

**BY-LAWS OF THE SAINT MARY'S UNIVERSITY of MINNESOTA
ALUMNI ASSOCIATION & BOARD OF DIRECTORS**

**ARTICLE 1
MISSION**

Revised: September 2016

The Saint Mary's University of Minnesota Alumni Association, and in particular the Saint Mary's University of Minnesota Alumni Board of Directors, seeks to advance the mission of Saint Mary's University of Minnesota by establishing ongoing and mutually beneficial relationships between the University and its alumni. This shall be done by meeting the following strategic objectives:

- Continuation and growth of friendships developed during the university years will be fostered and nurtured through sponsorship of, attendance at, and participation in alumni and university activities and events, both on the campuses of the university and in areas where alumni reside.
- Programs and services of the university will be advanced by alumni who assist and interact with students, university faculty and other personnel.
- Alumni will play a meaningful and effective role in the recruitment of new students.
- Alumni will assist students in career development through networking and mentoring, as well as securing both summer and full time employment
- The advancement efforts of the university will be enhanced by increasing alumni participation.
- Provide alumni with lifelong learning opportunities.
- To assist the university in fostering diversity

**ARTICLE II
GENERAL PROVISIONS**

Section 1: General Purpose

The general purpose of these Bylaws is to define the Saint Mary's University of Minnesota Alumni Association – herein referred to as "the Organization" – and the responsibilities of the Alumni Board of Directors as it represents the alumni membership.

Section 2: Fiscal Year

The Organization's fiscal year begins June 1st and ends May 31st.

Section 3: Title

This document shall be known as "Bylaws of the Saint Mary's University of Minnesota Alumni Association, Winona, Minnesota" herein referred to as "Saint Mary's Alumni Association By-Laws."

Section 4: Pecuniary Gain

This Organization shall not afford pecuniary gain, incidentally or otherwise, to its members.

Section 5: Location

The locations of this Organization shall be at Saint Mary's University of Minnesota in the city of Winona, County of Winona, State of Minnesota and at Saint Mary's University of Minnesota Schools of Graduate and Professional Programs in the city of Minneapolis, County of Hennepin, State of Minnesota.

Section 6: Definitions

Alumni Association

The Organization shall comprise all alumni of the Saint Mary's University of Minnesota.

Alumni Board of Directors

The Alumni Board of Directors shall be the representative body of the Organization.

Executive Committee

The executive committee of the Alumni Board shall consist of the President, President-elect, Committee Chairpersons, and the Executive Director of the Alumni Board

Members

All *bona fide* former students of the university who are promoting or have promoted the welfare of the university through active interest, effort, or gifts are members of the Association and shall be known as active members. *Bona fide* former students who are also employees of the university may participate in the Alumni Board, however only in an *ex officio* capacity.

ARTICLE III GOVERNING BODY

Section 1:

The Organization shall be directed by the Alumni Board of Directors and its empowered committees and chapters.

Section 2: Voting and Non-Voting Members of the Alumni Board

The Alumni Board shall consist of the following directors:

- (1) Nineteen (19) directors, with replacement directors elected each year for a single term of three (3) years. A minimum of six board members must have an SGPP degree.

- (2) The President of Saint Mary's University; or the President's designated alternate, The Vice President for Development and Alumni Relations, *ex officio*
- (3) The Director of Alumni Relations, *ex officio*, who will serve as Executive Director of the Alumni Board.

The directors are the voting members of the Organization; the *ex officio* members are non-voting members, except the President of the university who may only vote in the event of a tie.

Section 3: Quorum

A majority of the members of the Alumni Board shall constitute a quorum. A quorum is necessary to transact official business.

Section 4: Nominations

The Board Development Task Force shall submit to the board a list of nominees equal to the number of board vacancies for evaluation and approval, giving due regard to the proportional representations by graduation year, gender and geographic regions and the university's degree programs. Directors shall be elected by the Alumni Board after acceptance of their nominations.

Section 5: Committees

The Alumni Board may create or dissolve committees as needed; each committee shall have at least one member from the Alumni Board. Each committee shall be directed by a chair. The chairs may select individuals from the Alumni Board and from the members of the Organization to serve on committees. Committees must have a defined mission and associated goals and a defined time for existence, all of which must be approved by the Alumni Board. Committee chairs shall periodically report to the Alumni Board on the progress of their specific projects.

Section 6: Meetings and Notice

The Alumni Board shall meet as deemed appropriate and where appropriate. Meeting dates shall be provided to the members of the Alumni Board by the Executive Director at least six months in advance. Notice of the proposed meeting agenda shall be provided by the Executive Director at least two (2) weeks prior to the meeting. Requests by members of the Board of Directors for reimbursement of expenses (travel, meals and lodging) incurred relative to their attendance at each Board meeting will be honored by the Executive Director, consistent with university policy. At least one meeting per year shall be held on the Twin Cities campus.

Section 7: Annual Meeting

The annual meeting of this Organization shall be held during the month of June at the time and place designated by the President of the Organization. Notice of the proposed agenda shall be provided by the Executive Director at least two (2) weeks prior to the annual meeting.

Section 8: Organizational Meeting

The first organizational meeting of this Organization shall occur on the first meeting following the annual meeting.

Section 9: Special Meetings

Special meetings may be called by the President of the Organization, the Executive Committee, or the Alumni Board. Notice of such meetings shall be provided at least ten (10) days prior to the date of the meeting.

Section 10: Length of Term

Directors shall serve a term of three (3) years, with the exception of those directors elected to fill unexpired terms. Those elected to fill unexpired terms may, upon the completion of the unexpired term, be immediately eligible for election to a full three-year term. All candidates pursuing re-election for a second terms may do so immediately following completion of the first term or may choose to pursue re-election at a later time. The President-elect shall serve a term of one (1) year. The President shall serve a term of two (2) years. The term of the president as a board member may be extended beyond the six-year term limit in cases where the first year of the Presidency commences on the individuals sixth year.

A maximum of three terms per lifetime shall be allowed for board members. While the first and second terms can be consecutive, a minimum of ten (10) years must exist between the ending of the second (2nd) term and the beginning of the third (3rd) term.

Section 11: Vacancies

Vacancies on the Alumni Board shall be filled by a majority vote of the Alumni Board. The following individuals should be considered as nominees for Alumni Board vacancies: 1) unelected candidates from previous Board elections; and 2) nominees submitted by current Board members. The nominee receiving the largest number of votes will be selected to fill the existing vacancy. The Executive Director will contact the nominee elected by the Alumni Board. If this nominee does not accept, the vacancy will be offered to the nominee receiving the second-largest number of votes

Section 12: Voting

Each director of the Alumni Board present shall be entitled to one vote upon each matter submitted to a vote of the Alumni Board.

ARTICLE IV OFFICERS

Section 1: Officers

The officers of this Organization shall be a President, a President-elect, the Chairperson from each committee, and the Executive Director, each of whom shall be a member of the Organization.

Section 2: Election

The Board of Directors will elect the President and the President-elect of the Organization from among its members. Inasmuch as the President serves a two-year term, election of the President will occur bi-annually at the last scheduled meeting of the year. The President-elect serves a one-year term; the election of the President-elect will occur bi-annually at the mid-point of the two-year term of his/her predecessor. Terms shall commence effective June 1. Qualifications for these positions shall include a minimum of one year of service on the Board.

At the end of the President's term, the President-elect may be confirmed as President by a majority vote of the Alumni Board at the last scheduled meeting of the year. If the President-elect is not confirmed as President by a majority vote, then a new President of the Organization shall be elected by the Alumni Board from among its membership at the time of the last scheduled meeting of the year.

Section 3: Vacancies

Vacancy in the office of President of the Organization shall be filled by the President-elect who shall serve until the next annual meeting of the Board. In the event of such succession, the Board shall elect a new President-elect to fill the unexpired term at its next regular or special meeting.

In the event of concurrent vacancies in the offices of President and President-elect, the executive committee and the officers shall elect a President by majority vote, said President to serve until the next annual meeting.

ARTICLE V DUTIES AND RESPONSIBILITIES OF OFFICERS AND DIRECTORS

Section 1: Duties and Responsibilities of Officers and Directors

The duties and responsibilities of officers and directors of this Organization include, but are not limited to, the following:

- (1) Generate support for the university,
- (2) Attend all meetings during their term,

- (3) Participate on assigned committees and complete the assigned duties of said committees,
- (4) Participate in the philanthropic efforts of the university,
- (5) Assist in the development and implementation of alumni programs and events in the area and attend sponsored events,
- (6) Assist in providing internships and job opportunities, both summer and permanent, for university students and alumni,
- (7) Assist in designated programs and events of homecoming,
- (8) Promote the activities and programs of the Organization and of the university,
- (9) Encourage prospective students and their parents to pursue their undergraduate and/or graduate educational goals at the university,
- (10) Nominate individuals for election to the Alumni Board,
- (11) Nominate individuals for the annual alumni awards of the Organization,
- (12) Respond to questions, comments and requests from the Alumni Relations Office.

Section 2: Duties of Officers

President's Duties

The President of the Organization shall be the principal executive officer of the Organization and subject to the control of the Alumni Board. The President shall, in general, supervise and control all of the business and affairs of the Organization. The President shall, when present, preside at all meetings of the members and of the Alumni Board and of the Executive Committee, and in general, shall perform all duties incident to the office of the President of the Organization and such other duties as may be prescribed by the Alumni Board or the Executive Committee from time to time.

President-elect Duties

In the absence of the President of the Organization, or in the event of the President's death, inability or refusal to act, the President-elect shall perform the duties of the President of the Organization, and when so acting, shall have all the powers of and be subject to all restrictions placed upon the President of the Organization.

Committee Chair's Duties

The Chair of each committee shall be a member of the Alumni Board and shall serve as an officer of the Organization. Chairs will have defined goals and objectives for the committee and be responsible to delegate the tasks associated with fulfilling those goals to committee members. Chairs may call committee meetings throughout the year and notice of such meetings shall be provided to the committee members, President and Executive Director at least ten (10) days prior to the date of the meeting. Committee chairs shall periodically report to the Alumni Board of the progress with their specific projects.

Executive Director's Duties

The Executive Director is responsible for: (a) keeping the minutes of the Alumni Board's meetings in one or more books provided for that purpose; (b) to see that all notices are duly given in accordance with the provisions of these bylaws; (c) being custodian of the records of the Organization; (d) keeping a register of the contact information of each member; (e) in general, performing all duties incident to the office of Executive Director and such other duties as from time to time may be assigned by the President of the university or the Alumni Board

Executive Committee Duties

The Executive Committee shall have such duties and authority as may be delegated to it by the Board. It also shall have the full power of the Board to take such action as may be necessary or appropriate in the event of an emergency or other exigent circumstances, as determined by either the President of the Alumni Board, the Director of Alumni Relations or the Vice President for Development and Alumni Relations. The Executive Committee may, upon a majority vote, remove any director of the Alumni Board or any officer of a local chapter approved by the Alumni Board. Such removal shall be made when, in the sole opinion of the Executive Committee, said director or officer is not fulfilling his/her responsibilities to the university.

ARTICLE VI RECORDS

The Alumni Relations Office will house all records pertaining to alumni.

ARTICLE VII CHAPTERS

Section 1: Application

Application for chapter status must be made to the President of the Alumni Board through the Alumni Relations Office and shall be accompanied by a list of organizers and first officers and also a list of purposes and aims of the proposed chapter.

Section 2: Chapters

Local Chapters may be chartered by the Organization upon majority vote of the Alumni Board. Such approval shall be required for each proposed chapter.

Local chapter officers (which will include President, Secretary and Treasurer) will be elected annually by chapter members. Organizational structure of chapters will be incorporated into the bylaws of each separate chapter. The bylaws of the local chapters must be approved by the Alumni Board.

**ARTICLE VIII
AWARDS**

Annually the Board of Directors shall present the Distinguished Alumnus, Sports Hall of Fame, Alumni Appreciation, Religious Service, and Outstanding Young Alumni awards to individuals who have been selected by the Alumni Board. The criteria for determining recipients of the Distinguished Alumnus, Sports Hall of Fame, Alumni Appreciation, Religious Service, and Outstanding Young Alumni awards are established by the Alumni Board and may be amended by a majority vote of the Alumni Board.

**ARTICLE IX
AMENDMENTS**

These Bylaws may be amended only by the Alumni Board. Proposed amendment(s) shall be submitted in writing to the President and submitted by the President to the Alumni Board for consideration at its meeting. A two-thirds (2/3) majority vote of the Alumni Board shall be required to make any proposed amendment effective.