

AUGSBURG COLLEGE ALUMNI ASSOCIATION BY-LAWS

ARTICLE I: OFFICE.

The mailing address for the Association shall be the Augsburg College Alumni Relations Office.

ARTICLE II: DIRECTORS.

Section 1. Qualifications. Directors must be regular or honorary members of the Association.

Section 2. Authority. The Directors of this Association shall be charged with the general management of its affairs, and shall elect all officers.

In addition to the powers and authorities expressly conferred upon it by these By-Laws, the Board of Directors may exercise all of the powers of the Association and do all lawful acts and things as are not by statute, or by its Constitution, or by these By-Laws directed or required to be exercised or done by the Members.

Section 3. Numbers and Elections. Subject to the limits set forth in the Constitution, the number of Directors shall be set by resolution of the Board of Directors. The members of the Board of Directors shall be elected by the Directors. The election shall occur at the regularly scheduled meeting prior to the annual meeting with these newly elected members starting their terms at the point identified in the agenda of the annual meeting or at the conclusion of the annual meeting. In case of failure to elect Directors at any annual meeting, the Directors may be elected at any other meeting of the Directors provided that notice of such election is included with notice of the meeting with these newly elected members starting their terms as specified by the motion to elect them. Individual members of the Board of Directors can be removed with or without cause by a two-thirds (2/3) majority vote of the Board of Directors.

Section 4. Terms. Directors shall be elected for a term of three (3) years and may be reelected for one continuous term of three (3) years. Terms of Directors shall commence upon election. A Director who is not eligible for reelection, may be elected again after at least one (1) year subsequent to the expiration of the most recent term served. A term of less than one and one-half (1 ½) years shall be not considered to have been a full three (3) year term in determining eligibility for reelection. Elected officers will be able to serve past these two three-year term limits until completion of the elected term.

Section 5. Vacancies. A vacancy on the Board may be filled by appointment from the Board Effectiveness Committee before the next scheduled meeting of the Board following occurrence of the vacancy. A motion to ratify the action of the Board Effectiveness Committee shall be introduced by a member of the Board Effectiveness Committee or the presiding Officer at the next

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Board meeting. If the motion fails, the appointment will be withdrawn and the Board may elect to fill the vacancy.

Section 6. Meetings. Regular meetings of the Board shall be held at least quarterly. Special meetings of the Board may be called by the President, or shall be called by the President or President-Elect upon a written request of at least (4) Directors of the Board. All meetings are open to Association members.

Section 7. Quorum. A simple majority of the members of the Board then in office shall constitute a quorum. If a quorum is not present at any meetings, the Director or Directors present may adjourn the meeting to another date and/or time without notice other than announcement at the meeting. At any meeting at which a quorum is present, the vote of a majority of those present shall be required to authorize any action and to adopt any resolution.

Section 8. Notice of meetings. Notice of a regular or special meeting of the Board shall be communicated to the Directors not less than forty-eight (48) hours or more than thirty (30) days before such meeting. Such notice shall state the time and place of such meeting and shall include an agenda of the business to be transacted.

Section 9. Place of Meeting. The Board of Directors shall hold its regular meetings at Augsburg College.

Section 10. Meeting Without Notice. Any Director may, in writing, either before or after the meeting, waive notice thereof, and without notice, any Director by attendance at and participation in the action taken at any meeting of the Board of Directors shall be deemed to have waived notice thereof. Whenever all the Directors of this Association shall be present and consent to or participate in a meeting, all business transacted thereat shall be legal and valid in all respects as if such meeting had been regularly called and noticed.

Section 11. Consent to Action. Any action which might be taken at a meeting of the Board of Directors may be taken without a meeting, if taken by written action signed by all of the Directors. Such action shall be effective when all of the Directors have affixed their signatures, unless a different effective date is provided therein.

Section 12. Presumption of Assent. A Director who is present at a meeting of the Board of Directors at which action on any Association matter is taken shall be presumed to have assented to the action taken, unless their dissent shall be entered in the minutes of the meeting or unless a Director shall file their written dissent to such action with the person acting as the Secretary of the meeting before its adjournment, or shall forward such dissent by mail to the Association immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

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Section 13. Compensation of Directors. Directors are not compensated. It shall be lawful for the Board to allow to each Director their expenses for attendance at meetings of the Board.

Section 14. Indemnification of Directors and Officers. Each Director and Officer of the Association, whether or not then in office, shall be indemnified by the Association against reasonable costs and expenses (including attorney's fees) they shall incur in connection with any action, suit or proceeding to which they may be a party by reason of their being or having been Director or Officer of the Association, except matters where the Director or Officer shall finally be adjudged or have entered their consent in such action, suit or proceeding to have been derelict in the performance of their duties as such Director or Officer; and the foregoing right of indemnification shall not be exclusive of other rights to which they shall be entitled as a matter of law.

Section 15. Meeting by Conference Communication. Except as may be otherwise restricted by the Constitution, members of the Board of Directors or any committee designated thereby may participate in a meeting of such board or committee by means of a conference telephone or similar communication equipment so that 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 III: COMMITTEES

Section 1. Board Effectiveness Committee. The Board Effectiveness Committee shall consist of the officers of the Association plus the Chairs of the Other Committees. This committee shall have the power to conduct necessary business of the Association between regular meetings of the Board, with all action subject to ratification by the Board at its next regularly scheduled meeting.

Section 2. Nomination of New Board Members. The Board Effectiveness Committee shall nominate one member of the Association for every vacancy on the board. Additional members of the Association may be nominated for the Board by a written petition of twenty-five (25) or more members of the Association. Such written petition must be filed in the Augsburg College Alumni Relations Office by a date determined annually by the Board Effectiveness Committee.

- a. Each nominee shall be advised by the Board of their nomination and will be asked to signify willingness to serve on the Board. Failure to signify such willingness by the date set by the Board Effectiveness Committee will invalidate the nomination and require that another candidate be nominated.
- b. In selecting nominees for election to the Board, the Board Effectiveness Committee shall make reasonable efforts to ensure that the board will be well represented in regards to class years, colleges (e.g. day school, WEC, graduate programs), community diversity and experiences. The Board Effectiveness Committee shall also select candidates without regard to race, color, religion, national origin, gender, sexual preference, age or disability..

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Section 3. Other Committees. The Board may appoint such other committees as it from time to time deems appropriate to successfully achieve its goals and objectives. At least one (1) member of such committees shall also be a member of the Board. The Chair of the Committee shall also be a member of the Board. Other members from within the Association may be invited to serve on such other committees at the discretion of the committee chairperson. All such committees should have a clearly stated purpose and provision for dissolution upon completion of such stated purpose. Each committee will have a liaison to the Board Effectiveness Committee who will be an Officer of the association.

ARTICLE IV: OFFICERS.

Section 1. Election. Officers of the Association are identified in the Constitution. Each Officer shall be elected by the Board at the regularly scheduled meeting prior to the annual meeting. Officers will take office during the annual meeting as specified in the agenda of the annual meeting.

Section 2. Terms. Officers must be willing to serve one year terms for the positions of Secretary and Treasurer. The terms of President-elect, President and Past President are a series of one year terms taken together as one three year term.

Section 3. Vacancies. A vacant office shall be filled by majority vote of the Board at the next scheduled meeting of the Board following the vacancy.

Section 4. Removal and Replacement. Any Officer may be removed at any time by a two-thirds (2/3) majority of the Directors, with or without cause. In case of death, disqualification, absence of or inability to act of any Officer of the Association, or for any reason that the Board may deem sufficient, the Board may delegate certain of or all the powers and duties of such Officer to any other Officer or Director.

Section 5. President. The President shall preside at all meetings of the Board, of the executive committee and of the Association. The President shall have the power to call special meetings of the Board and to perform all other duties appropriate to such office. The President shall be an ex-officio member of all committees of the Board. The President shall ensure the duties of any vacant office are fulfilled until the next scheduled meeting of the Board.

Section 6. President-elect. The President-elect shall perform the duties of the President in event of the absence or incapacity of the President, and shall discharge other duties appropriate to such office.

Section 7. Past President. The Past President will serve as advisor and supporter to the Board Effectiveness Committee.

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Section 8. Secretary. The Secretary shall attend all meetings of the Board of Directors and shall supervise the recording of all votes and the keeping of minutes of all proceedings of the Board Directors in a book to be kept for that purpose. The Secretary shall supervise the giving of notice of all meetings of the Board of Directors, and shall perform such other duties as may from time to time be prescribed by the Board of Directors, or by the President under whose supervision the Secretary shall be.

Section 9. Treasurer. The Treasurer shall be the Chief Financial Officer of the Association and shall keep or supervise the keeping of full and accurate accounts of receipts and disbursements in books belonging to the Association, and shall deposit all monies, securities, and other valuable effects of the Association in such depositories as may be designated from time to time by the Board of Directors.

Section 10. Compensation. Officers will not be compensated.

ARTICLE V: AMENDMENT OF BY-LAWS.

The Board of Directors shall have the power to amend, alter or repeal these By-Laws and to adopt new By-Laws, from time to time, by affirmative vote of a majority of the whole Board as then constituted.

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**AUGSBURG COLLEGE ALUMNI ASSOCIATION
BY-LAWS**

CERTIFICATE OF ADOPTION OF BY-LAWS

The undersigned, being the Secretary of the Augsburg College Alumni Association, does hereby certify that the foregoing By-Laws were adopted by an action of the Board of Directors, and that I hereby subscribe my name to the Certificate of Adoption of said By-Laws.

Dated this _____ day of _____, 20____.

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