

ALUMNI ASSOCIATION SALUS UNIVERSITY

BYLAWS

May 2, 2009

PREAMBLE

We, the graduates of Salus University, have come together and caused to be organized an Association hereafter to be known as the ALUMNI ASSOCIATION of Salus University (the Association).

Article I - PURPOSE

The purposes of this Association are set forth as follows:

1. To uphold the professions advanced by Salus University (the University and/or Salus), and its alumni.
2. To support and promote the educational objectives of the University and the continued professional development of its graduates.
3. To promote the good and welfare and professional development of students of the University.
4. To enhance the financial resources of the University.
5. To represent the interests of alumni in matters affecting the University.
6. To stimulate fellowship among the alumni of the University.

Article II - MEMBERSHIP

Section 1 - Regular Membership

Upon graduation from Salus University, each alumnus shall automatically be a member of the Association. Only members are entitled to vote at the Annual Meeting and run for an office or directorship on the Board of Directors (the Board).

Section 2 - Honorary Membership

Any person who has been awarded an honorary degree by the University shall become an honorary member by right. Any person who has attained high standing in the professions advanced by the University and/or has provided distinguished service to the University may be granted honorary membership on recommendation of the Board. Honorary members shall not have the right to vote or hold office but shall have the privilege of the floor at meetings of the Board and the Annual Meeting.

Section 3 - Membership Certificate

A suitable certificate of membership shall be presented to each graduate.

Article III - GOVERNMENT

Section 1 - Officers

The officers of the Association shall be President, President Elect, Vice President, Secretary and Treasurer and shall be known as the Executive Committee. This Committee shall act for the Board between regularly called meetings and shall meet at the call of the President. All Officers are voting members. The President is elected for a one (1) year term and may serve two (2) consecutive terms. The other officers are elected annually with no restrictions on the number of terms. All officers shall assume office immediately following the Annual Meeting.

Section 2 - President.

The President presides at all meetings, appoints committees, and in general performs all the usual duties attending the Office. The President is an Ex-officio member of all Association committees. At the completion of his/her term, the President serves as an Alumni Representative on the appropriate College Advisory Board and Chairman of the Association's Nominating Committee.

Section 3 - President-Elect

The President-Elect shall act in the absence of the President and presides at all meetings when the President is absent. The President-Elect shall succeed to the office of President when the President's term of office expires. If the office of President becomes vacant due to disability or death, the President-Elect shall assume the duties of President for the unexpired term and shall then assume the office of President for the one-year term to which elected.

Section 4 - Vice President

The Vice President shall preside in the absence of the President and President-Elect. Should the offices of President and President-Elect become vacant due to disability or death, the Vice President shall assume the office of President for the unexpired term.

Section 5 - Secretary

The Secretary shall record the minutes of all Board, Executive Committee and Association meetings, file reports and papers received by the Association and provide file copies to the Alumni Office; provide committee chairpersons with names and addresses of committee members, notify Board members of meetings, update and distribute the Handbook and Directory and issue membership certificates to new graduates. The Director of Alumni Relations shall provide secretarial services to the Secretary.

Section 6 - Treasurer

The Treasurer shall receive the income of the Association and executes all the disbursements authorized in and voted properly at the regular or special meetings of the Board and/or the Association. The Treasurer shall request a detailed accounting of all funds from the college business office for all meetings of the Board and the Annual Meeting of the Association. The Treasurer's Report presented at the Annual Meeting is to be an annualized report covering the period of July 1 to June 30. The Treasurer serves as Chairperson of the Finance Committee.

Section 7 - Immediate Past President The Immediate Past President serves as an Alumni Representative to the appropriate College Advisory Board and as the Chairperson of the Nominating Committee.

Section 8 - Directors

There shall be a maximum of fifteen (15) elected Directors, representing each of the Colleges, and elected to a one-year term and serving no more than six (6) consecutive terms. It shall be the duty of these Directors along with the Officers to act upon all matters pertaining to the Association in the interim period between Annual Meetings. An elected Director is an alumnus of Salus University who has been duly nominated and elected to hold office based on demonstrated involvement, support, and commitment to the University and the Association. In accepting the one-year term, this alumnus agrees to fulfill the requirements and meet the responsibilities associated with the office. These include, but are not limited to:

- (1) Attending or participating in at least two (2) scheduled Board meetings or Association activities. Board meetings are held three times per year.

Elected Directors are voting members and shall be on call at the direction of the President

Section 9 - Board of Directors

The Officers, the elected Directors and the Immediate Past President shall constitute the Board of Directors (the Board). It shall be the duty of the Directors along with the Officers (The Executive Committee), to act upon all matters pertaining to the Association in the interim period between Annual Meetings. The elected Directors are voting members and shall be on call at the direction of the President. The Past President of the Association serves as an Alumni Representative to the appropriate College Advisory Board.

Section 10 - Advisory Board of Class Representatives

Class Representatives shall be invited to Alumni Association Board meetings. Class representatives shall have the privilege of the floor but shall not have the right to vote at meetings of the Board.

Section 11 - Nomination of Officers and Directors

The Nominating Committee is appointed by the President and shall have no less than three (3) members. The Chairperson of this committee shall be the Immediate Past President of the Association and the other members shall be members of the Board. The slate of Officers and Directors shall be presented to the Board of Directors not later than the meeting prior to the winter meeting for review by the Board, before distributing the ballot to the entire alumni body.

Section 12 - Election of Officers and Directors

The slate of Officers and Directors submitted by the Nominating Committee shall be posted online prior to the Annual Meeting. The slate of Officers and Directors shall be voted upon by the members of the Alumni Association attending the Annual Meeting of the Association held in conjunction with the Alumni Association Reunion, via electronic ballot or via telephone. All candidates shall be notified of the results of the election immediately and shall and assume office immediately following the Annual Meeting.

Section 13 – Attendance

If, during any fiscal year, any Officer or Director fails to attend or participate in two (2) of three scheduled Board meetings either in person, via phone or electronically without a satisfactory excuse to the President, membership on the Board of the individual may be declared vacant by a majority vote of the Board.

Section 14 – Vacancy

A vacancy occurring among Officers and/or Directors shall be filled by appointment of the President with approval by the Executive Committee and such appointees shall serve the unexpired term until the next election.

Article IV - COMMITTEES

Standing Committees. The standing committees of the Association shall be Awards, Bylaws, Executive, Finance, Nominating, Reunion/Special Events and Student Relations. An Officer or Director shall chair all committees.

Section 1 Awards Committee

This committee selects award recipients from nominations received from alumni at-large through the Office of Alumni Relations. Awardees are honored at the Annual Alumni Reunion. The awards are Alumnus of the Year, Distinguished Service, Public Service and Special Recognition. Details of the awards are listed in Standing Rules.

Section 2 - Bylaws Committee

This committee monitors the Bylaws for updates and makes recommendations to the Board on wording of Bylaw amendments prior to their going before the entire Association for final ratification.

Section 3 - Executive Committee

This committee consists of the President, President-Elect, Vice President, Secretary and Treasurer. This Committee shall set the agenda for Board Meetings and shall have authority to act on matters between regular meetings of the Board. Such action shall be reported to the Board at the next meeting. This committee meets at the call of the President.

Section 4 - Finance Committee

This committee is responsible for the fiscal integrity of the Alumni Association and its programs. It accomplishes this by overseeing income from investments so the Association can most effectively achieve its mission. This committee prepares and presents the Association budget, reviews requests for funding and makes recommendations to the Board in this regard. (The Treasurer shall be the Chairperson of this committee.)

Section 5 - Nominating Committee. See Article III, Section 11.

Section 6 - Reunion/Special Events Committee

This committee shall plan and implement the Annual Alumni Reunion, with assistance of the Office of Alumni Relations. It will also serve as an advisory committee with regard to other alumni events.

Section 7 - Student Relations Committee

This committee shall evaluate the activities of the Association so as to promote goodwill and interaction between the alumni and the student body and recommend methods for improvement. This committee will also include up to four (4) student representatives, appointed by the President of Student Council.

Section 8 - Duties of Chairperson

Chairpersons shall preside over their respective committees. Upon request of the President, or when deemed necessary by the chairperson, an oral status report of the committee's activities may be presented at a Board meeting.

Section 9 – Vacancies

The President, with the approval of the Executive Committee, shall appoint an active member to complete the term of a committee chairperson that becomes vacant. The President shall appoint an active member to fill a committee vacancy.

Article V - FINANCES

Section 1 - Fiscal Year

The fiscal year of the Association shall be from July 1 to June 30.

Section 2.

The funds of the Association shall be invested with the College funds as set forth in a financial agreement between the College and the Association dated January 8, 1988. Interest earned on such funds shall be applied to the Association's activities unless otherwise specified by the Board.

Section 3 - Authorization. See Article III, Section 6.

Article VI - MEETINGS

Section 1 - Annual Meeting

The Annual Meeting shall be held yearly at sometime during the Alumni Reunion. This meeting shall consist of a report by the President on the state of the Association, installation of the newly elected officers and directors, and, if necessary, voting on items of business such as amendment of Bylaws. A two-thirds vote of the members present is required to ratify any proposed Bylaws changes. A majority vote shall be required to approve all other business.

Section 2 - Board of Directors Meetings

The Board shall meet a minimum of three times a year, including the Annual Meeting. A quorum shall consist of fifty percent plus one Director. Directors shall be notified of meetings by mail, which shall include the agenda and informational material for discussion at the meeting.

Section 3 - Special Meetings

The President may call a special meeting of the Board. The Board shall be given two weeks written notice of such special meeting, stating time and objective of the meeting. The President shall call a special meeting of the Association at the written request of a majority of the Board. Association members shall be given thirty days notice of such meeting.

Article VII - AMENDMENTS

Section 1.

The bylaws may be amended at the Annual Meeting by two-thirds (2/3) of the votes cast at any Annual Meeting, provided that the proposed amendment had been recommended by a previous Annual Meeting or by the Board of Directors of this Association, and that one (1) copy of the proposed amendment had been received by the secretary of this Association not less than forty-five (45) days before the Annual Meeting which is to consider and act on the proposed amendment. Due notice and written copy of the proposed change(s) shall be distributed to each member at least thirty (30) days prior to the Annual Meeting at which time said amendment or change(s) is to be considered.

Article VIII - PARLIAMENTARY AUTHORITY

Section 1.

Robert's Rules of Order shall be the parliamentary authority for all meetings of the Association, the Board and all committees.

Article IX - PAPERS, RECORDS AND PROPERTY

Section 1.

It is hereby agreed that all paper, records and property of the Association used by the above Officers are continually and shall always remain the property of the Alumni Association and at the termination of any term of each or any of the above Officers, retiring Officers shall immediately present to their successors any or all such records to insure continuity of recordings and routine correspondence (for) of the Association.

STANDING RULES

1. Committee Activities

Committees shall meet at the call of their chairperson. Written reports may be presented to the Board of Directors. Such reports may be forwarded to the Alumni Office at least ten days in advance of the Board meeting.

2. Alumni Association Awards Defined

- ***Alumnus of the Year.*** This award may be, but does not have to be, presented to an alumnus of each College within Salus University who has distinguished himself/herself through extraordinary service and contributions to their profession, bringing honor and prestige to Salus University.
- ***Distinguished Service Award.*** This award is presented to a non-alumnus who is closely identified with Salus University and who has provided notable service to the University and their profession.
- ***Public Service Award.*** This award is presented to a person (or organization), preferably of national standing, which has made a recent significant contribution to Salus University or their profession.
- ***Special Recognition Award.*** This award is presented as special recognition of an individual's or organization's contribution to Salus University, their profession or their community.

3. Standing and ad hoc committees.

Standing and ad hoc committees shall be discharged, with approval of the Board, when their mission has been accomplished.

4. Representatives to the College Advisory Boards

The President of the Alumni Association, in conjunction with the Dean, will appoint a representative to each College Advisory Board.

5. Amendment to Standing Rules

The standing rules may be amended by a majority vote of the Board of Directors at any stated meeting provided that ten (10) days written notice has been given.

05/02/2009