



**ARTICLES OF GOVERNANCE AND REGULATION
OF
THE ALUMNI ASSOCIATION OF CASE WESTERN RESERVE UNIVERSITY**

I – INTRODUCTION

Section 1. The Alumni Association of Case Western Reserve University (Alumni Association) was established on June 4, 2005 by resolution of the Board of Trustees of Case Western Reserve University.

Section 2. Mission of the Alumni Association. The Alumni Association is dedicated to fostering a lifelong relationship of mutual and enduring benefit between all present and future alumni and the university.

Section 3. Vision of the Alumni Association. The Alumni Association, in partnership with our university, will accomplish its mission through excellence in communication, coordination and collaboration. This mutually beneficial relationship will foster innovation, commitment, advocacy and leadership.

Section 4. Values of the Alumni Association. As alumni of Case Western Reserve University, we believe:

- Alumni, students and the university will benefit from a strong alumni association.
- A lifelong relationship with the university will support and sustain personal and professional growth of all alumni and the university.
- The leadership of the Alumni Association will have the skills, commitment, and enthusiasm necessary to represent the entire alumni community.
- The Alumni Association will be the primary vehicle for advising the university on the use and appropriation of university resources for its alumni affairs.
- The Alumni Association’s strategic direction will be consistent with university vision, goals, and policies.
- The Alumni Association will continuously improve its effectiveness by setting, measuring, and assessing its goals and objectives.
- The leadership of the Alumni Association will reflect the broad diversity of the alumni.

II - ORGANIZATION OF THE ALUMNI ASSOCIATION

A. Membership of Alumni Association

Section 1. The membership of the Alumni Association shall be:

(a) The world-wide population of the living graduates of all of the schools of Case Western Reserve University and its predecessors including those who attended any such school of Case but did not graduate yet earned at least a cumulative total of twelve credit hours toward a degree (i.e., the equivalent of one semester) and have not opted, or do not opt, out of such membership by advising the Alumni Association to that effect; such persons shall be the members eligible to vote at any meeting of the Association;

(b) Those persons who have been especially recognized for extraordinary service to the Alumni Association or to Case Western Reserve University and who have accepted the award of an honorary Alumni Association membership by the Alumni Association; such persons shall not have voting rights.

Section 2. All members, whether voting or non-voting, shall have equal rights to all privileges and benefits of membership in the Alumni Association and shall receive all membership notices and publications.

Section 3. Each eligible voting member shall have one vote for any matter submitted to the Alumni Association for a vote by the membership. Voting by the membership shall be in form, manner and timeliness as determined and publicized in advance by the Executive Committee of the Board of Directors.

B. Members of the Board of Directors

Section 1 Size of the Board.

Effective with the Board of Directors Annual Meeting in October 2006, the Board shall consist of eighteen (18) duly elected members, and shall continue at such number until changed in accordance with Article VI of these Articles. The Executive Director of the Alumni Association of Case Western Reserve University shall serve as an ex-officio member of the Board of Directors, and an undergraduate student appointed by the Undergraduate Student Government (USG) will serve as an ex officio non-voting member of the Board of Directors each one-year term. Whenever the size of the Board is increased, the increase shall be in increments of three (3) Board members who will be elected for staggered terms. No increase shall apply in any way to ex-officio memberships.

Section 2. Board Member Responsibilities.

A Board member is expected to participate actively and consistently in Board functions and to demonstrate leadership in a variety of University volunteer activities. A Board member's duties include obligations to:

- (a) attend and actively participate in all Board meetings, serve on a Board standing committee, and participate in Board activities and projects;
- (b) be a recognized spokesperson and advocate for the University and its Alumni Association in his or her community;
- (c) attend local Case Western Reserve University activities, talk to prospective area students, and meet with other area alumni or visiting University representatives;
- (d) be familiar with, and participate in, as much as possible, programs and activities sponsored, organized, or coordinated by the Alumni Association;
- (e) identify and recruit talented alumni for the Board, other alumni activities, and alumni awards;
- (f) contribute financially to the University, on an annual basis and at the highest possible level, given his or her financial circumstances

C. Officers

1. The officers of the Alumni Association shall be members of the Board of Directors and shall be: President, Vice President, Secretary/Treasurer, and such additional officers as the Board may from time to time determine, including the separation of Secretary/Treasurer into two offices, if necessary. Each officer shall be separately elected by a majority vote of the Board members at its Annual Meeting.

2. In addition to the customary offices set forth in the preceding paragraph there shall also be, and hereby is, established a special office entitled the "Office of Immediate Past President (IPP)". Upon the election and installation of the successor to the current President, the retiring President shall, without further action by the Board of Directors, thereupon succeed to the IPP and serve in this capacity until the next succeeding President is duly elected and installed. If the term of the retiring President as a Board member concurrently expires at this time, or at any time while serving as IPP, the IPP shall continue to serve on the Board of Directors and the Executive Committee for the remainder of the said IPP's term as an ex officio, non-voting, member. The duties and responsibilities of the IPP shall be as the President of the Board of

Directors from time to time determines in the absence of which they shall be limited to those set forth in Section V.- D, below.

D. Executive Committee

The Executive Committee shall consist of the officers of the Board of Directors and the Executive Director of the Alumni Association of Case Western Reserve University who shall serve as an ex officio member of the Committee. Except as the Executive Committee's powers and duties may be limited or otherwise prescribed by the Board, the Executive Committee, during the intervals between the meetings of the Board, may conduct the ordinary business and affairs of the Board, provided, however, that the Executive Committee shall not be empowered to elect the officers provided for in these Articles nor to fill vacancies on the Board. All action taken by the Executive Committee shall be reported to the full Board at its next regular meeting.

E. Standing Committees/Other Committees

Section 1 Standing Committees.

The Board of Directors shall have seven (7) Standing Committees under its jurisdiction, each of which shall be chaired by a Board member other than officers of the Board. Each Standing Committee shall consist of not less than two (2) members of the Board appointed by the President as well as individuals selected by the Board upon recommendation of the committee chair who are not Board members. Each Standing Committee is to have such diverse and broad representation as is reasonably possible given its purpose and the availability of qualified volunteers, and all members shall serve at the pleasure of the Board.

The Standing Committees herein established shall be:

- (a) **Academic and Student Life**
- (b) **Alumni Groups**
- (c) **Communications**
- (d) **Governance and Nominating**
- (e) **Life-Long Learning**
- (f) **Recognition**
- (g) **Resource Development.**

Each Standing Committee will meet by teleconference call at least once each month or as its chair otherwise decides.

Each Standing Committee shall annually provide the Board with a written statement identifying the members of the committee, its goals and objectives, its activities and accomplishments, and its appointed subcommittees formed to help achieve its objectives and goals. Each Standing Committee's goals and objectives report shall include a program for fostering communication and relations with former and current alumni associations and other alumni stakeholders and supporters as they may relate to the reporting Standing Committee. The report of the activities of each Standing Committee shall be made to the Board at its Annual Meeting and to the Executive Committee for such interim periods as the Executive Committee may from time to time request. The Executive Committee shall exercise its right and obligation to review each Standing Committee and any other Committee's performance at least annually but more frequently if circumstances warrant.

The Standing Committees are described as follows:

- (a) Academic and Student Life Committee. This Committee will work to enrich the student experience and to mentor and prepare future alumni leaders.
- (b) Alumni Groups Committee. This Committee will determine and address the diverse interests and needs of affiliated alumni, individuals primarily affiliated with the university through a school, chapter or activity-based program.

(c) Communications Committee. This Committee will provide guidance, analysis and develop strategies for effective communication between the Alumni Association and its constituents enhancing the pride and role of all alumni in support of the university mission.

(d) Governance and Nominating Committee. This Committee will have responsibility for making recommendations to the Board of Directors regarding all Alumni Association governance matters including nominations, elections and appointments, and the methods to accomplish same; organizational structure, policy and procedure; proposed changes to the formal operating documents and procedures; and tasks assigned to it by the Board.

(e) Life-Long Learning Committee. This Committee will assess the diverse needs and interests of the alumni community related to intellectual curiosity, and implement rich initiatives that spark and sustain such curiosity throughout one's life.

(f) Recognition Committee. This Committee will develop and manage a program of awards that recognize various alumni accomplishments.

(g) Resource Development Committee. This Committee will promote collaboration between alumni and the University to develop the areas of time, talent and treasure within the alumni body.

Section 2. Other Committees.

The President, subject to the approval of the Board, may establish other committees and appoint members thereof to further the work of the Board. Such committees shall have only those powers and duties prescribed by the Board and shall be subject to the control of the Board. Members of such committees shall serve at the pleasure of the Board.

F. Diversity

The diversity of race, religion, ethnicity, sexual orientation, educational levels, ages, graduation years, political preferences, cultural backgrounds, the several schools, and geographical locations within Case Western Reserve University is an accomplished circumstance, a major contribution to the well being of the collegiate and educational environment and a status fostered by continuing awareness and attention by Case's academic and administrative leadership. The extension of all classifications of diversity within Alumni Association shall be deemed a priority policy of the Association, its Board of Directors, its Officers and its Committee Chairs and Members. All elected and appointed individuals serving the Association will be informed of this policy and each person's acceptance of nomination and/or appointment so to serve will be conditioned upon such acceptance either oral or written as the Board so decides in each case. Such acceptance will mean that the individual during his/her term of office or period of appointed service will act in an affirmative way to implement, wherever and whenever reasonably possible, and to uphold this diversity policy.

III - ELECTIONS, MEETINGS & QUORUMS

A. Board of Directors

Section 1. Nominations.

Members of the Board of Directors will be nominated from the Alumni Association membership based on their individual interest in, and record of past service to, the University. In considering nominees for election to the Board, adherence to the Diversity Policy set forth in II (F) of these Articles shall be a priority

Section 2. Elections.

Members of the Board of Directors shall be elected individually for a term of three (3) years by majority vote of the Alumni Association at its Annual Meeting. To ensure continuity, one-third of the Board members shall be elected each year. Membership on the Board shall be limited to two (2) consecutive terms. Voting shall be by written ballot.

Section 3. Appointment for Unexpired Term.

In the event that a member of the Board of Directors should, for any reason, be unable to complete his or her term of office, the President of the Board may appoint, with approval of a majority of the Board, an eligible person to fill such vacancy for the balance of the unexpired term.

Section 4. Meetings.

The Board shall meet at regularly scheduled times and publicized locations, with at least one of these meetings being the Annual Meeting on the campus of Case. All regular and special meetings of the Board, except for Executive sessions, shall be open to Alumni Association members and other interested alumni supporters, Case personnel at all levels, and undergraduate, graduate and professional school students. All meetings of the Board shall be conducted in accordance with the latest edition of *Robert's Rules of Order*.

Section 5. Quorum.

The quorum to do business at meetings of the Board of Directors shall be two-thirds of the members of the Board then in office. Written or electronic proxies may be used and counted in determining a quorum. Presence at a meeting by electronic means shall be permitted if the participating party is identified and participates in the entire meeting.

B. Election of Officers

Section 1. Election. Each officer shall be elected for a one year term, renewable at the pleasure of the Board from year to year, provided, however, that no such term shall continue beyond the officer's elected or appointed service as a Board member. The election, and any re-election of officers, shall take place at the Board meeting following the Annual meeting of the Association and shall be decided by a majority vote for each officer of the members present in person (including by teleconference) or by proxy at which a quorum is present. Candidates for office may be nominated at that meeting (i) by the Governance and Nominating Committee; (ii) by motion presented by a Board member in attendance provided the proposed nominee has given prior consent; or (iii) by a self-nomination motion by a member wishing to serve in the office being filled.

Section 2. In the event that an officer of the Board of Directors should, for any reason, be unable to complete his or her term of office, the Board may determine who shall fill the vacancy for the balance of the unexpired term.

IV - DUTIES AND RESPONSIBILITIES OF THE BOARD MEMBERS

The Board of Directors shall:

1. Determine the officers required to be elected each year; elect such officers; appoint any officers required to be appointed;
2. Review and support committee activities, programs and policies;
3. Oversee and direct the affairs of the Alumni Association through standing and other committees set forth;
4. Supervise the finances of the Alumni Association and the annual operating budget;
5. Assist the development programs of Case in cooperation with the Case Development Office;
6. Assist the university relations programs of Case in cooperation with the Case University Relations Office;
7. Meet when regularly scheduled or called; and
8. Otherwise discharge the customary and routine duties and responsibilities attendant to membership on the Board.

V - OFFICERS POSITION DESCRIPTIONS, DUTIES AND RESPONSIBILITIES

A. The President shall:

1. Be the chief presiding officer of the Alumni Association and shall be the Chairperson of its Board of Directors
2. Have such duties and responsibilities as may from time to time be assigned by the Board or

- those necessarily and customarily discharged by a chief presiding officer;
3. Appoint the Standing Committee Chairs and such other Committee Chairs deemed necessary;
 4. Appoint Board members to the various committees of the Board;
 5. Be the exclusive liaison officer acting on behalf of the Alumni Association with the Case President and its Board of Trustees, with the power to appoint other or additional parties to act on his/her behalf or in his/her place when necessary or when invited to do so by said President or Board;
 6. To serve if elected, or appointed, to a special office or committee of the Case Board of Trustees in furtherance of his/her role as principal liaison officer aforescribed.

B. The Vice President shall:

1. Fulfill the duties of the duties of the President in the President's absence or during any period the President is medically determined to be unable to discharge such duties;
2. Succeed to the presidency for the balance of the term in the event the President dies or resigns while in office; and
3. Undertake such other reasonable duties and responsibilities as the Board may from time to time assign.

C. The Secretary/Treasurer shall:

1. Record the proceedings at Board meetings and maintain such records in an orderly, accessible way at the Alumni Association's office on Case's campus in Cleveland, Ohio;
2. Maintain the archives of the Alumni Association and supply copies of requested documents at cost to interested parties;
3. Have copies of the Alumni Association's governing documents available for the Board meetings;
4. Prepare meeting notices, agendas, and ballots; secure meeting rooms and materials; and otherwise handle or supervise meeting requirements;
5. Serve as the Board's Parliamentarian;
6. Act as the President's and the Board's financial advisor on all financial matters, fund raising activities, and requests for gift-giving information involving the Alumni Association; and
7. Undertake such other reasonable duties and responsibilities as the Board may from time to time assign.

D. The Immediate Past President shall:

1. Be a member and attend the meetings of the Executive Committee;
2. Serve as a mentor and advisor to the Executive Committee;
3. Serve as a goodwill ambassador for the Board and Association and represent the Association as liaison to other organizations in the University Community as directed by the President;
4. Be a member of the Governance and Nominating Committee;
5. Undertake such other duties and responsibilities as the President from time to time may assign.

VI - AMENDMENT TO THE ARTICLES OF GOVERNANCE AND REGULATION

The Articles of Governance and Regulation may be amended by an affirmative vote of at least two-thirds of the members of the Board of Directors present at the meeting considering an amendment after all members of the Board have had written notice of the proposed amendment at least seven (7) days prior to the meeting at which such amendment shall be considered.

Adopted on September 14, 2005

Amended on April 28, 2007 – Article II.B.1.

Amended on October 5, 2007 – Articles II.C. and V.D.

Amended on April 25, 2009 – Article II.E.1.