



Vision: The UNI Alumni Association will provide extraordinary support to the University of Northern Iowa and its alumni: in doing so we will become a leader in the delivery of creative services and programs.

Mission: The UNI Alumni Association provides effective leadership, service and value to the University of Northern Iowa, our constituencies and service areas. The UNI Alumni Association encourages, supports and advances life-long relationships between Alma Mater and its alumni and friends.

BY-LAWS UNIVERSITY OF NORTHERN IOWA ALUMNI ASSOCIATION

Article I Purpose

Section 1: The purpose of the Association shall be as set forth in the Articles of Incorporation.

Article II Meetings

Section 1: The Association shall hold business meetings as determined necessary by the Board of Directors. The Board must meet a minimum of once a calendar year.

Section 2: An Annual Meeting of the UNI Alumni Association membership shall be held on the University of Northern Iowa campus at a designated time as determined by the Board of Directors.

- a. Members of the Association shall be notified of the Annual meeting by an announcement in official publication(s) of the University and/or Association, appropriate electronic notification and/or via postal mail

Section 3: Special meetings of the Board of Directors shall be held at a time and place as designated by the call of the Board President, chair or majority of the Board. Such calls for meetings shall be presented to the Board at least thirty (30) days in advance of the meeting.

- a. The notice will include the date, time, place and stated purpose of the meeting and shall appear in official UNIAA communication vehicles or delivered by postal mail to Association members.
- b. The meeting call must include an agenda although business is not limited to items listed.
- c. Special meetings may be held without compliance regarding the notice of time and place provisions provided consent of three-quarters (3/4) of the duly elected Board of Directors.

Section 4: A quorum for meetings of the Board of Directors shall be defined as the duly elected members present at an official meeting.

Article III

Membership

- Section 1: Alumni, friends and students of the University of Northern Iowa are eligible to become members of the University of Northern Iowa Alumni Association. Members shall remit dues as established by the Board of Directors.
- Section 2: Honorary Alumni Association memberships may be presented to individuals by the Board of Directors and in accordance with proscribed Association policy.

Article IV

Board of Directors

- Section 1: Except as otherwise provided by law, the Articles of Incorporation, or the by-laws of the Association, all business affairs of the Association shall be exercised by a Board of Directors consisting of no fewer than twenty-five Directors.

Composition of the Board of Directors should represent a cross-section of the UNI constituency. Factors for consideration include geographic location, academic major, decade of graduation and others to ensure fair representation of the University of Northern Iowa graduate populations. Determination of equity is the responsibility of the President of the Association and the UNIAA Board of Directors.

- Section 2: Election to the Board

- a. Nominees to the Board of Directors and its officers shall be selected and presented to the voting members of the Alumni Association at its annual meeting in a manner and fashion proscribed by the Executive Committee of the Board of Directors.
- b. Eligibility to serve:
 1. Board of Directors must hold a certificate or degree from the University of Northern Iowa, State College of Iowa, Iowa State Teachers College, or Iowa State Normal School.
 2. Directors must be a dues member of the UNI Alumni Association

- Section 3: Terms of Service

- a. Directors of the Board shall serve a three year term and may serve two consecutive terms
- b. Directors elected to serve as chair and vice chair are allowed two (2) full terms in addition to the two (2) year terms proscribed for those positions.
- c. Following completion of two full successive terms, a Director shall be ineligible for election to the Board for at least one (1) year.

- Section 4: Ex-officio officers include the President and Assistant Directors of the Association. Other UNI officials may serve in an ex-officio capacity at the discretion of the Board President and subject to approval by the Board of Directors.

Section 5: Resignation or removal from the Board

- a. Any director, by notice in writing to the Board of Directors, may resign.
- b. Any director may be removed from office for good cause shown upon the affirmative vote of at least two thirds (2/3) of the Directors present at a meeting where a quorum exists. Absence from three (3) successive board meetings shall be grounds for removal from the Board.
- c. Upon request by the director subject to the removal action, a hearing shall be held at said meeting prior to the vote.

Section 6: Vacancies on the Board shall be filled by any eligible person elected by a majority vote of the remaining Board of Directors. Those so elected are eligible to serve an additional two (2) full terms.

Section 7: Emeritus Status

- a. The UNI Alumni Association Board of Directors may bestow Director Emeritus status upon retiring Directors. Eligibility for this honor requires completion of a full term of service.
- b. Special consideration for designation is allowed upon recommendation of the President of the Association and the UNI Alumni Association Board executive committee.
- c. Emeritus directors are accorded special rights and privileges as designated by the Board of Directors.

Article V

Officers of the Board of Directors

Section 1: The Officers of the Board of Directors shall include the Chair, Vice Chair, President/Secretary and Treasurer and/or designate.

Section 2: The Chair and Vice-Chair shall hold office for a term commencing upon election and continuing for a period of two (2) years, and until their successors are elected and qualified.

Section 3: The University of Northern Iowa Director of Alumni Relations or subsequently titled position shall serve as the President and CEO of the Alumni Association and the Association's Secretary.

Article VI

Committees of the Association

Section 1: Committees shall be created and serve as defined by the Board of Directors according to the needs of the Association.

Section 2: Executive Committee

- a. The Officers of the Board of Directors and no fewer than three directors-at-large shall constitute the Executive Committee.

b. This committee shall have full power to act for the Association between sessions of the Board of Directors including but not limited to:

1. Creating advisory boards, councils or committees as may best serve the interests of the Association.
2. Delegating authority to its officers and employees and to adopt such rules at its own administration neither inconsistent nor contrary to the Articles of Incorporation or by-laws of the Association.
3. Serving in a financial advisory capacity empowered to make decisions on behalf of the Board when deemed appropriate and/or recommendations to the full Board.

Article VII
Intellectual Property

Section 1: The official publication of the Association shall be established as the *Northern Iowa Today*.

Section 2: Names, Seals and Logos

- a. The Alumni Association owns all rights and privileges to the names and related seals of the Iowa State Normal School, Iowa State Teachers College and the State College of Iowa. The trademark agreements cover all memorabilia and products that use the names, initials or seals.

Article VIII
Financial Operations

Section 1: The University of Northern Iowa Alumni Association is organized and operated for the benefit of the University of Northern Iowa and its graduates and friends. Its purpose is exclusively educational and charitable. No part of its receipts or income, derived from whatever source, shall be used directly or indirectly to the benefit of any person, except for those individuals properly employed by the Association or as a result of specific programs and services as approved by the Board of Directors.

Section 2: The Treasurer of the Board of Directors shall serve as the chief financial officer of the Association. He/she, when appropriate, will be represented by the Assistant Treasurer who holds all of the same rights and responsibilities.

Section 3: The Treasurer, and such other personnel as the Board of Directors may direct, shall maintain all accounts in accordance with generally accepted accounting practices. Further, the Treasurer shall provide a written report, reflecting the current balance of all Association accounts and all activity relating to the financial condition of the Association. This report will be provided at each Board of Directors meeting or upon request from any Director.

Section 4: An annual budget for the Association shall be developed by the President with input from the Treasurer and the finance committee. This budget shall be approved annually by the Board of Directors prior to the advent of the new fiscal year.

Section 5: The assets of the Association shall be invested and deposited in accounts selected by the executive committee, upon recommendation of the Treasurer, found to best satisfy the needs and objectives of the Association.

Section 6: Disbursements for Association purposes, as approved by the President, shall be made by the Treasurer and other properly authorized individuals, subject to ratification and audit by the executive committee.

Section 7: A quasi-endowment fund shall be established by the Association for life membership receipts. Annual interest income from this fund shall be used for current expenses of the Association. Funds may be removed from the principal of the quasi-endowment only with a 2/3 vote of the Board of Directors or a unanimous vote of the Executive Committee. Any recommendation for the removal of principal shall include a schedule of repayment to the quasi-endowment fund.

Article IX
Parliamentary Authority

Section 1: The proceedings of the meetings of the membership and of the Board of Directors shall be governed by *Roberts Rules of Order*.

Article X
Amendments

Section 1: By-laws may be created, amended or deleted at any duly-called meeting of the Board of Directors providing that such change has been presented to the Board of Directors in writing at least thirty (30) days prior to the date of the meeting. By-law changes must be made by a two-thirds (2/3) majority vote of the Board of Directors present at an official meeting.

Section 2: The Board of Directors shall cause notice of completed by-law changes to be published in the official publication of the Association and posted to the appropriate communication outlets

Article XI
Dissolution of Association

Section 1: In the event of the dissolution of this Association, by action of its members or by operation of law, all resources of the Association shall automatically become the property of the University of Northern Iowa Alumni Association Scholarship Endowment managed by the UNI Foundation.

Article XII
Statement of Intent

Section 1: It is the intent of the Board of Directors that the by-laws incorporated herein, shall upon adoption, supersede any other by-laws and amendments to the by-laws as previously adopted by the University of Northern Iowa Alumni Association.

Section 2: Should ambiguities or questions arise concerning the by-laws stated herein and their interpretation, said by-laws shall be construed to comply with Section 501 (c) (4) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law.

Adopted June 2, 2007