

# **BYLAWS**

**OF THE**

# **NORTHWEST COLLEGE ALUMNI ASSOCIATION**



Adopted March 26, 1988 by the Alumni Association Board of Directors

Amended May 12, 1990

Amended February 6, 2002

Amended November 12, 2005 (reflection of new logo and titles)

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# **B Y L A W S**

## **Article I: MISSION**

The Northwest College Alumni Association is the principal link between Northwest College and its worldwide network of alumni. As such, the mission of the Northwest College Alumni Association is to

- A. promote alumni affiliation with the college, engendering a sense of pride, loyalty, interest in and support for the college;
- B. provide meaningful activities and services for alumni; and
- C. engage the talents and resources of alumni in the life, work and mission of Northwest College.

## **Article II: DEFINITION OF ALUMNUS**

**Section 1. DEFINITION:** An alumnus of Northwest College shall be defined as anyone who attended NWC full-time (12 or more credit hours), successfully completing at least one semester.

## **Article III: MEMBERSHIP**

**Section 1. MEMBERS:** All persons defined as NWC alumni shall be members of the Association.

**Section 2. HONORARY MEMBERS:** All persons who serve or have served on the NWC faculty, administration, staff, Board of Trustees, NWC Foundation Board of Directors, and any others who rendered outstanding service to the college or the Association as selected by the college, shall be honorary members of the Association.

**Section 3. ASSOCIATE MEMBERS:** All Members' spouses shall be Associate Members of the Association.

## **Article IV: ORGANIZATION, AUTHORITY AND FUNDING**

**Section 1. AUTHORITY:** The Alumni Association is an entity of Northwest College.

**Section 2. FUNDING:** All operating budgets of the Association are provided by the College, by money generated through donations to the NWC Foundation for the NWC Alumni Association or by other miscellaneous sources. All gifts from alumni shall go to the Northwest College Foundation for use according to donors' wishes and in accordance with policies of the NWC Foundation.

**Section 3. DUES:** No dues are charged to be a member of the NWC Alumni Association.

**Section 4. OFFICIAL PUBLICATION:** The Association's official publication shall be the *Northwest Alumni News*, or its successor title, which is published by the college for alumni and other friends.

**Section 5. FISCAL YEAR:** The Association's fiscal year shall be from July 1 to June 30, in order to coincide with that of the college.

**Section 6. PROPERTY:** The Association shall never exist for the pecuniary profit of any of its members, but shall aim to accomplish the mission as stated in Article I of these Bylaws.

**Section 7. DISSOLUTION:** Dissolution or upon final liquidation, the Board of Directors shall, after paying or making provisions for payment of all lawful debts and liabilities of the Association, distribute all of the Association's assets to one or more of the following as the Board of Directors shall determine:

- A. An organization which may be created to succeed the Association, and/or
- B. Northwest College

## **Article V: BOARD OF DIRECTORS**

**Section 1. GOVERNING BOARD:** The governing body of the Association shall be the Board of Directors. It shall

- A. conduct the Association's ongoing business, having charge and control of the affairs of the Association;
- B. adopt operational procedures, rules, regulations and bylaws as it may consider necessary to carry out the requirements of these Bylaws;
- C. conduct broad review of the College's alumni program;
- D. represent and serve as liaison between alumni at-large and the College;
- E. determine, implement and evaluate all activities undertaken by the Association;
- F. require, obtain and preserve as part of the permanent records of the Association, periodical reports from the NWC Vice President for College Relations and/or the NWC Annual Giving Coordinator as to the condition of the Association;
- G. establish and monitor Standing Committees to ensure the ongoing operation of the Association;
- H. ensure continuity on the Board of Directors through an ongoing nomination/election process; and
- I. fix the date and time for Board meetings pursuant to Article V, Section 7 of these Bylaws.

**Section 2. COMPOSITION:** The Board of Directors shall be composed of up to 30 volunteer alumni elected from the Association's membership, the president of the Associated Students of NWC during his/her term of office (ex officio, nonvoting), the NWC Vice President for College Relations (ex officio, nonvoting), the NWC Annual Giving Coordinator (ex officio, nonvoting) and the College President (ex officio, nonvoting).

- A. At the time of each election, an attempt will be made to ensure that the Board's composition includes an appropriate distribution of alumni from various eras of attendance at NWC and at least 75 percent of its Directors are from the Big Horn Basin and south-central Montana.

**Section 3. TERMS:** The term of office of each Director shall be three years. Directors are not restricted to serving a specific number of terms. Except as otherwise provided in these Bylaws, all terms of office shall begin immediately after election each spring.

**Section 4. NOMINATIONS AND ELECTIONS:** A master list of prospective Directors shall be maintained in the College Relations Office. Nominations may also be solicited from alumni at-large through the *Northwest Alumni News*. The Executive Committee shall serve as a nominating committee, reviewing nominations and preparing a Ratification Ballot of nominees for Board positions. Via this Ratification Ballot, which will be prepared and disseminated to Directors no later than three weeks prior to the spring meeting, the Board shall elect the number of persons necessary to fill vacancies on the Board. Election results shall be published in the *Northwest Alumni News*.

**Section 5. CRITERIA:** Criteria for nomination to and continued service on the Board are

- A. meeting the college's definition of an alumnus in accordance with Article II, Section 1
- B. overall interest in and loyalty to the college,
- C. willingness to provide moral or other tangible support,
- D. willingness to help support the Association's mission and projects,
- E. dedication to the concept of an alumni relations program and an alumni association, and
- F. participation in at least 50 percent of the Board's meetings during their term(s) of office.

**Section 6. VACANCIES:** In the event of a vacancy on the Board by reason of death, resignation, failure to act, or otherwise, the Board shall, by affirmative vote of the remaining Directors, fill the vacancy for the duration of the unfulfilled term.

- A. Resignation of a Director(s) may be accepted by the Executive Committee
- B. Vacancies may be filled during regular spring elections or at other times of year, at the discretion of the Executive Committee.

**Section 7. MEETINGS:** The Board shall hold two regular meetings during each year, one in the fall and another in the spring, the time and place of which shall be determined by the Board. Special meetings may be called by the President, at the request of a majority of Directors or at the request of the Vice President for College Relations in consultation with the President.

- A. Notice of regular or special meetings shall be mailed or otherwise communicated to each Board member at his/her residence or business at least 15 days prior to the date of the meeting provided; however, failure to give said notice shall not invalidate the action of the Board of Directors at any regular or special meeting at which a quorum is present.
- B. Special meetings may be held via telephone conference call or other electronic communication methods.
- C. Any member, honorary member or associate member may attend meetings of the Board except when a closed session is voted by the Board.

**Section 8. QUORUM:** At all meetings of the Board, the presence of 40 percent of Board members eligible to vote shall constitute a quorum for the transaction of business.

**Section 9. VOTING:** Except as otherwise provided in these Bylaws, if a quorum is present, all actions of the Board shall be determined by an affirmative majority vote.

- A. A majority vote is defined as a majority of all Board members present at a duly called regular or special meeting.

B. The affirmative vote of a majority of those present shall constitute an act of the Board.  
**Section 10. COMPENSATION:** Alumni Directors on the Board shall serve without compensation.

**Section 11. PERSONAL LIABILITY:** The Members of the Association, its officers and Directors shall not be personally liable for debts or obligations of the Association.

**Section 12. REMOVAL FROM OFFICE:** Any Director who consistently fails to discharge his/her duties as a Director as stated in Article V, Section 5, and after receiving due notice, may be removed from his/her position as Director unless good cause is shown and the failure is excused by action of the Board.

A. Such removal from office shall be approved by a majority vote of the Board.

## **Article VI: OFFICERS**

**Section 1. COMPOSITION:** Officers of the Association shall be composed of a President, Vice President/President-elect, Immediate Past President, Secretary, other officers as the Board may determine from time to time. The officers of the Association shall be the officers of the Board.

**Section 2. NOMINATIONS AND ELECTIONS:** Voting officers of the Board shall be nominated by the Executive Committee and elected by the Board of Directors. It is expected that the Vice President/President-elect shall succeed to the office of President.

**Section 3. TERMS:** Officers shall serve two-year terms. Except as otherwise provided in these Bylaws, all terms of office shall begin immediately after election each spring. In the event a qualified successor is not elected, an officer shall continue to hold office until a qualified successor is elected and takes office.

**Section 4. CO-EXECUTIVE DIRECTORS:** NWC Vice President for College Relations and Annual Giving Coordinator are college employees who shall serve as Co-Executive Directors of the Alumni Association and shall be appointed by the College President in accordance with hiring practices of the college. They shall hold office at the discretion of the College President.

**Section 5. DUTIES OF VOTING OFFICERS:** Duties of voting officers shall be those as customarily apply to such positions, subject to any specific requirements of law, the Association's Mission and/or Bylaws.

- A. The President shall preside over the Association, the Board of Directors and the Executive Committee, and shall be an ex officio voting member of all committees of the Association.
- B. The Vice President/President-elect shall preside in the absence of the President and shall act as liaison between the Executive Committee and committee chairpersons.
- C. The Immediate Past President shall provide continuity to the Executive Committee and serve as directed by the President.
- D. The Secretary shall, upon consultation with the President, NWC Vice President for College Relations or NWC Annual Giving Coordinator have authorization to sign certificates, meeting minutes, contracts and other instruments and documents relating to the business of the Association.

**Section 6. DUTIES OF CO-EXECUTIVE DIRECTORS:** Duties of the Co-Executive Directors shall be those as customarily apply to such staff positions, subject to any specific requirements of law, the Association's Mission and/or Bylaws, the college's strategic plan and other duties at the

direction of the College President. As agents and staff of the Association, Co-Executive Directors shall work collaboratively to

- A. provide planning assistance for all Association programs;
- B. carry out the policies of the Association;
- C. maintain books and records of the Association through the NWC College Relations Office,
- D. ensure a computerized data base of all members of the Association, including contact information, as accurately and completely as possible;
- E. edit and publish the official publication of the Association; and
- F. serve as ex officio, nonvoting members of the Board of Directors and all committees of the Association.

**Section 7. REMOVAL FROM OFFICE:** Any voting officer of the Association who consistently fails to discharge his/her duties as stated in Article VI, Section 5, may be removed for cause by a three-fourths vote of the Board, provided that such officer shall be notified in writing by the President not less than 30 days prior to the meeting of such charges against him/her, and further provided that he/she shall be permitted to appear before the Board in his/her own defense.

#### **Article VII: COMMITTEE STRUCTURE**

**Section 1. STANDING COMMITTEES:** Each general function of the Association will be administered by a Standing Committee of the Board.

**Section 2. ORGANIZATION:** Standing Committees as deemed necessary by the Board shall be established by the Board President, in consultation with the Executive Committee.

**Section 3. RESPONSIBILITY:** Standing Committees shall report and be responsible to the Board.

**Section 4. AD HOC COMMITTEES:** The Board President, in consultation with the Executive Committee, may establish Ad Hoc Committees and appoint Directors to serve on the committees.

**Section 5. CHAIRPERSONS:** The Board President, in consultation with the NWC Vice President for College Relations and/or the NWC Annual Giving Coordinator shall appoint chairpersons of Standing and Ad Hoc Committees.

- A. Committee chairpersons shall organize meetings and/or correspondence with committee members in order to determine and carry out action deemed appropriate by the committee. Chairpersons shall periodically report to the Board regarding results of their committee's efforts.

#### **Article VIII: EXECUTIVE COMMITTEE**

**Section 1. COMPOSITION:** One of the Standing Committees shall be an Executive Committee composed of the President, Vice President/President-elect, Secretary and Immediate Past President, the NWC Vice President for College Relations (ex officio, nonvoting) and NWC Annual Giving Coordinator (ex officio, nonvoting).

**Section 2. FUNCTION:** The Executive Committee shall advise the Board and make policy interpretations on behalf of the Board.

**Section 3. AUTHORITY:** The Executive Committee is empowered to act on behalf of the Board of Directors when necessary because of the impracticality of frequently gathering the whole Board. In such instances, the Executive Committee shall have all the power of the Board of Directors, except the power to amend Bylaws; elect Directors or officers; remove Directors or officers from office; and providing it shall not overrule, reverse, or change the previous acts of the Board. It may poll Board members by telephone, mail, electronic mail or other electronic communication methods on those questions which it considers of sufficient importance to call for Board action.

- A. In the event it is necessary, the Executive Committee shall serve as a finance committee, and be charged with monitoring all financial aspects of the Association and advising the Board with respect to financial conditions.
- B. The Executive Committee shall serve as a nominating committee to prepare a Ratification Ballot for election of alumni to Board positions, pursuant to Article V, Section 4.
- C. The Executive Committee shall accept other charges as deemed necessary and important by the Board.
- D. Any action of the Executive Committee must be approved by a majority of members eligible to vote and who attend a meeting when action is taken.

**Section 4. CHAIRPERSON:** The President shall be chairperson of the Executive Committee.

#### **Article IX: AMENDMENTS**

The Bylaws may be amended at any time by a vote of two-thirds of the members of the Board of Directors attending a regular or special meeting called for said purpose, provided a written notice of any proposed change in these Bylaws shall be sent to all members of the Board at least 15 days prior to said meeting.

#### **Article X: ADOPTION AND EFFECTIVE DATE**

These Bylaws shall replace any and all former Bylaws.