

SAMPLE-- Constitution
The Ohio State University Alumni Club
of WOOD COUNTY

Article I - Name

The name of this organization is The Ohio State University Alumni Club of __WOOD COUNTY_____. (hereafter referred to as the 'Club').

Article II - Object

The Club is formed to promote the advancement of the best interests of The Ohio State University and The Ohio State University Alumni Association, Inc. (hereafter referred to as the 'Association') by providing fellowship and the furtherance of professional relationships among alumni, friends and former students of The Ohio State University (hereafter referred to as the 'University'). It shall be an integral part of The Ohio State University Alumni Association, Inc., the official alumni organization of the University. The Club will also promote and support the mission of The Ohio State University Alumni Association, Inc.

Article III – Membership and Dues

Section 1: All persons who hold degrees awarded by the University including associate, bachelor, graduate, professional, and honorary degrees, or are medical resident graduates of the University, are eligible for membership in the Club, may serve as an officer and on the Board of Governors and can vote on matters of the Club.

Section 2: All persons who were in good standing as dues-paying members as of July 1, 2012 as either Life Members or Annual Members of the Association, but do not hold a degree from the University, are eligible to hold office, may serve as a committee member, and are eligible to vote on matters of the Club as determined by the Board of Governors of the Club.

Section 3: Other individuals, who by their interest and activity have distinguished themselves by their work for the Club, may be entitled to honorary membership by special action of the Board of Governors of the Club. Honorary members may not hold office. The Board of Governors shall determine if honorary members are allowed to vote on matters of the Club.

Section 4: Such non-alumni who express an interest in membership in the Club may be granted associate membership in the Club. Associate members may not hold office. The Board of Governors shall determine if associate members are allowed to vote on matters of the Club.

Section 5: Dues may be as established by the Board of Governors.

Section 6: Membership in good standing is defined as having membership dues paid for the current year.

Article IV - Officers

Section 1: The officers of the Club shall consist of at least a president, vice president, secretary, treasurer, *all of whom must be Active Members in the Association.*

Section 2: The duties of the officers shall be such as are generally exercised by such officers, and such as may be assigned to them respectively by the Board of Governors of the Club from time to time.

Article V - Duties of Officers

Section 1: President: The president shall preside at all meetings of the Club, shall serve as the chairperson of the Board of Governors of the Club and an ex officio member of all committees, shall become familiar with alumni club resources and shall attend or assign designee to necessary training workshops.

Section 2: Vice President or President- Elect: The vice president or president-elect shall assist the president. In the absence or disability of the president, or at his or her request, the vice president or president-elect shall perform the duties of the president. If the office of president becomes vacant, he or she shall become president for the unexpired term.

Section 3: Secretary: The secretary shall have the custody of the names and addresses of the alumni in the area provided by the Association and shall record all changes, immediately notifying the Association of any additions or corrections to the list. The Club shall not release the list for political, commercial or personal gain. Release of the list shall be made only on approval by the Association, subject to the constitution of the Association. Any person(s) in violation of this policy shall be subject to expulsion from office by the Board of Directors of The Ohio State University Alumni Association, Inc. The secretary shall arrange to send out notices of regular or special meetings of the Club and shall send reports of all meetings and activities of the Club to the Association. He or she shall assist the president of the Club.

Section 4: Treasurer: The treasurer shall supervise all receipts and expenditures of Club funds. If dues are charged, he or she shall collect and disburse them subject to the approval of the Board of Governors of the Club. As requested, the treasurer shall complete and submit annual financial forms to the Association. Additionally, he or she shall complete and submit any documents that may be required by the Internal Revenue Service. He or she shall assist the president of the Club.

Article VI - Board of Governors

Section 1: The Board of Governors, *all of whom must be Active members of the Association*, shall consist of:

- a. The above-named officers.
- b. The chairpersons of the standing committees as defined in Article VIII.
- c. The immediate past president of the Club.
- d. As many additional members as the local club may choose to elect.
- e. The president/CEO of the Association, or his or her designee as an ex officio member, without a vote.
- f. A student representative selected by the board to serve as an ex officio voting member.

Section 2: The Board of Governors shall have full power to fill all vacancies.

Section 3: The governance of the Club and the direction of its activities shall be vested in the Board of Governors.

Section 4: A meeting of the Board of Governors must be called by the president of the Club upon written request of three members of the Board of Governors.

Section 5: The Board of Governors shall hold at least two meetings a year and others at the discretion of the president.

Article VII – Membership Meetings

Section 1: At least one member meeting must be held each year. Failure to comply with this provision shall make the Club charter subject to revocation by the Association.

Section 2: There shall be such other meetings each year as the president, with the approval of the Board of Governors of the Club, deems desirable.

Section 3: The president of the Club must call a meeting upon the written request of ten members of the Club. Upon failure of the president to call such a meeting within ten days of such request, the meeting may be called by any other officer or member of the Board of Governors, or by the ten petitioning members. In such instance, the president/CEO of the Association or designee shall be notified, and shall send due notice of the time, place and purpose of the meeting to all members of the Club.

Section 4: Where this constitution fails to provide authority for procedure, *Robert's Rules of Order* shall be used.

Article VIII - Committees

Section 1: The president of the Club shall appoint the following standing committees with the approval of the Board of Governors:

a. Meetings & Programs: It shall be the function of this committee to organize the meetings of the Club; plan the program; obtain the publicity for them; and to arrange notification by mail, electronic means or phone to the Club.

b. Membership: It shall be the duty of this committee to check the names of those eligible for membership with the Club and to use all means possible to encourage non-members to do their share in furthering the interests of the university by joining the Club. This committee shall work closely with the secretary in maintaining an accurate list of the names and addresses of the alumni, former students and other supporters of the Association and University in the Club area. The committee will also encourage alumni to become Active Members of The Ohio State University Alumni Association, Inc. whenever possible.

c. Student Recruitment & Scholarship: This committee shall serve as the communication link between the Director of Student Recruitment and the Club. The committee shall become familiar with alumni student recruitment resources, Admissions Office brochures, and attend necessary training workshops and update sessions. It shall be the duty of the committee to distribute scholarship applications, literature and entrance forms to local high schools and outstanding students ready for college. The committee shall be responsible for screening and interviewing applicants for Club scholarships and make recommendations for Club scholarship award winners to Board of Governors of the Club.

Section 2: The President of the Club, with the approval of the Board of Governors, shall appoint such additional committees as in the President's judgment the interests of the Club may require, and may prescribe the duties of such committees.

Articles IX - Elections

Members of the Board of Governors shall be elected by a majority vote each year at the annual member meeting and shall hold office until their successors have been qualified and elected. Elections will be held at the annual meeting to replace board members whose terms have expired as defined in the Club bylaws.

Article X - Bylaws

The Club is permitted to establish bylaws at any regular board meeting of the Club, a quorum being present, by a two-third vote of all board members present, provided that notice of such proposed bylaw shall be provided via mail, electronic means or phone to each board member at least ten days before such meeting. No amendment or addition to the bylaws can be made which is not in harmony with the Club constitution or is contrary to the constitution of the Association.

Article XI - Adoption

This constitution shall be officially adopted upon its approval by a majority vote of the members of the local Club in attendance at any regular or special meeting of the Club. It shall take effect upon the granting of a charter by the Board of Directors of the Association authorizing its functioning as an official alumni club of The Ohio State University.

Article XII - Amendments

This constitution may be amended by a majority vote of the total votes cast in a manner decided upon by the Board of Governors of the Club. No amendments shall take effect until duly approved by the Board of Directors of The Ohio State University Alumni Association, Inc.

Reviewed 1/21/16

Diane Gannon, President
Mark Hamen, student recruitment
Bernie Scott, at large
Courtney Bockbrader, secy

OHIO STATE UNIVERSITY ALUMNI ASSOCIATION

CHARTER TO

Wood County

PREAMBLE:

Our alumni clubs and societies play a critical role in the success of the Ohio State University Alumni Association, and therefore also to the University's overall mission and success. Alumni clubs (geographically-based) and societies (college, unit, or special interest-based) are groups of Ohio State alumni, supporters and friends; these groups exist to promote the university, the Association, and their group through communications, community relations, student recruitment, scholarship fundraising, fellowship, networking, and other activities.

It is necessary for the Ohio State University Alumni Association to ensure alignment of our individual and collective efforts, optimization of resources, and identification of the areas of shared responsibility to the University that we have, and are articulated as follows:

The [name of club or society] (the "Organization") will be governed by three documents. The first is the Ohio State University Alumni Association Constitution, which sets forth the overall governance of the Alumni Association and its component members, programs, clubs and societies. The second is this Charter that determines the particular rights and obligations between the Organization and the Ohio State University Alumni Association (the "Association"). The third is the Organization's Constitution that determines the internal governance of the Organization.

1. **Chartered Object.** The Object which the Organization is chartered to carry out is set forth in its Constitution.
2. **Benefits to the Organization.** For purpose of carrying out its Object, the Benefits that the Organization will receive from the Association include those set forth in Schedule 1.
3. **Use of University's Name and Trade and Other Marks.** One of the Benefits includes use of certain University trademarks, service marks, trade dress, or other University symbols or indicia licensed by the University to the Association. Pursuant to the license, neither the Organization, nor the Organization's members, nor any of the members of Organization's governing body or officers will use any University trademark, service mark, trade dress, or other University symbol or indicia in a manner inconsistent with the directions of the University or the Association, which instructions may be communicated by the University or the Association from time to time and will be effective upon receipt. The current University identity standards and style guidelines that must be complied with by the Organization are set forth in Schedule 2.
4. **Obligations of the Organization.** In consideration for the Benefits, the Obligations of the Organization, any governing body, and its officers are as follows:
 - (a) Each member of any governing body and each officer of the Organization will carry out the Organization's Object (1) with the care that an ordinarily prudent person in a like position would use under similar circumstances (duty of care) and (2) in a manner he or she reasonably believes to be in or not opposed to the best interests of the Organization (duty of loyalty) taking into account the best interest of the University and the Association.
 - (b) The Organization's governing body or officers will be responsible for (1) authorizing all matters important to the Organization, such as matters of policy, direction, strategy and governance; and (2) overseeing matters critical to the health of the Organization for its various stakeholders, such as the Organization's ability to pay its obligations as they

become due, the fairness of any compensation or transaction with others, adequacy of its internal controls, reliability of its financial statements, completeness of its financial and other disclosures, compliance with laws as well as the Organization's policies, adequacy of any fund raising programs, and enhancement of the Organization's reputation consistent with the reputation of the University and the Association.

- (c) Any decisions made regarding any transaction in which any Organization member or member of the Organization's governing body or officers has an economic or personal interest will, to the extent possible, be approved by members of the Organization's governing body.
- (d) Any actions taken by the Organization, the Organization's members on behalf of the Organization, and the Organization's governing body and officers will be consistent with its federal tax-exempt status and with the federal tax-exempt status of the Association as a 501(c) (3) charitable organization.
- (e) Neither the Organization, nor any of the members of the Organization's governing body or officers will publicly disparage the University or the Association. This is not to discourage frank discourse between the Organization or members of the Organization's governing body or officers and appropriate representatives of the Association or the University.

5. Dispute Resolution. Any dispute between the Organization or the Organization's governing body or officers and the Association will be resolved first by discussions between one, but not more than three, of the Organization's governing body or officers who are designated by the Organization with authority to settle such dispute, and one but not more than three Association representatives designated by the Association with authority to settle such dispute. Discussions may be initiated by notice of the Association to the Organization or by the Organization's governing body to the Association stating a date by which such discussions shall commence. The purpose of such discussions will be to settle such dispute, or enter into an action plan to result in resolution of the dispute. Either the Organization or the Association may request, at any time during the discussions, that the Association's President appoint someone to facilitate such discussions. The facilitator shall have the authority to call and set the date and time for discussions and for implementation of an action plan. Any dispute not resolved by good faith discussions or after good faith attempts to implement an action plan may be referred by either the Organization or the Association to the Association's Board of Directors, which will have the sole discretion whether to consider, and if it determines to consider, how to consider such dispute. Unless granted by the Association's Board of Directors, the Organization will have no right to appear before the Association's Board of Directors other than to submit to the Board of Directors a memorandum stating its position. Any decision by the Board of Directors will be binding upon both the Organization and the Association, and may include termination of this Charter, the Object, and Benefits. The Organization will also have the right to terminate its Charter, its Object, and Benefits. In the event of any such termination, all amounts or other obligations, if any, owed by either Organization's or the Association to the other, will be settled within sixty (60) days.

6. Miscellaneous.

- (a) **Review of this Charter.** Either the Organization or the Association may request to review and evaluate the provisions of this Charter and the performance of each the Organization and the Association when either deems appropriate.
- (b) **Governance.** If the terms of the Organization's articles or certificate or regulations or bylaw conflict with the terms of this Charter, the conflicting terms will be construed so that the terms of this Charter will prevail.

- (c) **Discussions or Meetings.** Notwithstanding anything to the contrary, any discussions under this Charter or other meetings between representatives of the Organization and the Association may be held through any electronic communication pursuant to which each person participating is able to hear or read what each other person is hearing or reading, and such participation will constitute attendance at such discussions or meeting.
- (d) **Inspection.** The Organization will permit a representative designated by the Association, at Association's expense, to examine the Organization's books of account and records and to discuss with the Organization's governing body or officer performance of the Organization's Objective or other activities or its business, finances and accounts, all at such reasonable times as may be requested by Association.
- (e) **Notices.** Any notice or other communication to be given to a party hereunder will be in writing and will be mailed by United States certified mail, postage prepaid, or delivered by messenger or commercial overnight courier, or sent by email or fax at any of the applicable address(es) or number(s) designated below or at any other address(es) or number(s) most recently designated by that person for this purpose:
- (1) If to the Association, at:
- The Ohio State University Alumni Association, Inc.
2200 Olentangy River Road
Columbus, OH 43210
United States of America
adv-alumniassociationboard@osu.edu
Fax: (614) 292-1874
Telephone: (614) 292-2200
- (2) If to the Organization, at: 10346 Bridgwood Perry'sburg, OH 43551
gannond1958@gmail.com
State mailing address, email address and fax number
- (f) **Successors.** This Charter will inure to the benefit of, and be binding upon, each party and that party's respective successors and assigns.
- (g) **Governing Law.** This Charter will be governed by and construed under the laws of the State of Ohio.

SIGNATURES

IN WITNESS WHEREOF, the parties hereto have executed this Charter effective as of the date of the latest signature set forth below.

[Name of Organization]
OSU Alumni Club of Wood County

The Ohio State University Alumni Association, Inc.

By: Diane L. Gammow

By: _____

Its: President

Its: _____

Dated: January 21, 2016

Dated: _____