

**ARTICLES OF GOVERNANCE AND REGULATION
OF
THE ALUMNI ASSOCIATION OF CASE WESTERN RESERVE UNIVERSITY**

I – INTRODUCTION

Section 1. The Alumni Association of Case Western Reserve University (“Alumni Association”) was established on June 4, 2005 by resolution of the Board of Trustees (“Trustees”) of Case Western Reserve University (“CWRU”).

Section 2. Mission of the Alumni Association. The Alumni Association is dedicated to fostering a lifelong relationship of mutual and enduring benefit between all present and future alumni of CWRU (“Alumni”) and CWRU.

Section 3. Vision of the Alumni Association. The Alumni Association, in partnership with CWRU, will accomplish its mission through excellence in communication, coordination and collaboration. This mutually beneficial relationship will foster innovation, commitment, advocacy and leadership.

Section 4. Values of the Alumni Association. As Alumni of CWRU, we believe:

- (a) Alumni, students and CWRU will benefit from a strong alumni association.
- (b) A lifelong relationship between Alumni and CWRU will support and sustain personal and professional growth of all Alumni and CWRU.
- (c) The Board of Directors of the Alumni Association (“Board”) will have the knowledge, skills, abilities, commitment, and enthusiasm necessary to represent the entire Alumni community.
- (d) The Board will be the key resource for advising CWRU on the use and appropriation of CWRU resources for its Alumni affairs.
- (e) The Alumni Association’s strategic direction will be consistent with the vision, goals, and policies of CWRU.
- (f) The Alumni Association will continually improve its effectiveness by setting, measuring, and assessing its goals and objectives.
- (g) The Board will actively recruit potential director candidates who reflect the diverse backgrounds of the Alumni.

II - ORGANIZATION OF THE ALUMNI ASSOCIATION

A. Membership of Alumni Association

Section 1. The membership of the Alumni Association shall be:

- (a) The world-wide population of the living graduates of all of the constituent schools and colleges of CWRU and its predecessors including those who attended any school or college of CWRU but did not graduate yet earned at least a cumulative total of twelve credit hours toward a degree (i.e., the equivalent of one semester) and have not opted, or do not opt, out of such membership by advising the Alumni Association. Such persons shall be the members eligible to vote at any meeting of the Association; and
- (b) Those persons who have received an honorary degree from CWRU or who have accepted the award of honorary Alumni Association membership by the Alumni Association. Such persons shall not have voting rights.

Section 2. All members, whether voting or non-voting, shall have equal rights to all privileges and benefits of membership in the Alumni Association.

Section 3. Each eligible voting member shall have one vote for any matter submitted to the Alumni Association for a vote by the membership. Voting by the membership shall be in the form, manner and time as determined and publicized in advance by the Executive Committee of the Board as defined in Article II.D.

B. Members of the Board of Directors

Section 1. Size of the Board.

Effective as of the Board's Annual Meeting in October 2006, the Board shall consist of eighteen (18) duly elected members, and shall continue at such number until changed in accordance with Article VI. The leader of the CWRU Office of University Alumni Relations shall serve as an ex-officio non-voting member of the Board, and an undergraduate student appointed by the Undergraduate Student Government (USG) will serve as an ex officio non-voting member of the Board for a one-year term. Whenever the number of voting members of the Board is changed, the increase or decrease shall be in increments of three (3) Board members who will be elected for staggered terms.

Section 2. Board Member Responsibilities.

A Board member is expected to participate actively and consistently in Board functions and to demonstrate leadership in a variety of CWRU volunteer activities. A Board member's duties include obligations outlined below and defined in more detail in the Alumni Board Policy and Guidelines Manual.

- (a) Attend and actively participate in and/or chair at least one Board committee per year during the Board member's three year term and attend a minimum of one-half plus one of the scheduled Board meetings in any one year. Conditions permitting, meetings may occur in person or virtually by electronic means;
- (b) Attend two in person Board meetings that take place on CWRU's campus annually, except as excused by the Executive Committee;
- (c) Attend local CWRU activities, talk to prospective area students, and meet with other area alumni or visiting CWRU representatives;
- (d) Be familiar with, and participate in, as much as possible, programs and activities sponsored, organized, or coordinated by the Alumni Association;
- (e) Identify and recruit talented alumni for the Board, other alumni activities, and alumni awards; (f) Contribute financially to CWRU, on an annual basis and at the highest possible level, given their financial circumstances; and
- (f) Follow the policies and guidelines as listed in the Alumni Board Policy and Guidelines Manual. This document provides the most up-to-date and detailed requirements and tools for the members of the Board.

Any Board member (a) not fulfilling their responsibilities, including but not limited to failure to participate in Board activities and/or contribute to Board deliberations or (b) becoming involved in unethical or egregious activities in the discretion of the Board, may be removed from the Board by a two thirds majority vote of the directors at any regular meeting of the Board, or a special meeting of the Board called expressly for that purpose, in accordance with guidelines to be determined by the Board. Any Board member proposed to be removed from the Board shall be entitled to reasonable notice and an opportunity to be heard. A member removed from the Board will not be eligible for Board membership in the future.

C. Officers

Section 1. The officers of the Alumni Association shall be members of the Board and shall be: President, Vice President, Secretary, and such additional officers as the Board may from time to time determine.

Section 2. Upon the election and installation of the successor to the current President, the retiring President shall, without further action by the Board, thereupon succeed to the position of Immediate Past President on January 1st of the following calendar year and serve in this capacity until the next succeeding President is duly elected and installed. If the term of the retiring President as a Board member concurrently expires at this time, or at any time while serving as Immediate Past President, the Immediate Past President shall continue to serve on the Board and the Executive Committee for the remainder of the said Immediate Past President's term as an ex officio, non-voting, member. The duties and responsibilities of the Immediate Past President shall be as determined by the President of the Board from time to time in the absence of which they shall be limited to those set forth in Article V.D.

D. Executive Committee

The Executive Committee shall consist of the officers of the Board, the Immediate Past President, the President-elect (between the date of the election and the date of installation as President) and the leader of the CWRU Office of University Alumni Relations who shall serve as an ex officio member of the Executive Committee. Except as the Executive Committee's powers and duties may be limited or otherwise prescribed by the Board, the Executive Committee, during the intervals between the meetings of the Board, may conduct the ordinary business and affairs of the Board, provided, however, that the Executive Committee shall not be empowered to elect the officers provided for in these Articles nor to fill vacancies on the Board. All action taken by the Executive Committee shall be reported to the full Board at its next regular meeting.

E. Emeritus Board Members

Section 1. Category

There shall be a category of Board member which shall be honorary and known as Director Emeritus with rights and privileges as determined by the Board.

Section 2. Eligibility

The Board will determine which previous Board members who meet these eligibility criteria will be awarded Director Emeritus status. In order to be considered for the designation as Director Emeritus, a person must be a former member of the Board who has:

- (a) Completed six years of service on the Board and was required to leave the Board under the provisions of Article III.E.2;
- (b) Held an important leadership role and made significant contributions to the Alumni Association or to CWRU; and
- (c) Engaged in major volunteer or advocacy activities in the member's service on the Board.

Section 3. Election

At the Spring meeting following the Annual Meeting each year, upon the recommendation of the Governance and Nominating Committee, the Board may elect, by majority vote, provided a quorum is present, one or more individuals who meet the criteria specified in Section 2 above to be awarded the designation of Director Emeritus.

Section 4. Role and Responsibilities

At the discretion of the Executive Committee, Emeriti may be called upon to address special needs and projects. They constitute an advisory council with particular roles of (a) mentoring newly elected Board members as part of the new Board member onboarding process, (b) assisting other board members and (c) nurturing organizational leaders to the degree necessary. Their service on individual committees is invaluable and they can contribute historical perspective to the Board's and Committees' deliberations.

F. Standing Committees/Other Committees

Section 1 Standing Committees.

The Board shall have three Standing Committees under its jurisdiction, each of which shall be chaired by a Board member other than an officer. A vice-chair can be named who is a member of the Committee. Each Standing Committee shall consist of not less than two (2) members of the Board and Director Emeritus members appointed by the President as well as individuals who are not Board members approved by the Executive Committee upon recommendation of the committee chair. Each Standing Committee is composed of individuals who have diverse attributes to the degree reasonably possible given the Standing Committee's purpose and the availability of qualified volunteers, and all members shall serve at the pleasure of the Board.

The Standing Committees herein established shall be:

- (a) Communications, Development and Engagement

- (b) Governance and Nominating
- (c) Recognition

Each Standing Committee will meet by teleconference call or via virtual meeting platform as frequently as its chair(s) decide. All duly appointed members of each Standing Committee shall be voting members of that committee. A quorum will be a majority of the voting members present at a meeting or holding the proxy of another member.

Each standing committee will work with the executive committee to develop goals and objectives for the year and provide an update to the executive committee and larger Board of Directors upon request. The report of the activities of each Standing Committee shall be made to the Board at its Annual Meeting and to the Executive Committee for such interim periods as the Executive Committee may from time to time request. The Executive Committee shall exercise its right and obligation to review each Standing Committee and any other committee's performance at least annually but more frequently if circumstances warrant. The goals of each Standing Committee shall be developed by active involvement of all of the members of each Standing Committee and each member of the Standing Committee shall approve the Standing Committee's reports submitted to the Executive Committee and the Board.

The Standing Committees are described as follows:

- (a) Communications, Development and Engagement Committee. This Committee will provide guidance, analysis and develop strategies for effective communication between the Alumni Association and its constituents enhancing the pride and role of all Alumni in support of CWRU's mission and will work to enrich the student experience and to mentor and prepare future Alumni leaders.
- (b) Governance and Nominating Committee. This Committee will have responsibility for making recommendations to the Board regarding all Alumni Association governance matters including nominations, elections and appointments, and the methods to accomplish the same; organizational structure, policy and procedure; proposed changes to the formal operating documents and procedures; and tasks assigned to it by the Board.
- (c) Recognition Committee. This Committee will develop and manage a program of distinguished awards that recognizes various alumni accomplishments which reflect the university's stated values.

Section 2. Other Committees.

The President, subject to the approval of the Board, may establish other committees and appoint members thereof to further the work of the Board. Such committees shall have only those powers and duties prescribed by the Board and shall be subject to the control of the Board. Members of such committees shall serve at the pleasure of the Board.

G. Diversity

The diversity of race, religion, ethnicity, sexual orientation, educational levels, ages, graduation years, political preferences, cultural backgrounds, the various schools of CWRU, and geographical locations within CWRU is an accomplished circumstance. Additionally, diversity is a major contribution to the wellbeing of the collegiate and educational environment and is a status fostered by continuing awareness and attention by CWRU's academic and administrative leadership. The extension of all classifications of diversity within the Alumni Association shall be deemed a guideline of the Alumni Association, the Board, its Officers and its Committee Chairs and Members.

III - ELECTIONS, MEETINGS & QUORUMS

A. Board of Directors

Section 1. Nominations.

Members of the Board shall be nominated from the Alumni Association membership based on their individual interest in, and record of past service to, CWRU. In considering nominees for election to the Board, adherence to the Diversity Policy set forth in II.G shall be a priority.

Section 2. Elections.

Members of the Board shall be elected individually for a term of three (3) years by majority vote of the Alumni Association at its Annual Meeting. It is the goal of the election process that the Board members are elected for staggered terms with the plan for one-third of the Board to be elected each year. Membership on the Board shall be limited to two (2) terms, whether served consecutively or not, and no Member of the Board shall be able to serve on the Board for more than (7) years in the aggregate. The terms of elected or re-elected directors shall commence on January 1st of the year following the election.

Section 3. Appointment for Unexpired Term.

In the event that a member of the Board should, for any reason, be unable to complete their term of office, the President of the Alumni Association may appoint, with approval of a majority of the Board, an eligible person to fill such vacancy for the balance of the unexpired term.

Section 4. Meetings.

The Board shall meet at regularly scheduled times and publicized locations, with at least one of these meetings being the Annual Meeting on the campus of CWRU when possible. All regular and special meetings of the Board, except for Executive sessions, shall be open to Alumni Association members and CWRU personnel at all levels. All meetings of the Board shall be conducted in accordance with the latest edition of *Robert's Rules of Order*.

Section 5. Quorum.

The quorum to do business at meetings of the Board shall be two-thirds of the members of the Board then in office. Written or electronic proxies may be used and counted in determining a quorum. Presence at a meeting by electronic means shall be permitted if the participating party is identified and participates in the entire meeting.

The quorum to elect members of the Board or to conduct other business that may come before the Annual Meeting of the Alumni Association shall be those Alumni in attendance.

B. Election of Officers

Section 1. Election.

Each officer of the Alumni Association shall be separately elected by a majority vote of the Board at the Board's Annual Meeting for a one-year term, renewable at the pleasure of the Board from year to year, provided, however, that no such term shall continue beyond the officer's elected or appointed service as a Board member. The election, and any re-election of officers, shall take place at the Board meeting immediately preceding the Annual Meeting of the Alumni Association and shall be decided by a majority vote for each officer of the members present in person (including by teleconference) or by proxy at which a quorum is present. Elections may be held electronically via telephone, remote meeting platform, or email. Candidates for office may be nominated at that meeting (i) by the Governance and Nominating Committee; (ii) by motion presented by a Board member in attendance provided the proposed nominee has given prior consent; or (iii) by a self-nomination motion by a member wishing to serve in the office being filled. The terms of elected or re-elected officers shall commence on January 1st of the year following the election.

Section 2. In the event that an officer of the Board should, for any reason, be unable to complete their term of office, the Board may determine who shall fill the vacancy for the balance of the unexpired term.

IV - DUTIES AND RESPONSIBILITIES OF THE BOARD MEMBERS

The Board shall:

- (a) Determine the officers required to be elected each year; elect such officers; and appoint any other required officers;
- (b) Review and support committee activities, programs and policies;
- (c) Provide advice regarding the development programs of CWRU in cooperation with the CWRU Development Office;
- (d) Provide advice regarding the university relations programs of CWRU in cooperation with the CWRU University Relations Office;
- (e) Meet when regularly scheduled or called; and
- (f) Otherwise discharge the customary and routine duties and responsibilities attendant to membership on the Board.

V - OFFICERS POSITION DESCRIPTIONS, DUTIES AND RESPONSIBILITIES A.

The President shall:

- (a) Be the chief presiding officer of the Alumni Association and the Chairperson of the Board;
- (b) Have such duties and responsibilities as may from time to time be assigned by the Board or those necessarily and customarily discharged by a chief presiding officer;
- (c) Be a member of the Governance and Nominating Committee
- (d) Appoint the Standing Committee Chairs and such other Committee Chairs deemed necessary;
- (e) Appoint Board members to the various committees of the Board;
- (f) Be the exclusive liaison officer acting on behalf of the Alumni Association with the CWRU President and Board of Trustees, with the power to appoint other or additional parties to act on their behalf or in their place when necessary or when invited to do so by said President or Board of Trustees; and
- (g) If elected, or appointed by the Board of Trustees, serve a special office or committee of the Board of Trustees in furtherance of their role as principal liaison officer as described in this section.

B. The Vice President shall:

- (a) Fulfill the duties of the President in the President's absence or during any period the President is medically determined to be unable to discharge such duties;
- (b) Succeed to the Office of the President for the balance of the President's term in the event the President resigns, dies, or is otherwise unavailable or unable to serve while in office; and
- (c) Undertake such other reasonable duties and responsibilities as the President of the Board may from time to time assign.

C. The Secretary shall:

- (a) Record the proceedings of Board's meetings and maintain such records in an orderly and accessible manner at the Alumni Association's office on CWRU's campus in Cleveland, Ohio;
- (b) Have copies of the Alumni Association's governing documents available for the Board meetings; and
- (c) Undertake such other reasonable duties and responsibilities as the Board may from time to time assign.

D. Installation of Officers

The officers shall be installed by the Board as of the first day of January of the year that their terms commence, or, if not possible as of such date, as soon as possible thereafter.

E. The Immediate Past President shall:

- (a) Be a member and attend the meetings of the Executive Committee;
- (b) Serve as a mentor and advisor to the Executive Committee;
- (c) Serve as a goodwill ambassador for the Board and the Alumni Association and represent the Alumni Association as liaison to other organizations in CWRU as directed by the President;
- (d) Be a member of the Governance and Nominating Committee; and
- (e) Undertake such other duties and responsibilities as the President from time to time may assign.

VI - AMENDMENT TO THE ARTICLES OF GOVERNANCE AND REGULATION

The Articles of Governance and Regulation may be amended by an affirmative vote of at least two-thirds of the members of the Board present at the meeting considering an amendment after all members of the Board have had written notice of the proposed amendment at least seven (7) days prior to the meeting at which such amendment shall be considered.

Adopted on September 14, 2005

Amended on April 28, 2007 – Article II.B.1.

Amended on October 5, 2007 – Articles II.C. and V.D.

Amended on April 25, 2009 – Article II.E.1.

Amended on September 28, 2012 – Substantive changes in Article II.B.2, Article II.E, Article III.A.2 and Article IV.

Amended on September 10, 2014 – Substantive change in Article III.B.1.

Amended on October 17, 2014 – Article II.B.2 and E and Article V.A. and C

Amended and restated in full on October 9, 2015

Amended and restated in full on May 25, 2022

Amended on November 15, 2024 – Article II, Section, F