

These Amended and Restated Bylaws shall become effective on April 26, 2024.

**AMENDED AND RESTATED
BYLAWS
OF THE
ALUMNI ASSOCIATION
AND THE
ALUMNI BOARD
OF THE
COLLEGE OF WOOSTER**

Article I – Definitions

1. “Alumni Association” - An Ohio unincorporated non-profit association that includes all Alumni, parents of Alumni, and recipients of honorary degrees from The College of Wooster.
2. “The College of Wooster” or the “College” - Organized as an Ohio non-profit corporation, the College is a private liberal arts college consisting of a community of “Independent Minds, Working Together” to prepare students to become leaders of character and influence in an interdependent global community. The College engages motivated students in a rigorous and dynamic liberal education. Mentored by a faculty nationally recognized for excellence in teaching, the College’s graduates are creative and independent thinkers with exceptional abilities to ask important questions, research complex issues, solve problems, and communicate new knowledge and insight.
3. “Alum” or “Alumni” - An individual or group of individuals who have attended the College for one or more quarters or semesters, and has passed the date of intended graduation.
4. “Alumni Board” - A non-fiduciary, advisory organization consisting of Alumni who provide support to the Alumni Association in the accomplishment of its purposes, provides guidance to the College with regard to the administration of the Alumni Association, and confers with and supports the College’s advancement, development, and engagement functions.
5. “President of the Alumni Association” or “President” - An Alum elected by the Alumni Board and the Board of Trustees of the College to serve as the leader of the Alumni Association, the leader and voting member of the Alumni Board, as well as an Alumni Trustee. The President is selected for their demonstrated leadership and desire to guide Alumni Board in setting and achieving goals in support of the College’s engagement mission.
6. “Alumni Trustee(s)” - The President and certain other members of the Alumni Board who have been elected to contemporaneously serve as members of the College’s Board of Trustees in accordance with the College’s Governance Instruments.
7. “College’s Governance Instruments” - The College’s Articles of Incorporation, as well as its other governance policies and procedures.
8. “Emeritus Alumni Board Member” – A former member of the Alumni Board who faithfully completed their Term of Service and remain in good standing with the College, with the collective group of Emeritus Alumni Board Members being known as “Alumni Board Emeriti”.
9. “Holdover Board Member(s)” - Any members of the Alumni Board who have completed a full Term of Service and are elected to continue membership on the Alumni Board for an additional Term of Service.

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10. “Presiding Board Member” - The member of the Alumni Board selected by the President to preside over all meetings of the Alumni Board in the absence of the President.

11. “President-Elect” - The Alum elected to succeed the President following the completion of the current President’s Term of Service.

Article II – Alumni Association Purpose

The purpose of the Alumni Association is to: (1) communicate to the constituents of the College the sentiments of the alumni on matters affecting the College; (2) encourage support for the College; and (3) assist the College to strengthen and grow its academic, cultural, administrative, extra-curricular and spiritual life.

Article III - Alumni Board Purpose

The purpose of the Alumni Board is to: (1) serve as a liaison between the Alumni Association and the College (including trustees, faculty, students and administration), including communicating sentiments of the Alumni on matters affecting the College; (2) foster fellowship among the Alumni Association by providing opportunities for alumni gatherings, service, and education; (3) provide guidance to the leadership of the College in the areas of Alumni, parent, and friend engagement; (4) develop a vibrant community of Alumni volunteers, active and informed participants, and strong advocates and supporters of the College; (5) assist in the engagement of current and future philanthropic and volunteer leaders who, in turn, will provide resources and guidance to the College; and, (6) advise the [Vice President for Advancement], the [Assistant Vice President of Alumni and Family Engagement], and other College officials on programs, activities, and outreach related to Alumni and other stakeholders.

Article IV – Alumni Board Membership

1. **Qualifications.** Any Alumni in good standing, who is not a current employee of the College, is eligible for membership on the Alumni Board or as an Alumni Trustee. Notwithstanding, the members of the Alumni Board and the Alumni Trustees should represent a diverse and inclusive spectrum of the Alumni, in consideration of, but not limited to, factors such as: age, race, color, sex/gender, gender identity, gender expression, political affiliation, religion, creed, ethnicity, national origin (including ancestry), citizenship status, professional or volunteer experience, geography, and evidence of support of the mission and goals of the College. Additionally, Alumni Board members should be inclusive of our global alumni community. The Alumni Board encourages virtual participation for those whom visits to the College are not convenient. Alumni Board members and Alumni Trustees should be selected for their demonstrated leadership capabilities, support for the College, ability to build effective partnerships between the College and its stakeholders, as well as willingness to commit time, talent, and philanthropy toward mission critical work of the College.

2. **Duties.** Members of the Alumni Board and Alumni Trustees are expected to:

a. Attend meetings of the Alumni Board, either in-person or virtually, including attendance at least four Alumni Board meetings during the member’s Term of Service.

b. Participate in at least one Alumni Board committee during the member’s Term of Service.

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c. Support the mission and goals of the College and become aware of events, developments, and issues associated with the College so they can competently discuss the College's objectives with alumni, family, friends, colleagues, applicants, and other stakeholders.

d. Actively serve as ambassadors for the College and to refer others to become involved with, or apply to, the College.

e. Support the College with an annual Wooster Fund gift at a level of personal significance, and to identify and encourage others to support the College.

3. Membership.

a. Members of the Alumni Board shall consist of no more than twenty-five (25) Alumni with full voting privileges, which shall consist of:

- i. President of the Alumni Association;
- ii. President-Elect of the Alumni Association;
- iii. All Alumni Trustees;
- ii. All members of the Alumni Board; and,
- iii. All Holdover Board Members, if any.

b. The Assistant Vice President of Alumni & Family shall be a permanent, non-voting member of the Alumni Board, and further provided that said individual is not required to be an Alumni of the College.

c. Non-member representatives to the Alumni Board, who may, in the discretion of the President, be invited from time to time to attend in-person or conference telephone/video meetings of the Alumni Board or committees thereof, but without voting rights, include:

- i. Faculty. Up to two (2) members of the teaching faculty selected by the faculty governance process and appointed by Committee on Committees as faculty representatives. Faculty representatives shall serve at the pleasure of the faculty, but for not more than three consecutive years.
- ii. Affinity Groups. Representatives of the Alumni affinity groups such as (without limitation) parents, the W Association, the Black Alumni Council, Going True (Wooster LGBTQ+ Alumni), Legal Alumni of Wooster, and Greek alumni, and others (as appropriate).
- iii. Student Leaders. Up to two (2) student leaders interested in the activities of the Alumni Association selected as determined from time to time by the President.
- iv. Alumni Board Emeriti. Emeritus Alumni Board members who actively serve the College on Alumni Board committees or otherwise (without voting rights).

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4. Term of Service.

- a. The President's Term of Service shall be three (3) years.
- b. The President-Elect's Term of Service shall be one (1) year concurrent with the last year of the Term of Service of the President.
- c. Each Alumni Trustee's Term of Service shall be three (3) years, provided that each Alumni Trustee may be re-nominated by the Nominating Committee and re-elected by the Alumni Board for a second full three (3) year Term of Service.
- d. All other members of the Alumni Board shall serve a Term of Service of three (3) years, provided that the term of service may be extended as a Holdover Board Member as more fully set forth herein.
- e. All Terms of Service begin on July 1st of the year of appointment and terminate on June 30th of the last year of said Term of Service.

5. Holdover Board Member(s). In exceptional circumstances, the President and Chair of the Nominating Committee, taking into account (among other factors) the overall size of the Alumni Board, the current work being performed by the Holdover Board Member candidate, and other factors, and with the consent of the affected Board member, may re-nominate a sitting Board member for re-election to the Board for one (1) additional term of up to three (3) years. Should a vacancy occur for any Holdover Board Member, no replacement shall be virtue of such vacancy.

6. Re-Election to Alumni Board. Except for Alumni Board Emeriti elected to be Alumni Trustees, no former member of the Alumni Board may be re-elected to the Alumni Board following their Term of Service.

7. Vacancy. Should a vacancy occur in any position for any reason (including resignation or disability as determined by the President), except for a non-Holdover Board Member, the President may appoint a person to fill the unexpired Term of Service.

8. Term Limits. Notwithstanding anything in these Bylaws to the contrary, no Alum shall serve more than twelve (12) years, in aggregate, as an Alumni Board member in any capacity hereunder. In addition to any term limit restrictions contained in these Bylaws, the terms of service for all Alumni Trustees and the President (in the capacity as an Alumni Trustee) are further limited by any term limits for the College's Board of Trustees in accordance with the College's Governance Instruments.

Article V – Alumni Trustees

1. There shall be six (6) Alumni Trustees elected by the Alumni Board to membership on the College's Board of Trustees, whom shall be elected in ordinary course of vacancies and renewal terms, in accordance with the College's Governance Instruments.

2. The election and re-election of Alumni Trustees shall be expressly subject and subordinate to all of the College's Governance Instruments related to the selection of members of its governing body, including Alumni Trustees. In the event of any conflict between these Bylaws and the College's Governance Instruments shall control.

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3. The Alumni Trustees shall be responsible for presenting to the College's Board of Trustees such matters as the Alumni Board may direct.

4. Alumni Trustees shall serve as active members of the Alumni Board.

Article VI – Officers

1. Officers. There shall be a President and President-Elect.

2. President of the Alumni Association. The President:

- a. provides oversight and leadership to the Alumni Board;
- b. actively engages with the College's Alumni, Family Engagement, and Development staff to develop and provide guidance to members of the Alumni Board, the Alumni Association and leadership of the College, in the areas of Alumni, parent and friend engagement, to build a vibrant community of volunteers, active and informed participants, and strong advocates and supporters to guide the College into its future;
- c. presides at all meetings of the Alumni Board, and is an ex-officio member of all committees of the Alumni Board;
- d. serves as an Alumni Trustee on the College's Board of Trustees;
- e. works closely with the College's Vice President for Advancement and the Assistant Vice President of Alumni & Family Engagement and,
 - d. in conjunction with the Assistant Vice President of Alumni & Family Engagement, establishes objectives for the Alumni Board's semi-annual regular meetings.

3. Nominations of President and President-Elect.

- a. The President-Elect shall be nominated by the Nominating Committee of the Alumni Board and elected by the Alumni Board. The President-Elect shall succeed to the office of President.
- b. If a vacancy occurs in the office of President for any reason, the President-Elect shall assume the office for the unexpired term. Should there be simultaneous vacancies in both offices, the Alumni Board shall elect a President to fill the unexpired term and a new President-Elect shall be elected at the next annual election pursuant to this Article VI.

Article VII – Nomination and Election of Alumni Board Members and Trustees

1. The Nominating Committee shall present a slate of candidates for all vacancies and re-nominations for Alumni Trustees, Alumni Board members, President, and President-Elect. Alternates will also be selected in the event a primary nominee declines nomination.

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2. Following the development of a proposed slate of candidates the Vice President for Advancement or Assistant Vice President of Alumni & Family Engagement will contact each person selected to confirm his or her willingness to commit time and effort to the position and to collect background information on the potential nominee. Additionally, following the development of a proposed slate of candidates for election or re-election for the offices of Alumni Trustee, President, and President Elect, the Vice President for Advancement or Assistant Vice President of Alumni & Family Engagement will consult with the College's Board of Trustees regarding such candidates and promptly notify the Nominating Committee of any candidates that are or are not acceptable to the College's Board of Trustees for such positions.

3. At the spring meeting of the Alumni Board, the final slate will be presented to the full Alumni Board by the Nominating Committee for approval.

Article VIII – Meetings of Alumni Board and Committees

1. Regular Meetings. Regular meetings of the Alumni Board or any committee thereof may be held at such dates, times, places, and for such purposes as may be determined by the President, in the instance of the Alumni Board, or the committee chair or co-chairs in the instance of any committee, and publicized to the Alumni Board or the respective committee.

2. Special Meetings. Subject to reasonable notice, special meetings of the Alumni Board or any committee thereof may be held at such dates, times, places, and for such purposes as may be determined by the President, in the instance of the Alumni Board, or the committee chair or co-chairs in the instance of any committee, and publicized to the Alumni Board or the respective committee.

3. Notice. Notice of all meetings shall be made at least three days by electronic mail to the Alumni Board or the members of the respective committee, as applicable. Any such notice may be waived by any member of the Alumni Board or committee, as applicable.

4. Meetings via Communication Equipment. Any action required to be taken at a Alumni Board or any committee meeting may be taken at a meeting held by means of conference telephone or other communications equipment by means of which all persons participating in the meeting can participate and communicate with each other. Participation in such a meeting shall constitute presence in person at such meeting. A meeting via communications equipment constitutes a legitimate meeting and follows the same rules as meetings in person.

5. Quorum. At all meetings of the Alumni Board or any committee thereof, a majority of the total number of voting members shall constitute a quorum for the transaction of business, and the act of a majority of the voting members present at any meeting at which there is a quorum shall be the act of the Alumni Board or the respective committee. If a quorum shall not be present at any meeting, the members present thereat may adjourn the meeting from time to time without notice other than announcement at the meeting until a quorum shall be present.

6. Compensation. The College shall not pay any compensation to members of the Alumni Board or any committee thereof for services rendered to the College, except that members may under appropriate circumstances be reimbursed for pre-approved expenses incurred in the performance of their duties to the College, in reasonable amounts as approved by the Assistant Vice President of Alumni & Family Engagement or their nominee.

7. Action of Alumni Board and Committees Without a Meeting. Any action required or permitted to be taken at any meeting of the Alumni Board or of any committee thereof may be taken without

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a meeting if all voting members of the Alumni Board or the committee, as the case may be, consent thereto in writing and the writing or writings are filed with the minutes of proceedings of the Alumni Board or the committee.

8. Presiding Board Member. In the absence of the President, the Presiding Board Member shall preside at all meetings of the Alumni Board and shall undertake such other actions on behalf of the President as the President may request from time to time. Nothing herein precludes the President from selecting the President-Elect as the Presiding Board Member.

Article IX – Committees

1. Standing Committees. The “Standing Committees” of the Alumni Board shall include Nominating, Distinguished Alumni Awards, Alumni Engagement, each of which shall have at least three (3) members who shall be appointed by and serve at the discretion of the President.

2. Designation of Additional Committees. In addition to the Standing Committees, the President may designate one or more other committees from time to time, each of which shall have at least three (3) members who shall be appointed by and serve at the discretion of the President.

3. Committee Service by Emeritus Members of the Alumni Board. To the extent the President appoints Emeritus Alumni Board Member to any committee of the Alumni Board, such Emeritus Alumni Board Member shall be invited to attend and participate in committee meetings and receive all materials made available to other committee members, but without voting rights.

4. Removal of Committee Members. The President may, at any time, remove any member of any committee with or without cause and may designate one or more current Alumni Board member or Emeritus Alumni Board Member as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee.

5. Committee Chairs and Secretary Function. The President shall appoint a chair or co-chairs of each committee of the Alumni Board. In the event the President has not appointed a chair, or in the absence of the appointed chairs, the committee shall appoint one of its own members as chair, who shall preside at all meetings until the vacancy is filled. The chair or co-chairs of the committee, or the committee itself, may also appoint a secretary (who need not be a member of the Alumni Board), who shall take the minutes of committee meetings for delivery to the Alumni Board and hold office at the pleasure of the committee.

Article X - Miscellaneous

1. Facsimiles and Electronic Communications. Any copy, facsimile or other electronic communications or other reliable reproduction of a writing, transmission or signature may be substituted or used in lieu of the original writing, transmission or signature for any and all purposes for which the original writing, transmission or signature could be used, provided that such copy, facsimile or other electronic/digital telecommunication or other reproduction shall be a complete reproduction of the entire original writing, transmission or signature, as the case may be.

2. Amendment of Bylaws. These bylaws may be changed, altered, amended or repealed, and new bylaws made, by the Alumni Board by the affirmative vote of at least a majority of the voting members of the entire Alumni Board.

Article XI – Effective Date

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