

BYLAWS OF THE NORTHWEST MISSOURI STATE UNIVERSITY ALUMNI ASSOCIATION

Maryville, Missouri

Adopted: October 27, 2000

Revised: April 16, 2016; September 2018; April 17, 2020; April 30, 2022

MISSION STATEMENT

The Northwest Alumni Association fosters lifelong relationships through the giving of time, talent and funds to initiatives and opportunities that advance the University, its alumni, future alumni and friends.

Article I: PURPOSE

The Northwest Missouri State University Alumni Association (“the Association”) is called upon to establish and maintain connections with the Northwest Missouri State University (“Northwest”) family to promote the welfare of Northwest and provide alumni and friends with opportunities to support Northwest and its strategic plan. The opportunities may be educational, developmental or social in nature and are designed to serve the diverse needs and interests of the Northwest community.

Through the Association’s activities, programs and chapters, a greater Northwest will be pursued and supported by *developing connections* and *sharing information*. As a part of the Northwest Foundation, Inc. (“the Foundation”), a recognized 501(c)(3), the Association will facilitate these activities and function as a communication link to express alumni opinions to Northwest and the Foundation and act as a motivating force to encourage support for Northwest from alumni and friends.

Article II: MEMBERS

Section 1. Memberships & Contributions

All graduates of Northwest are considered *alumni members* in the Association.

All family and friends with an affinity to Northwest are considered *friend members* in the Association.

The Northwest Alumni Association Board of Directors (“the Board”) may establish and prescribe future membership fees or contributions required for membership in the Association with approval by the Foundation.

Section 2. Special and Promotional Memberships

Should the Board establish an Association membership fee, the Board may, at its discretion, adopt family memberships, life memberships, interim memberships, trial memberships and other special or promotional memberships for new Northwest graduates and others, but is under no obligation to do so.

Article III: BOARD OF DIRECTORS – SELECTION AND ELECTION

Section 1. Term and Eligibility

A *Board Director* (“director”) shall be a member of the Association in good standing in order to serve on the Board. No more than two directors without a degree earned from Northwest can hold board positions at one time. No person shall be selected for more than two consecutive three year terms as a director of the Association, except as follows: Officers listed in Article V, Section 1, shall be directors of the Board for as long as they hold office, without regard to any limit otherwise imposed by this section. The abbreviated service of a director selected to fill an uncompleted term of less than six months in accordance with Article IV, Section 3, shall not be counted toward any limit otherwise established in this section. After absence from the Board for a minimum of two years, any former director may be selected for additional terms as a director. Additional service is again subject to the aforementioned limits provided there is no conflict of interest or impropriety in the performance of the duties of such person as a director. One director may not hold two positions simultaneously.

Section 2. Board Composition

The Board of Directors shall be composed of:

- (a) Up to 20 directors: Directors elected to serve a three year term renewable for a maximum of one additional three year term as established in Article III, Section 1;
- (b) the Vice President of University Advancement and Executive Director of the Northwest Foundation, Inc., Assistant Vice President of University Advancement and Chief Finance Officer for the Northwest Foundation, Director of Alumni Relations, Constituent and Alumni Relations Specialist, Annual Giving and Alumni Relations Specialist, current and all emeritus Presidents of Northwest Missouri State University;
- (c) a voting representative from the Northwest Student Senate appointed by the Student Senate President and Advisor;
- (d) a voting member of the Foundation Board appointed by the Foundation as a representative to the Board;

- (e) all other past presidents of the Board who shall be ex-officio, non-voting members of the Board, and those who may be requested to attend specific meetings and perform specific functions at the discretion of the president.

Section 3. Election of Board Directors

Within 60 days of the fall meeting, the Mentor/Membership Committee shall develop and review a slate of candidates adequate to the number of positions to be filled. The Mentor Committee shall rank the candidates using criteria which includes, but is not limited to, demographic make-up of the board.

The Mentor/Membership Committee chair will confirm interest and availability 45 days prior to the spring meeting. A biography from the candidate will be requested at that time, which will be reviewed by the Board.

The ranked candidates and their biographies shall be presented at the annual spring meeting to the entire Board for approval by a majority vote.

Upon approval by the Board, the Director of Alumni Relations will call the ranked candidates to verify their acceptance to sit on the Board, continuing through the list until all director positions are filled.

Once accepted, the president will contact newly elected directors to welcome them to the board.

Section 4. Association Officers

Any director elected as an officer of the Executive/Promote Committee under Article V, Section 1, shall retain membership on the Board so long as they hold such office.

Section 5. Conflicts of Interest

A Conflict of Interest Statement shall be signed annually by each director. Any director with a business or personal interest in any matter before the Association shall disclose such interest to the Board prior to any action being taken thereon. Any director who is so interested may be counted in determining the existence of a quorum at any meeting at which such action may be considered but shall not be entitled to vote on such action. No action of the Association shall be rendered void solely by the fact that any of the directors are so interested, but subsequent disclosure of such interest may be a basis for the Board to rescind such action.

Section 6. Gratuitous Service

Directors shall not receive any compensation for their services, but may receive limited reimbursement for expenses incurred on behalf of the Association. No expenses shall be

reimbursed except as pre-authorized by the chief financial officer of the Foundation per the Foundation Board approved budget.

Article IV: BOARD OF DIRECTORS – POWERS AND DUTIES

Section 1. Authority

Except as otherwise provided by law, or the bylaws of the Alumni Association, the Board, under the direction of the Foundation, has been granted the authority to govern and manage the Association. Any communications by the Board or a director to alumni must be pre-approved by the Director of Alumni Relations at least 7-days prior to distributing, and the Director of Alumni Relations must receive a copy of such communication when distributed.

Section 2. District and Regional Boundaries

The Board may establish and alter the territorial boundaries of Association chapters, affinity chapters, districts and regions as necessary. The Board may establish and alter affinity chapters to meet the needs of specialized alumni groups. International chapters shall be assigned to national boundaries, which generally conform to the chapter areas.

Section 3. Vacancies

In the event of a vacancy on the Board the remaining Board directors shall, by majority vote, appoint a director to fill the unexpired term of the vacating director, unless otherwise established by these by-laws. If the uncompleted term is less than six months, the abbreviated service of the replacement member shall not be counted toward the limits established in Article III, Section 1.

Section 4. Resignation, Termination or Removal

Any director may resign from the Board by notice in writing to the president in care of the Constituent and Alumni Relations Specialist. Any director may be removed from office on the Board for good cause upon the recommendation of the Executive Committee and a vote of at least two-thirds of the directors present at a meeting where a quorum of the Board exists. Such termination or removal shall be considered upon the request of not less than five directors; any such request shall be submitted in writing to the president in care of the Constituent and Alumni Relations Specialist. The director in question shall receive written notice not less than 30 days in advance of the meeting at which the issue of removal or termination is to be addressed. Upon request of the director subject to the removal or termination action, a hearing shall be held at said meeting prior to the vote of the Board.

Section 5. Meetings

The Board shall meet at least two times each year for the transaction of business, at a time and place to be designated by the president. Special meetings may be called on the initiative of the president and shall be called by the president in the event of a resolution by the Board or upon receipt of a written request signed by at least four directors. Special meetings may be held in person or by any means by which all directors participating may simultaneously hear each other during the meeting. A minimum of a 7-day notice by United States mail, electronic communication or personal contact shall be given for periodic or special meetings called. The latest edition of *Robert's Rules of Order* shall govern matters of procedure in parliamentary practice not covered in the bylaws of the Association.

Section 6. Quorum

The presence of a simple majority of the voting Board shall constitute a quorum for the transaction of business. A vote by a majority of those directors present at such time, unless otherwise provided by law or the bylaws of the Association shall constitute official and duly authorized action on any matter within the jurisdiction of the Board.

Section 7. Business Communication

The Board may authorize the transaction of business by mail, electronic communication, or personal contact.

Section 8. Executive/Promote Committee

- (a) An Executive/Promote Committee shall be established whose members shall serve two-year terms commencing on July 1 of each year. The Executive/Promote Committee shall consist of the president, vice-president, the immediate past president and the chairs of the standing committees of the Board. The Northwest Advancement staff members mentioned in Article III, Section 2, Subsection (b), shall be ex-officio, nonvoting members of the Executive/Promote Committee.
- (b) Unless otherwise provided by law, the bylaws of the Association or the Northwest Foundation, Inc., said Executive/Promote Committee shall have full authority to conduct the business of the Association in the intervals between meetings of the Board. An act or authorization of an act by the Executive/Promote Committee shall be as effective for all purposes as the act or authorization of the Board, including authorization of activities, expenditures and all other matters normally within the jurisdiction of the Board, so long as the action is approved by a vote of a majority of the total membership of said Executive/Promote Committee.

Section 9. Committees

- (a) Standing committees shall be Connect/Activities and Mentor/Membership. The president shall fill all vacancies on such standing committees and shall appoint or reappoint the committee chairperson at least every two years. There shall be no fewer than 6 members and no more than 14 members on each committee.

- (b) Connect/Activities Committee. Chaired by an elected/voting Board director nominated by President and confirmed by Executive/Promote Committee and the Board. The Connect/Activities Committee shall assist Alumni Relations in planning and organizing activities and events that strengthen relationships and encourage alumni and friends' engagement with Northwest. Such events include, but are not limited to: Homecoming activities; annual Alumni Awards; alumni reunions; and athletic fan events. Members of this committee will assist in recruiting volunteers for events related to Association programming.
- (c) Mentor/Membership Committee. Chaired by an elected/voting Board member nominated by President and confirmed by Executive/Promote Committee and the Board. The Mentor/Membership Committee shall annually present recommended incoming Board directors to the Executive/Promote Committee and the Board; and recommend a nominee or nominees for election by the Board to fill any vacancy on the Board. This committee shall also serve as mentors to chapters, and liaisons between the chapters and the Association. They will assist Alumni Relations with identifying potential new chapters, chapter leadership and chapter members. This committee will assist in planning an annual meeting for all chapter leaders.
- (d) Committee Service. All elected/voting Board directors shall be an active member of a standing committee.
- (e) The Board or the president may establish and appoint other committees deemed necessary or appropriate to serve in an advisory capacity. The chairperson of any such advisory committee or task force must be a director of this Association.
- (f) The president of the Association automatically shall be an ex-officio member of all committees established in accordance with subsections (a) and (b) of this Section.

Section 10. Indemnity of Debts

The directors of the Board shall not be individually or personally liable for the debts, liabilities or obligations of the Association. The Association shall indemnify and hold harmless the directors from any liability on Association obligations and for any liability of the directors incurred in the performance of their duties as directors of the Association. Officers, directors, employees and agents of the Association shall be indemnified as follows:

- (a) Any person who was or is a party or is threatened to be made a party to any threatened pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Association), by reason of the fact that he/she is or was a director, officer, employee or agent of the Northwest Alumni Association, or is or was serving at the request of the Association as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the Association against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him/her in connection with such action, suit or proceeding if he/she acted in good faith and in a manner he/she reasonably believed to be in or not opposed to the best

interest of the Association, and, with respect to any criminal action or proceeding, has no reasonable cause to believe his/her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he/she reasonably believed to be in or not opposed to the best interests of the Association, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his/her conduct was unlawful.

- (b) The Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Association to procure a judgment in its favor by reason of the fact that he/she is or was a director, officer, employee or agent of the Association, or is or was serving at the request of the Association as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by him/her in connection with the defense or settlement of such action or suit if he/she acted in good faith and in a manner he/she reasonably believed to be in or not opposed to the best interests of the Association, except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his/her duty to the Association.
- (c) To the extent that a director, officer, employee or agent has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in paragraph (a) and (b), or in defense of any claim, issue or matter therein, he/she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him/her in connection.
- (d) Any indemnification under paragraphs (a) and (b) (unless ordered by a court) shall be made by the Association only as authorized in the specific case upon a determination that indemnification of the director, officer, employee, or agent is proper in the circumstances because he/she has met the applicable standard of conduct set forth in paragraph (a) and (b). Such determination shall be made: (1) by the Board by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding; or (2) if such a quorum is not obtainable, or, even if obtainable a quorum of disinterested directors so directs, by independent legal counsel in a written opinion; or (3) by the donors of the Foundation.
- (e) Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Foundation in advance of the final disposition of such action, suit or proceeding as authorized by the Board in the specific case upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he/she is entitled to be indemnified by the Association as authorized in this paragraph.
- (f) The indemnification provided by this section shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any bylaw, agreement, vote of directors or disinterested directors or otherwise, both as to action in his/her official capacity and as to action in another capacity while holding such office,

and shall continue as to a person who has caused to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

ARTICLE V: OFFICERS

Section 1. Term and Eligibility

The Mentor/Membership Committee shall forward a slate of nominated officers to the Board of Directors, and the Board shall elect the 3 officers. Officers shall serve from July 1 a nonrenewable two-year term. The Board shall elect members to fill the following offices: (1) President; (2) Vice president; and (3) Immediate Past President, if necessary. One person may not hold two offices simultaneously.

Section 2. Election

Nominations must be finalized by the Mentor/Membership Committee at least 30 days prior to the meeting in which the election is to occur. The Mentor/Membership Committee must submit in writing, either electronically or by traditional mail, a recommended slate to all board members at least 7-days prior to the meeting in which the election is to occur. Election of officers and directors shall not take place for at least 7-days after notice of said election, but shall take place at the first meeting of the Board held after such period has elapsed.

Section 3. Vacancies

In the event of a vacancy in the office of president, the vice president shall fill the office for the unexpired term. In the event of the absence or inability to act as the president, the vice president shall temporarily carry out the duties of the office. In the event both the president and the vice president are absent or unable to perform their duties, the immediate past president or a chairperson of one of the standing committees shall serve as president pro tempore. The Executive/Promote Committee may fill other vacancies in the offices of the Association for the unexpired term.

Section 4. Resignation or Removal

Any officer may resign by notice in writing to the Board in care of the Constituent and Alumni Relations Specialist. Any officer may be removed from office for good cause upon the vote of at least two-thirds of the directors present at a meeting where quorum of the directors exists. Such removal shall be considered upon the request of not less than five directors; any such request shall be submitted in writing to the Board in care of the Constituent and Alumni Relations Specialist. The officer in question shall receive written notice not less than 30 days in advance of the meeting at which the issue of removal is to be addressed. Upon request of the officer subject to the removal action, a hearing shall be held at said meeting prior to the vote of the directors.

Section 5. Duties of the President

The duties of the president shall include: (1) Call and preside at all meetings of the Association, the Board of Directors and of the Executive/Promote Committee; (2) make all appointments as specified in Article IV, Section 9, and Article V, Section 2; (3) have general charge of and control over the programs of the Association, subject to the direction of the Board; and (4) perform such additional duties as may be prescribed from time to time by the Board or the bylaws of the Association. The president is a voting member of the Northwest Foundation, Inc. Board of Directors. The president is encouraged to attend Alumni Awards Banquet, Family Weekend, Homecoming and other prominent Northwest events.

Section 6. Duties of the Vice President

The duties of the vice president shall include: (1) assisting the president in the programs of the Association; (2) perform and discharge the duties of the president in their absence; (3) serve on the Executive/Promote Committee and other committees as directed; and (4) perform such additional duties as may be prescribed from time to time by the Board or the bylaws of the Association.

Section 7. Duties of the Professional Association Staff

- (a) The duties of the Director of Alumni Relations shall include: (1) management of the Association's budget; (2) staff support for Association programs; and (3) responsibility for the day-to-day operations of the Association subject to the direction of the Board and the president.
- (b) The Constituent and Alumni Relations Specialist shall make and preserve a record of all proceedings of the Association and shall perform such other duties as may be prescribed from time to time by the Board or the bylaws of the Association.
- (c) The Annual Giving and Alumni Relations Specialist shall assist the Director of Alumni Relations and the Constituent and Alumni Relations Specialist in the day-to-day operations of the Association.
- (d) The Vice President of University Advancement shall coordinate the university's institutional advancement effort with the Association and shall serve as the Association's liaison with Northwest's leadership.

Section 8. Duties and Responsibilities of Board Directors

- (a) Shall support Northwest's, the Northwest Foundation's and the Association's mission, goals, programs, services, strengths and needs;
- (b) shall provide leadership and direction to ensure the continuity of the Association by planning for the future, and establishing and reviewing policies and programs;

- (c) shall prepare for and participate in Board meetings, both in-person and virtual meetings, and be familiar with the agenda items and discussion topics. The Board has two meetings annually, spring and fall;
- (d) shall serve on at least one Board standing committee: Connect/Activities or Mentor/Membership;
- (e) directors are encouraged to attend Association sponsored events such as: Alumni Awards Banquet, Family Weekend, Homecoming and other prominent events supported by Northwest;
- (f) should serve as a Board liaison to at least one Alumni Chapter, attending its events as possible and fostering relationships between its officers and the Association.

Section 9. Duties of the Student Representative

- (a) Shall attend two meetings of the Board each year;
- (b) should be a sophomore, junior or senior standing;
- (c) shall be a member of the Northwest Student Senate;
- (d) shall desire to represent the student body and their ideas;
- (e) shall give a report from the Student Senate to the Board at during the fall meeting;
- (f) may invite a panel of students to the spring meeting to share information with the board;

ARTICLE VI: FISCAL MATTERS

Section 1. Budgets and Expenditures

Annual budgets shall be prepared by the Director of Alumni Relations for consideration by the Northwest Foundation, Inc., Board of Directors (“Foundation Board”). Expenditures shall be made only in accordance with approved budgets. Centralized accounting will be maintained by University Advancement/Northwest Foundation staff.

Section 2. Contracts

Association directors may not enter into any contract or execute any instrument in the name of, and/or on behalf of the Association.

Section 3. Loans

No loans shall be contracted on behalf of the Association, and no evidence of indebtedness shall be issued in its name.

Section 4. Checks and Drafts

All checks, drafts or other orders for payment of money shall be signed by authorized University Advancement/Northwest Foundation personnel. Centralized accounting will be maintained by University Advancement/Northwest Foundation personnel.

Section 5. Deposits

All funds of the Association shall be deposited to the credit of the Association accounts within the appropriate centralized accounting systems. Requisitions for disbursement shall be signed by authorized University Advancement/Northwest Foundation personnel.

Section 6. Gifts

Gifts to the Association will be accepted only in accordance with the policy approved by the Foundation. However, no member nor director shall solicit or receive gifts for the Association except on behalf of the Foundation.

Section 7. Books, Records and Annual Audits

The Association shall keep and maintain complete and accurate books and records of account and minutes of the proceedings of its members, directors, and committees having any authority of the Board. The Association also shall keep at its principal office a record giving the names and addresses of the members entitled to vote. All books and records of the Association may be inspected by any director, director's agent or attorney for any proper purpose at any reasonable time. The Board shall cause the records of the Association to be subject to annual enumerated auditing procedures performed by an independent certified public accountant as directed by the Foundation Board.

ARTICLE VII: DEVELOPMENT FUND

The Association endorses and pledges its support to the Foundation which is the official fund-raising agency of Northwest.

ARTICLE VIII: AMENDMENTS

The Board may amend or repeal these bylaws by the vote of two-thirds of the directors present at any regular or special meeting where a quorum of the directors exists, provided that the notice of said meeting shall contain a verbatim statement of the proposed amendment and that such notice be received by directors at least 7-days in advance of said meeting. Amendments to the bylaws must be submitted to the Constituent and Alumni Relations Specialist for review under procedures approved by the Board.

ARTICLE IX: MISCELLANEOUS PROVISIONS

Section 1. Fiscal Year

The fiscal year of the Association shall be from the first day of July each year through the 30th day of June of the succeeding calendar year.

Section 2. Non-Discrimination

The Association shall not discriminate on the basis of age, gender, transgender, [sexual preference](#), race, national or ethnic origin, religious affiliation or disability.

Section 3. Definitions

As used in these bylaws, the following terms shall mean:

- (a) Association: the Northwest Missouri State University Alumni Association;
- (b) Board: the Board of Directors of the Northwest Missouri State University Alumni Association;
- (c) Chartered: any organization whose documents and bylaws are recognized as being in compliance with the requirements of this Association, under such guidelines as shall have been adopted by the Board; Chapter Guidelines are recorded in Appendix B
- (d) Director: a member of the Alumni Association Board of Directors;
- (e) Executive/Promote Committee: three Association elected officers and standing committee chairs of the Board;
- (f) Northwest: Northwest Missouri State University; and
- (g) University: Northwest Missouri State University.