

**BYLAWS
OF THE
COLLEGE OF AGRICULTURAL AND LIFE SCIENCES
ALUMNI & FRIENDS ASSOCIATION
Adopted February 15, 2011**

ARTICLE I

NAME AND PURPOSE

1. Name: The name of this organization shall be the University of Idaho College of Agricultural and Life Sciences Alumni & Friends Association hereafter called CALS Alumni.
2. Purpose: Through the Alumni & Friends Association, members are keeping in touch with friends, developing networks in their fields of interest, and continuing the lifelong learning process. Members are encouraged to become active in the Association by assisting with student recruitment, representing the college at university and professional events, and helping in the development and hosting of student and alumni events.

ARTICLE II

CHARTER/POWERS

1. Charter: This organization, CALS Alumni, shall exist solely by virtue of a charter issued by the University of Idaho Alumni Association, Inc., hereafter called "Association," and shall be subject to the general review and approval of the Association.
2. Powers: The power of the CALS Alumni shall be those generally associated with a non-profit association, subject however to the control of the Association; i.e. the Association may from time to time grant and/or deny CALS Alumni such power as Association deems appropriate.

ARTICLE III

MEMBERSHIP

1. CALS Alumni Membership: In order to be eligible for membership in the CALS Alumni, a person must be a member in the University of Idaho Alumni Association, Inc., a student with senior class standing, and/or a friend with demonstrated interest and support of the College of Agricultural and Life Sciences.
2. Duration of Membership: A person shall be a member of the CALS Alumni only so long as that person is a member in good standing of the Association and current with such obligations and responsibilities as the CALS Alumni may hereafter set, including, but not limited to the payment of dues.

ARTICLE IV

OFFICERS

1. The officers of the CALS Alumni shall consist of the President, the Vice President and the Executive Secretary (ex officio, non-voting), all of whom must be members of the Board of Directors.
2. The officers shall have terms of office for two years and shall be elected by the Board of Directors at their annual meeting. If the term of the board member serving in the position of an officer role expires, the board member shall continue within the officer role until the elected officer term expires.
3. The elected Vice President shall assume the office of President upon completion of the term of Vice President.
4. Duties of Officers:
 - a) President: The President shall be the chief executive officer of the CALS Alumni and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the CALS Alumni. The President shall preside at all meetings of the members and of the Board of Directors. The President shall sign all instruments, contracts, or other documents authorized by the Board of Directors and, in general, shall 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. The President is encouraged to represent the CALS Alumni at the Association meetings and as a liaison to the Deans Advisory Board.
 - b) Vice President: In the absence of the President or in the event of the President's death, inability or refusal to act, the Vice President shall have all the powers of and be subject to all restrictions upon the President. The Vice President shall perform such other duties as from time to time may be assigned by the President or Board of Directors.
 - c) Executive Secretary: The Executive Secretary will be the College of Agricultural and Life Sciences staff member responsible for alumni activities within the college. This position oversees and assists in directing the activities of the CALS Alumni and participates as a non-voting member of the Board of Directors; and is responsible for distributing information to Board members and for maintaining any CALS Alumni funds through college budgets. The Executive Secretary shall record the minutes of the Board of Directors' meetings, distribute minutes to board members, see that all notices are duly given in accordance with the provision of these Bylaws, act as custodian of CALS Alumni records, and shall perform all duties incidental to the office of Executive Secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors.

ARTICLE V

MEETINGS

1. **Annual Meeting:** The membership of the CALS Alumni shall have an annual meeting for the purpose of communication; recognition and other such business as may properly come before the membership. Notice of the annual meeting shall be sent to all members at least 30 days in advance.
2. **Quorum:** 10 members of the association shall constitute a quorum for the annual meeting.

ARTICLE VI

BOARD OF DIRECTORS

1. The governance of the CALS Alumni and direction of its activities shall be vested in a Board of Directors.
2. The Board of Directors shall consist of not more than 18 individuals of the CALS Alumni, in addition it shall include the President of the University of Idaho, the Dean of the College of Agricultural and Life Sciences, and the Executive Director of the University of Idaho Alumni Association, or such individuals as the President, Dean and Executive Director designate to act in their place and stead.
3. Membership of the board shall be represented by three individuals of the CALS Alumni from each of the four geographic districts of the College of Agricultural and Life Sciences, insofar as possible. The four geographic districts being Northern Idaho (District I/Northern), Southwestern Idaho (District II/South West), South Central Idaho (District III/South Central), and Eastern Idaho (District IV/Eastern). Counties included in District I are; Benewah, Bonner, Boundary, Clearwater, Idaho, Kootenai, Latah, Lewis, Nez Perce and Shoshone. District II; Ada, Adams, Boise, Canyon, Elmore, Gem, Owyhee, Payette, Valley and Washington. District III; Blaine, Camas, Cassia, Gooding, Jerome, Lincoln, Minidoka and Twin Falls. District IV; Bannock, Bear Lake, Bingham, Bonneville, Butte, Caribou, Clark, Custer, Franklin, Fremont, Jefferson, Lemhi, Madison, Oneida, Power and Teton, Other individuals may be elected by the Board of Directors to serve as directors at-large.
4. All directors shall be elected at the annual meeting of the Board of Directors and shall serve for a period of three years or until their successors are duly elected and installed. Expiration dates of such terms shall be staggered insofar as possible and it is expressly recognized that the Board of Directors may establish certain seats on the board to be elected for terms shorter than three years in order to achieve this objective. Board members may serve two consecutive three-year terms, and will be eligible for reappointment after an absence of at least one year.

5. The Board of Directors shall hold at least two regular meetings a year; one in conjunction with the annual meeting of the membership and the other at the call of the president. CALS Alumni meetings may be called by the president as are deemed necessary.
6. Should a director miss three consecutive meetings, he or she may be considered for removal at the next regular meeting of the Board of Directors by a majority vote.
7. Any vacancies on the Board of Directors or in any office shall be filled by the Board of Directors for the unexpired term of the vacant position.
8. The Board of Directors shall act only when a quorum of one-third (1/3) of the duly elected directors are present.

ARTICLE VII

COMMITTEES

The membership or Board of Directors may from time to time deem it necessary to appoint committees to carry out specific duties. The President and/or Board of Directors may appoint committees to carry out specific duties of the association.

ARTICLE VIII

PARLIAMENTARY AUTHORITY

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the association in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the association may adopt.

ARTICLE IX

AMENDMENT

1. Any member of the association or Board of Directors may present a proposed amendment to the bylaws.
2. Proposed amendments must be submitted in writing to the Board of Directors 60 days prior to the annual meeting.
3. Proposed amendments will be sent to all association members 30 days prior to the annual meeting.
4. Amendments to the bylaws must be approved by a 2/3 vote of the members present and voting at the annual meeting.

ARTICLE X

RELATIONSHIP TO ASSOCIATION

This CALS Alumni exists by and through a grant of the University of Idaho Alumni Association, Inc. which is recognized by the University of Idaho as the official organization for all alumni related activities. The Board of Directors of the association shall entertain any request for a constituent alumni association and shall approve or disapprove such request. The original Articles of Association were approved by the board of Directors of the Association on November, 1996.

If the Board of Directors of the Association determines that the CALS Alumni is failing to act in accordance with its purpose or is acting in a manner inconsistent with the goals and purposes of the Association, said Board of Directors may revoke these Articles of Association upon written notice to the CALS Alumni's Board of Directors. In the event the CALS Alumni's right to exist is revoked by the Association, or the CALS Alumni voluntarily ceases to operate or exist, all assets of the CALS Alumni shall be deposited with the University of Idaho Foundation, Inc.

The association may from time to time promulgate rules and guidelines for the operation of this and all other constituencies. The CALS Alumni hereby expressly agrees to abide by said rules and guidelines. The intent of such rules is not to impose undue regulations on this and other constituencies, but to provide uniformity and assistance to such constituencies.