



## **BYLAWS**

*Revised 8/15/15*

### **ARTICLE I NAME**

**Section 1** The name of this organization shall be the Alumni Association of the Marshall B. Ketchum University, hereafter referred to as the "Association".

### **ARTICLE II GOALS AND OBJECTIVES**

**Section 1** The objectives of this Association shall be:

- a) To support and uphold the professions of the Schools and Colleges of Marshall B. Ketchum University.
- b) To create and enhance camaraderie among the alumni of the Marshall B. Ketchum University.
- c) To provide leadership in promoting the interests of the Marshall B. Ketchum University and the Association, and to represent the interests of alumni in matters affecting the alumni.
- d) To support and promote the educational objectives of the Marshall B. Ketchum University and to promote and support the good and welfare and the professional development of its students.
- e) To promote the good and welfare and continuing professional development of the graduates of the Marshall B. Ketchum University.

**Section 2** The Association shall refrain from becoming involved in activism related to the operational policies of the University, including, but not limited to, employment and salary matters pertaining to its employees. When the Association has concerns about any matters related to the University, these concerns shall be addressed by the Association President.

## **ARTICLE III MEMBERSHIP**

### **Section 1 Classifications**

Members of this Association shall be divided into the following classifications:

- a) Regular Members
- b) Life Members
- c) Associate Members
- d) Honorary Life Members
- e) Lay members (e.g., educators and others interested in the Schools and Colleges)

### **Section 2 Members**

- a) Regular Members: Any person who has graduated from the Marshall B. Ketchum University or its predecessor institutions is a Regular member. Regular Members may hold elective office.
- b) Life Members: Any Regular Member may become a Life Member upon payment of a Life Membership donation, as determined by the Alumni Association Board of Directors.
- c) Associate Members: Any person who has graduated from an accredited school or college in a profession that is represented by a college at Marshall B. Ketchum University and any person who holds a valid license to practice one of said professions in the state of California is eligible for Associate Membership. Associate Members may not hold elective office.
- d) Honorary Life Members: Honorary Life Membership may be conferred upon an individual, or individuals, who have rendered outstanding service and/or made a significant contribution to the Alumni Association and/or the Schools and/or Colleges upon the recommendation (and a majority vote) of the Board of Directors. Honorary Life Members may not hold elective office.
- e) Lay Persons: Any person who has demonstrated interest in the professions of the schools and/or colleges of Marshall B. Ketchum University is eligible for Lay Membership in the Association. Lay Membership is conferred by a two-thirds

vote of the Board of Directors at any regular meeting or by e-mail ballot. Lay members may not hold elective office.

## **ARTICLE IV MEETINGS**

### ***Section 1 Annual Meeting***

There shall be at least one meeting per year, which shall be designated the Association's Annual Meeting. The Board of Directors shall determine the time and place of the Annual Meeting. The Board of Directors may schedule additional meetings, as the Directors deem needed and advisable.

The time and place of the Annual Meeting shall be determined in cooperation with the Administration of Marshall B. Ketchum University. All activities of the Annual Meeting shall be held on the campus of Marshall B. Ketchum, except for meal and entertainment functions, which may or may not be held on the campus as determined by the Board of Directors to be in the best interest of the Association.

### ***Section 2 Special Meetings***

Special meetings of the members may be called by the President of the Association, or by any three members of the Board of Directors, or upon petition signed by at least one-tenth of the membership in good standing. The time and place of any special meetings shall be determined by the Board of Directors, or, in the case of a petition, by those sponsoring the petition.

### ***Section 3 Notice of Meetings***

Notice of the Annual Meetings, as well as any special general membership meetings, shall be sent by or at the direction of the Secretary to all members at least thirty (30) days prior to the meeting, or in lieu thereof, said notice shall be published in at least one (1) issue of the official publication of the Association. Notice may be sent by mail, fax or e-mail.

### ***Section 4 Right of the Floor***

Any member of the Association in good standing shall be entitled to the privilege of the floor and to participate in debates. However, only members entitled to vote, as specified elsewhere in these bylaws, may make motions.

### ***Section 5 Voting***

Voting rights shall be granted to regular members and life members.

**Section 6     *Minutes***

Written minutes of the proceedings of each general membership meeting, regular or special, shall be recorded and maintained by the Secretary/Treasurer or his/her delegate, which includes, but is not limited to, a representative of the Office of Alumni Relations of Marshall B. Ketchum University. Copies of the minutes of all meetings shall be sent electronically or by mail to each member of the Board of Directors within thirty (30) days following any meeting.

**ARTICLE V    ADMINISTRATION**

**Section 1     *Governance and Policies***

The administration of the affairs of the Association shall be vested in the Board of Directors. The Board of Directors shall administer all policies established by the general membership. Between Annual meetings and in the absence of special general membership meetings, the Board of Directors is empowered to establish policies for the Association.

**Section 2     *Communications with the University***

For the mutual benefit of the Association and the University, the Board of Directors shall maintain ongoing communications with the University Administration, and with the Board of Trustees by the Association President who serves as the liaison between the Alumni Association and the University.

**Section 3     *Compensation***

All members of the Board of Directors, other elected persons and all appointed volunteers shall serve without compensation. The Board of Directors may recommend reimbursement to volunteers for documented out of pocket expenses provided these expenses are approved by the Board of Directors in advance.

**Section 4     *Standing Committees***

The Standing Committees of the Association and their responsibilities are:

- a) Annual Meeting Committee

The Committee shall be composed of three members. The Chairman of the Committee shall be a member of the Association's Board of Directors; the other two members of the Committee may or may not be members of the Board of Directors.

The Committee, in cooperation with the Administration of Marshall B. Ketchum University, shall be responsible for developing the program, the meeting arrangements, the membership communications and attendance at the Annual Meeting.

b) Distinguished Alumnus Award Committee

The Committee shall be composed of the last three recipients of the award with the latest recipient serving as chairman of the Committee.

The Committee shall be responsible for selecting the recipient of the Association's Distinguished Alumnus of the Year Award. The Award may not be presented every year, if in the opinion of the Committee there is no nominee who meets the qualifications for the award.

The qualifications for receiving this award shall be established by the Committee with the qualification requirements being approved by the Board of Directors.

Nominations of candidates for the award may be received from Area Representatives, Members of the Council of Regents, Members of the Board of Directors and from the Committee, itself. The nominator shall provide biographical information regarding the nominee's qualifications for the award. Past nominees for the award may be used as prospective candidates. It is encouraged that the committee select only one recipient. Requests for nominees for the award shall be announced to members of the above named nominator groups no later than ninety (90) days prior to the Annual Meeting with a deadline for receipt of nominations and supporting information no later than forty-five (45) days prior to the Annual Meeting.

**Section 5     *Nominating Committee***

At least one hundred twenty (120) days prior to the Annual Meeting the President of the Association shall appoint a Nominating Committee composed of three (3) Association members in good standing. Ninety (90) days prior to the Annual Meeting the Nominating Committee shall present to the President a proposed slate of candidates for election to the Board of Directors. No later than thirty (30) days prior to the Annual Meeting the President shall

arrange for the general membership to be notified of the proposed slate of candidates.

**Section 6      *Procedures***

Unless covered in the Association By-Laws or specifically determined by a vote of the general membership at a regular meeting or by a vote of the Board of Directors, all Association procedures and actions shall be in accordance with the then current edition of Roberts Rules of Order.

**ARTICLE VI    BOARD OF DIRECTORS**

**Section 1      *Composition***

The Board of Directors shall be composed of four officers, to include the President, Vice President, Secretary/Treasurer, Immediate Past President, along with a *minimum of four (4) and a maximum of nine (9)* Directors.

The Vice President of Advancement for the College or his designee shall serve as an ex officio member of the Board of Directors but shall not have a vote and shall not be counted in determining a quorum.

**Section 2      *Elections and Terms of Office***

All alumni are eligible to be Board of Directors' members. The Annual Meeting will be opened by the President, who will present the slate and accept nominations from the floor. The election of the Board of Directors will be held soon thereafter, but prior to May 15, in a manner that allows for the greatest participation by the alumni, as determined by the Board.

All elected officers and officers will serve for one year but may be reelected for another year. Terms are from July 1 through June 30. The President may serve two terms in that office. However, the service of the President may be extended beyond the two terms, if approved by a 2/3 vote of the Board.

Vacancies on the Board of Directors, occurring between the annual elections of the Association's Board of Directors, shall be filled by appointment by the President with the approval of the Board of Directors. In the case of a vacancy in the office of the President, occurring between the annual elections of the Association's Board of Directors, the Vice President shall automatically fill the vacancy.

**Section 3      *Executive Committee***

The Executive Committee of the Board of Directors shall consist of the President, Vice President, Secretary/Treasurer and Immediate Past President.

The Executive Committee shall be empowered to carry out those actions and responsibilities assigned to it by the Board of Directors. The Executive Committee is empowered to administer the business of the Association between Board of Directors meetings.

**Section 4      *Meetings***

Board of Directors meetings shall be held as frequently as needed for the appropriate conduct of the Association's business requirement, but no less than one (1) meeting each twelve (12) months. The President shall determine the times and places of the meetings of the Board of Directors.

The President may call special meetings of the Board of Directors. In addition, any three (3) members of the Board of Directors may request a special meeting.

Notice of Board of Directors meetings, regular or special, shall be mailed, faxed or e-mailed to all Board Members at least ten (10) days prior to the meeting.

**Section 5      *Quorum***

A quorum is required at regular or special meetings of the Board of Directors for the conduct of Association business. A quorum shall be defined as over 50% of the elected members of the Board of Directors. The President shall be counted in determining a quorum.

**Section 6      *Voting***

Action at any regular or special meeting of the Board of Directors shall be by majority vote of the Board members present. There shall be no proxy voting. The President may only cast a vote if needed to break a tie.

Ex officio members of the Board shall not have a vote.

The Board of Directors, between meetings, may discuss issues and reach decisions by mail, e-mail, fax and/or telephone. In such instances, when any votes are taken, they shall be recorded and subsequently ratified at the next regular or special meeting of the Board of Directors and recorded in the minutes of that meeting.

**Section 7     *Minutes***

Written minutes of the proceedings of each Board of Directors meeting, regular or special shall be recorded and maintained by the Secretary/Treasurer or his/her delegate. Copies of the minutes of all meetings shall be mailed or e-mailed to each member of the Board of Directors within thirty (30) days following any meeting of the Board. Minutes of each meeting of the Board of Directors, after the incorporation of any needed amendments, shall be approved by the Board at the next meeting.

**ARTICLE VII   DUTIES OF THE OFFICERS, DIRECTORS AND APPOINTEES  
AND EX OFFICIO REPRESENTATIVES.**

**Section 1     *The President of the Association shall:***

- a) Preside at all meetings of the general membership and the Board of Directors.
- b) Exercise general supervision of the affairs of the Association.
- c) Advise and aid other officers and appointees in the performance of their duties.
- d) With the Board of Directors' approval, appoint committees not specifically provided for in the Association By-Laws.
- e) Serve as an ex officio member of all Association committees with the exception of the Nominating Committee.
- f) Convene special meetings when necessary.
- g) With the approval of the Board of Directors, fill any vacancies, which occur during his/her term of office unless otherwise specifically provided for in these by laws.
- h) Render an oral and written annual report regarding the Association to the general membership at its annual meeting.
- i) Serve or designate another Alumni member to serve as a Trustee of Marshall B. Ketchum University, as a liaison for the Association. The tenure of this position expires when the Association president's term expires.
- j) Perform such other duties as are usual to this office.



**Section 2     *The Vice President of the Association shall:***

- a) Perform the duties of the President of the Association in the event of his/her absence or disability and shall have such powers and shall perform such other duties as from time to time may be assigned by the President of the Association or the Board of Directors.
- b) Shall assume the office of the Presidency of the Association in the event that the office should become vacant between annual meetings.
- c) Perform such other duties as are usual to this office and shall perform such other duties as from time to time may be assigned by the President of the Association or the Board of Directors.
- d) Supervise and direct the Area Representatives.

**Section 3     *The Secretary/Treasurer shall:***

- a) Be responsible for seeing that the minutes of all meetings and group actions of the Association are recorded.
- a) Notify or direct notifications in accordance with the time requirements specified and to the appropriate parties specified in these by-laws.
- b) In the event of the absence or disability of both the President and the Vice President assumes the duties of the President.
- c) Perform such other duties as are usual to this office and shall perform such other duties as from time to time may be assigned by the President of the Association or the Board of Directors.

**Section 4     *The Immediate Past President shall:***

- a) Aid and advise the President and the Board of Directors regarding issues and actions related to the Association, Marshall B. Ketchum University or the profession of colleges of the university which occurred during or prior to his/her term of office.
- b) In the event of the absence or disability of the President, Vice President and Secretary/Treasurer assume the duties of the President.
- c) Perform such other duties and functions as may be assigned by the President of the Association or the Board of Directors.

**Section 5     *The Directors shall:***

- a) Attend all meetings of the Board of Directors, participate in the debate and decision making of the Board of Directors, including voting.
- b) Aid in fostering the support of alumni for the Association.
- c) Perform such other duties as may be assigned by the President of the Association or the Board of Directors.

**ARTICLE VIII AREA REPRESENTATIVES**

**Section 1     *Composition***

Area Representatives will be appointed to represent the Association by serving in specified geographic societies.

**Section 2     *Appointments and Term of Service***

The Area Representatives shall be appointed by the President of the Association with approval of the Board of Directors. Any member of the Association in good standing may be considered for appointment as an Area Representative. Area Representatives shall not incur any expenses for the Association without prior approval of the College. Any Area Representative may attend any meeting of the Board of Directors.

**ARTICLE IX MISCELLANEOUS ADMINISTRATIVE PROVISIONS**

**Section 1     *Reimbursement for Expenses***

Reimbursements for expenses incurred on behalf of the Association must be budgeted or have received prior approval of the College.

**ARTICLE X AMENDMENTS**

These By-laws may be amended or repealed by the Board of Directors by a two-thirds vote either at the meeting, by phone, by fax or e-mail, provided that ten (10) days advance notice of the proposed amendment or repeal shall be given to each director.