



BYLAWS
(REVISED 11.12.16)

ARTICLE I

Name, Purpose and Mission

Section I. Name

The name of the organization is Saint Leo University Alumni Association.

Section II. Mission

The mission of the Saint Leo University Alumni Association is to foster a mutually beneficial relationship between Saint Leo University and its alumni by: promoting active alumni participation and involvement through on-campus and regional programs; serving as an advocate for the university's mission, plans and purpose; identifying and encouraging the enrollment of quality and diverse students; assisting in gathering philanthropic support; and recognizing university alumni and friends who are distinguished by their loyalty, professional achievement, and community service. In fulfilling this mission, the Saint Leo University Alumni Association will insure that all of its efforts and activities are consistent with the university's values, strategic objectives, policies, and procedures.

ARTICLE II

Membership

Individuals who meet the criteria set forth in the Association's constitution shall be members in the Association. Member categories are active, honorary, and ex officio. Members have the right to participate in activities sponsored by Saint Leo University and its Alumni Association; to participate in committee and volunteer opportunities, and to receive all Association publications and notice of general meetings held under the auspices of the Association.

ARTICLE III

Management of the Association

Section I. Saint Leo University Alumni Association Board of Directors

The management of the Association is vested in its Board of Directors and it shall be responsible for oversight of the organization's mission, vision and planning, monitoring and assessing its programs, and interpreting the university to the alumni community and the alumni community to the university. Each member understands the importance of and agrees to annually support the University.

Composition of the Board of Directors will represent the university's diverse alumni populations and shall have a minimum of 15 and a maximum of 30 elected members. One-third of the maximum number of members shall be elected annually. If not at maximum members, and at the Board's option, a number exceeding the one-third maximum may be elected annually to fill open three year terms. The Director of Alumni Engagement and Sustained Giving, employed by Saint Leo University, shall serve as a non-voting, ex officio member of the Board of Directors; also, the Director serves as parliamentarian of all meetings and is the primary liaison between the Alumni Association and the Saint Leo University administration.

Section II. Board Members

The President of the Association shall call upon the Committee for Board Development to receive, interview and nominate candidates for election. The notice of Board openings and election process shall be determined by the Board of Directors. Newly elected members will serve for one three year term. Members in good standing may apply to serve a second consecutive three year term, but must pass through the interview and nominating process a second time. No member may serve more than two consecutive three year terms. Partial terms are excluded when considering consecutive terms, but members may not serve more than one partial term before and or after their two consecutive terms. Members must leave the board after serving the second consecutive three years or partial term; however, the member may reapply as a candidate after a one year waiting period.

ARTICLE IV **Officers**

Section I. Election of Officers

At its annual meeting, the Board of Directors, shall elect a President, Vice President, Secretary and Treasurer from its membership. A slate of officer candidates shall be compiled by a nominating committee consisting of: the Past President as chair (in his/her absence the chair will be appointed by the President), the chairperson of the Committee for Board Development (in his/her absence the President will appoint a replacement from a member of the Board), and three at-large Board Members, appointed by the committee chair, preferably with expiring terms. Anyone seeking election may not serve on the nominating committee. The Director of Alumni Engagement and Sustained Giving shall serve as an ex officio member of the nominating committee. The candidate receiving a majority of votes for each office shall be elected and hold office until their successors are elected and have been qualified.

Section II. Terms of Office

- A. The President, Vice President, Secretary and Treasurer shall serve a one-year term of office commencing on July 1, or as otherwise determined by the Board of Directors. Officers shall not be eligible for election to the same position for more than two consecutive one-year terms. Partial terms are excluded when considering two consecutive terms.

- B. The immediate Past President, whose board term has expired, shall serve as an ex officio, non-voting member of the board for a one-year term as Past President, following his/her term as President. In the event there is no immediate Past President because their term has expired, the immediate Past President may serve for another one year term.

Section III. The Officers Duties

- A. The President shall provide general supervision and leadership for all organizational programs and policies, shall preside at all meetings of the Association, the Board of Directors, and the Executive Committee and shall be an ex officio member of all standing committees of the Association.
- B. The Vice President, in the absence of the President, shall fulfill the duties of the President.
- C. The Past President in chronological order shall provide counsel to the President and the Board of Directors and shall serve as an ex officio member of the Committee for Association and Board Development and the Executive Committee.
- D. The Secretary shall keep the minutes of all meetings of the Board of Directors and the Executive Committee, and submit them to Board Members within 3 days of their approval. The Secretary may audit from time to time the official records of the Alumni Association as housed in the office of Alumni Engagement and Sustained Giving.
- E. The Treasurer shall oversee the financial activities of the Association and make appropriate reports as required. Expenditures of Association funds will be recommended by the Treasurer and managed by the Director of Alumni Engagement in accordance with university policy.

ARTICLE V

Executive Committee

Section I. Committee Membership

The Executive Committee shall be comprised of the elected officers of the Association, which include the President, Vice President, Secretary and Treasurer. The President shall serve as Chair of the Executive Committee. The Past President and the Director of Alumni Engagement and Sustained Giving serve as ex officio members. The Executive Committee may add to itself other Board of Directors or Association members who the Executive Committee deems shall be necessary in the furtherance of the Association's business subject to a confirmation vote of the majority of the Board of Directors present at the next Board meeting.

Section II. Responsibilities

The Executive Committee is authorized by the Board of Directors to manage all business and affairs of the Association and the Board between regular and special meetings. The Executive Committee may not alter or rescind the Constitution, Bylaws, strategic plan, or remove any officer from office. The Executive Committee may fill vacancies on the Board or the offices of the Association arising from unexpired terms; all subject to a confirmation vote of the majority of the Board members present at the next Board meeting.

ARTICLE VI **Records**

Official records of meetings of the Association, its Board of Directors and Executive Committee, as well as Association-sponsored activities, shall be maintained in the office of Alumni Engagement and Sustained Giving and made available to Board of Directors and committee members on request.

ARTICLE VII **Association Committees**

Alumni Association committees shall provide opportunities for members of the Association and elected Board Members to share their time, talent, and spirit on behalf of Saint Leo University. Volunteers from the Association are always welcome and a volunteer list will be maintained in the office of Alumni Engagement and Sustained Giving. Board Members will be assigned annually to serve on committees by the President in consultation with the Director of Alumni Engagement and Sustained Giving. A Chairperson, appointed by the President, shall oversee each standing and ad hoc committee.

Section I. Standing Committees of the Association

There shall be a minimum of three standing committees of the association. The committees are:

- A. **Committee for Activities and Programs**
The Committee for Activities and Programs is responsible for planning and supporting activities that reconnect, engage, and benefit Saint Leo University alumni. Association activities should be designed to engage alumni, encourage volunteerism, and promote leadership. Sub-committees may be designated as needed.
- B. **Committee for Board Development**
The Committee for Board Development is charged with ensuring clarity of purpose for the Association and its Board of Directors. The committee also serves as the Board's nominating committee, and is responsible for receiving, interviewing and nominating candidates for election. This committee is responsible for ongoing board development and periodic self-assessment. Sub-committees may be designated as needed.
- C. **The Committee for Communication and Advancement**
The Committee for Communication and Advancement shall work with the office of Alumni Engagement and Sustained Giving to ensure that the Alumni Association has an effective communication plan ensuring periodic, ongoing, appropriate communication with the university and its alumni stakeholders. The committee is charged with providing leadership. Sub-committees may be designated as needed.

Section II. Committee Membership

Committee chairs shall select committee members, referring to the list of volunteers maintained by the office of Alumni Engagement and Sustained Giving. Each committee shall have a minimum of three members chosen from the board. The President and Director of Alumni Engagement and Sustained Giving and/or a designated university representative shall serve as ex officio, non-voting members on all committees.

Section III. Ad Hoc Committees

Other committees may be created and members appointed as the Executive Committee, Board, or Director of Alumni Engagement and Sustained Giving from time to time, as deemed necessary or advisable.

ARTICLE VIII

Meetings

Section I. Meetings of the Association

A. Annual Meeting

An annual meeting of the Association shall be held within a time and place designated by the Board.

B. Special Meetings of the Association

Special meetings may be held at the call of the President of the Association or upon written request of a majority of the members of the Board of Directors.

C. Notice of Meetings of the Association

Notice of all meetings of the Association, whether annual or special, shall be given by the President or the Director of Alumni Engagement and Sustained Giving by letter or prominent notice in an alumni publication not less than 30 days prior to the date of the meeting. Notice of any special meeting shall state the purposes of the meeting. No business shall be transacted at a special meeting that does not relate to the purposes stated in the notice.

D. Quorum

A quorum at any meeting of the association shall consist of a majority of the members at the meeting in person or by proxy.

E. Voting

Every member of the association shall have the right to cast one vote in person, by proxy, by mailed vote, or by electronically submitted proxy vote, provided these votes are received by the office of Alumni Engagement and Sustained Giving by 3:00 p.m. (Eastern Time) on the day before the date of the meeting. A representative of the Office of Alumni Engagement and Sustained Giving shall deliver these votes to the President of the Association and the Board of Directors at the scheduled time and place of the meeting.

Section II. Meetings of the Board of Directors

A. Regular Meetings of the Board of Directors

Regular meetings of the Board of Directors shall be held at a time and place determined by the President of the Association, consulting with the Director of

Alumni Engagement and Sustained Giving. General membership may attend any Board of Directors meeting

B. Special Meetings of the Board of Directors

Special meetings of the Board of Directors may be called at any time by any two members of the Executive Committee or upon the request of one-third of the directors. The objectives of the meeting must be set forth in both the call for and the notice of the meeting. No business is transacted at a special meeting that does not relate to the purposes for which it was convened.

C. Notice of Meetings of the Board

Notice of all meetings of the Board, whether annual or special, shall be given by the President or the Director of Alumni Engagement and Sustained Giving by letter or electronic means not less than 30 days prior to the date of the meeting. The Executive Committee, by majority vote, may waive the advance notice provision in case of emergency.

D. Quorum

A quorum at any meeting of the board of directors shall consist of a majority of the voting members of the Board present at the meeting.

E. Meeting Attendance

Any member of the Board who is absent from two consecutive regular meetings of the Board, except for reasons accepted as sufficient by the Executive Committee, or who ceases to be an active member of the Association, ceases to be a member of the Board, and the Board may elect a member to the vacancy for the unexpired term.

Section III. Meetings of the Executive Committee

A. Regular Meetings of the Executive Committee

The Executive Committee of the Board of Directors shall meet at least quarterly and/or within 30 days of each Board of Directors meeting. Members may participate in meetings by conference call, if necessary.

B. Special Meetings of the Executive Committee

Special meetings may be held at the call of the President of the Association or Director of Alumni Engagement and Sustained Giving, as necessary.

C. Quorum

A majority of the voting members of the Executive Committee shall constitute a quorum for the transaction of business at all meetings.

ARTICLE IX

Rules of Procedure

Section I. Official Year

The official year of the association begins on the first day of July and ends on the last day of June.

Section II. Rules

Robert's Rules of Order, Revised shall govern all meetings.

ARTICLE X
Conflict of Interest

A Board Member shall be considered to have a conflict of interest if he or she has existing or potential financial or other interests that impair or appear to impair his or her independent, unbiased judgment in the discharge of his or her responsibilities to the Association; or if that Board Member is aware that a member of his or her family has financial or other interests that would impair or appear to impair the member's independent judgment in the discharge of his or her responsibilities to the Association. For the purposes of this provision, a family member is defined as a spouse, parent, sibling, child, or any other relative residing in the same household as the Board Member.

All Board Members shall disclose to the President and the Director of Alumni Engagement and Sustained Giving any possible conflict of interest at the earliest practical time. Further, the Board Member shall absent him or herself from discussions of, and abstain from voting on, such matters under consideration by the Board of Directors or its committees. The minutes of such meeting shall reflect that a disclosure was made and that the member with a conflict or possible conflict abstained from voting. Any Board Member who is uncertain as to whether a conflict of interest may exist in any matter may request that the board or committee resolve the question in his or her absence by majority vote. Each Board Member shall complete and sign a disclosure form provided annually by the Director of Alumni Relations.

Article XI
Periodic Board and Board Member Assessment

Section I. Purpose

The Board of Directors through the Committee for Board Development shall conduct a self-study of its stewardship annually. The purpose of the self-assessment is to:

- A. help the Board strengthen its performance;
- B. strengthen Board leadership,
- C. clarify strategic goals and objectives for the Board;
- D. ensure that the Board has a clear grasp of its responsibilities;
- E. strengthen relationships among board members, the Association, and the university; and
- F. clarify expectations among Board Members, office of Alumni Engagement and Sustained Giving staff, and the university.

Section II. Responsibilities

The Director of Alumni Engagement and Sustained Giving will work closely with the President and Executive Committee of the Board to design a process to periodically review the board's work. The President of the Association and the Director of Alumni Engagement and Sustained Giving shall be responsible for ensuring appropriate follow up.

Article XII

Review and Amendment of Bylaws

Section I. Bylaws Revision

These bylaws shall supersede all other bylaws and shall become effective immediately upon ratification by (a) a two-thirds majority vote of the Board of Directors voting; (b) review by university legal counsel; and (c) approval by the Advancement Committee of the university on behalf of its Board of Trustees.

Section II. Amendments

The bylaws may be amended by a two-thirds majority vote of the Board of Directors voting at any properly notified regular or special meeting, provided that notice of the proposed change(s) is made available 20 days before such meeting.

Section III. Bylaws Review

These bylaws shall be reviewed periodically by the Secretary of the Board of Directors and the Executive Committee. The Secretary and the Executive Committee shall recommend any necessary changes to the Board of Directors who may ratify, alter or rescind as outlined in this Article.

Approved:

University Legal Counsel

Board of Trustees