

**CONSTITUTION  
OF THE  
WEBSTER UNIVERSITY ALUMNI ASSOCIATION**

Adopted May 16, 2000  
Amended May 21, 2002; May 20, 2003; May 20, 2014

**ARTICLE I – NAME**

The name of the organization shall be the “Webster University Alumni Association.”

**ARTICLE II – RELATIONSHIP WITH WEBSTER UNIVERSITY**

The Webster University Alumni Association is an unincorporated organization which exists as a part of Webster University by authority of the Board of Trustees of Webster University. Authority to conduct the affairs of the Association in accordance with the stated purpose of the Association is delegated by the Webster University Board of Trustees to the Board of Directors of the Alumni Association. This authority includes the privilege of public use of the name “Webster University” in relation to the Association and public identity with the goals and objectives of Webster University.

**ARTICLE III – PURPOSE**

The Association is organized for the following purposes:

- A. To articulate the mission and activities, programs and needs of the University to Alumni;
- B. To offer opportunities for personal and professional growth of the University’s Alumni;
- C. To foster relationships among Alumni, students and faculty;
- D. To recognize and increase visibility of alumni accomplishments and achievements within their communities and the University;
- E. To promote alumni contributions of time, talent and financial support to the University;
- F. To serve the needs of the Alumni with special interests within the framework of the Association;  
and
- G. To focus the efforts of Alumni commitment of service to others.

**ARTICLE IV – MEMBERSHIP**

- A. The Association may have the following classes of membership and such additional classes of membership as the Alumni Association Board of Directors may, from time to time, determine by amendment to its By- Laws.
- B. Active members of the Alumni Association shall consist of the following individuals:
  - 1. All graduates of Webster University or Webster College;
  - 2. Those active members of the Alumni Association as of September 1973;
  - 3. Former students not having graduated from Webster University or Webster College who have, upon their written request, been granted membership by the Association’s Board of Directors.
- C. Honorary Members of the Alumni Association shall consist of the following individuals:

1. Each President of the University;
  2. Those persons having received honorary degrees from the University; and
  3. Any other person being granted membership by the Association's Board.
- D. The Association's Board shall have the authority to revoke any person's membership in the Association, for cause, upon such procedures as may be established under the Association's By-Laws.

#### **ARTICLE V – BOARD OF DIRECTORS**

A. In electing members to the Board of Directors, a goal should be to afford representation, but without quotas, to the many diverse constituencies who comprise the Association's constituency, including, but not limited to, the University's colleges, schools, departments, campuses, and the races and national origins of its Alumni.

B. The Association's Board shall consist of not less than fifteen (15) nor more than twenty-four (24) elected members as may be established by resolution duly adopted by the Board of Directors from time-to-time, plus the following ex-officio members:

1. The immediate past President of the Association's Board, who shall have voting privileges;
2. The University's Director of Alumni Programs (or such comparable position as designated by the University's President from time-to-time), who shall not have voting privileges; and
3. A representative of each sanctioned Alumni Chapter of the Association, such representative to be selected by such Chapter as its procedures may permit, which representatives shall have voting privileges.

C. In addition to the foregoing regular and ex-officio members of the Association's Board of Directors, there may also be appointed ad hoc representatives from the following University constituencies to provide a means of communications between the Association and their respective constituency, each representative to be a non-voting member of the Board;

1. Undergraduate students;
2. Graduate students; and
3. Faculty members

D. Directors of the Association shall hold office for the following terms:

1. Except for ex-officio members and student and faculty representatives, and the exception set forth in Section 4 of this Subsection D. of Article V, Directors may serve up to three (3) full consecutive two-year terms.
  - a) For purposes of implementing this Subsection D. 1 of this Article V, at the end of the current Board year, those members whose terms have expired may stand for re-election, provided that any member serving as of the date of ratification of these amendments by the University's Board of Trustees (June 7, 2000) who have served three (3) full two-year terms may not stand for re-election.
  - b) Upon an increase or decrease in the number of Directors serving year-to-year, except for unfilled vacancies, the Board of Directors shall designate which new Directors shall serve one-year terms and which shall serve two-year terms such that, when taken together with the remaining Board members and taking into consideration vacancies on the Board

for unexpired terms, there shall be, as much as possible, one-half of the Board serving two-year terms and the balance serving one-year terms.

2. Ex-officio members shall hold office so long as they retain their position which first entitled them to such Board membership.
3. Students and faculty representatives shall hold terms for not more than one-year, each such term expiring on May 31 of each year. Student and faculty members may be re-elected to consecutive terms.
4. In the event that a Member of the Board of Directors is elected President of the Association in accordance with this Constitution and the Association's By-Laws and, a director, having served at least one (1) year as President, the stated term of office as President extends beyond the end of the third two-year term generally provided for Directors, the President's term as a member of the Board shall automatically be extended for one (1) additional year, thereby permitting the Association's President to complete the second year in the office of President.

E. Directors shall be elected, and vacancies filled, as provided for in the Association's By-Laws.

#### **ARTICLE VI – BYLAWS**

The Board of Directors of the Association shall adopt such By-Laws to govern their procedures and activities, to provide for executive offices, and for any other matter permitted by law and not in conflict with this Constitution.

#### **ARTICLE VII – ALUMNI ASSOCIATION CHAPTERS**

The Association shall have the power and authority to sanction the formation of Chapters of the Webster University Alumni Association, in such numbers, at such locations, and for such constituencies, and upon such terms and conditions, and for such duration as the Association shall prescribe by its By-Laws and duly adopted resolutions.

#### **ARTICLE VIII – AMENDMENTS**

This Constitution may be amended at a general or special meeting of the Association's Board of Directors by a majority vote of the members of the Board of Directors, provided that a copy of the proposed amendments shall have been appended to a notice of a general or special meeting and deposited as first class mail to each Director not less than thirty (30) days in advance of such meeting. The approved amendments must then be ratified by the Webster University Board of Trustees to be effective.

#### **ARTICLE IX – RULES OF ORDER**

Robert's Rules of Order, Revised, shall constitute the procedure of all meetings and shall govern all matters not included in the Constitution or the By-Laws.

**WEBSTER UNIVERSITY ALUMNI ASSOCIATION**

**BY-LAWS**

**TABLE OF CONTENTS**

	<u>Pages</u>
<b><u>ARTICLE I.</u></b>	
<b><u>OFFICES</u></b> .....	7
<b><u>ARTICLE II.</u></b>	
<b><u>MEMBERS</u></b> .....	7
Section 1.        Qualifications.....	
Section 2.        Revocation of Membership; Procedure.....	
<b><u>ARTICLE III.</u></b>	
<b><u>BOARD OF DIRECTORS</u></b> .....	7-9
Section 1.        General Duties.....	
Section 2.        Number, Duration and Vacancies.....	
Section 3.        Quorum; Adjournment.....	
Section 4.        Meetings.....	
Section 5.        Notice.....	
Section 6.        Presumption of Assent.....	
Section 7.        Removal of Directors.....	
<b><u>ARTICLE IV.</u></b>	
<b><u>COMMITTEES</u></b> .....	9-10
Section 1.        Standing Committees.....	
A. Executive Committee.....	
B. Homecoming/Reunion Committee.....	
C. Program/Activities Committee.....	
D. Alumni Awards Selection Committee.....	
E. Student Awards Selection Committee .....	
F. Career Programs Committee .....	
G. Regional Alumni Committee .....	
H. Nominating Committee .....	
I. Annual Fund Committee .....	
J. Liaison Committee .....	
Section 2.        Ad hoc Committees .....	
<b><u>ARTICLE V.</u></b>	
<b><u>OFFICERS</u></b> .....	10-11
Section 1.        Executive Officers .....	
Section 2.        Election and Term .....	
Section 3.        Removal .....	
Section 4.        Vacancies .....	
<b><u>ARTICLE VI</u></b>	
<b><u>DUTIES OF OFFICERS</u></b> .....	11
Section 1.        President .....	
Section 2.        Vice Presidents .....	

Section 3.	Subordinate Officers .....	
<b><u>ARTICLE VII</u></b>	<b><u>FISCAL YEAR</u></b> .....	<b>11</b>
Section 1.	Determination .....	
<b><u>ARTICLE VIII</u></b>	<b><u>ASSOCIATION CHAPTERS</u></b> .....	<b>11-12</b>
Section 1.	Purpose .....	
Section 2.	Authorization .....	
Section 3.	Procedures .....	
Section 4.	Duration .....	
<b><u>ARTICLE IX</u></b>	<b><u>AMENDMENTS</u></b> .....	<b>12</b>
Section 1.	Procedure .....	

# **WEBSTER UNIVERSITY ALUMNI ASSOCIATION**

## **BY-LAWS**

### **ARTICLE I**

#### **OFFICES**

The principal office of the Alumni Association shall be located on the campus of Webster University in St. Louis, Missouri, in such facilities as the University shall make available from time-to-time. The Alumni Association may also have offices and branch offices at such other places within and without the State of Missouri as the University may from time to time designate and the business of the Alumni Association may require.

### **ARTICLE II**

#### **MEMBERS**

Section 1. Qualifications. The Alumni Association shall have as members all those persons authorized to be such as set forth in the Alumni Association's Constitution.

Section 2. Revocation of Membership; Procedure.

- A. The membership of any person in the Alumni Association may be revoked if, in the opinion of the Board of Directors, such member has brought dishonor upon the University or the Alumni Association, or has acted in such a manner that, upon public disclosure of such conduct would, in the opinion of the Board of Directors, bring dishonor upon the University or the Alumni Association.
- B. Upon the Board of Directors being notified of such conduct by a member, the Board of Directors may, upon motion properly presented to the Board, vote to revoke such person's membership, after which, if such action is approved, such member shall be notified in writing, by certified mail of such action, which shall be effective ten (10) days after its postmark unless the member requests, in writing received prior to the expiration of the ten (10) day period, for an opportunity to be heard. Upon receipt of such a request, the President or any Vice President shall schedule the matter for hearing within thirty (30) days of receipt of such request. The Board of Directors may, at its option, provide an opportunity for such member to be heard before taking any action with respect to such revocation.

### **ARTICLE III**

#### **BOARD OF DIRECTORS**

Section 1. General Duties.

- A. The members of the Alumni Association's Board of Directors shall attend all regularly scheduled meetings of the Board or, if such is not possible, shall advise the Alumni Office three (3) working days prior to such meeting. Three (3) excused, or two (2) unexcused, meetings during any academic year shall constitute grounds for removal from the Board of Directors.
- B. Board members shall:
  1. Participate and assist in administering the programs of the Alumni Association, including actively participating on at least one (1) committee of the Board.
  2. Provide service and support to various activities sponsored by the Alumni Association, including attendance at some portion of Homecoming Weekend or other appropriate event at the member's home campus.

3. Consider special requests for membership in the Alumni Association.
4. Contribute financially to the University on an annual basis within their respective means.
5. Promote membership and participation in the Alumni Association to other alumni.
6. Assist the Alumni Association staff by providing advice and guidance regarding programs, activities, benefits, and other areas that may be of interest and benefit to the Alumni Association's members.
7. Review and act upon applications to establish Alumni Association Chapters.
8. Act upon such other matters as may properly come before the Board.

Section 2. Number, Duration and Vacancies. The number of Directors of the Alumni Association shall be as set forth in the Constitution.

Each Director of the Association shall hold office until the term for which they were elected expires. At the March meeting, Directors shall be elected by a majority vote of the then-serving Directors from qualified persons such that the total number of Directors will not exceed that authorized by the Association's Constitution. If no new Directors are elected, the Directors serving immediately prior to the meeting at which an election for new Directors was conducted shall continue in their positions on the Board of Directors to serve year-to-year, unless sooner removed by action as herein contemplated (regardless of the month of such election) or disqualified. Any Director whose term is about to expire may be elected to succeed themselves, provided that no Director shall serve more than three (3) consecutive two-year terms. New Directors shall be notified by the President of the Association of such action. A director shall evidence his acceptance of a directorship in writing or via email to the director of Alumni Programs.

Newly created directorships resulting from any increase in the authorized number of Directors shall be allocated initial terms of office such that, as much as reasonably possible, one-half of the Directors' terms of office expire each year.

Any vacancy in the Board of Directors resulting from death, resignation, retirement, disqualification, or removal from office or otherwise shall be filled by the President of the Board, which Director shall serve out the unexpired term of office.

Section 3. Quorum; Adjournment. A majority of the Board of Directors shall constitute a quorum for the transaction of business at a meeting of the Board of Directors, and the act of the majority of the quorum shall be the act of the Board of Directors unless the Constitution or another provision of these By-Laws require a greater proportion. If a quorum shall not be present at any such meeting, the Directors present shall have the power, successively, to adjourn the meeting, without notice other than announcement at such meeting, to a specified date. At any such adjourned meeting at which a quorum shall be present, any business may be transacted which could have been transacted at the original session of such meeting.

Section 4. Meetings.

- A. No less than five (5) regularly scheduled meetings of the Board of Directors shall be held between June 1 and May 31 of each year on dates and at such times as determined by the President. Special meetings of the Board of Directors may be held at any time upon call of the President or a majority of the Executive Committee.
- B. Meetings of the Board of Directors may also be conducted by means of conference telephone or similar communications equipment provided that all persons participating in the meeting can hear each other. Any meeting conducted in such a manner shall constitute presence in person at the meeting.
- C. If all the Directors severally or collectively consent in writing to any action to be taken by the Directors, such consents shall have the same force and effect as a unanimous vote of the Directors at a meeting duly held, and may be stated as such in any certificate or document. The President shall file, or cause to be filed, such consents with the minutes of the meetings of the Board of Directors.



Section 5. Notice. Notice of any special meeting shall be given at least three (3) days prior thereto in writing delivered personally, via electronic mail, or via first class mail to each Director. Notice given by mail shall be deemed to be delivered one (1) day after deposit in the United States mail in a sealed envelope so addressed with postage thereon prepaid. Notice to a Director may be waived by executing a written waiver thereof or by attendance at any meeting except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened. Notice or waiver of notice of any regular or special meeting of the Board of Directors need not state the business to be transacted nor the purpose thereof.

Section 6. Presumption of Assent. A Director of the Alumni Association shall be presumed to have assented to the action taken on any matter at a Board of Directors meeting at which such Director is present, unless their dissent shall be entered in the minutes of the meeting or unless such Director shall file a written dissent to such action with the presiding officer of the meeting before the adjournment thereof or shall forward such dissent by email or registered mail to the President of the Alumni Association within one (1) day after the adjournment of the meeting. A Director who voted in favor of such action may not so dissent.

Section 7. Removal of Directors. Directors may be removed, with or without cause, upon the affirmative vote of two-thirds of the Directors, at any meeting of the Board of Directors provided notice of such proposed action shall be given to all Directors at least seven (7) days in advance of such meeting. Upon removal as herein provided, no Director may be appointed or elected to the Board of Directors within two years of such removal.

## ARTICLE IV

### COMMITTEES

Section 1. Standing Committees. The following committees are hereby designated, to serve from year-to-year and for such purposes as are designated. Except for the Executive and Nominating Committees, the President shall have the power to appoint any elected or ex-officio Director, student representative, faculty representative, or member of the Alumni Association at large as members of such committees, provided that the Chairperson of each such committee shall be selected from the Board unless otherwise approved by the Board of Directors.

- A. Executive Committee: The Executive Committee shall be comprised of the President and Vice Presidents of the Alumni Association, committee chairs, and the University's Director of Alumni Programs (or similar position), who shall serve ex-officio without voting privileges. Except with respect to the election or removal of any Director, authorizing the formation or termination of an Alumni Chapter or the amendment of these By-Laws, the Executive Committee shall be vested with the same power and authority as the Board of Directors, provided that the Executive Committee shall not take any action which has heretofore been authorized or denied by action of the Board of Directors within the past twelve (12) months. In the event of any vacancy in an executive office, the Executive Committee shall have the power to fill such vacancy with a qualified Director.
- B. Nominating Committee: The Nominating Committee is comprised of the current President, the three Vice Presidents, and up to four members of the Board of Directors selected by the President and Director of Alumni Programs (or similar position). The committee prepares the slate each year for Alumni Board officers and new members.
- C. Annual Fund Committee: The Annual Fund committee works closely with the Alumni and Development Office to solicit fellow Board members and other alumni through various means; provides training to

fellow alumni leaders to solicit annual gifts in support of the University; and educates alumni in general about the importance of giving to Webster University.

- D. Awards Committee: The Awards Committee reviews nominations submitted for and selects recipients of various annual alumni awards and alumni-sponsored student awards.
- E. Careers Committee: The Careers Committee works with the Alumni Office to build programs that will enrich the professional lives of alumni.
- F. Liaison Committee: The Liaison Committee seeks ways to involve the pre-1972 alumni with the University by means of receptions, meetings, activities, and programs. It also oversees the *Golden Circle* for alumni who graduated 50 or more years ago. The committee also works to maintain contact with the Sisters of Loretto.
- G. Student Outreach Committee: The Student Outreach Committee organizes activities to introduce undergraduate and graduate students to the Alumni Association before they graduate. It is responsible for the Alumni/Student Mentoring Program and works with the Office of Admissions on recruitment programs.

Section 2. Ad hoc Committees. The President may provide for the creation of and appointment to such other committees as it deems necessary, to serve at the Board's pleasure and to have such powers and perform such functions as may be assigned to them. Any committee so created shall provide for the appointment of at least one Director thereto. The President shall have the power to appoint any elected or ex-officio Director, student representative, faculty representative, or member of the Alumni Association at large as members of such committees, provided that the Chairperson of each such committee shall be selected from the Board unless otherwise approved by the Board of Directors.

## **ARTICLE V**

### **OFFICERS**

Section 1. Executive Officers. Executive Officers of the Alumni Association shall be the President and such numbers of Vice Presidents as are then holding office. All executive officers shall be selected from the Board of Directors. To be eligible to hold an executive office, such Director shall have served at least one (1) full year on the Board of Directors and have demonstrated a commitment to the Alumni Association's purposes.

Section 2. Election and Term. The President and at least one (1), but not to exceed three (3), Vice Presidents shall be elected at the regular meeting of the Board of Directors scheduled in March or at a subsequent meeting each year, and shall assume their respective offices commencing on the following June 1. The President shall hold office for not more than one (1) three-year term. Vice Presidents shall hold office for not more than three (3) consecutive one-year terms. The Vice President having served the longest on the Board of Directors shall have seniority. Each such officer shall hold office at the pleasure of the Board of Directors and until their successors are elected and shall qualify.

Section 3. Removal. Any officer elected by the Board of Directors may be removed at any time by a vote of a majority of the entire Board of Directors, but such removal shall be without prejudice to the contract rights, if any, of such officer.

Section 4. Vacancies. A vacancy in any office caused by death, resignation, removal or otherwise, may be filled by the President for the unexpired term.

## **ARTICLE VI**

### **DUTIES OF OFFICERS**

Section 1. President. Unless the Board of Directors provides otherwise, the President shall be the chief executive officer of the Alumni Association with such general powers and duties of supervision and management as are usually vested in the office of the chief executive officer of an association and the President shall carry into effect all directions and resolutions of the Board of Directors. The President shall be the liaison representative to the University's Board of Trustees. The President shall preside at all meetings of the Members, if any, and of the Board of Directors and the Executive Committee. The President shall be an ex-officio member of all committees of the Board of Directors, without vote, except when the President is serving in an appointed position upon approval of the Board of Directors. The President shall execute such instruments which the Board of Directors has authorized to be executed, except where the execution thereof shall be expressly delegated by the Board of Directors or the By-Laws to another officer or agent of the Alumni Association, or shall be required by law to be otherwise executed. The President shall perform all other duties incident to the office.

Section 2. Vice Presidents. The Vice Presidents shall perform the duties and exercise the powers delegated to them by the Board of Directors or the President of the Alumni Association. In the absence of the President, the most senior Vice President in attendance may perform the duties and exercise the powers of the President at any meeting of the Members of the Alumni Association or the Board of Directors.

Section 3. Subordinate Officers. The Board of Directors may elect such subordinate officers as it deems necessary to serve for such period and have such authority and perform such duties as the Board of Directors may authorize.

## **ARTICLE VII**

### **FISCAL YEAR**

Section 1. Determination. The fiscal year of the Alumni Association shall be the same as the University's fiscal year.

## **ARTICLE VIII**

### **ASSOCIATION CHAPTERS**

Section 1. Purpose. Establishment of Chapters of the Alumni Association shall be encouraged for the following purposes:

- A. To strengthen ties between a Chapter's members, the Chapter and the Chapter's service area, with the University.
- B. To support activities of Webster University with focus on the advancement of educational programs and personal financial support of the University.
- C. To unite alumni who are interested in accomplishments and the future progress of Webster University.
- D. To present to the University the sentiments of the alumni served by the Chapter.
- E. To welcome new alumni to the area, recognize and encourage outstanding alumni, and assist in recruiting qualified students to Webster University.

Section 2. Authorization The Board of Directors may authorize the formation of Alumni Association Chapters in such numbers, at such locations, and for such constituencies as may be determined from time-to-time. Such authorization shall be evidenced by an appropriate certificate signed by the President of the Association and the University's Director of Alumni Programs.

Section 3. Procedures. The Board of Directors of the Association shall prescribe such procedures and qualifications to be eligible to be authorized and continue as a Chapter of the Webster University Alumni Association, which procedures and qualifications may be amended as the Board determines. Any such Chapter shall comply with the reporting requirements of the Association and Webster University as may then be required.

Section 4. Duration. Alumni Association Chapters shall exist at the pleasure of the Association's Board of Directors, which authorization may be revoked at any time upon such procedures as are then in effect.

## **ARTICLE IX**

### **AMENDMENTS**

Section 1. Procedure. The By-Laws of the Alumni Association may be amended or repealed and new By-Laws may be adopted by the affirmative vote of at least a majority of the Directors of the Alumni Association present at any regular or special meeting of the Board of Directors with notice setting forth the terms of the proposed By-Laws amendment or repeal at least thirty (30) days in advance of such meeting.