

BYLAWS FOR THE WESTFIELD STATE ALUMNI ASSOCIATION

ARTICLE I – NAME AND DURATION

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

ARTICLE II – PURPOSE AND MISSION

Section 2.01 Purpose

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

Section 2.02 Mission Statement

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

ARTICLE III – MEMBERSHIP

Section 3.01 General Membership

Membership in the Association shall include any person who has received academic credit from any of the schools of the institution presently known as Westfield State University and formerly known as Westfield State College, State College at Westfield, State Teachers College, and the Normal School for Teacher Training.

Section 3.02 Honorary Membership

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

Section 3.03 Student Membership

Any Westfield State University matriculated student may serve as a member of the Association only in accordance with Section 4.02, unless they possess a conferred degree from the University.

ARTICLE IV – EXECUTIVE COUNCIL

Section 4.01 Composition

The Association shall be governed by an Executive Council comprised of the following members: President, President Elect, and/or Past President, an alum who serves as a representative to the Westfield State University Board of Trustees (hereinafter referred to as “Alumni Trustee”), an alum who serves as a representative to the Westfield State Foundation

Board of Directors (hereinafter referred to as “Foundation Rep”), student representative(s), and thirteen (13) Executive Council Members-at-Large. All members of the Executive Council shall have a vote and have a voice at meetings.

In addition, the President of the University, all employees of the Alumni Relations department, chairperson/president of regional chapters, chairperson/president of affinity groups, and any designees declared by the President of the University shall serve as non-voting ex-officio members and shall be permitted to attend all meetings of the Council.

Section 4.02 Student Representation

In addition to the alumni who serve on the Executive Council, there shall be no more than two (2) students of the University serving on the Executive Council. The student representatives shall be selected by the Student Government Association (SGA), with not more than one (1) graduate student being selected. The student representatives shall be full, voting members of the Executive Council and will be given one (1) committee appointment by the President of the Association. If the SGA does not provide at least one (1) student representative to the Executive Council, the Governance Committee shall convene, interview candidates, and select a student to serve in such capacity. This student(s) must be confirmed by a simple majority vote of the Executive Council.

Section 4.03 Absences

All members of the Executive Council shall be expected to attend all Executive Council meetings either in-person or virtually. Any member of the Executive Council who is not present for two-thirds of previously scheduled Executive Council meetings or University events at which attendance is expected may be subject to review by the Governance Committee, which will vote on a recommendation for removal, to be confirmed by a simple majority of the Executive Council, with the exception of the member in question. Any member of the Executive Council who is not present or participatory in meetings of their assigned committee may be subject to the aforementioned procedure. Committee chair(s) are responsible for submitting such referrals to the Governance Committee. Attendance shall be taken at all Executive Council meetings and committee meetings and submitted to the Secretary no more than one (1) week after the meeting is held.

Section 4.04 Powers

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

Section 4.05 Executive Committee

The Executive Committee shall be comprised of the President, President Elect and/or Past-President, Secretary, Foundation Rep or Alumni Trustee, and one Member-at-Large appointed by the President of the Council. The Director of Alumni Relations or a similar employee of the University, as determined by the President of the University, will serve in a non-voting ex-officio capacity. When the Council is not in session, the Executive Committee shall be empowered to

act in the place and stead of the Council whenever it is reasonably impractical to assemble the entire Executive Council or appropriate committee. Decisions made by the Executive Committee are final and cannot be reversed by the Executive Council as a whole, however, the Executive Committee may not take up any matters related to vacancies of officers, amendments to the Articles of Organization, and appointments of members to the Executive Council. The Executive Committee must report all decisions and roll call votes to the Executive Council no later than five (5) days after any decision has been made.

Section 4.06 Special and Honorary Membership

Any individual who has served as President of the Association, and is no longer an elected member of the Executive Council, is conferred the status of Honorary Member as long as the individual was not removed from office during their time in the Presidential cycle or as an elected member of the Executive Council.

Other Honorary or Special Membership may be conferred to any individual based on contributions to the Association under procedures that the Executive Council may establish permitting the procedures do not conflict with these Articles of Organization.

Any Honorary or Special Member shall not have voting powers.

ARTICLE V – OFFICERS

Section 5.01 Officers

The officers of the Association shall be President, President Elect, or Past President and Secretary. All officers shall begin their term on the first day of November, or when elected or appointed to fill a vacancy, whichever comes first, and end their term after the thirty first day of October, unless the officer resigns or is removed, with the length of the term dependent upon their respective position.

Section 5.02 Elected by the Executive Council: Term of Office

The President Elect is elected by the members of the Executive Council and shall serve a one-year term as such. At the expiration of term as President Elect, the President Elect will automatically ascend to President. The term of President shall be two-years starting on the first day of November, and ending after two (2) years, on the thirty first day of October. At the expiration of the term of President the President will automatically assume the position of Past President and shall serve a one-year term as such. Upon election to President Elect, that member's term as Member-at-Large shall be paused, to be resumed after their term as President Elect, President, and Past President has expired.

The Secretary shall be elected by the members of the Executive Council to serve a one-year term. Only Members-at-Large shall be eligible to serve as Secretary, and no Secretary may serve more than five (5) consecutive one-year terms. The Secretary's term as a Member-at-Large shall run concurrently with any terms served as Secretary, and as such, they shall continue to be considered a Member-at-Large.

Section 5.03 Officer Vacancies

In the case of a vacancy in the office of President, the President Elect shall assume the duties and title and serve the remainder of the term, in addition to their previously scheduled term as President.

In the case of a vacancy in the office of President Elect, a special election shall take place immediately upon receipt of the notice of vacancy. Nominations shall be received by the Secretary, unless the Secretary is declared to be a nominee, in which case the President shall receive the nominations. The position will be decided by a simple majority vote of the members of the Executive Council. The new President Elect will assume the duties and title and serve the remainder of the term as President Elect until the conclusion of the term of the current President, at which time the President Elect shall ascend to President.

In the case of a vacancy in the office of Past President when there is not a President Elect, one of the two most recent Past Presidents may be asked to fill the remainder of the term of Past President, however if both decline the appointment to fill the vacancy then a special election shall take place immediately upon receipt of the notice of vacancy. This special election shall be to elect a President Elect who will serve in this role for the remainder of the vacant term of Past President in addition to the full President Elect term as defined in Article V Section 5.02 of these Articles of Organization. Nominations shall be received by the Secretary, unless the Secretary is declared to be a nominee, in which case the President shall receive the nominations. The position will be decided by a simple majority vote of the members of the Executive Council.

In the case of a vacancy in the office of Secretary, nominations shall be received by the President Elect or Past President. The members of the Executive Council shall vote on the nominees and a simple majority vote will decide who shall serve the remainder of the term as Secretary.

Section 5.04 Duties of the Officers

The President shall: (i) preside at all meetings of the Executive Council, (ii) delegate specific responsibilities to the President Elect or Past President, (iii) serve as an ex-officio, non-voting member of all standing committees, with the exception of the Governance Committee and cannot serve as a chairman of any standing committee, (iv) appoint Committee Membership and Committee Chairpersons, with the exception of those whose membership and appointment are defined in Article IX, (v) Submit an annual report of the state of the Association to the full membership of the Association, and (vi) perform other duties consistent with these Articles of Organization.

The President Elect or Past President shall: (i) preside at all meetings of the members of the Association and of the Executive Council in the absence of the President, (ii) perform duties as delegated by the President, (iii) plan and coordinate the Annual Meeting of the Association, and (iv) perform other duties consistent with these Articles of Organization.

The Secretary shall: (i) serve as chair of the Governance Committee, (ii) be responsible for maintaining attendance, term limits, and Code of Conduct information, (iii) work closely with the administrative assistant in the Office of Alumni Relations to ensure minutes are accurate and

distributed in a timely manner, and (iv) perform other duties consistent with these Articles of Organization.

Section 5.05 Removal of an Officer

Any member of the Executive Council may recommend the removal of an officer. The recommendation must be conveyed to the chair of the Governance Committee, or the President if the chair is implicated, and signed by the member making the recommendation and four (4) other members of the Executive Council. Upon receipt of the letter, the chair of the Governance Committee, or the President if the chair is implicated, must notify the implicated officer in writing, via letter and email, within one (1) week.

The Governance Committee shall take a vote, in person or via conference call, within two (2) weeks of the chair receiving the recommendation. The vote for recommending the officer's removal will be by simple majority. All members of the Governance Committee and the implicated officer shall be notified in writing via email of the time, date, and place of the meeting with one (1) week notice. The implicated officer shall be invited to be present in-person or via conference call, or provide a written statement to be read before the Governance Committee, to defend themselves, but will not be present for the vote. All written statements shall be received by the chair of the Governance Committee, or the President if the chair is implicated, within forty-eight (48) hours of the vote.

Should the Governance Committee vote in favor of recommending the officer's removal, this vote shall be conveyed to the Executive Council as a whole, who will then vote for the officer's removal by simple majority within two (2) weeks of the Governance Committee's vote, with all parties being notified via email of the time, date, and place of the meeting with one (1) week notice. The implicated officer shall be invited to be present in-person or via conference call, or provide a written statement to be read before the Executive Council, to defend themselves, but will not be present for the vote. All written statements shall be received by the chair of the Governance Committee, or the President if the chair is implicated, within forty-eight (48) hours of the vote.

Once the officer is removed from their post, their association with the Executive Council shall be terminated. Should an officer be removed from the Executive Council they will not be eligible for nomination for election as a Member-at-Large, Foundation Rep, or Alumni Trustee for at least six (6) years from the date of removal.

ARTICLE VI – ALUMNI TRUSTEE

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

The Association shall be represented on the Westfield State University Board of Trustees by one (1) alumni trustee, pursuant to M.G.L. c.15A, §21. Any member of the Association who has demonstrated his or her support of the Association and Westfield State University consistent with Article II of these Articles of Organization and is elected by the membership, is eligible for nomination by the Executive Council to be considered to serve as Alumni Trustee on the University Board of Trustees. The membership of the Association shall elect a trustee from among those running for the position consistent with the process outlined in Appendix A.

Upon appointment, and in conformity with M.G.L. c.15A, §23, the Alumni Trustee shall serve a term of five years or such shorter term (in the event an unexpired term is being filled) as shall be determined by the Board of Trustees pursuant to University and Commonwealth Guidelines. An Alumni Trustee may be eligible to serve no more than two (2) successive terms as an Alumni Trustee.

Section 6.02 Eligibility

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

Section 6.03 Nominations

Any member of the Association may present the name of a potential nominee for the position of Alumni Trustee per the process outlined in Appendix A.

ARTICLE VII – FOUNDATION BOARD REPRESENTATIVE

Section 7.01 Nomination by the Executive Council; Election by the Executive Council; Terms of Office

The Association shall be represented on the Westfield State Foundation, Inc. Board of Directors by one (1) Executive Council Member as the Foundation Rep, as appointed by the membership of the Executive Council pursuant to Appendix B of these Articles of Organization. Any individual currently elected to the Executive Council that is appointed to the Foundation Rep position must resign their current elected term and position prior to beginning a term as the Foundation Rep.

The Foundation Rep shall serve as the liaison between the Alumni Association, the Executive Council, and the Westfield State Foundation, Inc. Board of Directors. The Foundation Rep will be selected via a process as outlined in Appendix B of these Articles of Organization.

The Alumni Representative to the Foundation Board may serve for no more than two (2) consecutive three (3) year terms without a break in service.

ARTICLE VIII – PRESIDENTIAL CYCLE

Section 8.01 Eligibility

Any member of the Association who has demonstrated his or her support of the Association and Westfield State University consistent with Article II of these Articles of Organization and has served for at least one cumulative year as a Member-at- Large of the Executive Council is eligible for nomination to the Presidential cycle. Any Member-at-Large who has previously served as President of the Association will only be eligible for nomination if they have been off the Executive Council for a minimum of two consecutive years following their previous term as President.

Section 8.02 Nominations

Any member of the Executive Council may self-nominate (if an eligible Member-at-Large) or present the name of a potential nominee from the Members-at-Large of the Executive Council for the Presidential cycle to the Governance Committee of the Association. The Governance

Committee shall present all eligible candidates who have accepted nomination to stand for election by the Executive Council for the Presidential cycle.

Section 8.03 Election

The President Elect shall be elected by a majority vote of the Executive Council through a voting process to be determined by the Governance Committee.

Section 8.04 Term

The Presidential cycle is a term of four years with each year measured from November 1 through October 31 of the next calendar year. The first as President Elect, the second and third as the Association President, and the final as the Past President.

Section 8.05 Duties

The President, President Elect and/or Past President shall have the duties as are assigned by these Articles of Organization and consistent with Section 5.04 of these Articles and additional duties as may be assigned by the Association President.

Section 8.06 Succession through the Presidential Cycle

Upon the expiration of an individual's term as President Elect or upon a vacancy in the office of President, the President Elect shall automatically succeed to the office of the President. Upon the expiration of the individual's term as President, the individual shall automatically succeed to the office of the Past President. Upon the expiration of the individual's term as Past President, the individual will resume their elected time as a Member-at-Large that was paused as defined in Article V Section 5.02.

ARTICLE IX – EXECUTIVE COUNCIL MEMBERS-AT-LARGE

Section 9.01 Eligibility

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

Section 9.02 Nominations

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

Section 9.03 Election

With the exception of up to one (1) member appointed by the Executive Council, Members-at-Large shall be elected by a majority vote of the general membership as defined by Article III Section 3.01 during an annual election process. The appointed Member-at-Large will be nominated by a sitting Member of the Executive Council based on their specific skill sets and/or diversity that may enhance our ability to provide support to our Alumni, students and the campus community, and their appointment will need to be approved by majority vote of the sitting Executive Council.

Section 9.04 Term of Office & Limits

The term of office for each of the thirteen (13) Members-at-Large shall be three (3) years, measured from November 1st of the year in which they were elected unless impacted by one of the two exceptions outlined within this Section.

The first exception is if an individual is appointed to fill a vacated term in which case the term will begin at the time of appointment and end after the thirty first day of October of the previously resigned member's three year term.

The second exception is when a Member is elected to a role within the Executive Council which pauses the three (3) year term as outlined within the Articles. The three (3) year term in this exception will resume upon the conclusion of the elected position which paused the term. Members-at-Large are eligible to be serve for no more than three (3) consecutive elected terms. After expiration of a third consecutive term as a Member-at-Large individual members of the Association must wait two (2) years prior to being eligible for election to the Executive Council as a Member-at-Large.

Section 9.05 Duties

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

ARTICLE X – STANDING COMMITTEES

Section 10.01 Standing Committees of the Executive Council

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

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

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

Each Committee Chair shall be selected at the discretion of the President of the Association with the exception of the Finance Committee and Governance Committee.

Each committee shall include a chairperson and a vice chairperson. Each committee shall choose amongst its membership, by majority vote, a vice chairperson at the beginning of each Council year. The chairperson will not vote in the election of the vice chairperson, unless there is a tie-breaking vote needed.

Each committee shall consist of at minimum three (3) Executive Council members, unless otherwise specified in the committee description within Article X. Additional Executive Council

members of all committees shall be appointed from the membership by the President of the Association, with the exception of the Finance and Governance Committees, and shall serve for a one (1) year term, measured from the date of their appointment. Members may be reappointed.

Members of the Association who are not Members-at-Large may serve on all standing committees, with the exception of the Finance and Governance Committees, at the discretion of the President of the Association. These members shall have the same voting rights as a Members-at-Large who is a member of the standing committee.

The Director of Alumni Relations (or such similar position) and any other member of the University Administration as designated by the President of the University shall serve in a non-voting ex-officio capacity on all standing committees.

Section 10.02 Academic and Life-Long Learning Committee

The Academic and Life-Long Learning Committee shall assist with events related to collaboration with the University's Office of Academic as they relate to the members of the Association in such manner as may be requested from time to time by the Office of Alumni Relations (or such similar position or office as the President of the University shall designate) and its staff. The Committee is responsible for developing and supporting educational initiatives that support and promote continued life-long learning opportunities for alumni and for overseeing service projects for the Association.

Section 10.03 Association Events Committee

The Association Events Committee shall assist with Homecoming and other Association programs of the University as they relate to the members of the Association in such manner as may be requested from time to time by the Office of Alumni Relations (or such similar position or office as the President of the University shall designate) and its staff.

Section 10.04 Awards, Scholarship and Recognition Committee

The Awards, Scholarship and Recognition Committee shall be responsible for securing and reviewing names of potential recipients of awards and honors to be conferred by the Association acting by and through the Executive Council. The Awards, Scholarship and Recognition Committee shall make recommendations to the Executive Council concerning all awards, scholarship and recognition to be conferred by action of the Executive Council. Members of the Awards, Scholarship and Recognition Committee shall not be eligible for awards or honors conferred by the Association during their term of service on the committee.

Section 10.05 Development and Marketing Committee

The Development and Marketing Committee shall assist with the various development programs of the University (including but not limited to alumni giving clubs, the Westfield Fund, etc.) and with the promotion of alumni relations as they relate to the members of the Association in such manner as may be requested from time to time by the Office of Alumni Relations or the President of the University. The Committee will be responsible for oversight of all fundraising activities pursued by the Council, including outreach, events, and marketing campaigns. This may include working closely with the Foundation Board, the University, or other entities as appropriate to coordinate fundraising activities. All Council activities and/or events that have a

fundraising component must be submitted to the Committee for consideration and approval. One member of the Committee will be designated by the chair as liaison with the Events Committee to insure proper coordination.

Section 10.06 Diversity Committee

The Diversity Committee shall be responsible for encouraging and recruiting members of underrepresented groups to participate in Association events, including but not limited to elections to the Executive Council. The Committee shall also coordinate with the appropriate University departments, divisions, and groups to promote and develop initiatives to increase diversity and inclusion on campus and amongst the alumni.

Section 10.07 Finance Committee

The Finance Committee shall be responsible for maintaining the financial record of the Association in conjunction with the Westfield State Foundation, who holds the funds. The Committee shall be responsible for presenting a budget to the Executive Council, approved by a simple majority of the Committee, by the first day of May of each year. The Executive Council shall vote to adopt the proposed budget at the next scheduled meeting of the Executive Council. If a budget is not presented or not approved by the beginning of the fiscal year, the previous fiscal year budget shall be continued.

The Committee shall meet at least one (1) time per quarter to discuss the current balance of the Association's accounts and review any expenditures that may need to be made. Any Member-at-Large, standing committee, or officer who needs funds allocated in the budget for the upcoming fiscal year must make all proposals to the Finance Committee by the first day of April to be considered for the new budget. Expenditures not included in the budget, proposed by a member of the Executive Council or of the Association, or an external party, may be approved by a simple majority of both the Finance Committee and the Executive Council as needed. The Committee shall maintain records of proposals made and votes taken on such proposal, for review upon request.

The committee shall be chaired by the Foundation Rep. The membership shall consist of no more than seven (7) voting members of the Executive Council, who shall be the Chair of each of the standing committees, unless a Chair is unable to serve in this capacity due to a conflict of interest identified by either the individual or the Association President. In the event that a standing committee Chair is not able to serve on the Finance Committee, then that standing committee's vice chairperson will serve in their place on the Finance Committee, unless the vice chairperson also has a conflict of interest as defined by the individual or the Association President. If neither the Chair nor vice chairperson is able to serve, then the Association President may select the any member of that standing committee to serve on the Finance Committee

Section 10.08 Governance Committee

The Governance Committee shall be responsible for the election process, maintaining the Articles of Organization & bylaws, appointment and removal of all members of the Executive Council (consistent with Article V, Section 5.05), and any other powers conveyed to it by these bylaws. This committee shall consist of five (5) members of the Executive Council. Any

member of the Executive Council may present the name of a Member-at-Large for nomination as a member of the Governance Committee to the Secretary. The Secretary shall then submit the names of the nominees to the Executive Council, who will choose four (4) by a simple majority using a secret ballot. The chair of the Governance Committee shall tally the votes and announce the winner to the Executive Council. In the event that there are not enough nominees to fill the committee or there is a vacancy, the President may nominate a Member-at-Large to be elected by the Executive Council by a simple majority vote. The election for members of the Governance Committee shall occur simultaneously to the election of all other officers. The term shall be one (1) year and commence on the first day of November and end one (1) year later on the thirty first day of October. There are no term limits for Governance Committee. The President, President Elect, Past President, Foundation Rep, and Alumni Trustee shall not serve on the Governance Committee.

The Governance Committee shall have sole jurisdiction to review the entirety of the bylaws & Articles of Organization with the intent of proposing amendments, which shall be presented to the Executive Council. A full review process shall occur on years ending in zero (0) and five (5). The process shall commence at the earliest convenience of the Governance Committee but must conclude by the May meeting in any year ending in zero (0) and five (5) so the Executive Council may review the proposed amendments for ratification as outlined in Article XIII.

ARTICLE XI – MEETINGS

Section 11.01 Regular Meetings

The Executive Council shall hold regular meetings at least three (3) times per year on dates and times scheduled in advance by the Executive Council. All regular meetings shall be held in Westfield, Massachusetts unless approval and announcement of a change of venue is announced in advance, and all regular meetings will also be made available for participation via virtual platform. A special meeting at the annual University Homecoming event may be scheduled as needed.

The Association will follow guidelines that are in effect at Westfield State University for holding in-person meetings on the Westfield State University campus and if guidelines prohibit or make meeting in-person on campus impractical the Association may hold a meeting virtually or at an alternative venue.

Attendance of any regular meeting virtually will count for the purposes of recorded meeting attendance.

Section 11.02 Special Meetings

Special meetings of the Executive Council may be called by the President or the Executive Committee. Upon petition of two-thirds of the Council members, the President shall call a special meeting. Members shall be given at least ten (10) days' notice of the date and time of a special meeting. All special meetings shall be held in Westfield, Massachusetts unless approved and announcement of a change of venue is made in advance, and all special meetings will be made available for participation via virtual platform.

The Association will follow guidelines that are in effect at Westfield State University for holding in-person meetings on the Westfield State University campus and if guidelines prohibit or make meeting in-person on campus impractical the Association may hold a meeting virtually or at an alternative venue.

Attendance of any special meeting virtually will count for the purposes of recorded meeting attendance

Section 11.03 Conduct of Meetings

Fifty (50) percent plus one (1) of the total members of the Executive Council shall constitute a quorum. In the absence of a quorum at the time and place set for a meeting, the Council member(s) present shall adjourn the meeting from time to time until a quorum is present. The Director of Alumni Relations shall send each Executive Council member, by regular or express mail, fax, email or other generally accepted means of electronic communication, notice of the time and place of the adjourned meeting, said notice to be transmitted at least ten (10) days in advance of the reconvening of the adjourned meeting. Any Council member may waive notice of the adjourned meeting in writing.

Upon a determination that a quorum exists, a majority of those present and voting may pass any measure. The Secretary as the Chair of the Governance Committee shall serve as parliamentarian and shall rule on all questions of parliamentary procedure during meetings, and any dispute in regards to the Articles of Organization shall be referred to the Governance Committee for resolution. Such rulings from the Governance Committee may be overruled by 2/3 majority vote of the voting members of the full Executive Council.

The Association will follow the established practice of following Robert's Rules of Order for the conduct of meetings.

Section 11.04 Voting

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

Section 11.05 Rights of Membership at Executive Council Meetings

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

Section 11.06 Annual Meeting of the Association

An annual meeting of the Association shall occur during the months of either June, July or August. This annual meeting of the Association shall at minimum see the Association President deliver to the Association an annual report regarding Association activities and the state of the Association. During the annual meeting the Executive Council of the Association may conduct business of the Association if needed and all other activities (if any) are to be scheduled at the discretion of the Association President, President Elect and/or Past President.

ARTICLE XII – AUTONOMY OF THE ASSOCIATION AND THE UNIVERSITY

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

ARTICLE XIII – AMENDMENTS

Annually, these Articles of Organization may be amended by an affirmative vote of a majority of the voting members of the Executive Council no less than thirty (30) days after notice of the proposed changes and an initial vote to amend may only occur during the last Regular Meeting of the Council Year scheduled. If due to legal review or changes made during the voting process to the proposed amendment(s) a subsequent vote is required this may occur during any Regular Meeting or Special Meeting as defined in Article IX.

ARTICLE XIV – EFFECTIVE DATE AND TRANSITION

Section 14.01 Effective Date

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

Section 14.02 Transition of Executive Council Members

- Year One (Fall 2009-Fall 2010): Nominations will be accepted by the Membership and Nominating Committee to fill the Executive Council. Nominees will select the length of term for service, one, two or three years for the first full term of the Association allowing for no less than three positions ending after the first year.
- Year Two (Fall 2010-Fall 2011) Nominations will be accepted to fill the minimum open three positions and any other positions found vacant at the time.
- Year Three (Fall 2011-2012) Nominations will be accepted to fill the minimum open (3) positions and any other positions found vacant at the time.
- Year Four (Fall 2012-2013) Nominations will be accepted to fill the minimum open (3) positions and any other positions found vacant at the time.
- Year Five (Fall 2013-2014) Nominations will be accepted to begin the fill the standard rotation of open positions for full three-year terms.

Section 14.03 Officer Transition (2015)

- Year One (2015-16), the current President will serve an additional year with a President Elect. No Past President will serve. The Executive committee will be comprised of the two standing officers and three appointed members-at-large from year one on. The Director of Alumni Relations serves in a non-voting, ex-officio capacity.
- Year Two (2016-17), the current President will serve as the Past President. The current President Elect will serve their first year as President. No President Elect will serve.
- Year Three (2017-18) The standing President will serve their second year as President and an election will be held for President Elect. No Past President will serve.

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

Section 14.04 Officer and Articles of Organization Transition (2022)

- Year One (2021-22) any changes to election of individuals to the Presidential Cycle, to the Foundation Representative, Alumni Trustee, and for Member-at-Large will go into effect immediately other than the Term Limit Clause exception withing Section 14.04 of these Articles of Organization.
- Year Two (2022-23) With the exception of changes referenced in the Year One transition, these Articles of Organization will go into effect as of November 1, 2022 and the previous version of the Articles of Organization revised on October 29, 2020 will remain in effect until that time. This previous version of the Articles of Organization is Appendix C. The only exception to this will be the Term Limit Clause referenced withing section 14.04.
- Term Limit Clause: Any current Member-at-Large elected to the Westfield State Alumni Association Executive Council that has been elected to three or more consecutive terms as of July 1, 2022 will be eligible to be elected for one more consecutive term as a Member-at-Large prior to the term limit rules established in Section 9.04 taking effect for these Members-at-Large. For the purposes of all other current Members-at-Large whom have not been elected to three or more consecutive terms as a Member-at-Large the rules governing term limits established in section 9.04 go into effect immediately.

APPENDIX A

Process to elect an Alumni Representative to the Board of Trustees

- A call for nominations must occur and shall last for a period of no less than 45 days.
- The call for nominations must be publicly available and nominations shall be available for submission via an electronic process.
- Following the closure of the nomination period a process shall occur by which the Westfield State Alumni Association and/or Office of Alumni Relations shall verify candidate interest.
- Verified candidates shall be permitted the opportunity to provide information for a candidate profile that will be made available for voter consumption during the voting process. Equal opportunity around providing content for the candidate profile and publication of the candidate profile must be provided for all candidates both prior to and during the designated voting period.
- A designated voting period is to be established and held. The designated voting period will be for no more or less than 30 days.
- Following the conclusion of the 30 day voting period within a calendar week the results of the election shall be tabulated by the Alumni Association Governance Committee and at least one member of the Office of Alumni Relations (or similar office should the office name change).
- After the tabulation of votes the election results should be voted on for ratification within 30 days of the closure of voting by the Westfield State Alumni Association Executive

Council. This voting process may occur electronically or at a previously scheduled meeting of the Executive Council and ratification will be considered as a simple majority vote of the elected Executive Council Members. Any Executive Council Member whom is a candidate must abstain from the vote.

- Should the election results not be ratified by the Executive Council then a new election process must start over.
- Should the election results be ratified by the Executive Council, then the Alumni Association President, or the President Elect/Past President should the President be a candidate, shall contact the highest vote recipient to confirm their acceptance for the nomination. Should the candidate not accept the nomination then next highest vote recipient will be contacted and the process will continue to occur as such until a candidate has accepted the nomination. After the nomination has been accepted the next runner-up in votes total will be contacted to confirm acceptance of a secondary nomination should the first nominee not receive appointment with the Governor's Office. A similar process as previously described will occur should the next runner-up in the vote total decline the secondary nomination, this till occur until a secondary nominee is established presuming there are enough candidates whom had run for the nomination.
- Candidates who are not either the nominee or secondary nominee will be contacted by the Alumni Association President, or Past President/President Elect if the President was a candidate, to thank them for their participation and to notify those candidates that they have not been nominated based on the election results.
- The Alumni Association President, or Past President/President Elect if the President is a candidate, will share the election results and the nomination information with the Westfield State University President, the Chair of the Board of Trustees, the Vice President of Institutional Advancement, the Assistant to the Board of Trustees, the Director of Alumni Relations and the Deputy Chief Secretary of Boards and Commissions (for the state of MA).
- The President of Westfield State University in contact with the Governor's office approves the nominee for alumni trustee and plans for the appropriate ceremony.
- Should neither the primary or secondary nominee receive appointment by the Governor to the Westfield State University Board of Trustees then the Westfield State Alumni Association Executive Council must convene to determine if a replacement nominee shall be presented to the Governor's office by the Executive Council, or if the election process shall start from the beginning.

APPENDIX B

Process to elect a Foundation Representative from the WSU Alumni Association Executive Council

- A call for nominations must occur and shall last for a period of no less than 14 days.
- The call for nominations must be publicly available and nominations shall be available for submission via an electronic process. The Executive Council at its discretion may also establish and make public a preferred candidate criteria.

- Following the closure of the nomination period a process shall occur by which the Governance Committee shall verify candidate interest.
- Verified candidates must be permitted the opportunity to provide information for a candidate profile that will be made available for the Governance Committee.
- The Governance Committee will make a recommendation to the full Executive Council from among the candidates.
- After receiving the recommendation within 14 days the Westfield State Alumni Association Executive Council will vote on the recommendation and the candidate shall be elected via a simple majority vote. This voting process may occur electronically or at a previously scheduled meeting of the Executive Council. Any Executive Council Member whom is a candidate must abstain from the vote.
- Should the recommended candidate not receive a simple majority vote then the Governance Committee may make a recommendation of a second candidate to be voted on via the same process by the Executive Council, or a new election process may start.
- The Alumni Association President, or Past President/President Elect if the President is a candidate, will share the election results and the nomination information with the Executive Council and the Foundation.

APPENDIX C

Original Articles of Organization for the Westfield State Alumni Association

ARTICLE I - NAME AND DURATION

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

ARTICLE II – PURPOSE AND MISSION

Section 2.01 Purpose

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

Section 2.02 Mission Statement

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

ARTICLE III – MEMBERSHIP

Section 3.01 General Membership

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

Section 3.02 Honorary Membership

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

ARTICLE IV - EXECUTIVE COUNCIL

Section 4.01 Composition

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

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

Section 4.02 Student Representation

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

Section 4.03 Absences

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

Section 4.04 Powers

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

committees of the Association as needed to accomplish the goals and strategic plans of the Association.

Section 4.05 Executive Committee

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

ARTICLE V – OFFICERS

Section 5.01 Officers

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

Section 5.02 Elected by the Executive Council: Term of Office

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

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

Section 5.03 Vacancies in Elected Offices

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

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

Section 5.04 Duties of the Officers

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

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

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

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

Section 5.05 Removal of an officer

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

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

ARTICLE VI - ALUMNI TRUSTEE

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

The Association shall be represented on the Westfield State University Council of Trustees by one (1) alumni trustee, pursuant to G.L. c.15A, §21. Any member of the Association who has demonstrated his or her support of the Association and Westfield State University consistent with Article II of these Articles of Organization and is elected by the membership, is eligible for nomination by the Executive Council to be considered to serve as Alumni Trustee on the University Council of Trustees. The membership of the Association shall elect a trustee from among those running for the position. The names of the top two (2) elected members shall be submitted to the Governor for review and possible appointment as Alumni Trustee. In the event an elected member is not approved for appointment to the Council of Trustees, the Executive Council shall, at its next regular meeting, nominate another member of the Association to be recommended to the Governor for appointment as Alumni Trustee.

Upon appointment, and in conformity with G.L. c.15A, §23, the Alumni Trustee shall serve a term of five years or such shorter term (in the event an unexpired term is being filled) as shall be determined by the Council of Trustees pursuant to University and Commonwealth Guidelines. An Alumni Trustee may be eligible to serve no more than two successive terms as an Alumni Trustee. Please see Appendix A for the procedures related to the Alumni Trustee election.

Section 6.02 Eligibility

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

Section 6.03 Nominations

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

ARTICLE VII – FOUNDATION COUNCIL REPRESENTATIVE

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

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

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

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

ARTICLE VIII – PRESIDENTIAL CYCLE

Section 8.01 Eligibility

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

Section 8.02 Nominations

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

Section 8.03 Election

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

Section 8.04 Term

The Presidential cycle is a term of four years. The first, as President Elect, measured from the transfer of position on the Sunday of Homecoming Weekend or, in a year with no weekend October 15. The second and third as the Association President, and the final as the Past President.

Section 8.05 Duties

The President Elect shall have the duties as are assigned by these Articles of Organization and such additional duties as may be assigned by the Association President in collaboration with the

Director of Alumni Relations (or such other University employee as the President of the University shall designate).

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

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

Section 8.06 Succession through the Presidential Cycle

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

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

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

ARTICLE IX - EXECUTIVE COUNCIL MEMBERS -AT- LARGE

Section 9.01 Eligibility

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

Section 9.02 Nominations

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

Section 9.03 Election

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

Section 9.04 Term of Office; Staggered Terms

The term of office for each of the thirteen Members-at-Large shall be three years, measured from the November meeting of the year in which they were elected. The terms of the Members-at-

Large shall be staggered so that at least three Members-at-Large are elected annually by the membership.

Section 9.05 Duties

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

ARTICLE X - STANDING COMMITTEES

Section 10.01 Standing Committees of the Executive Council

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

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

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

Section 10.02 Academic and Life-Long Learning Committee

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

Section 10.03 Association Events Committee

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

Section 10.04 Awards, Scholarship and Recognition Committee

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

Section 10.05 Development and Marketing Committee

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

Section 10.06 Finance Committee

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

Section 10.07 Membership and Diversity Committee

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

ARTICLE XI – MEETINGS

Section 11.01 Regular Meetings

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

Section 11.02 Special Meetings

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

Section 11.03 Conduct of Meetings

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

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

Section 11.04 Voting

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

Section 11.05 Rights of Membership at Executive Council Meetings

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

ARTICLE XII - AUTONOMY OF THE ASSOCIATION AND THE UNIVERSITY

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

ARTICLE XIII – AMENDMENTS

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

ARTICLE XIV – EFFECTIVE DATE AND TRANSITION

Section 14.01 Effective Date

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

Section 14.02 Transition of Executive Council Members

- Year One (Fall 2009-Fall 2010): Nominations will be accepted by the Membership and Nominating Committee to fill the Executive Council. Nominees will select the length of term for service, one, two or three years for the first full term of the Association allowing for no less than three positions ending after the first year.
- Year Two (Fall 2010-Fall 2011) Nominations will be accepted to fill the minimum open three positions and any other positions found vacant at the time.
- Year Three (Fall 2011-2012) Nominations will be accepted to fill the minimum open (3) positions and any other positions found vacant at the time.
- Year Four (Fall 2012-2013) Nominations will be accepted to fill the minimum open (3) positions and any other positions found vacant at the time.

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

Section 14.03 Officer Transition (2015)

- Year one (2015-16), the current President will serve an additional year with a President Elect. No Past President will serve. The Executive committee will be comprised of the two standing officers and three appointed members-at-large from year one on. The Director of Alumni Relations serves in a non-voting, ex-officio capacity.
- Year two (2016-17), the current President will serve as the Past President. The current President Elect will serve their first year as President. No President Elect will serve.
- Year three (2017-18) The standing President will serve their second year as President and an election will be held for President Elect. No Past President will serve.
- Year four (2018-19) The transition will be complete and the standard rotation of open positions for the Presidential process will begin.

APPENDIX D Change Log

Section 1 Articles of Organization Changes

10/24/2009 – Original document. 1/22/2011 – Revised and approved. 12/4/2011 – Revised and approved. 11/23/2013 – Revised and approved. 11/15/2014 – Revised and approved. 11/14/2015 – Revised and approved. 11/5/2016 – Revised and approved. 11/18/2017 – Revised and approved. 11/17/2018 – Revised and approved. 11/23/2019 – Revised and approved. 10/29/2020 – Revised and approved.

Section 2 Ad-hoc Bylaw Review Committee Process

12/13/2020 – First meeting of the ad-hoc Bylaws Review Committee held. 5/9/2022 – Proposed bylaws transmitted to council for review by the ad-hoc Bylaws Review Committee. 6/11/2022 – Special meeting held to discuss draft bylaws from ad-hoc Bylaw Review Committee. 10/18/2022 – New bylaws proposed to council for approval.