

# THE COLLEGE OF EMPORIA

*By-Laws of the ALUMNI ASSOCIATION, INC.*

Adopted July 28, 1984

Revised July 2005

Revised July 2010

Revised January 2018

## **1. Indemnification and Purpose**

- 1.1. The College of Emporia Alumni Association, Inc. is a non-profit organization of alumni and friends of The College of Emporia (1882-1974) who have incorporated under the laws of the State of Kansas to foster and support the moral concepts and the high ideals of scholarship and character for which The College of Emporia was known.
- 1.2. To accomplish the above objectives it is the intent of this Association to provide and maintain an Open Scholarship Program for scholarship grants to any accredited College, University or Vocational School identified to be "higher education" for descendants of alumni, former students, and/or employee of the former College of Emporia, to maintain a Directory of Alumni, to preserve and display selected memorabilia of the College of Emporia, and to publish a newsletter at least twice yearly for the edification of its members.
- 1.3. The title of our organization, "College of Emporia Alumni Association" may not be associated with any organization unless approved by the Board of Directors and the executive officers. The use of this title must be approved by a majority vote and authorized with a written consent.

## **2. Membership and meetings**

- 2.1. Voting membership is open to all College of Emporia alumni and former students, subject to any limitations that may be established by the Board of Directors, upon payment of such annual dues as may be established by the Board and officers.
- 2.2. A General Meeting of the Membership will be held every summer at a time and place determined by the Board of Directors and the officers.
- 2.3. A Special Meeting of the Membership may be called at any time by the Board of Directors, a petition of 20% of the membership or the officers.
- 2.4. A Written notice of each Membership meeting shall be mailed to each Member not less than 15 days before each meeting.
- 2.5. A quorum at any General Meeting of Members shall be the number of Members present.

## **3. Board of Directors and Meeting**

- 3.1. The management of all the affairs of the Association shall be vested in a Board of Directors and the executive officers. There shall be fifteen Directors, each elected for a three-year term. Their terms shall be staggered so that five Directors complete their terms each year. Officers who are not Directors will be considered members of the Board for purposes of determining a meeting quorum.
- 3.2. Newly elected Directors shall take office on January 1, following their election, this being the first day of the Fiscal Year. Directors are subject to removal at any time, by action of two thirds of the Board of Directors and officers, or a majority of the Membership.

- 3.3. Vacancies occurring of the Board of Directors will be selected from a list of eligible members, by the remaining Directors.
- 3.4. A Meeting of the Board of Directors shall be held at least once each calendar year at a time and place determined by the President.
- 3.5. A Special Meeting of the Board of Directors may be called at any time on ten days notice by any five members of the Board and/or the executive officers.
- 3.6. A quorum at a meeting of the Board of Directors shall be one third of Board Members duly elected, provided that any Officer who is not a Board Member will be counted as part of the number required for a quorum.
- 3.7. The Executive Committee of the Board of Directors, consisting of all elected officers, is authorized to act for the Board when the Board is not in session, except that it may not amend By-Laws. Meeting of the Executive Committee, including telephone conference meetings, will be held as needed, at a time and place determined by the President. Minutes of all such meetings will be distributed promptly to all Directors. A quorum of the Executive Committee shall be three.
- 3.8. All Persons on the Board of Directors must be paid up members.

#### 4. Officers

- 4.1. The Officers of the Association shall be the President, President-Elect, Past President, Vice President for Membership, Secretary, and Treasurer, all of whom will be elected to office by the Board of Directors for a term of one year with election as President-Elect constituting election as President the succeeding year without any further action or vote by the Board of Directors and officers. Officers need not be elected Directors; if not, they shall be entitled to a vote on all matters before the Board and their presence will count toward the number required for a quorum.
- 4.2. Newly elected Officers shall take office January 1 following their election, this being the first day of the Fiscal Year. Officers are subject to removal at any time, by action of two thirds of the Board of Directors and officers, or a majority of the Membership.
- 4.3. The **President** shall preside at all meetings of the Association, of the Board of Directors, and of the Executive Committee. The President shall make reports to the Board of Directors as required, shall perform all other duties incident to the position as the executive manager of the business of the Association, and shall appoint all committee chairpersons.
- 4.4. The **President-Elect** shall have such responsibility and authority as may be assigned by the Board of Directors and the President. The President-Elect shall have full powers to act in the stead of the President in the event of the absence or inability of the President to act. The President-Elect shall automatically succeed to the office of President the year following serving as President-Elect without any further action or vote.
- 4.5. The **Vice President for Membership** shall receive and deposit all dues and donations received from Members, reporting same to the Treasurer, and shall maintain detailed and accurate records of individual members and make reports as directed by the Board of Directors and officers.
- 4.6. The **Secretary** shall make accurate minutes of all Meetings of the Association, of the Board of Directors, and of the Executive Committee, and will issue proper notice of such Meetings. The

Secretary shall be custodian of all non-financial records and shall have such other responsibilities and authority as may be assigned by the Board of Directors and officers.

- 4.7. The **Treasurer** shall collect all monies due the Association, including dues and contributions received from the Vice President for Membership. The Treasurer shall have custody of all funds and books of accounts, shall make disbursements as directed, and shall submit financial reports as directed by the Board of Directors and officers.
- 4.8. All officers must be a paid up member of the Alumni Association.
- 4.9. If for any reason an annual election of Directors or Officers is not conducted, the then-current Directors or Officers shall continue to serve until such an election is conducted.

## **5. Elections**

- 5.1. Five Directors will be elected annually, each for a three-year term. Thirty days before the General Meeting, a ballot shall be sent to each Member of the Association. Completed ballots should be returned, to the Secretary, within 30 days.
- 5.2. The ballot mailed to each Member will include one nomination by the Nominating Committee for each vacancy anticipated of the Board of Directors; it will include also the nomination of any Member who petitions to be a candidate with five members signed in support of such a petition. Ballots will be returned to, and counted by, the Secretary.
- 5.3. Officers will be elected annually by the Board of Directors at the Board's first meeting each calendar year. Vacancies in any Officer position may be filled at any time by vote of the Board of Directors, and any remaining officers.
- 5.4. The ballot for Officers will include one nomination by the Nominating Committee for each office; it will include also any nominations presented to the Nominating Committee by any of the eligible voters. Ballots will be returned to, and counted by the Secretary.

## **6. Committees**

- 6.1. The President shall, at the time of taking office, appoint chairperson of the following Standing Committees: Communications Committee, Scholarship Committee, Nominating Committee, Memorabilia Committee & Reunion Committee. The President may also from time to time establish such ad hoc committees as deemed appropriate, appointing the chairperson to each committee.
- 6.2. Committee Chairpersons will appoint members of their committee. The President shall approve the members of each committee.

## **7. Miscellaneous**

- 7.1. If anyone be sued because of serving as a director of the Association such person may be indemnified for reasonable expenses incurred in defense if the court finds the conduct of such person to merit such indemnity.
- 7.2. These By-Laws may be amended by the Board of Directors and officers 30 days after publication to the Board and officers. A vote by the majority of the members of the Board & Officers signifies the approval of the amended by-laws.