

BYLAWS  
OF  
THE NORTHERN ILLINOIS UNIVERSITY ALUMNI ASSOCIATION  
AN ILLINOIS NOT FOR PROFIT ORGANIZATION

AMENDED AND RESTATED AS OF JULY 2, 2024

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**BYLAWS OF THE  
NORTHERN ILLINOIS UNIVERSITY  
ALUMNI ASSOCIATION**

**ARTICLE I. – NAME AND OFFICE**

The name of this organization shall be the Northern Illinois University Alumni Association (hereinafter referred to as the “Association”).

**ARTICLE II. – PURPOSE AND MISSION**

The purpose of the Association shall be exclusively educational and charitable. The Association shall establish mutually beneficial relations between Northern Illinois University (hereinafter referred to alternatively as “NIU” or the “University”) and its alumni and promote the interests of the University. The Association has a mission to engage NIU alumni and build long term relationships with NIU alumni and friends, to create alumni-to-alumni connections, to promote the value of an NIU degree by communicating the message of excellence, to promote student career success and to provide experiences that advocate for, promote and strengthen the University community.

**ARTICLE III. – MEMBERSHIP IN THE ASSOCIATION**

**Section 1.     Types of Membership**

A.     General Requirements for Membership: General Membership shall consist of all persons who have either (i) attended four (4) or more full semesters at NIU, or (ii) who have received a degree from NIU.

B.     Honorary Membership: Honorary Membership may be conferred by the Board of Directors to those friends and benefactors of NIU whose services the Board of Directors desires to recognize as vital to the purpose and mission of NIU.

**Section 2.     Privileges of Membership**

A.     General Membership: All members constituting General Membership shall be entitled to attend the Annual Meeting of the Association but shall not be eligible to vote.

B.     Honorary Membership: All members constituting Honorary Membership shall be entitled to attend all Annual Meetings of the Association but shall not be eligible to vote, nor hold elected office within the Association or chair a committee of the Association.

C. Members of the Association shall not be entitled to attend any meetings of the Board of Directors nor of the Executive Committee unless by invitation or if they are a member of the Board or Executive Committee, respectively. The exception is the Annual Meeting.

D. Members of the Association shall not be entitled to vote on any merger, consolidation or dissolution of the Association.

### Section 3. Suspension of Membership

A. General Membership and Honorary Membership: Any member of the General Membership or Honorary Membership shall be suspended for willful infractions of the Bylaws of the Association, or for acts or conduct that the Executive Committee may deem disorderly, injurious, disreputable or hostile to the Association or to the best interests or the objectives of the Association or its members.

## ARTICLE IV. – BOARD OF DIRECTORS

### Section 1. Board of Directors

A. Composition of Board of Directors (in addition to ex-officio members): The Board of Directors shall consist of up to twenty-nine (29) voting and non-voting members as follows: five (5) Officers (namely, the President, up to two (2) Vice Presidents, the Secretary and the Immediate Past President), up to twenty-four (24) Directors (at the discretion of the Board). The Board of Directors in conjunction with University officials shall also name an Executive Director of the Association, who shall be a non-voting, ex-officio of the Board of Directors and shall serve as the Secretary of the Association.

Chairs of Association-approved Affinity/Special Interest Groups, as herein defined and described in Article VII, may be non-voting, ex-officio members of the Board, at the discretion of the Board, or invited from time to time, to attend a meeting of the Board of Directors.

B. Eligibility of Directors: Only individuals who have been granted a degree from NIU are eligible for election as Directors of the Association.

C. Nomination and Election Process of Directors: The Nominating Committee shall present a slate of candidates for the Board of Directors to the current Board of Directors for election. Directors shall be elected by the Board of Directors at the Annual Meeting of the Board of Directors. The Nominating Committee shall oversee the election process. The Board of Directors may opt to vote on the slate as presented, or as individuals. Voting on a slate will first require a majority vote by the Board of Directors to proceed in that manner. In an individual election, those candidates receiving the highest number of votes shall be declared the winners. Tie votes shall be decided by a run-off ballot, which shall be distributed to all current Directors present at the Annual Meeting. All previously arranged audio and/or video

conference voting for the Annual Meeting will be accepted. Persons who are nominated to serve as directors may be invited to any meeting of the Board of Directors as a guest, prior to the dates which such persons' directorships commence.

D. Terms of Office of Directors: Directors shall serve for a three (3) year term or until their successors take office. Directors shall not serve for more than two (2) consecutive terms, except in the instance where a Director is elected as an Officer; in such event, the term shall be extended through the term of the respective office to which the Director was elected. The term of office shall begin on the first day of the new fiscal year immediately following the Annual Meeting at which the Director is elected.

E. Conflict of Interest Statement: All Board members shall be required annually to read and sign the Conflict of Interest Policy in effect for the Association. No Board member shall use his or her position, or the knowledge gained therefrom, in such a manner that a conflict between the interests of the Association or any of its affiliates and his or her personal interests arises. A conflict of interest shall be defined as an actual or perceived interest by a Director or a Director's relative or friend, in an action that results in, or has the appearance of resulting in, personal, organizational, or professional gain.

## Section 2. Powers of Directors

A. To conduct, manage and carry out the affairs and business of the association consistent with the Bylaws of the Association and the direction of the Foundation.

B. To liaise with an Executive Director who shall serve as administrator of the Association under the direction of the Board of Directors and to employ personnel as the Board of Directors deems necessary.

C. To have authority to charter Alumni Chapters, Clubs, Special Interest Groups or Affinity Groups as hereinafter described in Article VII for cooperation with the Association in accordance with regulations adopted by the Board of Directors.

D. To make rules and policies consistent with applicable law, Bylaws of the Association, and the mission and Bylaws of the NIU Foundation.

## Section 3. Quorum

A majority of the voting members of the Board of Directors present or by audio and/or video conferencing shall constitute a quorum except that for removal of an Officer or Director, three-fourths (3/4) of the voting members of the Board of Directors shall constitute a quorum.

## Section 4. Removal or Resignation of Directors

The Executive Committee shall have power to remove or request the resignation of a Director for the willful infraction of the Bylaws of the Association, or for acts or conduct that the Executive Committee may deem disorderly, injurious, disreputable or hostile to the Association, the Board, the University, or to the best interests or the objectives of the Association or its members. A Director shall have the right to resign by submitting written notice to the Executive Director.

#### Section 5. Vacancies

Vacancies occurring in the position of Director may be filled on an interim basis by appointment of the President until the end of the fiscal year in which the vacancy occurs. A partial term does not count towards a Director's term limit.

#### Section 6. Committees of the Board of Directors

A. The Board of Directors is empowered to create standing committees, ad hoc committees, and task forces that are aligned with the current and perceived future needs of the organization.

There will remain two perpetual standing committees, Nominating Committee (outlined below) and the Executive Committee (Article V, Section 2).

#### B. Nominating Committee

1. Composition: The Nominating Committee shall consist of seven (7) members of the Board of Directors who are elected by the Board of Directors. The President shall appoint the Chair of the Nominating Committee, who will select a slate for vote by the Board of Directors.

2. Tenure: The term of the Nominating Committee members shall be for one (1) fiscal year. No member shall serve on the Nominating Committee for more than two (2) consecutive fiscal years.

3. Responsibilities: The Nominating Committee shall: (a) assist in identification of nominees from the Membership with due consideration of any suggestions from any Director and review their qualifications to serve on the Board of Directors, and (b) prepare a slate of candidates for open officer positions to be voted on at the Annual Meeting.

4. Meetings: The Nominating Committee shall meet as needed to review the nomination process and discuss candidates for nomination. Additional meetings may be called by the Chair as deemed necessary.

#### C. Committee Chair Requirements; Other Committees; Service on More than One Committee

The Chair of each committee shall be a current Director who shall be appointed by the President. The President may appoint such other special committee(s), task forces, advisory boards or working groups from within or outside of the Board of Directors, as necessary; and such

committees, advisory boards or working groups shall have such terms and powers as the President or the Board of Directors may determine. Committees are limited to no more than 1/3 of the members of that committee being non-Directors. Potential non-director appointments may be recommended or endorsed by any Director, with approval required by a simple majority of the Executive Committee. Outside of their committee work, non-Directors serve in an advisory, non-voting role.

Any Board member may serve on more than one committee but is required to actively serve on at least one committee.

D. Ex-Officio members

1. In addition to the members of the committees created pursuant to these Bylaws, the President of the Association shall be a voting, ex-officio member of all committees.

2. In addition to the members of the committees created pursuant to these Bylaws, the Executive Director (or his/her representative) shall be a non-voting, ex-officio member of all committees.

ARTICLE V. – OFFICERS AND EXECUTIVE COMMITTEE OF THE BOARD OF DIRECTORS

Section 1. Officers of the Board of Directors

A. Composition of Officers: The Officers of this Association shall be a President, up to two (2) Vice Presidents, Secretary and Immediate Past President. The Executive Director of the Association shall be appointed by the Board of Directors to serve as Secretary and shall be a non-voting member of the Board of Directors of the Association. The outgoing President of the Association shall automatically assume the office of Immediate Past President at the conclusion of his/her term as President and shall be a voting member of the Board of Directors.

B. Eligibility of Officers: To be eligible to serve as an Officer of the Board of Directors, a person must be a current Director and a member in good standing. The President shall be a current Director to be eligible for election, and have been granted a degree from NIU. In the event the President is currently serving as a Director, that such Director position shall be considered vacant and shall be filled in the manner prescribed in these Bylaws.

C. Nomination and Election Process of Officers: The Nominating Committee shall present a slate of candidates for the vacant offices of the Association to the current Board of Directors for approval. Officers of the Association shall be elected at the Annual Meeting by the Directors present at the Annual Meeting. Additional nominations for Officers of the Association may be presented at the Annual Meeting by a majority vote of the current Directors present at the Annual Meeting. The Nominating Committee shall oversee the election process. The Board of Directors may opt to vote on the slate as presented, or as individuals. Voting on a slate will first require a majority vote by the Board of Directors to proceed in that manner. In an individual election, those candidates receiving the highest number of votes shall be declared

the winners. Tie votes shall be decided by a run-off ballot, which shall be distributed to all current Directors present at the Annual Meeting. All previously arranged audio and/or video conferencing for voting at the Annual Meeting will be accepted.

D. Terms of Office of Officers: The President and Vice Presidents shall serve one (1) year terms and shall not serve for more than two (2) consecutive terms. The Immediate Past President shall serve in this office until such time as the President concludes his or her term and then succeeds to that office. By vote of the Board, an exception may be made to the term limits for the members of the Executive Committee in order to accommodate completion of an ongoing project or to accommodate special needs of the Board of Directors. No term may be extended by exception more than twice.

E. Duties of Officers

1. President: The President shall preside at all meetings of the Executive Committee and of the Board of Directors and shall see that orders and resolutions of the Executive Committee are carried into effect.

2. Vice Presidents: In absence of the President or in the event of the President's inability or refusal to act, the Vice President (in order of seniority) shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice Presidents shall perform such other duties as from time to time may be assigned to them by the President or by the Executive Committee.

3. Secretary: The Secretary shall be responsible for accurate and accountable minutes of all Board meetings and of all Committee meetings. The Secretary shall see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law and perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to the Secretary by the President or by the Executive Committee.

F. Removal or Resignation of Officers

The Executive Committee shall have power to remove or request the resignation of Officers for willful infractions of the Bylaws of the Association or for acts or conduct that the Executive Committee may deem disorderly, injurious, disreputable, or hostile to the Association or to the best interests or the objectives of the Association or its members. Officers have the right to resign by submitting written notice to the Executive Director.

Section 1. Executive Committee

A. Composition: The Officers of the Association (President, Immediate Past President, one (1) or two (2) Vice Presidents, and Secretary ), and the Chairs of all standing committees shall constitute the Executive Committee. The Secretary shall be a non-voting, ex-officio of the Executive Committee.



B. Responsibilities: Subject to these Bylaws and organizational policy documents, the Executive Committee shall have general supervision of the affairs of the Association between Board meetings and shall with approval of the Board take official action on behalf of the Board of Directors, receive and review all committee reports, advise, consult and monitor the work of the professional staff.

C. Meetings: The Executive Committee shall meet quarterly and on an as-needed basis as determined by the President, or upon written request of any three (3) members of the Executive Committee with notice thereof delivered no less than twenty (20) days prior to the date of the meeting.

## Section 2. NIU Foundation Representatives

A. Three members of the Board of Directors shall serve as representatives of the Association on the NIU Foundation Board of Directors. One member shall be the President of the Board and two at-large members elected by the Board for a one-year term.

B. The at-large members shall be elected at the same time and in the same manner as officers of the Board of Directors as provided for in Article 5 section 1.C. of the bylaws. Except that prior to presenting nominees for Foundation positions to the full Board the Nominating Committee shall direct the executive director to review the names of the nominees with the President and CEO of the NIU Foundation and advise the committee of any objections or concerns the President and CEO of the Foundation has with the proposed names. The committee shall be provided with those comments and consider moving forward to the Board with the nominees or revising their nomination. So as to facilitate this foundation review any Board member may nominate a Board member for these positions but such nomination must be made in writing to the Chair of the Nominating Committee with a copy to the executive director 30 days in advance of the annual meeting.

## ARTICLE VI. – MEETINGS OF ASSOCIATION AND BOARD OF DIRECTORS

### Section 1. Annual Meeting of the Members of the Association

The Annual Meeting of the Association shall be held within each fiscal year at such time and place as the Board of Directors shall determine and all General Members and Honorary Members shall be entitled to attend. Notice of the Annual Meeting of the Association shall be announced no less than thirty (30) days prior to the date of such meeting.

### Section 2. Regular Quarterly Meetings of the Board of Directors

The Board of Directors shall hold a minimum of three (3) regular meetings each year at such time and place as the Board of Directors shall determine.

### Section 3. Annual Meeting of the Board of Directors

The Annual Meeting of the Board of Directors shall be held in the month of May at a time that is deemed convenient. The meeting may be in-person, virtual, or blended, and shall be considered one (1) of the three (3) minimum quarterly meetings. Notice of the Annual Meeting shall be announced no less than thirty (30) days prior to the date of the meeting.

### Section 3. Special Meetings

Special meetings of the Board of Directors may be called by the President or a majority of the Board of the Directors with notice thereof delivered no less than ten (10) days prior to the date of the special meeting. The purpose of the special meeting shall be stated in the notice.

### Section 4. Quorum

At any meeting of the Association, a quorum shall be constituted by the voting members of the Board of Directors present or by audio and/or video conferencing and no less than a majority of the Board of Directors.

### Section 5. Use of Audio and/or Video Devices

Directors may participate in and act at any meeting of the Board of Directors through the use of a conference telephone or other communication equipment by means of which all persons participating in the meeting can hear each other. Under appropriate circumstances, audio and/or video conferencing may be substituted for conference telephones, so long as all participants can both receive and send communications by means of such devices and be provided with visual or other adequate assurances of the originator of communications received. Participation in such a meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating.

## ARTICLE VII. – AFFINITY/SPECIAL INTEREST GROUPS

### Section 1. Purpose and Mission

Affinity/Special Interest Groups are any group of NIU alumni working with the staff of the Office of Alumni Relations who are organized and committed to work for the advancement of the University and the Association and their missions. These groups seek to reinforce relationships between alumni and the University and provide guidance and support to NIU departments and/or colleges in accordance with the Bylaws.

### Section 2. Membership and Structure

A. Affinity/Special Interest Groups consist of self-identified alumni who register with the Office of Alumni Relations and commit to the stated purpose and mission of Affinity/Special Interest Groups.

B. Affinity/Special Interest Groups shall operate with identified leadership and a specified number of participants.

C. Affinity/Special Interest Groups shall coordinate all activities through the Office of Alumni Relations representative appointed to the group by the Executive Director of the Association.

D. Identified leadership of each Affinity/Special Interest Group may report the group's yearly activities to the Board at the Annual Meeting of the Board of Directors.

#### ARTICLE VIII. – FISCAL YEAR

The fiscal year shall be the same as that of NIU, which is July 1 to June 30.

#### ARTICLE IX. – INDEMNIFICATION

The Association shall defend and indemnify all Officers, Directors and employees of the Association for expenses incurred with the defense or settlement of any claim against such person by reason of service as officer, director or employee, in accordance with policies and procedures adopted by the Board of Directors, unless a judgment or other adjudication shall establish that such claim arose or resulted from any dishonest, fraudulent, criminal, malicious or knowingly wrongful act, error or omission of such person.

#### ARTICLE X. – PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order shall govern the Association in all cases to which they are applicable and in which they are consistent with these Bylaws.

#### ARTICLE XI. – AMENDMENTS TO BYLAWS

Section 1. Amendments to these Bylaws may be proposed by the Board of Directors or by at least ten percent (10%) of all members constituting General Membership.

Section 2.

A. Notice of any proposed amendments to these Bylaws shall be given by the Board of Directors, the President or the Executive Director to all members constituting the General Membership no less than thirty (30) days prior to any meeting of the Board of Directors at which such proposed amendments are to be voted on by the Board of Directors. Any such member wishing to comment on the proposed amendments may do so in the manner prescribed in the notice. Any such comments shall be compiled by the giver of the notice and distributed to the Board of Directors prior to the meeting at which the proposed amendments are to be voted on by the Board of Directors. Notice may include electronic dissemination and/or easily identifiable placement on the Association's website.

B. Amendments to these Bylaws that are proposed by at least ten percent (10%) of all members constituting the General Membership of the Association must be received by the Board of Directors no less than sixty (60) days prior to any meeting of the Board of Directors at which such proposed amendments are to be voted on by the Board of Directors.

Section 3. The affirmative vote of two-thirds (2/3) of the Board of Directors present at a meeting of the Board of Directors shall be required for the approval of all proposed amendments to the Bylaws.

Section 4. The Association is permitted to amend and change organizational Bylaws as it sees fit, so long as the updated Bylaws are not in conflict with the NIU Foundation Bylaws and support the mission of the Association as stated by the NIU Foundation.

Adopted May 11, 1985  
Amended June 4, 1988  
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