

MORAVIAN UNIVERSITY

Moravian University Alumni Association Constitution and Bylaws

~~(Approved on September 17, 2022) ¶~~

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Article I - Name

The name of this organization shall be the Alumni Association of Moravian University, Incorporated (~~the "Association"~~). Through the remainder of this document, the Alumni Association of Moravian University shall be referred to as "The Association". Through the remainder of this document, Moravian University shall be referred to as "The University".

Article II - Mission, Vision, and Goals

This article shall outline the mission, vision, and goals established by The Association. The mission, vision, and goals of The Association shall align with those of Moravian University.

Section 1. Our Mission

To continuously build and strengthen the Moravian University alum community based on values that are deeply rooted in Moravian's heritage and tradition, and to perpetuate the spirit of Moravian for future generations.

Section 2. Our Vision

We foster a meaningful, lifelong relationship between ~~our alumni and~~ Moravian and its alumni by serving as a bridge between the University and its ~~alumni~~alums.

Section 3. Our Goals

To foster meaningful engagement of alumni ~~in order~~ to enhance Moravian's ~~life-long~~lifelong learning environment and promote the development of its students and ~~alumni~~alums.

To create and implement programs that build pride and loyalty among Moravian ~~alumni~~alums.

Support Moravian's vision to be recognized as an exemplar of higher education by supporting Moravian's continuous efforts to prepare ~~men and women~~students for advanced study and continuous learning, individual achievement, and leadership and service for the common good.

Article III - Membership

~~Section 1. Membership Classes.~~

~~The Members of~~ is defined as the parameters for involvement with the Association. They are set and voted for by the Association upon the approval or amendment of this Constitution.

Section 1. Eligibility

Individuals considered eligible for membership within The Association shall ~~consist~~be composed of two

(2) categories: Alumni Members and/or Honorary Members.

Sub Section 2A. Alumni Members-

Alumni Association Members shall include ~~any individual who successfully graduates who have earned from The University, earning a degree or certificate at Moravian University (the "University").~~ **any individual who successfully graduates who have earned from The University, earning a degree or certificate at Moravian University (the "University").**

Sub Section 3B. Honorary Members.

Honorary Members include the following:

- ~~A.~~ Current and former trustees of the University
- ~~B.~~ Current and retired members of the faculty of the University
- ~~C.~~ Recipients of honorary degrees from the University
- ~~D.~~ Persons who have been recognized as an Honorary Alumnus/Alumna of the University.
- ~~E.~~ Other persons who support the mission of the University and who are elected as Honorary Members by the Association or by the Association's Board of Directors (the "Board")

Honorary Members shall have full voting privileges and are eligible to serve on the Board. Honorary Members may not serve ~~as on the~~ Executive Committee of the Association.

Article IV - ~~Meetings~~ Governance

Section 1. ~~Annual Meeting.~~

~~The Annual Meeting of the Association shall be held, whenever possible, at the University during Homecoming & Reunion Weekend, as scheduled by the University. The Board, with the consent of the Executive Director of Alumni & Family Engagement, may schedule the Annual Meeting at the University at any suitable time and date.~~

Section 2. ~~Special Meeting.~~

~~The Board, in consultation with the Executive Director of Alumni & Family Engagement, may at any time schedule a special meeting of the Association to conduct urgent business at a suitable time and place. Timely notice of such a special meeting must be made available to Members of the Association at least 10 working days prior to the meeting date. Such notice shall be deemed available to all Members if, at a minimum, the time, date and place of the meeting shall be posted prominently on the University website and transmitted via email to all Members whose email addresses are known to the University.~~

Article V - ~~Government~~

Section 1. ~~Executive Power.~~

The management and control of the affairs, funds, and property of the Association, in accordance with the Bylaws, shall be vested in a Board of Directors, ~~henceforth referred to as "The Board,"~~ who shall be elected or appointed as hereinafter provided.

Section 21. Board of Directors.

The Board shall consist of not less than 14 nor more than 25 Directors. A majority of Directors must be Alumni Members of the Association. At least 13 of the Directors shall be elected by the Association. In addition to the elected and appointed Directors, the ex officio members of the Board shall consist of the immediate Past President, current University trustees who are Alumni Members of the Association, the Executive Director of Alumni & Family Engagement, and a Moravian University undergraduate student who represents the Student Alumni Representatives. In addition, it is best practice to make sure each decade of alumni is represented within the DirectorsMembers. At least 13 of the Directors shall be elected by the Association. The term of a Director shall be 3 years, starting in January following their election. The term concludes in December of the third year.

The Director shall meet all requirements of their role outlined in The University's volunteer and confidentiality agreement. This document is shared with the Director no later than December of the year before the start of their term.

Sub Section 3-A. The Election of Directors

Alums and others interested in becoming a Director of the Alumni Association should express interest to the Director of Alumni Engagement. At that point, they should attend at least two (2) meetings of the Board of Directors before being put up for election by the Association. Elections will take place at the Annual Meeting each year.

Election of Board Members shall take place at the Annual Meeting. Voting shall be outlined in (Amendment).

Sub Section B. The Appointment of Directors.

The President may appoint Directors, subject to approval by the Board or the Association. The President may consider appointing persons who have leadership roles in Association programs and events, or persons who support the mission of the Association and the University.

~~Sub Section 4. Election of Directors. ¶~~

~~Alumni and others interested in becoming a Director of the Alumni Association should express interest with the Executive Director of Alumni & Family Engagement. At that point they should attend two to three meetings of the Board of Directors prior to being put up for election by the Association. Elections will take place at the Annual Meeting each year. ¶~~

Section 5.C. The Tenure of Directors.

Directors who are elected by the Association at the Annual Meeting or are appointed by the President shall serve a three-year term, and may be re-elected once to serve a maximum of two consecutive three-year terms. A Director may serve on the Board for no more than six consecutive years ending on the date of an Annual Meeting.

All ex officio members of the Board shall serve continuously as long as they maintain their ex officio status, except for the representative of the Student Alumni Representatives (STARs)),

who shall serve a one-year term that begins on July 1 and ends on June 30 in the following year.

A Director who is not eligible for re-election or re-appointment, or who resigns from the Board or otherwise fails to complete a term, shall be ineligible for election or appointment to the Board for a period of 12 months from the last date of Board service. An ex officio member who ceases to have ex officio status shall be ineligible for election or appointment to the Board for a period of 12 months from the last date of Board service.

~~Any Director who misses half or more of the Board meetings in any calendar year, or fails to maintain active involvement in Board initiatives including committee assignments,~~**Sub Section D. University Trustees**

~~The Directors may be asked by the President to resign, from the Board. After due consideration, the President, with the approval of the Executive Committee, may dismiss a Director from the Board for good cause. ¶~~

~~Section 6. Election of Executive Committee. ¶~~

~~The Board shalltime to time, recommend a slate of Executive Committee for election by the Association at the Annual Meeting. In addition to the Executive Committee described in Article V, the Board may recommend election of any other Executive Committee members that are deemed appropriate by the Board. Only Alumni Members of the Association are eligible to serve on the Executive Committee of the Board. ¶~~

~~Section 7. Tenure of Executive Committee. ¶~~

~~The President and President-Elect each shall be elected to serve concurrent two-year terms expiring at the same time. The President may not be re-elected for a successive two-year term as president. The Secretary and Treasurer shall be elected to serve one-year terms, and may be re-elected without limitation while they serve as Directors. The Director who is elected as President-Elect at the Annual Meeting begins an executive term which may last four (4) years (two years as President-Elect and two years as President) and which overrides all tenure limitations contained in Section 5 of this Article. ¶~~

~~Section 8. University Trustees. ¶~~

~~The Directors may from time to time recommend Alumni Members of the Association to theto the University's Trustees of the University as prospective candidates for election to the Board of Trustees. No Director of the Association other than the President may serve simultaneously as a Director and as a University Trustee.~~

Section 2. Executive Committee ~~9. Meetings of the~~

The Board shall be led by an Executive Committee, henceforth known as “The Executive,” and shall consist of a President, President-Elect/VP, Treasurer, and Secretary.

~~The Board shall meet to transact business of the Association no less than four (4) times each year, and at any time on the call of the President. Fifty (50) percent of the total number of elected and appointed Directors shall constitute a quorum, and at any meeting with a quorum present the act of a majority shall be the act of the~~

~~Board. On the call of the President, a quorum of the Board may transact business of the Association via email, or via telephone conference call, or via web meeting such as Zoom and shall promptly report to the Board and to the Executive Director of Alumni & Family Engagement on all such actions. ¶~~

~~Section 10. Executive Committee.~~

~~All officers and any other Directors as designated by the Board shall constitute the Executive Committee. The Executive Committee may meet in person, via email, via telephone conference call, or via web conferencing, such as Zoom, to act on behalf of the Board from time to time between Board meetings, and. It shall promptly report to the Board and to the Executive Director of Alumni & Family Engagement on all such actions.~~

Sub Section A. The Election of the Executive

Directors are eligible to run for a position on the Executive after completing one (1) full year on the board. Elections for the Executive are held yearly at the Annual Meeting. Voting shall be outlined in Article X.

Sub Section B. The Appointment of the Executive

The President may appoint executives, subject to approval by the Board or the Association. The President may consider appointing Board Members who have leadership roles in Association programs and events, or persons who support the mission of the Association and the University.

Sub Section C. The Tenure of the Executive

The President and President-Elect each shall be elected to serve concurrent two-year terms expiring at the same time. The President may not be re-elected for a successive two-year term as President. The Secretary and Treasurer shall be elected to serve one-year terms and may be re-elected without limitation while serving as Directors. The Director who is elected as President-Elect at the Annual Meeting begins an executive term which may last four (4) years (two years as President-Elect and two years as President) and which overrides all tenure limitations contained in Section 5 of this Article.

¶¶

- President: The President shall serve a two-year term after completing a two-year term as President-Elect. The term does not expire if the President has served on the Board for two (2) terms.
- President Elect/VP: The President Elect/VP shall serve a two-year term after serving at least one (1) year in an executive role.
- Immediate Past President: The Immediate Past President shall serve as an ex-officio member of The Executive for a period of one (1) year after their Presidency.
- Treasurer: The Treasurer shall serve in one-year terms after serving on the Board for at least one (1) year.
- Secretary: The Secretary shall serve in one-year terms after serving on the Board for at least one (1) year.

Section 3. Committees and Special Projects-

The President, subject to the approval of the Executive Committee, may create or dissolve committees of the Board and ~~may~~ appoint committee members and committee leaders, ~~in order~~ to support the Board's mission and initiatives.

The President may appoint any qualified person, ~~including~~ including former Directors, to assist in the work of the Board. Such appointees may serve on Board committees and program or event committees, and may participate in special projects. Such appointees will have no Board voting privileges.

~~Article VI - Duties of Executive Committee ¶~~

~~Section 1. President. ¶~~

~~The President of~~

Each Board member shall serve on at least one (1) committee per year. Each committee may vote among its members for a chair or have one appointed by the President.

Section 4. Removal

Any member of the Board or the Executive may be removed from their elected, appointed, or voluntary position within the Association for the following reasons:

- Gross misconduct - any action that The Board or the University sees as not aligning with the ethical standards set forth by this document or the University
- Negligence in the Role - failure to carry out any aspects of their elected, appointed, or voluntary position. This included failure to attend meetings, volunteer opportunities, and/or participation in signature events (Annual Meeting/Homecoming Weekend, Board Meeting Attendance, Committee Meeting Attendance)
- Abandonment of the Role - Individuals who do not regularly participate with the Association and miss two (2) or more of the quarterly Board Meetings in addition to the Annual Meeting.

Board members and officers should work with the Director of Alumni Engagement before removal is considered. If a Board member is being considered for removal, the President or their designee should have documented conversations with them before the removal. If an Executive Member of the Association is being considered for removal, the Director of Alumni Engagement should have a documented conversation with them before action is taken.

If a Board Member or Executive Member is to be removed from their position, the following protocol will be enacted.

Subsection A. Presidential Request

The President may ask that a member of a committee, The Board, or the Executive to step down from their role. The individual being asked to step down must meet one or more of the requirements listed above and be reviewed by the Director of Alumni Engagement before the request is made. Any conversations should be documented and shared with the impacted individual and the Director of Alumni Engagement.

The president may temporarily remove a member from the Board until a Removal by Vote can occur if the Board Member's actions cause harm or hinder the health, safety, and security of Board Members or the Association.

If the President is being considered for such removal, the Director of Alumni Engagement may ask them to step down or place them on temporary leave until a vote to remove can be held.

Subsection B. Removal by Vote of No Confidence

Any member of the Board or the Executive may call for a vote of no confidence resulting in the removal of a Board member or an Executive Member from their elected position. A quorum must be met at the start of the meeting for this vote to be held. A vote of no confidence cannot be made during the open forum during the Board Meeting.

Notice of a vote of no confidence must be submitted in writing to the President and the Director of Alumni Engagement at a minimum of fourteen (14) days before the next Board Meeting. The call must explain how the member failed to meet their responsibilities as outlined in Article IV, Section 4. The caller will present this statement during the new business section of the board meeting. If the actions of the member in question caused risk to the safety, security, or integrity of the Board, that individual may be asked to refrain from attending the meeting.

After the member who submitted the call for a vote of no confidence, a period of debate will follow. Debate and voting shall be presided over by the president or their designee and shall follow standard voting rules as outlined in Article VII. Any members wishing to be heard may speak. At the conclusion of the debate, all members present shall vote via secret ballot. A 2/3rds majority is needed to remove a member from their position.

If the vote carries, the individual is immediately removed from their position.

Article V - Duties of The Executive

The Executive shall have duties and responsibilities outside of their roles as Directors. The function of the Executive is to uphold the Association's Constitution by managing, governing, and coordinating the board's functions and responsibilities.

Section 1. The President

The President of The Association shall plan, organize, and preside at all meetings of the Executive Committee, the Board, and the Association, and shall represent the Association on the Board of Trustees of the University. The President shall appoint all committee chairs and be an ex officio member of all committees.

Section 2. The President- Elect-/Vice President

The President-Elect shall perform the duties of the President in the event of the President's absence or inability to act. At any meeting of the Board, in the absence of both the President and President-Elect, the Board shall, by majority vote, select a Director to preside at the meeting.

Section 3. Secretary. ¶

~~The Secretary shall keep minutes of all meetings of the Executive Committee, the Board and the Association, and shall submit such minutes in electronic format to the Director of Alumni Relations. The Secretary shall perform all duties incident to the office of Secretary. ¶~~

~~Section 4.~~ **Treasurer-**

The Treasurer shall perform all duties incident to the office of Treasurer. In the execution of this office, the Treasurer shall:

- ~~A. have~~ **Have** the care and custody of all funds and securities of the Association which may come into the Treasurer's hands, except those otherwise designated, and shall endorse the same for deposit or collection when necessary and proper,
- ~~B. deposit~~ **Deposit** all funds and securities to the credit of the Association in such bank(s) or depository as the Board may from time to time designate,
- ~~C. sign~~ **Sign** all receipts and vouchers for payment made to the Association,
- ~~D. sign~~ **Sign** with such other person or persons, if any, **as designated by the President**, for the purpose by the Board, all checks on the funds of the Association in payment of bills,
- ~~E. enter~~ **Enter** regularly, in books to be kept by the Treasurer for that purpose, a full and accurate account of all monies received and paid by the Treasurer on account of the Association, ~~F. at all reasonable times exhibit the books to any Director or to any auditing committee appointed by the President.~~
- **At all reasonable times, exhibit the completion of books to any Director or to any auditing committee appointed by the President.**

After the Treasurer's term, or whenever a Treasurer leaves office, or whenever authorized by the Executive Committee, an audit of all receipts and expenditures shall take place and shall be presented to the Board. The fiscal year of the Association shall be concurrent with the fiscal year of the University (July 1-June 30). **After the Treasurer's term and the election or appointment of a successor, the Treasurer leaving office shall promptly deliver any checks, books, and other materials related to the funds and securities of the Association, make appropriate introductions to all parties engaged in any way with the Association's funds, and effectuate the appropriate transfer of control of the Association's bank account as required by the bank holding the Association's funds. All such actions must be completed within 45 days of the election or appointment of a successor.**

Section 4. The Secretary

The Secretary shall keep minutes of all meetings of the Executive Committee, the Board, and the Association, and shall submit such minutes in electronic format to the Director of Alumni Engagement. The Secretary shall perform all duties incident to the office of Secretary.

Article VI - Meetings

The Board shall meet to transact business of the Association no less than four (4) times each year, and at any time on the call of the President. The board shall participate in meetings throughout the year. The meetings may be held in person, by phone, via email, and/or electronically via platforms such as Zoom and Google Meet.

Section 1. Quorum

Any meeting conducted by the board must meet the Quorum standards. Quorum shall be met when half (50%) of the Committee, Board, and/or Executive Committee is present either virtually or in person. If a

quorum is not met, no official business can be voted on at the meeting. Any issues needing a vote may be done so via digital vote within a two-week (2) time span or be tabled by the chair for the next meeting.

Section 2. The Annual Meeting

The annual meeting shall be held on the Friday or Saturday of Blue & Grey Weekend (or Homecoming Weekend, as appropriate) each year. The board shall be notified of the date, time, and location of the meeting once released by the Alumni Engagement Officer. It is expected that all voting members of the board are present at the annual meeting unless otherwise directed by the President. Individuals who are not able to attend the Annual Meeting should notify the President at their earliest convenience.

During this meeting, the current president shall preside, or designate the Vice President/President-Elect to preside in the president's absence. A call to order must be made, and a quorum must be met to conduct official business.

During this meeting, annual elections are held via electronic ballot as outlined in Article VII.

Section 3. Board Meetings

The Board shall meet at least four (4) times each year to conduct business. All Board Members should attend these meetings. Members may attend in person or virtually. The President, in conjunction with the Director of Alumni Relations, or their designee, shall preside over the meeting.

These meetings shall consist of, but are not limited to

- Approval of previous meeting minutes and business
- Review of financial documents, health, investments, and/or expenditures
- Presentations by members of the University community or special interest groups
- Discussion of new business
- Voting on matters about the Governance of the Board, as outlined in Article IV
- Delegation of Committee Work as outlined in Article IV

Any member who misses two (2) or more Board Meetings may be asked to step down from the board. Continued absences may result in a removal as outlined in Article IV, Section 4.

Section 4. Committee Meetings

Committees will be formed at the request of the President and/or Board at large as outlined in Article II, Section 3 of this Constitution. Committees may organize events, initiatives, or strategies to promote the Association's function and success. Before the execution of any action, a Committee must vote to refer it to the Board for final approval. These referrals shall be voted on at the next available Board Meeting or be called for a special vote via digital ballot. Any action referred by the committee to the Board shall proceed in accordance with the voting protocols outlined in Article VII.

Section 5. Meeting Formats

All meetings shall follow the same format:

1. Call to order by the chair or presiding member
 - a. Motion by a member of the Board/Committee
 - b. Seconded by a member of the Board/Committee
2. Moment of Silence
3. Presentation of meeting minutes from the last meeting
 - a. Call for a motion to approve
 - i. Must be approved and seconded by members of The Board/Committee
4. Presentation (if applicable)
5. Review of Old Business
 - a. If Business has been tabled or sent back to the committee, review with members and call for a vote.
6. New Business (should be submitted to the chair or presiding member no less than fourteen (14) days in advance)
 - a. Discussion/Debate
 - b. Motion
 - c. Vote - carries, fails, or is referred back to committee
7. Open Forum
8. Call for a motion to end the meeting
 - a. Members seconded the motion
9. Meeting Adjournment

Article VII - Voting

The Board shall only carry out matters after voting has been conducted. These matters include, but are not limited to, elections, approval of the annual budget, approval of any meeting minutes, and/or the approval of actions taken by the Board to participate in University events, functions, and/or initiatives. Voting can be conducted in various ways, and appropriate avenues should be used for specific instances.

Section 1. Eligibility

Elected members of the board are eligible to vote on any matters for which they are present. All Board members, regardless of presence, may vote in the Annual Election of Executive Members and New Board Members.

Section 2. Call for Vote

The call for a vote, initiation of a vote, or use of a vote can only be made when a quorum is met as defined in Article VI, Section 1. No vote can be held unless a quorum is present. A vote can only be called if a motion for a vote is made and seconded by members of the Board. The President, or their designee, presides over the vote. The Secretary, or a member designated by the President, or their

designee, shall record the votes in the meeting minutes. The only time a vote is not called for in an active meeting is for Elections or a Vote of No Confidence. These votes shall be called before the meeting in which they are voted on.

Section 2. Simple Majority

At any meeting with a quorum present, the act of a majority shall be the act of the Board. A vote can carry with a simple majority vote on matters such as the approval of budgets, involvement in activities, participation in University events, functions, and/or initiatives, and elections.

Subsection A. 2/3rds Majority

For instances of a Vote of No Confidence as outlined in Article IV, Section 4, two-thirds ($\frac{2}{3}$) of the quorum must vote in the affirmative for the motion to carry.

For Constitutional Amendments as outlined in Article VII, two-thirds ($\frac{2}{3}$) of the quorum must vote in the affirmative for the motion to carry.

Section 2. Open Voting

Open voting can be used for almost all business conducted by the Association. Open voting is cast by verbally casting a vote or raising a hand. Options for open voting are Aye for the affirmative, Nay for the opposition, and Abstain for not voting. Members may also cast a vote by raising their hand when asked by the President or presiding member.

Section 3. Closed Voting

Closed voting can be used for elections or votes of no confidence by the Association. General business can be moved to closed voting if motioned and carried by Members in quorum. In closed voting, each member in quorum, or all members of the Association for elections, shall receive an electronic ballot from the Director of Alumni Engagement. Closed ballots may be open for a period of no less than 10 minutes and no more than 24 hours, depending on the matter being voted on.

Article VIII - Amendments.

At any meeting of the Association, these bylaws may be amended or repealed, in whole or in part, by a majority of at least two-thirds of the Members of the Association who are present.

No proposed change to the bylaws may be submitted to a vote of the Members unless the proposed change has been:

A. proposed no less than 60 days ~~prior to~~ before the meeting, either by the Board or by fifty (50) Members who may submit to the Board a written proposal which the Board shall submit without alteration to a vote of the Members, and

B. made available to all Members not less than 30 days ~~prior to~~ before the meeting.

Any proposed change to the bylaws shall be deemed to be available to all Members if, at a minimum, the full text of all proposed bylaws changes shall be prominently posted on the Moravian University website and transmitted via email to all Members whose email addresses are known to the University.