The University of Missouri–St. Louis Alumni Association Bylaws

Article I. Name and Authorization

The name of this association is the University of Missouri–St. Louis Alumni Association, herein referred to as the Association. The Association was formally chartered in 2005 as an independent, not-for-profit educational corporation within the State of Missouri.

Article II. Purpose

The purpose of the Association is to advance the mission, best interests, and welfare of the University of Missouri–St. Louis, herein referred to as the University, by supporting and maintaining the alumni activities of UMSL alumni.

The Association engages alumni, students, faculty, staff, friends, parents, and supporters of the University through various strategies aimed at fostering connections, providing value, and maintaining a sense of community among alumni. Programs and activities may be volunteer opportunities or educational, professional, or social in nature. Such programming shall be consistent with the mission of the University and its strategic short-term and long-term goals.

Furthermore, the Association functions as a communications link and as a motivating force to provide information, advocacy, and volunteer support to the campus administration on behalf of all members. Through the Association's programs and affinity groups, alumni are encouraged to support their alma mater and participate in building a greater University.

Article III. Membership

Section 1: Membership.
Membership in the Association is awarded to all people having earned a degree at the University. All members are eligible to serve on the Governing Board of Directors, herein called the Board, and/or its committees following the nomination and election procedures specified in the Bylaws.

Section 2: Honorary Membership.
The Board may bestow an honorary membership on anyone who has rendered outstanding service to the Association or to the University, by a majority vote of quorum. Nominations for Honorary Membership are vetted by the Governance Committee and presented to the Board for a vote.

Section 3: The Board may sometimes designate additional categories or individuals eligible for membership.

Article IV. Governing Board of Directors

Section 1: Powers and Duties. Directors are to fulfill the duties, responsibilities and standards of board membership. Directors exercise the fiduciary duty of care and loyalty to the purpose and best interests of the Association, and therefore of the University, to ensure that it is always acting in accordance with its purpose. Directors will oversee and approve the Association's annual operating plan and goals.

Section 2: Eligibility. Any Association member can serve on the Board through the methods specified in the Bylaws.

Section 3: Composition. Board members serve on behalf of all alumni; therefore, the Board's composition should be reflective of the diversity of the UMSL alumni body. The Board is comprised of the following:

a. **Directors.** A maximum of 20 Directors is elected to the Governing Board.
b. **Officers.** Four of the 5 Officers – President, Vice President, Secretary, Treasurer – are chosen from and elected by the Governing Board. The immediate Past President continues to serve as an Officer following his or her term as President.
c. **Ex-officio non-voting members.** Ex-officio non-voting Board members include the Executive Director of the Association and the University's Vice Chancellor of Advancement. The Board may annually appoint additional ex-officio non-voting Board members to accomplish its responsibilities more effectively.

Section 4: Terms.

a. **Directors.** Directors serve for a term of two years and may be elected to no more than three consecutive full terms. Directors selected as Officers continue to serve until their third term expires or they cycle out of the Officer succession plan, whichever comes first. To be eligible for additional service as a director, a one-year hiatus following three consecutive terms of service is required.
b. **Officers.** Each Officer serves for a term of two years. The President and the Vice President will serve one term in each office. The Board, however, through the Governance Committee, may nominate an officer for a second, consecutive two-year term when the Board determines it is in the best interest of the Association. The Treasurer and Secretary may be elected to other Officer positions but cannot be re-

elected to the current office held. An individual may not hold two Officer positions simultaneously. The Immediate Past President serves a term of two years.

   i. **Succession.** The Vice President is expected to succeed the President. If, for any reason, the Vice President does not ascend to the presidency, then the Board of Directors shall vote on a successor vetted through the Governance Committee.

Section 5: Nominations.
The **Governance Committee** oversees Director nominations and evaluations.

a. The Executive Director maintains the record of terms of the Board members and presents the number of term renewals and vacancies to the Governance Committee.
b. The Secretary of the Board issues an annual call for Director nominations on behalf of the Board to the membership requesting alumni names be sent to the Executive Director for review by a date specified in the communication.
c. No nominations for election to the Board will be accepted from the floor of a Board meeting.
d. The Governance Committee also evaluates Directors for renewing terms.

Section 6: Elections.
Elections are held annually or as needed due to vacancies.

a. The Governance Committee reviews a list of nominations for new or renewing Directors prepared by the Executive Director and presents the slate to the Board for a vote.
b. The names of the newly elected and renewing Directors will be communicated to the Association membership.

Section 7: Vacancies.

a. **Vacancies during the fiscal year.** Vacancies among the Directors and Officers of the Board may be filled by a majority vote of the remaining Directors and Officers of the Board. Board members elected in this manner will serve out the balance of the vacated term and are eligible thereafter to be elected to a full term and may be nominated and elected pursuant to Section 4 of this Article of these Bylaws.
b. **Vacancies due to a Director being elected to an office.** If a Director of the Board is elected to an Officer position during the annual nominating and election process and prior to the expiration of that Director's term, the Governance Committee will identify and nominate a Director from the Association membership to serve the

balance of the vacated term. The Director may be elected pursuant to Section 6 of this Article of these Bylaws.

Section 8: Removal.

a. Any Board or committee member may be removed for a just and stated cause, as outlined in the Code of Conduct agreement, Conflict of Interest statement and Confidentiality agreement, by a vote of the majority of the Board at a regular or special meeting of the Board, provided this intention is included in the notice of the meeting.
b. The Code of Conduct agreement, Conflict of Interest statement and Confidentiality agreement shall be signed annually by all Board and committee members.
c. The Governance Committee will review all violation cases and make the recommendation for removal to the Board for a vote.

Section 9: Compensation. The Officers and Directors will perform the duties set forth in these Bylaws and serve without compensation.

Article V. Quorum and Conduct of Meetings

Section 1: Quorum. A majority of the voting Board members, which must include either the President or the Vice President (or their designee), constitutes a quorum for the transaction of all business and a majority of those voting Board members present is sufficient to adopt any resolution of the Board.

Section 2: Meetings. The Board shall meet a minimum of twice annually at such times and places as determined by the Executive Director in consultation with the President. Notice of each meeting is given by the Association's Executive Director by physical or electronic means at least fourteen days before the meeting. Board members may participate in Board meetings from remote locations by telephone conference, video, and/or Internet presence. Board members participating remotely are counted as present to achieve a quorum.

Section 3: Annual Meeting. The Board shall also hold an annual meeting to discuss general business of the Association, at such time and place as determined by the Executive Director in consultation with the President. The Secretary shall invite all members to attend the annual meeting with notice given by physical or electronic means at least fourteen days before the meeting date.

Section 4: Electronic Ballot. Voting may occur outside regularly scheduled meetings by quorum consent of the Board. Voting Board members may cast their ballots via an electronic portal established by the university as defined by processes determined by the Board. Such a vote is binding provided the number of voting Board members who cast votes by electronic portal represents a quorum.

Article VI. Officers and Governance Committee

Section 1: Officers. The Officers of the Board are President, Vice President, Treasurer, Secretary and Immediate Past President.

Section 2: President. The President presides at all meetings of the Association, Board and Governance Committee. Additional duties of the President include:

a. To act as primary liaison with the Executive Director, and therefore, the University of Missouri–St. Louis and the Board.
b. To chair the Governance Committee.
c. To appoint all Standing and Special Committee chairs, subject to approval by the Governance Committee.
d. To serve as ex-officio non-voting member of all Committees.
e. To represent the Association as an ex-officio member of the University of Missouri–St. Louis Chancellor's Council.
f. To perform other duties as the Board may assign.

Section 3: Vice President. The Vice president represents the Association at the request of the President. Specific duties of the Vice President include:

a. To fulfill the duties of the President in his or her absence.
b. To participate as a member of the Governance Committee.
c. To serve as chair of the Affinity Leadership Council.
d. To accede to the Presidency at the end of term. If the Vice President is unable or unwilling to accede, a successor to the President shall be chosen as outlined in Article 4, Section 8 of these Bylaws.
e. To perform other duties as the Board may assign.

Section 4: Treasurer. Specific duties of the Treasurer include:

a. To review the budget and finances, as prepared by the Executive Director, with the Governance Committee and the Board.
b. To ensure all funds of the Association are properly administered according to established financial policies and procedures.

c. To participate in the annual independent audit.
d. To serve as a member of the Governance Committee.
e. To perform other duties as the Board may assign.

Section 5: Secretary.
Specific duties of the Secretary include:

a. To draft minutes of all meetings of the Governing Board and the Governance Committee and submit to the Executive Director for presentation to the Board.
b. To ensure that all approved minutes are kept on file in the UMSL Office of Alumni Engagement.
c. To call for nominations for Board service from the membership.
d. To call for nominations for Awards from the membership.
e. To communicate the annual meeting date and place to the membership.
f. To participate as a member of the Governance Committee.
g. To perform other duties as the Board may assign.

Section 6: Immediate Past President.
The **Immediate Past President** advises the Executive Director and the Officers of the Association and serves as a member of the Governance Committee. The Immediate Past President may perform other duties as the Board may assign.

Section 7: Governance Committee.
The Governance Committee is comprised of the Governing Board Officers, chairs of Standing and Special Committees and up to 3 additional Directors. The Executive Director serves as an ex-officio non-voting member.

The Governance Committee is first responsible for the annual review of the Bylaws and assures Board operations meet requirements set forth by the Bylaws. The Governance Committee reviews the Executive Director's fiscal duties, including budget preparation, expenditures, annual audit and investments towards compliance and achievement of strategic goals. The Governance Committee reviews the slate of nominations prepared by the Executive Director for candidates for Board service and Association Awards. The Committee presents a proposed list of nominations willing to serve on the Board in accordance with the requirements in the Bylaws. The Committee oversees the orientation of new Directors and ensures the leadership planning and succession strategy of the Association is followed.

The Governance Committee meets as is necessary to conduct the business of the Association. The Committee is authorized to act for the Board, carry out policies as established by the Board, account to the Board for any action, whenever taken, and complies with the policies and procedures established by the Governance Committee. The Secretary distributes the minutes of the Governance Committee meetings to all Board members.

Article VII. Executive Director

Section 1: The University's Chief Alumni Officer also known as the **Executive Director** of the Association and Associate Vice Chancellor of Alumni Engagement (herein referred to as "Executive Director") serves as the Chief Executive Officer of the Association and is the official liaison with University administration. The Executive Director is a paid employee of the University, reporting to the Vice Chancellor of Advancement, and as such, shall coordinate the University's institutional advancement efforts with the Association and vice versa.

Section 2: The **Executive Director** of the Association shall set the strategic direction of the Association, in collaboration with the President and Board. The Executive Director also administers the Association's budget to achieve annual and long-term goals and provides staff support for Association activities. The Executive Director is responsible for the Association's daily operations.

Section 3: The **Executive Director** is an ex-officio non-voting member of the Board and of all Standing Committees. The Executive Director acts as the Corresponding Secretary to the Board and to the Governance Committee, and as such, send regular communications, including official notices of meetings, to the Board. The Executive Director ensures the proper maintenance of Books and Records as described in Article XI.

Section 4: In the event of a vacancy in the Executive Director position, the Vice Chancellor of Advancement appoints a new Executive Director of the Association in consultation with the President of the Association and Chancellor of the University.

Article VIII. Committees of the Governing Board of Directors

Section 1: Committees. The Association has three types of Committees of equal influence and authority that advance the purpose of the Association: Standing Committees, Special Committees and Ad Hoc Committees.

a. **Committee Chairs.** The President, in collaboration and with approval of the Governance Committee, appoints chairs for each Standing and Special Committee by the beginning of each fiscal year. All Committee chairs are selected from the Board members. Chairs for all Committees are also members of the Governance Committee.

b. **Committee Membership.** The chair of each Committee selects the members of their Committee from Board members and the Association at large at the beginning of each fiscal year. Each Standing Committee must have at least three Board members. Each Special Committee must have at least two Board members.
c. Each Standing and Special Committee complies with Committee-specific policies and procedures approved by the Board.

Section 2: Standing Committees.

Standing Committees are accountable to the Board and are created or dissolved only by amendment of these Bylaws. The following Standing Committees are always in place and necessary to ensure the core business functions of the Association: **Affinity Leadership Council, Alumni and Student Engagement** and **Advocacy.**

a. **The Affinity Leadership Council** is chaired by the Vice President of the Board and is comprised of the alumni affinity group leaders and three Board members. The Affinity Leadership Council is responsible in facilitating and communicating the Association's strategic direction with the affinity group leaders, helping to inform strategic programs and activities to achieve alumni engagement goals. The Committee meets a minimum of twice per fiscal year. The Affinity Leadership Council ensures that all alumni affinity groups comply with organizational objectives set forth in the Bylaws concerning goals and outcomes.
b. **Alumni and Student Engagement Committee.** The Alumni and Student Engagement Committee builds awareness, relevancy and loyalty among all UMSL alumni and defines the features and benefits of being an active alum. The committee also works to connect alumni with current and prospective students.
c. **Advocacy Committee.** The Advocacy Committee advances the University of Missouri–St. Louis by encouraging alumni and friends to effectively communicate issues critical to the University of Missouri–St. Louis and higher education with the Missouri Legislature, elected officials and Missouri citizens. The committee serves the University of Missouri–St. Louis through grassroots networking and building long-lasting relationships with elected officials.

Section 3: Special Committees.

The Governance Committee, with approval by the Board, may create or dissolve Special Committees, other than Standing Committees, to address strategic initiatives of the Association. The Board authorizes Special Committees for a specific length of duration.

Section 4: Ad Hoc Committees.
Ad Hoc Committees may be established by the President in consultation with the Board for a specific purpose as needed.

Article IX. Alumni Affinity Groups

Section 1: Definition.
Alumni affinity groups are determined by a sizable number of alumni who come together with common interest and desire to support the University. Groups are formed around a college/unit, area of study, geographical location, professional interest, or other such shared interest and apply for recognition status from the Board. Groups may call themselves “chapters,” or “groups,” or “councils,” etc. but they shall not refer to their group as an “association.”

Section 2: Approval and Recognition.
Board-approved policies and procedures outline the approval process for alumni affinity groups to be recognized on an annual basis. Groups are led by a bi-annually elected chair or group of Officers. One principal alumni volunteer shall serve on the Affinity Leadership Council. Recognized alumni affinity groups receive strategic direction and support from the Association to achieve alumni engagement goals.

Section 3: Purpose.
The purpose of alumni affinity groups shall be to increase alumni engagement in service to their college/unit, to current students, and to the University in general.

Article X. Books and Records

Section 1: Minutes.
Minutes and supporting documents of each Board, Governance Committee and Standing Committee meetings will be maintained and filed in the Office of Alumni Engagement.

Section 2: Financial Records.
Correct and complete books, records, and financial accounts are maintained and filed in the Office of Alumni Engagement.

Section 3: Contracts and Agreements.
Contracts and Agreements are maintained and filed in the Office of Alumni Engagement.

Section 4: Policies and Procedures.
The Governance Committee shall maintain policies and procedures for the Board, its committees and alumni affinity groups by reviewing bi-annually, or when the need arises. Copies of policies and procedure documents are filed in the Office of Alumni Engagement.

Article XI. Indemnification and Insurance

Section 1: Indemnification.
The Association will, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an Officer, Director or employee of the Association, or was serving at the request of the Association as a Director of Officer against all expenses and liabilities, including, without limitation, attorney's fees, claims, causes of action, judgments, fines, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding, in which he or she may become involved by reason of his or her service in such capacity.

Section 2: Insurance.
The Association shall purchase and maintain insurance for the benefit of any person on behalf of whom insurance is permitted to be purchased by Missouri law against any expense, liability or loss, whether the Association would have the power to indemnify such person under Missouri or other law. The Association shall also purchase and maintain insurance to insure its indemnification obligations whether arising hereunder or otherwise.

Article XII. Governing Board Corporate Policies

All Directors, Officers and Committee members of the Board are required to review these Bylaws and sign corporate policies outlined in this Article each fiscal year.

Section 1: Volunteer Code of Conduct. The Officers and Board of the Association owe a fiduciary obligation and strict duty of loyalty to the Association. Discussions of Association business among Board and Committee members and University staff shall be respectful with all parties seeking first to understand and assuming positive intent. Officers, Directors and Committee members, including ex-officio members, will conduct themselves in accordance with the Association's Volunteer Code of Conduct. Refusal or failure to sign the Code will result in the nullification of the Director's, Officer's or Member's appointment, whichever the case shall be.

Section 2: Conflict of Interest. Board and Committee members are charged with the responsibility for recommendations and decisions that in their judgment best serve the long-range interests of the University of Missouri–St. Louis and the Association. In discharging this obligation, they should assiduously avoid placing themselves, UMSL, or the Association in any situation involving actual or perceived conflicts of interest. Refusal or failure to sign the Conflict of Interest Statement will result in the nullification of the Director's, Officer's or Member's appointment, whichever the case shall be.

Section 3: Confidentiality. To encourage and foster open and candid discussion at its meetings, the Board believes confidentiality must be maintained. Refusal or failure to sign the Confidentiality Agreement will result in the nullification of the Director's, Officer's or Member's appointment, whichever the case shall be.

Article XIII. Amendments

These Bylaws may be amended by a majority vote of the Board at any regular or special meetings at which a quorum is present. Proposed amendments must be distributed to the Board at least fourteen days prior to the regular or special meeting at which the amendments are to be considered.

Article XIV. Rules of Order

The rules contained in ***Robert's Rules of Order Newly Revised*** shall govern the meetings of the Board and Association in all cases to which they are applicable and in which they are consistent with these Bylaws.