

## BY-LAWS

### WHITMAN COLLEGE ALUMNI ASSOCIATION

#### ARTICLE I

##### PURPOSE

The purpose of the organization is to provide educational and social opportunities to Whitman College Alumni in order to further their connection with the college. The association is organized as a part of Whitman College and is not an independent entity for legal purposes.

#### ARTICLE II

##### MEMBERSHIP

Section 1. All persons who have attended Whitman College at least one term and whose normal entering class has graduated, are members of the Whitman College Alumni Association.

Section 2. The members shall have the right to propose nominations for election to the board of directors in the manner set forth in Article III, and to propose amendments to the bylaws as set forth in Article IX.

#### ARTICLE III

##### DIRECTORS

Section 1. The Board of Directors of this association shall be composed of not less than seven (7) nor more than seventeen (17) members, one of whom may be designated as the young alumni member. A young alumni member will be an individual whose term shall commence within sixty (60) months of their graduation from the College. The Directors shall serve terms commencing the first day of July of the year in which they are elected. Directors shall each serve a three (3) year term, their terms being staggered so that two (2) or more Directors are elected each year. All members of the Board shall be elected in the manner set forth in this Article, except as provided in Section 3 of this Article.

Section 2. Members of the Board shall be elected in the following manner:

- a) At the fall meeting of each year, the Board shall elect a Nominating Committee consisting of an odd number of no less than three (3) members of the Board.
- b) The Nominating Committee shall prepare a list of nominations to fill the vacancies to be created as of July 1, and report this list to the Board not later than the spring meeting. At such time the Board of Directors may finalize the list of nominees in the most appropriate manner that will provide the opportunity for nominations to be made by members of the Board of Directors.
- c) The Alumni Director shall add to the official ballot the name of any candidate for Board membership upon receipt of a petition submitting the said candidate(s) name(s), provided the petition is signed by at least twelve (12) members of the association, and, that the petition is delivered to the Alumni Director 30 days prior to the spring meeting.

- 1) The association will be notified annually of upcoming Board vacancies.
- 2) The Board should be representative of the diversity of the Alumni Association, with members who have demonstrated volunteer service to Whitman, represent various class years, geographical areas and interests.

d) The Board will vote on all candidates submitted by the Nominating Committee, by Board Members, and by any petition. Those candidates receiving the highest number of votes in relation to the number of vacancies shall be declared elected. In the event there are an equal number of candidates to the number of Board vacancies, all candidates shall be declared elected.

e) Any vacancy occurring on the Board of Directors shall be filled by the Board of Directors

Section 3. The President, Vice President, and all directors shall be voting members of the Board during their incumbency. The following persons shall be non-voting members of the Board: the immediate Past President of the association, should he/she not be a regular member of the Board of Directors, the Alumni Director, the Alumni Fund chair, and the President of the Whitman College Student Body Association during their incumbencies, and the President of the College or a designee.

Section 4. A majority of the Directors shall constitute a quorum at any duly called meeting.

Section 5. The business and affairs of the association shall be managed by the alumni office with the advice of the Board. The Board of Directors shall judge the election of the Board of Directors when necessary, oversee local clubs, and may remove all officers of the association.

Section 6. The Directors shall meet at least once a year and shall meet so many other times during the year as may be fixed by the Directors. The time, place and notice of such meetings shall be fixed by the Directors. Special meetings may be called by the President upon notice to all directors, or by petition to the Board President by a majority of Directors.

Section 7. With the approval of the President's Advisory Board Nominating Committee, one Director shall be nominated and elected by the Board, and confirmed by the President's Advisory Board, to serve as the Alumni Board member on the Whitman College President's Advisory Board, as set forth in the Alumni Board/President's Advisory Board Job Description. The Alumni Board/President's Advisory Board representative shall be elected at the fall meeting and upon President's Advisory Board confirmation, shall begin serving as the Alumni Board/President's Advisory Board representative at the President's Advisory Board's annual meeting.

Section 8. No Director may serve more than two consecutive complete three-year terms, unless such Director is either the President or Vice President in which case a Director may serve one two-year term in each such office in addition to the director term limitations contained herein, or unless such Director is elected to serve as Alumni Board/President's Advisory Board Representative, in which case a Director's term shall be extended to coincide with the Alumni Board/President's Advisory Board Term as set forth in the Alumni Board/President's Advisory Board Representative job description.

Section 9. Any Director who is absent from two consecutive meetings of the Board of Directors, or significant parts thereof, may be considered to have resigned as a Director, and may be notified of such immediately by the chair of the Nominating Committee.

## ARTICLE IV

### OFFICERS

Section 1. The officers of the association shall be a President, a Vice President, both of whom shall be Directors, and the Alumni Director, who shall be appointed by the President of Whitman College and who shall serve as Secretary of the association. The President and Vice President shall be elected biennially by the Board of Directors.

Section 2. The President and Vice President shall be nominated and elected by the Board at the spring meeting. They shall assume office at the conclusion of such spring meeting.

Section 3. Vacancies in unexpired terms shall be filled by the Board.

Section 4. An officer may serve no more than one term as Vice President and one term as President.

Section 5. Subject to the advice of the Board of Directors, the Director of Alumni shall have general supervision, direction and control of the business and affairs of the association. The President of the Board shall preside at all meetings of the members and at all meetings of the Board of Directors, and shall have such other powers and duties as may be prescribed from time to time by the Board of Directors.

Section 6. In the absence or disability of the President, the Vice President shall perform all the duties of the President and in so acting shall have all the powers of the President. The Vice President shall have such other powers and perform such other duties as may be prescribed from time to time by the Board of Directors. In the absence or disability of the President and the Vice President, any Director selected by the other Directors at the meeting shall perform all the duties and have the powers of the President.

## ARTICLE V

### COMMITTEES

Section 1. The Committees shall have such powers and responsibilities as may be delegated from time to time by the Board.

Section 2. The President shall appoint all Committee chairs and members, with the exception of the Nominating Committee. Committee chairs shall be members of the Board. Members of the Committees may, but need not be, members of the Board of Directors. The President shall be an ex-officio member of each Committee.

Section 3. The President may appoint special ad-hoc committees or task forces whose chairs shall be members of the Board.

## ARTICLE VI

### FINANCES

Section 1. Expenses of the association are borne by Whitman College, as its budget permits. The Board shall have authority to institute financial measures which, in its judgment, may be appropriate and necessary to supplement or replace alumni expenses borne by the budget of Whitman College.

Section 2. Administration of funds budgeted by Whitman College for operation of the association shall rest with the Alumni Director, who shall consult with the Board thereon, subject to the approval of the President of the College or a delegated officer.

## ARTICLE VII

### LOCAL CLUBS

Members of the association may form local clubs for the purpose and on terms not in conflict with the purposes and policies of the association.

## ARTICLE VIII

### LIMITATIONS OF POWERS

Any of the foregoing provisions to the contrary, notwithstanding the powers of this association, shall be limited so that it shall be operated exclusively for the following non-profitable purposes: charitable, scientific, literary and educational; and in the event this association shall ever have any net earnings, no part of the same shall inure to the benefit of any member of individual; no substantial part of the activities of this association shall be the carrying on of propaganda or otherwise attempting to influence legislation, and this association shall not participate in, or intervene in political campaigns on behalf of any candidate for public office; it being the intention hereof that the powers of this association shall be limited to the powers of tax exempt organizations under the Internal Revenue Code.

## ARTICLE IX

### AMENDMENT OF BY-LAWS

The By-Laws may be altered, amended, supplemented, repealed, or new By-Laws adopted, by a two-thirds (2/3) vote of the Board of Directors at a duly constituted meeting. The members of the Association upon petition of twelve (12) or more members may submit a proposed amendment to the Board of Directors of the Alumni Association for consideration.

## ARTICLE X

### BUSINESS YEAR

The business year for the association shall be July 1 through June 30.

Revised 10/27/17