

AMENDED AND RESTATED

CONSTITUTION AND BY-LAWS

ALUMNI SOCIETY of THE UNIVERSITY OF SCRANTON

PREAMBLE

WHEREAS, it is fitting that students should hold sentiments of gratitude and loving interest in the welfare and progress of The University of Scranton (the “University”); and

WHEREAS, the best expression of these sentiments is the desire and effort on our part to support our Alma Mater in the growth of educational facilities and a larger interaction of and with students and former students; and

WHEREAS, involvement in so worthy a commitment will further our proposed goals, it will also draw the bonds of friendship between us more firmly.

NOW, THERE, BE IT

RESOLVED, that we, the Alumni Society of The University of Scranton, do organize ourselves into an Alumni Society for the purpose before recited, and adopt for its government the following Constitution and Bylaws.

ARTICLE I

NAME, MEMBERSHIP AND PURPOSE

1.1. Name. This Association shall be known as The Alumni Society of The University of Scranton (the “*Alumni Society*”).

1.2. Membership. All persons receiving a degree (undergraduate or graduate) from the University and University Honorary Degree recipients shall be considered “*Alumni*.” Any persons who are not Alumni as defined herein, but who serve as a Trustee of the University, a member of the University faculty, and/or administration and professional staff, and/or are recognized by the University as a patron or former student of outstanding merit, shall be considered an honorary member of the Alumni Society and shall enjoy all benefits of the Alumni Society except the privilege of voting. No dues shall be required to be paid by Alumni or honorary members.

1.3. Purpose. The objectives of the Alumni Society shall be:

a. To perpetuate and foster communication among University Alumni, including providing financial support, hosting and/or promotion of Alumni functions;

- b. To promote and encourage continued dialogue between Alumni and the University community;
- c. To promote the interests and mission of the University by calling attention to its advantages as a school of learning for the purpose of seeking and obtaining favorable publicity, donations, endowments, and/or legislative support for the University;
- d. To communicate with students, prospective students, and graduates by referral to and communication with the University Admissions Office and/or the Office of Career Services;
- e. To recognize and honor distinguished students, faculty and Alumni accomplishments; and
- f. To provide an array of benefits and services to Alumni.

ARTICLE II

BOARD OF GOVERNORS

2.1. Members of the Board of Governors. The Board of Governors of the Alumni Society (the “**Board**”) is charged with the responsibility for the establishment of goals for the Alumni Society and ensuring that the Alumni Society accomplishes these goals. Membership on the Board is restricted to Alumni, except as permitted herein in Section 2.1(b) below. The Board shall be comprised of two groups from within the University community:

- a. The Board of Governors, members of which shall be elected and appointed in accordance with Sections 2.3, 2.4 and 3.1 below (together the Alumni Society Officers, members of the Board shall each be referred to hereinafter as a (“**Member**”); and
- b. Director of Alumni Relations, Vice President for Alumni and Public Relations (each shall be collectively and singularly referred hereinafter as “**University Representative(s)**”).

2.2. Meetings. The Board will hold such number of meetings each year as is determined by the President of the Alumni Society and designated University Representatives, but in no event less frequently than two (2) times a year. Notice of the date, time, place, and agenda of each meeting of the Board will be provided to the Members and Club officers as far in advance of the meeting as reasonably possible. Meeting times and places shall be as designated by the President of the Alumni Society. From time to time the President of the Alumni Society and the designated University Representatives in their sole discretion shall invite to any Board meeting University officials and other persons whose presence may be desired to promote the objectives of the Alumni Society. All Members of the Board are expected to regularly attend the meetings of the Board. If any Member misses two (2) or more meetings in a fiscal year, then

such Member shall be subject to removal from the Board by the President of the Alumni Society in concert with the Executive Committee of the Alumni Society.

2.3. Number. The number of Members that shall constitute the whole of the Board shall not be more than thirty (30) in number comprised of two (2) classes of Members which shall be elected and appointed as follows:

a. Elected Members. The number of Elected Board Members shall be no more than twenty-four (24) in number, including officers, and each shall be elected as set forth in Sections 2.4 and 3.1 below; and

b. Appointed Members. The President, in consultation with some or all of the University Representatives and the Board, shall have the discretion to appoint up to six (6) Alumni to the Board for an initial term not to exceed three (3) years ("**Appointed Member(s)**"). Elected Members and Appointed Members shall be referred to collectively and singularly as "**Members**".

2.4. Election of Members. Approximately one-third (1/3) of the number of the Elected Members shall be elected each year on a rolling basis by the general alumni population, such that the terms of the Elected Members shall be staggered. Voting shall be conducted by written ballot, electronic ballot or by such other method as may be determined by the President of the Alumni Society and the Director of Alumni Relations, and shall in all cases utilize such methods as they determine to be most effective in providing a reasonable opportunity for all eligible Alumni to vote.

2.5. Quorum. A majority of the Members constitutes a quorum of the Board for purposes of voting and the transaction of Alumni Society business. Every action done or decision made by a majority of the Board present at a meeting at which a quorum is present will constitute and will be regarded as the act of the Board.

2.6. Voting. Each Member shall have one (1) vote.

2.7. Duties of the Board. The primary duties and responsibilities of the Board includes but is not limited to, creation of policy, the review of progress towards established goals, and making recommendations in connection with the fulfillment of Alumni Society objectives, growth and planning.

2.8. Term. Each Member shall serve for three years.

a. The term of each Member, excluding officers, as noted in Section 3.2 below, is the three (3) year period that begins on January 1 and ends on the third succeeding December 31. A person may not serve as an Elected Member for more than two (2) consecutive elected terms, but may be re-elected to the Board if at least one (1) year will elapse between terms, or is appointed pursuant to Section 2.3(b) above. Further, those Members that are appointed to serve as a successor or replacement Member

(“**Replacement Member**”) may serve their initial appointed term and two (2) additional three (3) year elected terms;

b. The term of office on the Board for University Representatives will be for whatever length of time they hold their positions at the University;

c. At the time of adoption of this Constitution and By-Laws, Members of the Board whose respective terms have not yet expired shall continue in office until the expiration of the term for which they were elected; and

d. If a vacancy shall occur among the Members of the Board prior to the expiration of the term thereof, the President shall appoint a successor from a list of no fewer than two (2) or no more than five (5) candidates nominated by the Board. The new Member(s) serves for the balance of the unexpired term so vacated.

ARTICLE III

THE OFFICERS OF THE ALUMNI SOCIETY

3.1. Alumni Society Officers. The officers of the Alumni Society shall be a Past-President, President, President-Elect, Vice President, Secretary and Treasurer, to be elected by the Board, from its membership, to serve for a period of two years or until their successors are elected. The President shall not have the right to succeed him or herself. The primary duties and responsibilities of the Alumni Society Officers include but are not limited to, implementation of the directions of the Board.

3.2. President. The President of the Alumni Society has the following duties and responsibilities:

- a. Plan and preside at all meetings of the Alumni Society;
- b. Appoint all committees and ensure that these committees fulfill their functions except as provided in the Constitution and By-Laws;
- c. Maintain communications between the alumni and the administrators of the University to ensure harmony of purpose;
- d. Uphold the Constitution and By-Laws of the Alumni Society;
- e. Represent the Alumni Society on official occasions;
- f. Seek the assistance and support of the University Development/Public Relations/Alumni Office in fulfilling these responsibilities.

3.3. President-Elect. The President-Elect of the Alumni Society shall serve for the President when requested, and shall perform all of the duties of the President in the absence of

the President. At the expiration of the President's term of office, the President-Elect automatically succeeds to the office of President.

3.4. Past-President.

a. In order to utilize experience and knowledge as a valuable resource, the Board creates a position of the immediate Past President, whose term will be for two years after having served as President. Notwithstanding anything herein to the contrary, in the event of death or resignation of the immediate Past President, the Board shall not be required to appoint a successor for such the immediate Past President's unexpired term.

b. The Past-President of the Alumni Society shall serve for the President when requested, and shall perform all of the duties of the President in the absence of the President and President-Elect.

3.5. Vice President. The Vice President of the Alumni Society has the following duties and responsibilities:

a. Develop and plan for the growth of the Alumni Society and its membership and the location of future Clubs as defined in Section 8.1 below; and

b. Monitor and support the development of existing clubs and promote the growth of the Alumni Society through the establishment of additional clubs as well as other responsibilities assigned;

c. Provide leadership and guidance to selected committees as assigned; and

d. Other assignments as may be designated by the President.

3.6. Secretary. The Secretary of the Alumni Society shall record all proceedings of the Board in a book or series of books to be kept therefore and shall file therein all actions by Board or the Alumni Society and perform other assignments as may be assigned by the President. In the absence of the secretary from any meeting, an assistant secretary, or if there be none or he/she is absent, a temporary secretary chosen at the meeting, shall record the proceedings thereof. Any assistant secretaries shall have such duties and powers as shall be designated from time to time by the President of the Alumni Society and the Director of Alumni Relations.

3.7. Treasurer. The Treasurer of the Alumni Society has the following duties and responsibilities:

a. Maintain the financial records of the Alumni Society;

b. Deposit funds in a financial institution designated by the Board;

- c. Pay out monies according to the instructions of the Board;
- d. Make a report of the financial transactions of the Alumni Society at least once a year;
- e. Provide leadership and guidance to the Finance Committee; and
- f. Other assignments as may be designated by the President.

ARTICLE IV

EXECUTIVE COMMITTEE

4.1. Executive Committee. The Executive Committee shall consist of the President, Past-President, President-Elect, Vice President, Secretary, Treasurer, and ex-officio appointee(s) of the Board at large as selected by the President, each of whom shall have one vote with regard to all Executive Committee matters. An ex-officio appointee of the Alumni Society representing Clubs, as selected by the Executive Committee, and an ex-officio appointee of the University Representatives shall also serve on the Committee in an advisory capacity. The Executive Committee is empowered to act in the name of the Board in all situations where action cannot be deferred until the next regular meeting of the Board. If during the term of the Executive Committee a vacancy occurs, then a successor must be elected by the Board. In addition to other duties assigned by the Board, the Executive Committee shall oversee the proceedings of the Board.

ARTICLE V

FINANCE COMMITTEE

5.1. Finance Committee. The Finance Committee shall consist of the Treasurer and no fewer than four (4) Board Members.

5.2. The University. The Board may choose a particular goal of the University from a list submitted by the University to the Finance Committee for its review. The Board will work with the appropriate departments of the University, and through the year provide whatever support it determines in its sole discretion is necessary in order to attain said goal.

5.3. President's Fund. It is the wish of the Alumni Society to support the particular goals of the President of the University. Therefore, it may allocate monies to be used at the discretion of the President.

5.4. Board Operating Expenses. During the course of the year the Board will incur operating expenses and the Finance Committee will recommend a budget to the Board each year for such expenses.

5.5. Board Travel Expenses. From time to time it may be necessary and/or desirable for Members to travel to attend certain Alumni related functions and meetings. Any Member

seeking reimbursement from the Board for expenses relating to such travel, shall submit a request to the Finance Committee along with any other information and forms required by the Committee in accordance with its policies and procedures.

5.6. Long-Term Savings. The Alumni Society recognizes that it is fiscally responsible to set monies aside to be used for special projects, gifts, or at a time when its receipts do not meet its desired expenditures.

5.7. Miscellaneous Requests. From time to time the Alumni Society will be presented with requests by various groups from within and from outside the University community, for funds. Such requests shall be submitted to the Finance Committee along with any other information and forms required by the Committee in accordance with its policies and procedure.

5.8. Committee Authorization. The Finance Committee shall be empowered to authorize expenditures up to \$2,500 without prior Board approval. At the next Board meeting the Committee shall include any such expenditure in its report.

ARTICLE VI

NOMINATING COMMITTEE

6.1. Nominating Committee. The Nominating Committee shall consist of the President-Elect, and no fewer than four (4) Board Members who are not candidates for re-election and the Director of Alumni Relations.

6.2. The Nominating Committee shall act in an advisory capacity to the Board by:

- a. Identifying and recommending for election at least one (1) candidate for each vacancy on the Board;
- b. Ensuring that notice of vacant positions are published and advertised to ensure broadest means of notification to all Alumni;
- c. Reviewing the qualifications of and, where practical, interviewing all nominees;
- d. Collecting all nomination papers, validating all nominees and nominators, and ensuring that the election process functions properly; and
- e. Overseeing the election process and publishing the results of the elections.

ARTICLE VII

STANDING COMMITTEES

7.1. Standing Committees. In addition to the Executive, Finance and Nominating Committees, the Board may establish other committees as needed (each a “*Standing Committee*”) to fulfill the responsibilities of the Alumni Society.

ARTICLE VIII

CLUBS

8.1. Clubs and Affiliates. Clubs and Affiliates (referred to hereinafter as “*Club(s)*”) shall be established as circumstances warrant according to the sole judgment of the Board. Any Club shall be recognized when documents governing its operations have been approved by a majority vote of the Board. Clubs are expected to operate in accordance with these approved governing documents, within the Constitution and Bylaws of the Alumni Society, and within the operational policies of the Society.

8.2. Duties of Club Officers. Club presidents carry out organizational policy, consistent with the Alumni Society, on the local level. The University Alumni staff supports the Alumni Society in this effort. Recognizing the necessity of the individual Clubs to maintain fiscal responsibility and to operate their functions to avoid losses, at times it will be necessary or desirable for a transaction of funds between the Alumni Society and the Clubs. Any requests for any type of financial assistance shall be submitted to the Finance Committee along with any other information and forms required by the Committee in accordance with its policies and procedure.

ARTICLE IX

AMENDMENTS

9.1. The Constitution and By-Laws shall be in force from the date of its adoption. Any amendments thereto shall be brought forward in writing and shall be approved by a two-thirds vote of the full Board. If necessary, votes under this article may be cast by mail or telephone and shall be documented accordingly by the Secretary.