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Bylaws of the Antioch College Alumni Association Board of Directors

The purpose of the Board of Directors is to operate the Antioch College Alumni Association (ACAA) in accordance with the ACAA Constitution and these By-Laws.

Article 1. Selection of Directors

Section 1. Eligibility

The Board of Directors (Board) shall be selected from among the members of the Antioch College Alumni Association.

Section 2. Selection Procedures

A.Elected Members. The Governance Committee works with the Alumni Association, the Alumni Board, and the College to solicit and gather nominations to fill positions on the Board.

The Governance Committee presents its list of nominations to the Board in writing at the Board meeting that immediately precedes the Annual Meeting of the members of the Association or at a Special Meeting called for the purpose of nominating Directors.

The Board votes to approve the list of nominees for Directors. If a majority rejects the list, the Board may amend the list. –

Notice of the slate of nominees, voting instructions, and ballots are sent to all members of the Alumni Association by mail and/or electronically. The Board sets the date for return of the ballots. The Board must send the Notice, names and ballot at least *30 days* in advance of the Annual Meeting and only those ballots that the Governance Committee receives by the close of business on the date set by the Board will be counted.

The nominees who receive the most votes are elected to the Board by the number of votes received until all vacancies on the Board are filled (e.g., if six positions are to be filled, the six nominees receiving the most votes shall be elected). In the event of a tie, the Board shall break the tie by a majority vote.

B. Appointed Members. The Board may appoint additional Directors as necessary by a majority vote in order to:

- fill any vacancies that exist on the Board or
- complete the terms of Directors who resign in mid-term.

1. All appointments should take into account such factors as involvement with the College, the Alumni Association, and the diversity of the Board with regard to skills, gender, age/year, geographic distribution, race/ethnicity, and sexual orientation.

2. If an appointment is to fill the remainder of a term of another Director who has left the Board, the following will apply:

If the remainder of the term was one year or less, the appointed Director will be eligible to be elected to *two* full three year terms after completing the remainder of the term of the previous Director.

If the remainder of the term was more than one year, the Director will be eligible to be elected to *one* full three-year term after completing the remainder the term of the previous Director

Article II. Term of Service and Responsibilities of Directors

<u>Section 1. Term of Service</u>

A. <u>Term of Service</u>. *Elected Directors* will assume office at the Alumni Board meeting that takes place before Reunion or on another date designated by the Board and their election announced at the Annual Meeting of the Alumni Association. *Appointed Directors* will assume office at the Board meeting (which may be a regular or Special Board meeting) immediately following their appointment. Every director must be re-elected to each three year term.

B. <u>Term Limits</u>. Directors will serve no more than *three consecutive three-year terms* in addition to any remainder term to which the Director had been appointed as provided in Article 1 Section 2B. The exception is that the President or Vice-president may serve on the Board until his/her/their term of office expires.

In no event shall a Director serve as a Director for longer than *12 consecutive years* even if the Director has not yet completed his/her/their two-year term as President or Vice-president.

Former directors who have served their full permitted three consecutive three-year terms as Directors, including any time as president or vice president are not eligible to run for the Board until two years following the last date of serving as a Director or as an Officer.

<u>Section 2. Responsibilities of Directors</u>

Each Director is expected to participate in and contribute to the work of the Board, which includes attending regular and special meetings of the Board unless there are compelling personal or professional circumstances and there is notification to the President, serve on one standing Board committees, be active in a chapter of the Alumni Association where feasible, and make a personally significant financial contribution to the College.

Article III. Number of Directors.

The Board of Directors consists of no fewer than 11 and no more than 30 Directors.

<u>Article IV. Meetings of Directors</u>

<u>Section 1. Regular Meetings</u>

A. <u>Schedule and Purpose</u>. At least <u>three</u> regular meetings of the Board shall be held in person or via remote service each year. One shall be on campus during the annual College Reunion period and the other two required meetings shall be held at any time at the call of the President or as scheduled. The purpose of the meetings shall be to nominate Directors, elect Officers, receive reports from current Directors, Officers, and committees, and transact other business of the Association.

B. <u>Notification</u>. The Secretary shall send written or other notice of regular Board meetings to all Directors at least 30 days before any meeting. The notice shall state the time, place, and agenda of the meeting.

<u>Section 2. Special Meetings</u>

A. <u>Presidential Prerogative</u>. The President may call Special Board meetings upon his/her/their own initiative.

B. <u>Directors' Request</u>. The President shall call Special Board meetings at the written request of 1/3 of the Directors. Special Board meetings must be called no later than 30 days after the President receives such a request.

C. <u>Notice and Means</u>. The notice shall state the time and purpose of the meeting as well as other relevant information. Special Board meetings may be held via telephone conference, Zoom, or other means.

Written notice of Special Board meetings must be sent by the President or Secretary to all Directors *at least five days* before any Special Meeting.

Section 3. Validity of Actions Taken at Meetings or in Writing

An action shall be valid if it is taken at a regular or Special Board meeting that is properly called and if a quorum of the Board attended that meeting. A quorum is a simple majority (51%) of the Directors then serving. If no quorum exists at a regular or Special Board meeting, the President may give notice to Directors *within ten da*ys after the date of such meeting to vote on an action in writing. The action shall be valid if all (100%) of the Directors vote in favor of the action in writing within ten days after the date of such notice.

1. Article V. Officers

Section 1. Number

The Board shall elect from among the Directors:

A. a President

B. a Vice President

C. a Secretary

D. Other Officers as the Board may determine.

Section 2. Election of Officers

A. Nominations. The Governance Committee works with Alumni Board to solicit and gather nominations to fill the positions of President, Vice President, Secretary, and other officers as the Board may determine.

The Governance Committee presents its list of nominations in writing to the Board at the Board meeting that immediately precedes the Annual Meeting, or at a Special Board meeting called for the purpose of electing such Officers.

B. Voting. Each Director may vote for one nominee for each office to be filled. The votes are cast by written ballot at the Board meeting at which the list of nominations is presented. The nominee who receives the most votes shall be elected, provided that no one shall be elected to office without a majority of the votes of those Directors present.

Section 3. Terms

A. General. Each Officer's term of office is two years, or until a successor is elected and takes office. Officers assume office at the end of the Annual Meeting following their election or in the case of a vacancy, at the time of election as an Officer. An Officer may be re-elected for *one* additional two-year term in the same office.

B. President and Vice-President. A president or vice president-designee who has not been elected by the Association as a Director within the prior nine years at the time his/her next term of office would begin, must stand for election as a Director and be elected by the Association before being eligible to serve further as an Officer.

Section 4. Duties

A. President. The President presides at all meetings of the Board and is an ex-officio member of the College Board of Trustees. She/he/they shall also be a member of all committees ex officio, except the Governance Committee.

~~B~~ Vice President. In the absence of the President, the Vice Presidents assumes the duties of the President. In case of a vacancy in the office of President, the Vice President acts as President for the remainder of the President's term of office. The Vice Presiudent performs all such other duties as the President and the Board may designate.

C. Secretary. The Secretary is responsible for the preparation of the minutes at all Executive Committee meetings, Board meetings, Special Board meetings, and Board conference/Zooms calls. The Secretary also sends out meeting announcements and distributes written copies of the minutes and the agenda of all meetings to each Board member. Once the Board approves the minutes, the minutes are sent to the person or office that manages the Association website/shared drive promptly for posting

Article VI: Committees

Section 1. The Executive Committee. Composition and Purpose. The Executive Committee, consisting of the President, Vice President, Secretary, other elected officers, and the Chairs of the Standing Committees, has one function: to conduct business of the Board between meetings of the full Board and when the Board is in recess, if necessary, in order to take an action.

Section 2. The Governance Committee

A. Responsibilities. The Goverance Committee, consisting of a Chair and other members, has the following responsibilities.

1. Propose candidates for membership on the Board and manage the nomination and election process.

2. Propose Board Officer candidates and manage the nomination and election process.

3. Propose candidates and manage the process for nominating recipients of Alumni Awards given at Reunion and work with the Reunion Committee on presentation of the Awards.

4. ~~M~~anage the internal workings and processes of the Alumni Board and the Alumni Association, including review and revision of By-laws and the Alumni Association Constitution.

Section 3. The Chapters Committee

A. The Chapters Committee shall work with the College and the alumni to form and support alumni chapters and to keep members of chapters informed of developments involving the College and/or the Association. It also works with Affinity Groups.

Section 4. The Reunion Committee

The Reunion Committee works with the College to coordinate and conduct the Annual Alumni Reunion.

Section 5. Other Committees

Committees can be established as needed by the President with the approval by a majority of the Board. Chairs of committees, including ad-hoc committees will sit on the Executive Committee.

Section 6. Committee Assignments

A. Committee Members. The President appoints the members of all committees after soliciting from each Director his/her/their preferences, skills, qualifications, and what the Director hopes to accomplish on a preferred committee, and taking into account such information, the balance of the composition of the committees, the seniority of the Director, the length of time a Director has served on a committee and the responsibilities of each committee.

B. Committee Chairs. The President appoints the Chairs of all committees after soliciting input from committee members.

C. Change in Assignment. Any Director may request in writing reassignment to another committee and the President must accept that request.

Section 7. Resignation or Removal or Grievance.

A. Resignations. Directors and Officers must resign by written notice to the President. Those resigning shall be afforded an opportunity to state their reasons for resigning during the Board meeting that follows their resignation.

B. Removals. Directors are expected, absent compelling personal or professional circumstances, to attend all Board meetings. Directors who are unable to attend a particular meeting must notify the President and/or Secretary of the reason for their absence. The unexcused absence of a Board member from *two consecutive meetings* of the Board is grounds for removal by action of the Board. Directors are also expected to comply with Article II, Section 3, Responsibilities of Directors, and failure to do so is grounds from removal by action of the Board.

C. Grievances. Grievances within the Board are to be handled with a policy adopted by the Board.

Article VI. Notices

Written notices called for in these Bylaws may be sent by regular mail, electronic mail, or other electronic means.

Article VII

Amendments to the Bylaws

The Board may amend these Bylaws by a majority vote of Directors currently in office who are present at a regular Board meeting, or by a majority vote at a Special Board meeting called for the purpose of amending the Bylaws in accordance with Article IV at which a quorum of Directors is present. Proposed amendments shall be submitted to the Board in writing at least 30 days before the date of the meeting at which the amendment is to be presented and either voted upon or tabled.