

Norwich University Alumni Association By-Laws (20 April 2016 Revision)

Article I. Name, Office, Duration and Purpose.

1.01. Name.

The name of this association is Norwich University Alumni Association (referred to herein as the "NUAA" or the "Association").

1.02. Principal Office.

The principal office of the Association shall be located at Hassett House, Norwich University, Northfield, Vermont (the "University") or wherever the Board of Directors of the Association (the "Board of Directors") shall from time to time designate the location of the principal office.

1.03. Duration.

The duration of existence of this Association shall be perpetual.

1.04. Purpose.

The purpose of this Association shall be defined by its Vision and Mission Statements. The Association and its Board of Directors are responsible for developing and implementing those action plans and activities that best meet the spirit of the Vision and Mission Statements.

- **Vision Statement:** We are committed to creating a unified, informed, and proud body of alumni who will collectively involve themselves with the interests and activities which perpetuate Norwich University and the Norwich family.
- **Mission Statement:** The mission of the Norwich University Alumni Association is to promote the Norwich experience and the bond that exists between Norwich University and its alumni. The NUAA will champion the vision, guiding values¹, principles and traditions of Norwich through activities and communications which build camaraderie, commitment and lifetime relationships.

1.05. University Relationship.

The NUAA recognizes the unique and historic relationship that exists between it and the University, specifically the alumni office and that offices staff. Duties and responsibilities of each to the other will be defined in a Memorandum of Understanding. The Memorandum of Understanding will be reviewed and updated every two years following the election of a new president of the NUAA. This review will be conducted by the executive committee and the senior representative of the University to the alumni office.

Article II. Members.

2.01. Membership.

The members of the association shall consist of (1) the graduates of the University; (2) those students that have completed four semesters of a four-year program; two semesters of a two-year program; half the requirements for a graduate degree (18 of 36 credits); and (3) honorary degree recipients. A membership list shall be kept on file at the registered office of the association and shall be subject to inspection by any member at any time during University business hours.

¹ The values of Norwich are embodied in an institutional spirit that collectively engages the president of the University, trustees, faculty, staff, alumni, friends, parents, cadets and students who together strive to educate young men and women to become citizens and citizen-soldiers. The fundamental traditions of Norwich University celebrate the Corps of Cadets and the participation of its members in all events past, present and future that demonstrate honor, courage, patriotism, and self-sacrifice. Norwich is committed to the educational principles of CPT Alden Partridge who established a scientific and classical curriculum within a disciplined military environment dedicated to public service.

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2.02. Annual Meeting.

An annual meeting of the general membership shall be held each year at Norwich University during Homecoming weekend. Any business to be placed on the agenda must be submitted in writing to the designated alumni officer no later than 30 days prior to the annual meeting.

2.03. Special Meeting.

Special meetings of the members, for any purpose or purposes, may be called by the President of the Association, or a majority of the Board of Directors. Participation at special meetings may be in person or by other means, when so directed by the Board of Directors.

2.04. Notice.

Written or printed notice, stating the place, day and hour of the meeting and in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered before the date of the meeting, either personally, by mail, email, or notice in the *Record*.

2.05. Quorum/Majority Vote.

Votes by the general membership of the Norwich University Alumni Association shall occur only at properly called special meetings. The participation of 25% or more of the Association's members shall constitute a quorum for the transaction of business by the Norwich University Alumni Association except as otherwise provided by statute or by these Bylaws. When a quorum is reached for a special meeting, the vote of the majority of the members participating shall decide any question brought before the meeting.

2.06. Method of Voting.

Each member shall be entitled to one vote on each matter submitted to a vote at the annual meeting of members. At special meetings of the members, every member having the right to vote may vote in person. Votes shall be by such means as called for by the Board of Directors.

Article III. Organization – Officers and Agents.

3.01. Number; Qualification; Election; Term.

- a. The Association shall have: (1) a President, (2) a First Vice President, (3) a Second Vice President, (4) a Financial Officer, (5) a Secretary, and such other officers and assistant officers and agents as the Board of Directors may think necessary.
- b. Officers of the Association shall be members of the Association
- c. The President, Vice Presidents and Financial Officer shall be elected by the Board of Directors at the spring meeting of the Board of Directors immediately preceding the expiration of an officer's term or whenever a vacancy exists. Officers may be elected by the Board of Directors to fill a vacancy at any meeting, whether regular or special. Candidates for an office must have completed one year on the Board of Directors as of the date at which they will take office. If the President, when elected, has already served three years of his/her second term immediately preceding his/her election, he/she may continue on the Board for a fifth year.
- d. The President may not be elected to succeed him/herself, but Vice Presidents, Financial Officer may be so elected as long as their term of re-election will be completed on or before the expiration of their term as Directors.
- e. Unless otherwise specified by the Board of Directors at the time of his or her election or appointment, each officer's term shall end at the conclusion of the Spring meeting, except the President who shall be elected to a two-year term. Each officer shall serve until the end of his or her term, or if earlier, his or her death, resignation, or removal.

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- f. No two offices may be held by the same person.
- g. Newly elected officers shall assume their respective offices upon the expiration of the officers' terms to which they were elected to succeed.

3.02. Officers.

- a. **President:** The President shall preside at all meetings of the Board. The President shall be the chief executive officer of the Association and shall have general management of the business and affairs of the Association. The President shall see that all orders and resolutions of the Board are carried into effect, and shall perform such other duties and have such other powers as the Board of Directors shall from time to time prescribe.
- b. **First Vice-President:** The First Vice-President, in the absence of the President, shall assume the duties and have all the responsibilities of the President. The First Vice-President shall perform such other duties and have such other powers as the Board of Directors shall from time to time prescribe or as the President may from time to time delegate.
- c. **Second Vice-President:** The Second Vice-Presidents shall perform such other duties and have such other powers as the Board of Directors shall from time to time prescribe or as the President may from time to time delegate.
- d. **Financial Officer:** The Financial Officer shall monitor the budgets of the Board of Directors and of its various committees and shall work with University staff concerning the allocation of NUAA designated funds and NUAA endowments to the University. The Financial Officer shall monitor the financial aspects of all affinity programs of the NUAA. The Financial Officer shall also participate with and assist other Executive Committee members as directed by the NUAA President. The Financial Officer shall be prepared to brief the President or members of the Board of Directors regarding financial issues related to the NUAA or its Board of Directors when requested to do so.
- e. **Secretary:**
 - 1. The Secretary or his/her designee shall attend all meetings of the Board of Directors and record all votes, actions and the minutes of all proceedings and shall perform like duties for the executive and other committees when required.
 - 2. The Secretary shall give, or cause to be given, notice of all meetings of the members and special meetings of the Board of Directors.
 - 3. The Secretary shall be under the supervision of the President. He or she shall perform such other duties and have such other powers as the Board of Directors shall from time to time prescribe or as the President may from time to time delegate.
- f. **Executive Committee:** The Executive Committee of the Board of Directors shall consist of the President, the Vice Presidents, the Financial Officer and the Secretary.

3.03. Directors.

The business and affairs of the Association shall be managed by the Board of Directors who may exercise all such powers of the Association and perform all such lawful acts and things as are not, by Statute directed or required to be exercised or done by the members.

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3.04. Faculty/Staff Liaisons.

Faculty/Staff Representatives may be selected by the Board of Directors from within the faculty and staff of Norwich University. The Faculty/Staff Liaisons will act as a non-voting representative of the faculty and staff to the Board for a term set by the Board of Directors. The Faculty/Staff Liaisons will advise the Board of Directors with regard to appropriate matters of mutual interest or concern with the alumni and will perform liaison between the Board of Directors and the Faculty and Staff of Norwich University.

3.05. Student Liaisons.

Student Liaisons may be selected to provide guidance to the Board or its committees on any Student/Alumni activity and to bring to the Board the perspective of younger and new alumni. Student Liaisons will act as nonvoting representatives of the students for a term set by the Board of Directors and may include all Norwich lifestyles; including corps of cadets and civilian, as well as the Norwich School of Graduate Studies.

3.06. President Emeritus.

If, at the completion of a term of office as President of the NUAA, the outgoing President has not completed their current term as a Director, the outgoing President may select to remain a full voting Director of the Board for their remainder of that term. If the outgoing President's current terms as a Director has expired, or if the outgoing President chooses not to complete the remainder of their term as a Director, the immediate Past President of the NUAA shall be its President Emeritus. The President Emeritus will be an honorary member of the Board of Directors and the Executive Committee with no specified duties other than to provide advice and assistance in the conduct of Association business. The term of office will commence upon completion of the term as President and will continue until the term of the current President is complete. The President Emeritus will be welcome, but not required, to attend scheduled Board meetings. The President Emeritus will have no vote in Board of Directors proceedings. The President Emeritus will be expected to attend the Board of Directors Meeting and the Association Annual Meeting on the one year anniversary of assuming the President Emeritus position. The position of non-voting President Emeritus shall not constitute a "term" as an Elected Director for purposes of determining the number of consecutive terms.

3.07. Committees.

The Association shall have such standing and special committees as the Board of Directors shall from time to time create. Committees designated to address long term issues shall be created, altered or dissolved by simple majority vote of the Board of Directors. The President shall also have the power to create temporary or special committees to address topics that are not of a long term or persistent nature. Assignments to committees shall be made by the Officers of the Board of Directors.

Article IV. Procedure and Administration.

4.01. Number of Directors.

The number of directors of the Association upon adoption of these Bylaws shall be twenty-four (24).

4.02. Length and Number of Terms.

Each Director elected shall hold office for a term of four (4) years and until his/her successor shall be duly elected and qualified. The term of each director shall begin upon being notified of their election and terminate at the commencement of the first meeting following the four year anniversary of becoming a Director. Elected directors may serve no more than two (2) consecutive terms.

4.03. Nomination.

Each year candidates shall be nominated to succeed the directors whose terms are expiring that year. The nominating committee shall also nominate candidates for any vacancies created by an increase in the size of the Board of Directors.

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4.04. Qualification.

Directors shall be graduates of Norwich University who as such are members of the Association; those alumni that have completed four (4) semesters of a four-year program; two (2) semesters of a two-year program; half the requirement for a graduate degree (18 of 36 credits); or an honorary degree recipient.

4.05. Removal.

Any one or more of the directors or officers may be removed at any meeting of the directors called expressly for that purpose, by the affirmative vote of at least two thirds (2/3) in number of the directors entitled to vote at any meeting of the directors. A director shall automatically be removed for purposes of this paragraph upon the failure of the director to attend two (2) consecutive meetings or three (3) meetings within a two-year period beginning with the first absence, of the Board of Directors unless the Executive Committee finds that the absenteeism was unavoidable and did not interfere with the director's effective service on the Board.

4.06. Resignation.

A director, officer or agent may resign by giving written notice to the President or Secretary. The resignation shall take effect at the time specified in it, or immediately, if no time is specified. Unless it specifies otherwise, a resignation takes effect without being accepted. Directors who are compelled to resign due to military deployment shall be entitled to fill the next available vacancy on the Board following their return from deployment without need for a vote by the Board of Directors selecting them for to fill the vacancy.

4.07. Vacancies.

Any vacancy occurring in the Board of Directors, whether by death, resignation, removal or creation of a new directorship, may be filled by an affirmative vote of a majority of the remaining directors.

4.08. Election of Directors and Officers.

The directors elected each year shall be elected by a majority vote of the members. At each such election, every member shall have the right to cast one vote for as many persons as there are directors to be elected. Officers shall be elected by a majority vote of the members.

4.09. Place of Meeting.

Meetings of the Board of Directors, regular or special, shall be held at the place stated in the notice of the meeting or a waiver of notice.

4.10. Annual Meeting.

The annual meeting of the Board of Directors shall be held without further notice preceding the annual meeting of members, and at the same place; unless, by unanimous consent of the directors then elected and serving, the time or place is changed.

4.11. Regular Meetings.

Regular meetings of the Board of Directors may be held at such time as determined by the Executive Committee.

4.12. Special Meetings.

Special meetings of the Board of Directors may be called by the President on twenty (20) days notice to each director, either personally, by mail, by fax or by e-mail.

4.13. Quorum/Votes.

At meetings of the Board of Directors a majority of the number of directors fixed by these Bylaws shall constitute a quorum for the transactions of business. When the Board of Directors votes other than during a Regular or Special meeting, a quorum shall be established by the participation in the vote by a majority of the number of directors fixed by these Bylaws. Unless otherwise specified by the Bylaws or

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by statute, votes shall be by simple majority. During regular or special meetings, only Directors present at the meeting may vote. Methods of voting when the Board is not in season shall be at the discretion of the President.

4.14. Procedure.

The Board of Directors shall keep regular minutes of its proceedings. The minutes recorded and signed by the Secretary shall be placed in the minute book of the Association.

Article V. General Provisions.

5.01. Fiscal Year.

The fiscal year of the Association shall begin on the first (1st) day of June each year and end the following May thirty-first (31st).

5.02. Amendment of Bylaws.

These Bylaws may be altered, amended, or repealed by the Board of Directors by:

- a. A simple majority vote of the full membership of the Board of Directors at any regular or special meeting, provided that notice of the proposed alteration, amendment, or repeal is contained in the notice of the meeting; or
- b. A 3/4 affirmative vote of the full membership of the Board of Directors at any regular or special meeting without prior notice; or
- c. A 3/4 affirmative vote of the full membership of the Board of Directors during any vote held while the Board of Directors is not meeting, where notice of the proposed alteration, amendment, or repeal has been provided to all directors.

Notice, on the change in the by-laws, shall be delivered not less than seven (7) or more than fifty (50) days before the date of the meeting or vote, either personally, by mail, or by email by or at the direction of the President of the Association, to each member of record entitled to vote at the meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the member at his/her address with postage thereon prepaid.

5.03. Notice.

Whenever, by statute, these Bylaws, or otherwise, notice is required to be given to a member, director, or committee members, and no provision is made as to how the notice shall be given, it shall not be construed to mean personal notice, but any such notice may be given:

- a. In writing, by mail, postage prepaid, by fax, or by e-mail, addressed to the director, committee member, or member at the address on the books of the association.
- b. In another method permitted by law. Any notice required or permitted to be given by mail shall be deemed given at the time when the same is thus deposited in the United States mail.

5.04. Construction and Severability.

Whenever the context so requires, the masculine shall include the feminine and neuter, and the singular shall include the plural and conversely. If any portion of these Bylaws shall be invalid or inoperative, then so far as is reasonable and possible:

- a. The remainder of the Bylaws shall be considered valid and operative, and

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- b. Effect shall be given to the intent manifested by the portion held invalid or inoperative.

5.05. Table of Contents: Headings.

The table of contents and headings are for organization, convenience and clarity. In interpreting these Bylaws, they shall be subordinated in importance to the other written material.

5.06. Rules of Procedure.

When these Bylaws do not specify procedures to be followed, Robert's Rules of Order, Newly Revised, shall be used as a guide.