



FRANKLIN UNIVERSITY SWITZERLAND ALUMNI COUNCIL BYLAWS

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

ARTICLE I: Alumni Council

- 1. Responsibilities:** The Council is the advising body of the Franklin University Switzerland ("FUS") Alumni Association ("Association"). It serves as the official voice of FUS'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 Advancement 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 FUS and 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 FUS'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 elected from the Association, which includes any person who has attended FUS, or any previous iteration, for at least one semester. This also includes Honorary Council members who shall be invited to all meetings but may choose to not take up further Council responsibilities.
- 3. Composition:** The Council shall consist of up to sixteen (16) voting members of the Association. This shall include the President, Vice President, Secretary, Funds Officer, Admissions liaison, DEIB liaison, student representative, and heads of each of the four committees.
 - a. **Admissions Liaison:** Chosen by the executive committee, the representative shall work under the guidance of the Director or U.S. Enrollment and head of 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, etc.
 - b. **DEIB Liaison:** Chosen by the Executive committee, the representative shall work with the DEIB committee of the University, at the Universities discretion, by either attending meetings virtually or receiving updates on ongoing projects within the committee. They

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 and absent. A set of Council and EC 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

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 Council officers are the governing officers of the Council. All officers shall serve two-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 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”) during their tenure. 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 oversee the committee chairs ~~and liaise with the club leaders.~~ The Vice President shall work with the alumni office and the Secretary and Parliamentarian to confirm that online content regarding the Council ~~and alumni chapters~~ is correct.
 - 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 and Parliamentarian, 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, shall be responsible for the review and final approval of all requests for AC funding. It is the Funds Officer’s responsibility to organize twice-yearly fundraising appeals and to seek out support from the rest of

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 the term. The person then elected 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 Officer vacancies other than President 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. 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 five (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. Prior to the 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 deadlocked voting rules. The results will be announced prior to the September meeting.
 - b. **Staff Liaisons:** Each committee shall work with the University to have a staff liaison serving ex-officio, as determined by FUS.
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 student representative to the Council will also be a part of this committee, providing a bridge from alumni to students and students to alumni. Primary Responsibilities include:
 - a. Drafting an annual welcome email to new alumni on behalf of the Council with information about how to get involved (July).

- b. Drafting an update about Council initiatives and projects for the Gazette.
 - c. Calling new alumni in September each year to get personal and professional updates.
- 4. **Career Strategy Committee:** The Career Strategy Committee serves to assist in identifying ways that alumni can help fellow alumni and current students through career development and networking opportunities. Primary Responsibilities include:
 - a. Identifying internships for current students and promote via a monthly newsletter.
 - b. Assisting the Office of Career Strategy at Franklin by promoting to alumni the Franklin Network alumni and student mentor platform.
 - c. Identifying alumni who serve as recruiters for their companies 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 an advancement office representative, may determine the conditions and eligibility for the establishment of alumni clubs. By vote, the Council shall recognize by appropriate means all duly organized chapters of the Association and may establish general geographical areas or special interests to be observed by each club. The establishment of such geographic areas or interest groups, however, shall not prevent any club from including in its activities or meetings any member of the Association.
 - b. **Leadership:** For new club chairs, the Council may solicit applications from within the club. Each club president will be encouraged to nominate a suitable alumnus within their area to the EC to act as an aide. This aide shall have the same access to club resources as the club president and will replace them in the event of removal or resignation.
 - i. **Removal:** The EC, in consultation with the Advancement office, has the right to dismiss club leaders and submit new 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, or fail to uphold the values of FUS/Council or for severe dereliction of duties.
 - 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 FUS/Council or other severe infractions as determined by the EC and Advancement office.
 - d. **Reports:** The chairs and club presidents shall submit a report to the Secretary and Parliamentarian at least three (3) days prior to the meeting on activities since the previous meeting. These reports will be provided in advance to Council members and be reflected by the Secretary and Parliamentarian in the meeting minutes.

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 a show of hands (unless otherwise noted). To pass, a measure must receive support from simple majority of all those present and voting (unless otherwise noted). If the Executive Committee or the Council is deadlocked on a matter on the floor for a vote, the Council President may call upon 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: Club Chair(s), immediate past Council President, the advancement representative, and student representative. 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.

3. Elections: The EC shall be charged with organizing the election and its structure. Each election year the President shall seek nominations from the AC and present candidates for officers to be voted on by the full Council during the May meeting. 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 can run for a Council officer position after having served one year. If there is only one nomination, that person shall be considered the new officer. 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 FUS.
- 2. Disclosure:** A conflict of interest may also be determined to exist if a Council member or their family is an officer, employee, member, partner, trustee, or anyone who has a business relationship with FUS. 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 of interest at the earliest practical time. Further, each Council member shall recuse themselves from discussion of the matter in question unless specifically 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 Council member who may be uncertain whether a given matter or relationship is a potential conflict of interest 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 next Council meeting. These bylaws may 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*.