SETON HALL UNIVERSITY
ALUMNI BOARD OF DIRECTORS

CONSTITUTION

PREAMBLE

As representatives of their alma mater, alumni are a concerned constituency act as ambassadors who promote the heritage and achievements of Seton Hall University (hereinafter “Seton Hall” or “the University”). The Seton Hall University Alumni Board of Directors (hereinafter “the Board”) encourages all alumni to honor this obligation by giving of their time and resources to the betterment of Seton Hall and by acting as advocates of the University.

Seton Hall University does not have a formal Alumni Association. However, its tens of thousands of alumni have dedicated representatives on the Alumni Board of Directors. The Board is comprised of individuals who are committed to strengthening relationships between the University and its alumni.

Mission Statement

The mission of the Seton Hall University Alumni Board is to promote and serve the University and its alumni. The Board honors Seton Hall University's Catholic heritage and fosters lifelong connections among alumni, students, faculty, staff and friends of the University. We support Seton Hall University by encouraging alumni to attend social, educational and athletic events, volunteer their time to University efforts and financially support key initiatives.

ARTICLE I

Section 1.1 Name:

Seton Hall University Alumni Board of Directors

Section 1.2 Purposes of the Board of Directors

- Encourage and enlist the support of alumni and friends to strengthen the academic, service, and leadership-building programs of the University;

- Serve the University by encouraging interaction between alumni, students, faculty, and the University administration; act as a medium for expression of alumni opinion in this interchange, and

- Stimulate and perpetuate the natural bond among alumni that exists in their common affection for the University.
ARTICLE II
MEMBERSHIP ON THE BOARD OF DIRECTORS

Section 2.1 Regular member
Any individual who has completed two (2) semesters as a full time student or five (5) semesters as a part time student, including undergraduate and graduate schools, is considered an alumnus/a of Seton Hall University and is therefore entitled to the rights and privileges thereof. Any alumnus/a of the University is entitled to consideration for appointment or election to the Board.

Section 2.2 Honorary member
Shall be a person with strong ties to the University, who is not entitled to membership on the Board as a Regular member. An honorary member may be nominated by any Director of the Board by the President or the Chancellor of the University or by a member of the Alumni Relations staff. An individual is conferred an honorary membership upon receiving a majority vote of the members of the Executive Committee.

Section 2.3 Privileges of Membership
Except as stated in Sections 2.1 or 2.2 above, all members of the Board of Directors shall have the right:

1) To vote on all matters brought before the general membership for a vote;
2) To be aware of meetings of the Board of Directors;
3) To hold office;
4) To receive particular and, in some cases, exclusive notice of the opportunity to participate in professional seminars, courses, lectures, travel programs, continuing education programs, and social activities and functions offered by the University.

ARTICLE III
CONSTITUENT ALUMNI ASSOCIATIONS
AND SPECIAL ALUMNI ORGANIZATIONS

Section 3.1 Constituent Associations
Includes all alumni from each of the University's colleges and schools.

Section 3.2 Special Alumni Organizations
The Board of Directors may establish from time to time alumni representation for groups (which may include regional chapters, special interest groups, clubs and organizations), as it shall deem to be in the interests of the Board and the University. Alumni organizations not created by the Alumni Board but wishing to have representation on the Board, called “Special Alumni Organizations” shall make written application to the Board of Directors for representation on the Board as Special Alumni Organizations. Applications shall be submitted to the Secretary of the Board and may be accepted for representation through a 2/3 vote of the Board of Directors.
ARTICLE IV
OFFICERS/EXECUTIVE COMMITTEE

Section 4.1 Officers
The standing officers of the Board shall be: President, President-elect, AVP for Alumni Relations (or equivalent position), the chair of the Board Recruitment and Retention Committee, the Secretary, the Parliamentarian and the Alumni Chaplain. The AVP for Alumni Relations (or designee) and the Alumni Chaplain serve as *ex officio* members of both the Executive Committee and the Board. The President may appoint additional committee chairs as needed; they plus the standing officers shall comprise the Executive Committee. The number of members of the Executive Committee shall not exceed a total of twelve (12).

Section 4.11 Appointment of Officers
No more than three months prior to the expiration of a President’s term, the President-Elect, President and AVP for Alumni Relations will choose a successor from the Board to follow the President-Elect’s term as President. The President-Elect, President and AVP for Alumni Relations will also fill officer, committee member or chair positions. Those appointments will take effect the same day upon which the President-Elect becomes the President.

Section 4.2 Term of Office
With the exception of the positions of President, President-Elect and Parliamentarian, officer terms shall last for one (1) year unless they are appointed mid-year, in which case they shall serve for the remainder of the fiscal year. For new Executive Committees, the term of each officer shall commence on the first day of July, immediately following the selection of the officers.

An individual may serve a total of four terms as an Officer. Serving for less than twelve months as an Officer will count as having served one term.

The term of office of President-Elect does not apply to the four-year limitation. Officer terms may not extend beyond the end of the term of their appointing President. Officers who are appointed mid-year will serve the rest of that fiscal year.

Section 4.3 Duties
Each officer shall participate in meetings of the Board of Directors and of the Executive Committee and perform those duties prescribed herein:

Section 4.31 President
President shall:

1) act as chairman of all meetings of the Board of Directors, and any Executive Committee meetings; and

2) Serve as the Board’s primary liaison with the AVP of the Department of Alumni Relations, with the administration of Seton Hall University and with the Seton Hall University Board of Regents.
Section 4.32 President-Elect  

The President-Elect shall:

1) perform duties as assigned by the president;
2) act as an advisor to the president;
3) chair the Many Are One gala; and
4) serve as acting president in the event of absence or disability of the President, when designated by the President or the AVP of the Department of Alumni Relations in the event of the disability of the President.

Section 4.33 Vice Presidents

The Vice Presidents shall serve as liaisons between committees and the Executive Committee as determined by the President. They shall also serve as outlined in the By-Laws concerning committee chairs.

Section 4.34 Secretary

The Secretary shall:

1) record and distribute minutes of the meetings of the Board of Directors and any Executive Committee;
2) record the attendance of all Board meetings and work with the Department of Alumni Relations to ensure such information is maintained; and
3) have an alternate, as appointed by the President, who assumes the duties of secretary at meetings for which the Secretary can not or is not present;
4) Serve as outlined in other sections of this document.

Section 4.35 Alumni Chaplain

Serves the spiritual and religious needs of the Board and as a fully participating and voting officer. The Alumni Chaplain is selected by the President for a two year term as an officer and may be reappointed for additional two-year terms by the President.

Section 4.4 Executive Committee Duties

The Executive Committee shall:

(1) be the guiding committee of the Board;
(2) act on behalf of the Board of Directors between meetings;
(3) meet and prepare the agenda for all Board meetings; and
(4) fill any vacancy in a matter herein provided.
ARTICLE V
BOARD OF DIRECTORS

Section 5.1 Membership
The Board of Directors shall consist of such membership established in the manner herein provided and the Executive Committee. The number of Directors shall be determined by the Executive Committee, not to exceed a total of fifty (50).

Section 5.2 Duties and Powers of the Board of Directors
The primary duty of the Board of Directors is to, in coordination with Department of Alumni Relations, serve as ambassadors to engage more alumni in more ways with Seton Hall. The Board provides advice, assistance and advocacy to the Department of Alumni Relations. It works, with the guidance of the Department, to participate in and promote alumni programs, services and benefits.

Section 5.3 Board of Directors
Directors may be Regular or Honorary members of the Board.

   Section 5.31 General Seats on the Board of Directors
Seats on the Board of Directors that do not represent particular constituent or special alumni organizations are “general seats”. Nominees for general seats on the Board of Directors shall be reviewed by the Recruitment and Retention Committee. The Committee shall then submit the names of all candidates to the Board with its recommendations regarding each candidate. Nominees for general seats shall become Directors upon receiving a majority vote of the Board of Directors.

   Section 5.32 Constituent and Special Alumni Organization seats
Certain seats on the Board of Directors are available for individuals representing Constituent Associations and Special Alumni Organizations. Each Constituent Association and Special Alumni Organization is entitled to provide no more than two (2) of its members to participate on the Board for terms as specified in 5.33 below. Such members should be nominated by (1) the dean of the respective college or school (Constituent Association), or (2) the president of the Special Alumni Organization, that the nominee will represent. Presidents of Special Alumni Organizations may nominate themselves for the Board. Nominees for these seats on the Board of Directors shall be reviewed by the Recruitment and Retention Committee. The Committee shall then submit the names of all candidates to the Board with its recommendations regarding each candidate. Nominees for these seats shall become Directors upon receiving a majority vote of the Board of Directors.

   Section 5.33 Term of Office - Directors
Directors shall serve terms of three (3) years. Ideally, the terms of one-third (1/3) of the Directors will conclude each year. Directors may serve no more than two (2), three (3) year terms. In rare circumstances, and upon the recommendation of the Board Recruitment and Retention chair, and subsequent approval of the President and the AVP of Alumni Relations, a Board member may be asked to serve one (1) additional year. Thus a Board member may not serve a total of more than seven (7) years on the Board as a Director. Directors who become Officers have their Director terms put “on hold”. Once they finish
their terms as Officers, they are entitled to complete the remaining year(s) of their Director term.

Section 5.34 Terms of Office - Temporary Appointment
The President will have the discretion to appoint alumni to the Board of Directors for up to a one year term to fill certain needs or to complete special assignments. No individual shall be reappointed to the Board using this mechanism.

Section 5.35 Duties of the Board of Directors
Directors shall:

(1) Attend and vote at meetings of the Board of Directors, serve as chairpersons of committees and otherwise volunteer their time in the promotion and management of the affairs of the Board.

Specifically, Directors are required to participate in at least one activity from each of the following three categories during each academic year of their term. The categories include:

(a) SERVICE: Participation in a volunteer program or other service-oriented program sponsored by the Board of Directors, the Department of Alumni Relations or the University at large;

(b) SOCIAL: Participation in class reunions, dinners, receptions or seminars or other non-athletic event sponsored by the Board of Directors, the Department of Alumni Relations or the University at large;

(c) SUPPORT: Participation at a level of individual discretion in the University Annual Fund, Pirate Blue, capital campaign or other University fund.

(2) Directors are expected to attend at least three of the five scheduled Board meetings in each academic year. When unable to attend scheduled meetings, Directors are required to notify the Department of Alumni Relations prior to the meeting.

(3) New members and Executive Committee members are expected to participate in an annual orientation at the onset of each academic term, or as offered by the Board. At that time, new Directors and Officers will be presented with an overview of the University, the Department of Alumni Relations and the Alumni Board. Orientation will include a discussion about the goals of each. New members and officers are required to take an active role in helping the Board meet the goals outlined in the orientation and will provide the Board sufficient information on their participation in activities.

(4) Failure to meet the attendance or reporting standards cited above without an excused absence (prior notification to the alumni office via phone call or e-mail) or failure to satisfy the service, social and support requirements cited above may result in a member being asked to leave the board as outlined in Section 6.22 below.

Section 5.4 Past Presidents
Presidents of the Board are entitled to become voting members of the Board of Directors for a period of one year upon the expiration of their terms.

Section 5.5 Returning to the Board
Members who leave the Board may return to the Board for terms stipulated in Section 5.33 after a minimum two year absence from the Board provided their nominations for a Director seat have been accepted and approved as noted in Sections 5.31 and 5.32.

ARTICLE VI
REMOVAL FROM OFFICE

Section 6.1 Removal From Office

Section 6.11 Officers
Any officer who fails to meet the requirements of his or her office may be removed from office upon due notice by two-thirds (2/3) affirmative vote of the members of the Executive Committee. Said removal, upon an affirmative vote, shall take effect immediately. The President shall have the authority to appoint any members to fill any open Officer positions that arise due to the resignation, retirement or removal of an Officer while in the midst of a term. The replacement shall serve the remainder of the original unexpired term at which time the normal voting procedures for filling the seat shall take place.

Section 6.12 Directors
Any director who fails to discharge the duties of office shall be notified of such failure by the Secretary at the direction of the President with a notice that the Director is being removed from the Board. Said Director will have thirty (30) days to appeal such removal. If the Director does not file an appeal within thirty (30) days, the seat shall be declared open and the Director removed. The President will have the discretion to fill the seat for the remainder of that seat’s term. If the Director does appeal the designation, he or she must do so in writing to the Executive Committee. The Executive Committee must then vote no later than its next scheduled meeting to either reinstate the Director to the seat or remove the Director from the seat. A majority vote of the Executive Committee is required to remove a Director from the seat or reinstate the Director to the seat.

ARTICLE VII
MEETINGS

Section 7.1 Regular Meetings
There shall be at least five (5) regular meetings (September, November, January, March and May) of the Board of Directors scheduled during each academic year. The time and place of meetings shall be determined by Executive Committee.

Section 7.2 Special Meetings
Special meetings may be called by a majority vote of the Board of Directors or at the discretion of the president. Notice of any special meeting shall be given to the secretary no less than ten (10) days prior to such meetings and shall state the purpose or purposes for which it is called.

Section 7.3 Executive Committee Meetings
The Executive Committee shall meet at the call of the president. Special meetings of this committee may also be called by the president upon the request of any three (3) members of the committee.

Section 7.4  Annual Meetings

  **Section 7.41  Time and Place**
  The annual meeting will be held concurrently with the last meeting of the Board of Directors each May.

  **Section 7.42  Notice**
  A written notice may be sent to each member of the Board via fax, e-mail or postal mail.

ARTICLE VIII
CONSTITUTIONAL AMENDMENTS

Section 8.1  Amendments
Amendments of the Constitution shall require previous written notice of the terms of the amendment, and the affirmative two-thirds (2/3) vote of the members of the Board of Directors. Amendments may be initiated by the Executive Committee, the Board of Directors, by the signed petition of twenty-five (25) alumni, or by the Department of Alumni Relations.

ARTICLE IX
RATIFICATION OF THE CONSTITUTION

Section 9.1
Ratification of the Constitution shall be accomplished with thirty (30) days notice of a vote and then by two-thirds (2/3) vote of the Board of Directors.
BY-LAWS

ARTICLE I
STANDING COMMITTEES

Section 1.1 Designation
All committees established herein shall be called Standing Committees. Committees created by the Board shall be called “Ad Hoc” committees.

Section 1.2 Standing Committees
Standing Committee(s) of the Board shall be:
1) Board Recruitment and Retention – three to five members, including Chair

Section 1.21 Changes to Committees
The President shall have the discretion to create, discontinue and modify Ad Hoc committees during his or her term. Such committees can be created and convened at the discretion of the President for service during that president’s term. Special needs will govern the establishment of such committees.

Section 1.3 Chairpersons
The president of the Board shall appoint chairpersons for all committees from among the members of the Board of Directors.

Section 1.31 Role of Chairpersons
The primary roles of the Chairpersons are as follows:

1) Participate and become extensively familiar with the activity which the committee supports;

2) Serve as an “ambassador” for that activity by encouraging and enlisting other members of the Board of Directors to participate in that activity; and,

3) Serve as an “ambassador” for that activity by encouraging and enlisting other alumni who are not members of the Board of Directors to participate in that activity.

Section 1.4 Membership
The president shall appoint one or more Directors to serve on each committee as needed.

Section 1.5 Authority
Committees shall operate in a manner that is consistent with their charge to serve as ambassadors for the programs they represent.

Section 1.6 Meetings
Committees shall meet at the call of the chairperson thereof or by special request of the President.
ARTICLE II
ORGANIZATION CHART

*** (see last page) not included in handouts

ARTICLE III
AMENDMENTS TO THE BY-LAWS

Section 3.1 Amendments
Amendments of these by-laws shall require previous written notice of the terms of the amendment and majority affirmative vote of the members of the Board of Directors. Amendments may be initiated by the Executive Committee, the Board of Directors, by the signed petition of twenty-five (25) alumni, or by the Department of Alumni Relations.

Section 3.2 Voting
A voting quorum to make changes to the by-laws will be constituted of at least thirty-five (35) percent of the voting members of the Board of Directors. Votes for changes to the by-laws may be taken via any written or verbal methods agreed to by a majority of the Executive Committee prior to that vote.

ARTICLE IV
PROCEDURES AND MISCELLANEOUS

Section 4.1 Quorum Requirements

1. A quorum for the Executive Committee Board of Directors shall be one-third (1/3) of the current membership of that committee;
2. A quorum of any standing or special committee shall be a simple majority of the members;
3. A quorum for a meeting of the Board of Directors shall be fifty (50) percent of the membership of the Board, and
4. The Board of Directors, and each of its committees shall act by majority vote of those present, except as otherwise provided herein, provided a quorum is present.

Section 4.11 Voting
Any vote taken at any meeting of the Board of Directors, or any committee thereof, whose procedures are not specified elsewhere in this document, may be administered using whatever verbal or written methods are verbally agreed upon by the majority of the Executive Committee prior to that vote. The required plurality of any vote shall be computed based upon the number of eligible voters returning ballots by whatever date has been set by the President for that vote, or, for a committee, by the chairperson.
Section 4.12 Parliamentary Procedure

(1) (Parliamentarian)

The president may appoint an existing Board member to serve as Parliamentarian. The Parliamentarian will serve on the Executive Committee for no more than two terms to interpret all questions of parliamentary law for all of the Board’s and Executive Committee’s proceedings. The Parliamentarian shall serve two-year terms.

(2) (Authority)

ROBERT’S RULES OF ORDER, NEWLY REVISED and any succeeding editions, shall be the parliamentary authority of the Board of Directors, and all committees. It is the responsibility of the Parliamentarian, or if one has not been appointed, the AVP for Alumni Relations, to ensure that such procedures are followed.

Section 4.13 Annual Report

The Board of Directors shall provide an Annual Report to the general alumni through appropriate University publications generally distributed to alumni, either written or electronic. The report shall describe the Board’s activities toward meeting its mission and goals outlined in Section 5.33 and in the Board’s annual plan.

Ratified on: (MM/DD/YYYY)

Effective on July 1, 2007

Attest:

Mark LoGiudice, Board President

Brenda Scotland, Board Secretary

Matthew Borowick, Associate Vice President
Recruitment of New Members

In order to ensure consistency and order for directors’ terms, the following outlines the procedures for recruiting, reviewing, voting upon and installing new alumni board members.

- Director terms run concurrent with the University’s fiscal year which runs from July 1 through June 30. New members’ terms should begin on July 1. The only exceptions should be the appointment of individuals to temporary terms, as described in Section 5.34 of the Alumni Board of Directors Constitution.

- Candidates for Board membership should be voted upon at the May meeting. This will allow for enough time to notify new members and have them begin their terms on July 1.

- Orientation for new members should be held after July 1 but before the Board meeting in September.

- While referrals of good candidates are always welcome, in January of each year, the Board leadership should outline its recruitment goals (to fill open positions, bring greater diversity, involve clubs, organizations, schools, etc.). Nominees should then be solicited in February and March. The chair of Recruitment and Retention can then use the month of April to review resumes and interview candidates that chair believes are best qualified. Thus, candidates may be voted upon at the May meeting. The following outlines the process:

**January:** Board leadership outlines its recruitment goals (to fill open positions, bring greater diversity, involve clubs, organizations, schools, etc.)

**February/March:** Board members identify potential candidates and make referrals to the Recruitment and Retention chair

**April:** Recruitment and Retention Chair/Committee reviews resumes and interviews candidates that chair/committee believe are best qualified

**May:** Resumes of candidates referred by Recruitment and Retention chair/committee for voting at Alumni Board May meeting

**July 1:** New members’ terms begin

**July-September:** Orientation for new members, ideally including a reception at university president’s home.