ARTICLES OF ORGANIZATION 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 purpose of the 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 Association shall be 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 fundraising efforts in partnership with the Westfield State University 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 conferring 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

(a) Officers and Members. The Association shall be governed by an Executive Council comprised of the following members: President, President-Elect, and/or Past President, a Secretary elected from among the Executive Council Members-at-Large, an alum who serves as a representative to the Westfield State University Board of Trustees (the "Alumni Trustee"), an alum who serves as a representative to the Westfield State Foundation, Inc. Board of Directors (the "Foundation Rep"), two (2) 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.

(b) *Ex Officio* Members. 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

(a) Student Members. 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 full, voting members of the Executive Council and each may be given one (1) committee appointment by the President of the Association.

(b) Selection of Student Members. The student representative(s) shall be selected by the Student Government Association (SGA). No more than one (1) graduate student may be selected. If the SGA does not select at least one (1) student representative to the Executive Council, the Governance and Nominations Committee shall convene, interview candidates, and select a student to serve in such capacity. Any student(s) selected by the Governance and Nominations Committee in this way must be confirmed by a simple majority vote of the Executive Council.

Section 4.03 Attendance and Absences

(a) Attendance. 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.

(b) Absences from Executive Council Meetings and Events. Any member of the Executive Council who is not present for two-thirds (2/3) of scheduled Executive Council meetings or University events at which attendance is expected may be subject to review by the President and President-Elect/Past President who shall consider the member for removal. The President and President-Elect/Past President will consider the circumstances and

make a decision about the member's continued viability on the Council. If removal is deemed necessary, the member will be notified by the President and the remaining Council members will be notified by the President-Elect/Past President of the membership change.

(c) Absences from Committee Meetings. Any member of the Executive Council who is not present or participatory in meetings of their assigned committee may be subject to the same review and removal procedure by the President and President-Elect/Past President. Committee chairperson(s) are responsible for submitting such referrals to the President, President-Elect/Past President and Secretary.

Section 4.04 Powers

(a) General Powers. The Executive Council shall have general charge of the affairs of the Association and to act consistent with these Articles of Organization Bylaws.

(b) Committee Formation. The Executive Council shall have the power to appoint committees to carry out its purposes and such committees shall act consistent with their purposes as defined in Article X and these Articles of Organization Bylaws.

(c) Vacancy Appointments. The Executive Council shall have the power 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 Special and Honorary Membership

(a) Former Association Presidents. 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.

(b) Other Honorary or Special Membership. 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 Bylaws.

(c) Non-voting Membership. Any Honorary or Special Member shall not have voting powers.

ARTICLE V – OFFICERS

Section 5.01 Officers

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

1. "President" shall refer to the Member-at-Large elected by the Executive Council to lead the Association.

2. "President-Elect" shall refer to the incoming President of the Association during the preceding year of their term as President.

3. "Past President" shall refer to the outgoing President of the Association in the following year of their term as President.

4. Secretary shall refer to the annually elected Member-at-Large responsible for maintaining Executive Council records.

(b) Term. All officers shall begin their term on the first day of July or when elected or appointed to fill a vacancy, whichever comes first, and end their term after the thirtieth day of June, 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

(a) President-Elect, President, and Past President. The President-Elect shall be elected by the members of the Executive Council and shall serve a one (1)-year term as such. At the expiration of a term as President-Elect, the President-Elect will automatically become President effective the first day of July, and ending after two (2) years, on the thirtieth day of June. At the expiration of the term of President, the President will automatically become Past President and shall serve a one (1)-year term as such.

(b) Secretary. The Secretary shall be elected by the members of the Executive Council to serve a one (1)-year term. Only Members-at-Large shall be eligible to serve as Secretary, and no Secretary may serve more than five (5) consecutive one (1)-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

(a) Vacancy in the Office of President. In the case of a vacancy in the Office of President, the President-Elect shall serve the remainder of the term and thereby complete the full two (2)-year term for President.

(b) Vacancy in the Office of President-Elect. In the case of a vacancy in the Office of President-Elect, immediate nominations shall be received by the Secretary (or President if the

Secretary is the nominee for President-Elect). The Executive Council shall elect a President-Elect from the list of nominees by a simple majority vote. The President-Elect shall serve the remainder of the one (1)-year term of office and proceed through the Presidential Cycle as defined in Article VIII.

(c) Vacancy in the Office of Past President. In the case of a vacancy in the Office of Past President, the President shall invite former Past Presidents, starting with the most recent, to serve the remainder of the vacant Past President one (1)-year term. If no Past President is able or willing to serve, the Office of Past President will remain vacant for the remainder of the one (1)-year term.

(d) Vacancy in the Office of Secretary. In the case of a vacancy in the Office of Secretary, immediate nominations shall be received by the President-Elect or Past President. The Executive Council shall elect a Secretary from the list of nominees by a simple majority vote. The Secretary shall serve the remainder of the one (1)-year term of office.

Section 5.04 Duties of the Officers

(a) President. 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 other than the Governance and Nominations Committee and may not serve as a chairperson of any standing committee, (iv) appoint committee membership and committee chairpersons, with the exception of those whose membership and appointment are defined in Article X, (v) Submit an annual report of the State of the Association to the full membership of the Association, (vi) form additional standing or special committees of the Executive Council as needed to carry out the business of the Executive Council, and (vii) perform other duties consistent with these Articles of Organization Bylaws.

(b) President-Elect and Past President. 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 Bylaws.

(c) Secretary. The Secretary shall: (i) serve as chairperson of the Governance and Nominations 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 Bylaws.

Section 5.05 Removal of an Officer

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

(b) Meeting and Vote of the Governance and Nominations Committee. The Governance and Nominations Committee shall convene a meeting, in person or via conference call, within two (2) weeks of the chairperson, or President, if applicable, receiving the recommendation to hold a vote on the recommendation to remove an officer. All members of the Governance and Nominations 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 to provide a written statement to be read before the Governance and Nominations Committee, to defend themselves, but may not be present for the vote. All written statements shall be received by the chairperson of the Governance and Nominations Committee, or the President, if applicable, forty-eight (48) hours prior to the vote. The Governance and Nominations Committee shall decide on the recommendation to remove an officer by simple majority vote.

(c) Acceptance or Rejection by the Executive Council. If the Governance and Nominations Committee votes in favor of recommending an officer's removal, that vote shall be conveyed to the full Executive Council. The Executive Council shall convene a meeting and vote, by simple majority, to accept or reject the Governance and Nominations Committee's recommendation for removal of an officer within two (2) weeks of receiving the Governance and Nominations Committee's vote. Notice to all parties of the meeting of the Executive Council shall be provided by email stating 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 to provide a written statement to be read before the Executive Council, to defend themselves, but may not be present for the vote. All written statements shall be received by the chairperson of the Governance and Nominations Committee, or the President, if applicable, forty-eight (48) hours prior to the vote.

(d) Effect of Removal. If the Executive Council votes to accept the recommendation to remove an officer, the officer shall be removed immediately from their post and 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

(a) The Association's Representation. 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 their support of the Association and Westfield State University consistent with Article II of these Articles of Organization Bylaws and is elected by the membership, is eligible for nomination by the Executive Council to serve as the 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.

(b) Term and Term Limit. Upon appointment, and in conformity with M.G.L. c.15A, § 23, the Alumni Trustee shall serve a term of five (5) 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

(a) The Association's Representation. 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 Bylaws. 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.

(b) The Foundation Rep's Role. 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 Bylaws.

(c) Term and Term Limit. 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 Definition and Term

(a) Definition. The "Presidential Cycle" shall refer to the term of President of the Association during which a person duly elected to the office of President of the Association serve as, and progresses from President-Elect, to President, to Past President, in accordance with this Article VIII.

(a) Term. The Presidential Cycle shall be a term of four (4) years to commence on July 1 of the year during which a nominee is elected to the office of President and ending on June 30 of the fourth (4^{th}) year thereafter. Each year within the Presidential Cycle shall be measured from July 1 through June 30 of the next calendar year. That Presidential Cycle shall run concurrent to, and be consistent with, the Westfield State University fiscal year.

Succession through the Presidential Cycle shall proceed automatically whereby the President-Elect upon the expiration of their term, or upon a vacancy in the office of President, shall succeed to the office of the President. Upon the expiration of an individual's term as President, the individual shall automatically succeed to the office of Past President.

Section 8.02 Eligibility

(a) In General. 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 Bylaws and has served at least one (1) cumulative year as a Member-at-Large of the Executive Council shall be eligible for nomination to the office of President.

(b) Eligibility of a Previous President. Any Member-at-Large who has previously served as President of the Association will only be eligible for nomination if they shall not have served as a member of the Executive Council in any capacity for at least two (2) consecutive years immediately following the expiration of their previous term as President as set forth in Section 8.01 (a).

Section 8.03 Nominating Process for the Office of President of the Association

(a) Duty of the Governance and Nominations Committee. It shall be the duty of the Governance and Nominations Committee to oversee and administer the nominating process and election for the office of President. The Governance and Nominations Committee, in accordance with the provisions of this Article VIII, shall work with the Director of Alumni Relations to carry out this duty.

(b) 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 Director of Alumni Relations. All nominations so made shall be recorded by the Governance and Nominations Committee of the Association.

(c) Determination of Eligibility, Acceptance, and Presentment. The Governance and Nominations Committee in coordination with the Director of Alumni Relations, shall confirm the eligibility of each nominee in accordance with the criteria set forth in Section 8.02. Upon confirmation of eligibility, the Governance and Nominations Committee and the Director of Alumni Relations shall obtain from each eligible nominee acceptance of their nomination to stand for election for the office of President. Thereafter, the Governance and Nominations Committee shall present to the Executive Council all eligible candidates who have accepted nomination to stand for election by the Executive Council for the Presidential Cycle.

(d) Recusal of Governance and Nominations Committee Members. No sitting member of the Governance and Nominations Committee identified as a nominee pursuant to Section 8.03 (b) shall participate in the discharge of the Governance and Nominations Committee's duties under Section 8.03 (c). Any member of the Governance and Nominations Committee identified as a nominee shall promptly recuse themselves from participation in the nominating process except as a duly identified nominee to stand for election for the office of President.

Section 8.04 Election

The President-Elect, upon presentment of all eligible nominees by the Governance and Nominations Committee in accordance with Section 8.03, shall be elected by a majority vote of the Executive Council through a voting process to be determined by the Governance and Nominations Committee. The Governance and Nominations Committee shall record the tally of all votes made and, upon due verification of the votes, pronounce the President-Elect.

ARTICLE IX – EXECUTIVE COUNCIL MEMBERS-AT-LARGE

Section 9.01 Eligibility

(a) In General. Any member of the Association who has demonstrated their support of the Association and Westfield State University consistent with Article II of these Articles of Organization Bylaws eligible for nomination as a candidate for Executive Council Member-at-Large.

(b) Eligibility After Serving Three (3) Consecutive Terms. A member of the Association who has served as a Member-at-Large for three (3) consecutive terms shall not be eligible for nomination as a candidate for a fourth consecutive term. Such a member may be eligible for nomination again if, upon expiration of their third consecutive term as a

Member-at-Large. such individual does not sit as a member of the Executive Council for a period of not less than two (2) years (measured from the expiration date of the third term as a Member-at-Large). Should an individual desire to return to a Member-at-Large position prior to the two (2)-year recess, a waiver may be granted to the individual by a majority vote of the Executive Council.

Section 9.02 Term and Term Limits

(a) Term. The term of office for each of the thirteen (13) Members-at-Large shall be three (3) years. Except as otherwise provided therein, each term shall commence on July 1 of the year during which the member is elected to the position of Member-at-Large and end on June 30 of the third (3rd) year thereafter.

(b) Vacancy Appointments. Eligible individuals may be appointed from time to time to fill vacancies left open by resigning Members-at-Large, as provided by, and in accordance with, these Bylaws. Where the resigning member has vacated their position prior to the expiration of their term as defined in Section 9.02 (a), the individual appointed to fill that vacancy shall serve as a Member-at-Large for a term commencing on the day of their appointment and ending on the last day of the resigning member's term. Vacancies shall be filled as expediently as possible by the Executive Council.

(c) Term Limit. A Member-at-Large shall not serve more than three (3) consecutive terms but may serve non-consecutive terms, included as provided in Section 9.01 (b). Non-consecutive terms are permitted and shall not be counted toward this term limit.

Section 9.03 Nominating Process for Members-at-Large

(a) Duty of the Governance and Nominations Committee. It shall be the duty of the Governance and Nominations Committee to oversee and administer the nominating process and election of the Members-at-Large. The Governance and Nominations Committee, in accordance with the provisions of this Article IX, shall work with the Director of Alumni Relations to carry out this duty.

(b) Nominations. Any member of the Association may self-nominate or present the name of a potential nominee from the Association for the position of Executive Council Member-at-Large to the Director of Alumni Relations or the Governance and Nominations Committee of the Executive Council.

(c) Slate of Nominees. Upon receipt of all nominations, the Governance and Nominations Committee together with the Director of Alumni Relations, shall confirm that each nominee is eligible pursuant to Section 9.01. Upon such confirmation, the confirmed nominees shall constitute the Slate of Nominees for that election year to stand for election by the General Membership to fill 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 9.04 Election Members-at-Large
Members-at-Large shall be elected by majority vote of the General Membership as defined by Article III, Section 3.01, during an annual election process, with the exception of up to one (1) Member-at-Large appointed by the Executive Council. The Governance and Nominations Committee, in consultation with the Director of Alumni Relations may select one (1) nominee from the slate of nominees to serve as an appointed Member-at-Large. Such Member-at-Large will be nominated by a sitting member of the Executive Council based on that nominee's specific skill set, expertise, or life experience or background that may enhance the Association's ability to provide support to alumni, students, and the campus community; their appointment shall be approved by majority vote of the sitting Executive Council.

ARTICLE X –COMMITTEES

Section 10.01 Standing Committees of the Executive Council

(a) Standing Committees. The standing committees of the Executive Council shall be the following:

- Association Events
- Awards, Scholarship and Recognition
- Finance
- Fundraising
- Governance and Nominations

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

(b) Committee Chairperson and Vice-Chairperson. Each standing committee shall include a chairperson and a vice-chairperson. Each committee chairperson shall be selected at the discretion of the President of the Association with the exception of the Finance Committee and Governance and Nominations Committee. Each vice-chairperson shall be selected by the members of the respective committee, by a majority vote, at the beginning of each Council Year. The committee chairperson will not vote in the election of the vice-chairperson, unless there is a tie-breaking vote needed.

(c) Committee Membership. Each standing committee shall consist of at minimum three (3) Executive Council members, unless otherwise specified in the committee descriptions located within Article X. Additionally, Executive Council members for each committee shall be appointed from the membership by the President of the Association. The only exceptions being those assigned to the Finance and Governance and Nominations Committees. Assigned members shall serve for a one (1) year term, measured from the date of their appointment to June 30th.

(d) Participation in Committees by Members Not on the Executive Council. Members of the Association who are not Members-at-Large may serve on all standing committees, with the exception of the Finance and Governance and Nominations Committees, at the discretion of the President of the Association. These members shall have the same voting rights on the committees as any Member-at-Large.

(e) Representation of the University on Each 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 Association Events Committee

(a) Purpose. The Association Events Committee shall assist with organizing, planning, and running the Homecoming event and any other Association programs that the University may plan as they relate to the Association and its operation. The Association Events Committee will also work on events with a goal of increasing the number of alumni participating with their work aimed at increasing the number of events occurring both inside and outside the Westfield community. The Association Events Committee will develop further partnerships with satellite alumni groups in other states and towns to increase their membership as well. The Association Events Committee may also 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 to aid on projects related to the current student body.

(b) Commitment to Life-Long Learning. 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. This can and should aid in connecting current students with alumni in ways that foster both the current student's growth as well as connect alumni with opportunities to mentor the upcoming generation of students.

(c) Event Communication. The Committee is responsible for developing or assisting in the development of event communication plans, and outreach for Association events. This may include communicating the needs of the Committee to the entire Council, and leveraging personal and professional networks for the success of events.

(d) Event Financial Support. The Committee is responsible for collaborating with the Fundraising Committee to develop appropriate fees for events, sponsorships, or other relevant opportunities to provide the Alumni Association with income related to events.

Section 10.03 Awards, Scholarship and Recognition Committee

(a) Purpose. 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.

(b) Ineligibility of Committee Members for Awards or Honors. 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 10.04 Finance Committee

(a) Purpose. 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.

(b) Budget Proposal. The Committee shall be responsible for presenting a budget to the Executive Council, approved by a simple majority of the Committee, by the meeting in May of Council 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.

(c) Quarterly Meetings. 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.

(d) Funding Proposals. 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 (1st) 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.

(e) Chairperson and Committee Membership. The Committee shall be chaired by the Foundation Rep. The membership of the Committee shall consist of no more than five (5) voting members of the Executive Council, who shall be the chairpersons of each of the standing committees, unless a chairperson 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 chairperson 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 identified by the individual or the Association President. If neither the chairperson nor vice-chairperson is able to serve, then the Association President may select any member of that standing committee to serve on the Finance Committee.

Section 10.05 Fundraising Committee

(a) Purpose. The Fundraising Committee shall be responsible for; (i) identifying revenue generating opportunities for the WSAA, (ii) consultation with the Office of Alumni Relations on existing revenue generation, (iii) developing and executing strategic fundraising initiatives that enhance alumni engagement and generate financial support for scholarships, programming, and other Association, Foundation, and/or University priorities.

(b) Collaboration. Members of the Fundraising Committee shall also be responsible for collaborating with other committees, especially Association Events. Members shall also be responsible for planning donor-centered events, and cultivating relationships with alumni, businesses, and friends of Westfield State University in concert with the Office of Alumni Relations.

(c) Philanthropy. The Committee membership shall serve as ambassadors to Westfield State's annual day of giving, and assist with other philanthropic initiatives for alumni.

Section 10.06 Governance and Nominations Committee

(a) Purpose. The Governance and Nominations Committee shall be responsible for: (i) conducting the election process for the Presidential Cycle and for Members-at-Large; (ii) appointment and removal of all members of the Executive Council (consistent with Article V, Section 5.05); (iii) maintaining, and ensuring compliance with, these Articles of Organization Bylaws; and (iv) exercising any other powers conveyed to the Committee by these Bylaws.

(b) Composition, Selection, and Term of Governance and Nominations Committee. The Governance and Nominations 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 and Nominations Committee to the President, except that the President, President-Elect, Past President, Foundation Rep, and Alumni Trustee shall not be nominated and shall not serve on the Governance and Nominations Committee.

The President shall submit the names of the nominees to the Executive Council for a vote at the first (1st) meeting of the Executive Council for the Council Year. The Executive

Council will select four (4) members by a simple majority vote. The fifth (5th) seat shall be held by the Secretary as the Chairperson of the Governance and Nominations Committee as provided in Article V, Section 5.04.

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 fill a vacancy and, upon confirmation by a simple majority vote of the Executive Council, such nominee shall become a member of the Committee.

The term shall be one (1) year and commence on the first (1st) day of July and end one (1) year later on the thirtieth (30th) day of June. There are no term limits for the Governance and Nominations Committee.

(c) Nominations. The Committee will engage in active outreach with potential members in the community inviting them to both attend meetings and to connect with volunteer roles within this and other committees with a goal of bringing them on full-time when able. In consultation with the Office of Alumni Relations, determine the needs for the makeup of the Council related to skills, class year representation, lived or work experience representation, and the representation of underrepresented background on the Council. The Committee will be the first to interview prospective members and they will bring their findings from these interviews to the full Executive Council for review prior to the elections process, or to fill vacancies.

(d) Elections. The Governance and Nominations Committee shall have jurisdiction over and responsibility for the election of Members-at-Large (as described in Article IX) and the Presidential Cycle (as described in Article VIII). The Governance and Nominations Committee shall act in coordination with the Office of Alumni Relations and the Director of Alumni Relations for all matters concerning elections.

(e) Vacancy Appointments and Removals. The Governance and Nominations Committee shall have jurisdiction over and responsibility for any election or appointment process necessary to fill any vacancy that arises among the Members-at-Large during a Council Year. The Governance and Nominations Committee, consistent with Article V, Section 5.03, shall oversee the process for filling any vacancies among Officers of the Association. The Governance and Nominations Committee shall be responsible for carrying out and overseeing the process for removal of any member of the Executive Council, as set forth in Article V, Section 5.05.

(f) The WSAA Articles of Organization Bylaws. The Governance and Nominations Committee shall be responsible for ensuring that the Executive Council and the Officers of the Association conduct themselves in accordance with the terms of these Bylaws.

The Governance and Nominations Committee shall have sole jurisdiction and responsibility to review these Bylaws for the purpose of proposing amendments, which shall be presented to the Executive Council. Amendments may be proposed to the Governance and Nominations Committee for review by any member of the Executive Council.

In every year ending in zero (0) or five (5), the Governance and Nominations Committee shall undertake a comprehensive and full review of these Bylaws. This process shall commence at the earliest convenience of the Governance and Nominations Committee. The process shall conclude no later than the May meeting of the Executive Council in any year ending in zero (0) and five (5), at which meeting the Governance and Nominations Committee shall present to the Executive Council the results of the review and any proposed amendments to the Bylaws. The Executive Council shall ratify proposed amendments as outlined in Article XIII.

Section 10.07 Special Committees

Occasionally the need for a special committee with a specific purpose may arise over time. Per Section 5.04, the President of the Association may charge a special committee that will expire once the work has been completed. Special committees may become standing committees by majority vote of the Executive Council.

ARTICLE XI – MEETINGS

Section 11.01 Regular Meetings

(a) Frequency and Location. The Executive Council shall hold regular meetings at least five (5) times per year plus one (1) additional annual meeting 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.

(b) Compliance with University Protocols. 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 circumstances prohibit or make meeting in-person on campus impractical the Association may hold a meeting virtually or at an alternative venue.

(c) Attendance and Absences. Attendance of any regular meeting virtually will count for the purposes of recorded meeting attendance. All Executive Council members are expected to attend all regular meetings either in-person or virtually. Should an Executive Council member be unable to attend a scheduled meeting, they must communicate to the

President, Secretary, and/or the Office of Alumni Relations that they will not be present for the meeting.

Section 11.02 Special Meetings

(a) Notice and Location. Special meetings of the Executive Council may be called by the President. Members shall be given a forty-eight (48)-hour notice of the date and time of a special meeting. All special meetings will be made available for participation via virtual platform.

(b) Compliance with University Protocols. 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.

(c) Attendance and Absences. Attendance of any special meeting virtually will count for the purposes of recorded meeting attendance. All Executive Council members are expected to attend all special meetings either in-person or virtually. Should an Executive Council member be unable to attend a special meeting, they must communicate to the President and/or the Office of Alumni Relations in advance that they will not be present for the meeting.

Section 11.03 Conduct of Meetings

(a) Quorum and Adjournment for Lack of Quorum. 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 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.

(b) Parliamentarian and Points of Procedure. Upon a determination that a quorum exists, a majority of those present and voting may pass any measure. The Secretary as the Chairperson of the Governance and Nominations Committee shall serve as parliamentarian and shall rule on all questions of parliamentary procedure during meetings, and any dispute concerning the Articles of Organization Bylaws shall be referred to the Governance and Nominations Committee for resolution. Such rulings from the Governance and Nominations Committee may be overruled by two-thirds (2/3) majority vote of the voting members of the full Executive Council.

(c) Rules of Order. 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 (1) 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 in June. 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, views, 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

Should amendments to the Articles of Organization Bylaws be proposed in off-cycle years (those years not ending with "0" or "5"), the Executive Council will discuss and vote on such amendments.

ARTICLE XIV – EFFECTIVE DATE

Section 14.01 Effective Date
These Articles of Organization Bylaws shall be effective immediately upon passage by the Executive Council at the first official meeting of the Westfield State Alumni Association after January 1, 2026.

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 forty-five (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 thirty (30) days.
- Following the conclusion of the thirty (30) day voting period within a calendar week the results of the election shall be tabulated by the Alumni Association Governance and Nominations 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 thirty (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 the 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 will 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 fourteen (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 and Nominations 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 and Nominations Committee.
- The Governance and Nominations Committee will make a recommendation to the full Executive Council from among the candidates.
- After receiving the recommendation within fourteen (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 and Nominations 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.