

**Society of Alumni and Friends  
of the  
Honors Tutorial College**

*As Revised: November 15, 2007*

**BYLAWS**

**ARTICLE I  
Membership**

The membership of the Society of Alumni and Friends of the Honors Tutorial College of Ohio University (the "Society") shall be all those persons who were enrolled in the Honors Tutorial College (the "College") at some time in the past, but are not currently enrolled today. This includes both graduates and non-graduates of the College. The membership of the Society shall also include those persons who are designated by the Dean of the College as "Friends" of the College for their outstanding assistance, support, and patronage of the College.

**ARTICLE II  
Board of Visitors**

The affairs of the Society shall be governed by a Board of Visitors (the "Board") in cooperation with the Dean of the College.

Section 1. Size and Appointment of the Board. There shall be thirteen members of the Board: eleven alumni and friends, of which three shall be appointed by the Dean of the College and eight shall be elected by the Board after soliciting recommendations from the members of the Society (collectively, "the Alumni & Friends Members"); one student (the "Student Member") appointed by the Dean of the College; and the current President of the Honors College Advisory Council ("HCAC"), collectively the "Members." The Immediate Past President of the Board shall be an *ex officio* member of the Board who shall not vote except to break a tie. The Dean of the College shall fill any vacancy.

Section 2. Terms. The term of the Student Member shall be one year, and shall begin on the day of the Annual Meeting at which the Student Member is appointed and end on the day of the Annual Meeting the following year. The Student Member shall be expected to attend the Annual Meeting at which he or she is appointed, as well as the following Annual Meeting at which his or her successor is appointed. The term of the President of HCAC shall begin on the day of the Annual Meeting first following his or her election to the position of President of HCAC, and shall end on the day of the following Annual Meeting. The President of HCAC shall be expected to attend the Annual Meeting following his or her election as President of HCAC, as well as the next following Annual Meeting at which his or her successor shall attend as a Member. The terms of the Alumni & Friends Members shall be four years beginning in 2008, and shall begin on the day of the Annual Meeting at which a Member is elected and shall end on the day of the fourth

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Annual Meeting following the Annual Meeting of his or her election (*i.e.*, the Annual Meeting at which his or her successor is elected). Members shall be expected to attend the Annual Meeting at which he or she is elected, as well as the Annual Meeting at which his or her successor is elected.

The terms of the Alumni & Friends Members shall be staggered such that the terms of one-fourth of the Alumni & Friends Members (two elected Members and one appointed Member, when possible) expire each year. The President, with the consent of the Dean of the College, shall have the power to adjust the term of any Member to achieve the objective of four-year staggered terms and to avoid imbalances. The President must obtain the permission of any Member before such Member's term can be lengthened.

The change from three-year terms to four-year terms will take place beginning with the elections for 2008 Members, and will be phased in over the succeeding four elections. Alumni Members at the time of this change will serve out their three-year terms (or such terms as adjusted by the President with the consent of the Dean of the College).

Section 3. Composition of Board. In the interest of maintaining diversity of class years represented by Members (and consistent with the objective of diversity as described in Article VIII), the Dean of the College and the Board shall strive to appoint and elect Members characteristic of the entire Alumni cohort. Therefore, the Dean of the College and Board shall endeavor to appoint and elect Members who, among other diversity characteristics, include at least one Member from each decade for which the College has more than ten living alumni. An Alumni Member's decade is determined by his or her year of entry into the College.

Section 4. Board Member Responsibilities. A Member is expected to participate actively and consistently in Board functions and to demonstrate leadership in a variety of College volunteer activities. A Member's duties include obligations to:

- (a) attend and actively participate in Board meetings, serve on a Board committee, and participate in Board activities and projects;
- (b) be a recognized advocate of the College and the Society in his or her community;
- (c) attend local Ohio University activities, talk to prospective area students, and meet with other area alumni or visiting University representatives;
- (d) be familiar with, and participate in, as much as possible, programs and activities sponsored, organized, and coordinated by the Society;
- (e) identify and recruit talented alumni of the College for the Board, other activities, and alumni awards;

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- (f) contribute financially to the College, on an annual basis and at the highest level possible, given his or her financial circumstances; and
- (g) keep confidential any information obtained at a meeting of the Members (whether a formal Board meeting or otherwise), unless the Board has publicly disclosed the information or the disclosure of such information is authorized or legally mandated.

Section 5. Removal of Member. A Member may be removed from the Board whenever in the judgment of the Board, as determined by a majority vote, and the Dean of the College, the best interests of the Society would be served thereby. Examples of when removal would be appropriate include, but are not limited to, a Member's, (a) failure to attend Board meetings, (b) failure to deal honestly with the Members, Dean of the College, College, or Alumni, (c) involvement in unethical or illegal behavior, (d) breach of the Member's duty of care or duty or loyalty, and (e) involvement in activities unbecoming a Member or that bring discredit or otherwise harm the Society or College.

### **ARTICLE III Annual Meeting**

The Board shall meet annually in Athens, Ohio. The date and time for the meeting shall be determined by the Offices of the Board and the Dean of the College, and they shall notify the Members of such date and time no less than ninety (90) days in advance of the Annual Meeting. If circumstances make it impracticable for the Annual Meeting to be held in Athens, Ohio, the Annual Meeting may be held by having the Members participate in accordance with the provisions of Article V. Participation by a majority of the Members shall constitute a quorum for the transaction of any official business. Action of the Board shall require a majority of a quorum.

### **ARTICLE IV Special Meetings**

In addition to the Annual Meeting, the Board may meet at any other time during the year upon the request of the Dean, President of the Board, or two-thirds of the Members. Members shall be provided at least seven (7) days advance notice by telephone, facsimile, mail or electronic mail. Special meetings may be held in person or by having the Members participate in accordance with the provisions of Article V. Participation by a majority of the Members shall constitute a quorum for the transaction of any official business. Action of the Board shall require a majority of a quorum.

**ARTICLE V**

**Participation at Meetings by Conference Telephone, Videoconferencing or Internet Chatroom**

Members may participate in and act at any meeting of the Board through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other. Participation by such means shall constitute attendance at the meeting for the purpose of determining a quorum.

**ARTICLE VI**

**Officers**

There shall be three officers of the Board: the President, the Vice President, and the Secretary. Officers must be alumni of the College (“Alumni Members”).

Section 1. Officers. The President shall preside at meetings of the Board, represent the Board to the University Community and advise the Dean of the College as a representative of the Board. In the absence of the President at an official meeting, the Vice President shall be Acting President. The Secretary shall be responsible for keeping records of votes and proceedings for the Board.

Section 2. Election of Officers. The officers shall be elected from among the current Alumni Members at the Annual Meeting by majority vote of the Members in attendance. Neither the Vice President nor the Secretary may be elected from Alumni Members in the final year of their term. Their terms shall commence on the day following the adjournment of the Annual Meeting and continue through the following year’s Annual Meeting (except that the outgoing Secretary shall remain responsible for producing the minutes of the Annual Meeting at which he or she was in office).

There is no restriction on the number of consecutive terms that an officer may serve, as long as the officer is an Alumni Member of the Board at the time of election.

Section 3. Resignation of Officer. Should the President resign or be otherwise unable to serve out his or her term of office, the Vice President shall assume the office of President for the remainder of the President’s term and appoint a successor Vice President from among the remaining Alumni Members.

Should the Vice President or Secretary resign or be otherwise unable to serve out his or her term of office, the President shall appoint a successor from among the remaining Alumni Members to serve out the remainder of the term.

Should the President, Vice President, and Secretary all resign or be otherwise unable to serve out his or her term of office, the Dean of the College shall appoint a successor President for the remainder of the President’s term who must be an Alumni of the College, but not necessarily a Member of the Board. Such successor President shall

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appoint a successor Vice President and successor Secretary from the remaining Alumni Members.

Section 4. Removal. An officer may be removed, with or without cause, by a majority vote of the Members and the consent of the Dean of the College.

### **ARTICLE VII Committees**

Ad hoc committees may be established as deemed necessary by the Board. The Board, by a vote of two-thirds, may vest in such committees the power to make determinations and pass resolutions on behalf of the Board, provided that such committee must consist of at least three (3) Members.

### **ARTICLE VIII Diversity**

The diversity of race, religion, ethnicity, sexual orientation, educational levels, ages, graduation years, political preferences, cultural backgrounds, the several schools, and geographical locations within Ohio University is an accomplished circumstance, a major contribution to the well being of the collegiate and educational environment, and a status fostered by continuing awareness and attention by the University's academic and administrative leadership. The extension of all classifications of diversity within the Society shall be deemed a priority policy of the Society, its Board, its Officers, and its Committee Chairs and Members. All elected and appointed individuals serving the Society will be informed of this policy and each person's acceptance of nomination or appointment so to serve will be conditioned upon such acceptance either oral or written as the Board so decides in each case. Such acceptance will mean that the individual during his or her term of office or period of appointed service will act in an affirmative way to implement, wherever and whenever reasonably possible, and to uphold this diversity policy.

### **ARTICLE IX Amendment**

These Bylaws may be amended by a majority vote of the Members present in a meeting considering an amendment after all Members have had written notice of the proposed amendment at least seven (7) days before the meeting at which the amendment shall be considered.