

Indiana University Alumni Association  
NEAL-MARSHALL ALUMNI CLUB

**CODE OF BYLAWS**

**Article I – IDENTIFICATION**

**Section 1. Name.** The name of the organization is the Neal-Marshall Alumni Club (hereinafter referred to as “The Club”). The Club is an affiliate group of the Indiana University Alumni Association.

**Section 2. Principal Office.** The principal office of The Club shall be located in the city of Bloomington, Monroe County, Indiana.

**Section 3. Fiscal Year.** The fiscal year of The Club shall begin on the first day of July of each year and shall end on the last day of June next succeeding.

**Article II – PURPOSE**

To provide a means for the association of Neal-Marshall alumni and friends. To advance the interests and promote the welfare of Indiana University. To develop an agenda for addressing the pressing needs of black students, alumni, faculty and staff of Indiana University. To promote awareness of the black legacy, traditions, and history of Indiana University. To support Indiana University and its Alumni Association. To assist Indiana University in the recruitment and enhancement of minority faculty, students and staff. To propose, develop, and implement Neal-Marshall Minority Scholarship Programs for minority students at the eight Indiana University campuses.

**Article III – MEMBERSHIP**

**Section 1. Alumni Qualifications.** All persons who are either graduates or former students of Indiana University are considered alumni of Indiana University and are eligible for membership in The Club. All other friends of Indiana University are welcome to participate in the activities of The Club.

**Section 2. Membership.** There shall be two classes of membership in The Club, consisting of regular member and affiliate member. Alumni of Indiana University may become regular members upon written application for such membership in accordance with the provisions of the Constitution, Bylaws, and other applicable rules adopted from time to time by The Club with the approval of the Board of Managers. Any person who is neither a graduate nor a former student of Indiana University may become an affiliate member under the conditions as may be prescribed from time to time in these Bylaws or such other rules. No person shall be entitled to more than one membership, and no membership shall be transferable or assignable in any manner.

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Membership dues shall be established in accordance with the Indiana University Alumni Association and may be changed from time to time by the Alumni Association. The Club is an affiliate group of the Indiana University Alumni Association, and membership in the Association includes membership in The Club.

#### **Article IV – MEETINGS OF MEMBERS**

**Section 1. Place of Meetings.** All meetings of the members of The Club shall be held at such place as determined by the Board of Managers.

**Section 2. Notice and Call of Meetings.** The biennial meeting of the members of The Club shall be held at the exact place and time to be set by the President of the Club. Notice of the place and time of the biennial meeting shall be communicated to members at least thirty (30) days before that meeting. Such other meetings of the members as may be necessary may be called by the Neal-Marshall Executive Council, upon thirty (30) days notice by mail or electronic medium to the members at their most recent address on file in the office of The Club.

**Section 3. Voting at Meetings.** Every member shall have the right at every meeting to one vote upon all matters submitted to a vote of members. Such vote may be cast in person at the meeting, and in the case of elections or specific questions submitted by ballot to the members, voting may also be by mail or electronic medium.

**Section 4. Quorum.** A quorum for any called meeting of members shall consist of a minimum of fifteen (15) members consisting of a quorum of the Board of Managers and a quorum of the Council.

#### **Article V – THE BOARD OF MANAGERS**

**Section 1. Election and Qualification.** A board of seven managers shall manage the business of The Club. The managers shall consist each year of the Director of The Club, the immediate Past President, and the officers. Each manager shall hold office for two years **or** until a respective successor is chosen.

**Section 2. Vacancies.** Any vacancy occurring in the Board of Managers shall be filled by a **majority** vote of the same at any meeting called for such purpose. Any manager so elected will serve the unexpired term or until a successor is chosen.

**Section 3. Meetings.** Meetings of the Board of Managers shall be held on the request of the President or any member of the Board of Managers at any reasonable and convenient place within or without the State of Indiana, upon not less than seven (7) days notice specifying the time, place, and general purpose of such meeting. Notice of any special called meeting may be waived in writing or by electronic medium, and attendance at any meeting shall constitute a waiver of notice of such meeting.

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**Section 4. Quorum.** At any meeting of the Board of Managers, a majority of the board shall constitute a quorum for the transaction of business, and the act of a majority of the managers present at a meeting at which a quorum is present shall constitute the action of the Board of Managers unless the act of a greater number is required by law, or The Club's Constitution or Bylaws.

**Section 5. Record of Meetings and Reports.** The Board of Managers shall keep a written record of its proceedings and shall make a summary written report to The Club at the biennial meeting. It shall also report to the members of The Club from time to time, as the same may be necessary.

**Section 6. Responsibilities of the Board of Managers.** The Board of Managers shall have general management and supervision over the affairs of The Club.

**Section 7. Past Presidents' Council.** An advisory group shall consist of the *initial* Board of Directors and all former living Presidents of The Club and shall be known as the Past Presidents' Council. The Council shall be established to give advice and council to the Board of Managers as needed. The President of Indiana University, the Director of The Club, and the current President of The Club shall serve as ex-officio members of the Past Presidents' Council. The Past Presidents' Council may meet twice each fiscal year; one such meeting may be held at a time and place designated by the Chair of the Past Presidents' Council. The Chair of the Past Presidents' Council shall be the immediate Past President of The Club whose term most recently expired.

## **Article VI – THE OFFICERS**

**Section 1. Designation.** The officers of The Club shall consist of a President, President-Elect, Vice President, Secretary, and Treasurer. The Board of Managers may create such other offices as in its judgment the business of The Club may from time to time require.

**Section 2. Term of Office.** The term of office for an officer is two years. A person may serve as secretary for a maximum of two consecutive terms or as treasurer for a maximum of two terms. In the event of a vacancy in the office of President-Elect, the Vice President automatically becomes President-Elect. The office of Vice President then shall be filled in accordance with Article V, Section 2, of these Bylaws until expiration of the term. The person serving as President-Elect automatically becomes President upon the expiration of his or her term as President-Elect.

**Section 3. Method of Election.** The election of officers may be by ballot which may be distributed by mail or electronic medium to all members at their most recent address on file in the Alumni Office before the biennial meeting. The persons receiving the greatest number of votes tallied at the biennial meeting shall be declared elected.

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**Section 4. Procedures for Election.** The President will appoint a Nominating Committee of up to five members not currently holding an elective office in The Club.

The Past President of The Club shall chair the Nominating Committee. The Nominating Committee shall prepare a list of candidates for office, which list may be distributed to all members of The Club. Additional nominations may be made for any office by write-in or petition. The Nominating Committee shall supervise the election procedures and ascertain that all requirements are complied with to the fullest extent possible. The Nominating Committee shall tally the votes and shall certify the names of those elected to the current President of The Club.

**Section 5. Responsibilities of Officers.** The responsibilities of the various officers shall be those usually associated with their respective offices.

## **Article VII – NEAL-MARSHALL EXECUTIVE COUNCIL**

**Section 1. Membership and Officers.** The Neal-Marshall Executive Council (formerly the Board of Directors and Council hereafter) shall be composed of the officers of The Club, the immediate Past President of The Club, the Director of The Club, a representative from the Office for Diversity, Equity, and Multicultural Affairs, an Indiana University faculty member appointed by the Vice President for Diversity, Equity, and Multicultural Affairs, **at least one student representative from the appropriate student organization**, fifteen council members elected at large from the membership as hereinafter provided, and one council member selected to represent each constituted Regional Chapter, provided however, that the council members representing the Regional Chapters shall never equal in total number the councilpersons elected at large, and in the event that the council members representing the Regional Chapters shall equal in total number of the councilpersons at large, the Nominating Committee hereafter provided shall nominate additional councilpersons for election at large to ensure a majority of councilpersons elected at large. The officers of the Council shall be the officers of The Club.

**Section 2. Term of Office.** The Director of The Club shall be an ex-officio member of the Council automatically during his/her tenure as an employee of the University. The officers of The Club shall be members of the Council automatically during their tenure as such officers. The remaining Council members may serve a maximum of two consecutive terms of three years each, and those presently serving shall serve out their terms.

**Section 3. Method of Selection.** Candidates elected at large for the Council shall be chosen by the members of The Club in the same manner and at the same time as the officers of The Club are elected. The Council shall select council members representing the respective Regional Chapters in such manner as the respective chapters may determine, subject to approval.

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**Section 4. Vacancy.** In the event of vacancy among the Council, the same shall be filled by appointment by the Council for the remainder of the unexpired term.

**Section 5. Responsibilities of the Executive Council.** The council shall be a policy making body of The Club and in such capacity it may initiate and review the various activities of The Club. The Council shall make recommendations to the Board of Managers with respect to, among other matters, establishment of new programs and amendments of the Constitution and Bylaws. The Council shall advise the Board of Managers in its general management of the affairs of The Club.

**Section 6. Meetings and Notice.** The Council shall hold no fewer than two meetings each year at such times as may be agreed upon. The President or any five members of the Council shall call meetings. At least two weeks written notice shall be given of each meeting.

**Section 7. Quorum.** A majority of the Council will constitute a quorum for purposes of conducting the business of the Council.

**Section 8. Record of Meetings and Reports.** The Council shall keep a written record of its proceedings and shall make a report at the regular biennial meeting of The Club. Each Regional Chapter shall make a report to the Council through its Council member at the biennial meeting of The Club.

## **Article VIII – REGIONAL CHAPTERS**

**Section 1. Purpose.** Regional Chapters shall stimulate and encourage loyalty in the graduates and former students of their geographical regions. They shall establish programs to further the educational, social and charitable interests of the Chapter, The Club, and Indiana University. Each Chapter shall assist The Club in furthering the purposes of The Club.

**Section 2. Powers.** The Regional Chapter may establish programs and activities and adopt rules, bylaws, articles of association, et cetera, which are consistent with their objectives; provided however, that they shall not conflict with The Club's Constitution or Bylaws. Any provision for the levying of any special assessment of members or the incurring of indebtedness beyond the budget of the Regional Chapter shall not be permitted. The Regional Chapter shall not enter into activities for which The Club may become liable without prior consent of the Board of Managers, such consent to be reflected in the minutes of the Board of Managers.

**Section 3. Eligibility.** A Regional Chapter may be formed within The Club by the filing of a petition and proposed constitution endorsed by the signature of no fewer than six Indiana University graduates of the region. If the Council approves the petition, it shall issue a charter to the Regional Chapter. Only members of The Club shall be eligible to hold office or to vote in the Regional Chapters.

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**Section 4. Term of Office.** Each Chapter shall determine the term of office for the Chapter's governing boards. The term of office for each Chapter's Council member on the Council shall be three years. The general plan of selection, appointment, or election of each Regional Chapter's member to the Council shall be approved by the Council.

## **Article IX – REMOVAL FROM OFFICE**

**Section 1. Removal from Council.** Any manager, officer or member of the Council may be impeached from office for malfeasance or misfeasance as an officer or councilperson provided charges shall be made in writing by at least three council members and filed with the Director. The Council shall conduct a hearing not less than forty (40) days or more than sixty (60) days following the filing of formal charges. An officer or councilperson so impeached shall be removed from office by a three-fourths majority of the entire membership of the Council; provided that a special meeting shall be held for that purpose and vote be taken within ninety (90) days after the filing of the original charges, and that the provisions herein as to notice and hearing have been strictly met.

**Section 2. Removal from Regional Chapter.** Each Regional Chapter shall have exclusive power to deal with removal from office in its respective organization.

## **Article X – MISCELLANEOUS**

**Section 1. Rules of Order.** Meetings of the members of The Club, the Board of Managers, and the Council shall be governed by the rules contained in *Robert's Rules of Order Revised* in all cases in which such rules are applicable and in which they are not inconsistent with the Constitution or this Code of Bylaws.

**Section 2. Procedure for Amendment of Constitution or Bylaws.** The Board of Managers may amend the Constitution or Bylaws after any proposed amendment has been approved by the Council. A two-thirds vote of the members of the Council must approve such proposed amendments.

**Section 3. Alternative Procedure for Amendment of Constitution or Bylaws.** The Constitution or Bylaws shall be amended by the Board of Managers following a two-thirds vote of the members of The Club present and voting on any proposed amendment. A proposed amendment of the Bylaws, endorsed by the signature of fifteen members and filed in The Club's office, shall be presented to the members for their consideration. The full text of the proposed amendment shall be disseminated to the members either by direct mail, electronic medium or in the next Club publication. The immediate past

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nominating committee shall determine whether a special meeting of the members shall be called, ballot of the members by mail or electronic medium or whether the proposed amendment should be held and considered at the next biennial meeting.

## **Article XI – IUAA EXECUTIVE COUNCIL REPRESENTATION**

Section 1. Selection of Representative. One Club member shall be appointed and approved by The Club's Board of Managers and shall be known as the Club's Representative to the Indiana University Alumni Association Executive Council.

Section 2. Term. The Representative shall serve for a three-year term as a voting member of the Indiana University Alumni Association's Executive Council. Said Representative will also serve as an ex-officio member of The Club's Council if the Representative is not currently serving as a board member.

Section 3. Removal. Upon a **majority vote of the Board of Managers**, the said Representative may be removed.

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