

Constitution of the Union College Alumni Association

ARTICLE I. NAME

The name of this association shall be called: UNION COLLEGE ALUMNI ASSOCIATION (herein referred to as the "Association").

ARTICLE II. PURPOSE

The general purpose of this Association shall be to promote the general welfare and effectiveness of Union College, through:

1. Strengthening the ties between former students of Union College and the College;
2. Stimulating the interest and activity of the alumni of Union College;
3. Preserving and furthering the mission of Union College;
4. Participating in further development of Union College;
5. Active participation in fundraising & promotional activities.

ARTICLE III. MEMBERS

SECTION 1. Regular membership in the Association shall be extended to all alumni, including graduates of Union College and all other former students who have earned credit hours toward a degree, diploma or certificate.

SECTION 2. Honorary members of the Association shall be those persons who have evidenced particular interest in the welfare of Union College and desire to associate themselves in the activities of this Association and shall be admitted as such, upon approval of the Board of Directors, excluding the right to vote or hold office as a member of the Association.

SECTION 3. There shall be no dues for members or honorary members.

SECTION 4. To be entitled to vote in Alumni Association elections, a member must have made a contribution in the preceding fiscal year.

ARTICLE IV. OFFICERS

SECTION 1. The officers of the Association shall be: President, President-Elect, Secretary/Treasurer, and Executive Secretary.

SECTION 2. Duties of Officers.

A. PRESIDENT:

The President of the Association shall be its chief executive. The President shall preside at all meetings of the Association, and at meetings of the Executive Committee and Board of Directors. The President shall represent the Association in and at all functions and activities required by his or her office, including meetings of the Union College Board of Trustees. The President, with the advice and consent of the Executive Committee, shall appoint all committees of the Association. The President shall also serve on the Union College Board of Trustees as a designated trustee in accordance with the Board of Trustees policy.

B. PRESIDENT-ELECT:

The President-Elect shall be an assistant to the President of the Association, and in the absence of the President, shall exercise the power of the President, and shall serve on the Executive Committee. The President-Elect shall also serve on the Union College Board of Trustees as a designated trustee in accordance with the Board of Trustees policy.

C. SECRETARY:

The Secretary shall take the meeting minutes of each meeting. The secretary shall be a member of all committees, and will also serve in the executive committee.

D. EXECUTIVE SECRETARY:

The Director of Alumni Relations for Union College shall serve as the Executive Secretary of the Association, and shall also serve on the Executive Committee. The duties of the Executive Secretary are to:

- (1) be chief assistant to the Association;
- (2) store minutes of all Association meetings;
- (3) be the chief financial officer of the Association;
- (4) manage the affairs and daily operations of the Alumni Office;
- (5) make expenditures and collect funds for the Alumni Association account held by the College.

SECTION 3. The President-Elect will assume the role of the President whenever a vacancy occurs. When there is no President-Elect, the Alumni Association Board of Directors will elect a person to fill the vacant office from nominations provided by the Nominating Committee.

SECTION 4. The term of office for the President, and President-Elect is two years. The term of office will commence on January 1 and conclude on December 31 of the following year. Officers will not be eligible to serve in the same officer position for more than two consecutive terms.

ARTICLE V. BOARD OF DIRECTORS

SECTION 1. The management of this Association shall be vested in a Board of Directors, consisting of the officers of this Association, at least 12 but not more than 20 members-at-large elected by the Board of Directors from nominations provided by the membership. The Vice President for Advancement, and the Director of Alumni Relations shall serve as ex-officio members of the Board with voting privileges. The President of the Student Government Association shall serve as an ex-officio member without voting privileges.

SECTION 2. The Association's 12-20 elected board members will each serve for a term of three years, beginning on January 1. The Board will be structured through its elections so that approximately one-third rotate off each year to provide for continuity. Members of the Board of Directors will not be eligible for election to more than two consecutive terms, but are not restricted from returning to service after a one year absence.

SECTION 3. In addition to the annual Association meeting, the Board of Directors will meet at least one time each year, at a time and place to be determined by the Board of Directors and announced to its members a reasonable time in advance. Typically, there will be a spring and fall meeting.

SECTION 4. A simple majority of the whole number of elected board members and officers shall constitute a quorum, and a majority of the votes cast at a regularly convened meeting shall be sufficient to approve all matters of business.

SECTION 5. The Board of Directors may act through the Executive Committee, which is comprised of the officers of the Association, two other at-large members from the Board of Directors, the Vice President for Advancement and the Director of Alumni Relations. The Executive Committee will meet as needed.

SECTION 6. If, for any reason, a board member fails to uphold the standards of Union College and the Alumni Association Board of Directors, his or her membership on the Board may be terminated by a vote of the President, President-Elect, Secretary, Vice President of Advancement, and the Director of Alumni Relations.

ARTICLE VI. ELECTION

SECTION 1. Election of the members of the Board of Directors shall be held on an annual basis.

SECTION 2. Nominations from the membership for all elected members of the Board of Directors shall be received by the Nominating Committee. Opportunities for nominations from the membership shall be available through the Alumni Office and at the annual meeting. The Nominating Committee report shall be presented to the Board of Directors for ratification. The Board of Directors shall elect its members from the nominations presented to the Nominating Committee through the membership. Newly elected Board members will be announced on the Union College website.

SECTION 3. The Nominating Committee shall endeavor to nominate a slate of candidates for the Board of Directors who will appropriately represent the membership of the Association.

SECTION 4. Any vacancies among board members shall be filled through appointment by the Director of Alumni Relations for the individual's unexpired term.

ARTICLE VII. MEETINGS

SECTION 1. An annual meeting of the Association shall be at Union College during Homecoming weekend, or at such other time as the Board of Directors may determine.

SECTION 2. Any number of members present at a meeting of the Association shall be considered a quorum, and a majority of the votes cast at a regularly convened meeting shall be sufficient to approve all matters of business.

SECTION 3. The rules of procedure in all meetings of the Association and of its Board of Directors shall be governed by the latest edition of Robert's Rules of Order, as modified by this Constitution.

SECTION 4. In meetings of the Association, the Board of Directors, or the Executive Committee, any business may be transacted that is presented in written agenda form and pre-approved by the President of the Association and the Director of Alumni Relations at Union College at least two weeks prior to each meeting.

SECTION 5. The following shall be the usual order of business at regular meetings of the Board, but the order may be suspended or changed at any time by the vote of a majority of the board members present:

- (1) Call to Order;
- (2) Roll Call;
- (3) Action on Minutes of Previous Meeting;
- (4) Reports of Officers of the Association;
- (5) Reports of Standing Committees;

- (6) Reports of Special Committees;
- (7) Unfinished Business;
- (8) New Business;
- (9) Adjournment.

ARTICLE VIII. COMMITTEES

SECTION 1. Committees shall be appointed by the President of the Association, subject to the approval of the Executive Committee.

SECTION 2. Standing committees shall include:

(1) **Executive Committee.** The Executive Committee shall be responsible for the execution of matters referred to the Committee by the Board and shall report all action to the Board at its next meeting. It shall also have power to make recommendations to the Board and to act for the Board on all matters which arise between Board meetings, such action subject to ratification by the Board at its next meeting. The Executive Committee shall consist of the officers of the Association and two at-large members of the Board of Directors. The Vice President for Advancement and the Director of Alumni Relations shall be ex-officio, voting members of the Executive Committee. Meetings of the Executive Committee may be called by the President of the Association or the Director of Alumni Relations.

(2) **Nominating Committee.** The Nominating Committee is responsible for identifying candidates for election to the Board under provisions outlined earlier. It shall consist of at least five members, including at least one officer of the Board.

(3) **Governance Committee.** The Governance Committee is responsible for updates and amendments to this Constitution. The President shall appoint at least three Board members to serve on this committee.

SECTION 3. Special and ad hoc committees may be appointed as needed.

SECTION 4. The Director of Alumni Relations shall be an ex-officio, voting member of each committee.

SECTION 5. Non-Board members may be appointed to standing and special committees, except to the Executive Committee. However, Board members will always constitute a majority of the members on all committees.

ARTICLE IX. AFFILIATION

SECTION 1. This Constitution and all transactions affected by any part of this Association shall be consistent with the Charter and By-laws of Union College. No action of the Board of Directors or the Association may supersede the authority of the Union College Board of Trustees.

ARTICLE X. AMENDMENTS

SECTION 1. This Constitution may be amended at any annual meeting of the Association by a two-thirds vote of those present and voting thereon, provided the proposed amendment or amendments shall have first been submitted in writing to the Board of Directors and favorably acted upon by them.

SECTION 2. Any subsequent amendments to this Constitution after ratification must also be approved by the President of Union College and the Board of Trustees.

SECTION 3. This Constitution, upon ratification by the Board of Directors, shall immediately replace any prior foundational document, with terms of office and service being unaffected.