BYLAWS OF
THE ASSOCIATION OF ALUMNI, FORMER STUDENTS, AND FRIENDS
OF SOUTHERN ILLINOIS UNIVERSITY, INCORPORATED

We, the graduates, former students, and friends of Southern Illinois University, in order to give moral and material support to our alma mater in its program of instruction, research and service, to provide opportunities for individual student development, and to advance the spirit of fellowship and loyalty among our members, do ordain these Bylaws for the Association of Alumni, Former Students, and Friends of Southern Illinois University, Incorporated.

ARTICLE I - NAME AND INCORPORATION

Section 1. Name

The name of this organization shall be The Association of Alumni, Former Students, and Friends of Southern Illinois University, Incorporated. The working name shall be the Southern Illinois University Alumni Association. It shall be hereinafter designated and referred to in these Bylaws as the Association.

Section 2. Nature

The Association is a wholly not-for-profit corporation, organized under the laws of the State of Illinois, and its purposes shall be wholly charitable and educational.

Section 3. Object

A. The Association shall enter into contracts with the Board of Trustees of Southern Illinois University and other University Related Organizations (URO) on such matters as, but not limited to:

i. Maintaining, nurturing, and advancing the Association by its members and, through them, assisting the University in its goals of instruction, research, and service.

ii. Promoting communication among the graduates, former students, faculty, staff, and other friends of the University, and among members of the Association and the University through various means including, but not limited to, periodic publications.

iii. Promoting and conducting meetings and activities of individuals, whether by their class year, geographic location, profession, athletic or other special interests, all in an effort to establish and maintain ongoing relationships among those individuals or groups
iv. Assisting the University, as mutually agreed upon, by serving as the Office of Record for the data base used in maintaining, updating, and gathering records on graduates and former students.

v. Recognizing, by such means as awards, scholarships, and otherwise, outstanding achievements by graduates and former students, current students, faculty, and friends of the University.

vi. Participating in various University committees, programs, functions, and graduations as invited by the University.

vii. Assisting the Southern Illinois University Foundation in its objectives as a University-related organization.

viii. Soliciting, receiving, and maintaining gifts to be used for and on behalf of the University, its faculty, students, staff, and the Association.

B. To do such other acts and undertake such other enterprises as in the judgment of the Board of Directors shall tend to promote the interest and welfare of Southern Illinois University and the Association.

Section 4. Principal Office and Registered Office

A. Offices of the Association shall be located in Carbondale, Illinois, and such other places as the Board of Directors may determine.

B. The registered office of the Association shall be located in or near the city of Carbondale, Illinois.

Section 5. Seal

The Association shall have a corporate seal which shall have inscribed thereon the name of the corporation, the year of its organization, and the words The Association of Alumni, Former Students, and Friends, 1896.

Section 6. Copy of Bylaws

The Secretary of the Association shall at all times keep in the office of the Association a true and correct copy of the Bylaws.
Section 7. Dissolution

In the event of the dissolution of the Association as a corporation, its assets shall be transferred or conveyed to the Board of Trustees of Southern Illinois University or its successor to be held in trust for the purposes for which they were received, unless such distribution of particular property is prohibited by the terms of the gifts thereof or the deeds of trust to the Association, in which event said property shall be distributed to one or more corporations, societies, or organizations which are engaged in substantially similar activities for the purposes specified in the original gifts or deeds of trust and which have been determined to be exempt organizations under the appropriate section of the Internal Revenue Code, and to be held in trust for the purposes for which they were received.

ARTICLE II - MEMBERSHIP

Section 1. Eligibility

All persons who have matriculated from Southern Illinois University, all employees of the University, students, and other concerned individuals may be determined as members upon payment of dues or fees as approved by the Board of Directors.

Section 2. Classes of Membership

There shall be three classes of members to be known as Alumni, Friends of Southern Illinois University, and Honorary Members.

A. Alumni. Alumni are graduates and former students of the University. Former students are those who have successfully completed one, full time quarter or semester of academic course work. These individuals have the right to vote on all issues and to hold office.

i. Annual Members - These persons shall be those paying annual dues.

ii. Life Members - These persons shall be those who have completed payments or who are actively making payments on a life membership.

B. Friends of Southern Illinois University. These faculty, staff, and other concerned individuals cannot vote on issues or hold office.
i. Annual Members - These persons shall be those paying annual dues.

ii. Life Members - These persons shall be those who have completed payments or who are actively making installment payments on a life membership.

C. Honorary Members. These individuals are exempt from payment of dues.

i. If the individual is an alumnus/alumna of the University, then he/she is entitled to the benefits of a member under Section 2 (A) (ii) above. If the individual is not an alumnus/alumna of the University, then he/she falls under Section 2 (B) (ii) above.

ii. Upon conferment of an Honorary Life Membership, the current single payment cost of an Individual or Joint Life Membership will be transferred from the retained earnings equity section to the honorary life membership equity section.

iii. Election of Honorary Members. Honorary membership may be conferred by a majority vote of the Board of Directors.

Section 3. Dues Structure

The Board of Directors shall approve a schedule or dues reflecting annual and life memberships or any subset thereof. Payment for dues shall be made according to established policy.

ARTICLE III - BOARD OF DIRECTORS AND CORPORATE ORGANIZATION

Section 1. General Powers

The affairs of the Association shall be managed in accordance with the policies and directions established by the Board of Directors as constituted pursuant to Section 2 of this Article.

Section 2. Composition

The Board of Directors shall be composed of the following classes and number of directors, all of whom shall be members of the Alumni Association.
A. Directors at Large

There shall be twenty-two (22) alumni elected to serve on the Board of Directors. These directors will be elected by the Association membership and will represent the worldwide alumni body. The slate of candidates will come from the Nominating Committee. Write-in candidates may come from the membership at large. With approval from the Nominating and Executive Committees, an Alumnus who is employed by the Southern Illinois University System can serve as member of the Board of Directors of the Association. No more than 5 voting members of the Board of Directors may be employed by the Southern Illinois University System at one time.

The ballot will be contained in the spring issue of the Association’s publication, and at the same time will be placed on the Association’s website. Votes may be cast in paper form and mailed to the Association office or may be cast electronically via the Internet or via e-mail to the Association at e-mail address specified in the ballot. Voting by either of the foregoing electronic means shall be considered equivalent to a mailed ballot. All votes shall be received at the Association office fifteen (15) days prior to the spring meeting of the Board of Directors. The Board of Directors will ratify the election results at the annual spring meeting.

B. Colleges/Schools Directors

There shall be one Alumnus serving on the Board of Directors for each college/school. Where the College Alumni Society is chartered, the Society Board of that college or school will select an alumni representative to serve on the Board of Directors. Where the College Alumni Society is not chartered, the Dean of that college or school can nominate an alumni representative who must be approved by a majority vote of the Association Board present and voting. With approval from the Nominating and Executive Committees, an Alumnus who is employed by the Southern Illinois University System can serve as a college/school Director. No more than 5 voting members of the Board of Directors may be employed by the Southern Illinois University System at one time.

All Directors at Large and College/School Directors shall have the right to serve on Association Standing and Ad Hoc Committees. At Large Members of the Board of Directors as well as College/School Directors shall have the right to vote on matters presented before their respective committees and matters presented before the full Association Board. If a matter presented before an Association Standing or Ad Hoc Committee or before the full Association Board presents a conflict of interest for the College/School Director, then the Director shall recuse him/herself from the vote, or the Committee or Full Board shall vote to recuse the Director.
from the vote.

C. Ex-Officio Directors

The following persons shall be ex-officio members of the Board of Directors, do not have the right to vote on issues before the Board of Directors, and do not count toward the quorum:

i. The Board of Trustees of Southern Illinois University may annually designate one of its number to sit as a member of the Board of Directors and another member of the Board to serve as an Alternate Director.

ii. The President of Southern Illinois University is entitled to serve as a member of the Board of Directors. When unable to attend board meetings, the President may designate a person to attend as his/her representative.

iii. The Chancellor of Southern Illinois University Carbondale is entitled to be a member of the Board of Directors. When unable to attend board meetings, the Chancellor may designate a person to attend as his/her representative.

iv. The President of the Board of Directors of the SIU Foundation Carbondale is entitled to be a member of the Board of Directors. When unable to attend board meetings, he/she may designate a person to attend as his/her representative.

v. Student Directors. Three (3) student directors, the President of the Student Alumni Council, the President of the Undergraduate Student Government, and the President of the Graduate and Professional Council--are entitled to be members of the Board of Directors.

vi. Honorary Directors. Honorary Directors are made up of the Past Presidents of the Alumni Association and those former SIU AA Board members/alumni appointed by a majority vote of the Board of Directors. Honorary Directors typically have institutional/organizational knowledge that is deemed to be of value. They shall have the right to attend meetings and, when appointed, serve on committees.

Nominations for such appointments should be sent to the President for review by the Nominations Committee. Candidates must then be approved by a majority vote of the Board of Directors.
D. Term of Office

The term of office of a director shall commence July 1 of the calendar year in which he/she is elected and serve for a term of four years. An elected director may serve no more than three consecutive terms on the Board, except if elected for a term less than four years; he/she may then be nominated to serve three consecutive terms in addition to the part term to which he/she was elected. The ex-officio director designated by the Board of Trustees may serve as such only for so long as he/she holds the office of Trustee. The Board of Trustees may annually reappoint an individual to serve in this capacity.

The President of Southern Illinois University, the Chancellor of Southern Illinois University Carbondale, and the President of the Southern Illinois University Foundation shall serve only as long as they hold the offices which entitle them to ex-officio membership on the Board. Their successors to those offices shall immediately and automatically succeed them in their capacities as directors.

Student directors shall be re-designated annually and serve for the term of one year.

Honorary directors may serve for life.

Section 3. Powers and Duties of the Board of Directors

The Board of Directors shall exercise its authority by establishing policies and reviewing management to assure compliance with Association policies and directives.

Section 4. Removal of Directors/Officers

Any elected or appointed director who is absent for three (3) consecutive meetings without valid cause, or is subject to removal for any other just cause, as determined by the Board of Directors, may be asked to resign or be removed by majority vote of the members of the Board of Directors, present and voting. Notice of such contemplated action shall be given in writing to that director at least thirty (30) days prior to action by the Board of Directors. The resignation of a Director may be accepted by a majority vote of the Board of Directors.

Section 5. Vacancies

In the event of a death, disability, resignation or removal of a Director, his/her successor shall be promptly appointed by the President and approved by the Executive Committee of the Board of Directors. Such
Successor-Director shall serve out the unexpired term to which he/she has been appointed.

Section 6. Parliamentary Authority

All meetings of the Association’s Board of Directors, standing or ad hoc committees, shall use the current edition of Roberts’ Rules of Order.

ARTICLE IV - MEETINGS

Section 1. Board of Directors - Meetings

The Board of Directors shall hold a minimum of two meetings annually. One meeting will be held on the weekend that the University designates as Homecoming, and the second meeting will be held in the spring of the year. The time and place for these semi-annual meetings will be set by the President of the Association, who shall direct the Secretary for the Board of Directors to duly notify the Directors and officers of the Association at least thirty (30) days prior to the scheduled meeting date. In the event that the President of the Association has not so acted, the meeting may be called by the President-Elect, acting alone or by any three Directors acting jointly. The Secretary shall duly notify the Directors and Officers of such action.

Section 2. Board of Directors - Other Meetings

Other meetings of the Board of Directors may be called by the President at such time and location as he/she shall select or by not less than five of the Directors entitled to vote on Board matters. The President or the Board members calling such meeting shall direct the Secretary to duly notify the directors and officers of the Association of such special meetings.

Section 3. Board of Directors - Quorum

Except as otherwise provided by these Bylaws, all actions of the Board of Directors shall be determined by majority vote. A majority vote is defined as a majority of the quorum of voting members present, and a majority of all the voting members of the Board shall be necessary to establish a quorum. The President shall preside at all meetings of the Board of Directors, but when the President and President-Elect are absent, meetings may be chaired by one of the Vice-Presidents. Members of the Board of Directors (or of any committee of the Board of Directors) may participate (and be considered present) in and act at any meeting of such Board or committee through the use of a conference telephone or other communications equipment by which all persons participating in the meeting can hear each other.
Section 4. Ballots

The Board of Directors may act by mail or electronic ballot. Either non-electronic or electronic ballots, together with a brief description and rationale of the matter to be voted on, shall be mailed or emailed to each Director. Ballots not returned within the period provided in the notice accompanying the ballot are counted as abstentions. Mail or electronic ballots may not be used for removal of Board members or officers.

Section 5. Informal Action by Directors

Any action required to be taken at a meeting of the Directors of this Association, or any other action which may be taken at a meeting of the Directors, may be taken without a meeting if a consent in writing, setting forth the actions so taken, shall be signed by all Directors who are entitled to vote at a meeting of the Board of Directors. Such consent shall have the same force and effect as a unanimous vote.

Section 6. Compensation

Directors and officers of the Association may not receive any compensation for their services; however, the Board of Directors may establish policies as to reimbursement of expenses incurred in the performance of their duties.

ARTICLE V - OFFICERS

Section 1. Association Officers

The Board of Directors shall have the following officers: President, President-Elect, two (2) Vice-Presidents, Secretary and Treasurer. Each officer shall be elected at the annual spring meeting of the Board of Directors and shall serve terms of office of one (1) year beginning July 1. The President may serve an additional one-year term. The President, President-Elect, two (2) Vice Presidents, and three (3) directors at large of the Executive Committee must be elected members of the Board of Directors. The secretary and treasurer need not be directors. In addition, there shall be an Executive Director of the corporation selected jointly by the Board of Directors and the Vice Chancellor for Development and Alumni Relations of Southern Illinois University Carbondale.

No person may serve as President for more than two one year terms, plus any unexpired term of office.
Section 2. Vacancies

In the event of the death, disability, resignation, or removal of any officer from the Board of Directors, the Board shall by majority vote elect a successor to serve out the unexpired term of the office.

Section 3. Removal

Any elected officer may be removed by majority vote of the members of the Board of Directors, notice of such contemplated action having been given in writing at least thirty (30) days prior to action by the Board of Directors. The resignation of an officer may be accepted by a majority vote of the Board of Directors.

Section 4. Powers and Duties of Officers

The respective officers of the corporation shall hold and perform the following powers and duties:

A. President – Association: The President shall be the highest elected officer of the Board of Directors and shall exercise the following powers and duties:

i. Preside at all meetings of the Board of Directors.

ii. In conjunction with the Executive Director, prepare the agenda for the meetings of the Board of Directors.

iii. Sign all corporate documents for which authority has not been delegated to other officers. Serve as alternate authority to sign documents when primary authority is unavailable.

iv. On his/her own authority, appoint such standing and ad hoc committees as deemed appropriate to assist in investigation of matters pertaining to the proper conduct of Association affairs.

B. Immediate Past President: Shall serve on the Executive Committee and Board and shall have the power to act in the event of a vacancy in the office of the President-Elect.

C. President-Elect: Shall serve on the Executive Committee and Board and shall have the power to act as President in the absence of the President and Immediate Past President.

D. Vice-President - Association - Two Vice-Presidents shall be elected for a term of one year and shall perform such duties as may be
assigned to them by the president. In the event the President and President-Elect are absent, meetings may be chaired in order of seniority by one of the Vice Presidents.

E. Treasurer - Association - The Treasurer shall be the officer of the corporation charged with the receipt, care, custody, disbursements, and investment of funds and monies of the corporation, and shall conduct the fiscal affairs of the corporation, except as otherwise assigned to another officer or committee by these bylaws or by the Board of Directors. The Treasurer shall serve as Secretary of the Investment Committee and may serve in a similar capacity on any committee other than the Executive Committee and Nominating Committee where such committee is specifically charged with the consideration of matters directly relating to the financial affairs of the corporation. The Treasurer shall be supervised by and report to the President and shall advise the Board of Directors and the Executive Committee.

ARTICLE VI - COMMITTEES

Section 1. Executive Committee

The management of the Association shall be vested in the Board of Directors. The Board of Directors shall have the right to delegate to this Committee the power to transact Association business in accordance with the objects outlined herein.

A. Membership - The Executive Committee shall consist of:
   i. President of the Association.
   ii. Immediate Past President of the Association.
   iii. President-Elect of the Association.
   iv. The two Vice Presidents of the Association.
   v. The Secretary of the Association
   vi. The Treasurer of the Association.
   vii. Three (3) Directors who are elected annually by the Board of Directors.
   viii. The Executive Director of the Association shall attend all meetings of the Executive Committee.

B. Officers - The Executive Committee shall be chaired by the President of the Association and shall serve in that capacity until the reconstitution of the Executive Committee following the next annual spring meeting of the Board of Directors.

C. Meetings - Meetings of the Executive Committee may be called at any time by the President or President-Elect, Executive Director, or three
members of the Committee, by specifying the date, hour, and place of each meeting, to be sent in the Secretary’s notice thereof by agreement between the Chairman and the members who called the meeting, or upon the direction of any three (3) members of the Executive Committee. In the event the Board of Directors determines that extenuating circumstances exist which make the holding of the meeting impossible, the meeting may be rescheduled.

D. Quorum - A majority of the voting members of the Executive Committee shall constitute a quorum. The action of the majority of the voting members present at a meeting at which a quorum is present shall be the act of the Executive Committee unless the act of a greater number is required by law.

Members of the Board of Directors (or of any committee of the Board of Directors) may participate (and be considered present) in and act at any meeting of such Board or committee through the use of a conference telephone or other communications equipment by which all persons participating in the meeting can hear each other.

E. Informal Action - Any action required by law, to be taken at a meeting of the Executive Committee, may be taken without a meeting of the Executive Committee if a consent in writing, setting forth the action so taken, shall be signed by all the members of the Executive Committee.

F. Powers and Duties - Between meetings of the Association’s Board of Directors, the Executive Committee shall possess and shall exercise all the powers and duties of the Board of Directors with respect to the affairs of the corporation except alteration of the bylaws of the Association of Alumni, Former Students, and Friends of Southern Illinois University, Incorporated or those acts forbidden by law.

G. Ballots - The Executive Committee may act by mail or electronic ballot in the same manner as provided in Article IV, Section 4.

Section 2. Budget Committee

The Executive Committee of the Board of Directors shall act as the standing Budget Committee and shall have primary responsibility for the preparation of the annual Association budget for submission to the Board of Directors. Such a budget shall be adopted for the upcoming fiscal year upon approval of the Board of Directors at the annual spring meeting. This committee shall conduct periodic review of the budgetary transactions pertinent to the Association.
Section 3. Investment Committee

The Board of Directors shall have a standing committee of at least three (3) members, plus the Association’s Executive Director, Treasurer, and such other persons as may be determined by the Executive Committee, to be known as the Investment Committee. This Committee shall be appointed annually by the President of the Board of Directors. Upon the approval of the Board of Directors, the Investment Committee shall formulate an investment policy for funds and assets held by the Association for approval by the Board of Directors and shall interpret that policy and oversee its implementation.

Section 4. Nominating Committee

The Association shall have a Nominating Committee to be comprised of:

A. The President of the Association
B. The President-Elect of the Association
C. The Immediate Past President of the Association
D. The Executive Director of the Association, non-voting

This committee shall be responsible for:

i. Nominating qualified alumni to stand for election and reelection as directors to replace those directors whose terms expire on June 30 of the upcoming calendar year, with Board elections to be ratified at the Spring Board of Directors meeting.

ii. Submitting nominees to the Board of Directors to serve on any committee or posts to be filled by the Board of Directors on a regular basis.

iii. Submitting nominees for election to fill the unexpired terms of all directors or officers who have died, become disabled, resigned, or who have been removed from the office since the last meeting of the Board of Directors. The Nominating Committee shall select its own Chair and Vice-Chair. The Executive Director of the Association shall serve as the Committee’s secretary.

Section 5. Other Committees

The President of the Association has the authority to establish other standing and ad hoc committees that are deemed beneficial for the Association. These committees will be reviewed annually with regard to current goals and objectives of the Association.
Section 6. Committees may be made up of such persons as the Board deems necessary and appropriate, whether or not the member is an elected or appointed member of the Board. However, the majority of the committee must be composed of current Board members.

ARTICLE VII - APPOINTED OFFICERS OF THE BOARD

Section 1. Executive Director

The Executive Director shall hold office at the pleasure of the Board of Directors and of the Chancellor of the University, but shall not be removed save for cause. The Executive Director is the chief executive officer of the SIU Alumni Association and is responsible for the day-to-day operations of the Association, reporting to the Association President. The Executive Director shall be an ex-officio, non-voting member of all standing committees and ad hoc committees established under the powers delegated in these Bylaws. The Executive Director also serves as Associate Vice Chancellor of Alumni Services. As Associate Vice Chancellor, he/she reports to the Vice Chancellor of Southern Illinois University Carbondale.

Section 2. Corporate Secretary for the Board of Directors

The Corporate Secretary shall be the recording officer and custodian of the records of the Board of Directors. As such, the Secretary shall have all powers and duties normally incidental to the office of the secretary of a corporation, except as otherwise provided by law or the Articles of Incorporation, or as assigned to another officer or committee by these Bylaws. These powers and duties shall include, but shall not be limited to, the following enumerated list:

A. Give all notices required by statute, bylaw, or resolution.

B. Record the minutes of all meetings of the Board and Executive Committee and perform such other duties as the Board of Directors may direct.

C. Safely keep custody of the Seal of the corporation and affix same to all instruments proper to the conduct of business or legal transactions of the corporation. Be supervised by and report to the President.

Section 3. Assistant Corporate Secretary for the Board of Directors

The Assistant Corporate Secretary shall be an officer of the corporation charged, in the absence of the Secretary, to act as the recording officer and
Section 4. Assistant Treasurer/Controller for the Board of Directors

The Assistant Treasurer/Controller shall be an officer of the corporation charged, in the absence of the Treasurer, with the receipt, care, custody, disbursement, and investment of funds and monies of the corporation, and shall, in the absence of the Treasurer, conduct the fiscal affairs of the corporation, except as otherwise assigned to another officer or committee by these Bylaws or by the Board of Directors. The Assistant Treasurer/Controller, in the absence of the Treasurer, shall be a non-voting member of the Executive Committee, and all other standing or ad hoc committees established and charged with consideration of matters directly relating to financial affairs of the corporation at all said committee meetings at which the Treasurer is unable to attend. The Assistant Treasurer/Controller shall be supervised by and report to the Treasurer or, in his/her absence, to the President.

Section 5. Legal Counsel

An independent Legal Counsel shall be retained by the Board of Directors. Such Counsel must be a licensed, practicing attorney in Illinois and will advise and counsel the Board of Directors on all matters of law affecting the Association and perform such other duties as specified by the Board of Directors.

ARTICLE VIII - FINANCES

Section 1. General Policy

The Board of Directors shall have the authority to hold, control, manage, and expend all funds, securities, properties, and assets of the corporation.

Section 2. Funds and Securities

Funds of the Association shall be managed in accordance with the Investment Policy established by the Investment Committee and adopted by the Board of Directors. The interest income from both designated and undesignated funds may be placed in the Association’s Operational Fund.
for the current year.

Section 3. Auditing of Accounts

The accounts of the Association shall be audited and examined each year by and under the supervision of the Executive Committee, which reports at least annually to the Board of Directors. Such audit shall be conducted by an independent external auditor.

Section 4. Fiscal Year

The fiscal year of the Association shall begin on the first day of July and terminate on the last day of June.

Section 5. Surety Bonds

The Executive Committee shall have the authority to purchase and maintain on behalf of the Association, if it deems necessary, fiscal protection against employee or Director dishonesty, misconduct, or negligence in an amount deemed prudent for the protection of the Association.

ARTICLE IX - TRAVEL EXPENSES OF DIRECTORS, OFFICERS, EMPLOYEES, AND AGENTS

The directors, officers, employees, and agents of the Association may be reimbursed for reasonable and necessary travel expenses when conducting business on behalf of the Association.

ARTICLE X - CONSTITUENT ORGANIZATIONS

Section 1. The Association encourages the formation of Constituent Organizations which shall consist of:

College Alumni Societies
Chapters
Affiliate Groups

The recognition of Constituent Organizations shall be based upon affiliation with a school, college, or division of Southern Illinois University Carbondale, or upon geographic or other special interests acceptable to the Board of Directors of the Association.
Section 2. For the purpose of these Bylaws, College Alumni Societies, Chapters, and Affiliate Groups are defined as follows:

A. College Alumni Societies - A group of graduates, former students, and friends of a particular college or school of Southern Illinois University Carbondale.

B. Chapters - A group of graduates, former students, and friends of Southern Illinois University Carbondale who are located in a geographical area where a sufficient concentration of interested alumni or former students reside.

C. Affiliate Group - A group of graduates, former students, and friends of Southern Illinois University Carbondale (which is not a College Alumni Society or Chapter) who, because of their special mutual interests, gather as a body.

Section 3. Application to organize a College Alumni Society, Chapter, or Affiliate Group shall be made to the Associations Board of Directors on petition of not less than twenty-five (25) alumni who are annual or life members of the Association. They shall be alumni of the specific college or school or alumni who reside in a geographical area, or alumni who have mutual interest in serving the Association. Upon approval, the Board shall issue a Charter which will be subject to periodic review by the Board of Directors.

Any activities of a College Alumni Society, Chapter, or Affiliate Group which violate the Association’s Bylaws, or which jeopardize the Association’s corporate or tax exempt status, shall be immediately remedied or the Charter be revoked.

Section 4. Each member of the Association shall be a member of the appropriate College Alumni Society, Chapter, or Affiliate Group where one is chartered. The Board of Directors of the Association may annually provide financial support, including accounting services as requested. No dues may be charged by any Constituent Organization. The Board of the Association will determine and allot to each College Alumni Society, Chapter, or Affiliate Group a proportion of the membership dues. For the mutual benefit and to stimulate future activities, Constituent Organizations shall submit to the President of the Association, an annual report of activities of the organization by August 15th of each fiscal year. The fiscal year of Constituent Organizations shall coincide with that of the Association.

Section 5. College Alumni Societies, Chapters, and Affiliate Groups shall hold at least one meeting per year and shall communicate with their members at
appropriate intervals. In the event the Constituent Organizations’ officers determine extenuating circumstances exist which make the holding of the meeting impossible, the meeting may be rescheduled.

Section 6. College Alumni Societies, Chapters, and Affiliate Groups may be encouraged to participate in lobbying (so far as allowed by law), student recruitment, placement, and fund-raising activities for the general support of Southern Illinois University that are consistent with the policies of the SIU Alumni Association.

Section 7. The Board of Directors, or their designee, shall promulgate Operating Policies and Procedures for Constituent Organizations.

ARTICLE XI - STUDENT ALUMNI COUNCIL

Section 1. The Board of Directors shall charter a Student Alumni Council for the purposes of:

A. Educating current students about the goals and mission of the Alumni Association.

B. Encouraging future participation in Alumni Association activities.

Section 2. No dues shall be charged by the Student Alumni Council. The Board of Directors may annually provide financial support to help underwrite Council activities. The Council is encouraged to participate in fund-raising activities.

ARTICLE XII - INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES, AND AUTHORIZED AGENTS

The Association will indemnify its directors, officers, employees, and authorized agents to the fullest extent permitted by the laws of the State of Illinois for civil, criminal, administrative, or investigative proceedings in which the director, officer, employee, or authorized agent is made a part of threatened to be made a part by reason that he/she is or was a director, officer, employee, or authorized agent or is or was serving at the request of the Association as a director, officer, employee, or authorized agent of another corporation, partnership, joint venture, trust, or other enterprise.

Section 1. The Association shall purchase and maintain through an insurance company licensed to transact business in Illinois, insurance on behalf of any person who is or was after the enactment of these Bylaws, a director, officer, employee, or authorized agent of the Association; or who is or was after the enactment of these Bylaws, serving at the request of the Association as a director, officer, employee, or authorized agent of
another corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted against him/her and incurred by him/her in any such capacity, or arising out of his/her status as such, whether or not the Association would have the power to indemnify him/her against such liability under the laws of the State of Illinois.

Section 2.  

A. Upon notice that a director, officer, employee, or authorized agent of the Association is a party or is threatened to be made a party to any threatened, pending, or completed action of suit (civil, criminal, administrative, or investigative) by reason of the fact that he/she is or was a director, officer, employee, or authorized agent of the Association, the Association may indemnify the said director, officer, employee, or authorized agent against expenses (including attorneys’ fees), judgments, fines, amounts paid in settlement actually and reasonably incurred by him/her in connection with such action, suit, or proceeding, if he/she acted in good faith and in a manner he/she reasonably believed to be in, or not opposed to, the best interests of the Association; and, with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful.

B. Any indemnification under Section 2 A above (unless ordered by a court) shall be made by the Association only as authorized in the specific case, upon receipt of an undertaking by or on behalf of the director, officer, employee, or authorized agent to repay such amount, unless it shall ultimately be determined that he/she is entitled to be indemnified, and upon a determination that indemnification is proper in the circumstances because he/she has met that standard of conduct set forth in section 2 A above.  Such determination shall be made (i) by the Board of Directors by a majority vote of a quorum consisting of directors who are not parties to such action, suit, or proceeding, or (ii) if such a quorum is not obtainable, or even if obtainable, a quorum of disinterested directors so directs, by independent legal counsel in written opinion.

ARTICLE XIII - AMENDMENT TO BYLAWS

The Bylaws may be amended by a majority vote of the directors present at a regularly scheduled meeting.  The subject of the amendment must have been included in a notice of the meeting mailed to each director not less than ten (10) working days prior to the scheduled date.

Adoption - June 08, 1963  Revision - October 18, 1986
Revision - June 13, 1964  Revision - May 01, 1987
Revision - June 12, 1965  Revision - October 16, 1987
Revision - June 14, 1969  Revision - April 29, 1988
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