BYLAWS
WESTERN KENTUCKY UNIVERSITY
ALUMNI ASSOCIATION, INC.

ARTICLE I-NAME

Section 1. The name of the association shall be the Western Kentucky University Alumni Association, Inc.

ARTICLE II-PURPOSE

Section 1. The purposes of the Association are:

1. To unite the alumni in a closer fellowship, cultivate friendship, and promote goodwill.
2. To educate the alumni, and the public at large, about the programs, services and mission of Western Kentucky University;
3. To serve by all proper means the interest and needs of the alumni and Western Kentucky University;
4. To provide opportunities for alumni to maintain ties to the University so alumni have the opportunity to help the University and make the difference between a good and a great University; and
5. To advance and support in every way the general educational welfare of the Commonwealth of Kentucky.

Section 2. Non-profit Status. The Alumni Association is not organized for profit. It shall not have or issue shares of stock nor shall any dividend be paid or any part of the income or profit of this Association be distributed to any of its members, Directors or officers. The Association may pay compensation in reasonable amounts to its agents and/or employees for services rendered. No loan shall be made by the Association to any of its Directors or officers, and no part of the funds of the Association shall be to the individual benefit of any member.

Section 3. Allocation of Funds. The Alumni Association will approve a budget no later than July of each year which shall provide for the distribution and allocation of all receipts. The Board of Directors shall seek the input of the Executive Director in preparation of its budget. Any revenue in excess of expenditures at the end of the fiscal year shall be placed in the Alumni Association Operating Endowment Account within the WKU Foundation. Any funds received by the Alumni Association which are in the nature of restricted gifts will be deposited with the WKU Foundation pursuant to a fund agreement setting forth the restriction to the uses designated by the donor.
ARTICLE III-MEMBERSHIP

Section 1. There shall be four classifications of memberships in the Association: (1) Alumni; (2) Active Member; (3) Associate Member; and (4) Honorary.

Section 2. Alumni - Anyone who has completed one academic year of work in good standing at Western Kentucky University, Southern Normal, Ogden College, Potter College, or the Bowling Green Business University, shall be considered an alumnus/a of the Association.

Section 3. Active Member - All members are considered Active Members upon meeting the criteria of being an alumnus/a and paying their membership dues to the Western Kentucky University Alumni Association, Inc. during a given year. All Alumni who pay lifetime membership dues will be considered active members from the date their dues are paid through the remainder of their lives.

Section 4. Associate Member - Western faculty and staff members, their spouses, spouses of Active Members (who do not qualify for Active Membership), and friends shall be eligible for Associate Membership. Associate Members shall be entitled to the same rights and privileges as Active Members, but will not be entitled to hold office. Associate Membership is accomplished by paying membership dues to the Western Kentucky University Alumni Association, Inc.

Section 5. Honorary - Any individual who is not an alumnus/a but who gives of his/her time, energy or financial resources toward the advancement of WKU shall be eligible for Honorary alumnus/a status. Individuals may be nominated by any alumni, faculty, staff, student or friend of WKU. Upon nomination, the National Board of Directors of the Western Kentucky University Alumni Association must approve by a majority vote of those present at a quarterly meeting.

ARTICLE IV-OFFICERS

Section 1. The officers of this Association shall be a President, President-Elect and Immediate Past President.

Section 2. The Director of Alumni Relations at Western Kentucky University shall be Executive Director of the Alumni Association. The Executive Director shall be the treasurer and chief fiscal officer of the Association.

Section 3. An office associate of the Office of Alumni Relations at Western Kentucky University shall be elected by a majority vote of the Board to serve as Executive Secretary of the Association.
Section 4. The Director of Alumni Relations at Western Kentucky University and the staff of the Office of Alumni Relations shall be appointed by the Board of Regents by a majority vote, upon the recommendation by the President of Western Kentucky University.

Section 5. The Immediate Past President shall be the individual who immediately preceded the Association's current President.

Section 6. The President shall preside at meetings of the Board of Directors and shall be privileged to attend and participate with vote in meetings of all committees. Acting under the direction of the Board of Directors and, on its behalf, the President shall perform all acts, execute and deliver all documents, and take all steps authorized by the Board in order to effectuate the actions and policies of the Board.

Section 7. The President-Elect shall be presented by the Nominating Committee and elected by the Board. The President-Elect shall be selected annually from the Executive Committee membership of the Board. In the absence or disability of the President, the President-Elect shall have all of the powers and be subject to all of the restrictions of the President. The President-Elect shall serve as President in the year following his/her term as President-Elect.

Section 8. Any Officer may be removed, either for or without cause, by the affirmative vote of a majority of the Directors in favor of removal at any special meeting of the Board of Directors called for that purpose or at any regular meeting of the Board of Directors.

ARTICLE V - BOARD OF DIRECTORS

Section 1. The Board of Directors shall be composed of the President, Immediate Past President, Executive Director, and not less than twenty-two nor more than twenty-seven members that shall be elected by the Board of Directors. Ex-officio voting members of the Board include the Society of African American Alumni President, the Young Alumni Council, and the Student Alumni Association President.

Section 2. In order to qualify as a Director, the individual must be a member of the Alumni Association and must remain a member in good standing during that Director's tenure.

Section 3. The Board of Directors may with or without cause remove a Board member from service. Such removal shall require an affirmative vote of seventy-five percent (75%) of the Board members.
ARTICLE VI-MEETINGS

Section 1. The Board of Directors shall have four regularly scheduled meetings: First Quarter (Summer-July, August, September); Second Quarter (Fall-October, November, December) to be held at Homecoming; Third Quarter (Winter-January, February, March) and Fourth Quarter (Spring-April, May, June). The Board, at its discretion, may cancel any meeting by a majority vote of its members.

Section 2. The Board of Directors may meet on call by the President or the Executive Director.

Section 3. A quorum is defined as a majority of the membership of the Board.

Section 4. The Board of Directors may permit any or all Directors to participate in a regular or special meeting by telephone conference call or other means of communication by which all Directors participating may simultaneously hear each other during the meeting. A Director participating in a meeting by this means is deemed to be present in person at such meeting. Business may also be conducted by polling the membership of the Board via telephone or in person. These means shall constitute a binding vote.

ARTICLE VII-NOMINATION AND ELECTION

Section 1. The Executive Committee shall serve as the nominating committee and shall present nominations for President and President-Elect for election by the full Board at the fourth quarter (Spring) board meeting. The nominating committee shall not nominate any person without first obtaining the candidate’s consent to election to the office. The announcement of the election results shall be made at the fourth quarter (Spring) board meeting and the new officers of the Board shall take office at the first quarter (Summer) board meeting. Such nominations shall reflect on-going efforts to ensure that the membership of the Board of Directors is a cross section representation of Western Kentucky University alumni.

Section 2. The President and President-Elect shall be elected for one year terms and shall not be eligible for re-election to the same office during the next ensuing year.

Section 3. The Executive Director and the Executive Committee shall, in consultation with the alumni staff, the Alumni Board and the President of the University, nominate nine members of the Association for election to the Board of Directors for three year terms. The nomination and election will take place at the third quarter (Winter) board meeting and the new officers and members of the Board shall assume their responsibilities at the first quarter (Summer) board meeting. Such nominations shall reflect on-going efforts to ensure that the membership of the Board of Directors is a cross section representation of Western Kentucky University alumni.
Section 4. The President of The Society of African American Alumni shall serve as an ex-officio member with vote on the Board for the duration of his/her term as President of the Society.

Section 5. To be eligible for board membership, an Association member shall not have served on the board for the two previous years.

Section 6. Any vacancy on the Board of Directors other than the Executive Director shall be filled by a majority vote of the Board election for the unexpired term.

Section 7. The President of the Student Alumni Association or his/her designated representative shall serve as an ex-officio member with a vote on the Board of Directors. This term will begin at the board meeting immediately following his/her election to SAA President and end upon the completion of his/her term.

Section 8. The President of the Young Alumni Council or his/her designated representative shall serve as an ex-officio member with a vote on the Board of Directors for the duration of his/her term as President of the council.

ARTICLE VIII-COMMITTEES

Section 1. The duties of all officers and committees of the Alumni Association shall be to fulfill the purposes of the Association as found in ARTICLE II, and such other duties that shall be directed by the Board of Directors and the membership.

Section 2. Committees of the Board shall be standing or special. Standing committees shall be Communication Committee, Executive Committee, Finance Committee, and Program Committee. The President of the Association shall appoint all special committees. Standing committees shall be appointed by the Executive Committee at the first quarter (Summer) board meeting and ratified by the full Board. Any Board member may make recommendations to the Executive Committee for committee appointments.

Section 3. Ad hoc or special committees may be appointed by the President or Board for such special tasks as circumstances warrant. A special committee shall limit its activities to the accomplishment of the task for which it is appointed and shall have no power to act except as specially conferred by action of the Board. Upon completion of the task for which created such special committee shall stand discharged.
Section 4. The Executive Committee shall consist of the President (who shall serve as Chairman), Immediate Past President, President-Elect, the Executive Director of the Association, and four other members of the Board. New Executive Committee appointments shall be selected at the fourth quarter (Spring) board meeting by the Executive Committee and begin their roles at the first quarter (Summer) board meeting.

The Executive Committee shall meet as needed and between meetings of the Board of Directors it shall exercise all powers of said Board except that it shall not amend the Articles of Incorporation or Bylaws; incur debt in excess of ten thousand dollars ($10,000); approve the sale, lease or other disposition of all or substantially all of the property and assets of the Association; or recommend a voluntary dissolution of the Association.

Section 5. The Communication Committee serve as the advisory committee for WKU SPIRIT magazine; assist staff with evaluating overall communication efforts through the webpage, advertising initiatives, newsletters, and other forms of communication; expand the WKU online community; and define the message articulated to alumni of Western.

Section 6. The Finance Committee shall assist with determining annual budget priorities; develop revenue producing options; evaluate the sustaining membership campaign; and provide a recommendation to the full Board for the annual budget at the summer retreat.

Section 7. The Program Committee shall provide a creative and cohesive vision for all Association programs; evaluate programs and services on an annual basis; develop new and innovative programs as necessary; and ensure the Association stays relevant with its constituents.

ARTICLE IX-(FISCAL YEAR) FINANCIAL AFFAIRS

Section 1. The fiscal year of the Alumni Association shall be from July 1 to June 30.

Section 2. Quarterly financial and membership statements as well as a fiscal year end financial audit shall be provided to the Board of Directors by the Executive Director.

Section 3. The Executive Director shall serve as the treasurer and chief financial officer of the Association. Duties shall include:

A. Custodian of all records of the Association
B. Sign all checks, vouchers and/or requisitions (an alternate signor may be designated with approval of the Board)
C. Responsibility for all fiscal duties and responsibilities of the Association including receipts and disbursements of the Association
D. Execute contracts on behalf of the Association upon prior
approval by the Board

The Executive Director shall not enter upon the discharge or performance of his duties without having first been placed under the bond covering staff and Directors within the WKU Foundation.

The fiscal duties of the Executive Director shall cease upon the withdrawal of the surety of the bond. In such an event a formal resignation of these duties is not required but deemed vacated upon receipt of notice of withdrawal of said bond from the surety company.

Funds of the Association shall be deposited through the Western Kentucky University Foundation. If this method is not available, then funds shall be deposited in a bank duly authorized to conduct business in Kentucky.

Section 4. In the event of a departure of an Executive Director of the Alumni Association, a qualified letter of opinion should be issued by the Trust Accountant of the WKU Foundation regarding the financial status of the Alumni Association. This will not constitute the annual audit of the Association, but will serve as a good faith effort to aid in a smooth transition.

ARTICLE X-PROCEDURES

Section 1. Roberts Rules of Order as most newly revised shall govern the proceedings of all meetings of the Association and of the Board of Directors.

ARTICLE XI-AMENDMENTS

Section 1. The bylaws of the Western Kentucky University Alumni Association may be amended by a majority vote of the total membership of the Board of Directors.

Section 2. Any proposed amendment prior to being presented to the Board shall have the approval of the President of the University. If Presidential approval is not received, then it will require a 3/4 (75%) vote of the Board of Directors to approve any bylaws amendments.

ARTICLE XII-ARTICLES OF INCORPORATION

Section 1. The bylaws will be interpreted in a manner consistent with the Articles of Incorporation. In case of a conflict, the Articles of Incorporation will supersede the bylaws.

C:\My Documents\board correspondence\ bylaws.doc
revised 7/25/05