



CONSTITUTION OF THE RIPON COLLEGE ALUMNI ASSOCIATION

ARTICLE I – Name and Office

Section 1. The name of the organization shall be the “Ripon College Alumni Association.” Hereafter referred to as the “Association.”

Section 2. The principal office of the Association shall be located in the office of the Director of the Annual Fund, Alumni Relations and Parent Programs, Ripon College, Ripon, Wisconsin. Hereafter referred to as the “Alumni Office.”

ARTICLE II – Purpose and Powers

Section 1. The purpose of the Association is to cultivate a lifelong partnership between Ripon College and Ripon College alumni, to empower membership growth and to provide support and assistance to the College.

Section 2. The Association and its leadership body, the Board of Directors, shall endeavor to act in good faith, authority and interest as an advocate for alumni relations with the College, its members and other parties.

ARTICLE III – Membership

Section 1. There shall be three classes of membership in this Association:

A. Active Member: Any individual who attended Ripon College as a degree-seeking student and who has completed the equivalent of at least one year of full-time enrollment, and any current or former faculty member or administrator. Active members shall be entitled to all privileges and benefits of membership specified herein. (1) Any student attending for fewer than two semesters retains the option to join the Association by request made to the Alumni Office.

B. Honorary Member: Any person holding an honorary degree from Ripon College and any person otherwise interested in Ripon College, upon resolution of the Board of Directors, shall be an honorary member of the Association. Honorary members shall be entitled to all privileges and benefits of membership specified herein.

C. Inactive Member: Any alumnus who has not made a donation to the Annual Fund in at least twenty (20) years shall be deemed inactive. Inactive Members can reinstate their membership by contacting the Alumni Office.

Section 2. Rights and Benefits of Membership: Any individual who has attained membership in the Association shall have the right to attend Association meetings and nominate alumni for awards, leadership positions and other honors bestowed by the Association. Furthermore, said individuals shall have the privilege of receiving information, invitations and notoriety from the college via such media deemed appropriate. Moreover, membership within the Association is free of charge.

ARTICLE IV – Board of Directors

Section 1. The management and governance of the affairs of the Association shall be vested in a Board of Directors. The Board of Directors shall act in the best interests of the Association.

Section 2. The Board of Directors will consist of at least twenty-one (21) elected members, along with four (4) student members, three (3) alumni representatives serving on the Board of Trustees, and two (2) officers.

Section 3. Regular meetings of the Board of Directors shall be held two times each year, in the fall and in the spring. Any active or honorary member of the Association is invited to attend any Board of Directors meeting.

Section 4. Special meetings of the Board of Directors may be called by the President or upon written request to the Executive Secretary by six (6) Directors.

Section 5. Written notice of every meeting of the Board of Directors, in such form as the Executive Secretary shall determine, stating the time, place and, in the case of special meetings, the purpose of such special meetings, shall be communicated to each Director in a timely manner before the scheduled date of such meeting.

Section 6. At any meeting of the Board of Directors, the presence of sixty (60) percent of the Directors shall constitute a quorum for the transaction of any business. If a quorum cannot be achieved by Directors attending in person, the President and Executive Secretary have the option of making alternate arrangements for Directors to attend via other means.

Section 7. All other procedures of the Board of Directors are defined in the Board of Directors Operating Rules.

Section 8. The Board of Directors can, with a majority vote, take any action deemed to be in its best interests, as long as it does not act in conflict with the best interests of Ripon College and the Alumni Association.

ARTICLE V – Directors

Section 1. Directors represent the interests of their fellow alumni and are active participants in the proceedings of the Board of Directors.

Section 2. New Directors are elected by a majority vote of the Board of Directors at the Spring meeting. The newly elected Directors shall take office at the Fall meeting of the Board of Directors.

A. Any active member can nominate another alumnus or themselves for election.

B. Only active members of the Alumni Association are eligible for election.

Section 3. Directors (not including officers) shall hold office for a term of three (3) years and can serve no more than two (2) consecutive terms. Prior to the Spring meeting, the Executive Committee will review first term Directors whose terms are expiring and have indicated a desire to serve a second term. The Executive Committee will determine and nominate those Directors they deem qualified for a second term to the general board for majority approval at the Spring meeting. The Executive Committee will inform any Directors not nominated for renewal of this decision prior to the Spring meeting.

A Director who has served two (2) consecutive terms shall not be eligible for further election as a Director until a lapse of a three-year period.

Section 4. The Student Members shall consist of four (4) students of the College who shall serve for a term of one year. The Board of Directors, upon recommendation of the Student Senate, shall appoint the Student Members.

Student members may serve up to two (2) consecutive terms and are eligible for election as a Director upon graduation.

Section 5. A Director may resign at any time by filing a written resignation with the Executive Secretary.

Section 6. Directors can be removed from office on the basis of just cause if the board votes on such a motion and a 2/3-majority vote by the Board supports the motion. Causal acts can include, but are not limited to, missing three (3) successive meetings and/or causing grave damage to the College and Association.

Section 7. In the event of a large number of Directors completing the limits of their terms, the Executive Committee may propose to extend the terms of up to three (3) Directors for one (1) or two (2) years (in a given year). The extension of terms must be approved by a 2/3-majority vote of the Board. For all other vacancies, seats will be replenished with members garnered through the nomination/election process to serve a complete three-year term but not the completion of the term caused by the vacancy.

ARTICLE VI – Executive Committee

Section 1. The Executive Committee of the Board of Directors shall be comprised of the President, Vice-President, Committee Chairs and the Executive Secretary. At the discretion of the President, the Immediate Past President may be asked to continue participating with the Alumni Board in an advisory capacity, but would be a nonvoting member of the Board and the Executive Committee.

Section 2. The President and Vice-President of the Association and Board of Directors shall be elected by the Board of Directors to a two-year term at the spring meeting in odd-numbered years. A term as President or Vice-President is served concurrently with the term as a Director and may be an extension of the Director's term if an individual is elected less than two years before the expiration of his/her term on the Board. See the Board of Directors Operating Rules for more details.

A. The President shall preside over all meetings of the Association and of the Board of Directors and perform all other acts and duties usually performed by an executive and presiding officer.

B. The Vice President shall support the efforts of the President and the Executive Secretary as directed.

C. In the absence or disability of the President, the Vice- President shall perform the duties of the President.

Section 3. The Committee Chairs shall be selected by the President from the elected Directors and shall serve a two year term in that capacity.

Section 4. The Executive Secretary shall be the person designated by Ripon College as the Director of the Annual Fund, Alumni Relations and Parent Programs, or, if none, the person responsible for and performing a like function. The Executive Secretary shall keep a complete record of meetings of the Association, the Board of Directors and the Executive Committee and shall have general charge and supervision of the funds, books and records of the Association. The Executive Secretary shall serve all notices of meetings required by the Constitution and perform such other duties prescribed by the Board of Directors.

Section 5. Members of the Executive Committee can resign at any time by filing a written resignation with the Executive Secretary and can be removed for misconduct or other transgressions (as described in the Board of Directors Operating Rules) by a 2/3-majority vote of the Board of Directors.

A. A vacancy in the President position shall be filled by the Vice-President. The Vice-President shall serve the unexpired portion of the President's term.

B. A vacancy in the Vice-President position shall be filled via a special election at the next meeting (or special meeting as appropriate). The person elected shall serve the unexpired portion of the term.

C. Vacancies in the Committee Chairs shall be filled by the President, and the person so appointed shall hold office for the unexpired portion of the term in which such vacancy occurs.

ARTICLE VII – Alumni Representatives to Board of Trustees

Section 1. Alumni representatives to the Ripon College Board of Trustees act as liaisons between the Board of Directors and the Board of Trustees. The primary responsibilities of Alumni representatives are to foster two-way communication between the Board of Trustees and the Alumni Association (through the Board of Directors) and facilitate collaboration as appropriate or necessary.

A. At least one of the three Alumni Trustees are expected to attend each Alumni Board meeting.

Section 2. There shall be three (3) Alumni representatives to the Ripon College Board of Trustees. The three representatives shall be elected by a majority vote of the Board of Directors to staggered three-year terms (e.g. one is elected each year) during the spring meeting. An Alumni representative cannot be re-elected to a second term and is not eligible to be considered for another term until at least three (3) years have passed.

Section 3. To be considered as an Alumni Trustee representative, the alumnus must be an active member and must have served at least two (2) terms as a Director.

Section 4. Alumni Trustee representatives can resign at any time by filing a written resignation with the Executive Secretary and can be removed for misconduct or other transgressions (as described in the Board of Directors Operating Rules) by a 2/3-majority vote of the Board of Directors.

A. A vacancy in an Alumni Trustee representative position shall be filled with the best available candidate from the list of nominees through a majority election of the Board of Directors. The replacement Alumni Trustee shall serve the unexpired portion of the vacant term.

ARTICLE VIII – Committees

Section 1. The Board of Directors may establish any committees and delegate any authority it deems reasonable and appropriate to aid the Board in the conduct of its affairs. See Board of Directors Operating Procedures for specifics on Board Committee structure.

A. There will be one or more permanent committees as decided upon by the Executive Committee with majority approval from the Alumni Board.

B. Ad hoc committees (committees to support special needs of the Alumni Board, typically pulling resources from one or more of the permanent committees) can be created at any time and for any reason by the Executive Committee with majority approval from the Alumni Board.

Section 2. Committee meetings are held as needed and scheduled by the Committee Chair with assistance from the Executive Secretary.

ARTICLE IX – Amendments

Section 1. The Alumni Association Constitution and Board of Directors Operating Rules may be altered or amended at any regular or special meeting of the Board of Directors by a majority vote of the Directors present at such a meeting. Directors, if they are unable to attend a meeting where amendments or alterations are being voted on, may submit a proxy vote to the Executive Secretary at least five (5) days before the meeting.

Section 2. Any amendment or alteration to the Alumni Association Constitution will not become effective until the next regular meeting after the amendment or alteration is published in *Ripon Magazine*.

Approved: April 8, 2006

Amended: March 27, 2009 Article VI, Section 2

Amended: September 26, 2014 Article V, Section 3