

DRAKE UNIVERSITY NATIONAL ALUMNI ASSOCIATION

CONSTITUTION AND BY-LAWS

ADOPTED OCTOBER 1, 1988

REVISED APRIL 30, 1994

REVISED MAY 12, 2001

REVISED JANUARY 26, 2002

REVISED MAY 28, 2002

REVISED MAY 8, 2004

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ARTICLE I – Purpose

Section 1.

The Drake University National Alumni Association (“Association”) is organized to ensure the participation of alumni in programs designed to further the objectives of the University and in activities that meet the continuing needs of alumni. The Association reflects the characteristics of independence and self-government typical of the University community. It provides the opportunity for imaginative and meaningful participation by alumni in the future of their alma mater. The purposes of the Association are:

- a. to facilitate full understanding by alumni of the status and plans of the University;
- b. to stimulate a broad-based interest sufficient to elicit commitments of action and support by alumni to meet the current and future potential of the University;
- c. to provide a vehicle for the suggestion, evaluation, and consultation of alumni on matters of significance to the University;
- d. to create an organization, both nationally and regionally, that works toward achieving a meaningful relationship between alumni and the University to provide leadership that meets the expanding volunteer requirements of Drake University; and
- e. to provide the opportunity for continued development of relationships among Drake alumni.

ARTICLE II – Membership

Section 1.

All persons who have completed at least 12 hours of study at Drake University and remain in good academic standing shall be members of this Association.

Section 2.

The Board of Directors of the Association shall have the power to confer honorary memberships upon friends of Drake University by a 2/3 vote of those Board members attending regular meetings.

Section 3.

There shall be no dues for membership in this Association.

ARTICLE III – Board of Directors

Section 1.

The activities of the Association shall be governed by a Board of Directors acting on behalf of the Association. All meetings of the Board of Directors shall be open, and attendance by non-Board member alumni shall be encouraged. Members of the Association shall be notified of the regularly scheduled meetings of the Board through the alumni publications program.

Section 2.

Members of the Board of Directors shall be elected at the annual meeting of the Board from candidates submitted by the Nominating Committee. In addition, candidates for election to the Board may be nominated by any Board member present at the annual meeting.

Section 3.

The Board shall consist of not more than 42 members, including officers, at-large members, and special members: Officers serve two-year terms; at-large members are elected for three-year terms, one-third of whom shall be elected each year; and special members are appointed annually by the President of the Board. The Nominating Committee of the Board shall each year submit to the full Board the slate of candidates to be elected that year, and those candidates shall be representative of the alumni population as to location of current residence and time away from the University. In the process of developing candidates for the Board, the Nominating Committee shall consider whether the Board reflects appropriate representation among the University's colleges and schools.

Section 4.

Each member of the Board of Directors, who is serving a three-year term, is eligible for re-election to two successive three-year terms on the Board. Following service on the Board for three successive terms (or nine years), a Board member shall be ineligible for election or appointment to the Board until there has been an interruption in service of at least one year.

Section 5.

In the event of a vacancy on the Board of Directors, the Board may elect a director from the Association's membership to serve the unexpired term at the next annual meeting following the occurrence of the vacancy.

Section 6.

A Board member who does not attend at least one meeting in a term year is considered to have resigned unless reinstated for cause by the Executive Committee. Board members shall be expected to be diligent in their participation in the activities of the Association. Any member who cannot be present at a meeting is urged to submit to the Board, in writing, his/her thoughts on the issues to be addressed by the Board.

Section 7.

Current and future Alumni Board members will be expected to commit an annual giving gift to the Annual Fund as a member of the Board, exemplifying our leadership and commitment to Drake University.

ARTICLE IV – Board Meetings

Section 1.

There shall be three regularly scheduled meetings of the Board of Directors each year. Each meeting of the Board of Directors, including the annual meeting, will occur at a time and place specified by the Executive Committee. Special meetings of the Board may be called at other times by the President, by a majority vote of the Executive Committee or by petition of ten members of the Board of Directors.

Section 2.

Ten members of the Board of Directors shall constitute a quorum at all meetings, except when a constitutional amendment is being considered, in which case, 14 members shall constitute a quorum.

Section 3.

Board members are encouraged to submit items of interest for inclusion in the agenda of each meeting. Said items should be received by the Office of Alumni and Parent Programs at least 45 days prior to the meeting.

ARTICLE V – Board Composition

Section 1.

The Board of Directors shall be comprised of a person for each of the following positions: Chairperson, President, Vice President for Student Recruitment, Vice President for Alumni Programming, Vice President for Advancement, and Secretary. The remaining Board members shall include at-large members and special members. Those special members shall include a National D Club representative, representatives of class reunions, three student alumni representatives, and Alumnae Association representative, representatives of the Central Iowa Alumni Chapter and the Chicago Advisory Board, and representatives of other special alumni groups or societies as determined by the Director of Alumni and Parent Programs. The three student representatives shall include two members of the Future Alumni Network Executive Committee and the Senior Experience Gift Chair.

Section 2.

The Director of Alumni and Parent Programs of the University and his/her assistants and such others as determined by the President of the Board shall be ex-officio, non-voting members of the Board.

ARTICLE VI – Officers of the Association/Board of Directors

Section 1.

The officers of the Board of Directors shall serve as the officers of the Association. They shall include a Chairperson of the Board, President, Vice President for Student Recruitment, Vice President for Alumni Programming, Vice President for Advancement, and a Secretary.

Section 2.

The Chairperson of the Board shall be the immediate past President of the Board. In the event the immediate past President is unable to serve, the previous immediate past Chairperson of the Board shall serve as Chairperson. The responsibilities of the Chairperson of the Board emphasize a continuity of experience among officers of the Board. The Chairperson of the Board will consult on all matters of interest to the Board

at the invitation of the President and assume those responsibilities delegated by the President.

Section 3.

The President is the presiding officer of the Board and is responsible for the implementation of all responsibilities contained in this Constitution and By-Laws. The President shall issue the call for all meetings of the Board of Directors and the Executive Committee and shall be the presiding officer of the Board and its Executive Committee. The President shall be an ex-officio member of all standing committees of the Board.

The primary responsibility of the President of the Board is to provide the leadership and guidance necessary to implement the programs of the Board of Directors and facilitate active involvement of all Board members in the Association's activities.

Section 4.

The Vice President for Student Recruitment will be responsible for those specific duties delegated by the President, which primarily relate to matters dealing with recruitment and retention of students and the alumni scholarship program.

Section 5.

The Vice President for Alumni Programming will be responsible for those special duties delegated by the President, which primarily relate to matters dealing with alumni involvement in alumni activities, programs, career networking, and nomination of alumni for special recognition.

Section 6.

The Vice President for Advancement will be responsible for those special duties delegated by the President, which primarily relate to matters dealing with alumni fundraising.

Section 7.

The Secretary shall be responsible to see that adequate and accurate minutes of the meetings of the Board of Directors and the Executive Committee are kept and distributed as necessary. The Secretary shall distribute the minutes of the prior Board meeting and any materials for the upcoming meeting, including a tentative agenda, at least 30 days prior to the upcoming meeting. The Secretary will validate the presence of a quorum at all meetings of the Board and be responsible for the presentation of items of business left unfinished at prior meetings. It is the Secretary's responsibility to ensure that the President is aware of the decisions made by the Board and the Executive Committee and that appropriate action is being taken in accordance with the directives of the Board and the Executive Committee.

Section 8.

Officers of the Board shall serve for a two-year term and must be elected from the membership of the Board. Officers may be elected to one succeeding term of office so long as they remain members of the Board of Directors in accordance with Article III of this Constitution. The only exception to the requirement that officers be members of the Board is in the case of the Chairperson of the Board who may assume that office regardless of Board membership. In the event the Chairperson of the Board is not a member of the Board, said Chairperson will serve as an ex-officio member with vote of the Board of Directors during his/her term as Chairperson.

Section 9.

In the event that a vacancy occurs among the officers of the Board, the following rules of succession will apply:

- a. The chairperson of the Board shall be replaced by the immediate past Chairperson of the Board.
- b. The office of the President shall be replaced by appointment of the Chairperson.
- c. The office of any Vice President shall be assumed by the Secretary for the balance of the unexpired term and should there be more than one Vice President to replace, the second vacancy shall be filled by appointment of the President.
- d. The Office of Secretary shall be replaced by appointment of the President.

ARTICLE VII – Executive Committee

Section 1.

The Executive Committee of the Board shall consist of the President, Vice President for Student Recruitment, Vice President for Alumni Programming, Vice President for Advancement, and the Secretary. The Chairperson shall be an ex-officio member.

Section 2.

The Executive Committee of the Board shall be responsible for conducting the business of the Association during those periods between regular meetings of the Board of Directors. The Executive Committee, by majority vote, has the ability to conduct business and set policy subject to the ratification of the Board of Directors. Minutes of

all Executive Committee meetings shall be distributed promptly to all members of the Board of Directors.

The Executive Committee shall meet quarterly at a time and place set by the President. Other meetings of the Executive Committee may be called by the President, by petition of three members of the Executive Committee, or at the request of the Director of Alumni and Parent Programs.

ARTICLE VIII – Standing Committees

Section 1.

The standing committees of the Association shall be the Nominating, Advancement, Student Recruitment, and Alumni Programming.

Section 2.

The Nominating Committee shall be appointed by the President and is responsible for nominating candidates for election to the Board of Directors and the officers of the Board. The Secretary shall chair the Nominating Committee.

Section 3.

Each Vice President shall chair a standing committee of the Board which relates to his/her responsibilities as an officer. The Vice President shall appoint, with the approval of the President, the membership of the committee. Each Vice President of each standing committee shall see that accurate records of the proceedings of the committee are kept and that an annual report of the activities of the committee is issued to the Board of Directors.

ARTICLE IX – Ad Hoc Committees

Section 1.

The President may appoint such ad hoc committees to serve specific responsibilities on behalf of the Board of Directors. When the work of the committee is complete, it shall be discontinued.

ARTICLE X – Amendment of the Constitution

Section 1.

This Constitution and these By-Laws may be amended at the annual meeting of the Board of Directors. Amendments must be presented to the membership of the Board

in writing at least 30 days prior to the date of the meeting. Amendments must be approved by a 2/3 majority vote of those Board members present at the annual meeting.

ARTICLE XI – By-Laws

The Board of Directors shall have the power to establish such By-Laws as are necessary to guide the activities of the Association and its Board of Directors. By-Laws may be created, amended or deleted at any duly called meeting of the Board of Directors providing that such change has been presented to the membership of the Board in writing at least 30 days prior to the date of the meeting. By-Law changes must be approved by a 2/3 majority vote of those Board members present at the meeting.

ARTICLE XII – Parliamentary Authority

Section 1.

The proceedings of the Board of Directors shall be governed by Roberts Rules of Order.