



CU ALUMNI ASSOCIATION

April, 2010

CU-Boulder Alumni Association Board of Directors Bylaws

Bylaws of the University of Colorado at Boulder Alumni Association Board of Directors

1.0 Name

1.1 This organization shall be known as the University of Colorado at Boulder Alumni Association Board of Directors. (“Board”)

2.0 Statement of Purpose

2.1 The purpose of the Board is to represent the alumni perspective in the development of the policies, goals and operation of the Alumni Association (“Association”). The Alumni Association’s vision, goals, programs and services are intended to stimulate interest in, build loyalty for, and increase support for the University of Colorado at Boulder throughout the Lifelong Alumni experience.

2.2 The programs and services offered by the Association are supportive of an environment that encourages gender, ethnic, and cultural diversity.

3.0 Alumni Association Board of Directors

3.1 The Board of Directors is accountable to the alumni of the University of Colorado at Boulder.

3.2 The Board of Directors shall consist of the following:

3.2.1 Chair; Chair-Elect or Past Chair, whoever is serving that year; Secretary, Treasurer, and the Association’s Executive Director.

3.2.2 Approximately thirty at-large members of the Association’s Board of Directors are elected for three-year terms by the Association’s Board of Directors. The terms of the members shall be staggered such that approximately one-third of the positions are up for election each year. The election of members of the Board of Directors shall take place at the Annual Meeting of the Board of Directors. The Nominations Committee shall nominate one individual to serve in each position up for election (Sections 4.1 and 4.3).

3.2.3 The Chairs and Vice-Chairs of all standing and ad hoc committees.

3.2.4 The following shall be designated, ex-officio members of the Board of Directors of the Association, and shall also serve one-year terms, but may serve for more than one term:

3.2.4.1 The University of Colorado at Boulder Vice Chancellor for Student Affairs as well as the Associate Vice Chancellor for University Communications;

3.2.4.2 A representative selected by the Alumni Association of the University of Colorado at Boulder Directors Club (“Directors Club”) from its members and a representative selected by the University of Colorado at Boulder Parents Association from its board;

3.2.4.3 The University of Colorado Foundation Board of Directors Chair and the University of Colorado Foundation Vice President for the Boulder Campus;

3.2.4.4 The president/co-presidents of “The Herd” student alumni group at the University of Colorado at Boulder;

3.2.4.5 The Director of Admissions for the University of Colorado at Boulder; and

3.2.4.6 A representative selected by the University of Colorado Student Union.

3.2.5 Each ex-officio member of the Association’s Board of Directors shall be entitled to participate in Board meetings, except that ex-officio members shall not be entitled to vote.

3.3 The terms of all members of the Association’s Board of Directors shall commence at the start of the fiscal year.

3.4 No person shall be a voting or ex-officio member of the Board of Directors of the Association unless he or she is also an alumnus or a member of the Association.

3.5 No director shall serve more than one three-year term in succession, excluding their election to standing committee chair, vice-chair or officer positions.

3.6 A director may not serve as chair of the same committee for more than two years in succession.

4.0 Officers of the Board

4.1 The officers of the Board shall include a Chair of the Board, Chair-Elect or Past Chair, Secretary, Treasurer and the Alumni Association Executive Director.

4.2 The duties of the Board’s officers are:

4.2.1 The Chair of the Board shall preside at all Association's Board of Directors, Executive Committee, and general membership meetings, and shall represent the Board at campus, University, and other functions. The Chair shall exercise all powers and perform all responsibilities delegated by the Board of Directors. The Chair may also serve as a member of the CU-Foundation Board of Trustees.

4.2.2 The Chair-Elect or the Past Chair, whoever is serving that year, shall serve in the Chair's place on all occasions when the Chair is unable to fulfil those functions. The Chair-Elect may also serve as a member of the CU-Foundation Board of Trustees.

4.2.3 The Executive Director shall be the chief executive officer of the Association and the head of its professional staff. The Executive Director shall have overall responsibility for the supervision, direction and control of the business and affairs of the Association and its employees, agents and contractors, and shall coordinate the Association's activities with the senior leadership of the Boulder campus on a regular basis.

4.2.4 The Secretary shall keep the official record of all Board of Directors, Executive Committee and general membership meetings. The Secretary shall provide required notice by mail, fax, or electronic mail of all Board of Directors, Executive Committee, and general membership meetings.

4.2.5 The Treasurer shall be kept informed of the Association's finances, chair the Revenue Committee, and make periodic reports to the Board.

4.3 All officers shall serve until his or her resignation, removal or incapacity, shall be elected by and from the Board of Directors for one-year terms, with the exception of the (i) Chair, who shall serve a two-year term; and (ii) the Past Chair, who shall serve for one year following the end of his or her term as Chair. The Treasurer and Secretary shall each serve a one-year term, but may serve a second, consecutive one-year term upon the recommendation of the Nominations Committee and a vote of the Board at its Annual Meeting. The term of the Chair-Elect shall commence at the start of the second year of the Chair's term. These terms of office shall commence at the start of the fiscal year.

5.0 Meetings and Voting

5.1 The Association's Board of Directors shall meet at least three times a year. Notice of each meeting shall be by mail, fax, or electronic mail to members of the Association's Board of Directors at least thirty days before the meeting.

5.2 The Spring Board Meeting shall be the Annual Meeting of the Board. Notice of the Annual Meeting must be published in the Coloradan or in writing to the membership.

5.3 The Chair may call special meetings of the Board at any time, provided that notice either by mail, fax, electronic mail, or telephone, is given to each Director at least ten days before each special meeting.

5.4 Fifty percent of voting members of the Board must be present in person or by teleconference at the beginning of the meeting to constitute a quorum.

5.5 Simple majority vote of the quorum of the meeting shall decide all questions except alterations of the bylaws, which require a two thirds majority vote.

5.6 Any member of the Board not present either in person or by teleconference from two or more regular meetings of the Board or their committee(s) in any fiscal year shall be deemed to have resigned unless the member gives prior notice of the absence and has good cause for the absence.

5.7 Robert's Rules of Order shall govern meetings of the Board and all committees.

5.8 All Directors and Officers shall have one vote each.

6.0 Executive Committee

6.1 The Executive Committee shall consist of the Officers of the Association's Board of Directors, the Chairs and Vice Chairs of the standing committees and any ad hoc committees.

6.2 The Executive Committee is empowered to carry on the business of the Board between Board meetings except that the Executive Committee shall not have the authority to amend the Board's Bylaws.

6.3 Fifty percent of the voting members of the Executive Committee must be present in person or by teleconference at the beginning of any meeting to constitute a quorum.

6.4 A simple majority vote of a quorum at any meeting shall decide all action items.

6.5 The Executive Committee shall meet at such times and places as shall be determined by the Chair of the Board, provided that notice, either by telephone, mail, fax, or electronic mail is given to each Executive Committee member at least seven days before the meeting.

7.0 Standing and Ad Hoc Committees

7.1 The Board shall have standing committees that include but not limited to: the Performance Committee, the Nominations Committee and the Awards Committee. The Performance Committee shall consist of the Chair, the Past Chair or Chair-Elect, whoever is serving that year, and the Treasurer, and shall have charge of reviewing the performance of the Association's Executive Director. The Nominations Committee shall consist of the Past Chair or the Chair-Elect, whoever is serving that year, as the Nominations Committee chair; the Chair; the Alumni Association's Executive Director; and three directors from the pool of second and third-year directors appointed by the Nominations Committee chair in consultation with the Board chair. The Nominations

Committee, subject to policies approved by the Board, shall have charge of all nominations of candidates for Officers, committee Chairs and At-Large directors of the Board.

The Committee's considerations of candidates should include but not be limited to geographical diversity, major areas of study, diversity of gender, race, career, and year of graduation, and other qualifications, as may be determined by the Board. The Awards Committee shall consist of the Board Chair as the Awards Committee chair; the Past Chair or the Chair-Elect, whoever is serving that year; three CU-Boulder faculty representatives; three CU-Boulder staff representatives; two additional members of the Alumni Association Board of Directors; three Alumni chapter representatives; and two Alumni Association staff representatives. The Awards Committee shall review nominations and select recipients for all awards including but not limited to the Robert L. Stearns Award, the George Norlin Award, the Kalpana Chawla Outstanding Recent Graduate Award, and the Alumni Recognition Award.

7.2 The Executive Committee, by resolution adopted by a majority of the members of such committee, may establish one or more standing or ad hoc committees as it deems necessary and appropriate for the efficient conduct of the Board's business. The Executive Committee may provide such powers, limitations and procedures for such ad hoc committees as it deems advisable. Each committee shall have a Chair determined in accordance with the procedures set forth herein who shall serve on the Executive Committee.

7.3 Notwithstanding anything to the contrary herein, each committee, whether standing or ad hoc, shall be governed by the procedures and other rules of governance set forth in these Bylaws. Each committee shall keep regular minutes of its meetings, which shall be reported to the Executive Committee and the full Board of Directors when required and submitted to the Association for inclusion in its records.

8.0 Elections, Vacancies, Resignation and Removal

8.1 The Nominations Committee shall submit the annual slate of Officers, Chairs and Vice Chairs of the committees and At-Large Directors to the Board no later than thirty days prior to the Annual Meeting of the Association's Board of Directors. The Nominations Committee shall nominate one individual to serve in each officer, committee chair and at-large director position.

8.2 A director or officer may resign at any time by giving written notice of resignation to the board. The resignation is effective when the notice is received by the Board unless the notice specifies a later effective date. Any director or officer may be removed at any time with or without cause by a vote of two-thirds of a quorum at any duly noticed regular or special meeting of the board.

8.3 Any officer or committee chair vacancy, however occurring, may be temporarily filled by appointment of the Chair until the Nominations Committee is able to nominate a permanent replacement at a regular or special meeting of the board.

9.0 Finances/ Staffing of Association Activities

9.1 The Executive Committee, with the approval of the Board of Directors, shall provide guidance on the administration of Association funds and property, and such funds and property as are placed at the Association's disposal by the University and are consistent with the terms and conditions of agreements for alumni services and programs then in effect between the University and the Board of Directors.

9.2 The services and programs of the Association shall be financed through its activities and programs in addition to funds obtained through the CU-Foundation and the University.

9.3 The annual budget of the Association shall be reviewed by the Executive Committee and by the Association's Board of Directors in a time frame consistent with normal fiscal cycles. The budget will be submitted by the Alumni Association Executive Director to the University for approval in a timely fashion.

9.4 The fiscal year of the Association shall begin July 1 and end June 30 or such other fiscal year as shall be adopted by the University.

9.5 Consistent with policies and procedures of the University, staffing of Association services and programs shall be the responsibility of the Association.

9.6 As to all fiscal, accounting, and tax reporting matters, the Association shall follow University policies and procedures.

10.0 Amendment of Bylaws

10.1 These Bylaws may be amended by a two-thirds vote of a quorum of the board as defined in Section 5.4 at any duly noticed regular or special meeting of the Association's Board of Directors. Notice of a proposal to amend shall be included in the notice of the meeting, which must be mailed at least thirty days before the meeting pursuant to Section 5.1 of these Bylaws. Amendments to these Bylaws adopted by the Association's Board of Directors in accordance with this Section 10.1 shall be forwarded to the University for consideration at its next regularly scheduled meeting. Amendments shall become effective upon final approval by the University.

10.2 Upon adoption of an amendment to the Bylaws, the Secretary may correct punctuation, grammar, numbers or form where appropriate in the Bylaws if the correction does not change the meaning.