

# ***THE GREATER CLEVELAND CHAPTER of the OHIO UNIVERSITY ALUMNI ASSOCIATION BY-LAWS***

We, the undersigned, as officers of the Greater Cleveland Chapter of the Ohio University Alumni Association (hereinafter “the Chapter”), and as alumni and friends of Ohio University, have associated ourselves under the following by-laws for the purpose and intent hereinafter stated.

## **ARTICLE I -- Name**

The name of this organization shall be the Greater Cleveland Chapter of the Ohio University Alumni Association.

## **ARTICLE II -- Purpose**

The Chapter is formed as part of the Ohio University Alumni Association and is subject to its Constitution and By-laws, regulations, and policies. It exists to foster a spirit of camaraderie, loyalty, and support for Ohio University and the Alumni Association among alumni and friends. The Chapter will promote the general welfare of both through activities, projects, and advocacy.

## **ARTICLE III -- Membership**

The Chapter is intended to serve and be open to all alumni as prescribed by the Constitution and By-Laws of the Ohio University Alumni Association and may include spouses of alumni and friends of Ohio University and/or the Alumni Association. Regular members are all recipients of degrees from the University and all persons who have completed one academic year in good standing. Sponsor members are those alumni that wished to contribute financially to the Chapter in exchange for special privileges. Associate members are all present members of the administrative staff, faculty members, members of the University Board of Trustees, Trustees of the Ohio University Foundation, Inc., and friends who are not regular members. Honorary members are those who have or may render valuable and conspicuous services to the University/Association. Honorary membership is conferred by a 2/3 vote of all filled positions on the Board of Directors.

## **ARTICLE IV -- Organizational Structure**

1. **Officers.** The officers of the Chapter shall be:
  - a. President
  - b. Vice President
  - c. Secretary
  - d. Treasurer

Each of the officers shall be a member of the Board of Directors, as set forth below in paragraph 2 of this Article. The specific duties of each officer position are described below in Article V.

2. **Board of Directors.** There shall be a Board of Directors with a maximum of twelve (12) members, which is responsible for the method and procedures for election of officers either by the general membership or from the Board's membership. The Board of Directors shall be responsible for carrying out the chapter agenda and in heading up any committees established to support programs, coordinate events, or plan activities. This includes the formation of new committees or the elimination of committees as the need allows. The members of the board will be the 4 officers, each committee chair, one from each of the 5 committees, and 3 at-large positions held by individuals from the alumni base that hold no officer position or committee chair position. All members of the board must maintain a chapter sponsor membership.
  - a. The Board of Directors shall vote on any proposed activity of the chapter by motion at monthly Board of Directors meetings – accepting those matters left to the discretion of the officers and committee chairs.
  - b. In order that a vote may be held on any issue, there must be present at the Board of Directors meeting a quorum of Board members. A quorum shall constitute 9 members of the Board of Directors, where all 12 positions on the Board have been filled. Where less than all 12 Board positions have been filled, a majority of those positions that have been filled shall be present to constitute a quorum. Further, proxy votes may not be counted to establish the presence of a quorum.
  - c. Excepting for those items set forth in paragraph (d) below, motions shall pass upon a majority vote of a quorum of the Board of Directors, including any proxy votes which may be counted.
  - d. The following items may only be passed by a vote which comprises a majority of the entire Board of Directors (excepting those Board positions which have not been filled):
    - 1) Amendments or changes to these By-Laws as set forth in Article XV below;
    - 2) Filling of vacant officer or Board of Directors positions as comes necessary, and other than through Elections as set forth in Article VIII below;
    - 3) The bestowing of an Honorary Membership to non-alumni, as set forth in Article III above;
    - 4) Changes in legal structure or status of the Chapter;
    - 5) The creation of new committees, or dissolution of existing committees; and
    - 6) The removal from office of any officer, Board member, or Committee Chair as set forth in Article VII below.
  - e. If a motion is defeated, a period of 3 months must pass before that same motion can be voted upon again. The only exception to this rule is where at any meeting of the Board of Directors, if there be a quorum present, the Board members comprising such quorum vote by unanimous consent to place the previously defeated motion up for vote once again.
  - f. Proxy voting. Board of Directors members may vote by proxy through any other Board member. In the case of committee chairs, they may also permit, by proxy, the vice chairs of their respective committees to participate and vote at Board meetings in place of the chair when the chair is otherwise unable to attend the meeting. In any case where a motion passes by virtue of a proxy vote or votes, such that said motion would not have passed without the proxy vote(s), the Secretary shall verify thereafter that such proxy was duly authorized by the party to whom the proxy vote originally belonged.
  
3. **Committee Chairs.** There shall be five committees, each of whom shall have a chair and, as deemed necessary by the chair for the respective committee, a vice chair. The five committees and respective chair positions are as follows:
  - a. Community Involvement
  - b. Public Relations
  - c. Fundraising
  - d. Professional Development & Networking
  - e. Social Events

Each of the committee chairs shall be a member of the Board of Directors (although not vice chairs, unless elected to one of the Board's "at-large" positions), as set forth above in paragraph 2 of this Article. The purpose and mission of each committee and the specific duties of each of position are described below in Article V.

## ARTICLE V -- Duties of Officers and Committee Chairs

### 1. Officers

- a) The **President** will be the chief executive officer of the chapter and will preside at all meetings. He/She will oversee the coordination of all chapter activities; will be an ex-officio member of all committees and shall ensure that all orders and resolutions of the chapter are carried into effect. The President shall act as liaison with the Office of Alumni Relations/Ohio University Alumni Association and with the various other Ohio University Alumni chapters throughout the United States. The President must also maintain his/her sponsor membership while in office.
- b) The **Vice President** shall, in the absence or disability of the President, perform the duties and exercise the powers of the President. The Vice President shall generally assist the chapter by performing such duties as the President and Board of Directors prescribe and will be an ex-officio member of all committees. The Vice President must also maintain his/her sponsor membership while in office.
- c) The **Secretary** shall keep accurate accounts of all meetings of the chapter and Board of Directors; shall give, or cause to be given, notice of all general and special meetings of the chapter; handle all correspondence of the meetings to be sent to the Public Relations Committee; assist the President in completing the annual report to the Office of Alumni Relations; be custodian of all alumni records and forward any address changes or other personal updates to the alumni office while maintaining the chapters own database by keeping accurate lists of all regular members and all sponsor members of the chapter as well as all committee members. The Secretary is charged with communicating news of events to the alumni office by filling out and returning the "Chapter Event Evaluation" form to the alumni office for publicity and review and emailing notifications to the chapters' own alumni database. It shall further be the duty of the Secretary to regularly maintain all records concerning when and which officer, Board of Directors, and committee chair positions are up for election. The Recording Secretary must also maintain his/her sponsor membership while in office.
- d) The **Treasurer** shall collect, receive, and disburse all monies; keep accurate accounts; make report of the financial condition of the chapter at each bi-annual meeting and at the Board of Directors' meetings. The Treasurer will maintain a checking and/or savings account and ensure that there is a two-signature option for transactions so that chapter business can continue in the absence of the treasurer. The two signatures will be the Treasurer's and either the Chapter President's or Vice-President's. This checking and/or savings account should have the appropriate non-profit tax identification for tax purposes. Additionally, the treasurer will be responsible to maintaining the chapter's non-profit status and filing the chapter tax return if applicable. To the extent required by Ohio University, the treasurer shall communicate to the alumni office the name and number of the chapter account for records purposes. The Treasurer must also maintain his/her sponsor membership while in office.

### 2. Committee Chairpersons and committee responsibilities:

- a) **Community Involvement** – Promote social awareness in alumni, give back to the community and provide good faith advertising for the Greater Cleveland Chapter and Ohio University; Chair is responsible for conducting quarterly meetings and reporting those minutes to the recording secretary prior to the next monthly board meeting; the chair must also maintain his/her sponsor membership while holding the committee chair position; the chair is also responsible for providing any feedback or input from their committee to the Board of Directors.
- b) **Public Relations** – Promote awareness of the chapter and all activities through any and all marketing means, maintaining the chapter web page including maintenance and regularly updating pages, distributing a periodic newsletter and assisting in raising funds for the chapter; Chair is responsible for conducting quarterly meetings and reporting those minutes to the secretary prior to the next monthly board meeting; the chair must also maintain his/her sponsor

membership while holding the committee chair position; the chair is also responsible for providing any feedback or input from their committee to the Board of Directors.

- c) **Fundraising** – assist in all activities where funds can be raised without giving the impression that the chapter is all about raising money; activities should be planned solely for the purpose of fundraising for the chapter as being the driving force behind the chapter scholarship and support all other committees in their tasks; Chair is responsible for conducting quarterly meetings and reporting those minutes to the recording secretary prior to the next monthly board meeting; the chair must also maintain his/her sponsor membership while holding the committee chair position; the chair is also responsible for providing any feedback or input from their committee to the Board of Directors.
  
- d) **Professional Development & Networking** – Conduct opportunities for alumni to meet/gather to chat, talk business and have fun, assist freshman and seniors with life changes through various meet and greets and to provide employment leads through programs and events, assist the Ohio University Alumni Association in any events planned by the office to aid current students and future alumni with life after graduation; Chair is responsible for conducting quarterly meetings and reporting those minutes to the recording secretary prior to the next monthly board meeting; the chair must also maintain his/her sponsor membership while holding the committee chair position; the chair is also responsible for providing any feedback or input from their committee to the Board of Directors.
  
- e) **Social Events** – Provide an escape for local alumni, friends and family to gather and have a good time while promoting the Greater Cleveland Chapter and the Ohio University Alumni Association, assist in raising funds for the chapter through the activities planned; Chair is responsible for conducting quarterly meetings and reporting those minutes to the recording secretary prior to the next monthly board meeting; the chair must also maintain his/her sponsor membership while holding the committee chair position; the chair is also responsible for providing any feedback or input from their committee to the Board of Directors.

## **ARTICLE VI -- Terms of Office**

1. Terms of office for officers are for a period of two years, from the date of election, pursuant to Article VIII. Committee chair positions are for a period of two years, from the date of election pursuant to Article VIII. Board of Directors terms of office for those that do not hold an “official” office or chair (“at-large” positions) are for a period of two years, from the date of election pursuant to Article VIII.
  
2. Officers, committee chairs, and at-large members of the Board of Directors are eligible for re-election to an additional two-year term at the end of their original commitment. After two consecutive terms (in this case four years) the officer, committee chair, or at-large board member will only be eligible for re-election provided he/she waits two years or holds another position for this period.

## **ARTICLE VII -- Removal from Office**

The Chapter shall have discretionary authority to request resignations or, if necessary, remove from office any person(s) violating the constitution and by-laws; wrongfully seeking personal financial gain through programs, products, and mismanagement of Alumni Association or Chapter property, such as mailing lists, facilities, or funds. Additionally, any member of the Board of Directors shall file a petition to the Board to have any officer or committee chair removed for office or from their elected position. This petition should contain any evidence and/or reasons why this person(s) should be removed from office or their elected position. This action requires a 2/3 vote of all filled positions for the Board of Directors.

## **ARTICLE VIII -- Elections**

Unless deemed unnecessary by a majority vote of all filled positions on the Board of Directors, regular elections for all officer, at-large Board of Directors, and committee chair positions shall be held in accordance with the following rules and procedures:

1. At least six weeks prior to the date of the November Bi-Annual Meeting, the President shall appoint an Elections Committee of five active sponsor chapter members, excluding officers and members of the Board of Directors, who will gather the positions that are up for re-election and then solicit for presentation at the Bi-Annual Meeting, the names of candidates for the Board of Directors, Officers and Committee Chairs.
2. Officer and Committee Chair positions shall be staggered according to the following rules.
  - President – every odd ending year
  - Vice-President – every even ending year
  - Secretary – every even ending year
  - Treasurer – every odd ending year
  - Community Involvement Chair – every even ending year
  - Fundraising – every odd ending year
  - Professional Networking and Development – every even ending year
  - Public Relations Chair – every odd ending year
  - Social Events – every even ending year
3. Board of Directors at large seats will be not be staggered and will be hold every year a term is concluded.
4. Those interested in running for an office, committee chair and or an available seat on the Board of Directors should submit a proposal as to why they feel they would be the best candidate for the positions along with recommendations for future improvements of the chapter that they would like to implement and how. These individuals must be sponsor members as well as be an active member of a committee as determined by that respective committee chair. They must be present to submit their proposal at the Board of Directors meeting held prior to the Bi-Annual Meeting unless there is a valid reason as to why they cannot attend. This exception will be determined by 2/3 vote of the Board.
5. The Elections Committee will then compile the list of all proposals for the elections at the bi-annual meeting.
6. The notice of the bi-annual meeting shall contain the names of candidates for the several offices compiled by the Elections Committee.
7. Those allowed to vote on the new candidates are those members that have attended at least 2 events in the past year, are sponsor members of the chapter and are active members of any one of the committees as determined by the respective committee chair.
8. Departing officers, committee chairs and board of directors members can vote on anyone but themselves or their opponent if they are running for reelection.
9. Whenever there are two or more candidates for any office, the voting shall be by secret ballot, upon which each person entitled to vote shall write the name of one of the candidates. The candidate receiving the largest number of votes for each office shall be declared elected

## **ARTICLE IX -- Meetings**

1. Board of Directors meetings shall be held once a month.
2. The Chapter shall sponsor 2 meetings a year, which may coincide with monthly Board of Directors meetings, for all members in the area to attend. The first meeting shall be held in February and will include a State of the Chapter speech by the President and then include all officers and/or committee chairs speaking on-behalf of their position and or committees. The second meeting will be held in November and will consist of voting on new officers and committee chairs.
3. All Committees are required to meet quarterly with its members to discuss the agenda of the committee and the activities/events planned by the group.

## **ARTICLE X -- Annual Report**

Per the Ohio University Alumni Association Constitution and By-Laws, a written annual report, in the format provided by the Ohio University Office of Alumni Relations, must be submitted for the Chapter to retain its charter. It shall be the obligation of the President of the Chapter, with the assistance and cooperation of the other officers and the Board of Directors, to submit the annual report to the Ohio University Office of Alumni Relations.

## **ARTICLE XI -- Chapter Discontinuance**

The Alumni Association retains the discretionary authority to discontinue chapters for lack of activity or willful violation of charters, by-laws, and other restrictions or laws, which may apply. If the Chapter is discontinued for any reason, the Chapter bank account is to be closed and the balance sent to the Ohio University Office of Alumni Relations for holding in the event that the Chapter is thereafter re-organized.

## **ARTICLE XII – Dues (Sponsor Memberships)**

The Chapter may establish a dues system only after consultation with the staff of the Ohio University Office of Alumni Relations. Any dues appeals which go out to alumni and friends must be approved by the Office of Alumni Relations and contain the statement that the dues appeal should not be confused with annual University fund-raising efforts. Chapter dues are not tax-deductible under current IRS code unless the Chapter has applied for a non-profit status with the IRS. The officers and Board of Directors will determine the services provided for dues-paying members.

## **ARTICLE XIII -- Liability**

The Chapter shall not endanger, legally imperil, or hold liable, the Ohio University Alumni Association, its Board of Directors, and staff through misconduct, insufficient funds, or mismanagement of said Chapter programs, events, or activities. Neither shall the Chapter, its officers, Board members, nor committee chairs accept liability for the actions and/or behavior of alumni, Chapter members, their families, and/or friends who elect to participate or attend such functions.

## **ARTICLE XIV -- Confidentiality**

No Chapter officer, member, constituent, or friend shall have permission to utilize mailing lists, membership directories or labels other than for their intended use in alumni programming and activities. Violations of this trust may result in removal from office and/or Chapter membership.

**ARTICLE XV -- Adoption and Amendment**

1. The approval and adoption of these By-Laws shall be by a majority vote of all active Chapter members in attendance at the annual meeting held in February of 2009.
2. The By-Laws may be amended by majority vote of the Board of Directors at any monthly meeting as long as the amendment was proposed at the prior monthly meeting and that the board members were notified in writing (including e-mail) at least ten (10) days prior to the date of such meeting as the voting will occur.

Approved: \_\_\_\_\_  
*Date*

Signature: \_\_\_\_\_  
*Chapter President*

Approved: \_\_\_\_\_  
*Date*

Signature: \_\_\_\_\_  
*Chapter Vice-President*

Approved: \_\_\_\_\_  
*Date*

Signature: \_\_\_\_\_  
*Chapter Treasurer*

Approved: \_\_\_\_\_  
*Date*

Signature: \_\_\_\_\_  
*Chapter Secretary*