

**WHEATON COLLEGE ALUMNAE/I ASSOCIATION**  
**CONSTITUTION AND BYLAWS**

Revised, July 2011

CONSTITUTION

ARTICLE I      **Name**

The name of this organization shall be the Wheaton College Alumnae/i Association.

ARTICLE II      **Purpose**

The purpose of this organization shall be to promote continuous and strong support of Wheaton College, to promote a spirit of fellowship among its Alumnae/i, to widen and deepen the circle of Alumnae/i who are engaged with Wheaton College, and to further the education and interests of men and women attending Wheaton College.

ARTICLE III      **Seal**

The seal of this Association may be circular, bearing a reproduction of the tower of Mary Lyon Hall, with the words "Wheaton College Alumnae/i Association" inscribed in the outer circumference.

ARTICLE IV      **Membership**

There shall be two classifications of membership: Active and Honorary, as set forth in the Bylaws.

ARTICLE V      **Meetings**

Two scheduled meetings of the Association shall be held each year, one of which shall be the Annual Meeting.

ARTICLE VI      **Officers**

The Association shall have such officers as the Bylaws prescribes. The officers shall be elected by ballot, as set forth in the Bylaws.

ARTICLE VII      **Bylaws**

The Bylaws adopted by the Association shall govern its membership, organization, duties of its officers, and shall contain such other provisions consistent herewith, as may be deemed expedient in promoting the objectives of the Association.

ARTICLE VIII      **Amendments**

This constitution may be amended by a two-thirds vote at a regular meeting of the Board of Directors, with subsequent notice to the Association at a regular meeting of the same.

## BYLAWS

N.B. For the purpose of these bylaws, *ex officio* shall be understood to mean membership without vote.

### Article I           **Membership and Meetings**

Section 1. Active Membership. Any person who has attended Wheaton College for one year shall be considered a member of the Wheaton College Alumnae/i Association once that person is no longer a registered regular student. Any former Wheaton student of less than one year is eligible for membership upon request.

Section 2. Honorary Membership. Honorary members shall be nominated by the Board of Directors and shall be elected by a two-thirds voice vote of those active members present at a meeting of the Association. Honorary members may not vote or hold office.

Section 3. Meetings. Two scheduled meetings of the Association shall be held each year, one of which shall be the Annual Meeting (fall), the other of which shall be called the Regular Meeting (spring). Written notice designating time and place shall be sent to all members of the Association not less than two weeks in advance of each meeting.

Section 4. Special Meetings. Special meetings of the Alumnae/i Association may be called by the President, or his or her designee, upon the written request of ten members. Written notice designating time, place, and purpose shall be sent to all members of the Association not less than two weeks in advance of any special meeting.

Section 5. Quorum. Fifty members of the Alumnae/i Association shall constitute a quorum at all scheduled and special meetings.

### Article II           **Elections**

Section 1. Nominations. The Nominating Committee shall inform the members of the Association of the offices on the Board of Directors to be filled in a forthcoming election at the Annual Meeting and in an issue of the Wheaton Quarterly, or similar publication of the College generally published to the members of the Association, following the Annual Meeting. The Nominating Committee shall solicit and receive nominations. The Nominating Committee, upon consultation with the staff member of Alumnae/i Relations responsible for each position, as appropriate, and upon consultation with the position incumbent, as appropriate, shall present its slate of candidates in the Wheaton Quarterly, or similar publication of the College generally published to the members of the Association, preceding the election held at the Annual Meeting. The Nominating Committee shall be responsible for presenting the final slate of Alumnae/i Association Officers, Designated Directors, and Directors at Large at a meeting of the Association.

Section 2. Elections. Election of Officers, Designated Directors, and Directors at Large (except as stated in Article IV, Section 1(d) (pertaining to Student Directors)) shall be by

voice vote at the Annual Meeting. Majority vote shall constitute election. Newly-elected members of the Board of Directors shall assume office immediately upon their election.

Section 3. Term of Office. The President, Vice President, Designated Directors, and Directors at Large shall be elected for a three-year term. Alumnae/i Trustees shall be elected for a five-year term, concluding in the summer of their fifth year. The Student Directors shall serve a one-year term.

Section 4. Re-election. An Officer, Designated Director, Director at Large, or Alumnae/i Trustee may not be eligible for re-election to the Board of Directors until one year following the completion of that person's term of office, unless (a) such person has first served to fill less than half of an unexpired term, or (b) at the discretion of the President, or his or her designee, and the Executive Director of Alumnae/i Relations.

Section 5. Vacancies and Unexpired Terms. In the event of a vacancy or an unexpired term of a Director, the President, in consultation with the Nominating Committee and the Executive Director of Alumnae/i Relations, or the Director's designee, may appoint a successor (except as stated in Article III, Section 4(d) (pertaining to Alumnae/i Trustees)).

### Article III **Officers**

The officers of the Association shall be as follows: President, Vice President, and the Alumnae/i Trustees.

Section 1. President. The President shall be the chief executive officer of the Association. The President shall call all meetings of the Association, Board of Directors, and Executive Committee. The President shall appoint, following consultation with the Nominating Committee Chair, as appropriate, any committee as required. The President shall be an *ex officio* member of all standing committees except the Nominating Committee. The President also shall serve as an *ex officio* voting member of the College Board of Trustees and may serve on any committees of that Board as requested.

#### Section 2.

Section 2. Vice President. The Vice President shall serve as the Chair of the Governance Committee. (See Article V, Section 3). The Vice President, or the Vice President's designee, shall be an *ex officio* member of the Nominating Committee. The Vice President also shall perform the duties of the President in the absence or disability of that officer. Should the office of President become vacant, the Vice President shall succeed to that office to serve the balance of the unexpired term.

Section 3. Alumnae/i Trustees. Five Alumnae/i Trustees shall serve as elected representatives to the Board of Trustees of the College. They, along with the President, shall serve as liaison between the Association and the College Trustees. They shall be

members of the Board of Directors of the Alumnae/i Association and shall serve on the Executive Committee in the second year and third year of their term.

- a) Eligibility. Any member of the Wheaton College Alumnae/i Association is eligible to be a candidate for the office of Alumnae/i Trustee, except that a member of the Board of Directors may not be considered by the Nominating Committee for this position until one year following the completion of that person's term of office.
- b) Nomination. The Nominating Committee, through the Board of Directors and the College, shall receive names of prospective candidates. All names shall be approved by the President of the College. The Nominating Committee shall consider said names and shall select one nominee for approval by the Board of Directors.
- c) Election. Election shall be by vote at the Annual Meeting (see Article II, Section 2). The name of the candidate elected shall be submitted to the Board of Trustees for formal election to that body.
- d) Unexpired Term of Office. In the event of an unexpired term of an Alumnae/i Trustee exceeding one year, the Board of Directors, in consultation with the Nominating Committee and with the approval of the President of the College, shall submit a candidate to the Board of Trustees for formal election to that body.

#### Article IV **Board of Directors**

Section 1. Membership. The Board of Directors shall consist of the following:

- a) Officers. The Officers of the Association as defined in Article III.
- b) Designated Directors. The Board of Directors shall have as many Designated Directors as deemed necessary. Such Designated Directors shall have a specific constituency or function for which they primarily are responsible during their term. The Designated Directors may include, but shall not be limited to, the following:
  - 1) The Nominating Committee Chair shall serve as chair of the Nominating Committee. (See Article V, Section 1).
  - 2) The Alumnae/i Recognition Committee Chair shall serve as chair of the Alumnae/i Recognition Committee. (See Article V, Section 2).
  - 3) The Wheaton Fund Chair shall serve as chair of the Wheaton Fund Committee. (See Article V, Section 4).

- 4) The Director of Communications shall be responsible for enhancing the transparency of operation and visibility of the work of the Alumnae/i Board of Directors, and monitoring and maintaining best practices of communication with and among Alumnae/i via print and digital means.
  - 5) The National Reunion Chair shall be responsible for serving as a liaison between the reunion Alumnae/i, the Alumnae/i Relations staff, and the Board of Directors. The Chair shall attend all College reunions during the Chair's tenure. (See Article X).
  - 6) The National Regional Chair shall be responsible for serving as a liaison between the regional volunteers, the Alumnae/i staff, and the Board of Directors. (See Article XI).
  - 7) The LGBTA Steering Committee Chair shall be responsible for overseeing the activities of the LGBTA Steering Committee and serving as the liaison between the Board of Directors and the LGBTA community. [
  - 8) The Director of Outreach shall be responsible for serving as the liaison between the Board of Directors and Alumnae/i organizations and groups to foster communication, provide support, promote participation in the Alumnae/i Association, and maintain an affiliation with the College.
  - 9) The Class Officer Chair shall serve as a liaison between the class officers in the non-reunion classes and the Board of Directors.
- c) Directors at Large. The Board of Directors shall have a minimum of one Director at Large, and as many additional Directors at Large as deemed necessary by the President, in consultation with the Executive Director of Alumnae/i Relations, or the Director's Designee. The Directors at Large shall be nominated and elected as stated in Article II, Section 1. The Directors at Large shall be responsible for reflecting the ideals and positions of the Alumnae/i Association as they may exist from time to time. At least one of these Directors shall be an alumna/us whose class shall have graduated within the last five years.
  - d) One or more Student Directors who have been appointed by the President of the Alumnae/i Association following consultation with the Executive Director of Alumnae/i Relations. The Student Directors' terms shall begin at the Regular Meeting following their election or appointment.
  - e) The Executive Director of Alumnae/i Relations, or the Director's designee, shall be an *ex officio* member.

Section 2. Duties of the Board of Directors. The Board of Directors shall be the governing body of the Alumnae/i Association. The Board of Directors shall work in partnership with the Officers of the College and the Board of Trustees to implement policies and programs which widen and deepen the Alumnae/i's connection to the College and to each other, as well as enrich the educational experience of current students of the College.

Section 3. Meetings. The Board of Directors shall hold a minimum of two meetings each year, one of which shall be held in conjunction with the Annual Meeting of the Association. Special meetings may be called at the request of the President, or his or her designee, upon the written request of three members of the Board of Directors. Meetings may be held by electronic means, including but not limited to, telephone or video

conference, and at least one meeting per year may be held at a location other than the College.

Section 4. Attendance and Giving. Members of the Board of Directors who fail to attend two out of three consecutively scheduled Board meetings without due cause will be subject to removal by a two-thirds vote of a quorum of the Board of Directors. Members of the Board of Directors shall contribute to the Wheaton Fund every year of their term of office.

Section 5. Voting Rights. All members of the Board of Directors, as set forth in this Article, except for the *ex officio* member, shall have the right to vote on any official action taken by the Board of Directors.

Section 6. Quorum. A majority of voting members of the Board of Directors shall constitute of quorum.

## Article V **Standing Committees**

### Section 1. Nominating Committee.

- a) The Chair of the Nominating Committee shall be the Nominating Committee Chair.
- b) The Nominating Committee shall consist of as many members as deemed necessary by the Chair upon consultation with the Executive Director of Alumnae/i Relations. The Chair shall serve for a three-year term. Additional members shall be appointed by the President, upon consultation with the Executive Director of Alumnae/i Relations, or the Director's designee. The Executive Director of Alumnae/i Relations, or the Director's designee, shall be *ex officio* members of the Nominating Committee.
- c) The Nominating Committee shall comply with Article II, Section 1.

### Section 2. Alumnae/i Recognition Committee.

- a) The Chair of the Alumnae/i Recognition Committee shall be the Recognition Committee Chair.
- b) The Recognition Committee shall consist of as many members as deemed necessary by the Chair upon consultation with the Executive Director of Alumnae/i Relations. Additional members shall be appointed by the President, upon consultation with the Executive Director of Alumnae/i Relations, or the Director's designee. The President shall ensure that the last five decades of Alumnae/i shall be represented on the Recognition Committee. The Executive Director of Alumnae/i Relations, or the Director's designee, shall be an *ex officio* member of the Recognition Committee.
- c) The Recognition Committee shall present awards which shall recognize the broad achievements found within the Alumnae/i body. The Alumnae/i Recognition Committee shall submit the names of the award nominees to the Board of Directors for its review and ratification. The awards shall be presented to the recipients at a meeting of the Association.

- d) The Recognition Committee periodically shall submit recommendations to the Board of Directors concerning the specific types of achievements to recognize, the frequency with which to give the awards, and the criteria to apply for Alumnae/i selection. The Board of Directors subsequently may adopt and/or amend these recommendations.

#### Section 3. Governance Committee.

- a) The Chair of the Governance Committee shall be the Vice President.
- b) The Governance Committee shall consist of as many members as deemed necessary by the Chair upon consultation with the Executive Director of Alumnae/i Relations. Additional members shall be appointed by the Vice President, upon consultation with the Executive Director of Alumnae/i Relations, or the Director's designee. The Executive Director of Alumnae/i Relations, or the Director's designee, shall be an *ex officio* member of the Governance Committee.
- c) The Governance Committee shall coordinate and ensure best Board practices including, but not limited to, new member orientation, mentoring, documentation and transparency of processes, outreach, engagement and visibility, and strategic planning.
- d) The Governance Committee periodically shall submit recommendations to the Board of Directors concerning, among other things, the creation and dissolution of positions on the Board of Directors, the creation and dissolution of *ad hoc* committees of the Board of Directors, and amendments to these Bylaws. The Board of Directors subsequently may adopt and/or amend these recommendations.

#### Section 4. Wheaton Fund Committee.

- a) The Chair of the Wheaton Fund Committee shall be the Wheaton Fund Chair.
- b) The Wheaton Fund Committee shall consist of as many members as deemed necessary by the Chair upon consultation with the Executive Director of Alumnae/i Relations. Additional members shall be appointed by the President, upon consultation with the Executive Director of Alumnae/i Relations, or the Director's designee. ~~The Executive Director of Alumnae/i Relations, or the Director's designee, shall be an *ex officio* member of the Governance Committee.~~
- c) The Wheaton Fund Committee shall advise the Director of the Wheaton Fund in the fundraising efforts of the Wheaton Fund. Section 4. The membership of any committee shall conform with these Bylaws to the extent possible. However, the President and Vice President, in consultation with the Executive Director of Alumnae/i Relations, or the Director's designee, may act in their discretion to alter the membership of any committee without violating these Bylaws.

### Article VI **Other Committees**

Section 1. Executive Committee. The Executive Committee shall consist of as many members as deemed necessary by the President upon consultation with the Executive Director of Alumnae/i Relations and may include, but shall not be limited to, the President of the Association; two Alumnae/i Trustees, one in the second year and one in

the third year of their terms; two Directors appointed by the President and approved by a majority of the Board of Directors; and the Executive Director of Alumnae/i Relations, or the Director's designee, as an *ex officio* member. The President shall be the Chair and shall call such meetings as may be deemed necessary. The Committee may act upon all matters pertinent to the Association, including matters involving volunteer personnel. A member of the Executive Committee shall be appointed by the President to take minutes of all Executive Committee meetings and distribute the same to the full Board of Directors.

Section 2. Other committees shall be established as the Board of Directors determines they are necessary. These may include, but shall not be limited to, committees addressing the areas of admissions, careers, classes, regional activities, reunion, annual giving, and student/alumnae/i activities.

#### Article VII            **Commitment to Diversity**

The President and the Executive Director of Alumnae/i Relations shall ensure that the membership of the Board of Directors and its committees represents the diversity of the Alumnae/i Association. The President and the Executive Director of Alumnae/i Relations shall consider the following non-exclusive factors: race, color, creed, disability, national/ethnic origin, age, religion, sex, sexual orientation, and geography.

#### Article VIII            **Executive Director of Alumnae/i Relations**

The Executive Director of Alumnae/i Relations shall be a full-time administrative employee of Wheaton College, reporting to the Vice President for Advancement. The Executive Director of Alumnae/i Relations shall be responsible to the Board of Directors for the initiation of new programs and the implementation of established programs and policies of the Association. The Director shall consult with the President concerning any decisions which might have a substantive effect upon the Alumnae/i Association. The Director shall represent the Alumnae/i in the College community and shall keep the Alumnae/i informed of the policies and activities of the College. The Director shall ensure that full and accurate Association records are kept and shall be responsible for the management of the Alumnae/i Office. The Director shall be an *ex officio* member of the Board of Directors and of its other standing committees. Upon vacancy of the Director's position, the Alumnae/i Association shall consult with the College in the selection of a new Director.

#### Article IX            **Alumnae/i Leadership Conference**

Section 1. Time. Annually, coinciding with the Annual Meeting of the Wheaton College Alumnae/i Association there shall be a meeting of delegates which shall be termed the Wheaton College Alumnae/i Leadership Conference.

Section 2. Object. The object of the Alumnae/i Leadership Conference shall be to strengthen the relationship between the College and its Alumnae/i by presenting current

information about the College and providing training for delegates so that they may work more effectively for Wheaton.

Section 3. Delegates. Alumnae/i Leadership Conference delegates shall include all regular and *ex officio* members of the Board of Directors, members of the Nominating Committee, all Class Officers, regional coordinators or their alternates, Wheaton Fund volunteers, career activity volunteers, class reunion chairs, present senior class officers, and such other Alumnae/i and students as may be invited by the Executive Director of Alumnae/i Relations. A written notice, designating time and place, and including an agenda, shall be sent to each delegate not less than four weeks in advance of the conference.

#### Article X           **Reunion**

Section 1. Time. Annually, coinciding with the Regular Meeting of the Wheaton College Alumnae/i Association, there shall be reunions for classes. Each class shall be invited to hold a class reunion on campus on a regular basis.

Section 2. Object. The object of reunion shall be to strengthen and renew interest in and contact with the College, with special emphasis on class units. Specific planning shall be under the guidance of the National Reunion Chair who is a Director on the Alumnae/i Board, working with the Executive Director of Alumnae/i Relations and the individual reunion class chairs.

Section 3. Class Meetings. All reunion classes shall hold a class meeting and shall conduct the election of their new Class Officers during reunion. These officers shall serve in office until their next reunion.

#### Article XI           **Regional Club Organization**

Upon consultation with, and approval of, the Executive Director of Alumnae/i Relations, or the Director's designee, Alumnae/i in a given region may organize as a regional Wheaton club to further the interests of Wheaton College. Their activities shall be under the guidance of the National Regional Chair and the Executive Director of Alumnae/i Relations, or the Director's designee.

#### Article XII           **Finances**

Section 1. Income. Money raised through the Wheaton Fund is remitted directly to the College.

Section 2. Expenses. The operational expenses of the Wheaton College Alumnae/i Association shall be underwritten by Wheaton College in accordance with a budget prepared by the Executive Director of Alumnae/i Relations and approved by the College as an integral part of the College budget. The Board of Directors may, from time to time, submit proposals regarding budget items to be considered by the College in connection

with the Association's budget. The bookkeeping shall be handled by the Alumnae/i Office and the Business Office of the College.

Section 3. Fiscal Year. The fiscal year shall be concurrent with the fiscal year of the College.

Article XIII        **Amendments**

These Bylaws may be amended by a two-thirds voice vote at a regular meeting of the Board of Directors, with subsequent notice to the Association at a regular meeting of the same. Scribner's and similar errors may be amended by a majority vote of the Governance Committee.