

MARQUETTE UNIVERSITY
ALUMNI ASSOCIATION
BY-LAWS

Revised July 1, 2018

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**ARTICLE 1
NAME AND PRINCIPAL OFFICE**

SECTION 1.01: The name of this Association shall be the Marquette University Alumni Association (hereinafter “Association”).

SECTION 1.02: The principal office of the Association will be on the campus of Marquette University whose current street address is 1250 W. Wisconsin Avenue, and has a mailing address of P.O. Box 1881, Milwaukee, WI 53201-1881. The Association’s Internet address is <http://www.marquette.edu/alumni>. The telephone number is 800-344-7544 and the fax number is 414-288-3956.

**ARTICLE 2
PURPOSE AND STRATEGIC PLAN**

SECTION 2.01: The purpose of the Association is to develop a passionate community of Marquette alumni in support of the university and each other.

SECTION 2.02: All alumni, as defined in Article 5, shall be considered members of the Association or any of its Chapters.

SECTION 2.03: In order to accomplish the purpose of the Association, the Association through its Board of Directors (hereinafter “Board”) shall develop and periodically revise a strategic plan.

**ARTICLE 3
DEFINITIONS**

SECTION 3.01: Alumni Association: The membership of the Marquette University community as set forth in Article 5 and subject to these By-Laws, and hereinafter referred to as “Association”.

SECTION 3.02: Board of Directors: The advisory body of the Association, the membership of which is made up of representatives as designated by Marquette University through Alumni Relations, and hereinafter referred to as “Board”.

SECTION 3.03: Chapter: Those groups of Alumni Association membership that have a particular allegiance to Marquette University through one (1) or more of the following areas: College, particular interest, or geographical location as recognized by Marquette University through Alumni Relations, with counsel from the Board. Any member of the Alumni Association may belong to more than one (1) chapter. There shall be three (3) types of chapters:

(A) Affiliate: A group of alumni organized with an allegiance to a particular college or academic program within Marquette University, and recognized by the University as a chapter through Alumni Relations.

(B) Associate: A group of alumni, distinct from that of an Affiliate or Club, which has an allegiance to Marquette University through a particular affinity, and recognized by the University as a chapter through Alumni Relations.

(C) Club: A group of alumni that has an allegiance to Marquette University through their geographic location of residence, and recognized by the University as a chapter through Alumni Relations.

SECTION 3.04: Director: The members of the Board that are elected by the Board with the approval of Alumni Relations.

SECTION 3.05: Officers: There are three (3) officers: President-elect, President and Immediate Past President. The President-elect is elected by the Board at its annual Spring meeting and his/her one-year (1) term commences at the start of the next fiscal year. The President-elect shall then serve as President for one (1) year during the second fiscal year after election, and then shall serve as Immediate Past President for one (1) year during the third fiscal year after election.

SECTION 3.06: Office of Alumni Relations: The division within Marquette University with the authority over the Marquette University Alumni Association and these By-Laws (hereinafter and throughout "Alumni Relations").

ARTICLE 4 POWERS, DUTIES AND AMENDMENTS

SECTION 4.01: The Association is an initiative and operating unit of Marquette University, and as such, the Association does not have a separate legal existence. It is a volunteer organization. Contracts and other legal relationships with the Association must be entered into by Marquette University in its own name pursuant to Marquette University's Business Policies and Procedures and not in the name of the Association. These By-Laws are intended solely for the convenience of Marquette University and the members of its Alumni Association.

SECTION 4.02: Membership activities and efforts on behalf of the Association are those of a volunteer nature and nothing in these By-Laws shall be deemed to create a joint venture, employment relationship, partnership, contract, trademark or copyright license or other legal relationship among or between the Association, its directors or members, and Marquette University, its officers, agents and employees.

SECTION 4.03: The Association shall have the same fiscal year definition as the university, beginning July 1 and ending June 30.

SECTION 4.04: Marquette University, through Alumni Relations, has the exclusive and absolute right and power to amend, modify, alter or abolish these By-Laws with ten (10) days prior notice to the officers of the Board. The Association, through its Board, may by resolution recommend amendments and modifications to Marquette University, which may approve or deny such amendment or modification in its sole discretion.

SECTION 4.05: The Board shall serve Marquette University in an advisory capacity. Working through Alumni Relations, the Board shall provide counsel in matters concerning the Association and its members, including, but not limited to, recognition of Chapters and benefits available to Association members including publications, reunions, service and social functions, and other events and programs.

SECTION 4.06: Any meeting of the Board or the Association, including committee meetings, may be conducted in accordance with the latest edition of Robert's Rules of Order, except as set forth in and allowed by these By-Laws.

ARTICLE 5 MEMBERSHIP

SECTION 5.01: The membership of the Association shall be composed of those individuals who have completed twenty-four (24) credit hours and/or have received an honorary degree from Marquette University.

SECTION 5.02: There shall be no requirement that members pay dues to the Association or contribute to Marquette University.

SECTION 5.03: The Board and the board of any Chapter shall not be precluded from establishing expectations relating to contributions to Marquette University, subject to Alumni Relations approval.

ARTICLE 6 BOARD OF DIRECTORS

SECTION 6.01: The Association shall be managed by Alumni Relations under the counsel of the Board of Directors, which shall be composed of the three officers elected by the Board, one student representative, and up to fifteen (15) alumni directors. The Executive Director of the Marquette University Alumni Association or the designee is an *ex officio* non-voting director.

SECTION 6.02: The terms of the directors of the Board shall be two (2) years, except for the student representative, whose shall be one (1) year. No director may serve more than

two (2) consecutive full terms, however, a director who is or will be serving in one (1) or more Association officer positions shall remain on the board while serving as an officer. Service that involves the completion of a term of a director that has resigned or otherwise left office before the expiration of a term shall not count towards fulfillment of either of the two (2) consecutive two-year terms. The terms of the directors shall be staggered so that approximately one-half (1/2) of the directors' terms shall expire each year. All starting and ending dates of terms shall coincide with the Association's fiscal year, except when replacing a director per 6.07.

SECTION 6.03: Alumni Relations will suggest candidates for all board positions to the Governance Committee, as seats become vacant, with the Committee making final recommendations to the Board for approval. Directors shall be elected to the Board by a majority vote. Alumni Relations will compile candidate pools with counsel from parties including, but not limited to, deans and faculty, volunteers, and university staff. The Governance Committee will be responsible for ensuring the compilation of a diverse and balanced board each year, incorporating, as possible, demographics including, but not limited to, college affiliation, geographic region, affinity and interests, gender, age, ethnicity, and professional experience. Directors may serve a second two-year term with the review and approval by the Governance Committee and Alumni Relations, and majority vote of the Board.

SECTION 6.04: Directors shall be expected to be active, engaged, and informed, and fulfill the job as described in Exhibit A.

SECTION 6.05: A director may be removed from the Board at a meeting of the Board if notice to the Board and to the director's constituency (by fax, e-mail or other written or electronic communication) of a resolution for such removal was provided at least ten (10) days prior to the meeting. Two-thirds (2/3) of the directors voting at a meeting at which a quorum is present must approve said resolution, which shall be final if approved by Alumni Relations. Alumni Relations may also remove a director on its own with ten (10) days prior notice to the Officers of the Board.

SECTION 6.06: A director may resign from the Board by delivering a signed document to Alumni Relations by fax, email, or other written or electronic communication. Any such resignation shall be effective upon delivery or such later date as specified in the document.

SECTION 6.07: In the event of a vacancy on the Board occurring prior to the expiration of the term of the director, a replacement shall be appointed by the Governance Committee with the approval of Alumni Relations to fill the remaining portion of the term. If the vacancy is that of the President, the President-elect shall immediately ascend to the presidency and shall complete the term of the prior President and the following term he/she would have otherwise served. If the vacancy is that of the President-elect, a new election shall be held at the next regular meeting or earlier if deemed necessary by Alumni Relations. For purposes of this section, the seats held by directors elected to a

Board officer position at the Spring annual meeting shall be treated as vacant, and shall be filled prior to the start of the next fiscal year per 6.03 and 6.04.

ARTICLE 7 MEETINGS OF THE BOARD

SECTION 7.01: The Board shall have three (3) regular meetings each fiscal year. The meetings shall be held in the Fall, Winter and Spring. The date, time and specific place for each meeting shall be determined by the Executive Committee and Alumni Relations. The date, time and location of the regular meetings shall be mailed or electronically communicated to all directors at least thirty (30) days prior to the meeting. In addition, committees of the Board may meet at other various times.

SECTION 7.02: At least one-half (1/2) of the total voting directors then in office, plus the *ex officio* director or his/her designee, must be present in person to constitute a quorum at any regular meeting of the directors. Only those directors present at a meeting, except the *ex officio* director, shall be entitled to vote except as provided in Sections 7.03 and 8.03. A majority of directors voting at a meeting at which a quorum exists shall be an act of the Board. In the event of a tie, the three (3) officers will vote by secret ballot to break the tie.

SECTION 7.03: The President or any three (3) directors may call an emergency meeting, which may be conducted by conference call. The date, time and emergency agenda shall be mailed or electronically communicated to the Board at least three (3) days prior to the meeting. At least one-half (1/2) of the total voting directors then in office plus the *ex officio* director or his/her designee, must be present or participating in the conference call to constitute a quorum at any emergency meeting. All directors participating in an emergency meeting, except the *ex officio* director, shall be entitled to vote. A majority of directors voting at a meeting at which a quorum exists shall be an act of the Board. In the event of a tie, the three (3) officers will vote by secret ballot to break the tie.

ARTICLE 8 OFFICERS

SECTION 8.01: The board shall have three (3) officers: president, president-elect, and immediate past president.

SECTION 8.02: Prior to the spring meeting, Alumni Relations staff will announce the selected president-elect to take office at the start of the association's next fiscal year (see Section 8.03 regarding selection process). To be eligible to serve as president-elect, a director must have served at least two (2) years by the date his/her term as president-elect would begin. Directors may self-nominate or nominate a fellow director. Alumni Relations staff will strongly encourage nominations of junior and senior-level directors. The student representative shall not be eligible to serve as an officer of the association.

SECTION 8.03: President-elect nominations will be confidentially submitted to Alumni Relations staff, who will closely review candidates before sharing a candidate slate with the Executive Committee. Alumni Relations staff, in partnership with the Executive Committee, will select the president-elect. A member of the Alumni Relations staff will communicate the successful selection with the president-elect nominee. With the nominee's acceptance, Alumni Relations staff will contact each director to announce the president-elect prior to the spring meeting.

SECTION 8.04: The officers shall represent and act in the best interest of all association members and Marquette University. The president shall preside over all meetings and shall serve in a chief executive officer role of the association. The president-elect or immediate past president shall assume the duties of the president if the president is absent or unable to do so, and shall further perform other duties as requested by the president or Alumni Relations staff.

ARTICLE 9 COMMITTEES

SECTION 9.01: The Board shall have three (3) standing committees: the Executive Committee, Awards Committee and Governance Committee. The President, in consultation with the Executive Committee and with approval of Alumni Relations, may form and disband such other committees as deemed appropriate during his/her term. Except for the three (3) standing committees, the President, in consultation with the executive committee and Alumni Relations may appoint Association members, who are not directors, to serve on other committees of the board.

SECTION 9.02: Each committee shall have a chairperson. The chairperson of the Executive Committee shall be the President. All other chairpersons shall be appointed by the President after consultation with Alumni Relations. Except as set forth in these By-Laws, the President shall appoint the members of the Committees. Each committee shall have an Alumni Relations staff member as an *ex officio* non-voting member.

SECTION 9.03: The Executive Committee shall consist of the President, the President-elect, the Immediate Past President and other directors the President may designate. The Executive Committee shall have all of the management powers of the full Board. The Executive Committee may not elect or remove officers or directors, or change Association membership requirements.

SECTION 9.04: The Awards Committee shall be composed of at least five (5) directors including the Immediate Past President, who shall be voting members. This Committee shall solicit and review nominations for Association awards and make appropriate selections and recommendations.

SECTION 9.05: The Governance Committee shall be composed of at least five (5) directors, including the president who shall be voting members. The Committee shall, in consultation with Alumni Relations, oversee the appointment and nomination

process of all directors consistent with these By-Laws. In addition, this committee shall develop and administer the Board's election process in consultation with the Executive Committee and Alumni Relations. The Committee shall propose amendments to these By-Laws to the Board as it may deem appropriate.

EXHIBIT A:

MARQUETTE UNIVERSITY ALUMNI ASSOCIATION NATIONAL BOARD OF DIRECTORS Director Job Description

The MUAA Director is elected to a two-year term, with the possibility of an additional two-year term. The Director will serve as a counselor to the university and advocate for the alumni body. Overall, the MUAA Director is expected to promote Marquette University and its alumni association in a manner consistent with the aims and goals of the University.

Responsibilities include:

- Serve as advocate and ambassador for Marquette University, working to increase the university's visibility and reputation among alumni and the wider community.
- Provide advice to the university. Evaluate and offer feedback and perspective to alumni engagement staff on programs and services offered to alumni.
- Make personal philanthropic gifts to Marquette University priorities, contributing annually to the university's various "Give Marquette" scholarship aid funds, and to capital or comprehensive campaigns that take place during a director's tenure on the board.
- Lead by example and make an annual Presidents Society-level gift (\$2,500 or more; less for young alumni depending on graduating year) in support of university priorities or other giving areas that are personally meaningful.
- Help secure financial support for the university from others by working with the university's Advancement staff, as requested, to identify and/or motivate development prospects for the university.
- Provide access for university staff to others who can help advance the mission of Marquette University, advocating the university's projects and causes with specific individuals and groups to which the director has special access. Introduce the university and its projects to a variety of individuals and groups that university representatives cannot easily reach on their own.
- Attend and participate in MUAA National Board meetings and assigned committee meetings, with attendance at a minimum of two-thirds of the scheduled meetings over a two-year period. Special circumstances will occasionally arise and the Governance Committee, which annually reviews attendance, will take such circumstances into account if made known to that body.
- Attend local Alumni Association events whenever reasonably possible. Additionally, for those directors who live closer to the university, attend some of the priority university events that take place on campus during the academic year.