Article I – Purpose; Membership

Section 1 - Purpose
The purpose of the Alumni Association is to foster the interests and continuing excellence of Oberlin College, including the College of Arts and Sciences and the Conservatory of Music, and to foster communication between the College and its alumni and among alumni.

Section 2 - Membership
Each person who has graduated from or who has attended the College of Arts and Sciences of Oberlin College, the Oberlin College Conservatory of Music, the Oberlin College Graduate School of Theology, or the Kindergarten Primary Training School is entitled to participate as a member of the Alumni Association.

Article II – Alumni Council

Section 1 - Powers
The Alumni Council is the governing body of the Alumni Association and is empowered to undertake and regulate any action of or on behalf of the Association. It shall have all of the powers necessary to carry out the activities of the Association.

Section 2 - Membership; Terms of Service
The Alumni Council is composed of the following representatives of the membership of the Alumni Association, each of whom shall be entitled to vote as a member of the Council:

(a) the president of each class or an official designee;

(b) the fund-raising agent for each class recruited and designated by the Development Office of the College;

(c) the regional coordinator or other representative of each local or regional alumni group;

(d) the admissions recruiter coordinator of each coordinated local or regional area of the Alumni Admissions Recruiter Network designated by the Office of Admissions of the College;

(e) the career services liaison of each coordinated local or regional area designated by the Office of Career Services of the College;

(f) the members of the Executive Board and committees of the Alumni Council, as set forth in Section 4 of this Article;
(g) the six alumni-elected members of the Board of Trustees of the College;

(h) the three class-elected members of the Board of Trustees of the College;

(i) the three officers of the Alumni Association;

(j) duly selected representatives of affiliate groups as set forth in Article VII, unless a group is represented on the Executive Board, which is established in Article III;

(k) those additional at-large members selected by the Executive Board, giving due regard to a fair representation of the membership of the Alumni Association; and

(l) the former presidents of the Alumni Association.

Alumni Council members shall serve while holding the office or serving in any capacity listed in this Section 2.

Section 3 - Meetings; Quorum; Notice
The President of the Alumni Association shall call a meeting of the Alumni Council once each year and may call and, at the written request of 50 voting members of the Council, shall call, a special meeting of the Council. Fifty voting members attending constitute a quorum at any Council meeting. All meetings of the Council are open to the public by permission of the President. Written notice of any annual or special meeting shall be sent to all members of the Council no fewer than ten (10) and no more than ninety (90) calendar days in advance of the meeting.

Section 4 - Committees

(a) Formation. Committees of the Alumni Council may be established to carry out the work of the Executive Board. A new committee shall be formed upon the affirmative vote of a majority of the members of the Board voting.

(b) Membership; Terms. The members of committees, including committee chairs, shall be initially nominated by the Nominations Committee, subject to the approval and affirmative vote of a majority of the members of the Executive Board voting. The President of the Alumni Association or the President’s designee shall be an ex-officio member of each committee, except for the Nominations and Trustee Search Committees; and the Executive Director of the Association or the Executive Director’s designee shall be a non-voting member of each committee, including the Nominations and Trustee Search Committees. An officer or employee of the College may not serve as a member of a committee. The number of members of a committee shall be fixed by the affirmative vote of a
majority of the members of the Board voting. Committee members shall generally serve three-year terms, and no member may be permitted to serve on any one committee more than six consecutive years, aside from time served chairing a committee. A committee chair may not serve more than three years except with the approval and affirmative vote of a majority of the members of the Board voting.

(c) Authorized Committees. The following committees are authorized, and, if established, shall operate according to guidelines adopted by the Executive Board for each:

(i) An Admissions Advisory Committee;

(ii) An Awards Committee;

(iii) A Career Services Advisory Committee;

(iv) A Communications Committee;

(v) A Conservatory Committee;

(vi) A Development Committee;

(vii) A Nominations Committee; and

(viii) A Trustee Search Committee.

(d) Committee Meetings. Committees may set their own meeting dates and times but will generally meet in Oberlin at the time of the Alumni Council meeting. Attendance at meetings of committees is restricted to committee members and invited guests. Other nonmembers may attend only upon approval of a majority of the committee members voting.

(e) Dissolution. A committee may be dissolved by affirmative vote of a majority of the members of the Executive Board voting.

(f) Ad Hoc Committees. By affirmative vote of a majority of Executive Board members voting, the Board may form ad hoc committees or task forces and may appoint the members of such ad hoc committees or task forces.

Section 5 - Removal
Any member of the Alumni Council or a committee who fails to perform his or her prescribed duties, such as failing to attend three consecutive meetings of the Council and/or a committee or failing to make an annual contribution (Section 6 of this Article), may be removed from the Council. In the event that a Council or committee member is
so removed, the Nominations Committee shall nominate a replacement for that
member, in consultation with the group or office, if any, that initially designated the
removed member. The actions of removing a Council or committee member and adding
a replacement member shall be accomplished by the affirmative vote of a majority of the
members of the Executive Board voting.

Section 6 - Financial Contribution
Each member of the Alumni Council shall be required to make a financial contribution
to the College annually. Failure to make such an annual contribution shall be
considered grounds for removal from the Council.

Article III – Executive Board

Section 1 - Powers
An Executive Board of the Alumni Council is established to administer the activities of
the Council and the Alumni Association. Between meetings of the Council, the Board is
empowered to act with the same authority of the Council, except as otherwise set forth
herein. The Board shall report promptly to the Council on any action taken by the
Board.

Section 2 - Membership; Terms of Service
The Executive Board is composed of no fewer than thirteen and no more than nineteen
members, including the three officers of the Alumni Association, the Chairpersons of the
committees established in Article II, no more than three duly chosen representatives of
the affiliate groups established in Article VII, and at-large members of the Alumni
Council designated by the Nominations Committee and elected by the Council, giving
due regard to a fair representation of the membership of the Association. The Executive
Director of the Association shall be an ex officio member of the Board without vote. An
officer or employee of the College may not serve as a member of the Board. The Alumni
Association officers shall serve as Board members during their terms of office. The
other voting members of the Board shall be divided into three classes, with the members
in each class serving staggered, three-year terms, beginning with the first regular,
annual meeting of the Council and continuing through the conclusion of the third
regular, annual Council meeting following their appointment. No member of the Board
may serve more than six consecutive years on the Board, except the President, if,
immediately preceding election to the office of President-Elect, the President has
already served on the Board for a term of three or more years.

Section 3 - Meetings; Quorum; Notice
The Executive Board shall meet at least twice each year and may meet more often at its
discretion. The President may call and, at the request of a majority of the voting
members of the Board shall call, a special meeting of the Board. Written notice of a
meeting must be provided to all Board members no fewer than ten (10) and no more
than ninety (90) calendar days in advance of the meeting. At the President’s discretion,
the members of the Board may meet and conduct business in person, by telephone
conference call, or through written or electronic communication. A majority of the voting members of the Board appearing in person, participating in a telephone conference call, or acting by means of written or electronic communication constitutes a quorum of the Board for the conduct of business. Attendance at meetings of the Board is restricted to Board members and invited guests. Other nonmembers may attend only upon approval of a majority of the members of the Board voting.

Section 4 - Attendance
Each member shall attend at least 75% of the scheduled meetings of the Executive Board. Each member will come to a meeting prepared to contribute to the discussion of issues and business to be addressed at the meeting, having read the agenda and all background support material provided in advance of the meeting. Failure to comply with this policy may subject the member to dismissal from the Executive Board.

Article IV – Officers of the Alumni Association

Section 1 - Officers
There are three officers of the Alumni Association: the President, the Past President or President-Elect (Section 3 of this Article), and the Secretary.

Section 2 - Eligibility; Limitation on Terms
Any current or former voting member of the Alumni Council who is not, at the time of the election or while serving as an officer, an employee of the College is eligible to serve as an officer of the Alumni Association. The President may not serve more than one and the Secretary not more than three consecutive terms in their respective offices.

Section 3 - Terms of Service
The President and the Secretary shall assume their respective offices at the conclusion of the Alumni Council meeting at which they are elected and shall serve through the conclusion of the second, regular annual Council meeting following their election. During the first year of the President’s term, the immediate former President shall serve as Past-President. At the annual meeting of the Council at the end of the President’s first year in office, the Council shall elect a President-Elect, who shall serve in that capacity during the President’s second year in office. At the end of the President’s term in office, the President-Elect shall succeed to the Presidency.

Section 4 - Duties of Officers
(a) The President is the executive officer of the Alumni Association and shall call and preside at each meeting of the Association, Alumni Council, and Executive Board. The President shall be an ex-officio member of each committee, except for the Nominations and Trustee Search committees. Among the President’s most important responsibilities is maintaining communication with the College through regular contacts with the President of the College and the Board of Trustees.
(b) The Past President or President-Elect shall serve as the executive officer of the Alumni Association in the absence of the President and shall perform any other duties delegated by the President.

(c) The Secretary, working with the Executive Director and the President of the Alumni Association, shall prepare periodic reports on the Association’s activities, including an annual report to the alumni body, and an annual report to the Board of Trustees. The Secretary, working with the Executive Director and staff, shall oversee all minutes of the Executive Board and the Council prior to their distribution and shall be responsible for monitoring the Alumni Association’s official documents. The Secretary shall serve as the executive officer of the Association in the absence of the other two officers. In addition the Secretary shall perform any other duties delegated by the President.

Section 5 – Selection of Officers
Leading up to and during Alumni Council Weekend that is one year prior to the beginning of the term of a new President-Elect and Secretary, the Nominations Committee chair will alert the Executive Board and Nominations Committee to the upcoming officer vacancies and discuss potential candidates. The Officer Selection Committee shall consist of the chair of the Nominations Committee, the current President, Past President, and Secretary, and the Alumni Association Executive Director. During the weekend of the November Executive Board meeting, the Officer Selection Committee shall meet to discuss potential nominees and solicit recommendations. If warranted, other recent officers of the Association may be consulted for more input on potential candidates. Between that November meeting and January of the next calendar year, the Officer Selection Committee will discuss and select candidates and alternates for President-Elect and Secretary. Once selected, the President will then contact the candidates and, if necessary, the alternates to determine their willingness to assume the office. In March of that calendar year, the proposed slate of officers will be presented to the Nominations Committee for approval. In June of that calendar year, the proposed slate of officers will be presented to the Executive Board for approval. If either the Nominations Committee or the Executive Board does not approve the slate, the Officer Selection Committee shall meet to recommend an alternate slate of officers, which slate shall be presented to the Nominations Committee and the Executive Board (who may meet to discuss the slate by conference call). The proposed slate of officers will be presented to the Alumni Council for election in September of that year. If the Alumni Council does not approve the proposed slate of nominees, the remaining members of the Officer Selection Committee (augmented by other recent officers of the Association at the request of the President) shall meet to select a new slate of candidates. The new slate shall be presented to the Executive Board, which shall have the authority to approve the slate. Once a slate of officers is approved, the new officers’ terms shall begin immediately upon confirmation by the Executive Board.
Article V – Class Organization

Section 1 – Administration of Class Officer Procedures
The Executive Director of the Alumni Association shall administer the procedures for selecting class officers and shall monitor their performance.

Section 2 - Nomination and Selection of Class Officers
Prior to graduation, the members of each senior class of the College shall select from among the members of the class a President and at least one other officer and may select any additional officers that they deem appropriate. The officers shall serve until the class's fifth year reunion. During that reunion year and each reunion year thereafter, the members of the class shall select officers to serve until the next reunion year. Each member of the class may nominate one or more class members for each officer position to be filled. The President of the class may appoint a nominations committee to present a slate of additional nominees. The President of the class shall decide whether the nominees for officer positions are presented for selection at the class's reunion or by ballot mailed to all class members whose addresses are known. The President of each class or the President’s designee is a member of the Alumni Council as provided in Article II, Section 2.

Section 3 - Class Officer Vacancy
If the President of a class ceases to serve, the Vice-President, if any, succeeds to the presidency for the remainder of the former President's term. If no Vice-President is available to succeed to the presidency, the Executive Director, in consultation with the President of the Association, shall appoint a President to serve for the remainder of the term.

Section 4 - Duties of Class Officers
The Class President shall serve as the executive officer of the class for all matters, shall call and preside at any meeting of the class, and may establish and appoint the members of any class committee as deemed appropriate. Except as delegated to any other officer by the class or, in the absence of such a delegation by the President, the President also is responsible for authorizing the collection and expenditure of any class funds, for determining reunion plans, and for communicating with the members of the class at least annually about activities at the College and matters concerning the class.

Section 5 - Half Century Club
The members of each class that is celebrating or has celebrated its fiftieth reunion are members of the Half Century Club, which holds a reunion annually.

Article VI – Local and Regional Organizations

Section 1 - Formation
Members of the Alumni Association may seek to form a local or regional alumni organization by submitting to the Executive Board, a request that:
(a) states the proposed geographic area to be served;

(b) lists the name of at least one initial organizer who will serve as the regional coordinator; and

(c) provides that the members of the proposed organization agree to abide by the Bylaws, policies and procedures of the Alumni Association and foster the interests and continuing excellence of the College. If the Executive Board acts favorably on the request, the organization may begin to function as an official body of the Association. The regional coordinator is a member of the Alumni Council as provided in Article II, Section 2.

Section 2 - Membership
Each member of the Alumni Association who resides within the geographic area served by a local or regional alumni organization shall be entitled to participate in the organization’s activities and to nominate, and vote for, and serve as any officer of the organization.

Section 3 - Withdrawal of Recognition
If the Executive Board determines that a local or regional alumni organization is not abiding by the Bylaws, policies and procedures of the Alumni Association or otherwise is not serving the best interests of the Association, as it deems appropriate, by affirmative vote of a majority of the members of the Board voting, it may change the organization’s bylaws, policies, or procedures, remove any officer or leader of the organization, appoint a substitute officer or leader of the organization, or withdraw the Association’s recognition of the organization.

Article VII – Affiliate Groups

Section 1 - Formation
Alumni who are bound together by common characteristics, interests and concerns in addition to their status as alumni may wish to form groups at their own initiative for purposes that are consistent with those of the Alumni Association but that may not be directly addressed by current goals and activities of the Association.

Section 2 - Recognition as Affiliate
Such self-defined groups may become affiliated with the Alumni Association or may remain unaffiliated. In order to become affiliated with the Association, such a group must apply to the Executive Board for review of the group’s name, charter, purposes, plans and operation. Upon concluding that the group is consistent with the Bylaws, policies and procedures of the Association, and that the group does not contravene the purposes of the Association, by affirmative vote of a majority of the members of the Board voting, the Board may recognize the self-defined group as an “affiliate” of the Association. The affiliate status of any group is subject to annual review by the Board.
Section 3 - Name; Purposes
An affiliate group may select its own name, except that the terms “committee,” “task group,” and “task force” are reserved for groups nominated by the Nominations Committee or appointed by the Executive Board. An affiliate group may define its own purposes for organizing, provided that they are consistent with and do not contravene the purposes of the Alumni Association; and, further, a group’s purposes may be more limited or broader than those of the Association, except that no group may have such purposes or take such action that would jeopardize the College’s tax exempt status.

Section 4 - Membership; Officers; Communications
An affiliate group may establish the terms and criteria for membership in the group provided that:

(a) all operative criteria are public;

(b) membership is restricted to alumni of the College (graduates and non-graduates); and

(c) membership is open to all alumni who qualify under the established criteria.

Each affiliate group shall select its own chair, co-chairs or other such officers as it deems appropriate. When selecting a steering committee, attention should be paid to diversity. The names, addresses, telephone numbers and email addresses of all current officers are to be submitted to the Alumni Office, which shall be notified immediately of changes. Groups may communicate on their own letterhead directly with any person or persons in the College, provided that such communications expressly and accurately identify the group as distinct from the Alumni Association, Alumni Council or Executive Board.

Section 5 - Financial Support; Administrative Support
An affiliate group shall not receive any financial or in-kind support from the Alumni Association or the Alumni Office. The Executive Director of the Association shall report annually to the Executive Board on the solvency of each self-defined group. Affiliate groups may receive administrative support from the Alumni Office including:

(a) initial development and continuing maintenance of the group’s membership list;

(b) one mailing annually with email as an option, to the members on the list, based on copy to be provided for review and approval of the Executive Director of the Association;

(c) assistance with logistical arrangements, but not direct costs, for meetings of the group;
(d) assignment of an Alumni Office staff member as liaison to each affiliate group; and

(e) membership on the Alumni Council, with full voting status, for one representative selected by the group, unless a representative of the affiliate group serves on the Executive Board.

Section 6 - Reporting
The chair or other officer of each affiliate group shall report, either in person or in writing as designated by the Executive Board, at least annually in the Fall to the Board on the membership, agenda, finances and activities of the group during the preceding twelve months, on plans and agenda for the coming year, on any changes in the group’s charter and on any other matters concerning the group that the President may specify.

Section 7 – Determination of Inactive Status
If the group (i) does not satisfy the reporting obligations set forth in Section 6 for two consecutive years, or (ii) does not respond to requests from the Secretary addressed to the last designated leadership of the group, then the group will be placed in inactive status. To be restored to active status, a group must submit the report described in Section 6.

Section 8 - Termination of Affiliation
An affiliate group shall cease to be recognized by and affiliated with the Alumni Association upon the affirmative vote of a majority of the members of the Executive Board voting. Termination of recognition may be based on a determination that:

(a) the group is not in compliance with the Bylaws, policies or procedures of the Association;

(b) the group’s actions are inconsistent with the purposes of the Association; or

(c) its leadership wishes the group to be dissolved.

Section 9 - Affiliate Group Representation on Board
Up to three affiliate groups may have representative seats on the Executive Board if, upon application to the Board, a majority of the members of the Board voting approves an affiliate group for representation. If a group is approved for Board membership, the Nominations Committee will select and present a representative of the group to serve on the Board for approval of the Board.

Article VIII – Alumni Association Budget
The Alumni Association's fiscal year is the same as that of the College. For each fiscal year, the Association staff shall submit to the College, which funds the Association, a proposed budget for the operations of the Association.
Article IX – Procedural Rules

Procedural matters affecting the Alumni Association, the classes, the local and regional alumni organizations, the Alumni Council, the Executive Board, and the committees are governed by the current edition of Robert's Rules of Order Newly Revised, to the extent that those rules are applicable and are not inconsistent with the Bylaws of the Association.

Article X – Amendments

These Bylaws may be amended upon (a) the recommendation of a majority of the members of the Executive Board voting, and (b) the affirmative vote of two-thirds of the members of the Alumni Council voting on the proposed amendment at any annual or special meeting of the Council or by ballot distributed to each member of the Council.

Approved
Amended 9/22/96, 11/7/99, 3/11/00, 3/8/02, 9/21/03, 9/18/05, 9/17/06, 9/13/09, 9/26/10, 9/23/12
Alumni Council
Executive Board