

BYLAWS  
OF  
THE NORTHERN ILLINOIS UNIVERSITY ALUMNI ASSOCIATION  
(AN ILLINOIS NOT-FOR-PROFIT ORGANIZATION)

ADOPTED AS OF JUNE 7, 2008

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BYLAWS OF THE  
NORTHERN ILLINOIS UNIVERSITY  
ALUMNI ASSOCIATION

ARTICLE I. – NAME AND OFFICE

The name of this organization shall be the Northern Illinois University Alumni Association. (Hereinafter referred to as the “Association” or the “Alumni Association”). The Association shall have and continuously maintain in the State of Illinois a registered office and registered agent whose office is identical with such registered office.

ARTICLE II. – PURPOSE AND MISSION

The purpose of the Association shall be exclusively educational and charitable. It shall establish mutually beneficial relations between the University and its alumni and promote the interests of Northern Illinois University. The Association has a mission to build long term relationships with NIU alumni and friends by communicating the message of excellence and creating opportunities for alumni and friends of the University to interact with the University community.

ARTICLE III. - DISSOLUTION

Upon the dissolution of the Association and after paying or making provisions for the payment of all liabilities and obligations of the Association, the Board of Directors shall, pursuant to a plan of dissolution, distribute the Association’s assets to such organization or organizations organized and operated exclusively for charitable, educational, or scientific purposes, as shall at such time qualify as exempt organization(s) under Section 501(c)(3) of the Code, as the Board of Directors shall determine.

ARTICLE IV. - MEMBERSHIP

Section 1.     Types of Membership

- A.     General Membership: All persons who have either attended four or more semesters at NIU or who have received a degree from NIU.
- B.     Honorary Membership: The Board of Directors may confer Honorary Membership to those friends and benefactors of NIU whose services they may desire to recognize.
- C.     Dues Paying Membership: All persons who have paid annual dues, subject to Article IV. Section 3, to the Association whether they have received a degree from NIU or not.

Section 2. Privileges of Membership

- A. General Membership: All members shall be entitled to attend regular meetings of the Association but are not eligible to vote with respect to the Alumni Association Board of Directors, hold elected office or chair committees.
- B. Honorary Membership: All members shall be entitled to attend regular meetings of the Association but are not eligible to vote with respect to the Alumni Association Board of Directors, hold elected office or chair committees.
- C. Dues Paying Membership: All members shall be entitled to attend regular meetings of the Association but are not eligible to vote with respect to the Alumni Association Board of Directors. All members shall be entitled to the specific benefits and services offered to dues paying members in accordance with the two levels of dues paying membership – Cardinal & Black, and Legacy.

Section 3. Suspension of Membership

Dues Paying Membership: Any member who has not paid annual dues and those dues are 90 days past due will lose dues paying membership privileges and become a general member until annual dues are paid. Any member shall be suspended for willful infractions of the Bylaws of the Association, or for acts or conduct that the Executive Committee may deem disorderly, injurious or hostile to the Association or to the best interests or the objectives of the Association or its members.

ARTICLE V. - BOARD OF DIRECTORS

Section 1. Board of Directors

- A. Composition of Board of Directors, in addition to ex-officio members: The Board of Directors shall consist of up to twenty-nine (29) voting members, the Officers (President, two (2) Vice Presidents, Treasurer and Immediate Past President), 23 Directors and one high-ranking Northern Illinois University (NIU) administrator. A high-ranking NIU administrator shall be appointed by the Executive Committee as a voting member of the Board of Directors in order to comply with self-audit requirements of the State of Illinois. The Executive Director of the Association shall be an Ex-Officio, non-voting member of the Board of Directors and shall serve as the Secretary of the Association.

Chairs of Alumni Association approved Affinity/Special Interest Groups shall be non-voting, ex-officio members of the Board.

- B. Eligibility of Directors: Only NIU degree granted dues paying members of the Association are eligible for election as Directors.
- C. Nomination and Election Process of Directors: The Nominating Committee shall present a slate of candidates for the Board of Directors to the current Board of Directors for approval. Directors shall be elected at the Annual Meeting. Directors may present additional nominations at or prior to the Annual Meeting. The Nominating Committee shall oversee the election process. Those candidates receiving the highest number of votes shall be declared the winners. Tie votes shall be decided by a run-off ballot, which shall be distributed to all current Directors present at the Annual Meeting. All previously arranged audio and/or video conference voting for the Annual Meeting will be accepted.
- D. Terms of Office of Directors: Directors shall serve for a three (3) year term or until their successors take office. Directors shall not serve for more than two (2) consecutive terms. The term of office shall begin on the first day of the new fiscal year immediately following the Annual Meeting at which the Director is elected.
- E. Conflict of Interest Statement: All Board members shall be required to read and sign the Conflict of Interest Policy adopted by the Board on March 3, 2007. No Board member shall use his or her position, or the knowledge gained therefrom, in such a manner that a conflict between the interest of the NIU Alumni Association or any of its affiliates and his or her personal interests arises. A conflict of interest shall be defined as an actual or perceived interest by a Board member or a member's relative or friend, in an action that results in, or has the appearance of resulting in, personal, organizational, or professional gain.

Section 2. Powers of Directors

- A. To conduct, manage and control the affairs and business of the Association.
- B. To employ an Executive Director who shall serve as administrator of the Association under the direction of the Board of Directors and to employ such other personnel as the Board deems necessary.
- C. To have authority to charter Alumni Chapters, Clubs, Special Interest Groups or Affinity Groups as hereinafter described in Article VIII for

cooperation with the Association in accordance with regulations adopted by the Board of Directors.

- D. To conduct an annual audit.
- E. To make rules and regulations consistent with the applicable Law, the Articles of Incorporation and/or the Bylaws.

Section 3. Quorum

A majority of the voting members of the Board of Directors present or by audio- and/or videoconferencing shall constitute a quorum except that for removal of an Officer or Director, three-fourths (3/4) of the voting members shall constitute a quorum.

Section 4. Removal or Resignation of Directors

The Executive Committee shall have power to remove or request the resignation of Directors for willful infractions of the Bylaws of the Association, or for acts or conduct that the Executive Committee may deem disorderly, injurious or hostile to the Association or to the best interests or the objectives of the Association or its members. Directors have the right to resign by submitting written notice to the Executive Director.

Section 5. Vacancies

Vacancies occurring in the position of Director may be filled on an interim basis by appointment of the President until the end of the fiscal year in which the vacancy occurs.

Section 6. Committees

A. Nominating Committee

1. Composition: The Nominating Committee shall consist of seven (7) members of the Board of Directors who are elected by the Board. The President shall appoint the Chair of the Nominating Committee.
2. Tenure: The term of the Nominating Committee members shall be for one (1) fiscal year. No member shall serve on the Nominating Committee for more than two (2) consecutive fiscal years.
3. Responsibilities: The Nominating Committee shall: 1) assist in identification of nominees from the Dues Paying Membership

and review their qualifications to serve on the Board of Directors and 2) prepare a slate of candidates for officers to be voted on at the Annual Meeting.

4. Meetings: The Nominating Committee shall meet quarterly to review the nomination process and discuss candidates for nomination. Additional meetings may be called as deemed necessary.

B. Finance/Audit Committee

1. Composition: The Finance/Audit Committee shall consist of six (6) members of the Board of Directors, who are elected by the Board, and the Treasurer of the Board. The Treasurer of the Board will act as Chair of the Committee.
2. Tenure: The term of the Finance/Audit Committee members shall be for one (1) fiscal year. No member shall serve on the Finance/Audit Committee for more than three (3) consecutive fiscal years.
3. Responsibilities: The Finance/Audit Committee shall: 1) oversee the fiduciary responsibilities of the Association and 2) assist in the financial reports, tax returns and other reporting necessary for proper audit.
4. Meetings: The Finance/Audit Committee shall meet quarterly to review financial matters as related to the Association. Additional meetings may be called as deemed necessary.

C. Scholarship/Student Engagement Committee

1. Composition: The Scholarship/Student Engagement Committee shall be composed of at least eight (8) and no more than ten (10) members of the Board of Directors who are elected by the Board. The President shall appoint the Chair of the Committee.
2. Tenure: The term of the Scholarship/Student Engagement Committee members shall be for one (1) fiscal year. No member shall serve on the Scholarship/Student Engagement Committee for more than three (3) consecutive fiscal years.
3. Responsibilities: The Scholarship/Student Engagement Committee shall: 1) assist in the review and evaluation of Alumni Merit Scholarship applications and 2) assist in student engagement programs and activities in coordination with the

Office of Alumni Relations.

4. Meetings: The Scholarship/Student Engagement Committee shall meet quarterly to review scholarship matters and student engagement as related to the Association. Additional meetings may be called as deemed necessary.

D. Awards Committee

1. Composition: The Awards Committee shall be composed of at least eight (8) and no more than ten (10) members of the Board of Directors who are elected by the Board. The President shall appoint the Chair of the Committee.
2. Tenure: The term of the Awards Committee members shall be for one (1) fiscal year. No member shall serve on the Awards Committee for more than three (3) consecutive fiscal years.
3. Responsibilities: The Awards Committee shall: 1) assist in the review and evaluation of Alumni Award nominations and 2) participate in the awards program activities in coordination with the Office of Alumni Relations.
4. Meetings: The Awards Committee shall meet quarterly to review awards program matters as related to the Association. Additional meetings may be called as deemed necessary.

E. Other Committees

The President may appoint such other special committee(s), task forces, advisory boards or working groups from within or outside of the Board of Directors, as necessary and such committees, advisory boards or working groups shall have such terms and powers as the President or the Board of Directors may determine. The Chair of any such entity shall be a current director appointed by the President.

F. Ex-Officio members

1. In addition to the members of the committee, appointed pursuant to these Bylaws, the President of the Association shall be a voting ex-officio member of all committees.
2. In addition to the members of the committee appointed pursuant to these Bylaws, the Executive Director (or his/her representative) shall be a non-voting, ex-officio member of all committees.

## ARTICLE VI. – OFFICERS OF THE BOARD OF DIRECTORS

### Section 1. Officers of the Board of Directors

- A. **Composition of Officers:** The Officers of this Association shall be a President, two (2) Vice Presidents, Treasurer, Secretary and Immediate Past President. The Executive Director of the Alumni Association shall be appointed by the Board of Directors to serve as Secretary and be a non-voting member of the Board of Directors of the Alumni Association. The outgoing President of the Alumni Association shall automatically assume the office of Immediate Past President at the end of his/her term as President and shall be a voting member of the Board of Directors.
- B. **Eligibility of Officers:** To be eligible to serve as an officer of the Board of Directors, a person must be a current Director of the Board and a dues paying member of the Association. The President does not have to be a current Director to be eligible for election, but must be an NIU degree granted dues paying member. In the event the President is currently serving as a Director, that Directorship shall be considered vacant and shall be filled in the manner prescribed in these Bylaws.
- C. **Nomination and Election Process of Officers:** The Nominating Committee shall present a slate of candidates for the Officers of the Board to the current Board of Directors for approval. Officers shall be elected at the Annual Meeting by the Directors present at the Annual Meeting. Additional nominations for Officers of the Board may be presented at the Annual Meeting by current Board members present at the Annual Meeting. The Nominating Committee shall oversee the election process. Those candidates receiving the highest number of votes shall be declared the winners. Tie votes shall be decided by a run-off ballot, which shall be distributed to all current Directors present at the Annual Meeting. All previously arranged audio- and/or video voting for the Annual Meeting will be accepted.
- D. **Terms of Office of Officers:** The President, Vice Presidents, and Treasurer shall serve one (1) year terms and shall not serve for more than three (3) consecutive terms. The Immediate Past President shall serve in this office until such time as the incoming President succeeds to that office. By vote of the Board, an exception may be made to the term limits for the members of the Executive Committee in order to accommodate completion of an ongoing project or to accommodate special needs of the Board of Directors. No term may be extended by exception more than twice.

E. Duties of Officers

1. President: The President shall preside at all meetings of the Executive Committee and of the Board of Directors and shall see that orders and resolutions of the Executive Committee are carried into effect.
2. Vice Presidents: In absence of the President or in the event of the President's inability or refusal to act, the Vice Presidents, in order of their seniority shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice Presidents shall perform such other duties as from time to time may be assigned to them by the President or by the Executive Committee.
3. Treasurer: The Treasurer shall assist in the reporting of the accounts of the financial matters and transactions of the Association through accounting procedures and transactions provided for that purpose and kept by bonded staff of the NIU Foundation. The Treasurer shall oversee the monies of the Association and delegate the day-to-day collection and dispersion of funds by the NIU Alumni Association to the Alumni Relations business manager. The Treasurer shall require that the Association's books of account shall be audited annually.
4. Secretary: The Secretary shall be responsible for accurate and accountable minutes of all Board meetings and of all Committee meetings. The Secretary shall see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law and perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to the Secretary by the President or by the Executive Committee.

F. Removal or Resignation of Officers

The Executive Committee shall have power to remove or request the resignation of Officers for willful infractions of the Bylaws of the Association or for acts or conduct that the Executive Committee may deem disorderly, injurious or hostile to the Association or to the best interests or the objectives of the Association or its members. Officers have the right to resign by submitting written notice to the Executive Director.

Section 2. Executive Committee

- A. Composition: The Officers of the Association (President, Immediate Past President, two (2) Vice Presidents, Secretary, and Treasurer), Chair of the Nominating Committee, Chair of the Scholarship/ Student Engagement Committee and the Chair of the Awards Committee shall constitute the Executive Committee. The Secretary shall be an Ex-Officio, non-voting member of the Executive Committee.
- B. Responsibilities: Subject to these Bylaws, the Executive Committee shall have general supervision of the affairs of the Association between Board meetings and shall with approval of the Board take official action on behalf of the Board of Directors, receive and review all committee reports, advise, consult and monitor the work of the professional staff.
- C. Meetings: The Executive Committee shall meet quarterly and on an as-needed basis as determined by the President, or upon request of any three (3) members of the Executive Committee.

ARTICLE VII. – MEETINGS OF DIRECTORS

Section 1. Regular Meetings

The Board of Directors shall hold a minimum of three (3) regular meetings each year at such time and place as the Board of Directors shall determine.

Section 2. Annual Meeting

The Annual Meeting of the Board of Directors shall be held within each fiscal year at such time and place as the Board of Directors shall determine and shall be considered one (1) of the three (3) minimum yearly meetings. Notice of the Annual Meeting shall be announced no less than thirty (30) days prior to the date of the meeting. In the absence of such notice of the Annual Meeting in any fiscal year, the Annual Meeting shall be held on the first Saturday in June at 10 a.m. at the registered office of the Association in the State of Illinois.

Section 3. Special Meetings

Special meetings of the Board may be called by the President or a majority of the Board. The purpose of the meeting shall be stated in the call and at least ten (10) days' notice shall be given.

Section 4. Quorum

At any meeting of the Association, a quorum shall be constituted by the voting members of the Board of Directors present or by audio- and/or videoconferencing and no less than a majority of the Board of Directors.

Section 5. Use of Audio and/or Video Devices

Directors may participate in and act at any meeting of the Board of Directors through the use of a conference telephone or other communication equipment by means of which all persons participating in the meeting can hear each other. Under appropriate circumstances, audio and/or video conferencing may be substituted for conference telephones, so long as all participants can both receive and send communications by means of such devices and be provided with visual or other adequate assurances of the originator of communications received. Participation in such meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating.

ARTICLE VIII. – AFFINITY/SPECIAL INTEREST GROUPS

Section 1. Purpose and Mission

Affinity/Special Interest Groups are any group of Northern Illinois University alumni working with the staff of the Office of Alumni Relations who are organized and committed to work for the advancement of the University and the Alumni Association and their missions. These groups seek to reinforce relationships between alumni and the university and provide guidance and support to NIU departments and/or colleges in accordance with the Bylaws of the NIU Alumni Association Board of Directors.

Section 2. Membership and Structure

- A. Affinity/Special Interest Groups consist of self-identified alumni who register with the Office of Alumni Relations and commit to the stated purpose and mission of Affinity/Special Interest Groups.
- B. Affinity/Special Interest Groups shall operate with identified leadership and a specified number of participants.
- C. Affinity/Special Interest Groups shall coordinate all activities through the Office of Alumni Relations representative appointed to the group.

- D. Identified leadership of each Affinity/Special Interest Group shall report the group's yearly activities to the Board at the annual Board meeting.

#### ARTICLE IX. – FISCAL YEAR

The fiscal year shall be the same as that of Northern Illinois University, which is July 1 to June 30.

#### ARTICLE X. - INDEMNIFICATION

The Association shall indemnify all officers, directors and employees for expenses incurred with the defense or settlement of any claim against such person by reason of service as officer, director or employee, in accordance with policies and procedures adopted by the Board of Directors, unless a judgment or other adjudication shall establish that such claim arose or resulted from any dishonest, fraudulent, criminal, malicious or knowingly wrongful act, error or omission of such person.

#### ARTICLE XI. - PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order shall govern the Association in all cases to which they are applicable and in which they are consistent with these Bylaws.

#### ARTICLE XII. - AMENDMENTS TO BYLAWS

- Section 1. Amendments to these Bylaws may be proposed by the Board of Directors or by 10% of the Dues Paying Membership.
- Section 2. Proposed amendments must be received by the Board of Directors no less than sixty (60) days prior to the Annual Meeting. Notice of proposed amendments shall be presented to the Dues Paying Membership no less than thirty (30) days prior to the Annual Meeting.
- Section 3. The affirmative vote of two-thirds (2/3) of the Board Members present at the Annual Meeting shall be required for the approval of all proposed Bylaw amendments.

Adopted May 11, 1985  
Amended June 4, 1988  
Amended May 9, 1991  
Amended June 19, 1999  
Amended June 7, 2003  
Amended and Restated June 7, 2008