I. PURPOSE

The University of Minnesota Morris Alumni Association has been organized to operate exclusively for charitable purposes, including, but not limited to, serving alumni, students, and the University of Minnesota Morris (hereinafter referred to as UMM) by:

- fostering communication and relationships among alumni, students, faculty and staff,
- developing alumni contributions of volunteer and financial support,
- nurturing the unique educational experience of UMM by directing alumni gifts to various needs of students, faculty and UMM,
- and serving UMM in every possible way permitted within the limits established by section 501 (c)(3) of the Internal Revenue Code.

II. LOCATION

The principal office of the organization shall be located on the campus of the University of Minnesota Morris, Morris, MN.

III. MEMBERS

1. There shall be two classes of membership. Active members are former students or graduates from UMM. Active members are voting members of the corporation. Honorary members may be designated by the Board to recognize exceptional contributions to UMM. Honorary members are not voting members.

2. An annual meeting of the membership of the UMM Alumni Association will be held upon at least ten days written notice to members with time and place determined by the Board of Directors. Special meetings of the members may be called by 10% of active members if submitted in writing at least 30 days prior to said requested meeting. Other meetings of the membership may be called by the Board of Directors at their discretion. For purposes of the annual meeting of members, 15 members shall constitute a quorum.

IV. BOARD OF DIRECTORS

1. The affairs of the Alumni Association shall be conducted by the Board of Directors listed below. Those designated “ex-officio” shall be non-voting members of the Board:

   a. The twelve directors of the Association;
   b. The immediate past president of the Association;
   c. The Chancellor of UMM, ex-officio;
   d. The Associate Vice Chancellor of External Relations, ex-officio;
   e. The Director of Alumni Relations, ex-officio;
   f. Student Representative from the Campus Activities Council, ex-officio;
g. Student president of the Morris Campus Student Association, ex-officio; 
h. A representative of each Special Interest Group, ex-officio.

2. The term of each director shall be three years, and four terms shall expire each year. Directors may not serve more than two consecutive terms, excluding unexpired terms to which a director has been appointed.

3. The Nominating Committee shall recruit candidates for the Board of Directors and shall recommend a slate of candidates to the board to be presented and voted upon at the annual meeting of the Board of Directors and membership. Nominees shall be voting members of the corporation. Nominations from the floor must be entertained at the time of election. Candidates receiving the most votes of the membership in attendance at the annual meeting shall be installed to the Board of Directors immediately.

4. A director may resign his or her term. The resignation should be submitted in writing at least 30 days in advance of an official meeting.

5. A director may be removed from the Board by an affirmative vote of the majority of directors present at an official meeting of the Board. Notice of the proposed removal will be an agenda item circulated in advance of the meeting. If a director misses three consecutive meetings, the Board is required to consider his or her removal (except in the case of excused absence such as serving on active military duty). The director in question will be given an opportunity to be present and to be heard at the meeting at which his or her removal is considered.

6. When a director dies, resigns, or is removed, the Board shall elect a new director to serve for the duration of the unexpired term. This replacement director will be afforded the opportunity to run for two full terms upon completion of the unexpired term to which they were appointed. The Nominating Committee shall present a candidate or candidates to the Board for approval by simple majority vote.

7. No compensation will be paid to any member of the Board of Directors for services as a member of the Board. By majority resolution of the Board reimbursements for special expenditures may be granted to a director if submitted in writing at least ten days in advance of an official meeting.

8. The UMM Association is committed to a policy of fair representation on the Board of Directors. It is particularly interested in recognizing the broad spectrum of people in our alumni body and creating an inclusive environment, especially with respect to gender, race and/or ethnicity, religion, physical ability, sexual orientation and age.

V. MEETINGS OF THE BOARD OF DIRECTORS

1. An annual meeting of the Board of Directors will be held in conjunction with the annual meeting of members for the purpose of electing and installing new directors. In addition to its annual meeting, the Board of Directors will hold a minimum of three additional meetings per year. Additional meetings may occur at the call of the President, the request of a majority of the
Board of Directors excluding the President, or at the request of the members of the corporation as outlined in Article III, section 2.

2. Notice of all meetings of the Board will be e-mailed and/or mailed at least ten days prior to the day such meeting is to be held. Attendance of directors will be recorded in the Minutes of each meeting.

3. At all meetings of the Board of Directors, each director present will be entitled to cast one vote on any motion brought before the meeting. The presence of a majority of directors shall constitute a meeting quorum. If a quorum is present, a simple majority affirmative vote of the directors present is required to pass a motion before the Board, with the exception of motions specifically outlined elsewhere in these Bylaws, in the Articles of Incorporation, or in the corporation’s Financial Policies.

4. Proxy voting shall not be permitted.

5. Electronic voting on issues that arise between regularly scheduled meetings is permitted providing the issue to be voted upon has been presented via email to each director allowing them sufficient time to review said issue. Attendance at meetings is expected but under certain circumstances, directors may cast their ballots via teleconference meeting participation or via web based meeting participation. In certain circumstances this can be waived by the Executive Committee and a turn around of five business days.

6. Robert’s Rules of Order will be the authority for any questions of procedure arising at any of the meetings of the corporation. The Director of Alumni Relations will serve as Parliamentarian.

VI. OFFICERS

1. The officers of the UMM Alumni Association shall be President, 1st Vice President, 2nd Vice President and Immediate Past President. The Board may prescribe other officers at its discretion.

2. The officers of the corporation will be elected annually at the spring meeting by the Board of Directors from directors with previous experience on the Board. Officers shall serve for one year terms. Directors will be given the opportunity to volunteer for office. The Nominating Committee may also recruit directors to fill officer positions. The Nominating Committee shall forward the names of all candidates to the Board for election by simple majority vote during the annual meeting.

3. An officer may resign his or her term of office. The resignation should be submitted in writing at least 30 days in advance of an official meeting. Resignation from office shall not automatically constitute resignation from the Board.

4. An officer may be removed from the Board by a majority vote of the Board of Directors. Notice of the proposed removal will be an agenda item circulated in advance of the meeting.
The officer in question will be given an opportunity to be present and to be heard at the meeting at which his or her removal from office is considered. Removal from office shall not automatically constitute removal from the Board.

5. A vacancy in any office will be filled by the officer in line of succession for the unexpired portion of the term of that office. And a majority vote of the Board of Directors will fill the 2nd Vice President position. The Nominating Committee shall present a candidate to the Board for approval by simple majority vote at any duly held meeting of the Board.

6. The President shall be the chief executive officer of the corporation. The President shall preside at all meetings of the Board and have general supervision of the affairs of the corporation. He or she will execute on behalf of the corporation all contracts, deeds, conveyances, and other instruments in writing that may be required or authorized by the Board of Directors for the proper and necessary transaction of the business of the corporation. The President shall appoint working committees and shall serve as an ex-officio member of all committees.

7. The 1st Vice President shall succeed to the office of the President. The 1st Vice President shall preside in the absence of the President. In the event that the office of the President becomes vacant, the 1st Vice President assumes the duties of the President. He or she shall serve as Chair of the Nominating Committee for the election of new Board members. He or she shall contact nominees, or designate committee members to contact nominees, in order to notify them of their nomination and determine whether or not the nominees agree to run for election. The 1st Vice President shall act in the absence or disability of the President and shall perform such other duties as may be assigned to him or her by the President of the Board. In the absence of the President, any action by the 1st Vice President on behalf of the corporation shall have the same force and effect as if executed on behalf of the corporation by the President.

8. The 2nd Vice President shall succeed to the office of 1st Vice President; who in turn will succeed to office of the President. The 2nd Vice President will assume the position of the 1st Vice President in the event that the office of 1st Vice President becomes vacant. The 2nd Vice President will assume the position of the 1st Vice President in line to become the President the following year. He or she will serve on the Nominating Committee.

9. The Immediate Past President assumes the role of advisor and resource person to the President and to the Board of Directors when the Past President’s term as President has concluded. The Past President is without authority to direct segments of the program of work unless such responsibility is offered by the President or by the Board of Directors and has been accepted. The Past President shall seek to promote harmonious working relations, as a voting member of the Board, whether their term has expired or not, without usurping leadership authority that has been vested in any of the other officers or Board members.

10. Any officer of the corporation, in addition to the powers conferred upon him or her by these Bylaws, will have such additional powers and perform such additional duties as may be prescribed from time to time by the Board.
VII. COMMITTEES

1. The Board of Directors may designate one or more ad hoc committees, each of which will consist of one committee chair from the Board and one or more committee members. Committee members may be Board members or non-Board members. Efforts will be made to recruit non-Board members for committee participation. The work of ad hoc committees will be reported to the Board of Directors, and decisions made by ad hoc committees shall not extend beyond the power vested in the committee by the Board of Directors. The President and the Director of Alumni Relations shall serve ex-officio on ad hoc committees.

2. The Board of Directors will have an Executive committee chaired by the President and consisting of the 1st Vice President, 2nd Vice President, Immediate Past President, and other officers as the Board prescribes. The Director of Alumni Relations shall serve ex-officio. The Executive Committee shall have the responsibility for preparation of the agenda for all meetings of the Board of Directors, and will serve as the central planning group for the organization. The Executive Committee shall also have full authority to act for the Board in making necessary decisions for the corporation arising during intervals between Board meetings.

3. A Nominating Committee shall be established at the annual meeting and members shall serve for one year. Directors beginning their last year of Board service will serve on the Nominating Committee and will be instrumental in finding new candidates. Additional members may serve at the call of the President or by volunteering. The Nominating Committee shall be responsible for recruiting candidates for the Board of Directors and for recruiting volunteers from the Board for Board offices. The Nominating Committee shall also be responsible for nominating candidates to fill unexpired terms created by vacancies in the positions of directors and officers of the Board. The Nominating Committee shall in all instances encourage widespread participation in the nominating process, and allow maximum opportunity for volunteers to come forward.

VIII. SPECIAL INTEREST GROUPS

1. Special Interest Groups may be formed within the UMM Alumni Association subject to approval by the Association’s Board of Directors. The purpose of these groups shall be to foster the purposes of the University of Minnesota Morris Alumni Association in relation to the group’s special interest. The Association’s Board of Directors may choose to approve and/or support Special Interest Groups at the Board’s discretion.

2. Special Interest Groups approved by the Board may pass bylaws, elect officers, designate committees, and otherwise function as organizations within the Association, providing that nothing so adopted or done by the group shall conflict with the purposes and legal authority of the Association.

3. Each Special Interest Group approved by the Board shall select its own representative to serve ex-officio on the Association’s Board of Directors and shall provide quarterly updates as to the group’s activities. A representative of the special interest group may not, during the same term of office, sit as a voting member of the Association's Board.
4. The Association’s Board of Directors may withdraw approval and/or support of a Special Interest Group at the discretion of the Board.

IX. RECORDS

The corporation shall keep correct and complete books and records of account, and will also keep Minutes of the proceedings of its members, Board of Directors, and committees having any of the authority of the Board of Directors. The corporation shall keep at the registered principal office a record of the names and addresses of voting members of the corporation. All books and records of the corporation may be inspected by any member or his or her agent or attorney for any proper purpose at any reasonable time. Meeting Agendas and Minutes of Board Meetings will be available upon request.

X. FISCAL YEAR

The fiscal year of the corporation will be July 1 through June 30.

XI. INDEMNIFICATION

The corporation shall indemnify each director and officer of the corporation, whether or not then in office, and their respective heirs, administrators, successors, and assigns, against any and all expenses, including judgments, compromise payments, reasonable costs and expense, including, but not limited to, counsel fees, paid or incurred by him or her as a result of any action, suit, or proceeding to which he or she may be a party by reason of being or having been a director or officer of the corporation, if a majority of the non-interested directors find that he or she has acted in good faith, for the best interests of the corporation. The foregoing rights of indemnification shall be in addition to and not exclusive of other indemnification to which a director or officer may be entitled as a matter or law, or otherwise.

XII. AMENDMENTS

The Board of Directors may amend these Bylaws to include or omit any provision that it could lawfully include or omit at the time the amendment is made. Upon written notice of at least ten days, any number of amendments or an entire revision of the Bylaws may be submitted and voted upon at a single meeting upon receiving a two-thirds vote of the members of the Board of Directors.

XIII. DISSOLUTION

Upon the dissolution of the corporation, and after the payment or the provision for payment of all the liabilities of the corporation, the Board of Directors will dispose of all the assets of the corporation exclusively for the purposes of the corporation or to organizations that are then qualified as tax-exempt organizations under section 501 (c)(3) of the Internal Revenue Code. Any assets not so disposed of will be disposed of by a court of jurisdiction in the county in which the principal office of the corporation is located.