



Bylaws of the Monmouth University Alumni Association

Last Amended: June 17, 2024

Article I. Membership

Section 1. Membership and Qualifications

- (a) All graduates of Monmouth Junior College, Monmouth College and Monmouth University are eligible to be Regular Members of the Alumni Association (“Association”)

Section 2. Rights and Privileges of Regular Membership

Regular Members of the Association shall have the following rights and privileges:

- (a) To nominate members in all general Association elections;
- (b) To hold office in the Association, except as provided in Article II, Section 1(a) and Article III Section 1 (b) and (c)
- (c) To be eligible to receive all official publications/notices/invitations of the Association

Article II. Organization

Section 1. The Board of Directors

- (a) The governing body of the Association shall be the Board of Directors (“the Board”), which shall consist of individuals who are (i) elected Board Members, (ii) appointed representatives as noted in the Constitution, and (iii) ex-officio Board members as set forth in the Constitution and this Article II, Section 1.
- (b) The Board shall be composed of: (i) a minimum of fifteen (15) and maximum of twenty-one (21) Directors elected in the manner provided in Article III of these Bylaws, four of whom shall serve in Executive positions which are elected as defined in Article III of these Bylaws; (ii); and (iv) student representatives as described in the Association’s Constitution who shall serve as non-voting members. A member of the Division of University Advancement shall serve as an *ex-officio* member without voting privileges.
- (c) At any time, the Executive Committee may, by majority vote and with agreement from the Division of University Advancement, choose to increase or decrease the number of Board members set forth. However, any such decrease shall not eliminate any Board member then in an elected position and all Board members whose term of office is not otherwise expiring on such date shall be

permitted to serve the balance of their unexpired term until the end of the current fiscal year.

- (d) The term of office for each of the elected Board Members shall be three (3) years. Board Members shall not be eligible to serve more than three (3) consecutive terms, but after a period of one year after the three terms of service have expired, an Association Member shall again be eligible to serve as a Board Member.
- (e) The term of each of the Board Members who are student representatives shall be one (1) year.

Section 2. The Executive Committee

- (a) There shall be an Executive Committee consisting of the President, , the Vice President, the Secretary and the Treasurer.
- (b) The President, the Vice President, the Secretary and the Treasurer may also be referred to as “the Officers”. Only elected board members may serve in an officer position.
- (c) A member of the Division of University Advancement shall serve as an *ex-officio* member of the Executive Committee without voting privileges.
- (d) The term of each officer position will be for one (1) year. Officers are eligible for re-election so long as they remain as elected Board Members in good standing and adhere to the term limits for the Board of Directors as set forth in Section 1 of this Article.

Article III. Elections

Section 1. Eligibility

- (a) Only Regular Members (subject to the exclusions set forth in Article III, Section 2 herein) shall be eligible to serve as Board Members.
- (b) Persons who are plaintiffs in lawsuits or any other legal actions against either the Association or the University are ineligible to serve as Board Members during the pendency of such lawsuits or any other legal actions.

Section 2. Nominating Committee

- (a) There shall be a nominating committee of the Association, appointed by the President, composed of Board Members who are not then candidates for election or re-election. The Nominating Committee shall present nominees to serve as Directors on the Board.
- (b) In selecting nominees, the Nominating Committee shall give due consideration, among other factors, to their nominees’ support of the Association’s mission and programs, their history of volunteer service to the University, the Association, and to their community, their leadership experience, philanthropic efforts, their diversity and representation by school, organized affiliate groups, graduation years, and geographical areas.

- (c) The Nominating Committee reserves the right to accept or reject nominations to be considered for election to the Board, whether by self or by third-party nomination, based upon any of the criteria listed in Article III, Section 2 (b), as well as in the event such information submitted on behalf of such individual is deemed by the Nominating Committee to be incomplete. The actions of the Nominating Committee, upon confirmation by the Division of University Advancement, shall be deemed conclusive.
- (d) No member of the Nominating Committee shall be a candidate for election.

Section 3. Election Process – Board Members

- (a) The Nominating Committee shall nominate one (1) or more candidates for each of the Board Member positions to be filled each year. All nominations for election, whether by self-nomination or by third-party must be submitted to the Chair of the Nominating Committee by February 15th of every year with respect to the term commencing as of July 1 of the same calendar year. Current Board Members whose term is expiring but are eligible for another term of service must indicate their desire for re-election through this process. The Nominating Committee is not obligated to re-nominate any candidate.
- (b) The Nominating Committee shall report a slate of candidates to the Board of Directors within five (5) business days of the final Board meeting of the fiscal year.
- (c) Upon delivery of the report of the Nominating Committee, and acceptance of the proposed slate by a majority vote of the Board, the Division of University Advancement will place the names of the nominees on a ballot to be distributed to all Board of Directors who are eligible to vote as defined in Article II, Section 1(b). Pertinent biographical material regarding the nominees and a personal statement from the nominee may be published. Directors who are eligible for re-election or who have a conflict of interest shall abstain from voting.
- (d) A Notice of Election and Slate of Nominees will be sent, via email, to all Board of Directors at least five (5) business days before the final Board meeting of the fiscal year. The election shall be held during the final Board meeting of the fiscal year, and voting shall be held by a secret ballot. For Directors who are not able to attend the Board meeting, there will be an option to participate in an electronic ballot with voting closed prior to the day of the scheduled Board meeting.
- (e) Elected members shall be decided by majority vote. The results of the election will be publicized.
- (f) All Board Members elected shall take office on July 1st of the year in which they are elected.

Section 4. Election Process – Officers

- (a) The Nominating Committee shall present to the Board of Directors a slate of candidates for positions within the Executive Committee. Directors nominated for positions within the Executive Committee shall abstain from voting for the position nominated to serve.

- (b) The vote shall be conducted by either secret ballot at the last meeting of the fiscal year or by electronic ballot. The Directors elected shall be decided by majority vote. The Division of University Advancement will designate a person to tally the ballots immediately following the vote and shall certify the results.

Article IV. Powers and Duties

Section 1. The Board

The Board of Directors shall be the governing body of the Alumni Association and shall be responsible – in concert with the Division of University Advancement - for its management, control and development in carrying out the mission of the Association as set forth in the Monmouth University Alumni Association Board of Directors Roles and Expectations, assisting in the advancement of the mission of the University and increasing the interest and participation of University alumni in programs designed to be of service to the University as well as in support of the University.

Section 2. The Executive Committee

The Association shall, at all times, have an Executive Committee of the Board which shall transact the business of the Association in the intervals between Board meetings and shall have all the powers of the Board, reporting all actions taken at the next meeting of the Board or sooner as the occasion warrants. The Executive Committee consist of the members set forth in Article II, Section II of these Bylaws.

Section 3. The President

The President shall preside at all meetings of the Association, of the Board, of the Executive Committee and perform such other duties as may pertain to the office. The President shall bring such matters to the attention of the Association as are appropriate to keep the Association fully informed in meeting its mission and responsibilities.

The President shall have the right to name a Board Member to preside at any meeting of the Board at which neither the President nor the Vice President shall be present and shall have the right to name a Board Member who serves on the Executive Committee to preside at any meetings of the Executive Committee at which neither the President nor the Vice President shall be present.

The President shall appoint all Committee Chairs consistent with the Bylaws and Constitution of the Alumni Association.

Section 4. The Vice President

In the absence of the President, the Vice President shall perform the duties of the President. The Vice President shall serve as chair or members of one or more standing committees. In addition, the Vice President will be expected to represent the Association at various meetings, functions, and events as requested by the President or the Division of University Advancement from time to time.

Section 5. The Secretary

The Secretary shall attend all meeting of the Executive Committee and the Board of Directors. The Secretary, shall record the proceedings in minutes in a manner prescribed by the Board and shall keep all of the records and proceedings thereof and in general carry out such duties as may be assigned to them by the Executive Committee or the Division of University Advancement.

Section 6. The Treasurer

The Treasurer shall, in concert with the Division of University Advancement, have fiduciary and reporting responsibilities for the financial activities of the Alumni Association and shall adhere to the fiscal responsibilities as outlined in the Constitution.

Section 7. Inability to serve out a term and newly created Board positions

- (a) In the event of an officer's death, disability, resignation or removal, the following protocol should be followed: in the case of the President's inability to serve, the Vice President shall assume the office of President and fill the remainder of the term and after conclusion of that term, the results for that year's election of officers will be upheld. If more than two Executive Committee members are no longer able to serve, a special election should be held as soon as possible, in order to elect the vacant positions.
- (b) With the exception of ex-officio members, vacancies in the membership of the Board due to death, resignation, removal or other reasons and newly created Board Member positions may, at the option of the Executive Committee, be filled by a vote of the majority of the members of the Executive Committee with majority approval from the Board of Directors, and each person so selected shall be a Board Member for the unexpired term.

Article V. Duties of Board Members and Removal of Board Members

Section 1. Fiduciary Duty

Members of the Board shall act in good faith, with specific regard to the interests of the entire Association, and shall comply with the fiduciary principles for conduct in addition to any other state or federal requirements. Board Members must keep the welfare of the Association, not just a particular group or cohort, at the forefront at all times.

Section 2. Misuse of information

No Board Member shall, for personal gain or benefit, or for the gain or benefit of others, use any information not available to the public at large and obtained as a result of service to the Board of Directors. This includes membership lists, and contact information such as email and postal address.

Section 3. Removal

Any member of the Board may be removed from his or her position as a Board Member in accordance with this Section 3.

- (a) If any Board Member misses three (3) consecutive regular meetings of the Board and/or does not fulfill their commitments as set forth in the annual The Commitment Letter, unless extenuating circumstances exist and the absences have been excused by the President, the Executive Committee, by majority vote, may dismiss a Board Member and in such case, the President may appoint a successor for the unexpired term. The successor must be approved by a majority vote from the Executive Committee and subsequently the full Board.
- (b) If the representative of the Division of University Advancement or any Board Member believes that a Board Member has breached his or her fiduciary duty to the Association, the representative from the Division shall raise the issue with the President of the Association.
- (c) Removal of a Board Member shall require a proposal to the Executive Committee by the President and the representative from the Division in order to take action to remove the member on the basis of a breach of fiduciary duty. Removal shall require the determination of not less than a two-thirds Executive Committee vote and a two-thirds vote by the Board of Directors. Upon this determination, the Board Member must receive written notice at which time the termination will be effective.

Article VI. Committees

Section 1. The President with majority support of the Executive Committee shall authorize the appointment of such standing or ad-hoc committees as may be appropriate.

Section 2. Standing Committees

The President may designate one or more standing committees as it deems appropriate including, but not limited to the following standing committees (outside of the Executive Committee): Recognition and Milestones Committee, the Philanthropic Outreach Committee, the Nominations Committee, and the Strategic Engagement Committee All Committee Chairs shall be appointed by the President. Terms of appointment as Committee Chairs and Members shall be for one-year term (July 1st- June 30th), or until replaced, with appointment renewable.

Section 3. Duties

Duties of standing committees will vary based on the goals set forth for the particular fiscal year. An overall description of the committee duties can be found in the orientation materials produced annually for new and returning Board Members. Specific duties and roles will be set forth in the first meeting of the fiscal year.

Section 4. Ad Hoc Committees.

Special Ad Hoc Committees shall be appointed by the President as deemed necessary by the President, Executive Committee, Board of Directors, and the Division of University Advancement.

Article VII. Meetings

Section 1. The Board of Directors

- (a) The Board of Directors shall normally meet at least three (3) times per year. The time and place of the meetings shall be designated by the Executive Committee in concert with the Division of University Advancement.
- (b) Additional or special meetings of the Board may be called either by (i) the President, (ii) the Executive Committee, (iii) a member of the Division of University Advancement or (iv) a petition to the President signed by at least a majority of the Board Members.
- (c) Regular meetings of the Board may be held with three (3) weeks prior notice at such time and place as shall be determined by a representative of the Division of University Advancement
- (d) Special meetings of the Board or the Executive Committee may be called with a minimum of four (4) days prior written notice to each member and to such others as the President may deem necessary.
- (e) A majority of voting members of the Board of Directors shall constitute a quorum to transact business. A majority of the members serving on a committee, excluding *ex officio* members, shall be necessary and sufficient to constitute a quorum for the transaction of business provided, however, that an *ex officio* member, if present at a committee meeting, may be counted in determining the existence of a quorum.
- (f) Meetings may be conducted in person, by video conference, telephone, or any other way the representative of the Division of University Advancement or the President shall decide.
- (g) Meetings of the Board may be attended only by Board Members and those invited to attend and/or participate by the President or the Division of University Advancement. Meetings shall be conducted in accordance with Robert's Rules of Order. The failure to follow such rules by Board Members or others may be grounds for dismissal from any Board Meeting.

Section 2. The Executive Committee

- (a) The Executive Board shall hold at least two (2) meetings per year.
- (b) Additional or special meetings of the Executive Committee may be called to action by the Division of University Advancement, by the President or by written request to the President by at least three (3) members of the Executive Committee. Notice of such meetings shall be sent to reach the members no less than four (4) days prior to the date of the meeting.
- (c) A majority of the members of the Executive Committee shall constitute a quorum for the transaction of business. The approval of actions by a majority of members of the Executive Committee at any duly convened meeting of the Executive Committee shall be considered the actions of the Board of Directors, with the exception of any actions pursuant to Article X.

Article VIII. Relationship with the University

Section 1. Board of Trustees

The Association, with authorization from the University Board of Trustees (“BOT”), shall be accorded a seat to serve as an ex-officio member of the BOT. This seat may be held by the President of the Association Board of Directors or their designee as agreed upon by the University.

Section 2. The University

University employees who work in support of the Alumni Association are responsible for supporting the University and carrying out its strategic priorities, goals, objectives and policies.

Article IX. Conflicts of Interest and Responsibilities of Board Members

Section 1. A “conflict of interest” exists when a reasonable observer, having knowledge of all of the relevant facts and circumstances, would conclude that a Board Member or an individual whose name has been submitted to the Board to serve as a Board Member (“Proposed Board Member”) has an actual or apparent conflict of interest in one or more matters related to the Association. In addition to financial conflicts of interest, a conflict of interest shall include a situation in which a Board Member or Proposed Board Member, or related entity has an interest that may lead such individual to act in a way that is incompatible with or a breach of such individual’s fiduciary duty to the Association and/or the University or use such role to achieve personal gain or benefit or gain or benefit to family, friends, associates or a related entity.

Section 2. Disclosure of Conflicts

Any Board Member or any staff member shall disclose any relationship which such persona may have with any person, corporation, or other entity with whom or with which the Association proposed to enter into any contract or other transaction which will or may result in her or her financial gain or personal advantage. Such persons shall not be present at meetings at which such proposed contracts or other transactions are discussed and further, shall abstain from voting upon such proposed contracts or transactions. If any such person shall fail to make the appropriate disclosure before the Association enters into such a contract or transaction, the Executive Committee may remove such person form the office or position held in the Association.

Article X. Amendments

These bylaws may be amended, changed, or repealed by a simple majority vote of the Alumni Association Board of Directors after providing twenty (20) days prior written notice to the Board before taking such action. Bylaws should be reviewed by an ad-hoc committee appointed by the President every five years or sooner as circumstances warrant.

Article XI. Non-Discrimination

The Monmouth University Alumni Association does not and shall not discriminate on the basis of race, color, religion, gender, gender expression, age, national origin, disability, marital status, sexual orientation, military status, or any other lawfully protected classification in any of its activities or operations. These activities include, but are not limited to, election of board members and officers, selection of volunteers and vendors, and provision of services. The Association is committed to providing an inclusive and welcoming environment for all members of our staff, clients, volunteers, subcontractors, vendors, and clients.