

**CONSTITUTION  
of the  
GRACELAND UNIVERSITY ALUMNI ASSOCIATION**

**Article I – Name**

The name of the organization shall be the Graceland University Alumni Association.

**Article II – Objectives**

The objectives of the Association are:

1. To promote the welfare of Graceland University; and
2. To foster a close, mutually beneficial relationship between Graceland University and its alumni and friends, and;
3. To support the president, trustees, faculty, and staff in the advancement of the University.

**Article III – Members**

All former students having completed twelve (12) semester hours or more at Graceland University and all faculty and former faculty of Graceland University are members of the Association.

**Article IV – Meetings of Members**

An annual meeting of members of the Association shall be held at Graceland University at the time of Homecoming Weekend, on a day and at an hour named by the President of the Association with respect to each meeting, to confirm the Association's Board of Directors, and to act upon such other matters as may properly come before the meeting. Meetings of members at other times and places shall be called by the President at the request of a petition of one hundred association members or at the request of a majority of the members of the Board of Directors.

Members may vote by ballot or show of hands at the annual meeting. An absentee ballot shall be included in the summer issue of the official alumni publication and deadline for returning said ballot shall be the date of the annual meeting. Each member shall have one vote for each Director's position to be filled and one vote on each other matter submitted to the members for decision.

**Article V – Directors**

Section 1. Board of Directors. The government of the Association shall be vested in the Board of Directors. All Directors must be members of the Association. The Board shall consist of not less than twelve nor more than twenty-four Directors, the exact number to be specified from time to time by resolution of the Board of Directors. A maximum of sixteen Directors shall be nominated by the Board of Directors and confirmed by the Association members at their annual meeting. A maximum of eight additional Directors may be appointed by the Board of Directors. One faculty member representing the Lamoni campus and one faculty member representing the Independence campus shall be appointed by the Dean of Faculty; each to be a voting member of the Board of Directors. Each Director shall serve for a term of four years commencing on the calendar year following the date of his/her election/appointment.

Section 2. The Board of Directors shall have responsibility for and authority with respect to all of the business of the Association, with full power and authority to manage and conduct the same.

## **Article VI – Officers**

Section 1. The officers of the Association shall be a President, a Vice-President, a Secretary, and a Director of Alumni Programs.

Section 2. The President, the Vice-President, and the Secretary shall be elected from among the Directors, by majority vote of the Board of Directors at the spring meeting of the Board, to be seated at the summer meeting of the Board, and shall serve a term of two years. No person shall hold more than one office simultaneously.

Section 3. Although the Director of Alumni Programs is an officer of the Association, the Director of Alumni Programs is an employee of Graceland University. The Board President or an appropriate committee of the Association shall confer with and make suggestions to the President or other officials of the University as to the employment of the Director of Alumni Programs, who does not need to be a member of the Association. The Director of Alumni Programs is a non-voting officer of the Board.

## **Article VII – Amendments**

This Constitution may be amended by a majority vote of the Board of Directors at any regular or special meeting, the amendments as passed by the Board of Directors being thereafter submitted for approval to the members of the Association at the next annual meeting. Upon obtaining the approval of a majority of the members present and voting at such meeting, the proposed amendment shall be deemed effective.

# **BYLAWS of the GRACELAND UNIVERSITY ALUMNI ASSOCIATION**

## **Article I – Directors**

Section 1. Vacancies. In case of a vacancy through death, resignation, disqualification or any other cause other than expiration of term, the remaining Directors, by the affirmative vote of a majority of such Directors present at any meeting of the Board, may appoint a successor to hold such directorship for the remainder of the unexpired term. Vacancies occurring as a result of the expiration of term of nominated and confirmed Directors shall be filled by nomination by the Board and confirmed by the members at the annual meeting of Association members. Vacancies occurring as a result of the expiration of term of appointed Directors shall be filled by appointment by the Board of Directors at a regular meeting of the Board in accordance with Article II, Sec. 3 of the by-laws.

Section 2. Meetings. The Directors shall hold a meeting in the spring of each year (“*Spring Meeting*”) to organize and train the Board, elect officers, appoint committees, and conduct such other business as may come before the Board. The Directors shall also hold a meeting in the summer of each year (“*Summer Meeting*”) to seat newly elected officers and newly appointed committee members, and to conduct any other business that may come before the Board.

A ten day written notice shall be given to constitute a meeting properly convened. The Board shall have power to act on nominations for award recipients via telephone polling by an officer of the Board. A meeting is also properly convened if every member of the Board of Directors is present or shall have waived notice.

Directors may vote only in person.

Section 3. Special Meetings. Special meetings of the Directors may be called at any time by the Director of Alumni Programs upon order of the President. Special meetings shall also be called by the President upon written request of three members of the Board of Directors or upon written request of twenty-five members of the Association. Notice of such meeting shall be given to all members of the Board of Directors at least fifteen days in advance of such meeting specifying the time and place of such meeting. No business other than that specified in such notice shall be transacted at the special meeting.

Section 4. Quorum. A majority of the Directors shall constitute a quorum for all meetings of the Board of Directors. The affirmative vote of a majority of the Directors present and voting at a meeting at which a quorum is present shall be the valid act of the Board of Directors.

Section 5. Removal. The Board of Directors may remove any Director for cause, including malfeasance, misfeasance and nonfeasance. An affirmative vote by ballot of a majority of a quorum present at a regular or special meeting shall effect such dismissal, provided that a written copy of the reasons for the proposed dismissal shall be given to such member of the board at least fifteen (15) days in advance of such meeting and provided said Director shall have an opportunity to be heard in the meeting at which the vote is taken.

Section 6. Duties and Powers of Directors. It shall be the duty of each Director to attend the Spring and Summer Meetings each year and a majority of the special meetings called during the four years of his/her tenure and to discharge his/her duties to the Association with promptness and efficiency.

The Directors shall have full power and authority to determine policies and make decisions with respect to all affairs relating to the Association.

The Directors shall devise, develop, and carry out general and specific plans and programs for the good and betterment of the Alumni and the University.

The Directors may make and promulgate rules, consistent with these Bylaws, for the proper guidance of the members of said Board and for the efficient and proper conduct of their duties and powers.

## **Article II – Selection of Directors**

Section 1. Nominating Procedures. Members of the Association may propose nominations each year for existing vacancies on the Board. The nomination is to be forwarded to the Director of Alumni Programs and include the nominee's name, address and telephone number.

Upon notification of their proposed nomination, each candidate for the office of Director must respond as follows:

- A. Complete in writing a biographical information form provided by the Director of Alumni Programs.
- B. Provide a recent photograph for printing on the ballot.
- C. Consent in writing to act as a Director in accordance with the Constitution and Bylaws of the Association and attend the Spring and Summer Meetings of the Board of Directors each year and a majority of the special meetings called during the years of his/her term.

The above information is to be sent to the Director of Alumni Programs within thirty (30) days of receipt of notification. Failure to receive the above written information will disqualify the proposed nomination.

The Nominating and Election Committee shall present to the Board at least one candidate for each vacancy on the Board of Directors, together with additional candidates when available.

During its Spring Meeting the Board shall approve by majority vote of those Directors present one nomination for each vacancy of a nominated/confirmed Director on the Board.

Section 2. Confirmation Procedures. A ballot consisting of at least one nomination for each vacancy shall be printed and distributed to the membership of the Association at least thirty (30) days in advance of the annual meeting.

Each member will have one vote for each vacancy and may cast that vote either by absentee ballot (to be returned by the date of the annual meeting of the Association) or in person by ballot distributed at the annual meeting of the Association.

The Director of Alumni Programs will supervise the election process and be responsible for tabulating the ballots and certifying the elections. Each nominee will be notified in writing of the election results by the Director of Alumni Programs within fourteen (14) days of the election.

Section 3. Appointment of Directors. The Board of Directors at a regular meeting of the Board may appoint a maximum of eight (8) Directors. The number of Directors to be appointed shall be determined by resolution of the Board, but shall be at least the minimum number required to seat twelve (12) Directors as required by the Constitution.

Candidates for appointment are to be selected by the same process as those nominated for election by the membership.

Each person appointed to the Board will be notified within fourteen (14) days of the above regular meeting.

### **Article III – Officers**

President. The President shall preside at all meetings of the Association and of the Board of Directors and shall be chairperson of the Executive Committee. The President shall preside at each annual meeting of the Association and at each meeting of the Board of Directors. The President may, having been affirmed by a majority of a quorum of the Board of Directors, form ad hoc committees, appoint all committee members, and serve as an ex-officio member of all committees, except the Nominating and Election Committee. Upon invitation from the Graceland University Board of Trustees, the President shall be the Association's representative to the Board of Trustees and shall represent the views, positions, and concerns of the Alumni Board of Directors.

Vice-President. The Vice-president shall act as President in the absence of the President, and shall serve as President in the event the President is unable to fulfill the President's term of office, until such time the vacancy can be filled by election procedures prescribed herein. The Vice-President shall act as the Chair of the Standing Committee on Development for the duration of the Vice President's tenure as Vice-President of the Alumni Board of Directors. The Vice-President shall serve at the President's direction, as liaison between the President and the Committees. The Vice-President shall have such other duties and authority President or the Board of Directors may delegate from time to time.

Secretary. The Secretary shall act as President in the absence of the President and Vice-President. The Secretary will be second in line of succession to the President. The Secretary will record the proceedings of the annual meeting of the Alumni Association, the regular and special meetings of the Alumni Board of Directors, and meetings of the Executive Committee. The Secretary will submit for approval the minutes of the prior meeting to meetings of the Association, the Board of Directors, and the Executive Committee. The Secretary will assemble and organize the minutes of the proceedings of each standing committee and any functioning ad hoc committees as received by committee chairs. The Secretary shall forward copies of all minutes, assembled and organized, to the Director of Alumni Programs.

### Officer Qualifications

It is recommended that candidates for the role of President will have served at least two years on the Board in good standing, and have provided successful leadership as a Committee Chair during one or more of those years. It is also recommended that candidates for the roles of Vice President and Secretary will have served at least one year in good standing as a general board member.

Vacancies Among Officers. If a vacancy in an office shall occur for any reason, the Board of Directors shall, by majority vote of a quorum present, fill such vacancy for the un-expired term.

Removal of Officers. The Board of Directors may remove any Officer for cause, including malfeasance, misfeasance and nonfeasance. An affirmative vote by ballot of a majority of a quorum present at a regular or special meeting shall effect such dismissal, provided that a written copy of the reasons for the proposed dismissal shall be given to said Officer at least fifteen (15) days in advance of such meeting and provided said Officer shall have an opportunity to be heard in the meeting at which the vote is taken. Said officer shall not be entitled to preside at said hearing.

## **Article IV – Director of Alumni Programs**

Director of Alumni Programs. The Director of Alumni Programs is employed by Graceland University with the responsibility for the supervision and operation of all aspects of the alumni program. The Director of Alumni Programs shall be an ex-officio, non-voting member of the Board of Directors and the Executive Committee and function as a representative of the Association to the administration and campus community. In addition, the Director of Alumni Programs shall provide such services and counsel pertaining to the affairs of the Association as may be requested by the Board of Directors. The Office of Institutional Advancement shall be the central repository for the records of individual members of the Association and shall be the coordinating agency for communications to the Association from the Board.

The Director of Alumni Programs shall act as treasurer of the Association or may appoint another person under his/her direct control to so act. The Director of Alumni Programs shall give and serve all notices of the Association and of the Board of Directors. The Director of Alumni Programs shall be custodian of the records of the Association. As treasurer the Director of Alumni Programs shall have the care and custody of the finances of the Association if and as the Association has funds available to it, and shall do and perform all duties appertaining to the office of treasurer.

## **Article V – Committees**

Section 1. Committee Officers. Each committee shall have a Chair and a Secretary.

The Chair will be appointed by the president of the Board, shall agree to serve a one-year term, and shall report committee activities and resolutions to the vice-president of the Board. The Chair may also be called upon to report committee activities to the full Board at any scheduled meeting. To support the ongoing work of the Board, the Chair, in cooperation with the president, will be responsible for identifying and mentoring future committee leaders.

The Secretary shall be appointed by the Committee Chair, shall agree to serve a one-year term, and shall record the proceedings of the committee. The Committee Secretary shall organize and submit all committee minutes and reports to the Secretary of the Board, and shall submit minutes of the preceding meetings for approval by the committee.

### Chair Qualifications

It is recommended that a Chair will have served as a general Board member and/or member of a committee for one year prior to assuming a leadership role.

Section 2. Standing Committees. The Alumni Board of Directors shall include the following standing committees:

- A. **Executive Committee.** The Executive Committee of the Board of Directors shall consist of the officers and the chairpersons of each committee (standing and ad hoc). The President shall be the chairperson of the Executive Committee. A majority of Executive Committee Members shall constitute a quorum.

The Executive Committee shall meet at least twice a year, with conference calls considered meetings, in anticipation of Board meetings. The Executive Committee shall also:

1. Advise the Board with respect to the function and purposes of the Board and of the Association at large;
  2. Recommend methods and procedures for the fulfillment of these functions and purposes;
  3. Be responsible for developing the agenda for each Board and Association meeting;
  4. Review University priorities in the context of committee plans and objectives;
  5. Act on behalf of the Board between meetings of the Board on matters requiring action that cannot await the convening of a Board meeting.
- B. **Nominating and Election Committee.** The Executive Committee shall appoint a Nominating and Election Committee to consider candidates for nomination to fill existing vacancies on the Board, make recommendations related to such nominations to the Board. The President shall appoint the Committee Chairperson. The names of the Committee members shall be announced to the members of the Association. It shall be the duty of the committee to submit the names of candidates for Directors in the manner provided in Article II of the Bylaws. The Director of Alumni Programs will be responsible for obtaining the consent of such nominees to act and their agreements to attend meetings of the Board.
- C. **Honors and Awards Committee.** The primary objectives of this committee are the search for, solicitation of, and nomination of qualified potential awardees for any and all recognition afforded by the Alumni Association, and to prepare a slate of award winners for Board approval.

Section 3. Other Committees. The Board of Directors may authorize by a majority vote of a quorum present, ad hoc committees to be appointed either from the Board of Directors or from the membership of the Association at large as may be required from time to time, and the Board shall prescribe the duties and terms of existence of such committees and the rules under which they shall function. The President shall appoint the members and chairperson of all such committees. Ad Hoc committees, task forces, and work groups may be created by the President as deemed necessary to promote and further the mission of the University and the Alumni Association.

## **Article VI – Notice to Members**

Whenever any announcement to the members of the Association is desired or required, it shall be deemed sufficient notice to the members if said notice shall be printed in a publication circulated among the members by the Association or by the University and mailed by the printer or publisher of such publication to the members.

## **Article VII – Amendments**

Only the President, five or more members of the Alumni Board, or the Executive Committee may propose amendments to the By-Laws. Amendments may be adopted only by a two-thirds (2/3) vote of a quorum of the Directors present and voting at any regular or special meeting of the Board of Directors called for this purpose. In any case the text of the amendment shall have been sent out at least a month in advance with the notice of the meeting. No amendment may be proposed which is contrary to the provisions of the Constitution of the Graceland University Alumni Association.

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