



# University of Idaho

Alumni Association

## Bylaws

*(Adopted 1973. Last amended and approved October 12, 2023.)*

### Article I: Name, Offices, Seal and Purpose

1. Name. The name of this organization is the University of Idaho Alumni Association, Inc. ("the Association").
2. Offices. The principal office of the Association is in the city of Moscow, county of Latah, Idaho. The Association may also have offices as the Board of Directors may from time to time establish or as the purposes of the Association may require.
3. Seal. The Board of Directors may provide a corporate seal, the form of which may be adopted or approved by the said Board if one is to be provided.
4. Purpose. The Association's purposes are as follows:
  - a. The University of Idaho Alumni Association, Inc. is formed to provide the coordinated support of alumni and friends of the University of Idaho ("University") for the purpose of strengthening the academic, research, service, and leadership building programs of the institution. It also provides individual alumni services to its members throughout the world.
  - b. To those ends, the Association will:
    - i. Promote the traditions, culture, historical development, general welfare, and best interest of the people of the State of Idaho through the continued development, promotion, and support of the University of Idaho ("University");
    - ii. Encourage the high educational, cultural, and social purposes of the University;
    - iii. Recognize distinguished alumni and longstanding friends of the University through an annual awards program;
    - iv. Make grants and award scholarships to deserving young people who may wish to attend the University because of their outstanding scholastic merit or talent or because of their financial need; and
    - v. Make grants to the University which, in the opinion of the Board of Directors, will advance the University's objectives.

- c. This organization is a non-profit corporation with charitable, social and educational goals, pursuant to Section 501(c)(3) of the Internal Revenue Code and Title 30, Chapter II of the laws of the state of Idaho.

## **Article II: Membership**

1. Categories. Members of the Association will be divided into three (3) categories: *regular* members, *honorary* members and *associate* members.
  - a. Regular Members. Regular Members are those persons who have earned a degree from the University or have completed the minimum number of credits to qualify as alumni, as set forth by the University.
  - b. Honorary Members. Honorary Members are such persons as may be selected by the Board of Directors because of faithful and distinguished service in the interests of the University. Honorary Members will be entitled to all privileges of membership except those of voting and holding office.
  - c. Associate Members. Associate Members are those persons who serve as University faculty or administrators, or who serve the University in other ways, as determined by the Board of Directors. Associate Members are entitled to all privileges of the Association except those of voting and holding office.
2. Duration. All members have lifetime membership; no qualification will be made on the basis of material support to the University.

## **Article III: Meetings, Minutes, and Records**

1. Regular Meetings. The Board of Directors shall hold three regularly scheduled meetings, which shall be referred to as the *Fall*, *Winter*, and *Spring* Meetings. Meeting dates and locations shall be set by the Executive Committee of the Association and announced to all Directors at least 60 days prior to next regularly scheduled meeting. At the discretion of the Executive Committee, any regular meeting may be held via teleconference or video conference. The site and location of all meetings should consider opportunities to further the Association's mission, support the University, engage with University alumni, and manage costs for both the Office of Alumni Relations ("OAR") and Directors. The Executive Committee should, when possible, schedule meetings to coincide with Association awards presentations; University Homecoming, Commencement, or Leadership Weekend; or similar University or Association events.
2. Annual Meeting. The Board of Directors shall hold an annual Association meeting to conduct the necessary business of the Association. This Annual Meeting will be scheduled to coincide with the Spring Meeting.
3. Special Meetings. The Board of Directors may hold special meetings at the request of the President or the request of a quorum of voting directors on the Board of Directors. Special meetings may occur at any time upon at least 15 days' notice to all members of the Board of Directors. Notice of special meetings will be given in such form and manner as the Executive Committee will prescribe.

4. **Informational Meetings.** The Board of Directors may hold informational meetings at the request of the President or a majority of the Executive Committee. Informational meetings may occur at any time upon at least 2 days' notice to all members of the Board of Directors. The Board of Directors shall not take any binding votes at an informational meeting.
5. **Order of Business.** A standard order of business will be observed in all meetings of the Board of Directors. When not in conflict with the Articles of Incorporation and Bylaws of the Association, Roberts Rules of Order will govern the proceedings of all meetings.
6. **Closed Session.** On request by an officer or Director and approval of a majority of Directors present, the Board of Directors may meet in closed session for the purpose of debate only. No minutes or votes shall be taken during a closed session. No persons other than the officers or Directors may attend a closed session unless invited to do so by a majority of the Directors.
7. **Minutes and Records.** The Secretary shall keep and maintain the minutes of the Association's meetings and records of the Association. The Secretary shall provide copies of minutes and records to the Board of Directors when requested and shall publish these Bylaws and the Articles of Incorporation on the Association's website.

#### **Article IV: Officers**

1. **Officers.** The Officers of the Association are the President, Vice President, Treasurer, Secretary, Member-at-Large, and Immediate Past President.
2. **Duties.** The duties of the Officers shall be as follows:
  - a. **President.** The President is the principal executive Officer of the Association and, subject to the control of the Board of Directors, shall generally supervise and control all of the business and affairs of the Association and perform all duties incident to the office of the President. In addition, the President shall:
    - i. When present, preside at all meetings of the members and of the Board of Directors;
    - ii. Sign, with the Secretary or any other proper Officer of the Association thereunto authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in those instances where the Board of Directors has expressly authorized another person to sign on behalf of the Board of Directors;
    - iii. During the University's commencement ceremonies, serve as or designate a Director or Officer to serve as the Association's representative who may, if invited by the University, march in the commencement procession and speak during the commencement program; and
    - iv. Perform other duties as may be prescribed by the Board of Directors from time to time.
  - b. **Vice President.** In the absence of the President or in the event of the President's inability or refusal to act, the Vice President shall perform the duties of the

President and, when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties as from time to time may be assigned by the President or by the Board of Directors. The Vice President shall also act as the Board of Directors' representative to the college constituencies, to the extension agents, and as a liaison for the Board of Directors and the constituencies.

- c. Secretary. The role of Secretary shall be filled by the University's Executive Director of Alumni Relations, who may assign OAR staff to assist in performing the Secretary's duties. The Secretary is a non-voting Officer who shall perform the following:
    - i. Keep detailed minutes of the Board of Directors' meetings in one or more books provided for that purpose;
    - ii. See that all notices are duly given in accordance with the provisions of these Bylaws as required by law;
    - iii. Be custodian of the Association records;
    - iv. Present a report of the general condition of the Association, verified by the President and Treasurer, at the Annual Meeting and file with the minutes a copy of that report; and
    - v. In general, perform all duties incident to the office of the Secretary and such other duties as from time to time may be assigned by the President or Board of Directors.
  - d. Treasurer. The Treasurer shall be the Board of Directors' financial liaison with the OAR and report the financial condition of the Association at each meeting. The Treasurer shall have custody of all funds of the Association and authority to pay out the same upon the direction and warrant of the Board of Directors except those held for the Association's use by the business offices of the University. At the Board of Directors' direction, the Treasurer shall give bond with approval surety for the faithful performance of the Treasurer's duties, in such amounts fixed by the Board of Directors, cost of such bond to be borne by this Association.
  - e. Member-at-Large. The Member-at Large shall serve, along with OAR staff support, as liaison to communicate with chapters and advise the Association of updates or topics. The Member-at-Large shall also work with the Secretary to ensure the accuracy and completeness of the meeting minutes before distribution to the Board for approval.
  - f. Immediate Past President. The Immediate Past President shall be the chair of the Nominating Committee.
3. Vacancies. Any vacancy in the offices of the President, Vice President, or Treasurer shall be filled by the next most senior Officer. Any vacancy in the office of Member-at-Large shall be filled by selection of the Executive Committee. If the office of Immediate Past President is vacant, the President or President's designee shall fulfill the duties of the Immediate Past President.

4. Removal. An Officer may be removed from the Executive Committee by a 2/3 majority vote of the quorum of the Board of Directors at a meeting.

## **Article V: Board of Directors**

1. In General. The Board of Directors consists of the Officers and between 10 and 20 additional Directors selected from the Regular Membership of the Association. In addition, the Board of Directors may include advisory members consisting of representatives of Alumni chapters, University constituent groups, and members of the University administration.
2. Directors. The Directors of the Association may vote on all matters, hold office, and vote for election of Association Officers and Directors. Directors are expected to participate in all Board of Directors meetings in person, virtually, or by proxy.
  - a. Representation. Directors shall, to the extent possible, represent a cross-section of the Association's Regular Membership.
    - i. General Factors. When considering whether to recommend or elect an individual as a Director, the Nominating Committee and Board of Directors shall consider the individual's college or program of study; dates of attendance; living group; campus affiliations, activities, and club memberships; and prior service to the University.
    - ii. Geographic Representation. Directors shall represent diverse geographic regions both within and outside the State of Idaho. The number of Directors representing regions within Idaho shall be approximately equal to the number of Directors representing regions outside of Idaho. To the extent possible, the Board should include at least one Director residing in each of the following regions:
      1. Regions Within Idaho:
        - a. North Idaho - Boundary, Bonner, Kootenai, Benewah, Latah, Clearwater, Nez Perce, Lewis, Shoshone, and Idaho Counties.
        - b. West Idaho - Adams, Valley, Washington, Payette, Gem, Boise, Canyon, Ada, Owyhee, and Elmore Counties.
        - c. Central Idaho - Camas, Blaine, Gooding, Lincoln, Jerome, Minidoka, Twin Falls, Cassia, Lemhi, and Custer Counties.
        - d. East Idaho - Bingham, Power, Butte, Caribou, Bear Lake, Franklin, Bannock, Oneida, Jefferson, Madison, Teton, Fremont, Clark, and Bonneville Counties.
      2. Regions Outside Idaho:
        - a. Western - Pacific time zone plus Alaska and Hawaii
        - b. Rocky Mountains - Mountain time zone, plus Arizona and Las Vegas area



- c. Central - Central time zone
  - d. Eastern - Eastern time zone
- b. Duties. The Directors shall:
  - i. Control the corporate affairs, business, and property of the Association;
  - ii. Promulgate such rules and regulations and adopt such policies as they may deem necessary and consistent with the Articles of Incorporation and Bylaws;
  - iii. Delegate to committee members of the Association, or to Officers and Directors of the Association, such powers as they may see fit;
  - iv. Select and honor recipients of the Association's awards and recognitions;
  - v. Represent the membership in all matters and in all capacities allowed or required by law;
  - vi. Recommend policy changes to the Board of Directors as necessary to promote the welfare of the University and the Association; and
  - vii. Promote the University and support its alumni relations operations and services, including involvement and participation with student recruitment, mentoring, and advocacy on behalf of the University.
- c. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of any business before the Board of Directors at a properly noticed meeting.
- d. Attendance. It is expected that Directors will attend all regular Board meetings, with a strong preference for in-person attendance, where possible. If a Director fails to attend two or more meetings in a two-year period, the Director will be put to a removal vote pursuant to subsection h of this section. The President will track Director attendance.
- e. Recommitment to the Board of Directors. Before each Winter Meeting, the President will ask each Director to recommit to the Board of Directors. In so recommitting, a Director agrees to fulfill the duties set forth in subsection b and meet the attendance requirements in subsection d. If a Director declines to recommit, the Director shall submit a letter of resignation to the President, to be effective at or before the Spring Meeting.
- f. Virtual Attendance. Directors may attend and vote in properly noticed meetings via teleconference or video conference.
- g. Travel Expenses. Directors may be allowed travel expenses for attendance at any meeting of the Board of Directors or for transaction of Association business as approved by the Board.
- h. Proxies. At all meetings of the Board of Directors, a Director who is unable to attend may vote by proxy executed in writing. Such proxies shall be filed with the Secretary before or at the time of the meeting. If no person is named in the proxy, then such proxy shall be voted by the Executive Committee.

- i. Removal of Directors. A Director may be removed from the Board of Directors by a 2/3 majority vote of the quorum of the Board of Directors at a properly noticed meeting.
- 3. Advisory Members
  - a. Chapter Leadership. The Board of Directors shall invite chapter leadership from the regional alumni chapters to attend Board of Directors meetings, serve as advisors, and provide updates on chapter activities.
  - b. Constituent Representatives. The Board of Directors shall invite representatives from University constituent groups to attend Board of Directors meetings, serve as advisors, and provide updates on the constituent groups' activities. These may include, but are not limited to, representatives of the following:
    - i. Associated Students, University of Idaho;
    - ii. University of Idaho Foundation;
    - iii. Vandal Boosters, Inc./Vandal Scholarship Fund;
    - iv. College constituent alumni associations;
    - v. Student Alumni Relations Board;
    - vi. University of Idaho Retirees Association;
    - vii. University of Idaho Faculty Senate;
    - viii. University of Idaho Staff Council;
    - ix. Graduate and Professional Students Association; and
    - x. Student Bar Association.
  - c. Members of the University Administration: The University's President and Vice President of Advancement may elect to serve as advisory members of the Board of Directors.
  - d. Limitations on Advisory Members: The advisory members of the Board of Directors generally may attend and participate in Board of Director meetings in an advisory capacity. Advisory members may serve on committees and working groups. Advisory members may not hold office or vote. Advisory members may not attend closed sessions of the Board of Directors except by invitation.

## **Article VI: Committees**

- 1. Appointment. The President shall appoint members to all standing committees and task forces, except the Nominating Committee. The President shall appoint committee and task force members from the Board of Directors, including advisory members, and the Association membership at large. The President may create and appoint special committees and task forces with the consent of a majority of the Executive Committee.
- 2. Advisory Nature of Committees. Committees and task forces serve the Board of Directors in an advisory capacity, except as otherwise provided herein.

3. Executive Committee. The Executive Committee includes the President, Vice President, Treasurer, Secretary, Member-at-Large, and Immediate Past President. The majority of voting members of the Executive Committee are empowered to act on behalf of the Board of Directors between meetings.
4. Standing Committees. Each standing committee shall include an Officer, who shall represent the Executive Committee and either serve as chair or designate a committee member to serve as chair.
  - a. The Association has the following standing committees:
    - i. The *Strategic Planning and Governance Committee* shall be responsible for developing a strategic plan for the Association aligned with its long-term goals and the University's strategic plan and initiatives. The committee shall also be responsible for proposing operating procedures and policies used to conduct the business of the Board of Directors and shall maintain a record of any such procedures and policies. In addition, the committee shall consider any proposed amendments to the Bylaws and ensure the Board's actions comply with the Articles of Incorporation, Bylaws, and any adopted policies and procedures. The Vice President shall serve as the Executive Committee representative to the Strategic Planning and Governance Committee.

***Nominating Subcommittee:*** The Nominating Subcommittee shall create a nomination and recruitment plan based on (1) the background of current and incoming Directors; (2) projected Board vacancies; and (3) the representation factors set forth in section 2(a) of Article V. Based on that plan, the Nominating Subcommittee will solicit and review Director applications and nominations for the Board of Directors. The Immediate Past President shall serve as chair of the Nominating Subcommittee, and the President and Vice President shall serve as committee members.
    - ii. The *Alumni Awards and Recognition Committee* shall review the nominations for Association awards and Honorary Alumni status and shall provide recommendations to the Board of Directors. The President shall serve as the Executive Committee representative to the Alumni Awards and Recognition Committee.
    - iii. The *Finance and Investment Committee* shall submit a proposed annual budget to be approved at the Spring Meeting, recommend disbursements, and make other recommendations regarding the financial affairs of the Association. In addition, the Finance and Investment Committee shall propose a Board investment policy and make recommendations as to how the Board's funds are invested. The Treasurer shall serve as the Executive Committee representative to the Finance and Investment Committee.
    - iv. The *Revenue Generation Committee* shall propose revenue generation and fundraising activities to the Board of Directors and coordinate any such activities approved by the Board of Directors. The Treasurer shall serve as



the Executive Committee representative to the Revenue Generation Committee.

***Alumni Club Subcommittee:*** The Alumni Club Subcommittee shall serve as the Association's liaison to the University for the operation of the Alumni Club in the Idaho Central Credit Union Arena and shall propose policies, events, and other uses to the Board of Directors. The Vice President shall serve as the Executive Committee representative to the Alumni Club Subcommittee.

***Tap the Keg Subcommittee:*** The Tap the Keg Subcommittee shall plan the Association's annual Tap the Keg event, including all required coordination with the University. The Member at Large shall serve as the Executive Committee representative to the Tap the Keg Subcommittee

- v. The *Chapter Health Committee* shall work with the OAR and alumni chapter leadership to develop chapter governance policies and act as liaison between chapters and the Board of Directors. The Member-at-Large shall serve as the Executive Committee representative to the Chapter Health Committee.
- b. Committee Charters. Each standing committee shall, on an annual basis prepare and submit for Board approval at the Annual Meeting a charter that includes the committee's mission and meeting schedule for the coming year.

## **Article VII: Elections and Terms of Office**

1. Officers. At each Winter Meeting, the President and Nominating Committee shall recommend a current Director to serve as Member-at-Large for the Board of Directors' consideration at the same meeting. The remainder of the Officer slate is as follows, absent Officer removal:
  - a. The University's Executive Director of Alumni Relations shall remain as Secretary;
  - b. The current Member-at-Large shall become Treasurer;
  - c. The current Treasurer shall become Vice President;
  - d. The current Vice President shall become President; and
  - e. The current President shall become Immediate Past President.
2. Term of Office. Officers serve for a period of one year beginning at the Annual Meeting, except that they shall serve until their successors are duly elected and installed.
3. Term Limits. Officers may not serve more than one term in the same office, except as expressly authorized by the Board of Directors.
4. Directors: At each Winter Meeting, the Nominating Committee shall present nominations for new Directors and a slate of Directors eligible for reelection for consideration by the Board of Directors at the same meeting.

- a. New Director Nominations. The Nominating Committee shall nominate new Directors in accordance with the representation criteria in Article V and shall provide the Board of Directors with the proposed Directors' credentials and application materials.
- b. Directors Eligible for Reappointment. The Nominating Committee shall submit a slate of all Directors eligible for and interested in reelection.
- c. Term of Office. Directors are elected for a term of three years beginning at the Annual Meeting.
- d. Term Limits.
  - i. In general. No Director shall serve more than two consecutive elected terms, except that the term of any Director acting as Officer shall expire the later of: (a) the Director's completion of two consecutive terms, or (b) the Director's completion of service on the Executive Committee.
  - ii. Reappointment. The Board may appoint a Director to serve additional terms if such additional terms are not consecutive to the Director's original term(s).

#### **Article VIII: Advisory Roles**

- 1. Executive Director of Alumni Relations. If a vacancy arises in the position of the University's Executive Director of Alumni Relations and the University invites the Board of Directors to serve on the University's Selection Committee, the Executive Committee shall select Officers or Directors to so serve. The Officers or Directors selected shall represent the interests of the Association. The Association strongly encourages the University to include Association representatives on its Selection Committee.
- 2. Other University Administration Positions. If a vacancy arises in another University administration position, such as University President, and the University invites the Board of Directors to serve on the University's Selection Committee, the Executive Committee shall select Officers or Directors to so serve.
- 3. Chapter Liaisons. The President shall assign each chapter a liaison from the Board of Directors. That liaison will be responsible for communicating with chapter leadership, providing the chapter with updates on the Association's activities, and communicating chapter concerns and comments to the Association.
- 4. University Constituent Groups. If a University constituent group requests an Association representative to provide an update on Association activities or to serve the constituent group in an advisory capacity, the President may select an Officer or Director to serve as a representative to that group.

#### **Article IX: Fiscal Year**

The fiscal year of the Association commences on July 1 and extends through June 30 of the following calendar year.

## **Article X: Finances**

1. Revenue. The Association may accept and retain revenue. A reserve fund may be established from this revenue.
2. Compensation. No member, Director, Officer, University employee, or other person connected with the Association or any other private individual will receive any of the net earnings or retain any profit from the operations of the Association; provided that this will not prevent the payment to any such person reasonable compensation for services rendered to, or for, the Association in affecting any of its purposes as will be fixed by the Board of Directors.
3. Dissolution of the Association. In the event of the dissolution of this Association, or in the event it should cease to carry out its purposes, no member, Director, Officer or individual shall be entitled to or receive any distribution or division of its remaining assets, property or proceeds, and the balance of all property and assets of the Association from any sources, after the payment of all debts and obligations of the Association, shall be vested in the University of Idaho Foundation in trust for the use and benefit of the University or to the Board of Regents of the University of Idaho if the University of Idaho Foundation is unable or unwilling to accept the assets. Any such assets not so disposed of shall be distributed for one or more exempt purposes within meaning of Section 501(c)(3) of the Internal Revenue Code, or shall be distributed to the federal government, or to a state or local government, for public purpose.

## **Article XI: Contracts, Loans, Checks and Deposits**

1. Contracts. The Board of Directors may authorize any Officer or Officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances.
2. Loans. No loans will be contracted on behalf of the Association and no evidences of indebtedness will be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.
3. Checks, Drafts, Etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association will be signed by such Officer or Officers, agent or agents, of the Association and in such manner as will from time to time be determined by resolution of the Board of Directors.
4. Deposits. All funds of the Association not otherwise employed will be held by the University Business Office or be deposited from time to time to the credit of the Association in such banks, trust companies or other depositories as the Board of Directors may select.

## **Article XII: Amendments**

The Board of Directors may amend the Bylaws at any properly noticed regular or special meeting upon a two-thirds (2/3) vote of those in attendance, provided that a quorum is met. All proposed changes will be circulated electronically to all Board of Directors members at least 20 working days prior to the vote.


### **Article XIII: Conflicts of Interest**

The unblemished character and good standing of each Association Director is vital to achieve the desired objectives of the Association. Nevertheless, it is expected that, from time to time, issues coming before the Board of Directors may produce a "conflict of interest," financial or otherwise, with certain Directors. Each Director has an obligation to raise such a conflict with the full Board of Directors and abstain from voting on any related matter. Furthermore, the full Board of Directors will take any action deemed necessary to ensure its perceived and real actions are fair and in the best interests of the Association.

### **CERTIFICATE**

Know all by these presents, that I, the undersigned Secretary of the University of Idaho Alumni Association, Incorporated, do hereby certify that the foregoing bylaws, as amended, were adopted as the bylaws of said corporation on October 12, 2023, and that the same do now constitute the bylaws of said corporation.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of said corporation this 12th day of October, 2023.

  
Secretary  
University of Idaho Alumni Association, Inc.

*Attest*

  
President  
University of Idaho Alumni Association, Inc.