



**BYLAWS
OF
THE ASSOCIATION OF
ALUMNI, FORMER STUDENTS, AND
FRIENDS OF SOUTHERN ILLINOIS UNIVERSITY,
INCORPORATED**

We, the graduates, former students, and friends of Southern Illinois University, in order to give moral and material support to our alma mater in its program of instruction, research and service, to provide opportunities for individual student development, and to advance the spirit of fellowship and loyalty among our members, do ordain these Bylaws for the Association of Alumni, Former Students, and Friends of Southern Illinois University, Incorporated.

**ARTICLE I
NAME AND INCORPORATION**

Section 1.1. Name

The name of this organization shall be The Association of Alumni, Former Students, and Friends of Southern Illinois University, Incorporated. The working name shall be the Southern Illinois University Alumni Association. It shall be hereinafter designated and referred to in these Bylaws as the Association.

Section 1.2. Nature

The Association is a wholly not-for-profit corporation, organized under the laws of the State of Illinois, and its purposes shall be wholly charitable and educational.

Section 1.3. Object

1.3.1 The Association shall enter into contracts with the Board of Trustees of Southern Illinois University and other University Related Organizations (URO) on such matters as, but not limited to:

1.3.1.1 Maintaining, nurturing, and advancing the Association by its members and, through them, assisting the University in its goals of instruction, research, and service.

- 1.3.1.2 Promoting communication among the graduates, former students, faculty, staff, and other friends of the University, and among members of the Association and the University through various means including, but not limited to, periodic publications.
 - 1.3.1.3 Promoting and conducting meetings and activities of individuals, whether by their class year, geographic location, profession, athletic or other special interests, all in an effort to establish and maintain ongoing relationships among those individuals or groups of individuals and the University
 - 1.3.1.4 Recognizing, by such means as awards, scholarships, and otherwise, outstanding achievements by graduates and former students, current students, faculty, and friends of the University.
 - 1.3.1.5 Participating in various University committees, programs, functions, and graduations as invited by the University.
 - 1.3.1.6 Assisting the Southern Illinois University Foundation in its objectives as a University-related organization.
 - 1.3.1.7 Soliciting, receiving, and maintaining gifts to be used for and on behalf of the University, its faculty, students, staff, and the Association.
- 1.3.2 The Association shall do other acts and undertake other enterprises within the judgment of the Board of Directors that shall promote the interest and welfare of Southern Illinois University and the Association.

Section 1.4. Principal Office and Registered Office

- 1.4.1 Offices of the Association shall be located in Carbondale, Illinois, and such other places as the Board of Directors may determine.
- 1.4.2 The registered office of the Association shall be located in or near the City of Carbondale, Illinois.

Section 1.5. Seal

The Association shall have a corporate seal which shall have inscribed thereon the name of the corporation, the year of its organization, and the words The Association of Alumni, Former Students, and Friends, 1896.

Section 1.6. Copy of Bylaws

The Corporate Secretary of the Association shall at all times keep in the office of

the Association a true and correct copy of the Bylaws.

Section 1.7. Dissolution

In the event of the dissolution of the Association as a corporation, its assets shall be transferred or conveyed to the Board of Trustees of Southern Illinois University or its successor to be held in trust for the purposes for which they were received, unless such distribution of particular property is prohibited by the terms of the gifts thereof or the deeds of trust to the Association, in which event said property shall be distributed to one or more corporations, societies, or organizations which are engaged in substantially similar activities for the purposes specified in the original gifts or deeds of trust and which have been determined to be exempt organizations under the appropriate section of the Internal Revenue Code, and to be held in trust for the purposes for which they were received.

ARTICLE II MEMBERSHIP

Section 2.1. Eligibility

All persons who have earned a degree or diploma, or who have successfully completed 12 credit hours from Southern Illinois University, Carbondale (SIUC), shall be deemed members of the Association. Other individuals may hold honorary membership as approved by the Board of Directors.

Section 2.2. Classes of Membership

There shall be three classes of members in the Association: (1) Alumni, (2) Life Members, and (3) Honorary Members.

2.2.1 Alumni. Alumni are all persons who have earned a degree or diploma from the University or who have successfully completed 12 credit hours at SIUC. These individuals have the right to vote on all issues and to hold office.

2.2.2 Life Members. Life Members are all those who have completed payments or who are actively making payments on a life membership.

2.2.3 Honorary Members. Honorary Members are faculty, staff, and other relevant individuals with an affinity to SIUC.

2.2.3.1 Honorary members cannot vote on issues or hold office.

2.2.3.2 Election of Honorary Members. Honorary membership may be conferred by a majority vote of the Board of Directors.

Section 2.3. Dues.

The Board of Directors may establish a dues structure. Payment of dues shall be made according to an established policy.

ARTICLE III
BOARD OF DIRECTORS AND CORPORATE ORGANIZATION

Section 3.1. General Powers

The affairs of the Association shall be managed in accordance with the policies and directions established by the Board of Directors as constituted pursuant to Section 2 of this Article.

Section 3.2. Composition

The Board of Directors shall be composed of the following classes and number of Directors, all of whom shall meet the definition of Alumni in Section 2.2.1.

3.2.1 Directors at Large

3.2.1.1 There shall be no more than twenty-five (25) alumni elected to serve on the Board of Directors. These Directors will represent the worldwide alumni body. Nominations for Directors will be submitted by the Association membership for consideration by the Nominating Committee which will propose a slate of candidates from the nominees to the Executive Committee.

3.2.1.2 The Association will send communication regarding nominations to all alumni in January of the respective nomination year. All nominations must be submitted to the Alumni Association corporate secretary within 60 days of the initial call for nominations.

3.2.1.3 The Nominating Committee will review all nominations and recommend a slate of candidates to the Executive Committee for vote during the Spring Executive Committee meeting. After approval by the Executive Committee, the slate of candidates will be presented to the full Board of Directors for ratification at the annual Spring meeting.

3.2.1.4 With approval from the Nominating and Executive Committees, an Alumnus who is employed by the Southern Illinois University System can serve as member of the Board of Directors of the Association. No more than 5 voting members of the Board of Directors may be employed by the Southern Illinois University System at one time.

3.2.1.5 All Directors at Large shall have the right to serve on Association standing and ad hoc committees and shall have the right to vote on matters presented before their respective committees and matters presented before the full Association Board. If a matter presented before an Association standing or ad hoc committee or before the full Association Board presents a conflict of interest for the Director, he/she shall recuse him/herself from the vote, or the Committee or Full Board shall vote to recuse the Director from the vote.

3.2.2 Ex-Officio Directors

The following persons shall be ex-officio members of the Board of Directors, do not have the right to vote on issues before the Board of Directors, and do not count toward the quorum:

3.2.2.1 The Board of Trustees of Southern Illinois University may annually designate one of its members to sit as a member of the Board of Directors and another member of the Board to serve as an Alternate Director.

3.2.2.2 The President of Southern Illinois University is entitled to serve as a member of the Board of Directors. When unable to attend board meetings, the President may designate a person to attend as his/her representative.

3.2.2.3 The Chancellor of Southern Illinois University Carbondale is entitled to be a member of the Board of Directors. When unable to attend meetings, the Chancellor may designate a person to attend as his/her representative.

3.2.2.4 The President of the Board of Directors of the SIU Foundation Carbondale is entitled to be a member of the Board of Directors. When unable to attend board meetings, he/she may designate a person to attend as his/her representative.

3.2.2.5 The Vice Chancellor or Associate Vice Chancellor for Alumni and Development is entitled to be a member of the Board of Directors. When unable to attend board meetings, he/she may designate a person to attend as his/her representative.

3.2.2.6 Student Directors. The President of the Student Alumni Council, the President of the Undergraduate Student Government, and the President of the Graduate and Professional Council are entitled to be members of the Board of Directors. Each Student Director has the ability to designate a representative to fulfill his/her

Association role. The representative must be a member of the Executive Committee for their respective organization and must be approved by the Association President. Student Directors must designate their representative prior to the Fall Association Board meeting, and the representative must participate in New Director Orientation. Student Directors may be asked to serve on Association committees but will not count toward the quorum of the committee(s) nor have the right to vote on items before the committee.

3.2.2.7 Honorary Directors. Past Presidents of the Association and former Association board members may be appointed Honorary Directors by a majority vote of the Association Board of Directors. Honorary Directors typically have institutional/organizational knowledge that is deemed to be of value. They shall have the right to attend meetings and, when appointed, serve on committees. Honorary Directors can count toward the quorum of a committee and vote on items before their committee. Honorary members do not count toward a quorum at Board meetings and are not allowed to vote on full Association Board matters.

Nominations for such appointments should be sent to the President for review by the Nominating Committee. Candidates must then be approved by a majority vote of the Board of Directors.

3.2.3 Term of Office

3.2.3.1 The term of office of a Director shall commence July 1 of the calendar year in which he/she is elected and serve for a term of two years. Except as provided herein, an elected Director may serve no more than six consecutive terms on the Board. If a Director is appointed to fulfill an unfinished term, he/she may then be nominated to serve six subsequent terms in addition to the partial term to which he/she was appointed. A Director shall be eligible for re-election after sitting out for at least one, two-year term, at which time the term limits reset.

3.2.3.2 The ex-officio Director designated by the Board of Trustees may serve as such only for so long as he/she holds the office of Trustee. The Board of Trustees may annually reappoint an individual to serve in this capacity.

3.2.3.3 The President of Southern Illinois University, the

Chancellor of Southern Illinois University Carbondale, the Vice Chancellor or Associate Vice Chancellor for Alumni and Development, and the President of the Southern Illinois University Foundation shall serve only as long as they hold the offices which entitle them to ex-officio membership on the Board. Their successors to those offices shall immediately and automatically succeed them in their capacities as Directors.

3.2.3.4 Student Directors shall be re-designated annually and serve for the term of one year.

3.2.3.5 Honorary Directors may serve for life.

Section 3.3. Powers and Duties of the Board of Directors

The Board of Directors shall exercise its authority by establishing policies and reviewing management to assure compliance with Association policies and directives.

Section 3.4. Removal of Directors/Officers

Any elected or appointed Director who is absent for two (2) consecutive meetings without valid cause may be asked to resign or be removed by majority vote of the members of the Board of Directors, present and voting. Directors may also be subject to removal for other just cause, as determined by the Board of Directors. Notice of such contemplated action shall be given in writing to that Director at least thirty (30) days prior to action by the Board of Directors. The resignation of a Director may be accepted by a majority vote of the Board of Directors.

Section 3.5. Vacancies

In the event of a death, disability, resignation or removal of a Director, or in the event that there is an unfilled Director position, the President may, with approval of the Executive Committee of the Board of Directors, appoint a successor replacement. Such successor-Director or replacement-Director shall serve out the unexpired term to which he/she has been appointed.

Section 3.6. Parliamentary Authority

All meetings of the Association's Board of Directors, standing or ad hoc committees, shall use the current edition of Roberts' Rules of Order.

ARTICLE IV MEETINGS

Section 4.1. Board of Directors – Regular Meetings

The Board of Directors shall hold a minimum of two meetings annually. One meeting will be held in the fall and the second meeting will be held in the spring of the year. The time and place for these semi-annual meetings will be

set by the President of the Association, in collaboration with the Corporate Secretary for the Board of Directors. The Corporate Secretary shall duly notify the Directors and officers of the Association at least thirty (30) days prior to the scheduled meeting date. In the event that the President of the Association has not so acted, the meeting may be called by the President-Elect, acting alone or by any three Directors acting jointly. The Corporate Secretary shall duly notify the Directors and Officers of such action.

Section 4.2. Board of Directors - Other Meetings

Other meetings of the Board of Directors may be called by the President at such time and location as he/she shall select or by not less than five of the Directors entitled to vote on Board matters. The President or the Board members calling such meeting shall direct the Secretary to duly notify the Directors and officers of the Association of such special meetings.

Section 4.3. Board of Directors - Quorum

A quorum is defined as a majority of voting Board Members. Except as otherwise provided by these Bylaws, all actions of the Board of Directors shall be determined by majority vote of voting members present. The President shall preside at all meetings of the Board of Directors. In the absence of the President, the President-Elect shall preside over the meeting. In the absence of the President and President-Elect, meetings may be chaired by one of the Vice-Presidents.

Section 4.4. Remote Attendance

Members of the Board of Directors (or of any committee of the Board of Directors) may be considered present for purposes of establishing a quorum and participate in and act at any meeting of such Board or committee through the use of a conference telephone or other communications (equipment by which all persons participating in the meeting can hear each other).

Section 4.5. Voting

The Board of Directors may act by mail or electronic voting. Either non-electronic or electronic ballots, together with a brief description and rationale of the matter to be voted on, shall be mailed or emailed to the Directors and returned in the appropriate manner by the date outlined in the voting instructions. Ballots not returned within the period provided in the notice accompanying the ballot are counted as abstentions.

Section 4.6. Informal Action by Directors

Any action required to be taken at a meeting of the Directors of this Association, or any other action which may be taken at a meeting of the Directors, may be taken without a meeting if a consent in writing, setting forth the actions so taken, shall be signed by all Directors who are entitled to

vote at a meeting of the Board of Directors. Such consent shall have the same force and effect as a unanimous vote.

Section 4.7. Compensation

Directors and officers of the Association may not receive any compensation for their services; however, the Board of Directors may establish policies as to reimbursement of expenses incurred in the performance of their duties.

ARTICLE V OFFICERS

Section 5.1. Association Officers

5.1.1 The Board of Directors shall have the following officers:

President, President-Elect, Immediate Past President, two (2) Vice Presidents, and Treasurer. Each officer shall be elected at the annual spring meeting of the Board of Directors and shall serve terms of office of two (2) years beginning July 1. The President, President-Elect, two (2) Vice Presidents, and three (3) Directors at large of the Executive Committee must be elected members of the Board of Directors. The Treasurer need not be a Director. In addition, there shall be an Executive Director of the Association selected jointly by the Association Board of Directors and a leadership team from Development and Alumni Relations of Southern Illinois University Carbondale. The Executive Director of the Association shall concurrently serve as _____(University Title).

5.1.2 Notwithstanding any other provision of these bylaws, no person may serve as President for more than one two-year term, plus any unexpired term of office.

Section 5.2. Vacancies

In the event of the death, disability, resignation, or removal of any officer from the Board of Directors, the Board shall by majority vote elect a successor to serve out the unexpired term of the office.

Section 5.3. Removal

Any elected officer may be removed by majority vote of the members of the Board of Directors, notice of such contemplated action having been given in writing at least thirty (30) days prior to action by the Board of Directors. The resignation of an officer may be accepted by a majority vote of the Board of Directors.

Section 5.4. Powers and Duties of Officers

The respective officers of the corporation shall hold and perform the

following powers and duties:

- 5.4.1 President – Association: The President shall be the highest elected officer of the Board of Directors and shall exercise the following powers and duties:
 - 5.4.1.1 Preside at all meetings of the Board of Directors.
 - 5.4.1.2 In conjunction with the Executive Director, prepare the agenda for the meetings of the Board of Directors.
 - 5.4.1.3 Sign any needed corporate documents. Serve as alternate authority to sign documents when primary authority is unavailable.
 - 5.4.1.4 On his/her own authority, appoint such standing and ad hoc committees as deemed appropriate to assist in investigation of matters pertaining to the proper conduct of Association affairs.
- 5.4.2 Immediate Past President: Shall serve on the Executive Committee and Board and shall have the power to act in the event of a vacancy in the office of the President-Elect.
- 5.4.3 President-Elect: Shall serve on the Executive Committee and Board and shall have the power to act as President in the absence of the President and shall serve as Chair of the Nominating Committee.
- 5.4.4 Vice-President: Two Vice-Presidents shall be elected for a term of two years and shall perform such duties as may be assigned to them by the President. In the event the President and President-Elect are absent, meetings may be chaired in order of seniority by one of the Vice Presidents.
- 5.4.5 Treasurer - Association - The Treasurer shall be the officer of the Association charged with the receipt, care, custody, disbursements, and investment of funds and monies of the Association, and shall conduct the fiscal affairs of the Association, except as otherwise assigned to another officer or committee by these bylaws or by the Board of Directors. The Treasurer shall serve on the Business & Finance Committee and may serve on any committee where such committee is specifically charged with the consideration of matters directly relating to the financial affairs of the Association. The Treasurer shall work directly with the Association Controller and Executive Director, report to the President and advise the Board of Directors and the Executive Committee.

ARTICLE VI COMMITTEES

Section 6.1. Executive Committee

The management of the Association shall be vested in the Board of Directors. The Board of Directors shall have the right to delegate to this Committee the power to transact Association business in accordance with the objects outlined herein.

- 6.1.1 Membership - The Executive Committee shall consist of:
 - 6.1.1.1 President of the Association.
 - 6.1.1.2 Immediate Past President of the Association.
 - 6.1.1.3 President-Elect of the Association.
 - 6.1.1.4 The two Vice Presidents of the Association.
 - 6.1.1.5 The Corporate Secretary of the Association
 - 6.1.1.6 The Treasurer of the Association.
 - 6.1.1.7 Three (3) Directors who are elected annually by the Board of Directors.
 - 6.1.1.8 The Executive Director of the Association shall attend all meetings of the Executive Committee.
- 6.1.2 Officers - The Executive Committee shall be chaired by the President of the Association and shall serve in that capacity until the reconstitution of the Executive Committee.
- 6.1.3 Meetings - Meetings of the Executive Committee may be called at any time by the President or President-Elect, Executive Director, or three members of the Committee, by specifying the date, hour, and place of each meeting, to be sent in the Secretary's notice thereof by agreement between the President and the members who called the meeting, or upon the direction of any three (3) members of the Executive Committee. In the event the Board of Directors determines that extenuating circumstances exist which make the holding of the meeting impossible, the meeting may be rescheduled.
- 6.1.4 Quorum - A majority of the voting members of the Executive Committee shall constitute a quorum. The action of the majority of the voting members present at a meeting at which a quorum is present shall be the act of the Executive Committee unless the act of a greater number is required by law.
- 6.1.5 Informal Action - Any action required by law, to be taken at a meeting of the Executive Committee, may be taken without a meeting of the Executive Committee if a consent in writing, setting

forth the action so taken, shall be signed by all the members of the Executive Committee.

- 6.1.6 Powers and Duties - Between meetings of the Association's Board of Directors, the Executive Committee shall possess and shall exercise all the powers and duties of the Board of Directors with respect to the affairs of the corporation except alteration of the bylaws of the Association or those acts forbidden by law.
- 6.1.7 Ballots - The Executive Committee may act by mail or electronic ballot in the same manner as provided in Article IV, Section 4.5.
- 6.1.8 Budget - The Executive Committee of the Board of Directors shall oversee the budget and have primary responsibility for the preparation of the annual Association budget for submission to the Board of Directors. Such a budget shall be adopted for the upcoming fiscal year upon approval of the Board of Directors at the annual spring meeting. The Executive Committee shall conduct periodic review of the budgetary transactions pertinent to the Association.
- 6.1.9 Except as provided herein, no person may serve as a member of the Executive Committee for a period longer than 6 years. If an executive committee member moves into candidacy for Association President, or is serving in the role of Treasurer for the Association, the six-year period during which the member of the Executive Committee serves as President Elect, President, and Immediate Past President or during which the member serves as Treasurer shall not count against his/her term limit as a member of the Executive Committee. A member may rotate off of the Executive Committee and return following the next two-year nomination cycle, at which time the term limits reset.

Section 6.2. Business & Finance Committee

The Board of Directors shall have a standing committee of at least three (3) members, plus the Association's Executive Director, Treasurer, and such other persons as may be determined by the Executive Committee, to be known as the Business & Finance Committee. This Committee shall be appointed every two years by the President of the Board of Directors. Upon the approval of the Board of Directors, the Business & Finance Committee shall formulate an investment policy for funds and assets held by the Association for approval by the Board of Directors and shall interpret that policy and oversee its implementation. This committee shall also advise the Executive Committee on any other relevant Association business or financial matters.

Section 6.3. Nominating Committee

6.3.1 The Association shall have a Nominating Committee to be comprised of:

6.3.1.1 The President of the Association

6.3.1.2 The President-Elect of the Association

6.3.1.3 The Immediate Past President of the Association

6.3.1.4 Two (2) Voting members of the Alumni Board

6.3.1.5 The Executive Director of the Association, non-voting

6.3.2 This committee shall be responsible for:

6.3.2.1 Nominating qualified alumni to stand for election and re-election as Directors to replace those Directors whose terms expire on June 30 of the upcoming calendar year, with Board elections to be ratified at the Spring Board of Directors meeting.

6.3.2.2 Submitting nominees to the Board of Directors to serve on any committee or posts to be filled by the Board of Directors on a regular basis.

6.3.2.3 Submitting nominees for election to fill the unexpired terms of all Directors or officers who have died, become disabled, resigned, or who have been removed from the office since the last meeting of the Board of Directors.

6.3.2.4 The President-Elect shall serve as the Chair of the Nominating Committee. The Executive Director of the Association shall serve as the Committee's secretary.

Section 6.4. Other Committees

The President of the Association has the authority to establish other standing and ad hoc committees that are deemed beneficial for the Association. These committees will be reviewed annually with regard to current goals and objectives of the Association.

Section 6.5. Makeup of Committees

Committees may be made up of such persons as the Board deems necessary and appropriate, whether or not the member is an elected or appointed member of the Board. However, the majority of the committee must be composed of current Board members.

ARTICLE VII
OFFICERS OF THE BOARD

Section 7.1. Executive Director

The Executive Director is responsible for the day-to-day operations of the Association, and shall hold office at the discretion of the Board of Directors and of the Chancellor of the University. The Executive Director shall serve in the role unless removed for cause or the expiration of his/her employment contract. The Executive Director is the chief executive officer of the Association, reporting to the Association President. The Executive Director shall be an ex-officio, non-voting member of all standing committees and ad hoc committees established under the powers delegated in these Bylaws. The Executive Director also serves as _____ (University Title). As _____ (University Title), he/she reports to the Associate Vice-Chancellor of Alumni and Development for SIUC.

Section 7.2. Corporate Secretary for the Board of Directors

The Corporate Secretary shall be the recording officer and custodian of the records of the Board of Directors, and in this role will report to the President of the Board. The Secretary shall have all powers and duties normally incidental to the office of the secretary of a corporation, except as otherwise provided by law or the Articles of Incorporation, or as assigned to another officer or committee by these Bylaws. These powers and duties shall include, but shall not be limited to the following enumerated list:

- 7.2.1 Give all notices required by statute, bylaw, or resolution.
- 7.2.2 Record the minutes of all meetings of the Board and Executive Committee and perform such other duties as the Board of Directors may direct.

Safely keep custody of the Seal of the corporation and affix same to all instruments proper to the conduct of business or legal transactions of the corporation.

Section 7.3. Assistant Corporate Secretary for the Board of Directors

The Assistant Corporate Secretary shall, in the absence of the Secretary, act as the recording officer and custodian of the records of the Board of Directors. As such, the Assistant Secretary, during the absence of the Secretary, shall have all and duties normally incident to the office of Secretary of the corporation, except as otherwise provided by law, the Articles of Incorporation, or assigned to another officer or committee by these Bylaws.

Section 7.4. Association Controller

The Association Controller shall be charged with the receipt, care, custody, disbursement, and investment of funds and monies of the corporation, and shall, along with the Treasurer, conduct the fiscal affairs of the Association, except as otherwise assigned to another officer or committee by these Bylaws or by the Board of Directors. The Association Controller, in the absence of the Treasurer, shall be a non-voting member of the Executive Committee, and all other standing or ad hoc committees established and charged with consideration of matters directly relating to financial affairs of the Association at all said committee meetings at which the Treasurer is unable to attend. The Association Controller shall be supervised by and report to the Executive Director.

Section 7.5. Legal Counsel

An independent Legal Counsel shall be retained by the Board of Directors. Such Counsel must be a licensed, practicing attorney in Illinois and will advise and counsel the Board of Directors on all matters of law affecting the Association and perform such other duties as specified by the Board of Directors.

ARTICLE VIII FINANCES

Section 8.1. General Policy

The Board of Directors shall have the authority to hold, control, manage, and expend all funds, securities, properties, and assets of the corporation.

Section 8.2. Funds and Securities

Funds of the Association shall be managed in accordance with the Investment Policy established by the Business & Finance Committee and adopted by the Board of Directors. The interest income from both designated and undesignated funds may be placed in the Association's Operational Fund for the current year.

Section 8.3. Auditing of Accounts

The accounts of the Association shall be audited and examined each year by and under the supervision of the Executive Committee, which reports at least annually to the Board of Directors. Such audit shall be conducted by an independent external auditor.

Section 8.4. Fiscal Year

The fiscal year of the Association shall begin on the first day of July and terminate on the last day of June.

Section 8.5. Surety Bonds

The Executive Committee shall have the authority to purchase and maintain on behalf of the Association, if it deems necessary, fiscal protection against employee or Director dishonesty, misconduct, or negligence in an amount deemed prudent for the protection of the Association.

**ARTICLE IX
TRAVEL EXPENSES OF DIRECTORS, OFFICERS,
EMPLOYEES, AND AGENTS**

The Directors, officers, employees, and agents of the Association may be reimbursed for reasonable and necessary travel expenses when conducting business on behalf of the Association.

**ARTICLE X
CONSTITUENT ORGANIZATIONS**

Section 10.1. Statement of Support

The Association encourages the formation of Constituent Organizations which shall consist of:

Geographical Groups

Affinity Groups

Corporate Groups

College & Professional School Groups

The recognition of Constituent Organizations shall be based upon geographic location, special interest/affinity, corporate affinity or affiliation with a college, school or division of SIU approved by the Association's Board of Directors.

Section 10.2. Definition

For the purpose of these Bylaws, Geographical Groups, Affinity Groups, Corporate Groups and College & Professional School Groups are defined as follows:

- 10.2.1 Geographical Group - A group of graduates, former students, and friends of Southern Illinois University Carbondale who are located in a geographical area where a sufficient concentration of interested alumni or former students reside.
- 10.2.2 Affinity Group - A group of graduates, former students, and friends of Southern Illinois University Carbondale (which is not a Geographical Group or College & Professional School

Group) who, because of their special mutual interests, gather as a body.

10.2.3 Corporate Group - A group of graduates, former students, and friends of SIUC who have similar career interests or have a common employer.

10.2.4 College & Professional School Group - A group of graduates, former students, and friends of a particular college or school of Southern Illinois University Carbondale.

Section 10.3. Application to Organize.

10.3.1 To organize a Geographical Group, Corporate Group, Affinity Group, or College & Professional School Group consisting of Alumni as defined in Section 2.2.1 of these Bylaws, the Alumni must meet the following criteria: (1) Be alumni of a specific geographic region; or (2) be alumni with a mutual interest or who identify with a specific SIUC school, college or affinity group; and (3) have an interest in serving the Association. In conjunction with the Association Executive Director and Constituent Organization Association staff liaison, the respective group shall designate an alumni representative who shall be vetted and approved by the Executive Director.

10.3.2 Any activities of a Geographical Group, Corporate Group, Affinity Group, or College & Professional School Group which violate the Association's Bylaws, or which jeopardize the Association's corporate or tax-exempt status, shall be immediately remedied or the Charter be revoked.

Section 10.4. Financial Support

The Board of Directors of the Association may annually provide financial support, including accounting services as requested. No dues may be charged by any Constituent Organization. To support Constituent Organization operations, the group may charge a nominal fee to be an active member of the group. Any fee in excess of \$10 (Ten Dollars) per year requires approval of the Association Board of Directors.

Section 10.5. Fiscal Year

The fiscal year of Constituent Organizations shall coincide with that of the Association. Constituent Organizations shall submit a yearly summary of activities for the previous year by August 15th each year.

Section 10.6. Gathering

Each Geographical Group, Corporate Group, Affinity Group, or College & Professional School Group shall hold at least one gathering per year and shall communicate with their members at appropriate intervals. In the event the Constituent Organizations' officers/leaders/representatives determine extenuating circumstances exist which make the holding of the gathering impossible, the gathering may be rescheduled.

Section 10.7 Communication or Marketing Assistance

For any constituent event or gathering that requires communication or marketing assistance from the Association, the Group must submit an overview of the event and request for assistance at least 8 weeks prior to the event date.

Section 10.8. Lobbying

Geographical Group, Corporate Group, Affinity Group, or College & Professional School Group may be encouraged to participate in lobbying (so far as allowed by law), student recruitment, placement, and fund-raising activities for the general support of Southern Illinois University that are consistent with the policies of SIUC and the Association.

Section 10.7. Operating Policies

The Constituent Organization Committee shall promulgate Operating Policies and Procedures for Constituent Organizations that will be reviewed and approved by the Association Board of Directors.

ARTICLE XI STUDENT ALUMNI COUNCIL

Section 11.1. Charter

The Board of Directors shall charter a Student Alumni Council for the purposes of:

- 11.1.1 Educating current students about the goals and mission of the Alumni Association.
- 11.1.2 Encouraging future participation in Alumni Association activities.

Section 11.2. Dues

No dues shall be charged by the Student Alumni Council. The Board of Directors may annually provide financial support to help underwrite Council activities. The Council is encouraged to participate in fund-raising activities.

ARTICLE XII
COLLEGE AND PROFESSIONAL SCHOOL ALUMNI COUNCIL

Section 12.1. Charter

The Board of Directors may charter a College and Professional School Alumni Council for the purposes of:

- 12.1.1 Establishing representation from each college and professional school affiliated with SIU to serve as advocates for their respective college/school. This focus of the Council is to strengthen the relationship between the Association, the colleges/schools and their alumni.
- 12.1.2 Serving as an advocate for the SIU Alumni Association in matters pertaining to the relationship between the Association and SIU colleges and schools.
- 12.1.3 Coordinating with members of the council to share ideas and encourage collaboration with each other when appropriate.

Section 12.2. Number of Representatives

A maximum of two representatives may be chosen by each college and professional school to serve on the College and professional School Alumni Council.

- 12.2.1 This council shall be chaired by a member of the Association National Board of Directors.
- 12.2.2 This council will meet twice a year.

ARTICLE XIII
INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES,
AND AUTHORIZED AGENTS

Section 13.1 Indemnification

The Association will indemnify its Directors, officers, employees, and authorized agents to the fullest extent permitted by the laws of the State of Illinois for civil, criminal, administrative, or investigative proceedings in which the Director, officer, employee, or authorized agent is made a part of threatened to be made a part by reason that he/she is or was a Director, officer, employee, or authorized agent or is or was serving at the request of the Association as a Director, officer, employee, or authorized agent of another corporation, partnership, joint venture, trust, or other enterprise.

Section 13.2. Insurance

The Association shall purchase and maintain through an insurance company licensed to transact business in Illinois, insurance on behalf of any person who is or was after the enactment of these Bylaws, a Director, officer, employee, or authorized agent of the Association; or who is or was after the enactment of these Bylaws, serving at the request of the Association as a Director, officer, employee, or authorized agent of another corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted against him/her and incurred by him/her in any such capacity, or arising out of his/her status as such, whether or not the Association would have the power to indemnify him/her against such liability under the laws of the State of Illinois.

Section 13.3 Notice

Upon notice that a Director, officer, employee, or authorized agent of the Association is a party or is threatened to be made a party to any threatened, pending, or completed action of suit (civil, criminal, administrative, or investigative) by reason of the fact that he/she is or was a Director, officer, employee, or authorized agent of the Association, the Association may indemnify the said Director, officer, employee, or authorized agent against expenses (including attorneys' fees), judgments, fines, amounts paid in settlement actually and reasonably incurred by him/her in connection with such action, suit, or proceeding, if he/she acted in good faith and in a manner he/she reasonably believed to be in, or not opposed to, the best interests of the Association; and, with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful.

Section 13.4 Board Approval

Any indemnification under Section 13.3 above (unless ordered by a court) shall be made by the Association only as authorized in the specific case, upon receipt of an undertaking by or on behalf of the Director, officer, employee, or authorized agent to repay such amount, unless it shall ultimately be determined that he/she is entitled to be indemnified, and upon a determination that indemnification is proper in the circumstances because he/she has met that standard of conduct set forth in section 13.3 above. Such determination shall be made (i) by the Board of Directors by a majority vote of a quorum consisting of Directors who are not parties to such action, suit, or proceeding, or (ii) if such a quorum is not obtainable, or even if obtainable, a quorum of disinterested Directors so directs, by independent legal counsel in written opinion.

**ARTICLE XIV
AMENDMENT TO BYLAWS**

The Bylaws may be amended by a majority vote of the Directors present at a regularly scheduled meeting or at a special meeting specifically called for that purpose. The subject of the amendment must have been included in a notice of the meeting provided to each Director not less than fourteen (14) calendar days prior to the scheduled date.

Adoption - June 08, 1963
Revision - June 13, 1964
Revision - June 12, 1965
Revision - June 14, 1969
Revision - June 06, 1970
Revision - October 28, 1972
Revision - October 27, 1973
Revision - October 23, 1976
Revision - November 15, 1980
Revision – October 19, 1985
Revision - October 18, 1986
Revision - May 01, 1987
Revision - October 16, 1987
Revision - April 29, 1988
Revision - October 14, 1994
Revision - January 30, 1999
Revision - April 28, 2001
Revision - April 26, 2003
Revision - April 29, 2006
Revision – October 9, 2009
Revision – April 29, 2017
Revision – October 19, 2018
Revision – February 18, 2019 (Electronic Ballot)
Revision – June 26, 2020
Revision – September 19, 2020
Revision – April 30, 2022
Revision – September 10, 2022
Revision – September 30, 2023