BY-LAWS of the
CENTRAL WASHINGTON UNIVERSITY ALUMNI ASSOCIATION
(Revised October 2010)

STATEMENT OF PHILOSOPHY

We believe that Central Washington University should be a cooperative enterprise, a community of students, faculty, staff, and alumni. 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 their alma mater.

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

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

ARTICLE I

Membership

Section 1. Classes of Membership. The membership of the Central Washington University Alumni Association (referred to herein as the “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.”

Section 2. Inactive 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.

Section 3. Active Members. The active membership of the Association shall consist of all regular members whose dues for the current year have been paid.

Section 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.
Section 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.

Section 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.

Section 7. **Voting Rights.** The Association’s members shall have no voting rights with respect to its affairs. The board may, in its discretion, submit proposed action to the membership for approval.

Section 8. **Status of Membership.** Membership in the Association shall be personal, shall not survive the death of any individual member, and may not be transferred by any means.

Section 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 board of directors.

**ARTICLE II.**

**Meetings of Members**

Section 1. **Annual Meetings.** The annual meeting of the members shall be held each year at the registered office of the Association on the Sunday of CWU’s Homecoming weekend. 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.

Section 2. **Special Meetings.** Special meetings of the membership may be held at any place and time, whenever called by the Executive Committee.

Section 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 that fourteen (14) nor more than fifty (50) days before the date of the meeting.

Section 4. **Meetings Held by Telephone or Similar Communications Equipment.** Meetings of members may be conducted by conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time and participation by such means shall constitute presence in person at a meeting.

**ARTICLE III.**

**Board of Directors**
Section 1. **Powers and Qualifications.** The affairs of the Association shall be managed by a board of directors. Directors shall be those regular members of the Association who, by their actions and stated intent, have indicated a strong desire to serve CWU.

Section 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.

Section 3. **Term.**

a. Each Director elected/appointed shall hold office for an initial term of 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, such board member shall retire from the board, and not be eligible for re-election/reappointment to the board for a period of one (1) year.

c. Upon the adoption of this resolution, members of the board of directors shall be divided into four (4) classes, with the first class to serve a term of one (1) year; the second class to serve a term of two (2) years; and the third class to serve a term of three (3) years; and the fourth class to serve a term of four (4) years. New members filling an unexpired term shall serve for the remainder of such term. New members not so assigned shall be assigned to the class currently serving a four year term.

d. A board member elected to the office of Vice President/President Elect shall continue in office, and as a member of the board, until such member has completed the continuing term of such office as President and Vice President/Immediate Past President and a board member 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.

Section 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.

Section 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 board members 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.

Section 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.
Section 7. Removal. Any director may be removed from the board for reasons of attendance or for other substantiated reasons. The Executive Director, 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. The Executive Director will then report the outcome of this meeting or discussion to the board and suggest 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 IV.
Meetings of Board of Directors

Section 1. Annual Meeting. The annual meeting of the board of directors shall be held each year at the registered office of the Association on the Sunday of CWU’s Homecoming weekend.

Section 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 in January, and one in the spring.

Section 3. Special Meetings. Special meetings of the board of directors may be held at any place and time, whenever called by the President, Secretary or any three (3) directors.

Section 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, or by personal communication over the telephone or otherwise, not less than ten (10) nor more than fifty (50) days prior to the date of the meeting. 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.

Section 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.

Section 6. Proxies. No proxies shall be counted.

Section 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 and participation by such means shall constitute presence in person at a meeting.

ARTICLE V.

Committees of the Board of Directors

Section 1. Committees Generally. Subject to the limitations, terms and conditions of this Article V, the President, with the approval of the board, may create and dissolve committees. Membership on committees shall be drawn from the membership of the Association. The Association shall have two (2) classes of committees: temporary committees and standing committees. All committees shall consist of two (2) or more directors and shall have and exercise such authority of the board of directors in the management of the Association as may be specified herein or in the resolution creating the committee. No such committee, however, shall have the authority of the board of directors to amend, alter or repeal the Bylaws; elect, appoint or remove any member of any committee or any director or officer of the Association; amend the Articles of Incorporation; adopt a plan of merger or adopt a plan of consolidation with another association; authorize the voluntary dissolution of the Association or revoke proceedings therefore; adopt a plan for the distribution of the assets of the Association not in the ordinary course of business; or 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 such committee. The designation and appointment of any such committee and delegation of authority to it shall not operate to relieve the board of directors or any individual director of any responsibility imposed upon it, him or her by law. All committees shall act with discretion and shall not extend its authority beyond the scope of actions that are appropriate for such a committee. All minutes of committee meetings shall be submitted to the board.

Section 2. Temporary Committees. Temporary committees may be created and dissolved by board resolution for such special functions as circumstances warrant.

Section 3. 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 Engagement Committee, the Nominating Committee, the Scholarship Committee, and the Alumni Awards Committee. The President shall appoint a chair for each standing committee from the board.

Section 4. The Executive Committee.

a. Membership. The Executive Committee shall be composed of the President, the Vice President/President Elect, the Vice President/Immediate Past President, the Secretary, the Treasurer, and the Executive Director as an ex-officio 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.

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. The Executive Committee is authorized 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:

1. 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.

2. To have responsibility for emergency disbursement of Association funds.

3. To provide a temporary replacement, until the next board meeting, of any elected officer or standing committee member.

Section 5. The Engagement Committee. The Engagement 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.

Section 6. The Nominating Committee. The Nominating Committee will propose new officers and directors when vacancies occur or terms expire. In making its recommendations, the Committee will seek nominees from a broad cross-section of class years, viewpoint and geographic areas. The Committee shall consist of up to eight (8) individuals who are current or former Alumni 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.

Section 7. 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.

Section 8. The Alumni Awards Committee. The Alumni Awards Committee is responsible for recommending the type of recognition to be granted by the Association and the individuals to receive the same.

ARTICLE VI.

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 members or a meeting of the board of directors (or its committees) may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members or 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 VII.
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 VIII.

Officers

Section 1. Procedure for Electing Officers.

a. At the annual meeting of the Association, a director shall announce that written nominations for board officer positions will be accepted by the Nominating and Election Committee (the “Nominating Committee”) if mailed to the Secretary at the Association’s registered office. Written nominations will be accepted up to the spring board meeting.

b. The Nominating Committee shall prepare a slate of nominees for each open position from the nominations submitted pursuant to paragraph (a) above. If there are no nominations submitted for an open office, the Nominating Committee shall make one or more nominations for such position, for inclusion on the slate of nominees. The Nominating Committee shall not make nominations for any position for which nominations have been submitted pursuant to paragraph (a) above.

c. The nominees will be announced at the spring board meeting. A call for additional nominations will be made and any additional nominees will be added to the slate of candidates. The Nominating Committee will prepare ballots containing the names of all nominated directors.

d. At the 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 of directors.

Section 2. Officers Enumerated. The officers of the Association shall be a President, a Vice President/President Elect, a Vice President/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. Any two (2) or more offices may be held by the same person, except the offices of President and Secretary. In addition to the powers and duties specified below, the officers shall have such powers and perform such duties as the board of directors or as the Executive Director may request.

Section 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.

Section 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.

Section 5. The Vice President/Immediate Past President. The President shall become the Vice President/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 and as a member of the Executive Financial Planning Committee.

Section 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, contracts, and other obligations or instruments, in the name of the Association, to keep the corporate seal, and to affix the same to proper documents.

d. To chair the Nominating and Election 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 and Election 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.

Section 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.

Section 8. Vacancies. Vacancies in any office arising from any cause may be filled by the board of directors at any regular or special meeting.
Section 9. **Salaries.** The salaries of all officers and agents of the Association, if any, shall be fixed by the board of directors.

Section 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 IX.**

**Executive Director**

Section 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 Alumni programs. 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.

Section 2. **Specific Duties:**
- The Executive Director shall be a liaison officer between the Association and CWU.
- 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.
- 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 member of all committees.

**ARTICLE X.**

**Administrative and Financial Provisions**

Section 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 Alumni 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 Alumni funds to the board.

Section 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 Director of Alumni Relations and is not under the auspices of the Association.
Section 3. **Annual Dues.** The amount of dues may vary from year to year, but dues shall be the same for all members of the same category. The amount of dues shall be the same as the preceding year unless the board resolves to change such amount.

Section 4. **Fiscal Year.** The last day of the fiscal year of the Association shall be December 31st.

Section 5. **Loans Prohibited.** No loans shall be made by the Association to any officer or to any director.

Section 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.”

Section 7. **Books and Records.** The Association shall keep at its registered office, its principal office in this state, or at its Secretary’s office if 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.

Section 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.

Section 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.

Section 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 XI.

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.