

**OWENS COMMUNITY COLLEGE**

**ALUMNI ASSOCIATION** <sup>TM</sup>

**BYLAWS OF THE**  
**OWENS COMMUNITY COLLEGE**  
**ALUMNI ASSOCIATION**

**Adopted June 2, 2003**

**First Amendment June 16, 2006**

**Second Amendment August 20, 2010**

**Third Amendment September 12, 2011**

**Fourth Amendment May 6, 2013**

**Fifth Amendment May 15, 2017**

**Sixth Amendment December 13, 2019**

**Seventh Amendment May 21, 2020**

## **Article I - Name, Purpose and Membership**

**Section 1 - Name:** The name of the organization shall be the Owens Community College Alumni Association (the "Association").

**Section 2 - Purpose:** The purpose of the Association is to engage alumni and students in programs, events and services that energize interest, build loyalty and strengthen support of Owens State Community College (the "College").

**Section 3 - Members:** All graduates of the College, students of the College who have successfully completed any credit or non-credit course at the College, all honorary degree holders, all present or past members of the faculty and staff, all present, past, and emeritus Foundation Board members and Trustees of the College, and other persons designated by the elected members of the Board of Directors of the Association ("the Directors") shall be "Members." The Directors collectively shall be termed the Board of Directors of the Association (the "Board") and such Board will act as the operating entity of the Association.

## **Article II - Meetings of Members**

**Section 1 - Annual Meetings:** An annual meeting shall be held near the end of the Association's fiscal year on or near the College campus to transact business. The exact date of the annual meeting shall be set each year by the current Board. At the annual meeting, the President shall provide an oral or written report to the Members setting forth the activities of the Board together with any other additional information the Board determines should be included in such report.

**Section 2 - Special Meetings:** Special meetings of the Members may be called by the President, any three (3) Directors, or not less than one hundred (100) Members.

**Section 3 - Notice of Meetings:** Notice of meetings shall be given at least 10 days prior to the date of such meeting via Alumni Association website posting. Such notice shall state the purpose or purposes for which the meeting is called and the time and place of such meeting. No notice shall be necessary of the reconvening of any meeting which shall have been adjourned to a date certain.

**Section 4 - Voting:** Members do not have voting rights. The Board shall act on their behalf.

## **Article III - Board of Directors**

**Section 1 - General Powers:** Association's business shall be managed by its Board. A Director must be a Member of the Association as defined in Article I, Section 3 unless otherwise provided herein. The Board shall promote the mission and related activities of the Association by providing organization and guidance to its Members.

**Section 2 - Number and Qualifications:** The number of elected Directors shall be not less than seven (7) and no more than thirty-one (31). Each elected Director shall serve three-year, staggered terms. In addition to the elected Directors, the College's designated alumni relations representative shall serve as the non-voting Executive Director and the College Foundation's President/CEO or its designee shall serve as an ex-officio, non-voting Director. Up to two (2) student representatives (preferably the student body president and vice-president) may be appointed by the College's Student Government to each serve a one (1) year term as an advisory, non-voting Director.

**Section 3 - Emeritus Director:** Emeritus Director status may be conferred by the Board of Directors on any former Director who has served on the Board. Emeritus status is honorary and as such, does not confer voting rights.

**Section 4 - Elections:** Directors shall be elected by a simple majority of the Members of the Board who are not eligible for reelection at any regular meeting and/or by electronic ballot. Directors may be voted into office at any time during the year. The Directors shall be divided into three classes as nearly equal in number as possible, each class to serve for a term of three years with each year beginning and ending with the relevant annual meeting. The Directors first elected shall be divided into classes having staggered terms such that one such class is elected for an initial term ending at the subsequent annual meeting, a second such class is elected for an initial term ending at the second subsequent annual meeting and a third such class is elected for an initial term ending at the third subsequent annual meeting. A Director serving as an Officer will be eligible to have a term extended to complete the term of office. The elections of Directors shall be conducted in a manner consistent with the requirements set forth herein and in accordance with any additional election procedures approved by the Board.

**Section 5 - Regular Meetings:** There shall be a minimum of four regular meetings of the Board with the schedule being set by the President and published at the beginning of the College's school year. One of the four meetings may be held without the necessity of notice if such meeting is held immediately after and at the same place as the annual meeting of the Members. Any changes to the meeting schedule shall be provided to each of the Directors in writing.

**Section 6 - Special Meetings:** Special meetings of the Board may be called by or at the request of the President or any three (3) Directors. The time and place for any special meeting shall be determined by the person or persons calling the meeting. Such meetings shall be, if possible, held on or near the College campus.

**Section 7 - Notice:** Notice of the place, if any, and time of each meeting of the directors shall be given to each director either by electronic mail, by personal delivery or by mail, by overnight delivery service, or by means of authorized communications equipment at least 10 days prior to the date of such meeting. Such notice shall state the purpose or purposes for which the meeting is called and the time and place of such meeting. No notice shall be necessary of the reconvening of any meeting which shall have been adjourned to a date certain.

**Section 8 - Quorum:** One-third (1/3) of the current voting Directors shall constitute a quorum.

**Section 9 - Board Decision:** A majority of the Directors who are present and voting are required to pass a resolution.

**Section 10 - Telephone Conferences/Participation:** Telephone participation, video conferencing or use of other electronic communication media at a meeting of the Board are permissible with permission of the President or Executive Director and the Director will be considered as being present for the establishment of a quorum.

**Section 11 - Attendance:** Directors are expected to attend fifty percent (50%) of regularly scheduled Board meetings. The President or the President's designee shall notify a Director in writing by either regular or electronic mail of attendance issues. If a dispute arises, the Board shall be the final arbitrator.

**Section 12 - Vacancies:** The Board, based upon the recommendation of the Governance Committee, may, at its discretion, appoint people to fill any vacancies on the Board. Those Directors who fill vacant seats on the Board shall be eligible for election upon the expiration of the term to which the Director was appointed.

**Section 13 - Compensation:** Directors shall receive no salaries, fees, or any other compensation for their services as members of the Board or their attendance at any meeting or committee meeting of the Board or the Association, but the Directors' reasonable expenses of attendance at meetings and committee meetings of the Association or the Board may be reimbursed to such extent and in such manner as may be determined by the Board.

**Section 14 - Duality of Interest:** A Director having a conflict of interest or conflict of responsibility on any matter involving the Association and any other business entity or person, other than in such Director's capacity as a trustee, officer, or employee of the College, shall, when acting in his or her capacity as either a Director or a voting Member of the Association, refrain from participating in the consideration of and voting on such matter and shall otherwise conduct himself or herself in compliance with Section 1702.301 of the Ohio Revised Code and, when and to the extent applicable, Section 2921.42 of the Ohio Revised Code.

**Section 15 - Removal:** Any Director may be removed from office by a majority vote of the Directors.

## ARTICLE IV - Officers

**Section 1 - Officers:** The officers of the Association shall be a President, a Vice President, a Secretary, a Treasurer and an Executive Director. All officers shall serve on the Executive Committee. The Executive Director of the Alumni Association shall be appointed by the President of the College or the Executive Director of College Development as a non-voting member of the Executive Committee. The other officers of the Association shall be elected by the then current Directors, in accordance with the election procedures established by the Directors, and such officers shall serve two (2) year terms with each year beginning and ending with the relevant annual meeting. In addition, the officers shall have the duties listed below and other responsibilities the Board determines.

- a. **President:** The President shall be the Association's and the Board's presiding officer and shall exercise general supervision and control over all the business and affairs of the Association and preside over all meetings of the Members and of the Directors. The President shall also maintain communication with the College through regular contact with the College's designated alumni relations representative. The President shall also serve as an ex-officio member of each Board and Association committee and shall perform all other duties generally incident to such office and such other and further duties as may from time to time be required by the members or the Board. The President or the President's designee may also be asked to serve as a member of the College's Foundation Board.
- b. **Vice President:** The Vice President shall exercise the power and perform the functions that are assigned by the President and/or the Board. The Vice President shall act as the Parliamentarian of the Association and of the Directors and shall perform all other duties generally incident to such office and such other and further duties as may from time to time be required by the members or the Board. Any procedural questions shall be directed to the Vice President. If the Office of President becomes vacant for any reason, the Vice President shall become President for the balance of the President's unexpired term.
- c. **Secretary:** The Secretary shall be the custodian of and maintain the Association's non-financial records and shall be the recorder of the Association's and Board's formal actions and transactions. The Secretary shall be responsible for issuing the proper notice of meetings of the Association and of the Board. The Secretary shall prepare minutes of all meetings and distribute them to each Director and ex-officio Member within two (2) weeks of each meeting held by the Board, its committees, and the Association. Copies of such minutes shall also be made available at the next regularly scheduled meeting of the Members or Board. The Secretary shall perform all other duties generally incident to such office and such other and further duties as may from time to time be required by the members or the Board. The Secretary may delegate his or her clerical and custodial duties.
- d. **Treasurer:** The Treasurer shall be the financial officer of the Association; shall be responsible for the financial records, reports, and statements of the Association; shall, upon the expiration of his or her term of office, turn over to the successor Treasurer or to the Board of Directors any property of the Association in his or her hands; and shall perform all other duties generally incident to such office and such other and further duties as may from time to time be required by the members or the Board.
- e. **Executive Director:** The Executive Director shall have full authority and responsibility for the day-to-day operations of the Association reporting to the Board of Directors of the Alumni Association and serving as liaison to the College.

In the absence of the President, the Vice President, Secretary, Treasurer or Executive Director shall preside in the order named.

**Section 2 - Removal:** Any officer may be removed from his or her officer position during his or her term by a majority vote of the Board.

**Section 3 - Vacancies:** A vacancy of any officer position may be filled based upon a vote of the Directors. Those who fill vacant officer positions shall do so for the balance of such officer's unexpired term and those persons shall be eligible for re-election upon the expiration of the officer's term to which the Director was appointed.

#### **ARTICLE V - Committees**

**Section 1 - Executive Committee:** The Executive Committee shall consist of the officers and up to three (3) committee chairpersons as the President may designate. The Executive Committee is empowered to act on matters that arise between meetings of the Board and shall perform duties delegated to it by the Board. The Executive Committee shall serve as the financial oversight committee of the Association and be the operating arm of the Board between regularly scheduled meetings, subject to the right of those persons enumerated herein to call a special meeting of the Board.

**Section 2 - Standing and Ad Hoc Committees:** The President, with assistance from the officers, shall establish the Directors' standing and ad hoc committees. The members of each committee, including committee chair(s) shall be appointed by the President. Each standing committee member shall serve for a period of one (1) year or until such committee is disbanded, whichever comes first.

**Section 3 - Advisory Committees:** The Board may appoint from their number and from among such other persons as they see fit, one or more advisory committees. The members of any such committee shall serve at the pleasure of the Board. Such advisory committees shall provide advice to and aid the Directors and officers of the Association in all matters designated by the Board.

#### **ARTICLE VI - Contracts, Gifts, and Fundraising**

**Section 1 - Contracts:** The Directors may authorize the President or the President's designee to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association. Such authority shall be confined to specific instances approved by the Directors.

**Section 2 - Funds:** All Association funds shall be deposited to the credit of the Association in banks, trust companies, the Owens Community College Foundation, or other depositories as selected by the Board.

**Section 3 - Gifts:** The Board may accept on behalf of the Association any contribution, gift or bequest for any purpose of the Association. The Association may adopt the College's or Owens Community College Foundation's guidelines for gift acceptance.

**Section 4 - Fundraising:** Any and all fundraising of the Association or the Board shall be conducted in conjunction with and at guidance of the College's Foundation.

#### **ARTICLE VII - Books and Records**

The Association shall keep correct and complete records of account and shall also keep minutes of the proceedings of the Association, Board and committees at its principal office. Any Member or his or her agent or attorney may inspect all records, for any proper purpose at any reasonable time. The cost of such inspection shall be the responsibility of said Member. Such records shall be subject to audit and review at the pleasure of the Board.

#### **ARTICLE VIII - Chapters**

Chapters of the Association may be established if such Chapter's application meets the Chapter requirements that have been established by the Board and such Chapter's application has been approved by an affirmative vote of the Board. Only Chapters that have been approved by the Board shall be recognized Chapters of the Association.

**ARTICLE IX - Fiscal Year**

The fiscal year of the Association shall commence July 1 and end on June 30 of each year.

**ARTICLE X - Bonds**

If requested by the Members or the Board, the Treasurer shall be bonded under terms and conditions to be established by the Board.

**ARTICLE XI - Corporate Seal**

The Association shall not have a seal.

**ARTICLE XII – Indemnification**

The Association shall indemnify each person (and his or her heirs, executors and administrators) who was or is a party or is threatened to be made a party, to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, including actions in the right of the Association to procure a judgment in its favor, by reason of the fact that such person is or was, a member of the Board of Directors, a member of any committee of the Board of Directors or the Association, officer, employee, or agent of the Association, or is or was serving at the request of the Association as a member, shareholder, director, trustee, an officer, employee, or agent of another corporation (domestic or foreign, nonprofit or for-profit), partnership, joint venture, trust, or other enterprise, against expenses, including attorneys' fees and expenses, judgments, fines, and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit, or proceeding in every instance in which and to the full extent to which the Association is empowered or authorized to indemnify any person under Ohio law as now in effect or as amended from time to time. The foregoing right of indemnification shall not be exclusive of any other rights to which any such person may in any capacity be entitled as a matter of law. The Association may but shall not be obligated to purchase and maintain insurance to the full extent permitted by law on behalf of any such person against any liability asserted or incurred in any such capacity and on behalf of the Association against any indemnification. The foregoing provisions shall be in addition to and not in limitation of or restriction on the Association's authority or its exercise thereof in accordance with and to the full extent otherwise provided or permitted by Ohio law as now in effect or as amended from time to time or any other law.

**ARTICLE XIII - Principal Office**

The principal office of the Association shall be located within Lucas, Hancock or Wood counties, state of Ohio. The specific location shall be determined by the Board.

**ARTICLE XIV - Amendment of Bylaws**

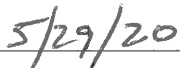
These bylaws may be altered, amended, or repealed, and new bylaws may be adopted by a vote of the majority of the voting Board Members in attendance at a regular or special meeting where a quorum has been established.

I certify that on June 2, 2003, at the annual meeting of the Association, with a quorum present, these bylaws were adopted by a majority of the voting Members in attendance. On June 16, 2006, at the annual meeting of the Association, with a quorum present, these bylaws were amended by a majority of voting Members in attendance. On August 20, 2010, at the annual meeting of the Association, with a quorum present, these bylaws were amended by a majority of voting Members in attendance. On September 12, 2011, at a Board meeting, with a quorum present, these bylaws were amended by a majority of voting Board of Directors. On May 6, 2013, at a Board meeting, with a quorum present, these bylaws were amended by a majority of voting Board of Directors. On May 15, 2017, at a Board meeting, with a quorum present, these bylaws were amended by a majority of voting Board of Directors. On December 13, 2019, at a special Board meeting, with a quorum present, these bylaws were amended by a majority of voting Board of Directors.

**Article XV – Dissolution**

Upon the dissolution of the Association, assets may be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code to the Owens Community College Foundation which is exempt from tax under section 501(c)(3) of the Internal Revenue Code. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the Association is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated for purposes similar to the Association.

  
By: Steven Stockdale, Secretary

  
Date