

## Bylaws

(Adopted 1973 ~ last amended and approved May 13, 2011)

### ARTICLE I

#### **Name, Offices, Seal and Purpose**

1. Name: The name of this organization will be the University of Idaho Alumni Association, Inc.

2. Offices: The principal office of the corporation will be in the city of Moscow, county of Latah, Idaho. The corporation may also have offices as the board of directors may from time to time establish or as the purposes of the corporation may require.

3. Seal: The board of directors may provide a corporate seal, the form of which may be adopted or approved by the said board if one is to be provided.

4. Purpose:

a. The University of Idaho Alumni Association, Inc. is formed to provide the coordinated support of alumni and friends of the University of Idaho for the purpose of strengthening the academic, research, service and leadership building programs of the institution. It also provides individual alumni services to its members throughout the world.

b. This organization will be a non-profit corporation with charitable, social and educational goals, pursuant to Title 30, Chapter II of the laws of the state of Idaho in such cases made and provided.

### ARTICLE II

#### **Membership**

1. Classes: Members of the association will be divided into three (3) classes, namely:

REGULAR members, HONORARY members and ASSOCIATE members.

2. Regular Members: The association will be composed of all former students who have completed at least 90 credits at the University of Idaho or who have taken less than this amount and specifically request to become a member of the association. Voting rights are vested six months following the conclusion of the alumnus' study.

3. Honorary Members: Honorary members will be such persons as may be selected by the board of directors of the association because of faithful and distinguished service in the interests of the University of Idaho. Honorary members will be entitled to all privileges of the organization except those of voting and holding office.

4. Associate Membership: Associate membership is for non-University of Idaho alumni, faculty and administrators of the institution and other persons as determined by the board who are serving the university. Associate members will be entitled to all privileges of the organization except those of voting and holding office.

5. Duration: All members have lifetime membership; no qualification will be made on the basis of material support to the university.

### ARTICLE III

#### **Meetings**

There will be three (3) regularly scheduled meetings of the Board of Directors, referred to as fall, winter and spring meetings. The fall, winter and spring meeting dates and locations shall be set by the Executive

Committee of the Association and announced to all UIAA directors at least 60 days prior to next regularly scheduled meeting. The site and location of all meetings should consider opportunities to further the UIAA mission, support the University, engage with UI Alumni, and manage costs for both the Office of Alumni Relations and UIAA directors. Obligations for UIAA directors and UIAA officers with events such as Homecoming and Commencement weekends in Moscow should also be considered.

There will also be an annual association meeting to conduct the necessary business of the association. This annual meeting will be scheduled during the conduct of the spring meeting at a time and place determined by the officers of the association.

Special meetings may be called by the president or upon the call of at least a quorum of members of the Board of Directors at any time by giving at least fifteen days' notice to all members of the Board of Directors. Notice of special meetings will be given in such form and manner as the Executive Committee will prescribe.

#### **ARTICLE IV** **Officers**

The officers of the corporation will be the president, vice president/president elect, treasurer, Executive Director of Alumni Relations who will also be the corporate secretary, and such other officers as the board will elect with designated powers and duties not inconsistent with these bylaws.

#### **ARTICLE V** **Board of Directors**

##### 1. Composition

a. Elected Board of Directors-University of Idaho Alumni Association

The alumni board will consist of the officers and elected directors. These elected directors may vote on all matters, hold office and vote for election of association officers.

In the event of an elected director vacancy, the president may designate a replacement who will serve until the next annual meeting. That replacement will be eligible for election to a full term.

##### Idaho Elected Directors:

Idaho Directors will serve from four (4) in-Idaho geographic regions, and these directors shall comprise no greater than ten (10) elected directors. One director must be elected to represent each of the four in-Idaho regions. Latah County shall have a specific designated director on the board included in the total.

In-Idaho regions shall be identified as:

North Idaho Region: The northern most area of the state generally consists of Boundary, Bonner, Kootenai, Benewah Latah, Clearwater, Nez Perce, Lewis, Shoshone, and Idaho counties

West Idaho Region: The southwestern corner of the state generally consists of Adams, Valley, Washington, Payette, Gem, Boise, Canyon, Ada, Valley, Owyhee, Elmore, and counties.

Central Idaho Region: The Southernmost central portion of the state generally consists of Camas, Blaine, Gooding, Lincoln, Jerome, Minidoka, Twin falls, Cassia, Lemhi, Custer, and counties.

East Idaho Region: The far southeast corner of the state generally consists of Bingham, Power, Butte, Caribou, Bear Lake, Franklin, Bannock, Oneida, Butte, Jefferson, Madison, Teton, Fremont and Clark and Bonneville counties.

Out-of-Idaho Elected Directors:

The out of Idaho elected directors may comprise no greater than 10 elected directors.

One director must be elected to serve from each of four Out-of-Idaho regions.

Out-of-Idaho regions shall be identified as:  
West - Pacific time zone plus Alaska and Hawaii  
Rocky Mountains - Mountain timezone, plus Arizona and Las Vegas area  
Central - Central time zone  
East - Eastern time zone

b. Constituent Representatives

These may include representatives of:

Associated Students of the University of Idaho,  
University of Idaho Foundation,  
Vandal Boosters, Inc/Vandal Scholarship Fund.,  
College constituent alumni associations,  
Student Alumni Relations Board,  
University of Idaho Retirees Association  
University of Idaho Faculty

Constituent representatives may serve on committees and working groups, but may not hold office or vote. These constituent representatives are nominated by their constituent group on an annual basis, and are eligible for reappointment by their constituent group.

These constituent groups shall be recognized and accepted by the Board of Directors of the Association. Additional groups may be added by Board of Director action.

c. Advisory members from University of Idaho administration

The University of Idaho president and the vice president for university advancement may attend and participate in all University of Idaho Alumni Association, Inc. board of director meetings in an advisory capacity. These positions will have all rights and responsibilities except for voting and holding an elected office in the Alumni Association.

2. Duties of Elected Directors

a. Control the corporate affairs, business and property of the association; promulgate

such rules and regulations and adopt such policies as they may deem necessary and consistent with the article of incorporation and bylaws; and fill any vacancies occurring in any of the offices of the association.

b. Delegate to committee members of the Alumni Association, or to officers and board members of the association, such powers as they may see fit.

c. Select and honor recipients of the association's awards.

d. Select Honorary Alumni to become members of the association by virtue of their service to and support of the University of Idaho.

e. In addition to representing the membership in all matters and in all capacities allowed or required by law; make policy recommendations to the board of directors; and any and all things necessary to promote the welfare of the University and the Alumni Association.

f. Promote the university and support its alumni relations operations and services. Duties may include involvement and participation with student recruitment, mentoring and advocacy on behalf of the institution.

3. Duties of Officers

a. President: The president will be the principal executive officer of the corporation and, subject to the control of the board of directors, will in general supervise and control all of the business and affairs of the corporation. The president will, when present, preside at all meetings of the members and of the board of directors. The president may sign, with the secretary or any other proper officer of the corporation thereunto authorized by the board of directors, any deeds, mortgages, bonds, contracts or other instruments which the board of directors has authorized to be

executed, except in cases where the signing and execution thereof will be expressly delegated by the board of directors or by these bylaws to some other officer or agent of the corporation, or will be required by law to be otherwise signed or executed; and in general will perform all duties incident to the office of the president and such other duties as may be prescribed by the board of directors from time to time.

Commencement weekend procedures: During the spring commencement ceremony the incoming president or designee may march in the commencement procession.

b. Vice President/President Elect: In the absence of the president or in the event of the president's death or inability or refusal to act, the vice president/president elect will perform the duties of the president and, when so acting, will have all the powers of and be subject to all the restrictions upon the president. The vice president will perform such other duties as from time to time may be assigned to him by the president or by the board of directors.

The vice president/president elect will also act as the board of directors' representative to the college constituencies, to the extension agents, and as a liaison for the board and the constituencies.

c. Secretary: The secretary's responsibilities will be fulfilled by the Executive Director of Alumni Relations and staff. The secretary will: (a) keep the minutes of the board of directors meetings in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these bylaws as required by law; (c) be custodian of the corporate records; (d) in general perform all duties incident to the office of the secretary and such other duties as from time to time may be assigned to by the president or the board of directors.

d. Treasurer: The treasurer will be the board's financial liaison with the alumni office

and report the financial condition of the association at each meeting. When the association develops a fund of its own, the treasurer will have custody of all funds of the organization and to pay out the same upon the direction and warrant of the board of directors except those held for the corporation's use by the business offices of the University of Idaho. Should the board direct, the treasurer will give bond with approval surety for the faithful performance of the treasurer's duties, in such amounts as will be fixed by the board of directors, cost of such bond to be borne by this organization.

e. At Large Member of EC: The At Large Member of EC, shall serve, along with Alumni Office staff support, as liaison to communicate with Chapters and Clubs, and advise Alumni Association of updates or topics.

4. Vacancies: Any vacancy in the office of the president, vice president/president elect or treasurer will be filled by the Executive Committee until the next regular meeting, at which time the vacancy will be filled by election.

5. Quorum: Fifty percent plus 1 of the seated board of directors present will constitute a quorum for the transaction of business at any regular or special meeting of the board.

6. Travel Expenses: Elected directors may be allowed travel expenses for attendance at any meeting of the board of directors or for transaction of corporate business as governed by the expenditure policy.

## 7. Committees

a. The president may as needed appoint, from the board of directors membership and the membership at large, special committees and task forces with the consent of the Executive Committee; and will appoint Finance, Ways and Means, and Alumni Awards & Recognition Committees.

b. An Executive Committee, empowered to act on behalf of the board between meetings, will be composed of the president, the vice president/president elect, the treasurer, the Executive Director of Alumni Relations, the immediate past president; and one other director ( titled At Large Member of the EC), appointed by the president. To comprise a committee of not more than six members, unless otherwise constituted by the president. All Executive Committee members shall have a vote, except the Executive Director of Alumni Relations.

c. A Nominating Committee will be composed of the immediate past president, who will act as chairman; the association president; the vice president/president elect of the board of directors. All committee members shall have a vote.

The Nominating Committee will submit nominations for association officers, and new proposed elected directors to the board of directors during the winter meeting. The nominations will be voted upon at this meeting and installed at spring Meeting.

d. The Ways and Means Committee will be chaired by the vice president/president elect and include University of Idaho Alumni Board members appointed by the president with the consent of the Executive Committee. The Ways and Means Committee will be responsible for proposing operating procedures, statements and policies to the University of Idaho Alumni Board used to conduct the board's business. In addition, it will be responsible for the process of bylaw certification and ensuring the Board's actions are in compliance with the bylaws and adopted procedures.

e. The Alumni Awards and Recognition Committee will be chaired by the current president and include University of Idaho Alumni Board members appointed by the president with the consent of the Executive Committee. The Alumni Awards and Recognition Committee will be responsible to

review the nominations for association awards.

f. The Finance Committee will be chaired by the treasurer and include University of Idaho Alumni Board members appointed by the president with the consent of the Executive Committee. The Finance Committee will be responsible for submitting the annual budget disbursements and other processes used to conduct the financial affairs of the University of Idaho Alumni Association, Inc.

8. Proxies: At all meetings of the board of directors, a delegate who is unable to attend may vote by proxy executed in writing. Such proxies will be filed with the Executive Director of Alumni Relations before or at the time of the meeting. If no person is named in the proxy, then such proxy will be voted by the Executive Committee.

9. Removal of Directors: A director may be removed by a 2/3 majority vote of the quorum of the board at a meeting

## ARTICLE VI Elections

1. Officers: All officers except the Executive Director of Alumni Relations will be elected at the winter board of directors meeting. They are to be nominated and elected at the same meeting. Officers serve for a period of one year to begin at the annual board meeting except that they will serve until their successors are duly elected and installed.

2. Directors: All elected directors are elected at the winter meeting, and installed at the annual board meeting at which time they take office for a period of three years or for such term as specified by the board of directors or until their successors are duly elected and installed. No director will serve more than two (2) consecutive elected terms. Officers will be allowed to complete their full elected terms.

## **ARTICLE VII**

### **Executive Director of Alumni Relations**

The Executive Director of Alumni Relations will be selected according to the affirmative action guidelines of the University of Idaho. The Executive Director of Alumni Relations will be appointed by the Vice President for Advancement. It is recommended that several members of the UIAA board of directors serve on the selection committee.

The Executive Director of Alumni Relations is to be a non-voting member of the board of directors. The Executive Director of Alumni Relations will present at the annual meeting and file with the minutes thereof a report, verified by the president, the treasurer or the Executive Committee, of the general condition of the corporation.

The Executive Director of Alumni Relations will coordinate and administer all alumni activities. Coordinated funding efforts will be directed by the Executive Director of Alumni Relations and a portion of the funds received will be retained by this corporation to cover administrative costs. The Executive Director of Alumni Relations will also be a non-voting member of the Executive Committee.

The Executive Director of Alumni Relations will cause to be transacted the business of the corporation as directed by the board and officers thereof and be responsible for efficient administration of all matters and programs relative to the progress of the corporation and the Office of Alumni Relations. A review of the Executive Director of Alumni Relations' effectiveness will be conducted by the president at the second meeting of the new fiscal year.

## **ARTICLE VIII**

### **Chapters, Clubs and Affiliate Groups**

The services and programs of the University of Idaho Alumni Association may include a variety of on-going offerings to alumni and friends provided through Chapters, Clubs and Affiliate Groups and will be supported and

managed by the Alumni Office. These and other programs, serving geographic areas and constituencies, will be examined and redefined from time to time by the board of directors to serve the best interests of the university.

#### **Purpose:**

Chapters, clubs and affiliated groups are made up of alumni volunteers in a geographic area that:

- a) Represent the University of Idaho in a manner that reflects the highest standards of the institution;
- b) Serve the interests of the University of Idaho, the Alumni Association and fellow alumni;
- c) Provide programs and services in accordance with the association and university goals;
- d) Actively facilitates and encourages the participation and involvement of alumni and supporters of the university (The At Large Member of EC, shall serve, along with Alumni Office staff support, as liaison to communicate with Chapters and Clubs, and advise Alumni Association Board of Directors of updates or topics.)

## **ARTICLE IX**

### **Fiscal Year**

The fiscal year of the association will commence on July 1 and end on June 30 of each year.

## **ARTICLE X**

### **Finances**

1. Revenue: The association may accept and retain revenue. A reserve fund may be established from this revenue.
2. Compensation: No member, director, officer, employee, or other person connected with the corporation or any other private individual will receive any of the net earnings or retain any profit from the operations of the corporation; provided that this will not prevent the payment to any such person reasonable compensation for services rendered to, or for, the corporation in

affecting any of its purposes as will be fixed by the board of directors.

3. Dissolution of Corp/Association: In the event of the dissolution of this Corporation, or in the event it should cease to carry out its purposes, no member, director, officer or individual shall be entitled to or receive any distribution or division of its remaining assets, property or proceeds, and the balance of all property and assets of the Corporation from any sources, after the payment of all debts and obligations of the Corporation shall be vested in the Board of Regents of the University of Idaho in trust for the use and benefit of the University. Any such assets not so disposed of shall be distributed for one or more exempt purposes within meaning of Section 501(c)(3) of the Internal Revenue Code, or shall be distributed to the federal government, or to a state or local government, for public purpose.

#### **ARTICLE XI**

##### **Contracts, Loans, Checks and Deposits**

1. Contracts: The board of directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

2. Loans: No loans will be contracted on behalf of the corporation and no evidences of indebtedness will be issued in its name unless authorized by a resolution of the board of directors. Such authority may be general or confined to specific instances.

3. Checks, Drafts, Etc.: All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation will be signed by such officer or officers, agent or agents, of the corporation and in such manner as will from time to time be determined by resolution of the board of directors.

4. Deposits: All funds of the corporation not otherwise employed will be held by the university determined by resolution of the board of directors.

5. Deposits: All funds of the corporation not otherwise employed will be held by the university Business Office or be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the board of directors may select.

#### **ARTICLE XII**

##### **Order of Business**

A standard order of business will be observed in all meetings of the board of directors and when not in conflict with the articles of incorporation and bylaws of the association, Roberts Rules of Order will govern the proceedings of all meetings.

#### **ARTICLE XIII**

##### **Amendments**

Amendments to the bylaws may be made at any regular meeting of the board of directors or at any special meeting of the board called for that purpose. These will be approved by a two-thirds (2/3) vote of those in attendance, provided that requirements for a quorum have been met. All proposed changes will be circulated electronically to all board members at least 20 working days prior to the vote.

Article XIV

##### **Conflict of Interest**

The unblemished character and good standing of each University of Idaho Alumni Association director is vital to achieve the desired objectives of the Association. Nevertheless, it is expected that, from time to time, issues coming before the Board of Directors may produce a "conflict of interest", financial or otherwise, with certain directors. Each director has an obligation to raise such a conflict with the full board and abstain from voting on any related matter. Furthermore, the full board will take any action deemed

necessary to ensure its perceived and real actions are fair and in the best interests of the Association.

**CERTIFICATE**

Know all men by these presents, that I, the undersigned Executive Director of Alumni Relations of the University of Idaho Alumni Association, Incorporated, do hereby certify that the foregoing bylaws as amended, except for subsequent amendments, were adopted as the bylaws of said corporation on May 13, 2011, and that the same do now constitute the bylaws of said corporation.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of said corporation this \_\_\_\_ day of \_\_\_\_\_.

Executive Director of Alumni Relations  
Attest  
Association President

The University of Idaho does not discriminate on the basis of race, color, religion, national origin, sex, age or disability in employment or in the admission to or operation of its educational programs and activities as required by federal and state laws. Inquiries may be directed to the university's Affirmative Action Officer or to the Director, Office of Civil Rights, United States Department of Health, Education and Welfare.