Franklin Switzerland Alumni Council Bylaws

The name of this organization shall be The Franklin Switzerland Alumni Council hereafter referred to as the “Council”.

ARTICLE I: Alumni Council

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1. **Responsibilities:** The Council is the advising body of the Franklin Switzerland (“FS”) Alumni Association (“Association”). It serves as the official voice of FS’s alumni and shall have the broad authority permitted by these bylaws and its leadership guide. The Council works within and in concert with the Department of Advancement as an independently run organization. In partnership with the Department and its head, the Council shall plan and implement alumni programs and activities. This authority and its implicit responsibilities, in consultation with said representative and others within the University as appropriate, shall include but shall not be limited to these actions:

    a. Define, review, and implement programs and projects that fulfill the purpose and objectives of the Association, as defined in these bylaws and the leadership guide.
    b. Periodically undertake assessments of the commitment, performance, and effectiveness of both the Council in general and individual Council members.
    c. Ensure the proper maintenance and development of Council resources.
    d. Develop policies and recommend processes that ensure the Council remains a dynamic and efficient organization.
    e. Act as an advocate for alumni engagement and as a conduit for alumni ideas or concerns to the Advancement department and Board of Trustees through the quarterly board report.
    f. Encourage support for FS’s strategic plan and institutional goals.
    g. Manage the Alumni Council fund; supporting its growth through donations and outreach while ensuring its use in furtherance of Council responsibilities.

2. **Council Members:** Council members are nominated and elected from the Association, which includes any person who has attended FS, or any previous iteration, for at least one semester. Honorary Council members, including Committee members and Club Leaders, shall be invited to all meetings but sit ex-officio. All new members are approved by a vote of the current Council.

3. **Composition:** The Council shall consist of up to sixteen (16) voting members of the Association. This shall include the President, Vice President, Secretary and Parliamentarian, Funds Officer, Admissions Representative, Graduate Engagement Representative, Student Representative, active ad-hoc members and heads of each of the three additional committees.
    a. Admissions Representative: Chosen by the Executive Committee, the representative shall work under the guidance of the Director of U.S. Enrollment and head of the Admissions Ambassadors. The representative will look for opportunities to collaborate with all other Alumni Council chairs should there be opportunities to invite prospective families and counselors to meet alumni through events, support admissions goals, etc.
    b. **Graduate Engagement Representative:** The Executive Committee shall select from among the most recent three graduating classes an alumnus to act as a new graduate representative. Strong preference shall be given to those who have served as student representatives. This position will focus on creating and maintaining ties with recent graduates and will work with both the Outreach and Programming Committees to achieve these goals. Those chosen will serve a single three (3) year term. At the end of which the position will be vacated and a new graduate representative chosen.

c. **Student Representative:** One (1) voting seat is reserved for a student representative to the Council. The student may be selected by the Student Government Association ("SGA") to serve a term of one (1) academic year and is recommended to have attended Franklin for at least one (1) semester prior to their appointment. The representative shall act as a conduit between the Council and the student body, representing current student interests.

4. **Ex-officio Council Members:** The Advancement representative, immediate past Council President, DEIB liaison, Honorary Members including committee members and Club Chairs not serving in other Council positions are considered ex-officio members of the Council. Ex-officio members are allowed to attend meetings and to speak, but not to make motions or vote except on deadlocked issues.
    a. **DEIB Liaison**: The liaison may represent the DEIB committee of the University, at that committees discretion, by either attending Council meetings virtually or providing written updates on ongoing projects within the committee.

5. **Terms/Term Limits:** Elected Council members will take office July 1 of the election year. A term is defined as three (3) years in length and commences July 1. All incumbent members who are eligible for re-election shall be considered by the Council's Executive Committee using the criteria and guidelines suggested in the current member position description, the organizational bylaws and Guide, as adopted by the Council.

6. **Vacancies:** The Executive Committee shall be responsible for filling and voting on any vacancies among committee chairs and liaisons resulting from resignation, dismissal, or other reasons. Nominations shall be first taken from, but not limited to, within the committee. Replacement members will serve the unexpired term of their predecessors and be eligible for their own term upon completion. Executive vacancies shall be dealt with according to the terms of Article III, Section 2.

    a. **Automatic Vacancy:** Any member who is absent from three consecutive meetings or who fails to perform the duties of their office for six months shall automatically forfeit the position unless excused by the Executive Committee for good cause.

ARTICLE II: Meetings

1. **Regular Meetings:** The Council shall meet four (4) times annually, with meetings taking place approximately in: February, May, September and November. The election of Council Officers shall occur at the May meeting. The dates of all meetings shall be set in advance whenever possible. Written notice of date and time of each regular meeting, along with an agenda, shall be sent to each voting member prior to each meeting. The agenda shall be set by the Executive Committee. Outside agenda items must be approved prior to the meeting unless otherwise allowed by the President or Advancement representative. No outside AI note taking bots shall be allowed without prior approval.

2. **Annual Meeting:** The Council's November meeting shall serve as its annual open meeting.
    a. **Attendance**: All Association members in good standing shall be invited to attend.
    b. **Agenda:** The Vice President shall act as moderator for the annual meeting. The annual meeting agenda may consist of a report from the Council President, a campus update from the President of FS or a member of the President's Leadership group, Committee Reports, a review of upcoming events and volunteer opportunities for alumni, and may include a limited period of open discussion on items pre-submitted from the Association.

3. **Special Meetings:** Upon request of the President of the Council or a quorum of Council voting members, a special meeting may be held. Should such a meeting be required, it may be conducted virtually or through a conference call. Notice of the date, time, and place of any special meeting by teleconference shall be provided to each voting member by electronic mail, or other expedited means

at least twenty-four (24) hours prior to the meeting.

4. **Meeting Attendance:** Voting members are expected to attend and actively participate in the quarterly Council meetings pursuant to the position description of each member serving on the Council.
    a. **Absence:** Any member unable to attend a meeting shall give notice to the Executive Committee. After three unexcused absences within a year, the member shall be considered to have resigned their position.

5. **Meeting Minutes:** The minutes of all meetings shall list members present. A set of Council minutes shall be sent as part of the agenda and supporting materials for subsequent Council meetings. The Council shall formally vote to approve its own minutes.

ARTICLE III: Council Administration – Officers of the Executive Committee

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1. **Officers and Officer Terms:** Council officers shall consist of the President, Vice President, Secretary and Parliamentarian, and Funds Officer and together shall form the Executive Committee ("EC"). All are voting members of the Council. The officers are the governing members of the Council. All officers shall serve three-year terms, though only the Secretary and Funds Officer may be re-elected. The Vice President is the de-facto President-elect and shall assume that office at the completion of the outgoing President's term.
    a. **President:** The President will lead the strategy, development and implementation of the Councils mission with the EC and Council, respectively. The President shall chair the EC and serve as an ex-officio member of all Council committees. The President shall preside over all Council meetings; excepting the annual meeting. The President may also serve as a non-voting alumni representative of the Board of Trustees ("Board"). The President is also the responsible signatory for official Council paperwork.
    b. **Vice President:** The Vice President shall preside over the annual alumni association meeting. The Vice President shall work with the President and the advancement representative to organize Council meetings and confirm content is in alignment with the Council strategy. The Vice President shall communicate with all the committee chairs and club officers.
    c. **Secretary and Parliamentarian:** The Secretary and Parliamentarian shall take minutes of all regularly scheduled meetings and distribute them to all Council members before the next meeting. They will also call for and record all votes taken during the Council sessions. The Secretary, with the Vice President, will also provide copies of approved meeting materials (i.e., agendas, general session presentations, and minutes) to the advancement representative as part of the permanent records of the Association.
    d. **Funds Officer:** The Funds Officer shall report on funds under the control of the Council as well as track giving rates and provide necessary historical background on fund requests. All funding requests shall be first sent to the Fund's Officer for review. They, along with the other members of the EC and the Advancement representative, shall be responsible for the review and final approval of all requests for AC funding. It is the Funds Officer's responsibility to organize appeals and seek out support from the Council.

2. **Vacancies:** Should the President resign or be removed during their term, or otherwise be unable to complete the term as President, the Vice President shall be charged with these powers and responsibilities for the completion of that term. The person then elected from the Council to fill the Vice President's vacancy will also complete the remainder of said term. After completion of this term, both President and Vice President will still be eligible to serve one (1) full term. All other Officer vacancies shall be filled at the next available Council meeting by nominations from within the Council and confirmed by a majority vote of all Council members present and voting. Should no candidate win a majority on the first ballot, voting shall continue until a majority is reached,

with the candidate with the fewest votes being dropped after each subsequent ballot. Should a tie or lack of majority persist, deadlocked voting rules shall apply.

a. The Council may, with a majority vote, extend the term of the current President or Vice President for up to one (1) additional year; if determined by the Executive Committee and Advancement representative to be in the best interests of the Council.

ARTICLE IV: Committees, Liaisons, and Clubs

1. **Standing Committees:** The Council shall have (4) standing committees: the Executive Committee (EC), Alumni and Student Outreach Committee, Career Strategy Committee, and Regional Programming Committee. These committees shall consist of at least three (3) members including the Committee Chair unless otherwise noted. If a committee is no longer deemed viable or a new committee is needed, the President may present a resolution to the Council to amend its function, title, or move to disband, or move to create.
    a. **Committee Chairs:** Committee Chairs shall be chosen before and announced at the September meeting. A call for nominations shall be issued along with a nomination form to be returned no later than fourteen (14) days prior to the meeting. To serve as chair, a member must be in good standing and have served at least one year on the relevant committee. The EC may waive the time commitment as necessary. If there is only one applicant, they shall automatically be named the next Chair. If there are multiple applicants, the EC shall meet and vote to choose the Chair. Any ties will be broken by the Advancement Representative.
    b. **Staff Liaisons:** Each committee shall work with the University to have a staff liaison serving ex-officio, as determined by FS.

2. **Executive Committee:** The (EC) serves as the governing body of the Council. Membership will consist of the President, who shall also serve as chair of the EC, the Vice President, the Secretary and Parliamentarian, and the Funds Officer.
    a. The EC shall be empowered to act on behalf of the Council in genuine emergencies or to handle routine matters permitting the Council to be efficient in the use of its meeting time.

3. **Alumni and Student Outreach Committee:** The Alumni and Student Outreach Committee exists to help keep the Franklin alumni community informed about Council initiatives and events. The new graduate representative to the Council will also be a part of this committee, providing a bridge from older to more recent alumni. Primary Responsibilities include:
    a. Working with the alumni office and the EC to confirm that online content regarding the Council is correct.
    b. Further particulars of this committee shall be amended after further discussion with the marketing department and adjusted to reflect said responsibilities.

4. **Career Strategy Committee:** The Career Strategy Committee serves to assist in identifying ways to help fellow alumni and current students through career development and networking opportunities. This committee may meet less frequently and in small groups to best support the Universities and Trustees careers committees. Primary Responsibilities include:
    a. Identifying internship opportunities for current students.
    b. Assisting the Associate Dean of Career Readiness with ongoing projects and developments.
    c. Identifying alumni who serve as recruiters and alumni that can offer internships and jobs.

5. **Regional Programming Committee:** This committee will be comprised of all Club Leaders and shall exist to share ideas and help with the planning and support of club events and initiatives. They shall collect reports on the status of alumni clubs, their attendance and activities and keep the Council informed of all relevant information.

6. **Regional Alumni Clubs:**

a. **Recognition:** The Council, in consultation with the advancement office, may determine the conditions and eligibility for the establishment of alumni clubs. By vote, the EC shall recognize all duly organized chapters of the Association. Each club chair will be issued a copy of the AC Club Guidelines and are expected to abide by its procedures. These Club Guidelines may be edited as needed and approved by a vote of the EC.
b. **Leadership:** For new club chairs, the Council may solicit applications. Each club president will be encouraged to nominate a suitable alumnus within their area to the EC to act as a co-chair. This co-chair shall have the same access to club resources as the club president and will act in concert with them or act in their stead as necessary.
    i. **Removal:** The EC, in consultation with the Advancement office, has the right to dismiss club leaders and submit nominations to the Council regarding the leadership of any club should they: fail to uphold the requirements of chapter recognition, move outside a reasonable geographic area, fail to adequately uphold the values of FS or the Council or for not abiding by the club guidelines.
c. **Dissolution**: The Council, in consultation with a representative of the Advancement office, may vote to dissolve an alumni club if the club: fails to hold regular events, is inactive due to lack of members, fails to abide by the values of FS/Council or other severe infractions as determined by the EC and Advancement office.

ARTICLE V: Voting and Elections

1. **Quorum:** Except as provided elsewhere in these by-laws, a simple majority of the current number of voting members shall constitute a quorum for the transaction of business at any regular or special Council or committee meeting. Should a quorum not be met, those in attendance may continue to meet for discussion purposes but shall not take any binding or official action on behalf of the Council or committee. The Council may delegate authority to make a future decision on a specific matter to the EC, without necessarily requiring subsequent Council ratification by majority consent.

2. **Voting:** Each member receives one (1) vote. When a measure is proposed, the Secretary and Parliamentarian shall call for a vote. All votes shall be counted by affirmation or show of hands. To pass, a measure must receive support from simple majority of all those present and voting (unless otherwise noted). The Secretary shall then record the vote tally and whether the measure passed or failed.

a. **Electronic Voting:** Members may participate, to include voting, in committee or special meetings by teleconference or other equivalent electronic means, which shall constitute their presence in person at the meeting.

b**. Interval Voting**: During the time between regularly scheduled Alumni Council meetings, the President may request that members vote by telecommunication methods such as telephone, text messaging, and e-mail, regarding certain issues which require resolution prior to the next scheduled quarterly meeting. Such votes shall be considered a valid exercise of the Alumni Council's authority so long as a majority of Alumni Council members vote in favor of the issue or resolution.

c. **Deadlocked Voting:** If the EC or the Council is deadlocked on a matter on the floor for a vote, the Council President may call upon, at their discretion, an ex-officio member present to cast the deciding vote. In the event of a vote to decide a deadlocked issue (including elections), present ex-officio members shall be called to vote in the following order: immediate past Council President, honorary members, Club Chairs, and the advancement representative.

3. **Elections:** The EC shall be charged with organizing the election and its structure. In April of the election year the President shall seek nominations from within the AC and present candidates for officers to be voted on by the full Council during the May meeting. Nominations should include a short

statement and self-nominations are allowed. To allow current officers the opportunity to run for another position on the EC without forfeiting their current position, officer's elections shall occur separately in the order of Vice President, Secretary and Parliamentarian, and Funds Officer. Any Council member may run for a Council officer position after having served two years. Should multiple nominated candidates exist, the winner shall be the candidate commanding a majority vote of all members present and voting. If no candidate commands a majority on the first ballot, voting shall continue until one candidate commands a majority; with the candidate with the fewest votes being dropped after each subsequent ballot. Should a tie exist or a majority failed to be formed, the rules for a deadlocked vote shall apply.

ARTICLE VI: Conflict of Interest Disclosure

1. **Conflicts:** All elected Council members: club presidents, student representative and ex-officio members shall adhere to the highest possible standards of ethical behavior and otherwise conduct themselves consistently with the letter and spirit of Swiss law, and United States nonprofit law and ethics. Any Council member shall be considered to have a conflict of interest if such person has an existing or potential financial or other interest that may impair or unreasonably appear to impair his or her responsibilities to FS.

2. **Disclosure:** A conflict of interest may also exist if a member of their family is an officer, employee, member, partner, trustee, or anyone who has a business relationship with FS. For the purposes of this provision, a family member is defined as a spouse, parent, sibling, or child. All Council members shall disclose to the EC any conflict at the earliest practical time. Further, each Council member shall recuse themselves from discussion of the matter in question unless invited to offer relevant information. They shall recuse themselves or the President shall have the authority to do so and such recusal shall be recorded in the minutes of the meeting. Any member who may be uncertain whether a given matter or relationship is a potential conflict shall notify the President and the advancement representative to enable its review by the EC or by the Council, as the President shall determine.

ARTICLE VIII: Amendment of Bylaws

1. **Amendment Procedure:** Any council member may propose amendments to be taken up at the September or February meetings. If supported by a majority of the EC, these bylaws may then be amended by a two-thirds vote of those members present and voting. Amendments to these bylaws shall take effect immediately unless otherwise prescribed.

2. **Authority:** The EC shall have the authority to conduct title and position changes, necessary University updates as well as immaterial spelling/grammar edits to these bylaws and leadership guide as needed.

ARTICLE XIII: Parliamentary Authority

These bylaws, the leadership guide and any special rules that the Council may adopt shall govern the Council. In the event that these are not sufficient, the Council shall refer to the current edition of *Robert's Rules of Order Newly Revised*.