

**BY-LAWS  
OF  
WESTERN CONNECTICUT STATE UNIVERSITY  
ALUMNI ASSOCIATION, INC.  
DANBURY, CONNECTICUT  
(last revised 4/3/13)**

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**WESTERN CONNECTICUT STATE UNIVERSITY  
ALUMNI ASSOCIATION, INC.  
BY-LAWS**

**ARTICLE I. Name**

This organization shall be known as the Western Connecticut State University National Alumni Association, Inc. (hereinafter referred to as “the Association”). The Association shall also be known as: WCSUAA and WestConn Alumni Association.

**ARTICLE II. Purpose**

The purpose of the Association is to establish and maintain a mutually beneficial relationship between Western Connecticut State University and its alumni. The Association promotes the interests of the University through the involvement of alumni, student, faculty, staff and the community. The Association builds relationships with alumni, students, the university and friends by providing interactive communication; facilitating partnerships to strengthen lifelong educational experiences; taking a leadership role as a service organization and providing a welcoming social atmosphere. The Association strives to maintain contacts with classmates and to afford opportunities for alumni to provide support and assistance to their alma mater. The Associations purpose shall be exclusively educational and charitable.

**ARTICLE III. Membership**

**Section 1. Eligibility for Membership**

Any person who graduated from the University or its predecessors, The Danbury Normal School, Danbury State Teachers’ College, Danbury State College, Western Connecticut State College and Western Connecticut State University, is eligible for membership in the Association.

Former students, faculty, staff or community members are considered friends of the University and are eligible for Associate Membership.

**Section 2. Active Membership**

Active membership is held by those who are eligible for membership as stated in Section 1 and who have paid dues and/or have financially contributed to the Association in the current fiscal year either directly to the Association or as a result of a contribution to the University.

Any graduate, former student, current undergraduate, parent, faculty staff, friend of the university, and any person interested in the University who makes a minimum contribution as defined by the Board of Directors of the Association, to the University in the current year shall be granted all the rights and privileges of active membership as established by the Board.

Non-graduates may not hold office in the Association.

Current employees of the University may not serve on the Board of Directors.

Members of the Alumni Association Board of Directors are granted active member status during their tenure on the Board of Directors.

**Section 3. Honorary Life Members**

Honorary Life Membership in the Association may be conferred upon individuals at such time and under such terms as the Board of Directors may determine. Such persons shall serve as full

voting members of the Board of Directors. Their lifetime status eliminates the need for them to run for a director seat. The Board may nominate and elect one (1) individual per year as an Honorary Life Member.

#### **Section 4. Associate Members**

Former students who did not graduate, faculty, administrators, staff, parents, friends of the University, and any person interested in the University and who are not graduates of the University are eligible for Associate Membership in the Association.

Any individual who makes a contribution at the minimum level as set by the Board of Directors shall be granted all rights and privileges established for active members except the right to vote and hold office in the Association.

### **ARTICLE IV. Board of Directors**

#### **Section 1. Membership**

The Board of Directors shall consist of twenty one (21) members sixteen (16) of whom shall be Board Members only. From among the elected Board Members, shall be chosen four (4) officers as provided for below. The officers shall be elected by the Board of Directors at the Annual Meeting of the membership of the Alumni Association immediately after the election of Board Members *by the Alumni General Membership*. The twenty first (21) member of the Board, shall be the Immediate Past President, who shall not require election, but who shall automatically be an advisory member of the Board of Directors as further set forth below.

The Board of Directors shall consist of the following members, all of whom must be alumni and active Association members:

- A. President, Vice President, Secretary and Treasurer. These four officers shall be chosen from among the twenty (20) elected Board Members as set forth above. The officers shall be considered regular Board Members for the purpose of voting and participation except as otherwise provided in these By-Laws.
- B. Those Board members not elected as officers, shall serve as elected members of the Board of Directors. Terms of office for Directors shall be for three (3) years from the date of the Annual Meeting or until their successors shall be chosen. No person shall serve more than three (3) consecutive terms.
- C. Immediate Past President- The Immediate Past President shall serve as an advisor to the Board of Directors, but shall not be eligible to be elected to any office. However, the Immediate Past President shall have the right to vote on matters before the Board, as would a regular elected Board Member.
- D. Executive Director – The Director of Alumni Affairs hired by Western Connecticut State University shall serve as the Executive Director of the WCSUAA. This person will be responsible for the day-to-day operations of the Association and represent the best interests of the Association to the University and all other parties. (Not eligible for elected office.)
- E. Alumni Club Directors – Each alumni club which meets membership and activity standards established by the Board of Directors may elect or appoint one director of the Association as an ex-officio non-voting member. The term of office for each such director shall start at the Annual Meeting and continue for one (1) year. No person shall serve more than nine (9) years.
- F. The WCSU Vice-President of Institutional Advancement, shall be an ex-officio, non-voting member of the Board, and serves as the WCSU Foundation liaison. (Not eligible for elected office.)

## **Section 2. Vacancies**

Vacancies on the Board of Directors may be filled by appointment by the President of the Board — and then ratified by the Board at the next regular meeting — for the duration of the vacant term.

In the event that Board of Director seats become available and are uncontested, those wanting to fill the vacancies must still have 50% of the Board vote to fill that seat.

## **ARTICLE V. Elections**

Election of a Director to the Board of Directors to fill a vacancy can be made at any Board of Directors' meeting unless the twenty (20) director positions are filled. If all director positions are filled, election will take place at the next Annual Meeting. All persons elected to fill a vacant seat on the Board of Directors which has resulted from a resignation, a removal from office, or is vacant for any other reason, shall serve for the balance of the term of the Director they are elected to replace.

### **Section 1. Terms of Office**

Each director will be eligible for re-election to the Board of Directors as long as they do not exceed nine (9) consecutive years of service.

### **Section 2. Officers Terms of Office**

The term of office for President, Vice President, and Secretary shall be two (2) years. The President, Vice President and Secretary may not serve more than two (2) consecutive two year terms. At the discretion of the Board of Directors, the Treasurer may serve more than two (2) consecutive terms.

### **Section 3. Years of Service**

The Director of Alumni Affairs shall provide the Nominating and By-Laws Committee with the total years served by each Board of Directors member.

## **ARTICLE VI. Meetings**

### **Section 1. Annual Meeting**

The Association shall meet annually upon such date as shall be determined by the board of Directors. Any member may submit matters for the consideration of the board of Directors. The President and the Executive Director shall submit an annual report that shall include a financial report and a summary of official actions taken by the Board of Directors during the interval between Annual Meetings.

All Active Members of the Association shall be notified in the Alumni News and on the website at least thirty (30) days prior to the Annual Meeting. Notice shall include a statement as to the business to be conducted.

### **Section 2. Board of Director's Meetings**

Meetings of the Board of Directors shall be held regularly and set on an annual basis.

### **Section 3. Special Meetings**

Special meetings of the Board of Directors may be called by the President at the President's discretion with at least 5 days notice to board members.

#### **Section 4. Quorum**

The Board of Directors may conduct business if a quorum is present at a Board of Directors' meeting. A quorum consists of 50% +1 of the total number of current positions filled on the Board of Directors.

#### **ARTICLE VII. Removal from Office**

The Board of Directors shall have the authority, with a majority vote of the Board of Directors, to remove from the Board any Director or Officer who misses 3 consecutive Board of Directors' meetings.

#### **ARTICLE VIII. Duties of the Officers**

The Officers shall: provide leadership to the Association, provide service to the University and encourage other alumni to give their time, talent and treasure to WCSU, assist staff in planning, evaluating and execution of alumni programs, and other duties as described in the job description.

Officers should attend all major alumni functions if at all possible, awards presentations made by the Association, Homecoming activities, and other such functions that promote the Alumni Association.

#### **Section 1. President**

The President shall preside over all meetings of the Alumni Association Board of Directors and Executive Committee. The President shall have general charge and control over the Association, including the right to appoint any and all committees, shall sign contracts for the Association, and is Chair of the Executive Committee. The president serves as ex-officio member of all committees of the Association.

The President shall appoint all standing and special committees and their chairs unless otherwise herein provided. The President shall not cast a vote on any business of the Board of Directors except in the case of a tie vote.

The President or designee shall also serve as the official liaison between the Alumni Association and the University.

#### **Section 2. Vice President**

At the request of or in the absence of the President, the Vice President shall perform the duties of the President. The Vice President shall perform other duties as, from time to time, may be assigned by the President, the Board of Directors or the Association.

The Vice President shall serve as liaison to all committees of the Association.

The Vice President serves as the Presidents representative to committees of the Association in the Presidents absence.

#### **Section 3. Secretary**

The Secretary shall record and keep the minutes and attendance of the meetings of the Association, the Board of Directors, and the Executive Committee. The Secretary shall provide the Director of Alumni Affairs with minutes of each meeting of the Board of Directors and the Annual Meeting within 30 days following a meeting.

At the end of each fiscal year, the Secretary shall confirm that a complete set of minutes for all

meetings held that year have been provided to the Office of Alumni Affairs.

#### **Section 4. Treasurer**

The Treasurer shall submit a financial report of the Association at each regularly scheduled meeting of the Board of Directors. The Treasurer shall report the fiscal activity of the preceding year at the Annual Meeting. The Treasurer shall be responsible for the preparation of and submission to the President, all financial reports and returns required by law. The Treasurer shall serve as a member of fund raising and finance committees. The Treasurer must be bonded.

#### **Section 5. Immediate Past President**

The Immediate Past President shall serve as advisor to the President, Executive Committee and the Board of Directors.

#### **Section 6. Executive Director**

The Director of Alumni Affairs shall serve as Executive Director and ex-officio member of the Board of Directors and the Executive Committee. The Executive Director shall act as the official representative of the Alumni Association.

The Executive Director is responsible for the day-to-day operations of the Association and shall act as the liaison between the University and the Association.

1. Notifying the Board membership of meetings and events.
2. Informing the Alumni membership of annual events and activities of the Board of Directors.
3. Executing all necessary correspondence and communications.
4. Developing and implementing, with Board approval, plans for the major solicitations of funds each year which are deemed separate from those fund-raising events coordinated by the Office of Institutional Advancement.
5. The Executive Director shall assist the Treasurer and Finance Committee in the preparation of the annual budget.
6. Serve as an editor of Alumni publications including The Cuploa.
7. Maintain all permanent records, minutes, membership lists and other documents of the Association.
8. Record and track terms of office for officers and years of service completed by the Board of Directors and provide same annually to the Nominating and By-Law Committee.
9. With the assistance of the Executive Committee and the Secretary, the Executive Director will be responsible for publishing agendas and meeting minutes.
10. Primary responsibility for the supervision of revenue producing programs approved by the Finance Committee.
11. Other duties as deemed appropriate by the Board of Directors and the University.

The Executive Director shall act as the agent of the Treasurer in the management of all monies, keep accurate records of all monies and certify the accuracy and propriety of all bills incurred by the Association. The Executive Director shall serve as an ex-officio member of the Finance Committee and shall assist the Treasurer in the preparation of any and all financial reports and returns required by law. The Executive Director shall have the authority to enter into contractual agreements only upon obtaining the consent of the Board of Directors. The Executive Director shall have discretionary authority over the expenditure of Association funds not to exceed \$500.00. In the event that an expenditure exceeding \$500 is necessary and time is of the essence, the Director shall obtain approval for such expenditure from the Executive Committee.

## **Section 7. Board of Directors**

The Board of Directors shall serve in an executive capacity and have chief responsibility for the administrative matters of the Association. The Board of Directors is responsible for all policy decisions, program planning and evaluation and the approval of any business conducted by the University on behalf of and/or in the name of the Alumni Association. Directors shall attend scheduled meetings, actively participate on at least one (1) committee, and endeavor to take part in the events and activities of the Association.

The Board of Directors shall annually review the performance of the Director of Alumni Affairs and submit a written evaluation to the University. The evaluation shall be based upon those duties prescribed in Article VIII, Section 6. Notwithstanding the provisions of these by-laws, nothing herein shall be construed to violate the terms of the Director's employment contract or any collective bargaining rights arising from said employment.

## **ARTICLE IX. Committees**

### **Section 1. Committees Names**

Standing Committees of the Board shall be the Executive Committee, the Nominating and By-Laws Committee, the Scholarship Committee, the Finance Committee, the Student Relations Committee, the University Gifts Committee, the Hall of Fame Committee, the Travel Committee, the Homecoming Committee and the Golf Tournament Committee.

### **Section 2. Committee Membership**

Committee chairs and members not specifically provided for in these By-Laws shall be appointed by the President annually at the first regularly scheduled Board of Directors' meeting.

Committee chairs may recruit non-Board members to provide input, serve as volunteers or for other purposes deemed beneficial to the committee.

### **Section 3: Reporting**

Standing Committees are to report all committee actions and meetings to the Executive Committee and/or to the Board of Directors in a timely manner either by written or oral report which is reflected in the minutes taken at such time as the report is given.

Committees will keep minutes of regular and special meetings. Actions and recommendations of the committees are reported at Board of Directors' meetings.

### **Section 4. Executive Committee**

The Executive Committee shall consist of the five (5) officers of the Association and one (1) Board of Director referred to as the "Member-at-Large." The Member at Large will be voted onto the Executive Committee by the Board of Directors. The Executive Director shall be an ex-officio member of the Executive Committee. The Executive Committee shall review all standing committee reports and make recommendations to the Board on reports received, make recommendations to the Board on policy issues, prepare materials relating to the Board of Directors' meeting agendas, and may represent the position of the Board of Directors of the Association on university-related issues. The Executive Committee shall be authorized to approve expenditures by the Director of Alumni Affairs on behalf of the Association in excess of \$500.00 where appropriate. The Executive Committee shall meet prior to each regularly scheduled Board of Directors' meeting.

### **Section 5. Nominating and By-Laws Committee**

The Nominating and By-Laws Committee shall review and evaluate applications for positions on

the Board of Directors as well as present a slate of officers for election at the Annual Meeting of the Association.

The Nominating and By-Laws Committee shall conduct on-going review of the Association's By-Laws and formulate recommendations for amendments.

The Committee shall consist of a chairperson and up to four (4) other directors. The Committee shall prepare a ballot listing the names of the individual nominees for the available positions on the Board of Directors for election at the Annual Meeting. The ballot shall contain the names of those Board members who wish to exercise their right for re-election up to the maximum of nine (9) consecutive years of service. Space shall be provided for a write-in candidate(s).

#### **Section 6: Scholarship Committee**

The Committee shall consist of a chairperson and four (4) directors.

The Committee shall establish criteria for the selection of scholarship recipients in accordance with past practices.

The Committee shall review applications and interview candidates for the May Sherwood Scholarship and any other scholarships where appropriate.

The Board of Directors shall be notified in writing of the final selections for all scholarships.

The Chair will meet with the Finance Committee to determine the number and amount of Association Scholarship that can be funded for then following year's recipients.

#### **Section 7: Finance Committee**

The Finance Committee shall consist of a chairperson, and up to four (4) Directors, and the Executive Director. The Treasurer shall serve as chair of the Finance Committee. The Executive Director shall serve as an ex-officio member of the Committee.

The Finance Committee shall prepare an annual budget for the Association and advise the Board of Directors on matters pertaining to budget and finance.

The Finance Committee shall insure the proper record keeping and investing of Association accounts.

The Finance Committee shall identify, develop, review and evaluate programs and services, which generate revenue for the Association. The committee will make recommendation to the Executive Director for implementation.

The Finance Committee shall meet as often as necessary to insure diligent oversight and evaluation of the ongoing programs and activities within its jurisdiction and make recommendations to the Board of Directors concerning their continuation.

#### **Section 8: Student Relations Committee**

The Student Relations Committee shall consist of a chairperson and at least three (3) members of the Board of Directors and shall recruit non-director members according to the needs of the Committee and volunteer interest.

The Student Relations Committee shall identify opportunities and plan programs for undergraduate and graduate students to become involved in the Association. It shall foster good relations between students and the members of the Association.

The Student Relations Committee will provide input into the Association's involvement in homecoming and commencement activities, the Student Leadership Banquet and other award projects related to students. The Committee will also serve in an advisory capacity to the

Student Alumni Association.

**Section 9. University Gifts Committee**

The University Gifts Committee is made up of a chair and three (3) directors. The University Gifts Committee is responsible for identifying gifts the Association can make to the University that promote and or recognize the Association.

**Section 10. WCSU Athletic Hall of Fame Committee**

The WCSU Athletic Hall of Fame (HOF) Committee shall represent of the Board in all HOF activities, including the selection of the HOF Committee membership, selection of HOF inductees and the planning of the HOF Induction Ceremony. They shall follow the HOF Bylaws as approved by the Board.

The Committee shall foster good relations between athletics and members of the Association.

**Section 11. Travel Committee**

The Travel Committee shall consist of a chairperson and at least (2) members of the Board of Directors and shall recruit non-director members according to the needs of the Committee and volunteer interest.

The Committee shall identify opportunities and plan programs that generate involvement in travel activities. It shall foster good relations between the Board, members of the association and the community.

**Section 12. Homecoming Committee**

The Homecoming Committee shall consist of a chairperson and at least (3) members of the Board of Directors.

This Committee shall provide input into the Association's involvement in Homecoming activities and events. It shall foster good relations between students, alumni, the association and the university.

The chair or designee of the committee shall act as the liaison between the Board and the University on matters involving Homecoming planning.

**Section 13. Golf Tournament Committee**

The Golf Tournament Committee shall consist of a chairperson and at least (3) members of the Board of Directors and shall recruit non-director members according to the needs of the committee and volunteer interest. The Committee may appoint non-directors as Honorary Chairs.

The Committee shall meet as often as necessary to insure diligent oversight and preparation of the event. It shall foster good relations between the association and the community.

The committee shall prepare a report for the Board with the final results following the event.

#### **Section 14. Special Committees**

The president shall appoint such standing and ad-hoc committees and members as may be necessary in order to promote the purposes of the Association. The President shall designate the chair of those committees.

### **ARTICLE X. Finance and Tax Exempt Status.**

#### **Section 1. Fiscal Year**

The fiscal year shall run from July 1 to June 30.

#### **Section 2. Corporation Status**

No part of the net earnings of the Corporation shall inure to the benefit of or to be distributed to its members, directors, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the corporation set forth in Article II hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on:

- A. by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law as from time to time amended) or
- B. by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law as from time to time amended).

#### **Section 3. Use of Funds**

Amounts received shall be used for current expenses, scholarship commitment or as otherwise designated by the Board of Directors. At no time will the funds of the Association be used for lobbying efforts.

#### **Section 4. Fiscal Review & Audits**

At the close of the fiscal year, a qualified CPA shall examine the Association's financial records. The Board of Directors shall determine whether a full audit or a review of the records shall be performed. At least once every five (5) years, a full audit of the Association's financial record keeping should be performed. Board of Directors members may not perform audits or financial reviews of the Association's accounts. Expenses incident to audits or financial reviews shall be paid by the Association as a corporation expense.

## **ARTICLE XI. Amendments**

The by-laws may be amended in one of the following ways:

A. By a majority vote of those alumni members present at the Annual Meeting or any special meeting provided that written notice of the proposed amendment(s) has been given to all members at least fourteen (14) days in advance of said meeting.

## **ARTICLE XII. Dissolution**

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner or to such organization organized and operated exclusively for educational purposes as shall, at the time, qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law as from time to time amended), as the Board of Directors shall determine.

## **ARTICLE XIII. Parliamentary Authority**

Roberts Rules of Order shall be the parliamentary authority not covered by these By-Laws. The chair of the Nominating & Bylaws Committee shall act as Parliamentarian during Board Meetings.

## **ARTICLE XIV. Relationship with the Western Connecticut State University Foundation**

In as much as the WCSU Alumni Association and the WCSU Foundation, Inc., have stated objectives which are inextricably related to the promotion and encouragement of the university, the Alumni Association wishes to maintain a cooperative and complementary relationship with the Foundation, reciprocal in goals and programs.

## **ARTICLE XV. Ratification and Adoption**

These By-Laws were ratified and adopted as follows:

Amended: July 19, 1993

Amended: July 28, 1994

Amended: June 20, 1995

Amended: September 10, 1997

Amended: September 1, 1999

Amended: April 20, 2004

Amended: March 10, 2010

Amended: April 4, 2012 and shall govern until such time they are amended as provided herein.