



**ALUMNI ASSOCIATION
BY-LAWS**

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**BY-LAWS
OF
CENTRAL WASHINGTON UNIVERSITY ALUMNI ASSOCIATION**

October 23, 2015

ARTICLE 1. Background

1.1 Description of Entity. The Central Washington University Alumni Association (“**Association**”) was established in the State of Washington as a nonprofit corporation on June 10, 1999. The Association is recognized by the Internal Revenue Service as a tax-exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (“**Code**”). The Association is a separate entity from Central Washington University (“**CWU**”), but exists for the sole and exclusive benefit of CWU as a public charity and supporting organization described under Section 509(a)(3) of the Code. Contributions made to the Association are tax-deductible under Section 170(c)(2) of the Code. Furthermore, the Association is a public benefit not for profit corporation as described in Section 24.03.005(14) of the Revised Code of Washington (“**RCW**”).

1.2 Mission. The mission of the Association is to support the Central Washington University community through cultivation, engagement and development of its alumni and friends.

1.3 Vision Statement. To build a passionate Wildcat Nation.

1.4 Statement of Philosophy. We believe that Central Washington University should be a cooperative enterprise, a community of students, faculty, staff, and alumni, whom collectively and individually, all are responsible for developing, supporting, and sustaining the objectives of CWU.

We believe that our alumni comprise an integral and inseparable part of CWU and that all alumni have a continuing obligation to serve and support their alma mater.

We believe that our alumni can serve CWU by joining together in an organized association which can promote and focus support and service and that the concepts for developing the Association’s organizational policies should be determined by the alumni themselves.

We believe that it should be the function of Association to work with CWU to develop ways and means of alumni engagement, involvement and communication with their alma mater and to see that alumni are recognized as a respected and integral part of CWU.

1.5 Three Strategic Principles.

Connect = Outreach

Engage = Build Participation

Lead = Develop Leaders and Philanthropic Partners

ARTICLE 2. Membership

2.1 **Classes of Membership.** The membership of the C Association shall consist of three (3) classes of members, the first class to be designated "Regular," the second class to be designated "Active," and the third class to be designated "Friends."

2.2 **Regular Members.** The Regular membership of the Association shall consist of all graduates and former students of Central Washington University (formerly Washington State Normal School at Ellensburg, Central Washington College of Education, and Central Washington State College) (collectively referred to herein as "CWU"), provided that such former students have completed a minimum of forty-five (45) quarter credit hours at CWU.

2.3 **Active Members.** The Active membership of the Association shall consist of all Regular members whose dues for the current year have been paid.

2.4 **Friends.** Individuals who do not meet the qualifications for Active Members may join the Association as Friends. Friends shall enjoy all of the privileges of the Association except the right to vote, to receive written notice of meetings of the Active membership, and to hold office.

2.5 **Prior Lifetime Memberships.** Prior lifetime membership in the Association shall be honored, without additional charge to such members. The definition of prior lifetime membership is one that was purchased prior to June 30, 1980. Proof of prior lifetime membership shall be established in the records of the Association, or by the display of a lifetime membership card.

2.6 **Categories of Dues-Paying Membership.** The Board may, from time to time, establish additional categories of dues-paying memberships, based on the amount of annual dues paid by members. The rights, privileges, and benefits of each category of membership shall be established by the Board.

2.7 **Voting Rights.** The Association's members shall have no voting rights with respect to the management of the Association's business and affairs. The Board may, at its discretion, submit proposed action to the membership for its consideration and direction.

2.8 **Status of Membership.** Membership in the Association shall be personal to the member, shall not survive the death of any individual member, and may not be transferred by any means.

2.9 **Termination of Membership.** Membership in the Association may be terminated for any action by a member that is detrimental to the best interests of the Association, or for failure to actively support the Association's purposes. Removal shall require the affirmative vote of a majority of the directors in office.

ARTICLE 3. Meeting of Members

3.1 **Annual Meetings.** The annual meeting of the members shall be held each year at a suitable location in Ellensburg, WA the week of Homecoming in accordance with Section 3.3 below. At the Association's annual meeting, the Board shall report the Association's activities since the previous annual meeting to the membership. Other business shall be transacted as necessary.

3.2 Special Meetings. Special meetings of the membership may be held at any place and time, whenever called by the Executive Committee or Board of Directors.

3.3 Notice of Meetings. Written or printed notices stating the date, place and hour of the meeting, and, in case of a special meeting, the purpose for which the meeting is called, shall be announced not less than fourteen (14) nor more than fifty (50) days before the date of the meeting.

ARTICLE 4. Board of Directors

4.1 Powers and Qualifications. The business and affairs of the Association shall be managed by a Board of Directors. Directors shall be those Regular and Active members of the Association who, by their actions and stated intent, have indicated a strong desire to serve the Central Washington University community.

4.2 Number. The number of directors of the Association shall be not less than fifteen (15), nor more than thirty-one (31). The Board of Directors, by amendment of these Bylaws, may increase or decrease the number of directors, provided that no decrease in number shall have the effect of shortening the term of any incumbent.

4.3 Term.

a. Each director elected/appointed shall hold office for an initial term of not more than four (4) years, and may be re-elected/appointed for a succeeding term of four (4) years, by a majority vote of the Board.

b. Upon the completion of two (2) successive terms of four (4) years each, a director shall retire from the Board, and not be eligible for re-election/reappointment to the Board for a period of one (1) Year.

c. The foregoing notwithstanding, directors may be assigned terms greater or less than four (4) years in order to create a staggering of term expirations among the members of the Board of Directors. New directors filling an unexpired term shall serve for the remainder of such term. New directors not so assigned shall be assigned to the class currently serving a four year term.

d. A director elected to the office of Vice President/President Elect shall continue in office, and as a member of the Board, until such director has completed the continuing term of such office as President and Vice President/Immediate Past President and a director elected to the office of Secretary/Treasurer, shall continue in office and as a member of the Board, until the completion of the term of office for which elected.

4.4 Central Washington University Chapters and Recognized Alumni Groups. For the purposes of promoting the interests of the Association, it shall be the duty of the Board to promote and approve the establishment of Association chapters and other recognized alumni groups, following written policy approved and reviewed annually by the Board.

4.5 Vacancies. The Board of Directors shall have the power to fill any vacancy occurring in the Board. Nominations to fill vacancies shall be made by the Nominating Committee, whose recommendations shall be sent to the Board of Directors with the regular meeting announcement prior to the meeting when the election will occur. The Board shall carefully consider the recommendations of the Nominating Committee and may also entertain recommendations made by any Association member

or director. A two-thirds (2/3) vote of the directors present is required to approve new directors. A director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor.

4.6 Absent Directors. A record shall be kept by the Secretary of attendance of all directors at all meetings of the Board. Whenever any director shall have been absent for three (3) consecutive meetings or four (4) meetings non-consecutively, their position may be declared vacant by a two-thirds (2/3) vote of the Board present at a regular or special Board meeting. If the vacant director is an officer of the Board, the Board shall elect from its directors a director to complete the unexpired term of such office.

4.7 Removal. Any director may be removed from the Board for reasons of attendance or for other substantiated reasons. The Executive Director and the President of the Association, at the direction of the Executive Committee, shall contact a Board member in order to discuss concerns about attendance or other issues that might indicate neglect of duties or lack of involvement, if the concern involves the President of the Association then the President Elect will work in coordination with the Executive Director to address the concern. The Executive Director and President will report the outcome of this meeting or discussion to the Executive Committee. The Executive Committee then presents to the Board and recommends appropriate action. Final action will be at the discretion of the Board. Removal from the Board shall require a two-thirds (2/3) vote of the quorum present at any regular or special meeting of the Board.

ARTICLE 5. Meeting of Board of Directors

5.1 Annual Meeting. The annual meeting of the Board of Directors shall be held each year at a suitable location in Ellensburg, WA the week of Homecoming in accordance with Section 5.4 below.

5.2 Regular Meetings. In addition to the annual meeting, three (3) additional meetings shall be held each calendar year, one of which shall be the strategic planning retreat held in the summer, one during winter quarter and one in the spring quarter.

5.3 Special Meetings. Special meetings of the Board of Directors may be held at any place and time, whenever called by the President, Secretary and any three (3) directors. All actions and motions approved by special meeting must be ratified by the Executive Committee or the Board of Directors.

5.4 Notice of Meetings. Notice of the date, time and place of annual, regular and special meetings of the Board of Directors shall be given by the Secretary, or by the person or persons calling the meeting, by mail, personal communication over the telephone or otherwise, or electronic transmission not less than ten (10) or more than three hundred and sixty five (365) days prior to the date of the meeting. If notice is given by electronic transmission, such notice shall be deemed delivered on the date of transmission, provided the recipient director has consented, in the form of record, to receive electronically-transmitted notices. If notice is given by mail, such notice shall be deemed delivered when deposited in the U. S. mail. Attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where the director attends a meeting for the purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted nor the purpose of any meeting of the Board of Directors need be specified in the notice or any waiver of notice of such meeting.

5.5 Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business. The act of the majority of directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. At any Board meeting at which a quorum is present, any business may be transacted, and the Board may exercise all of its powers. A director who is present at such a meeting shall be presumed to have assented to the action taken at that meeting unless the director's dissent or abstention is entered in the minutes of the meeting or the director files his or her written dissent or abstention to such action with either the person acting as secretary of the meeting before the adjournment of the meeting or by registered mail to the Secretary of the Association immediately after the adjournment of the meeting.

5.6 Proxies. Voting by proxy is not allowed by directors under Washington law, therefore, no proxies shall be counted.

5.7 Meetings Held by Telephone or Similar Communications Equipment. Members of the Board of Directors or its committees may participate in a meeting of the Board or such committees by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

ARTICLE 6. Committees

6.1 Committees Generally. The use of committees by the Association is a necessary and effective way to efficiently discharge the business and affairs of the Association. Subject to the limitations, terms and conditions of this Article 6, the President, with the approval of the Board, may establish a number of committees depending on the purpose and the extent to which the Board delegates authority to the committees to act for or on behalf of the Association. The purposes, powers, and limitations of any committee of the Association, as well as membership, terms of office, and method of appointment, shall be clearly stated in these Bylaws or by Board resolution. The Association shall have two (2) types of committees: (i) standing committees which are permanent in nature to oversee operations, study specific areas of activity and the like, and may have limited authority to bind the Association or act on its behalf; and (ii) special committees which are temporary or ad hoc groups chartered for limited purposes and will generally not be empowered to bind the Association or act on its behalf. All committees shall act within the scope of their authority, exercise reasonable and appropriate discretion in carrying out their purposes, and make recommendations in the best interest of the Association and CWU. All minutes of committee meetings shall be submitted to the Board of Directors.

6.2 Board Committees. The Board of Directors may, by resolution, designate and appoint one or more Board or Executive Committees, each of which shall consist of two (2) or more directors. Such committees, to the extent provided in the resolution of the Board of Directors, shall have and exercise the authority of the Board of Directors in management of the Association. Provided, however, no committee shall have the authority to: (i) amend, alter or repeal these Bylaws; (ii) elect, appoint, or remove any member of any other committee, or any director or officer of the Association; (iii) amend the Articles of Incorporation of the Association; (iv) adopt a plan of merger or consolidation with another corporation; (v) authorize a sale, lease, or exchange of all or substantially all of the property and assets of the Association not in the ordinary course of business; (vi) authorize the voluntary dissolution of the Association; (vii) adopt a plan for distribution of the assets of the Association; (viii) amend, alter, or repeal any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by committee. The designation and appointment of any such committee,

and the delegations thereto of authority, shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed upon it, him or her by law.

6.3 Special Committees. Special committees may be created and dissolved by Board resolution for such special functions as circumstances warrant.

6.4 Standing Committees. Standing committees shall be committees accountable to the Board and shall be created and dissolved only by Board resolution. The standing committees of the Association are and shall be the Executive Committee, the Finance & Audit Committee, the Nominating Committee, the Scholarship Committee, and the Alumni Awards & Engagement Committee. The President shall appoint a chair for each standing committee from the Board of Directors.

6.5 The Executive Committee.

a. Membership. The Executive Committee shall be composed of the President, the Vice President/President Elect, the Immediate Past President, the Secretary, the Treasurer, and the Executive Director as an ex-officio and nonvoting member. The President may, in his or her discretion, call upon any other past Association president or any member of a standing committee or coordinator to serve temporarily in an advisory capacity on the Executive Committee. Only directors of the Association shall be eligible to serve as voting members of the Executive Committee.

b. Meetings. The Executive Committee shall meet quarterly and at such other times and places as determined by the President, for the purpose of discussing special Association matters and adopting recommendations to be made to the Board.

c. Powers and Responsibilities. During the intervals between meetings of the Board of Directors, the Executive Committee shall have the rights and powers of the full Board of Directors, except as otherwise provided in Section 6.2 above, and subject to such policies as may be adopted and such orders as may be issued by the Board of Directors. The Executive Committee is authorized to manage the affairs of the Association and to act for the Board in dealing with Association issues requiring decisions that cannot be postponed until the next regular meeting of the Board, and which do not, in the opinion of the Executive Committee, justify the calling of a special meeting of the Board. The authority herein granted includes, but is not limited to, the following:

- To review and approve contractual proposals and agreements that cannot be deferred to the next regular Board meeting, with any such actions to be referred to the Board at the next regular Board meeting.
- To have responsibility for emergency disbursement of Association funds.
- To provide a temporary replacement, until the next Board meeting, of any elected officer or standing committee member.

6.6 The Engagement & Alumni Awards Committee. The Engagement & Alumni Awards Committee is responsible for recommending programs and methods to increase the engagement of alumni with CWU and to increase the number of dues-paying members of the Association and is responsible for recommending the type of recognition to be granted by the Association and the individuals to receive the same.

6.7 The Nominating Committee. The Nominating Committee will propose new directors when vacancies occur or terms expire. In making its recommendations, the Committee will seek

nominees from a broad cross-section of class years, view point and geographic areas. The Committee shall consist of up to eight (8) individuals who are current or former Association directors. No more than half of such individuals shall have served on the Committee the previous year. The President shall serve as the chairperson of the Nominating Committee.

6.8 The Scholarship Committee. The Scholarship Committee is responsible for establishing criteria for Association scholarships, requesting funds for the program, expanding the program as needed, and helping in the selection of scholarship recipients.

6.9 The Finance and Audit Committee. The Finance and Audit committee shall meet quarterly in advance of the full Board meeting to review the Association's financial position and recommend such items to the Board as deemed necessary to manage the financial affairs of the Association. The Treasurer shall serve as a member of the committee.

ARTICLE 7. Actions by Written Consent

Any corporate action required or permitted by the Articles of Incorporation, or Bylaws, or by the laws of the State of Washington, to be taken at a meeting of the Board of Directors or the Executive Committee may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the directors entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote, and may be described as such.

ARTICLE 8. Waiver of Notice

Whenever any notice is required to be given to any member or director of the Association by the Articles of Incorporation or Bylaws, or by the laws of the State of Washington, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

ARTICLE 9. Officers

9.1 Procedure for Electing Officers. At the spring meeting of the Association, the President shall accept nominations for Board officer positions. At the summer strategic planning retreat, the Board will vote by secret ballot to elect new officers. The vote will be counted by the Secretary and the results will be announced at the meeting. The newly-elected officers will begin their terms at the following annual meeting of the Association, or as otherwise determined by the Board.

9.2 Officers Enumerated. The officers of the Association shall be a President, a Vice President/President Elect, Immediate Past President, a Secretary, a Treasurer, and such other officers and assistant officers as may be deemed necessary by the Board of Directors all of whom are members of the Board of Directors and each of whom shall serve a term of two (2) years, and shall serve until their successors are duly elected and qualified. In addition to the powers and duties specified below, the officers shall have such powers and perform such duties as the Board of Directors may request.

9.3 The President. The President shall preside at all meetings of the Board of Directors and of the Executive Committee. Specific duties of the President include:

- a. To serve as the principal officer of the Association.
- b. To act as the primary liaison agent between the Association, CWU, and the Board of Directors.

- c. To appoint committee chairs of all standing committees, subject to approval by the Board.
- d. To appoint temporary committees, as may be appropriate to carry out the Association's goals, subject to approval by the Board.
- e. To serve as an ex-officio member of all committees.
- f. To represent the Association as an ex-officio member of the Central Washington University Foundation Board.

9.4 The Vice President/President Elect. While not mandatory, it is the intention that primary consideration be given to committee chairs and committee members of the Board. The Vice President/President Elect will act in the absence or disability of the President, and in the event of the resignation or removal from office of the President, to succeed to that office for the remainder of the President's term. This person will automatically accede to the Presidency at the end of the second year of his or her term.

9.5 Immediate Past President. The President shall become the Immediate Past President at the end of his or her term as President. The duties of this position include, but are not limited to, serving as a member of the Executive Committee.

9.6 The Secretary. The Secretary shall act as secretary at the meetings of the Association, the Board of Directors, and the Executive Committee. Specific duties of the Secretary include:

- a. To keep a book of minutes at the principal office or such other place as the Board may order, of all meetings of the Board and Executive Committee, with the time and place of the meeting, whether regular or special, the notice thereof given, the names of the Board members present at the meeting and the proceedings thereof.
- b. To conduct and keep a file of correspondence relating to the Association.
- c. To sign and execute, with the president, all deeds, bonds, and financial instruments, in the name of the Association, to keep the corporate seal, and to affix the same to proper documents.
- d. To serve on the Nominating Committee. It shall be the duty of the Secretary to maintain a record of all elected and appointed Board members and their respective terms of office and to notify the other members of the Nominating Committee prior to nomination of those directors to replace those whose terms expire.
- e. To perform such other duties as may be prescribed by the President and/or the Board.
- f. Upon approval by the Board, to issue official charters and letters of recognition to officially recognized alumni groups.

A recording secretary may be designated to perform the duties of the Secretary set forth in paragraphs (a) and (b) above.

9.7 The Treasurer. The Treasurer, in conjunction with the Executive Director, shall have the care and custody of and be responsible for all funds and investments of the Association and shall cause to be kept regular books of account. The Treasurer shall cause to be deposited all funds and other valuable effects in the name of the Association in such depositories as may be designated by the Board of Directors or the Executive Director, and in general, shall perform all of the duties incident to the office of treasurer.

9.8 Vacancies. Vacancies in any office arising from any cause may be filled by the Board of Directors at any regular or special meeting

9.9 Salaries. The salaries of all officers and agents of the Association, if any, shall be fixed by the Board of Directors.

9.10 Removal. Any officer elected or appointed may be removed by the Board of Directors whenever in its judgment the best interests of the Association will be served thereby.

ARTICLE 10. Executive Director

10.1 Responsibilities. CWU's Director of Alumni Relations will serve as the Executive Director of the Association. The Executive Director shall be that individual appointed by CWU to administer all alumni programs and initiatives. The Executive Director shall have custody of all records of the Association and shall have responsibility for maintaining these records. It shall be the Executive Director's responsibility to serve as administrative officer in carrying out the policies of the Board and the Executive Committee, and to act as the Board's resource person.

10.2 Specific Duties:

- a. The Executive Director shall be a liaison officer between the Association and CWU.
- b. The Executive Director shall lend continuity and direction to the Association by proposing to the Board imaginative and aggressive programs in keeping with the long-range plans of the Association and CWU.
- c. The Executive Director shall be responsible for the execution of various projects of the Association assigned by the Board. These projects include, but are not limited to, the following:
 1. The regular publication of a periodical, currently identified as Central Connections.
 2. Management of the Association's office.
 3. Supervision of the Association's budget, including accounting and reporting of contributions to the Board.
 4. Serving as an ex-officio and nonvoting member of all committees.

ARTICLE 11. Administrative & Financial Provisions

11.1 Budget. The Association shall operate with an annual budget, which shall be prepared by the Executive Director, presented to the Finance Committee, and approved by the Board prior to the commencement of each fiscal year. The Executive Director may utilize Association funds in order to carry out approved projects and the objectives of the Association as budgeted. The Executive Director will provide semi-annual accounting of Association funds to the Board.

11.2 The Office of Alumni Relations. The Association shall have full budget and fiscal responsibility governing all Alumni funds; the Association funds shall not be confused with the operational budget of the Office of Alumni Relations. This budget is managed exclusively by the Senior Director of Alumni & Constituent Relations and is not under the auspices of the Association.

11.3 Annual Dues. The amount of dues may vary from year to year and will be set by the Board prior to the start of the next fiscal year. The amount of dues shall be the same as the preceding year unless the Board resolves to change such amount.

11.4 Fiscal Year. The last day of the fiscal year of the Association shall be June 30th.

11.5 Loans Prohibited. No loans shall be made by the Association to any officer or to any director.

11.6 Corporate Seal. The Board of Directors may provide for a corporate seal which shall have inscribed thereon the name of the Association, the year and state of incorporation and the words "corporate seal."

11.7 Books and Records. The Association shall keep at its registered office, its principal office in this state the following: current Articles and Bylaws; a record of members, including names, addresses and classes of membership, if any; correct and adequate records of accounts and finances; a record of officers' and directors' names and addresses; minutes of the proceedings of the members, if any, the Board, and any minutes which may be maintained by committees of the Board. Records may be written or electronic if capable of being converted to writing. The records shall be open at any reasonable time to inspection by any member of more than three (3) months' standing. Costs of inspecting or copying shall be borne by such member except for copies of Articles or Bylaws. Any such member must have a purpose for inspection reasonably related to membership interests. Use or sale of members' lists by such member if obtained by inspection is prohibited.

11.8 Amendment of Bylaws. These Bylaws may be altered, amended or repealed by a three-fourths (3/4) majority vote of a quorum of the Board of Directors at any regular or special meeting of the Board. If amendment is proposed at a special meeting, a minimum of ten (10) days' notice of the proposed change shall be given, in writing, to each Board member, prior to the meeting at which the proposal shall be voted upon.

11.9 Rules of Procedure. The rules of procedure at meetings of the membership and of the Board of Directors of the Association shall be the rules contained in Roberts' Rules of Order on Parliamentary Procedure, newly revised, so far as applicable and when not inconsistent with these Bylaws, the Articles of Incorporation or with any resolution of the Board of Directors.

11.10 Order of Business. The order of business to be observed in the conduct of meetings of the Board of Directors will normally be as follows:

- a. Call to order
- b. Minutes of previous meeting
- c. Financial report
- d. Reports of committees
- e. CWU report
- f. Executive Director report
- g. President report
- h. New business
- i. Future alumni meetings
- j. Adjournment

ARTICLE 12.
Affirmative Action

The Association subscribes to CWU's policies and practices that affirm and actively promote the rights of all individuals to equal opportunity in education and employment without regard to their race, color, religion, creed, national origin, sex, sexual orientation, age, marital status, disability or status as disabled or Vietnam era veterans.

ARTICLE 13. Conflict of Interest

Each member of the Board or a committee is responsible for disclosing instances where the member's involvement in an Association or CWU activity gives rise to an actual or apparent conflict of interest. A conflict of interest includes, without limitation, a situation where a director or committee member, or a related entity, has an interest that may lead such individual to act in a way that is incompatible with, or a breach of such individual's fiduciary duty of loyalty to the Association or CWU, or use their role as a director or committee member to achieve personal gain or benefit, or benefit to family, friends, associates or a related entity. In this instance, the director or committee member shall disclose any such relationship, and shall not be present at the Board or committee meeting where a discussion or vote on such matter occurs. Provided, however, the director or committee member may provide, at the Board's or a committee's request, pertinent information in order to assist the Board or committee.