

# **WESTFIELD STATE ALUMNI ASSOCIATION**

## **ARTICLES OF ORGANIZATION**

### **ARTICLE I - NAME AND DURATION**

The name of this association shall be the "Westfield State Alumni Association," providing and so long as Westfield State University authorizes the use of its name in the association name. The duration of the association shall be perpetual. The association is an unincorporated association of the alumni of Westfield State University and shall not constitute a subdivision, subsidiary, branch or department of Westfield State University.

### **ARTICLE II – PURPOSE AND MISSION**

#### **Section 2.01 Purpose**

The purposes of this association shall be to support the development and growth of Westfield State University, to promote fellowship and social activity among the alumni, to promote communication and provide information to and among alumni and develop opportunities for dialogue between alumni and other segments of the institution, to assist with development efforts with the alumni and to promote fundraising within the Association.

#### **Section 2.02 Mission Statement**

The mission of the Westfield State Alumni Association is to assist with the outreach to engage alumni with the University; to communicate with alumni regarding activities, benefits and campus information; and to actively support the student experience and fundraising efforts in partnership with the Westfield State Foundation, Inc., and the University.

### **ARTICLE III – MEMBERSHIP**

#### **Section 3.01 General Membership**

Membership in the Association shall include any person who has received academic credit from any of the schools of the institution presently known as Westfield State University.

#### **Section 3.02 Honorary Membership**

The Executive Council, as defined in Article IV, may establish policies for issuing special or honorary membership in the Association.

### **ARTICLE IV - EXECUTIVE COUNCIL**

#### **Section 4.01 Composition**

The Association shall be governed by an Executive Council comprised of the following members: a President, President Elect, and/or Past President, the Alumni Trustee (providing an alumni trustee is appointed and sitting on the University's Council of Trustees), an Alumni Foundation Council Member, the undergraduate student representative(s) and thirteen Executive Council Members-at-Large. All members of the Executive Council shall have vote and voice at meetings.

In addition, the President of the University and three employees of the University with responsibility for advancement, university relations and alumni relations, as determined by the President of the University or his designee, and all Regional Chapter Presidents and Affinity Group Presidents or their designees shall be non-voting ex-officio members and shall be permitted to attend all meetings of the Council.

#### **Section 4.02 Student Representation**

In addition to the designated alumni liaison(s) to the Executive Council as listed in Section 4.01, there shall be a maximum of two additional Westfield State University student representatives on the Executive Council in a non-voting ex-officio capacity. These representatives may include one Graduate Student Representative. Other student representatives may be invited at the discretion of the Executive Council. This representative(s) shall be selected by Student Government Association (SGA). If SGA does not come to a consensus on student representation or fails to appoint or select representative(s), then the WSAA Membership and Diversity Committee shall interview and select student representation.

#### **Section 4.03 Absences**

The Executive Council shall terminate the membership on its Council of any Executive Council member who is absent for three consecutive, regular meetings of the Council. The Council shall terminate such absent member by vote of a majority of the Council members present at a regularly scheduled meeting of the Council. The Council shall promptly notify the member so terminated.

#### **Section 4.04 Powers**

The Executive Council shall have general charge of the affairs of the Association consistent with these Articles of Organization. The Executive Council shall have power to appoint committees to carry out its purposes, and to fill unexpired terms on the Executive Council and on other committees of the Association as needed to accomplish the goals and strategic plans of the Association.

#### **Section 4.05 Executive Committee**

The Executive Committee shall be comprised of the President, President Elect and/or Past-President and three members appointed by the President. The Director of Alumni Relations or a similar employee of the University, as determined by the President of the University, will serve in a non-voting ex-officio capacity. When the Council is not in session, the Executive Committee shall be empowered to act in the place and stead of the Council.

### **ARTICLE V – OFFICERS**

#### **Section 5.01 Officers**

The officers of the Association shall be a President, President Elect or Past President and Secretary.

#### **Section 5.02 Elected by the Executive Council: Term of Office**

The President Elect is elected by the membership of the Executive Council and shall serve a one-year term as President Elect, a two year term as President, and a one-year term as Past President. The President Elect will be elected in the second year of the sitting President's term.

The Secretary is elected by the membership of the Executive Council from the current and active membership of the council and shall serve a one-year term with the option to be re-elected for the duration of their council term. No council member may serve more than 3 consecutive one-year terms as Secretary.

#### **Section 5.03 Vacancies in Elected Offices**

In case of vacancy in the office of the President, the President Elect shall succeed to the office, serving the unexpired term as well as the next term. In case of a vacancy in the office of President Elect, a successor may be chosen by special election or during the next regular election at the discretion of the Executive Council. A vacancy in the office of Past President will be filled by a selected Past President of the organization approved by the standing Council.

In case of vacancy in the office of the Secretary, the council will elect another current and active member to complete the remaining time of the one-year term. This will not impact serving the full 3 year one-year possible terms.

#### **Section 5.04 Duties of the Officers**

The President shall: (i) preside at all meetings of the members of the Association and of the Executive Council, and (ii) delegate specific responsibilities to the President Elect and (iii) perform other duties consistent with these Articles of Organization.

The President - Elect shall: (i) serve as chair of the Membership and Diversity committee responsible for oversight of the annual election process, (ii) preside at all meetings of the members of the Association and of the Executive Council in the absence of the President, and (iii) perform other duties consistent with these Articles of Organization.

The Past President shall: (i) serve as chair of the Membership and Diversity Committee with responsibility for oversight of the annual election process, (ii) preside at all meetings of the members of the Association and of the Executive Council in the absence of the President and President Elect and (iv) perform other duties consistent with these Articles of Organization.

The Secretary shall: (i) be responsible for maintaining attendance, term limit and Code of Conduct information, (ii) work closely with the administrative assistant in the Office of Alumni Relations to ensure minutes are accurate and distributed in a timely manner, and (iii) perform other duties consistent with these Articles of Organization.

#### **Section 5.05 Removal of an officer**

Any member of the Council may recommend removal of an officer. A letter of intent to remove an officer detailing clear violations of the code of conduct or the Articles of Organization and actions taken to rectify the situation, signed by themselves and four (4) additional council members must be sent to the remaining officer currently serving or the immediate Past President, and the Office of Alumni Relations.

Upon receipt of this letter, the remaining officer currently serving and the Director of Alumni Relations will notify the officer, by mail that a vote of the council, in person or by conference call, will occur within one week of receipt of the removal request. Removal of an officer impacts the organization and is considered a last resort.

10.24.2009 – Original Document, 1.22.11 Revised and Approved. 12.4.2011 Revised and Approved. 11-23-13 Revised and Approved. 11-15-2014 Revised and Approved. 11-14-15 Revised and Approved. 11-5-16 Revised and Approved 11-18-17. Revised and approved 11-17-18. Revised and approved 11-23-19. Revised and approved 10-29-20.

## **ARTICLE VI - ALUMNI TRUSTEE**

### **Section 6.01 Nomination by the Executive Council; Election by the Association Membership; Terms of Office**

The Association shall be represented on the Westfield State University Council of Trustees by one (1) alumni trustee, pursuant to G.L. c.15A, §21.

Any member of the Association who has demonstrated his or her support of the Association and Westfield State University consistent with Article II of these Articles of Organization and is elected by the membership, is eligible for nomination by the Executive Council to be considered to serve as Alumni Trustee on the University Council of Trustees. The membership of the Association shall elect a trustee from among those running for the position. The names of the top two (2) elected members shall be submitted to the Governor for review and possible appointment as Alumni Trustee. In the event an elected member is not approved for appointment to the Council of Trustees, the Executive Council shall, at its next regular meeting, nominate another member of the Association to be recommended to the Governor for appointment as Alumni Trustee.

Upon appointment, and in conformity with G.L. c.15A, §23, the Alumni Trustee shall serve a term of five years or such shorter term (in the event an unexpired term is being filled) as shall be determined by the Council of Trustees pursuant to University and Commonwealth Guidelines.

An Alumni Trustee may be eligible to serve no more than two successive terms as an Alumni Trustee. Please see Appendix A for the procedures related to the Alumni Trustee election.

### **Section 6.02 Eligibility**

Any member of the Association may be nominated for the position of Alumni Trustee, subject to the qualifications for all Trustees as provided in University and Commonwealth Guidelines and such other criteria as may be established from time to time by the Council of Trustees.

### **Section 6.03 Nominations**

Any member of the Association may present the name of a potential nominee for the position of Alumni Trustee to the Membership Committee of the Executive Council.

## **ARTICLE VII – FOUNDATION COUNCIL REPRESENTATIVE**

### **Section 7.01 Nomination by the Executive Council; Election by the Association Membership; Terms of Office**

The Association shall be represented on the Westfield State Foundation, Inc. Council of Directors by one (1) Alumni Council member, or designee, as appointed by the membership of the Executive Council. The Alumni Representative to the Foundation Council will be a full voting member of the Executive Council.

Any member of the Association may present the name of a potential nominee for the position of Alumni Representative to the Foundation Council to the Membership Committee of the Executive Council for consideration.

The Alumni Representative to the Foundation Council may serve for no more than two consecutive three (3) year terms without a break in service.

## **ARTICLE VIII – PRESIDENTIAL CYCLE**

### **Section 8.01 Eligibility**

Any member of the Association who has demonstrated his or her support of the Association and Westfield State University consistent with Article II of these Articles of Organization and has served for at least one year as a Member-at- Large of the Executive Council is eligible for nomination to the Presidential cycle.

### **Section 8.02 Nominations**

Any member of the Executive Council may self-nominate or present the name of a potential nominee from the Executive Council for the Presidential cycle to the Membership Committee of the Association. The Membership Committee shall present one or more nominees to stand for election by the Executive Council to the Presidential cycle.

### **Section 8.03 Election**

The President Elect shall be elected by a majority vote of the Executive Council through a biennial on-line voting process.

### **Section 8.04 Term**

The Presidential cycle is a term of four years. The first, as President Elect, measured from the transfer of position in October of the year elected to the following October. The second and third as the Association President, and the final as the Past President.

### **Section 8.05 Duties**

The President Elect shall have the duties as are assigned by these Articles of Organization and such additional duties as may be assigned by the Association President in collaboration with the Director of Alumni Relations (or such other University employee as the President of the University shall designate).

The President shall have the duties as are assigned by these Articles of Organization and such additional duties as may be determined in collaboration with the Director of Alumni Relations (or such other University employee as the President of the University shall designate).

The Past President shall have the duties as are assigned by these Articles of Organization and such additional duties as may be assigned by the Association President in collaboration with the Director of Alumni Relations (or such other University employee as the President of the University shall designate).

### **Section 8.06 Succession through the Presidential Cycle**

Upon the expiration of his or her term as President Elect or upon a vacancy in the office of President, the President Elect shall automatically succeed to the office of the President.

Upon the expiration of his or her term as President, he or she shall automatically succeed to the office of the Past President.

Upon the expiration of his or her term as Past President, he or she will end their time on the Executive Council unless re-elected by vote of the membership. If the Past President cannot serve in that capacity, the most recent Past President in chronological order will fulfill the position.

## **ARTICLE IX - EXECUTIVE COUNCIL MEMBERS -AT- LARGE**

### **Section 9.01 Eligibility**

Any member of the Association who has demonstrated his or her support of the Association and Westfield State University consistent with Article II of these Articles of Organization is eligible for nomination as a candidate for Executive Council Member-at-Large.

### **Section 9.02 Nominations**

Any member of the Association may self-nominate or present the name of a potential nominee for the office of Executive Council Member-at-Large to the Director of Alumni Relations or the Membership Committee of the Executive Council. A slate of one or more nominee(s) for each expiring term or vacancy occurring among the Executive Council Members-at-Large will be chosen each year to stand for election by the full Membership.

### **Section 9.03 Election**

With the exception of up to one member appointed by the Executive Council, Members-at-Large shall be elected by a majority vote of the full membership during an annual election process. The appointed Member-at-Large will be nominated by a sitting Member of the Executive Council based on their specific skill sets and/or diversity that may enhance our ability to provide support to our Alumni, students and the campus community, and their appointment will need to be approved by majority vote of the sitting Executive Council.

### **Section 9.04 Term of Office; Staggered Terms**

The term of office for each of the thirteen Members-at-Large shall be three years, measured from the November meeting of the year in which they were elected. The terms of the Members-at-Large shall be staggered so that at least three Members-at-Large are elected annually by the membership.

### **Section 9.05 Duties**

Members-at-Large shall have such duties within the Executive Council as are assigned by these Articles of Organization. Each Member at-Large may serve as the chair of no more than one standing committee. Each Member-at-Large must serve on no less than one standing committee.

## **ARTICLE X - STANDING COMMITTEES**

### **Section 10.01 Standing Committees of the Executive Council**

The standing committees of the Executive Council shall be the following:

- Academic and Life-long Learning
- Association Events
- Awards, Scholarship and Recognition
- Development and Marketing

- Finance
- Membership and Diversity

Other standing committees may be established from time to time by a majority vote of the Executive Council consistent with these Articles of Organization.

#### **Section 10.02 Academic and Life-Long Learning Committee**

The Academic and Life-Long Learning Committee shall assist with events related to collaboration with the University's Office of Academic Affairs and the University's College of Graduate and Continuing Education as they relate to the members of the Association in such manner as may be requested from time to time by the Office of Alumni Relations (or such similar position or office as the President of the University shall designate) and its staff. The committee shall be chaired by a member or two (2) members of the Executive Council and composed of not more than five members of the Executive Council. The Director of Alumni Relations (or such similar position as the President of the University shall designate) shall serve in a non-voting ex-officio capacity. Additional members of the committee shall be appointed from the membership by the President of the Association, and shall serve for a one year term, measured from the date of their appointment. Members may be reappointed.

#### **Section 10.03 Association Events Committee**

The Association Events Committee shall assist with Homecoming and other Association programs of the University as they relate to the members of the Association in such manner as may be requested from time to time by the Office of Alumni Relations (or such similar position or office as the President of the University shall designate) and its staff. The committee shall be chaired by a member or two (2) members of the Executive Council and composed of not more than six members of the Executive Council. The Director of Alumni Relations and the Director of Alumni Programs (or such similar positions as the President of the University shall designate) shall serve in ex-officio capacities. Additional members of the committee shall be appointed from the membership by the President of the Association, and shall serve for a one year term, measured from the date of their appointment. Members may be reappointed.

#### **Section 10.04 Awards, Scholarship and Recognition Committee**

The Awards, Scholarship and Recognition Committee shall be responsible for securing and reviewing names of potential recipients of awards and honors to be conferred by the Association acting by and through the Executive Council. The committee shall be chaired by a member or two (2) members of the Executive Council and composed of not more than five members of the Executive Council. The Director of Alumni Relations and Assistant Director of Government Relations (or such similar positions as the President of the University shall designate) shall serve in a non-voting ex-officio capacity. Members of the committee shall be appointed by the President of the Association and shall serve for a one year term, measured from the date of their appointment. Members may be reappointed. The Awards, Scholarship and Recognition Committee shall make recommendations to the Executive Council concerning all awards, scholarship and recognition to be conferred by action of the Executive Council. Members of the Awards, Scholarship and Recognition Committee shall not be eligible for awards or honors conferred by the Association during their term of service on the committee.

#### **Section 10.05 Development and Marketing Committee**

The Development and Marketing Committee shall assist with the various development programs of the University (including but not limited to alumni giving clubs, the Westfield Fund, etc.) and with the promotion of alumni relations as they relate to the members of the Association in such manner as may be requested from time to time by the Office of Alumni Relations or the President of the University. The committee will be responsible for oversight of all fundraising activities pursued by the council, including outreach, events, and marketing campaigns. This may include working closely with the Foundation Board, the University, or other entities as appropriate to coordinate fundraising activities. All council activities and/or events that have a fundraising component will be submitted to the committee for consideration and approval. The committee shall be chaired by a member or two (2) members of the Executive Council and composed of not more than four members of the Executive Council. The Chief Development Officer and the Director of Alumni Relations (or such similar positions as the President of the University shall designate) shall serve in non-voting ex-officio capacities. Members of the committee shall be appointed by the President of the Association and shall serve for a one-year term, measured from the date of their appointment. Members may be reappointed. Additional members of the committee shall be appointed from the membership by the President of the Association and shall serve for a one-year term, measured from the date of their appointment. One member of the committee will be designated by the chair as liaison with the Events Committee to insure proper coordination.

#### **Section 10.06 Finance Committee**

The Finance Committee shall be responsible for maintaining the financial record of the organization in conjunction with the Westfield State University Foundation who holds the funds. The committee shall be chaired by a member of the Executive Council and composed of not more than 5 members including the Alumni Foundation Council Representative and the current President of the Association. The Chief Development Officer and the Director of Alumni Relations (or such similar positions as the President of the University shall designate) shall serve in non-voting ex-officio capacities. Members of the committee shall be appointed by the President of the Association and shall serve for a one year term, measured from the date of their appointment. Members may be reappointed.

### **Section 10.07 Membership and Diversity Committee**

The Membership and Diversity Committee shall be responsible for securing and reviewing names of potential nominees for Alumni Trustee, President Elect, and Executive Council Member-at-Large. It shall be the policy of the Membership and Diversity Committee to reflect the constituency of the University alumni in its selection of nominees. The committee shall be chaired by the President Elect or President of the Association or two (2) members, in alternating succession, and composed of not less than three members of the Executive Council. The Director of Alumni Relations or designee (or such similar position as the President of the University shall designate) shall serve in a non-voting ex-officio capacity. Members of the committee shall be appointed by the President of the Association and shall serve for a one year term, measured from the date of their appointment. Members may be reappointed. The Membership and Diversity Committee shall recommend to the Executive Council a minimum of one person for each vacancy in the office of Alumni Trustee (as needed) and one person for the office of President Elect and three persons each year for the office of Executive Council Member-at-Large. The committee shall consider said persons recommended as potential candidates but, at its discretion, accept or reject said names in determining the nominees for any office. The committee may also receive names of potential nominees from other sources, including, but not limited to, names suggested by Executive Council members, self-nomination and members of the University faculty and staff. Members of the committee shall not be eligible for nomination to any office during their term of service on the committee.

## **ARTICLE XI – MEETINGS**

### **Section 11.01 Regular Meetings**

The Executive Council shall hold regular meetings at least three times a year on dates and times scheduled in advance by the Executive Council. All regular meetings shall be held in Westfield, Massachusetts unless approval and announcement of a change of venue is announced six months in advance. A special meeting at the annual University Homecoming event may be scheduled as needed. Holding this by-law in abeyance may occur no more than once per fiscal year and for extenuating circumstances only.

### **Section 11.02 Special Meetings**

Special meetings of the Executive Council may be called by the President or the Executive Committee. Upon petition of two-thirds of the Council members, the President shall call a special meeting. Members shall be given at least 10 days notice of the date and time of a special meeting. All special meetings shall be held in Westfield, Massachusetts.

### **Section 11.03 Conduct of Meetings**

Fifty per cent plus one of the total members of the Executive Council shall constitute a quorum. In the absence of a quorum at the time and place set for a meeting, the Council member(s) present shall adjourn the meeting from time to time until a quorum is present. The Director of Alumni Relations shall send each Executive Council member, by regular or express mail, fax, email or other generally accepted means of electronic communication, notice of the time and place of the adjourned meeting, said notice to be transmitted at least 10 days in advance of the reconvening of the adjourned meeting. Any Council member may waive notice of the adjourned meeting in writing.

Upon a determination that a quorum exists, a majority of those present and voting may pass any measure. As presiding officer, the President of the Association shall rule on all questions of parliamentary procedure and order unless a parliamentarian is appointed. Such rulings may be overruled by majority vote of the voting members of the Executive Council.

### **Section 11.04 Voting**

Each member of the Executive Council present shall be entitled to one vote except for ex officio members who shall not be entitled to vote. There shall be no voting by proxy.

### **Section 11.05 Rights of Membership at Executive Council Meetings**

During official meetings of the Executive Council appearances may be made by members of the Association to discuss a topic by prior arrangement with the President or the Director of Alumni Relations or by majority vote of the voting members of the Council. All meetings are open to all members.

## **ARTICLE XII - AUTONOMY OF THE ASSOCIATION AND THE UNIVERSITY**

The Association, as an unincorporated organization, shall be autonomous from Westfield State University. The actions, view and opinions of the Association, as expressed by its volunteer officers, the Executive Council, its committees and the members of the Association shall not constitute or be regarded or represented as the actions, view or opinions of Westfield State University. Westfield State University shall be in charge of and shall administer the Office of Alumni Relations, all University employees and all property and funds of the Office of Alumni Relations.

## **ARTICLE XIII – AMENDMENTS**

Annually, these Articles of Organization may be amended by an affirmative vote of a majority of the voting members of the Executive Council no less than thirty (30) days after notice of the proposed changes.

## **ARTICLE XIV – EFFECTIVE DATE AND TRANSITION**

### **Section 14.01 Effective Date**

These Articles of Organization shall be effective immediately upon passage by the Executive Council at the first official meeting of the Westfield State Alumni Association on October 24 at Homecoming 2009.

### **Section 14.02 Transition of Executive Council Members**

Year One (Fall 2009-Fall 2010): Nominations will be accepted by the Membership and Nominating Committee to fill the Executive Council. Nominees will select the length of term for service, one, two or three years for the first full term of the Association allowing for no less than three positions ending after the first year.

Year Two (Fall 2010-Fall 2011) Nominations will be accepted to fill the minimum open three positions and any other positions found vacant at the time.

Year Three (Fall 2011-2012) Nominations will be accepted to fill the minimum open (3) positions and any other positions found vacant at the time.

Year Four (Fall 2012-2013) Nominations will be accepted to fill the minimum open (3) positions and any other positions found vacant at the time.

Year Five (Fall 2013-2014) Nominations will be accepted to begin the fill the standard rotation of open positions for full three-year terms.

### **Section 14.03 Officer Transition (2015)**

Year one (2015-16), the current President will serve an additional year with a President Elect. No Past President will serve. The Executive committee will be comprised of the two standing officers and three appointed members-at-large from year one on. The Director of Alumni Relations serves in a non-voting, ex-officio capacity.

Year two (2016-17), the current President will serve as the Past President. The current President Elect will serve their first year as President. No President Elect will serve.

Year three (2017-18) The standing President will serve their second year as President and an election will be held for President Elect. No Past President will serve.

Year four (2018-19) The transition will be complete and the standard rotation of open positions for the Presidential process will begin.