



**Northern Kentucky University**

**Alumni Association**

**BYLAWS**

***Adopted November 16, 2022***

***Revised, May 2025***

## **ARTICLE I: NAME**

The name of this organization shall be the Northern Kentucky University Alumni Association.

The Association is a unit of the Northern Kentucky University Foundation, Inc., whose work is done by volunteer members with oversight and support provided by staff of the Foundation and Northern Kentucky University.

## **ARTICLE II: PURPOSE AND OBJECTIVES**

The objective of the Northern Kentucky University Alumni Association is to connect and celebrate its alumni through endeavors that further the interests of the university and its supporters.

1. Vision: Our Alumni find their passion for the University that made their dreams possible. They are connected, informed, and contributing to NKU's success via their time, talent, and treasure.
2. Mission: We are key leaders and community partners in the pursuit of excellence for NKU. We contribute our professional skills and experiences to deliver NKU's mission, vision and goals. We serve our Alumni by seeking to understand their needs and developing initiatives that maximize their engagement.
3. Purpose: The Alumni Association represents and advocates for the needs of all NKU alumni; provides guidance in identifying resources and opportunities to engage our alumni.
4. Goal: Supporting current and future NKU Alumni and the University with the gifts of time, insight, connections and financial assistance.

## **Article III: MEMBERSHIP**

Members of this Association shall include:

1. All persons who have earned a certificate or degree from Northern Kentucky University which includes Northern Kentucky State College and the Salmon P. Chase College of law.
2. Those supporters and benefactors of the University who serve this Association may be given honorary membership. Such membership shall be determined and awarded by the Board of Directors' Executive Team.
3. No person or persons shall be discriminated against due to age, race, sex, creed, national origin, color, religion, sexual orientation, Veteran's status or disability.

## **ARTICLE IV: ALUMNI BOARD OF DIRECTORS AND OFFICERS**

The Alumni Board of Directors is a collaborative working group that provides guidance and support to the University and the Foundation and also develops and assists in implementing programs, services and resources to engage our NKU alumni. The Board serves as the governing body of the Alumni Association. The work of the board is directly aligned with the University's Strategic Plan and supports the overall mission of the University and the Foundation.

### **Objectives:**

1. Develop a loyalty to NKU, creating more spirit and pride among our graduates to give of their time, talent and treasure.
2. Create more opportunities for alumni to connect in meaningful ways with each other and with our students, faculty and staff.
3. Support a dynamic alumni volunteer program that provides opportunities, training (personally and professionally), stewardship and recognition.
4. Identify internal and external partnerships that will support and expand the mission of the University.

### **Administration and Operation:**

The administration and operation of this Association including all policies and programs of the Association shall be decided upon by the Board of Directors, subject to oversight by and consistent with the direction of the Foundation and University. The Board of Directors shall consist of up to forty (40) members, elected by the members of the Board of Directors.

The Board of Directors will consist of:

- A. Officers of the Association (President and Vice President)
- B. Board Committee Chairs
- C. At-large members
- D. Ex Officio member: Senior Director of Alumni Engagement and Special Events

### **Expectations:**

It shall be the duty of the Board members to abide by expectations set for Board members as outlined in its entirety in the **Expectations of Alumni Board of Directors members** document during the duration of their terms as an active member of the Board. Some of the duties require board members to:

- Attend all scheduled meetings.
- Represent the University, the Foundation, the Alumni Association and Alumni Board of Directors positively.

- Be in good standing with the University and remain in good standing throughout their terms.
- Promote the University, the Alumni Association and the Alumni Board of Directors within their spheres of influence throughout their term(s).
- Actively participate in a Standing Committee or an Ad-Hoc Committee in a given year.
- Donate \$500 annually between July 1 –June 30 of the fiscal year.

#### **Executive Team:**

The Executive Team is responsible for developing the overall strategy for the Alumni Association and leads all efforts to support the objectives of the organization.

The Executive Team is made up of:

- A. President is the Chair of Executive Team, who presides over Board of Directors and the Alumni Association.
- B. Vice President provides oversight and support to the Board Committees and shall preside in the absence of the President.
- C. Board Committee Chairs organizes efforts to meet priorities established by Executive Team with feedback from members.

Sr. Director of Alumni Engagement and Special Events serves as the Secretary/Treasurer, and provides strategic planning, logistical and administrative support. This is an Ex-officio position.

#### **Terms of Office:**

- A. President and Vice President are elected for a one-year term with option to run for a second year, with a maximum of 2 terms.
- B. Board Committee Chairs are appointed for a one-year term by the President with approval by the Board of Directors.
- C. The members of the Board shall be elected to the Board of Directors for a term of two years with option to serve a total of three (3) terms. No elected member of the Board of Directors shall serve more than three (3) consecutive terms for a total of six (6) years.

#### **Elections:**

- A. The Membership Committee will coordinate each year the preparation of a slate of nominees of new members and new officers to be presented to the Executive Team for approval. The Membership Committee will present the approved slate of new members and new officers to the Board of Directors to be voted on prior to the end of the academic year (June 30).
- B. The slate must be presented in writing to the members of Board of Directors at least 5 days prior to the voting.
- C. The Membership Committee reserves the right to conduct interviews, and request additional information from the nominees in order to determine commitment and interest. It is not assumed that all those nominated are automatically placed on the slate.

- D. The Membership Committee may involve other Board members in the preparation of the slate as needed.

#### **Removal, Resignation, and Vacancies:**

The Board of Directors may remove any member, with cause, by a majority vote by the members at a Board of Directors meeting or a special meeting where notice has been given.

- A. Any member of the Board of Directors may resign at any time, by delivery of written notification to the President or Secretary. Such resignation shall become effective upon the date of delivery to the President or Secretary or at the time specified therein.
- B. Between annual elections, the Board of Directors shall at any time fill any vacancies on the board that occur due to removal, resignation, or for other reasons by a majority vote.

#### **Quorum and Voting:**

A quorum for the Board of Directors shall consist of at least half (50%) of the members plus one, including at least one officer (President or Vice President). Attendance may include participation by telephone or video. In the absence of a quorum, no formal action shall be taken except to adjourn the meeting to a subsequent date. Actions by the board/passage of a motion requires a simple majority of a quorum, unless otherwise stated in these bylaws.

Each voting member shall have one vote on each matter being considered at any time. If a vote shall result in a tie, the President shall make the final decision. Votes must take place in-person virtually, by phone or in writing. A written proxy vote will be accepted and must be received by a member of the Executive Team before the meeting.

#### **Relationship to Foundation and NKU**

The Association is a unit of the Northern Kentucky University Foundation, Inc., whose work is done by volunteer members with oversight and support provided by staff of the Foundation and Northern Kentucky University. In particular, the Sr. Director of Alumni Engagement and Special Events along with other professional staff designees within the University Advancement division (will be referred to as University staff designee in this document) will oversee all aspects of the Alumni Association, including but not limited to engagement efforts, special events, all partnerships/sponsorships, fundraising, printed and digital communications, and budgets.

The University staff designee serves as the Treasurer and has the fiduciary authority and is responsible for assuring the effective fiscal and administrative management of NKU Foundation and University funds.

The University staff designee provides strategic planning, logistical and administrative support when necessary to the Alumni Board of Directors.

The University, through the division of University Advancement, shall be the chief fundraising development unit for the University and will work with Board members on all fundraising efforts.

The University staff designee will work with Board to provide training and support to the members to encourage success in carrying out the strategic plan. This will include but not limited to the University Conference & Event Guidelines, University branding guidelines, Food Service guidelines, Alcohol policy, Alumni Board of Directors handbook with annual calendar of meeting dates/locations, calendar of events, organization structure, and University Strategic Plan.

The NKU logo, Norse Athletics logo, Victor mascot image and other NKU brand marks are marketing properties owned by Northern Kentucky University. The University staff designee will provide the artwork and guidelines for using the University marks and brands.

The Office of Alumni Engagement and Special Events team and other University staff designees will work with the Board to review and revise the strategic plan and goals of the Board each year, serve as a liaison to the University departments, work to understand the needs to engage alumni and identify opportunities for alumni to be engaged with the University.

### **Authority, Contracts, and Property**

The Board of Directors is an advisory group of distinguished and engaged NKU alumni that supports the work of the Foundation and NKU. The activities of the Alumni Association and the Board of Directors are at all times subject to oversight by the Foundation. The Alumni Association and the Board of Directors may not spend money, execute contracts, or incur any liabilities on behalf of itself, the Foundation, or NKU. All contracts and spending undertaken to support the activities of the Alumni Association must be approved and processed by the Foundation and/or NKU.

Any property of the Alumni Association shall be property of the Foundation, whether or not maintained in the name of the Alumni Association. All books and records of the Alumni Association are to be maintained by the Foundation.

### **ARTICLE V: COMMITTEES**

It shall be the duty of the President, with the input of the Executive Team at the beginning of their terms, to review the need for continuing the previous year's ad hoc or additional standing committees.

With approval of the Board of Directors, the President shall create and dissolve Ad-Hoc committees necessary for the proper function/to assume responsibility for certain tasks of the Alumni Board of Directors including those Board Committees that support the University and Alumni Association Strategic Plan.

The President shall appoint all committee chairs and these appointments shall be presented to the Executive Team of the Board of Directors for their approval.

### **Standing Board Committee:**

- A. Executive Team:** The President shall serve as the chairperson of the Executive Team. The following officer positions shall make up the Executive Team: President, Vice President and Chairs of Standing and Ad-Hoc Committees. The Sr. Director of Alumni Engagement and Special Events or a designee is an Ex-officio member. The Executive Team will meet up to five times a year to prepare for the meetings. Responsibilities of the Executive Team include:
- Ensure all events of the Board are well-planned and well-executed.
  - Ensure all operations of the Board are aligned the University Advancement division, and the University.
  - Represents the University, and the Alumni Association positively.
  - Support Board committees as needed.
  - Create a Strategic Plan to be reviewed with Sr. Director of Alumni Engagement and Special Events and provided to the Board of Directors each year.
- B. Membership Committee:** The Chair(s) of the Committee will be appointed by the President and approved by the Executive Team of the Board of Directors.
- Is responsible for the identification and recruitment of notable alumni to serve on the Board to give back time, talent, and treasure to University.
  - Is responsible for the selection and onboarding process of new members and recommendation of new Executive Team members.
  - The committee will ensure a well-rounded and representative membership that reflects a broad spectrum of backgrounds, experiences and prospectives.
  - The Membership committee will review annually the members of the Board to determine if each member is in good standing including but not limited to attendance at meetings, financial contributions, participation in events, etc. and reach out to members as needed.

## **ARTICLE VI: MEETINGS**

- A. The Board of Directors shall meet at least 4 times each year.
- B. The Board of Directors will also hold a summer retreat, at which attendance is required for all Board of Director members.
- C. The Ad-Hoc and Standing Board Committees will meet at least 4 times a year.
- D. Attendance at the Board of Directors meetings and Board Committee meetings is of vital importance and members are expected to attend  $\frac{3}{4}$  of these meetings (attendance includes in-person, telephone or video). Board members who miss three meetings of

the Board of Directors and/or Board Committees within a one-year period (July 1-June 30), may be requested by the President to resign.

- E. Meetings shall be held at a reasonable time and location. Members can attend virtually, by phone or video, if needed. We strongly encourage in person attendance but understand in some cases that may not be possible.
- F. The President may call a meeting of the Board of Directors at any time but will require giving a minimum five business day's advance notice for any such impromptu meeting and requiring a quorum to be officially valid.
- G. The Secretary shall keep a record of the proceedings of all meetings, including committee meetings, and distribute afterwards to all members of the Board of Directors. Records should include attendance, all decisions made, identified action items and owners, and results from all votes.
- H. Roberts' Rules of Order shall govern any parliamentary questions that arise at any board meetings.

The Alumni Association and its Board of Directors are not a "public agency" for purposes of the Kentucky Open Meetings Act.

## **ARTICLE VII: ORGANIZATIONAL STRUCTURE**

### **ARTICLE VIII: INVESTMENT/FINANCIAL COMMITMENT**

The members of the Board of Directors are expected to provide an annual donation of \$500 to support the University each year. Gifts should be made between July 1 and June 30.

### **AMENDMENTS:**

These Bylaws may be repealed or amended by a 2/3 vote of the members of the Board of Directors. Written notice of the proposed amendment(s) shall be sent to all board members at least ten business days prior to the meeting where voting will occur. A written proxy vote will be accepted and must be received by a member of the Executive Team before the meeting.

When any changes are made to these Bylaws, NKU Alumni Board President shall provide a new copy to all members of the Board of Directors of the Alumni Association.

Amendments to these bylaws are subject to prior approval by the Vice President for University Advancement and Executive Director of the Foundation. No Amendment to these bylaws may be made without such approval.

These Bylaws and all amendments therein shall be reviewed every other year by an ad-hoc committee appointed by the President.

### **DISCONTINUATION:**

The Alumni Association may be discontinued for any reason by a unanimous vote of the Board of Directors or by the Vice President for University Advancement and Executive Director of the Foundation.