

BYLAWS
OF
THE BOARD OF ALUMNI
OF
LEWIS & CLARK COLLEGE

ARTICLE I
ORGANIZATION

Section 1.1 Organization.

The Board of Alumni (the “Board”) of Lewis & Clark College (including its predecessor, Albany College, the “College”) is the governing body for the College’s Alumni Association.

Section 1.2 Objectives.

The objectives and duties of the Board are outlined in these Bylaws and may be amended in accordance with these Bylaws as the Board requires.

Section 1.3 Limitation of Powers.

As a part of the College, a tax exempt organization under the Internal Revenue Code, the Board shall limit its activities exclusively to charitable, scientific, literary and educational matters and purposes. In the event that the Board shall ever have net earnings, no part of those earnings shall inure to the benefit of any individual Board member (“Member”). The Board shall not attempt to influence legislation nor participate or intervene in political campaigns on behalf of any candidate for public office.

Section 1.4 Indemnification.

The College shall indemnify Members to the fullest extent permitted by the provisions of the Oregon non-profit corporation statutes, particularly ORS §§61.205 - 61.215, if a Member is or was made a party to an action, suit, or proceeding, whether civil, criminal or otherwise, by reason of the fact that the person is or was a Member. No such indemnity shall be granted to any person adjudged liable in a derivative action unless and to the extent the court in which such action was brought determines that the person is fairly and reasonably entitled to indemnity under all of the circumstances or the amount to be paid is covered by insurance procured by the College. To the extent the indemnification is neither mandatory under relevant law nor covered by insurance procured by the College, the classes entitled to indemnification shall be determined from time to time by resolution of the College’s Board of Trustees, in accordance with the provisions of ORS §61.215(1) or the comparable section of statutes in effect at the time of the demand.

ARTICLE II
BOARD MEMBERSHIP

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Approved non-substantive changes from the October 2023 BoA meeting

Section 2.1 Qualification.

Members shall be elected by the Board from qualified nominees proposed by the Administration Committee (as defined in Section 5.3(a) of these Bylaws). A qualified nominee shall be any individual who is a member of the College's Alumni Association.

Section 2.2 Nominations and Elections.

- a. The Board shall be comprised of twenty-one voting Members, including elected Officers (as defined in Section 3.1 of these Bylaws).
- b. The Chair of the Albany Society Board of Directors shall serve as an ex-officio, voting Member of the Board of Alumni, but shall not be counted as one of the twenty-one voting Members.
- c. As many new Members as required to fill the Board shall be elected by Members eligible to vote during the summer meeting.
- d. The Administration Committee will request nominations for new Members at the time of the winter meeting from the faculty, staff, the alumni at large, and the Board. Nominations must be received by the Administration Committee at least forty-five days prior to the summer meeting or at the discretion of the Administration Committee.
- e. The Administration Committee shall attempt to identify, and recommend to the Board, nominees who provide whatever expertise, background, diversity, or other such qualities as are deemed necessary to further the goals of the Board as defined by College faculty and staff, College administration, and/or the Board.
- f. New Members shall be elected by the Board by written ballot from a slate of recommended candidates presented by the Administration Committee.
- g. The Administration Committee shall propose for membership at least as many nominations as vacancies exist.
- h. Members may vote in person, by proxy, or by absentee ballot if such ballot is delivered to the President before the commencement of the summer meeting. Members may not vote after the summer meeting unless the Board meets by conference call for this purpose prior to the next regularly scheduled meeting.
- i. The ballot will permit Members to vote for as many candidates as vacancies exist to be filled. A ballot with fewer votes than vacancies will be valid. A ballot with more votes than vacancies will be invalid. Vacancies will be filled by the candidates who received the most votes.

Section 2.3 Term and Termination.

- a. A term of service on the Board shall be three years ("Term"). In accordance with these Bylaws, the Board shall fill vacancies created by Members whose

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Terms have expired or Members who resign their position on the Board. Terms commence on the day following the summer meeting of the Board.

- b. Each Member may be nominated by the Administration Committee to stand for election to a second term. After two consecutive terms, a Member may not be re-elected until one year following the end of their last Term.
- c. Member resignations must be submitted in writing to the President and shall take effect thirty days from receipt.
- d. Any Member may be removed for any reason as determined by the Board at any time by a two-thirds majority vote of those present or represented by proxy.
- e. The President may veto any membership vote by the Board or may, for any reason whatsoever or none at all at any time at all, remove any Member from the Board by written notice to the Assistant VP for Engagement (or any successor department) and the Members.
- f. The Board may override any action by the President under Section 2.3(e) by a two-thirds majority vote of those present or represented by proxy.
- g. Any Member absent from two consecutive meetings of the Board will be automatically deemed to have resigned. Such Members may be reinstated by a two-thirds vote of the Board.
- h. The Executive Committee (as defined in Section 3.6 of these Bylaws, but including the chairperson of the Administration Committee as a voting member for this purpose) may fill vacancies created by the death, resignation or removal of a Member for the unexpired portion of that Member's Term.

Section 2.4 Non-Voting Members.

The President may, at their own discretion, appoint such non-voting Members for such duration as the Board requires. The Board may also, by majority vote of those Members present at a meeting of the Board, appoint such non-voting Members.

ARTICLE III OFFICERS AND EXECUTIVE COMMITTEE

Section 3.1 Designations.

The Board shall elect a President-Elect who shall automatically become President at the conclusion of their term as President-Elect. In the event of a vacancy, the Members may elect a President, a President-Elect, and other officers of the Board (each an “Officer”) and agents that the Board shall deem necessary or appropriate. All Officers shall exercise the powers and perform the

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duties according to these Bylaws and such other powers and duties that shall from time to time be determined by the Board.

Section 3.2 Nominations, Voting and Removal.

- a. Officers shall be elected by the Members during the summer meeting.
- b. The terms of office of all Officers shall begin at the conclusion of the summer meeting of the Board at which they are elected, or shall be extended into the future to begin at any other meeting held immediately after the summer meeting.
- c. Candidates for Officer positions must be Members at the time of election. Nominations for Officers to be elected will be requested by the Administration Committee at the winter meeting. Nominations must be received by the Administration Committee at least thirty days prior to the summer meeting or at the discretion of the Administration Committee or the President.
- d. The Administration Committee will present a recommended slate of Officer nominations to the Board prior to the summer meeting so as to allow Members not attending the summer meeting to vote.
- e. Members may vote for Officers in person, by proxy, or by absentee ballot if such ballot is delivered to the President before the commencement of the summer meeting.
- f. Elections for Officers shall be conducted by written ballot and determined by a plurality vote. In the event of a tie, the Officer shall be selected by the Executive Committee.
- g. Each Officer shall hold office until his or her successor is elected, or until their earlier death, resignation, or removal. Any Officer elected by the Board may be removed, with or without cause, at any time by a two-thirds majority of the Members then eligible to vote.
- h. The Executive Committee (as defined in section 3.6 of these Bylaws, but including the chairperson of the Administration Committee as a voting member for this purpose) may fill vacancies created by the death, resignation or removal of an Officer for the unexpired portion of that Officer's Term.

Section 3.3 President.

- a. The President shall be the chief Officer of the Board and, subject to the direction of the Executive Committee or of any duly authorized committee of Members, shall have general charge of the affairs of the Board and general supervision over its other Officers, Members and agents. The President may appoint Members to non-elected functionary positions on the Board, e.g., recording secretary, parliamentarian, etc. In general, the President shall

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perform all duties incident to the office of President and shall see that all orders and resolutions of the Board are carried into effect.

- b. Unless otherwise prescribed by the Board, only the President shall have full power and authority to attend, act, and vote on behalf of the Board at any meeting of the College Board of Trustees. The Executive Committee may, from time to time, confer like powers upon any other Member.
- c. The President shall serve for a term of three (3) years. If the President has not completed the term as President when his or her second term as a Member ends, the President's term as a Member shall be extended through the term of their term as President.
- d. If there is no President, or the President is unable to serve, and there is no President-Elect, the chairperson of the Administration Committee shall fill the role of President until a President has been elected and assumed office.

Section 3.4 President-Elect.

- a. The President-Elect shall act as presiding officer of the Board at regular or special meetings if directed by, or in the absence of, the President. In general, the President-Elect shall perform all duties incident to that office and shall automatically assume the office of the President upon the earlier of the conclusion of the President's term or the death, resignation, or removal of the President.
- b. The President-Elect shall serve for a term of one year concurrently with the third year of the President's term.

Section 3.5 Executive Committee.

- a. Composition. The Executive Committee shall be comprised of the President (voting member), the President-Elect (voting member), an employee of the College to be designated by the College (non-voting member), and any Members deemed necessary by the President (collectively, the "Executive Committee").
- b. General Powers. The Board shall be managed by its Executive Committee, which may exercise all the powers of the Board and perform all the acts that are not by these Bylaws directed or required to be exercised or performed by the Members. The Executive Committee or its designee shall also monitor the formulation of College policies and shall refer to the Board such policy issues as the Executive Committee determines warrant comment or consideration. Where more information is required, the President may appoint and charge an *ad hoc* committee to study a policy matter before presenting the matter for the consideration of the Board.
- c. Tenure. With the exception of the designated employee of the College, each member of the Executive Committee shall remain on the Executive

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Committee until his or her successor is elected and assumes office, or until the Executive Committee member's earlier death, resignation, or removal.

- d. Meetings, Quorum and Adjournments. The President or two or more Executive Committee members may call special meetings of the Executive Committee, at such time and place as the Executive Committee may fix from time to time, provided each Executive Committee member is given at least three days' notice.

ARTICLE IV MEETINGS OF THE BOARD

Section 4.1 Time and Place.

The Board may agree to meet for any purpose. Time and place of Board meetings shall be fixed by the President in consultation with the Members at the previous meeting or as stated in the notice of the meeting or in a duly executed waiver of notice thereof. The Board, at the President's discretion, may meet without notice in person or by telephone, video or web conference.

Section 4.2 Regular Meetings.

Regular meetings of the Board shall be held three times per year. Regular meetings shall be held at such hour and day as may be determined by the Members at the close of the preceding regular meeting and as stated in the notice of the meeting. At such regular meetings, the Members shall elect new Members and Officers and transact such other business as provided by these Bylaws and as may properly be brought before the meeting.

Section 4.3 Notice of Regular Meetings.

Written notice of the regular meetings of the Board, stating the place, date, and time thereof, shall be given to each Member eligible to vote at such meeting not less than ten days prior to the meeting.

Section 4.4 Presiding Officer and Order of Business.

- a. Meetings of the Board shall be presided over by the President. If they are not present or the office is vacant, such meetings shall be presided over by the President-Elect. If the President-Elect is not present or the office is vacant, and the chairperson of the Administration Committee cannot fill the role of President at such meeting, the Members eligible to vote at the meeting, and who are present in person or represented by proxy, shall choose a Member to act as presiding officer of the meeting.
- b. Meetings of the Board shall be governed procedurally by Robert's Rules of Order. During the conduct of any business by the Board, the presiding officer may appoint, and then request a ruling from, the parliamentarian (if one is appointed) as to Rules of Order and/or the Board's Bylaws. The Board shall abide by the parliamentarian's ruling unless the presiding officer overrules the

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parliamentarian's ruling. The Board may overrule the ruling of the presiding officer with a two-thirds vote of those Members present at a meeting.

Section 4.5 Quorum and Adjournments.

The presence in person or representation by proxy of a majority of the Members eligible to vote shall be necessary to, and shall constitute a quorum for the transaction of business at all meetings of the Board. If, however, a quorum is not present or represented at any meeting of the Board, the Members eligible to vote that are present or represented by proxy shall have the power to adjourn the meeting. Even if a quorum is present or represented at any meeting of the Board, the Members eligible to vote that are present or represented by proxy may adjourn the meeting for good cause. If an adjournment is for more than thirty days, or if, after the adjournment, a new record date is fixed for the adjourned meeting, a notice of the adjourned meeting must be given to each Member of record.

Section 4.6 Voting.

- a. Individuals who are Members of record at the time of any regular or special meeting of the Board shall be eligible to vote. Members shall be eligible to vote in person or by proxy. Each Member shall be entitled to one vote unless they hold the proxy for another Member.
- b. Except as stated otherwise, elections shall be determined by a plurality vote of the Members present in person or represented by proxy as long as a quorum exists.

Section 4.7 Actions by Consent.

- a. Written Consent. Any action to be taken at any meeting of the Board may be taken without a meeting if a written consent, setting forth the action so taken, is signed by Members having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all Members eligible to vote were present or represented by proxy and voted. Such written consent must be filed with the minutes of the meetings of the Board. Prompt notice of actions taken without a meeting by less than unanimous written consent shall be given to those Members who have not consented in writing thereto.
- b. Telephone Conference. The Board may, at the discretion of the Executive Committee, meet via telephone conference. Someone, either the recording secretary or a designee by acclamation, must record minutes of a telephone conference meeting, file these minutes with the recording secretary and disseminate them to the Members within two (2) calendar weeks.
- c. Chat Room. The Board may, at the discretion of the Executive Committee, meet in a private Internet chat room. Someone, either the recording secretary or a designee by acclamation, must print out or otherwise save the transcript of

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this meeting, file these minutes with the recording secretary and disseminate them to the Members within two (2) calendar weeks.

ARTICLE V COMMITTEES

Section 5.1 Appointment and Composition.

The President may, by resolutions adopted by a majority of the Board, appoint and endow committees with such rights, powers, and authority as the Board requires. Each such committee shall consist of one or more Members and such other non-Members as the Board requires. The President may also appoint, with the approval of the Executive Committee, such other committees or liaisons to the Board as are necessary to conduct the business of the Board.

Section 5.2 Committee Changes.

The Executive Committee shall have the power at any time to fill vacancies in, to change the membership of, and to discharge any committee of the Board.

Section 5.3 Committees.

- a. Except as otherwise provided by these Bylaws, Members will serve on one or more of the committees created as needed for the functioning of the Board as determined by the President.
- b. These committees shall include a committee whose duties shall include proposing qualified nominees for election as Members and Officers (the “Administration Committee”).
- c. The intent of this section is to allow the Board to create and adapt the committee structure as best suits the Board’s goals.

ARTICLE VI NOTICES

Section 6.1 Form and Delivery.

Whenever a provision of these Bylaws requires that notice be given to any Member, it shall not be construed to require personal notice unless specifically provided, but such notice may be given in writing, by regular or electronic mail addressed to the address of the Member as it appears on the records of the Board, with postage pre-paid or, in the case of electronic mail, receipt requested. These notices shall be deemed to be given when they are deposited in the United States mail or recorded as read by the electronic mail application.

Section 6.2 Waiver.

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Whenever any notice is required to be given under the provisions of these Bylaws, a written waiver thereof signed by the person entitled to said notice, whether before or after the time stated therein, shall be deemed to be equivalent to such notice. In addition, any Member who attends a meeting without protesting at the commencement of the meeting the lack of notice thereof to them shall be conclusively deemed to have waived notice of such meeting.

ARTICLE VII GENERAL PROVISIONS

Section 7.1 Books and Records.

- a. Any records maintained by the Board in the regular course, including its minute books, may be kept on, or be in the form of microfilm, computer disks, or any other information storage device, provided that the records so kept can be converted into clearly legible written form within a reasonable time. The Board shall so convert any records so kept upon the request of any person entitled to inspect the same.
- b. Any Member, in person or by agent, may inspect for any proper purpose the Board's books and records, and make copies and extracts therefrom. A proper purpose shall mean a purpose reasonably related to such person's interest as a Member. In every instance where an agent shall be the person who seeks the right to inspection, the agent must present to the President a letter signed by a Member authorizing the agent to so act on behalf of the Member.

Section 7.2 Finances.

- a. Expenses of the Board shall be borne by the College as its budget permits. The Board shall have the authority to recommend financial measures which, in its judgment, may be appropriate and necessary to supplement or replace Board expenses borne by the College budget.
- b. Administration of funds budgeted by the College for the operation of the Board shall rest with the Director of Alumni and Parent Programs, who shall consult with the Board thereon, subject to the approval of the President of the College through an officer of the College.

ARTICLE VIII AMENDMENTS

Section 8.1 General Power to Amend.

The Board shall have the power to alter and repeal these Bylaws and to adopt new Bylaws by an affirmative vote of a majority of the existing Members.

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Section 8.2 Presentation of Amendment.

Amendments may originate from any Member and must be presented to the Board in writing. Notice of the proposal to alter or repeal these Bylaws or to adopt new Bylaws must be sent to all Members no later than fifteen days prior to the meeting at which such action is to be considered. Members may also propose amendments at a regular or special meeting, but consideration of amendments so proposed which change the intent of a provision of the Bylaws must be deferred until the next meeting of the Board.

Section 8.3 No Limitation on Amendments.

Any Bylaws adopted, altered, amended, or supplemented by the Board may be altered, amended, supplemented, or repealed by a majority of the Members eligible to vote thereon.

Section 8.4 Housekeeping Provision

The purpose of the housekeeping provision is to allow the Administrative Committee to make non-substantive modifications to the bylaws document without having to go through the formal process of a full Board vote. This helps to ensure that the bylaws document remains accurate and up-to-date. Non-substantive modifications are limited to adjusting numbering, college-specific terminology/department names, grammar, punctuation, spelling, and pronouns of the Articles sections of the Bylaws as necessary to maintain consistency.

When deemed necessary, the Administrative Committee will present a motion to amend the Articles of Bylaws of the Lewis & Clark College Board of Alumni to maintain consistency of numbering, college-specific terminology/department names, grammar, punctuation, spelling, and pronouns after approved changes are made.

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