively the “Directors” and singly a “Director”):

- a) The Officers of the Association (excluding the Secretary as a voting member); plus;
- b) An odd number of between fifteen (15) to twenty-nine (29) Directors, at least one of whom will be a Restricted Director (from a class graduating within the last ten (10) years), elected by the Board from candidates presented by the Nominating Committee; plus
- c) Appointed representatives of other alumni organizations with national constituency as determined by the Board (“Representative Directors”).

Section 2. The Board shall appoint and be advised by the following non-voting advisory members:

- a) The president of the senior class;
- b) Two members of the University faculty (the “Faculty”); and
- c) A student representative from the Wesleyan Council on Student Affairs of the University.

Section 3. A Director shall be elected for one three- year term and may be re-elected for a second consecutive three-year term; provided, however, that notwithstanding the foregoing a Director may be elected to one or more additional three-year terms if necessary to fulfill a term as an elected Officer of the Association. Representative Directors will serve a one-year term and may serve for up to six consecutive terms. Terms shall commence on July 1.

- a) **Attendance:** Directors are expected to attend all regular meetings of the Board, as scheduled in the Fall and Spring of each academic year, subject only to excused absences. For purposes of these Bylaws, “excused absences” mean an absence (1) for health reasons or (2) a conflicting event of universally-recognized importance which, after good faith efforts, cannot be rescheduled. A Director shall give the Secretary prior written notice of any cause for an excused absence in sufficient detail. If a Director misses two (2) consecutive meetings for reasons other than excused absences, or if a Director misses three (3) meetings during a three-year term, whether or not consecutive and whether or not the subject of excused absences, said Director shall be asked to resign from the Board, thereby creating a vacancy. The Board shall act promptly to fill any such vacancy.
- b) **Financial Commitment:** Directors are expected to make personally significant annual contributions to the Ohio Wesleyan Fund. Contributions to other University funds or campaigns

may be considered in assessing a Director's financial commitment to the University.

- c) **Committee Participation:** Directors shall serve on at least two standing committees and any other committee as requested by the President.
- d) **Field Participation:** Directors shall use their best efforts to attend and actively participate in regional and on-campus alumni events, and as regional coordinators when asked by the Alumni Relations Office (the "Alumni Office"), as part of their responsibilities as Directors.
- e) **Vacancies:** In the event of a vacancy on the Board, the Executive Committee shall appoint an Association Member as soon as possible to serve the unexpired term, which shall not be counted as an elected term.

Section 4. The responsibilities of the Board are:

- a) To develop, maintain, and promote the organized activities of alumni in their respective communities and on the University campus;
- b) To arrange for the conduct of regional meetings of the Association;
- c) To promote all affairs which require organized action by the alumni to further the purposes of the Association;
- d) To cooperate with the Alumni Office concerning all matters pertaining to the University and the Association;
- e) To support the regular publication of an alumni magazine and such other publications as the Board may deem desirable or as requested by the University Communications Department;
- f) To adopt statements of policy or position for communication to the Association Members, the Trustees, the students, the Faculty, or others within or without the University community; and
- g) To make regulations necessary for the transaction of its business or the direction and management of the affairs of the Association, provided such regulations are consistent with these Bylaws.

ARTICLE VI COMMITTEES AND THEIR DUTIES

Section 1. There shall be six (6) standing committees: Organization, Nominating, Admissions, Alumni Recognition, Alumni Chapter and Engagement, Student/Alumni Relations and Development.

- a) Chairs of standing committees shall be appointed by the Executive Committee prior to the Fall meeting and serve a two-year term.
- b) Standing committees shall be appointed by the Executive Committee annually prior to the Fall meeting. Each committee shall include no less than three (3) Board members, and shall otherwise be composed as determined by the Executive Committee.
- c) *Ad hoc* committees may be appointed by the Executive Committee with the Board's approval.

Section 2. Organization Committee: It shall be chaired by the Vice President and composed of the Executive Committee and the Chairpersons of Standing Committees. The Vice President may ask Chairs of *Ad hoc* committees to serve *ex officio*, without vote. The purpose of the Organization Committee is to oversee the operation and composition of the Board. This Committee shall:

- a) Determine and annually evaluate the effectiveness of the Board in meeting its goals and objectives, judged against the Board-approved Mission, Goals and Objectives of the Association;
- b) Meet in a “retreat” setting each Summer to enhance the effectiveness of the Board’s operation;
- c) Review, at least annually, the composition and characteristics of the Board and evaluate the effectiveness of the body, its committees, and individual Directors, making recommendations to the Board as required;
- d) Examine, periodically, the size and structure of the Board and recommend necessary changes to the Board;
- e) Design and implement the orientation of newly-elected Directors to their responsibilities, to be carried out by the President prior to each Director’s first Board meeting in the Fall, and evaluate the content and effectiveness of the orientation by soliciting feedback from newly-elected Directors;
- f) Keep all Directors informed concerning their responsibilities, including in-person counseling of Directors who fail to meet them;
- g) Work with the Alumni Director to identify issues of University life, as well as higher education, that impact the University and its students and alumni, that merit Board consideration; and
- h) Develop communication initiatives aimed at keeping past Directors involved with the Association and engaged with the University.

Section 3. Nominating Committee and Elections: The Nominating Committee, appointed by the President with Board approval, shall be composed of: six (6) elected Directors; the President, who shall serve as Chair; the Vice President, and Alumni Director (who shall serve as recording secretary), all *ex officio*; and other Alumni Relations staff members as recommended by the Alumni Director. The purpose of the Nominating Committee is to nominate Association Members for: (i) election to the Trustees as “Alumni Association Trustees”; (ii) appointment to the Board of this Association; (iii) Directors to serve as Officers of this Association; and (iv) Faculty representatives for appointment to this Board. This Committee shall:

- a) At the Fall meeting of the Board, recommend candidates for **Alumni Association Trustees** to be nominated by the Board. Election of these candidates by Association Members shall be in the Spring pursuant to the University’s Code of Regulations and the following bylaws.
 - (1) **Criteria:** Nominations are made in one of two categories: Restricted (classes three to 20 years out of school) or Unrestricted (any class). The number in each category may vary following the guidelines in the University’s Code of Regulations. Alumni Association Trustees will serve one three-year term, and be eligible to serve one additional three-year term if nominated by the Association.

- (2) **Nomination Selection Process:** Identification of candidates may be sought through:
 - a. Nominees from prior years;
 - b. The President of the University;
 - c. Members of the Board of Trustees;
 - d. The Board;
 - e. Association Member recommendations;
 - f. The Ohio Wesleyan Magazine;
 - g. The Alumni Director; and
 - h. University administration, staff, students, and current and former Faculty.

- (3) **Review of Nominations:** The Alumni Director shall compile the names and biographical data of individuals identified for nomination to the Trustees, to be distributed to each committee member by the Fall meeting. The proceedings of the committee in arriving at nominations shall be kept confidential.

- (4) **Approval:** The Nominating Committee shall present the list of recommended candidates to the Board. By Majority Vote (as defined in Article VII of these Bylaws), the Nominating Committee shall recommend nominees to the Board for approval. Persons so recommended must receive a majority vote of the Board at the Fall meeting. Alternates may be chosen in the event one or more of the nominees, upon consultation, choose not to run.

- (5) **Election:** A postcard ballot will be included in the Winter issue of the Ohio Wesleyan Magazine with the name, class year, and brief biographical data for each candidate; in addition, electronic voting procedures will be included. Each Association Member shall have one vote. The Director of Alumni Relations will certify results to the candidates, the President of the University, the Chairperson of the Organization Committee of the Trustees, and the Chairperson of the Nominating Committee. Elected terms commence July 1.

- (6) **Vacancies:** Alumni Association Trusteeship vacancies shall be filled as soon as possible by Majority Vote of the Board after receiving nominations from the Nominating Committee.

- b) Prior to the Spring meeting, determine nominees for appointment as Directors to be considered by the Board at the Spring meeting.
 - (1) **Criteria:** Nominations are made in one of two categories: Restricted (graduating class within last ten years) or Unrestricted (any class). In making these selections due consideration should be given to the graduating class year, gender, ethnic diversity, and geographic location. The number of nominees may vary depending on the number of withdrawing incumbents.

 - (2) **Nomination Selection Process:** Identification of candidates may be sought through:
 - a. Nominees from prior years;
 - b. The President of the University;
 - c. Members of the Board of Trustees;
 - d. The Board;
 - e. Association Member recommendations;
 - f. The Ohio Wesleyan Magazine;

- g. The Alumni Director; and
 - h. University administration, staff, students, and current and former Faculty.
- (3) **Review of Nominations:** The Alumni Director shall compile and distribute to each committee member the names and biographical data of the nominees suggested for appointment to the Board. The Chair may conduct the nominating process by committee meetings via teleconferencing or email exchanges. The Chair shall conclude this process, including notification of the slate of candidates and alternates to the Executive Committee, at least 30 days prior to the Spring meeting. The proceedings of the committee shall be kept confidential.
 - (4) **Approval:** By Majority Vote, the Nominating Committee shall recommend appointees to the Board for its approval. The Chair of the Nominating Committee shall call each nominee to determine his/her interest in being appointed to the Board. Persons so recommended must receive a Majority Vote of the Board at the Spring meeting to be elected.
 - (5) **Appointment:** Each appointed member shall be notified by the Alumni Director. Appointed terms commence July 1. New Directors shall be sworn-in at their first Board meeting.
- c) Prior to the Spring meeting, determine a slate of nominees for **Officers** of the Association for consideration by the Board at the Spring meeting.
- (1) **Criteria:** Nominees must, at time of nomination, be members of the Board and have completed at least one year on the Board.
 - (2) **Nomination Selection Process:** Every three years following the Fall meeting, the Chair of the Nominating Committee shall request of the current Board nominations in writing for President and Vice President of the Association. Those Directors nominating candidates shall confirm in advance each nominee's willingness to serve.
 - (3) **Review of Nominations:** At least 30 days prior to the Spring meeting, the Chair of the Nominating Committee shall conduct the nominating process committee meetings via teleconferencing or email exchanges. Nominations shall be reviewed and a slate of Officers to be recommended by the Committee determined by Majority Vote. Proceedings of the committee shall be kept confidential.
 - (4) **Approval:** The Nominating Committee shall recommend a slate of Officers for the Association to the full Board at the Spring meeting. Nominations from the floor shall be in order. Officers shall be elected by a Majority Vote of the Board.
- d) Prior to the Spring meeting, determine a list of candidates for **Faculty Representative(s)** to the Association for consideration by the Board at its Spring meeting.
- (1) **Criteria:** Consider department, tenure and gender so as to create a broad and balanced representation of the Faculty.
 - (2) **Nomination Selection Process:** The Alumni Director will generate a list of nominees representing departments not recently represented and may solicit expressions of interest by, and recommendations from, the Faculty.

- (3) **Review of Nominations:** Biographical data for nominees shall be distributed to each committee member by the Alumni Director. At the Spring meeting, the Nominating Committee shall present the list of candidates to the Board. The proceedings of the committee shall be kept confidential.
- (4) **Approval:** By Majority Vote, the Nominating Committee shall recommend appointees to the Board of Directors for their approval. Persons so recommended must receive a Majority Vote of the Board at the Spring meeting. Alternates may be chosen in the event one or more of the nominees does not accept.
- (5) **Appointment:** Each appointed member shall be notified by the Alumni Director. Appointed terms commence July 1.

Section 4. Alumni Recognition Committee: It shall consist of at least six elected members of the Board and at least two non-voting members. The non-voting members shall include the Alumni Director and representatives from the **[Office of University Relations.]** The purpose of the Alumni Recognition Committee is to identify, nominate, research, and select honorees for the Distinguished Achievement Citation (“DAC”), Alumni Awards, Honorary Alumni status, Special Awards and Young Alumni Awards, and to assist the Alumni Office in publicizing and bestowing the awards.

- a) The **Distinguished Achievement Citation** seeks to recognize the life, work, and character of the University’s most outstanding alumni.
 - (1) **Criteria:** The person recognized must be an Association Member whose life is characterized by remarkable professional achievement or profound service to humanity or both. For these purposes, “professional achievement” means that the person has achieved and sustained a significant national reputation and recognition among colleagues for accomplishments and service to the particular profession, and “service to humanity” means that the person’s efforts over a significant period of time have directly and profoundly improved the quality of life for others. One deceased Association Member may be selected each year. Members of the Board and voting members of the Board of Trustees are not eligible for nomination or selection during their terms of service on their respective Boards.
 - (2) **Nomination Selection Process:** Identification of candidates may be sought through:
 - a. Nominees from prior years;
 - b. Association Member recommendations;
 - c. The Ohio Wesleyan Magazine;
 - d. The Board;
 - e. The Alumni Director;
 - f. University administration, staff, students, and current and former Faculty; and
 - g. Class reunion questionnaires.
 - (3) **Review of Nominations:** Utilizing the resources of the University’s Development Services Office and an assigned staff researcher, the Alumni Director shall compile the names and available biographical data of identified nominees and deliver individual information packages for each nominee to the Chair of the committee at the Fall meeting. The Chair shall assign each nominee to an Alumni Recognition Committee member who

shall further research, verify and assess the qualifications of said nominee. The assigned researcher shall work with the Alumni Office staff to prepare an executive summary on the nominee for distribution and presentation to the Committee at the Spring meeting, in a prescribed, uniform format. Proceedings of the Committee shall be kept confidential.

- (4) **Approval:** The Alumni Recognition Committee, acting by Majority Vote, may recommend to the Board one or more candidates in any given year, or may recommend none if the DAC criteria are not met. Up to four (4) persons (plus a deceased nominee, if warranted) may be recipients in any given year. The Chair of the Alumni Recognition Committee shall present a brief overview of each nominee's achievements to the full Board before moving the acceptance of the Committee's recommendation(s). Persons so recommended must receive a Majority Vote of the Board to be selected for a DAC. The Alumni Director shall inform the President of the University of persons to be so honored. The DAC shall be kept confidential until the honoree is notified and has accepted. Every effort should be made to present DACs to alumni during their class reunion weekend.
 - (5) **Presentation:** The President of the Association shall inform the selected honorees of their DAC. Honorees who decline the award shall have their wishes respected. A DAC and its presentation shall be scheduled and bestowed in such a manner as to be a source of great meaning for the recipient, pride for the honoree and the University, and inspiration to the students. Whenever possible, the President of the University, the Chairperson of the Trustees, and the President of the Association shall be present and involved in the presentation of the award. As with the ceremony, a DAC itself is to be an item that is formal, serious, and dignified. Provisions shall be made on campus for a lasting reminder of recipients of a DAC.
- b) The **Alumni Awards** recognize alumni who have performed outstanding service to the University.
- (1) **Criteria:** The person recognized must be an Association Member. The award shall be given for selfless service to the University and/or exceptional financial contributions. Members of the Board and voting members of the Board of Trustees are not eligible for the citation during their terms of service on their respective Boards, although selection by the Board may occur during such terms.
 - (2) **Nomination Selection Process, Review of Nominations, Approval and Award Presentation:** Essentially the same as those described previously for the DAC.
- c) **Honorary Alumni** status is conferred upon persons exhibiting consistent interest in and support of Ohio Wesleyan University.
- (1) **Nomination Selection Process, Review of Nominations, Approval and Award Presentation:** Essentially the same as those described previously for the DAC.
- d) **Special Awards** presented in response to special requests or needs:
- (1) **Nomination Selection Process, Review of Nominations, Approval and Award Presentation:** Essentially the same as those described previously for the DAC.
- e) The **Young Alumni Award** is given to alumni who have graduated in the last fifteen (15) years in

recognition of a commitment to excellence in post-collegiate life through a significant or ongoing commitment to extraordinary work, research, volunteerism or service to the University.

- (1) **Nomination Selection Process, Review of Nominations, Approval and Award Presentation:** Essentially the same as those described previously for the DAC.

Section 5. Admissions Committee: It will offer advice, counsel and support to the Admissions Office and Alumni/Parent Admissions Recruitment Team in recruiting new students and generating interactions among prospective students, students and alumni. Activities may include:

- a) Promoting, encouraging and undertaking admissions activity including outreach to prospective students and their families;
- b) Involving alumni in admissions activity by coordinating and promoting recruiting gatherings;
- c) Supporting Legacy recruitment efforts; and
- d) Presenting and reviewing materials respecting admissions, school activities, advertisements, articles, student alumni activities, and recruitment techniques used by the University and others.

Section 6. Alumni Chapter & Engagement Committee: It will assist the Alumni Relations Office in the organization and development of new alumni chapters and actively support existing chapters by undertaking the following activities.

- a) Existing Alumni Chapters: Review activities including leadership, events and training requirements; contact chapter in support of alumni gatherings; and share innovative and successful ideas from one chapter with all chapters;
- b) New Alumni Chapters: Recommend potential chapter leaders and steering committee members; identify training requirements; appoint Board liaison (where possible, from the chapter area or otherwise having a close association with the chapter) to assist chapter with developing events, including timetables, and cost estimates;
- c) Recommend alumni gatherings based on needs determined by the University; and
- d) Encourage community service in chapter activities.

Section 7. Student/Alumni Relations Committee: It will promote alumni/student activities and dialogue, and support the Career Services Office and the Office of Student Life, by engaging in the following activities.

- a) Review, develop, and implement programs for current students which introduce them to their future roles as alumni;
- b) Support community service events on campus, if possible and encourage participation by the Board, when available
- c) Execute annual senior class event;
- d) Execute at least one all-student event;

- e) Consider ways to extend alumni involvement and outreach to students earlier than the senior year; and
- f) Encourage and counsel students in career planning and networking.

Section 8. Development Committee: It will assist the Office of Development in identifying potential donors, fostering relationships with potential donors, showing appreciation to donors and being philanthropic leaders in the alumni community. Activities may include the following:

- a) Collaborate with the Development Staff to foster relationships with active donors and potential donors within the alumni community;
- b) Host targeted events based on the needs of the University and identified by the Development Staff;
- c) Express appreciation to donors identified by the Development staff for their generosity to the University;
- d) Support the University with a personal financial commitment and encourage others to do the same.

ARTICLE VII

MEETINGS AND QUORUM

Section 1. Meetings of the ASSOCIATION

- a) The Annual meeting shall be held Alumni Weekend.
- b) Special meetings may be called by the President or upon request in writing by one hundred (100) members of the Association. Notice of any special meeting shall be given in the Ohio Wesleyan Magazine or an alumni bulletin at least thirty days prior to the meeting, including the specific purpose for which the meeting has been called.

Section 2. Meetings of the BOARD

- a) There shall be not less than two (2) meetings per year held in the Fall and Spring of each academic year, such times and places to be determined by the Board in cooperation with the Alumni Director.
- b) Only in the event of an emergency may such designated meetings be cancelled.
- c) Purposes of these meetings shall be to:
 - (1) Meet as committees;
 - (2) Receive committee reports and vote on their recommendations;
 - (3) Receive reports concerning the affairs of the Association, the University and their respective constituent bodies;
 - (4) Elect Directors and Board Officers;
 - (5) Nominate candidates for election to the Trustees; and

- (6) Transact other such business as may properly come before the meeting.
- d) On ten (10) days written notice by the President or by any eight (8) members of the Board, a special meeting may be held at any time and place within the State of Ohio as designated in such notice. Attendance or absence at special meetings shall not be considered in connection with the requirements of Article V, Section 3.

Section 3. Quorum and Voting for BOARD Meetings

- a) Directors in attendance at any regular or special meeting shall constitute a quorum for the transaction of business at such meetings.
- b) Except as otherwise provided by law or these Bylaws, any action required or permitted to be taken by the Board shall be by affirmative vote of a majority (more than 50%) of the members present (a "Majority Vote").
 - c) No Director shall vote or act by proxy.
 - d) In the event of an emergency, any Board vote may be taken by mail and/or electronic ballot.

Section 4. Quorum and Voting for COMMITTEE Meetings

- a) Each committee shall meet at the call of the President or its Chair.
- b) The members of a committee in attendance at any meeting shall constitute a quorum.
- c) A Majority Vote shall be necessary for the passage of any action.

**ARTICLE VIII
LOCAL, COUNTY, AND STATE ALUMNI ACTIVITIES**

Section 1. A local University alumni chapter may be established in any community in cooperation with the Alumni Director.

Section 2. Any local, county, or state alumni chapter may determine its own governance, provided it shall not be inconsistent with these Bylaws or the University's Code of Regulations.

**ARTICLE IX
PARLIAMENTARY AUTHORITY**

The latest edition of Robert's Rules of Order, Newly Revised, shall govern all proceedings of the Association and the Board which are not covered in these Bylaws and are not inconsistent with the University's Code of Regulations.

**ARTICLE X
AMENDMENTS**

Amendments to these Bylaws may be made at any meeting of the Board provided each member shall have received written notice of the amendment at least thirty (30) days prior to voting. A Majority Vote shall be required for passage.