

**CHARTER
OF THE
COLORADO COLLEGE ALUMNI ASSOCIATION COUNCIL**
(as adopted November 6, 2018)

**ARTICLE I
PURPOSE/MEMBERSHIP**

Section 1.1 Name. The name of the association is The Colorado College Alumni Association (“Association”).

Section 1.2 Membership. Any person who attends The Colorado College (“College”) for two full semesters in good standing is an alumnus/a of the College. Every alumnus/a of the College is a member of the Association.

Section 1.3 General Powers. The Colorado College Alumni Association Council (“Council”) is the governing body of the Association and is empowered to undertake any action of or on behalf of the Association, subject to this Charter and the oversight of the College.

Section 1.4 Purpose. The Colorado College Alumni Association and its Council are constituted by the authority of the College and operate under the auspices of and in partnership with the College’s Office of Alumni and Family Relations. The Association’s and Council’s primary purpose is to encourage alumni participation through service, volunteerism, and philanthropy in support of the College’s mission.

**ARTICLE II
COUNCIL**

Section 2.1 Council Composition.

(a) *Voting Council Members*: The Council shall be composed of the following voting council members (“Voting Council Members”):

(1) No more than 29 elected members (“Elected Members”) who are elected pursuant to the procedures set forth in Section 2.5(b) below;

(2) the President of the College Fifty Year Club during his/her term of office; and

(3) A member of the Student Alumni Association as designated by that organization, who shall serve a single one year term unless designated to serve an additional year.

(b) *Non-Voting Council Members*. The President of the College; the Vice President of Advancement; and the Director of Alumni Relations shall serve as *ex officio* non-voting Council Members; and, at the discretion of the President, Past Presidents of the Council

(other than the Immediate Past-President) may serve as *ex officio* non-voting members of the Council.

Section 2.2 Terms/Term Limits. Elected Members may serve on the Council for an initial term of two years (“Initial Term”). Thereafter, by mutual consent of the Elected Member and the President of the Council, an Elected Member may serve up to two additional terms of three years each. No Elected Member may serve more than three consecutive terms (i.e., for more than eight consecutive years). Notwithstanding the foregoing term limits, if an Elected Member is on the track to become President of the Council (as defined in Section 3.5), such Elected Member’s term may exceed the term limit until such person has fulfilled all of the duties associated with the office of President, including serving two years as the Immediate Past-President (as defined in Section 3.7). The terms shall be staggered over a period of time through a process determined by the Council.

Section 2.3 Quorum and Voting. A majority of Voting Council Members serving on the Council at the time a meeting notice is sent out under Section 2.12 below shall constitute a quorum. The act of a majority of Voting Council Members present at a meeting at which a quorum is present shall be the act of the Council. All Voting Council Members shall have equal voting privileges to consist of one vote each.

Section 2.4 Removal of Council Members. Any Elected Member may be removed, with or without cause, by a vote of at least two-thirds of the Voting Council Members present at a meeting at which a quorum is present. The Council, upon recommendation of the Governance Committee, shall develop and approve such policies and procedures as reasonable and necessary to implement the previous sentence. Elected Members are required to attend all scheduled meetings. An Elected Member is deemed to have resigned from the Council for failing to attend two or more meetings during the Council’s June 30th fiscal year without an excused absence. Excused absences may be granted in the discretion of the President.

Section 2.5 Vacancies.

(a) Whenever a vacancy of an Elected Member occurs by reason of death, resignation, incapacity, removal or otherwise, such vacancy shall be filled by a majority vote of the Council present at any Council meeting at which a quorum is present. The Elected Member shall be selected from the slate of nominees submitted to the Council by the Governance Committee. The Elected Member shall serve for the remainder of the term created by the vacancy and shall subsequently be eligible to serve two more terms of three years each in accordance with the term limits set forth in Section 2.2.

(b) Prior to June 30 of each odd numbered year, the President and President-Elect, in conjunction with the Governance Committee, shall determine the criteria for new Elected Members to serve on the Council and present the criteria to the Council for approval. Any member of the Association may provide nominees for consideration to the Governance Committee. The Governance Committee shall present the Council with a slate of nominees and the Council shall vote to approve the new Elected Member(s).

Section 2.6 Eligibility. Only members of the Association are eligible for selection as Elected Members.

Section 2.7 Council Meetings. The President of the Council shall call at least two meetings of the Council each year. At least one meeting shall be held in person. All other meetings may be held pursuant to Sections 2.9 or 2.11 below. All meetings of the Council are open to members of the Association. Staff members of the College may attend meetings by invitation of the President of the Council.

Section 2.8 Special Meetings of the Council. The President may call or, at the written request of at least ten (10) Voting Council Members, shall call a special meeting of the Council. Association members may call for a special meeting of the Council by filing a petition signed by at least ten percent (10%) of the Association members and delivered to the Director of Alumni Relations at least sixty (60) days prior to the date of such meeting.

Section 2.9 Telecommunication Meetings. Council Members or the members of any committee of the Council may participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all members participating may hear each other during the meeting. A Council Member or committee member participating in a meeting by this means is deemed to be present in person at the meeting.

Section 2.10 Proxies. Voting by proxy is not permitted.

Section 2.11 Action Without Meeting. Any action of the Council or a committee thereof may be taken through a written document, including via e-mail, where the action is approved by the requisite number of Voting Council Members or committee members that would be needed to approve the same action if voted upon at a meeting held in person or by teleconference. The written action is effective on the date when the requisite number of signatures approving the action is received unless a different date is provided in the written action. Action taken pursuant to this section may be transmitted or received by mail or by U.S. mail or e-mail and must be in a form sufficient to identify (i) the name of the Voting Council Member or committee member; (ii) their vote, abstention, demand, or revocation; and (iii) the proposed action to which such vote, abstention, demand or revocation relates. For purpose of this section, communication to the Council is not effective until received.

Section 2.12 Meeting Notices. Written notice of each in-person meeting shall be sent to all Council Members no fewer than thirty (30) calendar days in advance of the meeting. Written notice of any meeting held under Section 2.9 shall be sent to all Council Members no fewer than ten (10) days in advance of the meeting. Notice may be sent via e-mail or U.S. Mail. A Council Member may waive notice of any meeting before or after the time and date of the meeting stated in the notice.

Section 2.13 Compensation/Volunteer Status. Council Members shall not receive compensation for their services, and shall serve in a volunteer capacity only. Elected Council Members are volunteers and shall sign all required documentation, including but not limited to the College's confidentiality and volunteer agreements and code of ethics as they may change from time to time, and abide by all applicable College policies and procedures.

Section 2.14 Financial Contribution. Each Voting Council Member shall be required to make a financial contribution to the College annually. Failure to make such an annual contribution shall be considered grounds for removal from the Council.

**ARTICLE III
OFFICERS**

Section 3.1 Officers. The officers of the Council (“Officers”) shall be one (1) President, one (1) President-Elect, one (1) Immediate Past-President, and one (1) Secretary. Only Voting Council Members of the Association are eligible for selection as Officers. The Council may appoint such other officers as it determines in its sole discretion.

Section 3.2 Election and Term of Office. The Officers of the Association shall be elected by the Council for a two (2) year term at a regular annual meeting of the Council. If the election of Officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. New offices may be created and filled at any meeting of the Council. Each Officer shall hold office until a successor shall have been duly elected and shall have qualified.

Section 3.3 Removal. Any Officer elected or appointed by the Council may be removed by the Council by a vote of at least two-thirds of the Voting Council Members present at a meeting at which a quorum is present, excluding the Council Member in question, whenever in its judgment the best interests of the Association would be served thereby.

Section 3.4 Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by the Council for the unexpired portion of the term, based upon a slate of nominees provided by the Governance Committee.

Section 3.5 President. The President, or the President’s designee, shall preside at all Council meetings.

Section 3.6 President-Elect. The President-Elect shall automatically succeed to the presidency upon the conclusion of the President’s term.

Section 3.7 Immediate Past-President. The Immediate Past President is the person whose term as President has come to an end immediately prior to succeeding to the office of Immediate Past President. The Immediate Past President shall support the President and the President-Elect on an as-needed basis. The Immediate Past President performs the duties of the President in the absence or disability of the President.

Section 3.8 Secretary. The Secretary shall keep the minutes of the meetings of the Council either electronically or in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of this Charter; be custodian of the corporate records; and in general perform all duties incident to the office of the Secretary.

ARTICLE IV COUNCIL COMMITTEES

Section 4.1 Standing Committees. The Council shall maintain the following standing committees of the Council (“Standing Committees”): Executive Committee, Governance Committee, Nominations and Awards Committee, and the Scholarship Committee. The Chair of each Standing Committee shall also be a member of the Executive Committee. The Council may pass resolutions approving the specific functions, authority, and procedures for each committee of the Council.

(a) The Executive Committee shall consist of the President, the President-Elect, Immediate Past President, the Secretary, and the Chairs of the Standing Committees and Ad Hoc Committees. The Executive Committee shall determine the specific time and place for the Council’s meetings and develop Council agendas. The Executive Committee, when the Council is not in session, shall have and may exercise all of the authority of the Council except to the extent, if any, that such authority shall be limited by this Charter, or by resolutions passed by the Council.

(b) The Governance Committee shall consist of the Immediate Past President or President-Elect as chair and up to eight other members drawn from the membership of the Council and appointed by the President. The Governance Committee shall recommend a slate of nominees for membership on the Council as Elected Members and for Officers and shall be responsible on an ongoing basis for identifying and recruiting alumni volunteers to serve on ad hoc committees and for recruiting and nominating persons to serve as chairs and as members of the Association’s Committees. The Governance Committee shall also maintain a list of potential nominees for all vacant positions in the Association.

(c) The Nominations and Awards Committee shall consist of Council Members appointed by the President.

(d) The Scholarship Committee shall consist of persons appointed by the President.

Section 4.2 Ad Hoc Committees. By the affirmative vote of a majority of Voting Council Members, the Council may form ad hoc committees or task forces and may appoint the members of such ad hoc committees or task forces.

Section 4.3 Membership; Terms. All committee members must be Voting Council Members of the Association. The President or the President’s designee shall be an *ex-officio* member of each committee, except for the Governance Committee. The Director of Alumni Relations shall be an *ex officio* member of each Council Committee. The number of members of a committee formed after the effective date of this Charter or any amendment thereto that establishes a committee shall be fixed by the affirmative vote of a majority of the members of the Voting Council Members. No Committee member may serve on any one committee for more than six consecutive years, including one term of three years as chair.

Section 4.4 Dissolution. An ad hoc committee may be dissolved by the affirmative vote of a majority of the all Voting Council Members.

**ARTICLE V
FUNDS**

The Association shall have no funds or property of its own. All contributions to it and all property it receives or uses shall belong to and be the property of the College. No funds, donations, or other property of any kind shall be used for or accrue to the private or personal benefit of any individual who is a member of the Association, the Council, or member of an advisory committee.

**ARTICLE VI
AMENDMENTS**

This Charter may be amended upon the affirmative vote of at least two-thirds of the Voting Council Members voting on the proposed amendment at any meeting where a quorum is present or by the unanimous written consent of all of the Voting Council Members.