

UNIVERSITY OF
NOTRE DAME

ALUMNI ASSOCIATION

Notre Dame Senior Alumni (NDSA)
Board of Directors

Bylaws

Effective September, 2010

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ARTICLE I
Identification

Section 1.01. Name. The Notre Dame Alumni Association (“Association”), operating under the authority of the Vice-chair of University Relations of the University of Notre Dame (“University”), has organized an alumni constituency group to be known as Notre Dame Senior Alumni (“NDSA”).

Section 1.02. Authority. NDSA shall be managed and operated by its Board of Directors (“Board”) in accordance with these Bylaws and in accordance with the documents which govern the operations of the University and the Association.

ARTICLE II
Mission and Goals

Section 2.01. Mission. The mission of NDSA is threefold:

- A. Serve within the Notre Dame Alumni Association (NDAA) as the focal point for senior alumni (age 55+), in concert with the NDAA mission.
- B. Serve senior alumni and University of Notre Dame (UND) by:
 1. Presenting the needs of senior alumni to NDAA
 2. Communicating pertinent information to all senior alumni
 3. Enhancing synergy and camaraderie among senior alumni
- C. Create and deliver programs which serve the communities of alumni and alumni themselves, and which can be implemented by NDAA clubs and classes.

Section 2.02. Goals. The Continuing Goals of NDSA are:

- A. Adhere to the standards, both spiritual and practical, set by UND and NDAA.
- B. Keep senior alumni aware of NDAA and NDSA activities.
- C. Maintain awareness of the needs of senior alumni and take appropriate action.
- D. Initiate programs which serve the needs of alumni and their communities, and which draw on alumni and University resources, especially senior alumni.
- E. Optimize existing programs which continue to be productive.
- F. Move away from programs which no longer support our NDSA mission.
- G. Coordinate activities and endeavors with the NDAA Board and Alumni Office.
- H. Provide/promote events which bring senior alumni together.

ARTICLE III
Membership

Section 3.01. Membership. NDSA membership shall include all senior members of the Notre Dame family, including but not limited to all University alumni, parents of current and/or former Notre Dame students, University faculty and staff, friends of the University, and any individual working in conjunction with the Association's network.

ARTICLE IV
Board of Directors

Section 4.01. Functions. The NDSA Board of Directors shall assist the Association in the management and execution of senior service opportunities within the Association's network, in cooperation with the Alumni Community Service Program. The Board shall make recommendations to the Association in matters concerning policies, program development, and implementation. The Board shall also report on a regular basis to the Association's Board of Directors and to the Association's Executive Director.

Section 4.02. Composition of the Board.

Number and Terms of Directors. There shall be twenty-two (22) voting members of the Board, each of whom is at least fifty-five (55) years of age, consisting of one (1) appointed Director from each of the eighteen (18) Regions, one (1) elected Chair, one (1) elected Vice Chair, one (1) Immediate Past Chair, and one (1) NDAA Senior Alumni Director.

Each Regional Director shall serve one (1) three-year term on the Board, commencing on July 1 and ending on June 30.

Except as provided in NDSA Sections 4.07 and 4.08 , no Director shall serve more than one (1) three-year term on the Board.

The terms of the Directors shall be staggered so that there will be six (6) positions expiring every year.

Section 4.03. Appointment of Directors. Appointments to the NDSA Board of Directors are made by the Executive Director of the Association based on recommendations received from the Executive Committee of the NDSA Board. Candidates wishing to be considered for nomination to the Board should apply in writing to the Chair of the Administration, Finance, and Personnel (AFP) Committee using procedures given in Section 2.01 of the **NDSA Procedures Manual**.

Section 4.04. Regional Directors.

Regions. The Regions of the United States for the purpose of appointing Directors are as follows:

Region #1 – Washington, Oregon, Northern California, Alaska, Hawaii, Idaho and Northern Nevada

Region #2 – Montana, Wyoming, Utah, Colorado, New Mexico, and South Dakota (the Black Hills)

Region #3 – Southern California, Arizona, and Southern Nevada

Region #4 – Minnesota, Wisconsin, North Dakota and South Dakota

Region #5 – Iowa, Missouri, Nebraska and Kansas

Region #6 – Illinois (excluding Cook County and including Northwest Indiana)

Region #7 – Michigan

Region #8 – Indiana and Kentucky (excluding Northwest Indiana)

Region #9 – Ohio, Western Pennsylvania and West Virginia

Region #10 – Southern New York, Southern Connecticut and New Jersey

Region #11 – Maine, New Hampshire, Rhode Island, Massachusetts, Vermont and Northern Connecticut

Region #12 – Eastern Pennsylvania, Maryland, District of Columbia, Virginia and Delaware

Region #13 – Oklahoma and Texas

Region #14 – Arkansas, Louisiana, Tennessee, Mississippi and Alabama

Region #15 – North Carolina, South Carolina and Georgia

Region #16 – Cook County, Illinois

Region #17 – Florida

Region #18 – Northern New York, Toronto (Ontario, Canada)

Section 4.05. Responsibilities. All Directors are expected to serve as regional contacts and communication coordinators for NDSA, and maintain proactive communication between the Association's Club and Class leadership, their respective NDAA Regional Directors, the NDSA Executive Committee, and the liaison. Each Director also agrees to have personal contact information published in the Association's directories, including online sources such as the Association's website. Each Director shall be responsible for the periodic review of all published contact information to assure its accuracy and privacy when required. Each Director also agrees to maintain an active e-mail account which will be included in the NDSA Listserve.

Section 4.06. Quorum and Voting. For the sake of votes taken by the Board of Directors, a quorum shall be defined as half of the voting members of the Board at that point in time plus one. Voting by proxy will not be permitted unless specifically allowed by unanimous vote of all Directors present. Each Director except the Chair shall each have one vote on matters coming before the Board. In the case of a tie vote, the Chair shall be called upon to cast the deciding vote. The provisions of this section do not apply to the election of a Vice Chair. Section 4.07 fully defines the procedure for voting for the Vice Chair.

Section 4.07. Election of the Vice-Chair. An election for Vice Chair will be conducted each year during the concluding session of the NDSA Spring Board meeting. The candidate elected as the incoming Vice Chair shall serve in this position for one year before assuming the position of Chair for one year. Upon completion of his/her term the Chair shall remain on the Executive Committee for an additional year in the capacity of Immediate Past Chair. Only Directors who have completed two years of service shall be eligible for the office of Vice Chair. All eligible Directors are asked to declare their willingness to serve and to commit their time to fulfill the responsibilities of the office. There shall be no formal nominations. Each Director who expresses a willingness to serve is given a few minutes to make a brief statement to the assembled Board.

Voting shall be by secret ballot of all directors present at or excused from attendance at the regular Spring Board meeting or any session of the regular Spring Board meeting. Proxy votes are permitted for board members who have been excused from attendance at the session of the Spring Board meeting where the vote for the election of the Vice Chair takes place if they meet the following requirements:

1. They make the request to the Alumni Association Executive Director or his/her designee by phone, electronically, or by letter.
2. The request is approved and they are excused from attendance by the Executive Director or his/her designee.
3. They provide voting instructions to the Executive Director or his/her designee.

The Executive Director or his/her designee shall maintain documentation of the proxy voting instructions. Such documentation shall be kept in confidence from other members of the board.

The election shall be conducted and the votes counted by members of the Executive Committee and the Alumni Association Executive Director or his/her designee. The candidate receiving a simple majority of the votes cast shall be named the Vice Chair. If no candidate receives a simple majority then the top two candidates will have a run off. Voting continues until a candidate receives a simple majority of the ballots cast. The Executive Director or his/her designee shall execute applicable proxy instructions in all run off votes.

Section 4.08. Vacancies. In case of a vacancy on the Board other than a vacancy within the Executive Committee, the vacancy shall be filled as provided in Section 4.03 of the Bylaws and Section 2.01 Procedures Manual. When a vacancy is filled for a time that does not correlate with a regular term, the newly appointed director may fill the vacancy until the regular term, and remain eligible to serve a full term.

Section 4.09. Resignation and Removal. A Director may resign at any time by giving written notice of such resignation to the Executive Committee. A resignation is effective upon delivery of said notice unless the notice specifies a later effective date approved by the Executive Committee. The acceptance of a resignation shall not be necessary to make it effective.

- A. Any Director may be removed by a majority vote of the other Directors for just cause.
- B. If a Director is absent from two (2) consecutive Board meetings, unless the Board grants an exception, such absences shall be deemed to constitute the resignation of that Director from the Board.

ARTICLE V **Officers and Committee Chairs**

Section 5.01. Officers and Terms. The Board's officers shall consist of a Chair, a Vice-Chair and an Immediate Past Chair.

Section 5.02. Chair. The Chair shall be the Chief Executive Officer of NDSA. The Chair shall preside at all meetings of the Board. The Chair of the Board shall represent NDSA and periodically communicate with the Senior Alumni Director on the Alumni Board of Directors. The one year term of the Chair shall commence on July 1 and end on June 30.

Section 5.03. Vice-Chair. The Vice Chair shall exercise and perform all powers of and perform all duties incumbent upon the Chair during the absence or disability of the Chair and shall exercise such other powers and perform such other duties as the Board or the Chair may assign. The one year term of the Vice Chair shall commence on July 1 and end on June 30.

Section 5.04. Immediate Past Chair. The Immediate Past Chair shall exercise all powers of and perform all duties incumbent upon the Chair and Vice Chair during the absence or disability of the Chair and Vice Chair, and shall exercise such other powers and perform such other duties as the Board or the Chair may assign. The one year term of the Immediate Past Chair shall commence on July 1 and end on June 30.

Section 5.05. Senior Alumni Director. The elected Senior Alumni Director shall direct all communications to and from the NDSA Board and the NDAA Alumni Board, where the Senior Alumni Director is a voting member. The NDAA Senior Alumni Director is a non-voting member of the NDSA Executive Committee. The three year term of the Senior Alumni Director shall commence on July 1 and end on June 30.

ARTICLE VI **Executive Committee**

Section 6.01. Membership and Duties. The Executive Committee shall consist of the Chair, the Vice Chair, the Immediate Past Chair, and the NDAA Senior Alumni Director. The NDAA Senior Alumni Director will participate in all Executive Committee decisions in an *ex officio* capacity without voting rights. When the full Board is not in session, the Executive Committee may exercise the powers and authority of the full Board. All final decisions taken by the Executive Committee shall be approved by a majority vote of the Executive Committee members and shall be reported to the full Board within seven days.

The Executive Committee shall develop and coordinate within the Board a strategic plan that will promote the continuous growth of NDSA's mission and goals. The Committee shall coordinate both short-term and long-term program planning and strategies within the committee structure and shall evaluate the Board's status regarding its fulfillment of immediate goals and its progress toward meeting long-term goals on a yearly basis.

In addition, the Executive Committee may appoint *ad hoc* committees and chairs to address specific issues and special concerns. Appointed chairs and committee members may include current Directors, including those who serve on standing committees.

The organization and responsibilities of the Executive Committee and *ad hoc* committees are given in Sections 2 and 3 of the **NDSA Procedures Manual**.

Section 6.02. Meetings. The Executive Committee shall meet at its earliest convenience after the adjournment of the three regularly scheduled Board Meetings. Written minutes shall be maintained for this meeting.

The Executive Committee may be convened at the request of any member of the Committee. Notice may be oral or in writing.

ARTICLE VII **NDSA Standing Committees**

There shall be four standing Committees of the Board:

1. Administration, Finance, and Personnel (AFP)
2. Communications and Public Relations (CPR)
3. Initiatives
4. Alumni Network and Events (ANE)

The organization and responsibilities of the standing committees are given in Section 3 of the **NDSA Procedures Manual**.

ARTICLE VIII **Budget**

The Association shall maintain a limited budget for NDSA. Monies from this budget shall be utilized for Board member expenses as noted in Section 2.02.B of the **NDSA Procedures Manual**, as well as miscellaneous expenses to cover, printing, postage, communications, and initiatives as approved by the NDSA Board.

ARTICLE IX **Amendment of Bylaws**

These Bylaws may be amended or repealed by a two-thirds (2/3) vote of the Board members on hand at any regular or special meeting at which a quorum is present.

ARTICLE X
Prohibited Activities

NDSA shall not engage in any activities which are unlawful for charitable or educational organizations to engage in under either the laws of the United States of America or any state where such activities are carried on. The NDSA Board of Directors shall not commit or allow to be committed any act prohibited by Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (“Code”) or any of the rules and regulations promulgated thereunder (“Regulations”).