

**WESTERN CONNECTICUT STATE UNIVERSITY  
ALUMNI ASSOCIATION, INC.  
BYLAWS**

**ARTICLE I. Name**

This organization shall be known as the Western Connecticut State University Alumni Association, Inc. (hereinafter the "Association"), a Connecticut non-stock corporation established pursuant to Connecticut General Statutes §33-1000. The Association, its Board of Directors and its Officers shall conduct all Association business in accordance with the Association Bylaws and Policies as adopted and/or amended by the Association Membership.

**ARTICLE II. Mission Statement**

The purpose of the Association is to develop and maintain a mutually beneficial relationship between Western Connecticut State University (hereinafter "WCSU") and its alumni by fostering a welcoming atmosphere for future and existing alumni; raising awareness through philanthropy and fundraising; building lasting relationships among alumni, students, staff, and the greater Danbury community; and celebrating and honoring alumni.

**ARTICLE III. Tax Exempt Status**

The Association is a non-profit corporation and shall be operated exclusively for educational and charitable purposes within the meaning of Section 501(c)(3) of the United States Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law as from time to time amended).

**Section 1.** The fiscal year of the Association shall be from July 1 through June 30, to correspond with the fiscal year of the University.

**Section 2.** No part of the net earnings of the Association shall inure to the benefit of or to be distributed to its members, directors, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the Association. No substantial part of the activities of the Association shall otherwise involve attempting to influence legislation. The Association shall not participate in (including the publishing or distribution of statements) or involve itself with, any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Bylaws, the Association shall not carry on any other activities not permitted:

- A. By a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States tax law, or applicable current or future State of Connecticut tax law, or
- B. By a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States tax law, or applicable current or future State of Connecticut tax law.

**Section 3.** Amounts received by the Association shall be used for current expenses, scholarship commitments and such other purposes as designated by the Board of Directors of the Association ("Board").

**Section 4.** At the close of the fiscal year, the Association's financial records shall be referred to a qualified Certified Public Accountant ("CPA"). The Association's financial records shall be audited at least once every five (5) years. A vote by the Board of Directors shall determine whether an audit, compilation or review of the records shall be performed.

**Section 5.** Audits, compilations or financial reviews of the Association's accounts may not be done by any member of the Board. Expenses for audits, compilations or financial reviews shall be paid by the Association.

## **ARTICLE IV. Membership**

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

- A. Any person who graduated from WCSU or its predecessors, The Danbury Normal School, Danbury State Teachers' College, Danbury State College, and Western Connecticut State College shall be an Alumni Association Regular Member entitled to all rights, privileges, and obligations of regular alumni Membership in the Association (hereinafter an "Alumnus"; collectively referred to as "Alumni").
- B. Regular members of the Association are entitled to vote at the Alumni Association Annual meeting, attend alumni events, and serve on the Alumni Association Board of Directors or as an officer if elected or appointed.

### **Section 2. Associate Membership**

- A. Any person who attended WCSU as a former student or any of WCSU predecessors or any WCSU faculty, WCSU staff, any relative of current or former students, or community members are considered friends of WCSU and are eligible for Associate Membership.
- B. Associate Membership is held by any person who is eligible for Associate Membership under Article IV, Section 2A and who has made a financial contribution in the current Fiscal Year either directly to the Association or to WCSU within a twelve (12) month period.
- C. Associate Members may attend alumni sponsored events.

### **Section 3. Honorary Life Members**

Honorary Life Membership in the Association may be conferred upon individuals at such time and under such terms as the Board of Directors may determine. Such persons shall serve as full voting members of the Board of Directors. Their lifetime status eliminates the need for them to run for a seat on the Board of Directors. The Board of Directors may nominate and elect one (1) individual per two year Presidential Term as Honorary Life Member in the alternating year from Executive Committee elections. The Nominated individuals will be screened through the Nominations and Rules Committee to insure they meet the criteria and guidelines set forth in this Constitution.

The criteria for Honorary Life Membership are as follows: The nominee must have served a minimum of twelve (12) years on the board as an elected member. They must have served the board as an officer or chair of a standing committee.

The guidelines for Honorary Life Membership are as follows: When they were an active member they were in good standing. They must regularly attend Alumni events, meetings and WCSU events as appropriate. Displays leadership and is considered a team player by collaborating with the Board and WCSU on all levels. They were instrumental in the development or execution of a program, event or recognized accomplishment that has greatly enhanced the Alumni Board visibility in the University Community.

Election of an Honorary Life Membership is as follows: The nominee must be elected with a seventy five percent (75%) of the quorum. If there are multiple candidates in a year, there will be a runoff vote by secret ballot to select the qualified nominee for Honorary Life Membership to be then ratified by vote.

## **ARTICLE V. Meetings**

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

The Annual Meeting of the members of the Association shall be held prior to June 30 of each year and at such time and place as the Board of Directors shall determine which shall be stated in a notice of the Annual Meeting given by the Association Secretary at least thirty (30) days prior to the date of the Annual Meeting. Each annual meeting shall be held for the purpose of electing directors and for such other purposes as may properly be brought before the meeting. Notice of the Annual Meeting will be by a public broadcast communication in accordance with Connecticut General Statute 33-1003 by publication on the Association website. Notice shall include a statement of the business to be conducted at the Annual Meeting.

### **Section 2. Special Meetings**

Special meetings of the Regular Members may be called by the President or upon a written request addressed to the President by five (5) Board of Director members. Every such request shall state the purpose for calling such special meeting.

### **Section 3. Board of Directors' Meetings**

The meetings of the Board of Directors of the Association shall be held regularly and set on an annual basis by the Board of Directors. Notice of all of the meetings of the Board of Directors shall be given to each Director by the Secretary or the President of the Association or by other individual designated by the President through electronic communication. Every such notice shall state the place, date and hour of the Board of Director meeting.

### **Section 4. Special meetings of the Board of Directors**

Special meetings of the Board of Directors may be called by the President at the President's discretion with at least five (5) days electronic mail or telephone notice to each Director's last known business, home or electronic mail address as appearing in the Association's record with at least five (5) days notice to each Board of Directors member.

### **Section 5. Quorum**

A quorum for the Annual Meeting shall be no fewer than 20 regular members must be present to constitute a quorum for an Annual Meeting or special meeting of the members.

A quorum for the Board of Directors regular meetings or Board of Directors special meetings shall be more than 50% of the total number of current voting Board members must be present. Honorary Life Members do not affect the quorum.

## **ARTICLE VI. Board of Directors**

**Section 1.** The affairs of the Association shall be managed by the Board of Directors which shall have and may exercise all the powers of the Association except those powers reserved to Executive Committee Officers or to the members by these Bylaws.

### **Section 2. Membership**

#### **A. Composition of the Board of Directors**

The Board of Directors shall consist of all Honorary Life Members, and up to twenty (20) elected Board of Director members (the "Board Members").

The Board of Directors shall also include:

1. The WCSU Director of Alumni Affairs who shall serve as the Executive Director of the Alumni Association. The Executive Director is an ex-officio non-voting Board of Director Member and is not eligible to be an Officer; provided however that if the Executive Director is an Alumni Association Regular Member, he or she retains and may exercise all rights as an Alumnus at any Association Annual or Special Meeting of the Association.

2. Vice-President of Institutional Advancement or designee by the WCSU University President shall also serve as an ex-officio non-voting Board of Director Member of the Association and serve as the liaison between the Association and WCSU Foundation. The Vice-President of Institutional Advancement is not eligible to be an Association Officer; provided however that if the Vice-President or designee is an Alumni Association Regular Member, he or she retains and may exercise all rights as an Alumnus at any Association Annual or Special Meeting.

### **Section 3. Eligibility**

Any Regular Member of the Association is eligible to be a Director of the Association unless specifically excluded by these Bylaws.

### **Section 4. Election of Board of Directors Membership**

The Board of Directors shall be elected by the regular membership at the Annual Meeting with each Association Regular Member present entitled to cast one (1) vote per Director position.

### **Section 5. Term of Office**

The term of office for Board of Directors shall be for three (3) years. Directors shall serve no more than three (3) successive terms. After one (1) year off the Board of Directors, an individual regular member may seek to run for election to the Board of Directors. Honorary Life Members are exempt from any limitations enumerated in this section.

#### A. Terms of Office

Terms of office for Board Members shall be from the date of the Annual Meeting at which the Board Member was elected to the Board of Directors, through the date of the Annual Meeting approximately three (3) years after the term began. No Board Member shall serve more than three (3) consecutive terms.

At the conclusion of three (3) consecutive terms, the individual is ineligible to serve as a Board Member for a period of approximately one (1) year, as measured from the Annual Meeting at which the term expires to the following Annual Meeting (the "Ineligibility Period").

#### B. Election of Executive Committee Officers

From among the Board Members shall be elected the President, Vice President, Secretary, Treasurer, and Member-at-Large (the "Executive Committee" or "Officers"). The Officers shall be considered regular Board Members for the purpose of voting and participating except as otherwise provided herein. The Officers shall be elected by the Board of Directors at the Board of Directors Annual Meeting as provided herein, immediately after the election of Board Members, if any.

### **Section 6. Vacancies**

Vacancies on the Board of Directors and Executive Committee may be filled for the duration of the vacant term by appointment by the President, which appointment shall be submitted to the Board of Directors for approval at the next regular meeting or special meeting of the Board of Directors.

In the event of a vacancy of the President, the Vice-President shall automatically assume the duties of the President without submission to or approval of the Board of Directors.

All persons appointed to fill a vacancy shall serve for the balance of the term of the Executive Office or Board of Director Member they are appointed to replace.

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

The Board of Directors shall serve in an executive capacity and have chief responsibility for the administrative matters of the Association. The Board of Directors is responsible for all policy decisions, program planning, and evaluation and the approval of any business conducted by WCSU on behalf of and/or in the name of the Association. Board Members shall attend scheduled meetings, actively participate on at least one (1) committee, and endeavor to take part in the events and activities of the Association. Board Members shall be further obligated to the duties set forth in the Board of Directors adopted policies as may be amended from time to time.

The Board of Directors shall annually review the performance of the Executive Director and submit a written evaluation to WCSU. The evaluation shall be based upon those duties proscribed herein. Notwithstanding the provisions of this Constitution, nothing herein shall be construed to violate the terms of the Executive Director's employment contract or any collective bargaining rights arising from said employment.

The Board of Directors shall annually adopt a budget and Plan of Action for the Association.

### **Section 8. Conflicts of Interest**

The term "conflict of interest" includes, without limitation, the reasonable possibility that the matter involves an arrangement to provide compensation or any financial or tangible benefit or payment, directly or indirectly, to a Member of the Board of Directors or any other "disqualified person" (including a person or entity related to or controlled by the Member of the Board of Directors, or otherwise as defined in section 4958 of the Internal Revenue Code and/or Section 33-127 of the Connecticut General Statutes). In the event that there is a question whether a conflict exists, the issue shall be determined by majority vote of the Members of the Board of Directors present and voting, excluding the affected Member of the Board of Directors. A matter does not involve a "conflict of interest" merely because a Member of the Board of Directors serves on the board of another non-profit organization that will be giving funding to, or receiving funding from, the Association.

Any Member of the Board of Directors for whom there may exist a conflict of interest shall disclose such possible conflict of interest to the Board of Directors.

No Member of the Board of Directors shall discuss or vote on any matter which would involve a conflict of interest. Any Member of the Board of Directors for whom there may exist a conflict of interest shall refrain from discussion or vote on any such matter, and shall not be physically present in the room at the time any vote is taken thereon.

No Member of the Board of Directors or Officer may engage in any excess benefit transaction as defined in Section 4958 of the Internal Revenue Code of 1986, as amended. The Board of Directors shall comply with the provisions of Sections 33-1127 through 33-1130 of the Connecticut General Statutes, as amended, regarding "conflicting interest" transactions. The Board of Directors may adopt appropriate policies and procedures to implement this Section, and such policies and procedures may only be amended by the same vote required to amend this Constitution.

### **Section 9. Compensation for Board Service**

Members of the Board of Directors shall receive no compensation for carrying out their duties as Member of the Board of Directors. The Board of Directors may, but is not required to, adopt policies providing for reasonable reimbursement of Directors for expenses incurred in conjunction with carrying out Board responsibilities, such as travel expenses to attend meetings other than regular and special board meeting.

### **Section 10. Financial Contribution Obligation of Board of Directors**

Each elected or appointed Board of Directors including Executive Committee Officers shall make an annual financial contribution to WCSU or the Association during each year of the Board Member's term to maintain good standing as a Board member.

## **ARTICLE VII. Elections**

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

The term of office for each office on the Executive Committee shall be two (2) years. The President, Vice President, Secretary, and Member-at-Large may not serve more than two (2) consecutive terms. At the discretion of the Board of Directors, the Treasurer may serve more than two (2) consecutive terms.

## **Section 2. Years of Service**

The Director of Alumni Affairs shall keep a record of the total years served by each Board Member, and shall provide such information upon request of the President or Nominating and Rules Committee.

## **ARTICLE VIII. Removal of Board Members**

The Executive Committee shall have the authority to bring before the Board of Directors a recommendation to remove a Board Member for reasons including but not limited to infractions of the Bylaws or Policies or acts or conduct that may deem disorderly, injurious, or hostile to the Association or the best interests or the objectives of the Association. A written petition of with a minimum of five (5) elected Board Members may bring before the Board of Directors a recommendation to remove a Board Member following the above qualifications. Discussions on the removal of a member may be conducted in an executive session of the Board, but no votes will be taken during the executive session. A majority vote of the Board of Directors is required to remove a Board Member.

Notification of intent to remove, including reasons removal is being sought, must be provided by a certified letter to the Board Member whose removal is sought fourteen (14) days prior to any vote on removal taken by the Board of Directors. The Board Member whose removal is sought shall have the opportunity to present evidence for consideration by the Board of Directors before it holds a vote on removal.

If a Board Member is unexcused for three (3) consecutive meeting with no written communication or notification it will be considered a resignation from their position. Notification of intent to accept the resignation, including dates of meetings missed, must be provided by a certified letter to the Board Member to the address on file with WCSU, whose resignation is being accepted fourteen (14) days prior to the next regular meeting where the Board of Directors will accept their resignation. They do not need to respond in order to accept the resignation.

## **ARTICLE IX. Duties of the Officers and Executive Committee Members**

The Officers shall: provide leadership to the Association, provide service to WCSU, encourage other Alumni to give their time, talent, and treasure to WCSU, assist staff in planning, evaluating, and executing Alumni programs, and perform other duties as described below.

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

### **Section 1. President**

The President shall preside over all meetings of the Association and Executive Committee.

The President shall have general charge and control over the Association, shall sign contracts for the Association unless delegating the authority elsewhere, and is Chair of the Executive Committee.

The President serves as ex-officio member of all committees of the Association. The President shall appoint all standing and special committees and their chairs unless otherwise herein provided.

The President shall not cast a vote on any business of the Board of Directors except in the case of a tie vote.

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

The President shall appoint regular members to fill any vacant Board of Director or Executive Committee Office position with Board of Director approval.

## **Section 2. Vice President**

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

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

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

## **Section 3. Secretary**

The Secretary shall be responsible to insure proper records, minutes and attendance of the meetings of the Association, the Board of Directors, and the Executive Committee are maintained and preserved by the Association in accordance with proper business practices. The Secretary shall provide the Executive Director with minutes of each meeting of the Board of Directors and the Annual Meeting within fourteen (14) days prior to a meeting.

At the end of each Fiscal Year, the Secretary shall confirm that a complete set of minutes for all meetings held that year have been provided to the Executive Director.

## **Section 4. Treasurer**

The Treasurer shall submit a financial report of the Association at each regularly scheduled meeting of the Board of Directors.

The Treasurer shall report the fiscal activity of the preceding year at the Annual Meeting.

The Treasurer shall be responsible for the preparation and submission to the President of all financial reports and returns required by law.

The Treasurer shall serve as a member of fund raising and finance committees.

The Treasurer must be bonded.

## **Section 5. Member-at-Large**

The Member-at-Large shall serve as an independent Board Member in representing the interests of the Association on the Executive Committee elected by the Board Members.

## **Section 6. Executive Director**

The Director of Alumni Affairs shall serve as Executive Director and is not an Officer but shall serve as a non-voting ex-officio member of the Board of Directors and the Executive Committee. The Executive Director shall act as the official representative of the Association as characterized in this Section.

The Executive Director is responsible for the day-to-day operations of the Alumni Office at WCSU.

The Executive Director shall also be responsible for the following duties:

1. Notifying the Board Members of meetings and events;
2. Informing the Alumni and Active Membership of annual events and activities of the Board of Directors;
3. Executing all necessary correspondence and communications;
4. Developing and implementing, with Board approval, plans for the major solicitations of funds each year which are deemed separate from those fundraising events coordinated by the Office of Institutional Advancement;
5. Assisting the Treasurer and Finance Committee in the preparation of the annual budget;
6. Serving as an editor of Alumni publications;
7. Maintaining all permanent records, current Association Bylaws and Policies, minutes, membership lists, and other documents of the Association;

8. Recording and tracking terms of office for officers and years of service completed by the Board of Directors and provide same to the President or Nominating and Rules Committee, or as requested;
9. Publishing agendas and meeting minutes with the assistance of the Executive Committee and the Secretary;
10. Supervising revenue producing programs; and
11. Other duties as deemed appropriate by the President, the Board of Directors, and the University.

The Executive Director shall act as the agent of the Treasurer in the management of all monies, keep accurate records of all monies, and certify the accuracy and propriety of all bills incurred by the Association.

The Executive Director shall serve as an ex-officio member of the Finance Committee and shall assist the Treasurer in the preparation of any and all financial reports and returns required by law.

The Executive Director shall have the authority to enter into contractual agreements only upon obtaining the consent of the Board of Directors.

The Executive Director shall have discretionary authority over the expenditure of Association funds not to exceed \$500.00. In the event that an expenditure exceeding \$500.00 is necessary and time is of the essence, the Executive Director shall obtain approval for such expenditure from the Executive Committee.

## **ARTICLE X. Board of Director Committees**

### **Section 1. Standing Committees**

Standing Committees of the Board shall be the Executive Committee, the Finance Committee, the Golf Tournament Committee, the Homecoming Committee, the Nominating and Rules Committee, the Scholarship Committee, the Finance Committee, the Travel Committee, the Student Relations Committee, the University Gifts Committee, the Arts Committee and the WCSU Athletic Hall of Fame Committee.

#### **A. Committee Membership**

Standing Committee chairs and members not specifically provided for in the Bylaws may be appointed by the President or committee chair in his/her discretion.

Committee chairs may recruit non-Board Regular Association Members to serve on a committee, provide input, serve as volunteers, or for other purposes deemed beneficial to the committee.

The constitution of each committee's membership as outlined in each committee Section in this Article is a recommendation and not a specific requirement.

#### **B. Reporting**

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

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

### **Section 2. Executive Committee**

The Executive Committee shall consist of the President, Vice-President, Secretary, Treasurer, Member-at-Large, and the Executive Director. The Executive Director shall be an ex-officio member of the Executive Committee.

The Executive Committee shall review all standing committee reports and make recommendations to the Board of Directors on reports received, make recommendations to the Board of Directors on policy issues, prepare materials relating to the Board of Directors meeting agendas, and may represent the position of the Board of Directors to WCSU on university-related issues.

The Executive Committee shall be authorized to approve expenditures by the Executive Director, or others, as directed, on behalf of the Association in excess of \$500.00 where appropriate. The Executive Committee shall meet prior to each regularly scheduled Board of Directors' meeting.

### **Section 3. Finance Committee**

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

The Finance Committee shall prepare an annual budget for the Association Board of Directors' approval and advise the Board of Directors on matters pertaining to budget and finance by June 30 each year.

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

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

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

### **Section 4. Golf Tournament Committee**

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

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

The Golf Tournament Committee shall prepare a report for the Board with the final results following the event.

### **Section 5. Homecoming Committee**

The Homecoming Committee shall consist of a chairperson and at least (3) Members.

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

The chair or designee of the Homecoming Committee shall act as the liaison between the Board of Directors and WCSU on matters involving Homecoming planning.

### **Section 6. Nominating and Rules Committee**

The Nominating and Rules Committee shall consist of a chairperson and up to four (4) other Members.

The Nominating and Rules Committee shall prepare a ballot listing the names of the individual nominees for the available positions on the Board of Directors for election at the Annual Meeting. The ballot shall contain the names of those Board Members who wish to exercise their right for re-election up to the maximum of three (3) terms of service. Space on any ballot shall be provided for a write-in candidate(s).

The Nominating and Rules Committee shall review and evaluate applications for positions on the Board of Directors as well as present a slate of officers for election at the Annual Meeting of the Association.

The Nominating and Rules Committee shall review, evaluate and qualify nominations for Honorary Life Members and present to the Board for election as needed.

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

#### **Section 7. Scholarship Committee**

The Scholarship Committee shall consist of a chairperson and four (4) other Members.

The Scholarship Committee shall establish and confirm with the Association written criteria for the selection of scholarship recipients, and make such selections in accordance with the written criteria.

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

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

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

#### **Section 8. Student Relations Committee**

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

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

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

#### **Section 9. Travel Committee**

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

The Travel Committee will work with Alumni Relations Office on the collaboration of resources for programs.

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

#### **Section 10. University Gifts Committee**

The University Gifts Committee shall consist of a chairperson and three (3) Members.

The University Gifts Committee is responsible for identifying gifts the Association can make to WCSU that promote and or recognize the Association.

#### **Section 11. WCSU Athletic Hall of Fame Committee**

The WCSU Athletic Hall of Fame (hereafter "HOF") Committee shall represent the Board of Directors in all HOF activities.

The HOF Committee shall be included in the selection of the HOF Committee membership, selection of HOF inductees, and the planning of the HOF Induction Ceremony.

The HOF Selection Committee shall submit the names of all potential inductees to the Board of Directors for final approval.

The Board of Directors shall provide financial support both direct and solicited for the Hall of Fame Induction Ceremony and shall receive any proceeds therefrom.

The HOF Committee shall be responsible for maintaining the HOF Repository.

The members of the HOF Committee are not eligible for acceptance into the HOF while they serve on the Committee, except as a member of a team. In such instances the affected member of the HOF Committee will abstain from voting on the team category.

The HOF Committee shall be responsible for crafting the HOF Selection Policies to be submitted to the Board of Directors for approval, which approved HOF Selection Policies shall be included in the Boards Bylaws.

### **Section 12. The Arts Committee**

The Arts Committee shall consist of a chairperson and at least two (2) Board members and shall recruit non-director members according to the needs of the Committee. Working in tandem with the alumni office, the Arts Committee shall identify opportunities and plan cultural programs for alumni, current students and the community that advance the goals of the Alumni Association. The Arts Committee shall act in an advisory capacity when appropriate.

### **Section 13. Ad Hoc and Special Committees**

The President may appoint, with Board of Director approval, such special and ad-hoc committees and members as may be necessary in order to promote the purposes of the Association. The President shall designate the chair of any these committees.

## **ARTICLE XI. Dissolution**

### **Section 1. Distribution Upon Dissolution**

Upon termination or dissolution of the Association, any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law as from time to time amended), which organization or organizations have a purpose which, at least generally, is similar to the Corporation.

The organization to receive the assets of the Association hereunder shall be selected in the discretion of a majority of the Board of Directors, and if the Board of Directors cannot reach a decision, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against the Association, by one (1) or more of the Board of Directors, which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the State of Connecticut.

In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to the Association, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of Connecticut to be added to the general fund.

## **ARTICLE XII. Amendments**

The Bylaws may be amended by a two-thirds vote of Regular Members present at the Annual Meeting or any special meeting provided that written notice of the proposed amendment(s) has been given to the Regular Membership at least fourteen (14) days in advance of the special meeting.

## **ARTICLE XIII. Parliamentary Authority**

Robert's Rules of Order current edition shall be the parliamentary authority for any procedural issues not addressed by the Bylaws. The chair of the Nominating and Rules Committee shall act as parliamentarian during meetings of the Board of Directors.

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

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

#### **ARTICLE XV. Policies**

Annexed hereto are the Policies of the Association. The Policies of the Association shall have the same force and effect as the Bylaws of the Association. Amendments to the Policies shall require a two-thirds vote to carry at any regular or special meeting of the Board of Directors.

#### **ARTICLE XVI. Indemnification and Limitation on Liability**

##### **Section 1. Indemnification**

The Association shall indemnify, and advance expenses to, its Directors, Officers, employees, and agents to the maximum extent permitted by the Connecticut Revised Nonstock Corporation Act, as amended. The Association shall indemnify a Member or former Member of the Board of Directors who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which he or she was a party because he or she is or was a Member of the Board of Directors of the Association against reasonable expenses incurred by him or her in connection with the proceedings.

The Association may procure insurance providing greater indemnification to such persons as well as to volunteers, and may share the premium cost with any Director, Officer, employee, or agent on such basis as may be agreed upon.

##### **Section 2. Limitation of Liability**

No officer or Member of this Board of Directors shall be personally liable for the debts or obligations of the Association of any nature whatsoever, nor shall any of the property or assets of the Officers or Member of this Board of Directors be subject to the payment of the debts or obligations of this Association.

#### **ARTICLE XVII. Ratification and Adoption**

This Constitution was ratified and adopted as follows:

Amended: July 19, 1993

Amended: July 28, 1994

Amended: June 20, 1995

Amended: September 10, 1997

Amended: September 1, 1999

Amended: April 20, 2004

Amended: March 10, 2010

Amended: April 4, 2012

Amended: April 4, 2013

Amended: September 3, 2014

Amended: June 3, 2015

Amended: June 1, 2016

Amended: June 1, 2017 and shall govern until such time they are amended as provided herein.