

Constitution and Bylaws of the Franklin College Alumni Association and Alumni Council

Part 1: Franklin College Alumni Association

Article I: Name and Objectives

Section 1: The name of this organization shall be The Franklin College Alumni Association.

Section 2: Matters of this Association shall be carried out by the Alumni Council, which shall serve as its governing body.

Section 3: The objectives of this Association shall be to

- Support and promote the role of Franklin College in higher education by encouraging and coordinating activities of the alumni;
- Engage alumni in the life of the college; and
- Encourage lifelong connections between the alumni and students of Franklin College.

Article II: Membership

Section 1: Members of this Association shall include all persons who have attended Franklin College as students for at least one full year and remain in good standing with the institution, and those who have been conferred an honorary degree.

Section 2: Lifetime associate membership in this Association may be conferred to those friends and benefactors of Franklin College whose services this Association may desire to recognize. Such lifetime associate membership shall be awarded by the Alumni Council.

Part 2: Alumni Council

Article III: Name, Objectives, Powers

Section 1: The name of the governing body of the Association shall be the Franklin College Alumni Council. It shall determine the Association's policies and programs as necessary.

Section 2: The Alumni Council shall carry out the objectives of the Association and support the College in its stated strategic goals as determined by the Board of Trustees.

Section 3: The Alumni Council shall have the sole power to make provision for and charter local alumni groups within the Association.

Article IV: Alumni Council Membership

Section 1: The Alumni Council shall consist of at least 20 but not more than 30 members at-large, and each member shall serve a term of three years. Up to 10 members will be elected annually by the Alumni Council or be offered a second term by the Nominating Committee.

Section 2: Nomination for members of the Alumni Council may be made by any member of the Council or the Association. The Nominating Committee shall review nominations, ensure eligibility of candidates, and prepare a ballot for election by the Council. The total number of names on the ballot shall ultimately be at the discretion of the Nominating Committee.

Section 3: Members elected by the Alumni Council shall take office July 1 following their election. The term of any member shall expire three years after assuming office. The Nominating Committee has the authority to extend a second three-year term without re-election. Elected officers whose terms have expired may continue until their position as an officer is completed.

Section 4: Membership on the Franklin College Alumni Council will be limited to two consecutive three-year terms, unless an exceptional case is approved by the Council. Alumni who have served on the Council may be considered for nomination after a minimum of three years since they last served. This limitation shall not apply to any member, appointed or elected, who has held Council membership for less than one year.

Section 5: Any duly elected member of the Council who fails to attend two regular meetings of the Council within one year without prior approval of the president or the secretary may be deemed to have resigned his or her membership on the Council. After a second meeting is missed without approval, the president will formally notify the member that he/she has resigned. At the next regular meeting, the full Council will be asked to accept the resignation.

Section 6: If any vacancy occurs on the Alumni Council by death, resignation, or other reason(s), the vacancy may be filled for the duration of the unexpired term by a replacement, selected by the Nominating Committee and approved by majority vote of the Alumni Council. The determination of whether to fill a vacancy shall rest with the Executive Committee, but any vacancy that would result in the number of members on the Council to drop below 20 must be filled. Replacement members will serve the unexpired term of their predecessors and be eligible for their own three-year term and renewal upon completion of the unexpired term, subject to the limitations of Article IV, Section 4.

Section 7: All duly elected members of the Council are to give annually to the Franklin Fund to show and model support of the College's mission. Noncompliance may be deemed as resigning his or her membership on the Council.

Because Council members' finances vary, there is not an annual contribution amount. Council members are expected to make the College a priority in their philanthropic endeavors, such as by making the College one of the top three recipients of their charitable giving or by making gifts that are meaningful to the member based on their financial resources.

Section 8: Three Association members who are chosen by the Executive Committee and approved by the Alumni Council and the Board of Trustees, will also serve congruent three-year terms on the Board of Trustees. Candidates for these alumni representatives to the Board of Trustees shall be nominated by the Executive Committee and submitted to the full Council for approval. They will also serve congruent three-year terms on the Board of Trustees.

Article V: Officers

Section 1: The officers of the Alumni Council shall be: president, president-elect, immediate past president, and secretary. The treasurer of the Council shall be the College's Director of Alumni Engagement and Campus Partnerships.

Section 2: The Executive Committee shall recommend officer nominations for president, president-elect, and secretary, but any member of the Council present at the election meeting may nominate a member of the Council for those offices.

Section 3: The president, president-elect, and secretary shall be elected by the Alumni Council from its membership. They shall perform the usual duties of such officers for a two-year term beginning on July 1 of the year elected. The immediate past president will function in an advisory role to the president and president-elect, with voting privileges on the Council.

Section 4: Any vacancy in the office of president shall be filled by the president-elect for the duration of the unexpired term of office.

Section 5: Any vacancy in the offices of president-elect or secretary shall be filled by majority vote of the Alumni Council, upon recommendation of the Executive Committee.

Article VI: Meetings

Section 1: Meetings will be conducted by the Alumni Council using one or both of the following means:

- Traditional Meeting: “a single gathering of members in one room for area to transact business...”
- Electronic Meeting – “that is, at meetings at which, rather than all participating members being physically present in one room or area as in a traditional (or “face-to-face”) meeting, some or all them communicate with others through electronic means such as the internet or by telephone.”

Section 2: The Council shall meet a minimum of four times each year on the call of the president, or on dates established by Executive Committee. Meeting dates for the following Alumni Council year will be established and announced by the last meeting of the current year.

Section 3: Members of the Council shall be notified at least ten days in advance of each meeting called by the president. Such notification shall be the responsibility of the secretary.

Section 4: Special meetings of the Council may be called by the president or by a majority vote by members of the Council joining in a petition for a special meeting, provided that in either case written notice is made to each member of the Council in advance of the special meeting. Such notification shall be the responsibility of the president or secretary.

Article VII: Quorums and Voting

Section 1: A quorum at any meeting shall be determined as follows: the presence of one more than half of the membership of the Alumni Council members shall constitute a quorum at any meeting of the Council.

Section 2: A quorum shall be required for the election of officers and amendments to these articles.

Section 3: Any action made by the majority of members where a quorum is present shall be the action of the Alumni Council.

Section 4: A majority vote of the members present at any meeting of the Alumni Council where a quorum is present shall carry any measure before the Council.

Section 5: All votes shall be counted by a show of hands unless otherwise specified in these articles.

Section 6: Voting by absentee ballot may be utilized for the election of officers and amendments to these articles. Ballots shall be provided via e-mail to members who have provided advance notice of being absent. The secretary shall provide the ballot to members requesting an absentee ballot. The Alumni Council member shall complete the ballot, per the instruction provided in the e-mail and return to the

secretary via e-mail. The ballots shall be printed and counted at the meeting requiring a quorum under Article VII.

Section 7: During intervals between regularly scheduled Alumni Council meetings, the Alumni Council president may request that members vote by telecommunication methods such as telephone, text messaging, and e-mail, regarding certain issues which require resolution prior to the next scheduled Alumni Council meeting. Such votes shall be considered a valid exercise of the Alumni Council's authority so long as a majority of Alumni Council members vote in favor of the issue or resolution.

The president, and secretary, must perform due diligence to ensure that all Alumni Council members are contacted and afforded the opportunity to vote. At the next scheduled Alumni Council meeting, the president must explain the issue and the outcome and the necessity for utilizing this method of voting. The secretary will then record this information in the minutes for publication.

Article VIII: Committees

Section 1: The Council shall have two standing committees, which shall carry out the powers listed below or elsewhere in these articles:

- **Executive Committee:** This committee shall consist of the immediate past president, president, president-elect, secretary, representatives to the Board of Trustees and any other Council members invited by the president. The Director of Alumni Engagement and Campus Partnerships shall serve as an ad hoc member. The committee's responsibilities include reviewing procedures, planning and executing Council policy, and other interim assignments from the Council.
- **Nominating Committee:** This committee shall be made up of not less than three members of the Council appointed by the president. This committee has responsibility to nominate for Council consideration the incoming Council members.

Section 2: Ad-hoc committees or task forces may be created as necessary upon the call of the Alumni Council president. The stated purpose of these committees or task forces should align with the strategic interests or goals of the College.

Section 3: The president shall either name or approve a chairperson (or co-chairs) for each committee. Each Council member shall be appointed to at least one of the ad-hoc committees or task forces. Chairpersons and committee members should be notified of committee assignment on or before the first meeting date of the Council. Meeting notes of each committee shall be provided to the Director of Alumni Engagement and Campus Partnerships. All committees shall meet at the call of their chairperson.

Part 3: Alumni Association Awards

Article IX: Awards

Section 1: The Alumni Council may annually honor individuals with the awards listed in Article IX, Section 3 on behalf of the Alumni Association.

Section 2: Nominations for awards will be submitted to the Awards Committee by Alumni Association members or friends of Franklin College. All nominations must be supported by a recommendation provided by the nominator. The Awards Committee shall recommend recipients for the awards and present this list to the College President for his or her approval. The Alumni Council will then vote to approve the award recipients.

Current members of the Alumni Council (and spouses of current members) and current Franklin College employees (and spouses of current employees) may not be considered for these awards except under special circumstances. The total number of awards presented shall be limited to three (3) per year, except under extraordinary circumstances (at the discretion of the Awards Committee), but these awards are not required to be awarded every year

Section 3: Alumni Awards:

- *Hail to Franklin Award:* This award is presented to an alumnus or alumna who has demonstrated exceptional dedication and/or service to Franklin College.
- *Distinguished Alumni Award:* This award is presented to an alumnus or alumna who has spent significant time dedicated to excellence in his or her field or industry, has represented the college well throughout his or her career, and has reached pre-eminent status in his or her chosen profession.
- *Young Alumni Award:* This award is presented to an alumnus or alumna who has not yet reached his or her 41st birthday, has achieved a high level of success in his or her chosen profession, and has demonstrated dedication to Franklin College since graduation.

Section 4: The Awards Committee shall be composed of three officers from the Alumni Council: president, president-elect, and immediate past president; and the following officers of the College: the Vice President, Development & Alumni Engagement, the Director of Alumni Engagement & Campus Partnerships, the Vice President of Academic Affairs, and the Chair of Faculty Steering Committee.

Part 4: Rules of Order and Amendments

Article X: Rules of Order

Section 1. Except as otherwise provided in these articles, the current edition of Robert’s Rules of Order shall govern procedure in all cases.

Article XI: Amendments

Section 1: Amendments to these articles may be proposed by the Executive Committee and may be adopted by majority vote of the Alumni Council in any meeting where a quorum is present.