1.14 ALUMNI ASSOCIATION

1.14.1 Constitution of the Alumni Association of the University of St. Francis

1.14.1.1 ARTICLE I – Name and Role at the University

The association of the Alumni of the University of St. Francis (the “University”) will be called Alumni Association of the University of St. Francis (the “Alumni Association”). The Alumni Association supports the educational mission and excellence of the University, nurtures the University’s image, serves its members and friends, inspires uncommon loyalty and beneficence, and reflects the Catholic and Franciscan principles on which the University was founded.

1.14.1.2 ARTICLE II - Purpose

The Alumni Association exists for the following purposes:

- To support, through its membership, the educational mission of the University;
- To promote the image of the University;
- To foster service between and among the University and its Alumni;
- To inspire uncommon loyalty and beneficence toward the University;
- To reflect the Catholic and Franciscan principles on which the University was founded;
- To promote a positive relationship between the University and members of the Alumni Association;
- To assist in attracting students to the University;
- To provide opportunities to serve the mutual needs of the University and its alumni;
- To provide scholarship assistance to alumni family members and other students; and
- To encourage, attract, and contribute to financial support of the University.

1.14.1.3 ARTICLE III – By-Laws

The Alumni Association shall have the power to adopt By-laws for its operations which shall include officers, meetings, and committees as necessary so long as they are not in conflict with this Constitution, the Articles of Incorporation or By-laws of the University, or other applicable rules and regulations thereof.

1.14.1.4 ARTICLE IV - Amendments

An amendment to this Constitution may be made by an affirmative vote of at least two-thirds (2/3) of the members of the Board of Directors of the Alumni Association.
Association present in person or represented by proxy at a regular meeting of the Alumni Association called for that purpose, or by mail, facsimile or electronic mail ballot, as available. The Alumni Association shall prepare the format for the recommended revisions or amendments. Any member with voting privileges may suggest such revisions. The Alumni Association shall circulate a proposed revision or amendment to each voting member of the Alumni Association, the President of the University and Chairperson of the Board of Trustees at least 21 calendar days prior to the final action. No amendment shall be in conflict with the Articles of Incorporation or By-laws of the University or other applicable rules or regulations thereof. An amendment is considered in effect when also approved by the Vice President for University Advancement, the President of the University and the Chairperson of the Board of Trustees of the University. All proxies shall be (i) made by an instrument in writing signed by the member giving the proxy, (ii) submitted to either the president, president-elect, or any vice president of the Board of Directors of the Alumni Association at least twenty-four (24) hours in advance of the meeting at which action by vote is to be taken and (iii) effective with respect to only one meeting as designated in such proxy.

1.14.2 By-laws of the Alumni Association of the University of St. Francis

1.14.2.1 ARTICLE I - Name
The name of the Organization is THE ALUMNI ASSOCIATION OF THE UNIVERSITY OF ST. FRANCIS, (the “Alumni Association”).

1.14.2.2 ARTICLE II - Offices
The principal office of the Alumni Association shall be located at the University of St. Francis, Joliet Illinois.

1.14.2.3 ARTICLE III – Membership of the Alumni Association
1. Membership. The voting members of the Alumni Association shall include all graduates of the University of St. Francis [formerly the College of St. Francis, St. Joseph’s College of Nursing, and St Joseph’s School of Nursing] (the “University”) and any student whose status prior to June 1, 2007 constitutes a former student in good standing of the University and of Assisi Junior College.

2. Ex Officio Members. Graduates who receive degrees from the University Honoris Causa, current members of the Sisters of St. Francis Mary Immaculate, friends and benefactors of the University recognized by the Alumni Association, the Vice President for Advancement and the Director of Alumni Relations shall be ex officio governance members of the Alumni Association, without vote. Ex officio members may serve on committees but may not hold office in the Alumni Association.

3. Membership Disputes. Subject to the conditions described above, the Executive Committee of the Alumni Association shall decide any disputes over individual qualifications for membership and voting.
ARTICLE IV – Meeting of Members

1. **Annual Meeting.** The Alumni Association shall hold an annual meeting, open to all members, at a time designated by the Board of Directors of the Alumni Association.

   Meetings are convened and presided over by the President of the Board of Directors of the Alumni Association, who shall circulate the notice of the meeting and its agenda at least two (2) weeks in advance of the meeting. The agenda must always allow for “New Business.”

2. **Notice of Meetings.** Notice of the time and place of all meetings of the members, including the annual meeting, shall be prepared by the Secretary of the Board of Directors of the Alumni Association and delivered to the members of the Alumni Association not less than ten calendar days before such meeting. Notice of special meetings shall state the purpose for which the meeting is called.

3. **Agenda.** The President, with input from the Executive Committee of the Alumni Association, shall prepare the agenda and deliver it to the Alumni Director for distribution to the Board of Directors of the Alumni Association no later than two (2) weeks prior to any meeting.

4. **Conduct of Meetings.** *Robert's Rules of Order Revised* shall govern the conduct of business in all cases to which they are applicable and in which they are not inconsistent with the rules of order of the Alumni Association. An affirmative vote of at least two-thirds (2/3) of the voting members of the Alumni Association present in person shall be required to suspend any rules of order.

5. **Quorum.** A simple majority of the voting members of the Alumni Association present in person or represented by proxy shall constitute a quorum.

6. **Attendance.** Members may attend meetings via telephonic or video transmission where all parties can hear and be heard.

7. **Voting.** All voting members of the Alumni Association shall be entitled to vote in person or by proxy at the annual meeting of the members. Each voting member shall be entitled to one vote on any question brought before such meeting for which the voting member is entitled to vote. If a quorum is present for a vote at any meeting, an affirmative vote of at least a majority of the voting members who constitute the quorum for the measure voted upon shall decide any question brought before such meeting, except where a greater majority is required by law or by these By-laws. All proxies shall be (i) made by an instrument in writing signed by the member giving the proxy, (ii) submitted to either the president, president-elect, or any vice president of the Board of Directors of the Alumni Association at least twenty-four (24) hours in advance of the meeting at which action by vote is to be taken and (iii) effective with respect to only one meeting as designated in such proxy.
8. **Non-voting Participation.** Ex officio members shall be entitled to participate in meetings of the members for the purpose of reports and other discussion but shall not be entitled to vote on any matters coming before the members.

1.14.2.5 **ARTICLE V – Board of Directors**

1. **Number, Tenure and Qualifications.** The Board of Directors of the Alumni Association shall consist of no greater than twenty-five (25) voting members of the Alumni Association nominated by the Nominating Committee as set forth in Article VIII of these By-laws and elected at the annual meeting of the Alumni Association. Members of the Board of Directors of the Alumni Association shall serve three-year terms staggered such that up to nine (9) new Directors are elected each year. The terms of the Directors are to be staggered so that no greater than nine (9) new Directors are elected each year.

In addition, a faculty representative may be elected by the Academic Assembly of the University up to every three years to serve as a liaison to the Board of Directors of the Alumni Association. Up to three student representatives may also be selected by the Board of Directors of the Alumni Association, after considering recommendations, if any, from the Student Government Association of the University, every two years to serve as a liaison representing the student body. Liaisons shall not be entitled to vote on any matters coming before the Board of Directors of the Alumni Association.

2. **Duties.** The duties of the Board of Directors of the Alumni Association shall include the following:

   A. To be a representative body of the members of the Alumni Association.
   
   B. To form and implement the policies of the Alumni Association.
   
   C. To direct Alumni Association activities.
   
   D. To further the purposes and represent the interests of the University and of the Alumni Association.

3. **Regular Meetings.** The Board of Directors of the Alumni Association shall hold regular meetings, at least three times per calendar year, in accordance with a schedule adopted by its members.

4. **Special Meetings.** Special meetings of the Board of Directors of the Alumni Association may be held on the call of the President of the Board of Directors of the Alumni Association or any six members of the Board of Directors of the Alumni Association.

5. **Notice of Meetings.** Notice of the time and place of regular meetings of the Board of Directors of the Alumni Association may be provided by resolution and no further notice shall be necessary. Notice of the time and place of all special meetings shall be prepared by the Secretary of the Board of Directors of the Alumni Association and delivered to each member of the Board of Directors of the Alumni Association, at least five (5) calendar days before
such meeting. All notices of special meetings shall state the purpose of the meeting.

6. Agenda. The President, with input from the Executive Committee of the Alumni Association, shall prepare the agenda and deliver it to the Alumni Director of the University for distribution to the Board of Directors of the Alumni Association no later than two (2) weeks prior to any meeting.

7. Conduct of Meetings. Robert's Rules of Order Revised shall govern the conduct of business in all cases to which they are applicable and in which they are not inconsistent with the rules of order of the Alumni Association. An affirmative vote of at least two-thirds (2/3) of the members of the Board of Directors of the Alumni Association present in person is needed to suspend any rules of order.

8. Quorum. Two-thirds (2/3) of the members of the Board of Directors of the Alumni Association present in person or represented by proxy shall constitute a quorum.

9. Attendance. Members may attend meetings via telephonic or video transmission where all parties can hear and be heard.

10. Voting. All members of the Board of Directors of the Alumni Association shall be entitled to vote at the regular and special meetings of the Board of Directors of the Alumni Association. Each such member shall be entitled to one vote on any question brought before such meetings for which the member is entitled to vote. If a quorum is present for a vote at any meeting, an affirmative vote of at least a majority of the voting members of the Board of Directors of the Alumni Association who constitute the quorum for the measure voted upon shall decide any question brought before such meeting except where a greater majority is required by law or by these By-laws. All proxies shall be (i) made by an instrument in writing signed by the member giving the proxy, (ii) submitted to the either the president, president-elect, or any vice president of the Board of Directors of the Alumni Association at least twenty-four (24) hours in advance of the meeting at which action by vote is to be taken and (iii) effective with respect to only one meeting as designated in such proxy.

11. Non-Voting Participation. Ex officio members shall be entitled to participate in meetings of the Board of Directors of the Alumni Association for the purpose of reports and other discussion but shall not be entitled to vote on any matters coming before the Board of Directors of the Alumni Association.

12. Resignation and Removal. Any member of the Board of Directors of the Alumni Association may resign at any time effective upon giving written notice to the President of the Board of Directors of the Alumni Association. All or any number of the members of the Board of Directors of the Alumni Association may be removed, with cause, at a meeting of the Board of Directors of the Alumni Association called expressly for that purpose at which a quorum is present. Removal shall occur upon an affirmative vote of at least
two-thirds (2/3) of the members of the Board of Directors of the Alumni Association present in person or represented by proxy at the meeting. Members of the Board of Directors of the Alumni Association may also be removed by an affirmative vote of at least a majority of the members of the Executive Committee of the Alumni Association, based upon termination of membership or violation of any conflict of interest policy or law. Failure to attend three (3) regularly scheduled meetings in person, by proxy or by conference call during any calendar year shall constitute cause for removal of a Director.

13. Vacancies. In the event of a vacancy occurring by reason of death, removal or resignation of a member of the Board of Directors of the Alumni Association, the President of the Alumni Association may appoint a representative to fill the position. The individual appointed to fill such vacancy shall be appointed for the unexpired term of the predecessor in office.

14. Informal Action by Board of Directors of the Alumni Association. Any action required to be taken at a meeting of the Board of Directors of the Alumni Association or any action which may be taken at a meeting of the members of the Board of Directors of the Alumni Association may be taken without such a meeting if a consent, setting forth the action so taken, is signed by all of the members of the Board of Directors of the Alumni Association.

1.14.2.6 ARTICLE VI – Executive Committee of the Alumni Association

1. Number, Tenure and Qualifications. The Executive Committee of the Alumni Association shall be comprised of the following members of the Alumni Association: the President, President-elect, Vice President for Programs, Vice President for Finance, Vice President for Student Services, and the Secretary of the Board of Directors. These officers shall be elected by a plurality of votes of the Board of Directors of the Alumni Association for two-year terms. Only graduates of the University are eligible to serve on the Executive Committee of the Alumni Association.

2. Duties. The duties of the Executive Committee of the Alumni Association include the following:

A. To set the agenda for the meetings of the Alumni Association, the Board of Directors of the Alumni Association, and the Executive Committee of the Alumni Association.

B. To coordinate the work of the standing committees of the Alumni Association and ex officio members.

C. To further the purposes and represent the interests of the University and the Alumni Association.

3. Regular Meetings. The Executive Committee of the Alumni Association shall hold regular meetings, at least three times per calendar year, in accordance
with a schedule adopted by the Executive Committee of the Alumni Association.

4. **Special Meetings.** Special meetings of the Executive Committee of the Alumni Association may be held on the written call of the President of the Board of Directors of the Alumni Association or any three members of the Executive Committee of the Alumni Association.

5. **Notice of Meetings.** Notice of the time and place of regular meetings of the Executive Committee of the Alumni Association may be provided by resolution and no further notice shall be necessary. Notice of the time and place of all special meetings shall be prepared by the Secretary of the Board of Directors of the Alumni Association and delivered to each member of the Executive Committee of the Alumni Association, at least five (5) calendar days before such meeting. All notices of special meetings shall state the purpose of the meeting.

6. **Agenda.** The agenda for meetings of the Executive Committee of the Alumni Association shall be prepared by the Secretary in consultation with the President of the Board of Directors of the Alumni Association. Items should be submitted in writing to the President of the Board of Directors of the Alumni Association within a reasonable time, but in no event less than five (5) calendar days prior to the meeting at which they shall be discussed.

7. **Conduct of Meetings.** Robert's Rules of Order Revised shall govern the conduct of business in all cases to which they are applicable and in which they are not inconsistent with the rules of order of the Alumni Association. An affirmative vote of at least two-thirds (2/3) of the members of the Executive Committee of the Alumni Association present is needed to suspend any rules of order.

8. **Quorum.** Two-thirds (2/3) of the members of the Executive Committee of the Alumni Association present in person or represented by proxy shall constitute a quorum.

9. **Attendance.** Members of the Executive Committee of the Alumni Association may attend meetings via telephonic or video transmission where all parties can hear and be heard.

10. **Voting.** All members of the Executive Committee of the Alumni Association shall be entitled to vote at the regular and special meetings of the Executive Committee of the Alumni Association. Each such member shall be entitled to one vote on any question brought before such meetings at which such member is entitled to vote.

11. **Non-Voting Participation.** Ex officio members shall be entitled to participate in meetings of the Executive Committee of the Alumni Association for the purpose of reports and other discussion but shall not be entitled to vote on any matters coming before the Executive Committee of the Alumni Association.

12. **Resignation and Removal.** Any member of the Executive Committee of the Alumni Association may resign at any time effective upon giving written
notice to the President of the Board of Directors of the Alumni Association. All or any number of the members of the Executive Committee of the Alumni Association may be removed, with or without cause, at a meeting of the Board of Directors of the Alumni Association called expressly for that purpose at which a quorum is present. Removal shall occur upon an affirmative vote of at least two-thirds (2/3) of the members of the Board of Directors of the Alumni Association present in person or represented by proxy at the meeting. Members of the Executive Committee of the Alumni Association may also be removed by a majority vote of the members of the Board of Directors of the Alumni Association, based upon termination of membership or violation of any conflict of interest policy or law. Failure to attend three (3) regularly scheduled meetings of the Executive Committee during any calendar year shall constitute cause for removal.

13. Vacancies. In the event of a vacancy occurring by reason of death, removal or resignation of a member of the Executive Committee of the Alumni Association, the President of the Alumni Association will appoint a successor with the approval of the Board of Directors of the Alumni Association. In the event that the office of President of the Alumni Association is vacant, the President elect shall fulfill the position. Individuals appointed to fill vacancies shall be appointed for the unexpired term of their predecessor in office.

14. Informal Action by Executive Committee of the Alumni Association. Any action required to be taken at a meeting of the Executive Committee of the Alumni Association or any action which may be taken at a meeting of the members of the Executive Committee of the Alumni Association may be taken without such a meeting if a written consent, setting forth the action so taken, is signed by all of the members of the Executive Committee of the Alumni Association.

1.14.2.7 ARTICLE VII - Officers

1. Officers. The officers of the Board of Directors of the Alumni Association shall be the President, President-elect, Vice President for Programs, Vice President for Finance, Vice President for Student Services, a Secretary, and such other officers as the members of the Board of Directors of the Alumni Association shall designate and each such officer shall be a member of the Executive Committee of the Board of the Alumni Association. All officers must be graduates of the University.

2. Election and Term of Office. The Board of Directors of the Alumni Association shall elect officers at the final meeting of the fiscal year in which the term of the current President expires. The current President-elect shall be installed as President. Officers, other than the President and President-elect of the Alumni Association, may be re-elected for up to three consecutive terms. Neither the President nor the President-elect may be employed by the University during the term of office. If subsequent to the election of the President or President-elect, such officer becomes employed by the
University, such officer shall be deemed to have resigned such officer’s position as the President or President-elect, as applicable, effective on the date such employment commenced without any further action by the Board of Directors of the Alumni Association.

3. **President.** The duties of the President of the Board of Directors of the Alumni Association shall be as follows:

   A. To serve as Chief Executive Officer and preside at all meetings of the Alumni Association, Board of Directors of the Alumni Association and the Executive Committee of the Alumni Association or designate the President-elect or some other voting member to preside;

   B. To determine the business of the Alumni Association through an agenda to be prepared in consultation with the Executive Committee of the Alumni Association;

   C. To appoint all committees and positions not otherwise provided for in these By-laws;

   D. To serve as the official representative of the Alumni Association on the Board of Trustees of the University; and

   E. To serve ex-officio and without vote on all committees of the Alumni Association and to perform all such duties as are incident to the office of President of the Alumni Association.

4. **President-elect.** The duties of the President-elect of the Alumni Association shall be as follows:

   A. To preside at all meetings of the Alumni Association, Board of Directors of the Alumni Association and the Executive Committee of the Alumni Association in the absence of the President of the Alumni Association;

   B. To deliver the report of the Executive Committee of the Alumni Association at the meetings of the Board of Directors of the Alumni Association;

   C. To perform such duties as may be assigned by the President of the Alumni Association; and

   D. To serve ex-officio and without vote on all committees of the Alumni Association and to perform all such duties as are incident to the office of President-elect of the Alumni Association.

5. **Vice President for Programs.** The duties of the Vice President for Programs of the Alumni Association shall be as follows:

   A. To organize the annual University Alumni Reunions and associated activities and other services and events throughout the year;

   B. To foster an ongoing dialogue with alumni regarding services, programs and events desired by the Association and its members;
C. To formulate and present proposals for these programs to the Executive Committee of the Alumni Association; and
D. To perform such other duties as are incident to the office.

6. **Vice President for Finance.** The duties of the Vice President for Finance of the Alumni Association shall be as follows:
   A. To review the financial activities of the Alumni Association and to report thereon at meetings of the Board of Directors of the Alumni Association;
   B. To act as Treasurer for the organization; and
   C. To perform such other duties as are incident to the office.

7. **Vice President for Student Services.** The duties of the Vice President for Student Services of the Alumni Association shall be as follows:
   A. To serve as chairperson of the Scholarship Committee;
   B. To serve as chairperson of the committee to select the Alumni Association representative from the student body;
   C. To coordinate these and other student-related matters with the officers and staff of the University; and
   D. To perform such other duties as are incident to the office.

8. **Secretary.** The duties of the Secretary shall be as follows:
   A. To keep the minutes and distribute minutes of all meetings of the Alumni Association, the Board of Directors of the Alumni Association and the Executive Committee of the Alumni Association;
   B. To keep a current list of the voting and ex officio members of the Alumni Association;
   C. To make an annual report and submit all records to the President of the Alumni Association; and
   D. To perform such other duties as are incident to the office.

1.14.2.8 **ARTICLE VIII – Standing Committees of the Alumni Association**

In order to facilitate its work, the Alumni Association has two standing committees, in addition to the Executive Committee of the Alumni Association, established by these By-laws. Each standing committee shall be chaired by a voting member of the Board of Directors of the Alumni Association elected by a plurality of votes of the members of the Board of Directors of the Alumni Association.

**The Nominating Committee.**

The Nominating Committee shall consist of no greater than five, and no fewer than three current members of the Board of Directors of the Alumni Association appointed by the President of the Alumni Association. The President-elect of the
Alumni Association shall serve as chair of the Nominating Committee of the Alumni Association. Each year, the Nominating Committee of the Alumni Association shall prepare a slate of voting members to serve on the Board of Directors of the Alumni Association. If the term of the outgoing President of the Board of Directors of the Alumni Association to serve as a member of the Board of Directors of the Alumni Association expire that year, the outgoing President of the Alumni Association shall be nominated to be a member of the Board of Directors of the Alumni Association for the year following the president’s term of office. Nominees must consent to the presentation of their respective names on the ballot. Members of the Board of Directors of the Alumni Association shall be elected at the annual meeting of the Alumni Association.

The Scholarship Committee.

The Scholarship Committee of the Alumni Association shall be responsible for the granting of Alumni Association funds to students. The decisions shall be based on criteria that exist for the individual scholarships. The Scholarship Committee of the Alumni Association shall consist of no fewer than four members of the Board of Directors of the Alumni Association appointed by the President of the Alumni Association. The Vice President for Student Services shall serve as chair of the Scholarship Committee of the Alumni Association and shall vote only in the case of a tie.

1.14.2.9 ARTICLE IX – Ad Hoc Committees

The Board of Directors and the Executive Committee of the Alumni Association may appoint such ad hoc committees as are deemed necessary and appropriate by a resolution adopted by an affirmative vote of at least a majority of their respective members and approved by the President of the Alumni Association.

1.14.2.10 ARTICLE X – Finances

Twenty-five (25) percent of the proceeds of the unrestricted Alumni Annual Fund, not to exceed the gross surplus from the operations of the Alumni Office, shall be allocated to the Alumni Association. The surplus is defined as unrestricted Alumni income less Alumni Fund Raising expenses. These expenses shall equal total Alumni Office expenses (including direct salaries) less direct costs associated with travel and special event activities such as Homecoming, Reunions, and Students and Parents Programs.

At the discretion of the Board of Directors of the Alumni Association, surplus money may be (i) added to the principal of the Sister Eulogia Scholarship fund, (ii) added to the scholarship awards given in the subsequent year, or (iii) divided between these two uses. Funds beyond those specified above shall be directly deposited into a University account for any use that the President of the University determines to be for the benefit of the University.

Monies given to the Alumni Annual Fund for which the donor designates specific uses shall be assigned and acknowledged in accordance with that designation.
Net proceeds from special alumni fund raising projects other than the Annual Fund shall remain under the control of the Alumni Association.

The Alumni Annual Fund contributions shall be individually acknowledged by the Alumni Office and credited as Alumni gifts.

1.14.2.11 ARTICLE XI – Formation of Chapters

With the consent of the Board of Directors of the Alumni Association, and in accordance with guidelines established by the Alumni Relations Office, members of the Alumni Association may form a chapter and, after formation, all such chapters shall be required to follow guidelines established by the Alumni Relations Office. All chapter representatives shall be encouraged to attend meetings of the Board of Directors of the Alumni Association.

1.14.2.12 ARTICLE XII – Amendments

By-laws not in conflict with the provisions of the Constitution of the Alumni Association, the Articles of Incorporation or By-laws of the University, or other applicable rules or regulations thereof, may be adopted, amended, or repealed without further formality by an affirmative vote of at least two-thirds (2/3) of the members of the Board of Directors of the Alumni Association represented in person or by proxy or an affirmative vote of the majority of the voting members of the Alumni Association represented in person or by proxy. No amendment shall be in conflict with the Articles of Incorporation or By-laws of the University, or other applicable rules and regulations thereof. An amendment is considered in effect when also approved by the Vice President for Advancement, the President of the University, and the Chairperson of the Board of Trustees of the University.

(Constitution and By-Laws approved by the Board of Directors of the Alumni Association, the President of the University, the Vice President for Advancement, and the Chairperson of the Board of Trustees 1999; revised and so approved 2004; further revised and so approved as of November 28, 2007.)