

CONSTITUTION

OHIO STATERS, INC. ALUMNI SOCIETY

Article I – Name

The name of this organization is The Ohio State University Ohio Staters, Inc. Alumni Society ("*Society*"). It shall be an integral part of The Ohio State University Alumni Association, Inc. ("*Association*"), the official alumni organization of The Ohio State University ("*University*").

Article II – Purpose

The Society is formed as a group of Thinkers, Believers, and Doers who promote the mission, values, and best interests of Ohio Staters, Inc. ("*OSI*"). To these ends, the Society, through its Members and other resources, will support and advance OSI, support and promote the University, preserve OSI traditions, and foster a spirit of loyalty and fraternalism among the members of the Society through service, unity of purpose, and fellowship. The Society will also promote and support the mission of the Association.

Article III – Membership and Dues

Section 1: All persons who hold degrees awarded by the University, including associate, bachelor, graduate, professional, and honorary degrees, and who were active members of OSI, are eligible for membership in the Society, and may vote on matters of the Society, hold Society office, and serve on the Society's Board of Governors ("*Board*").

Section 2: All current University faculty and staff who are members of OSI are eligible for membership in the Society, and may vote on matters of the Society, but cannot hold Society office or serve on the Society's Board (unless they meet the criteria set forth in Section 1 of this Article III).

Section 3: All former University faculty and staff who were members of OSI are eligible for membership in the Society, and may vote on matters of the Society, hold Society office, and serve on the Society's Board.

Section 4: Any other persons who, by their interest and activity have distinguished themselves in furthering the object of the Society, may be entitled to honorary membership by special action of the Board of the Society. Honorary members may not vote on matters of the Society, hold Society office, or serve on the Society's Board.

Section 5: Each person covered under Sections 1–4 of this Article III shall be, individually, a "*Member*," and collectively, the Society's "*Members*." All Members of the Society are encouraged to be active members of the Association.

Section 6: Dues, if any, may be as established by the Board.

Section 7: Membership in good standing is defined as having Society membership dues paid for the current term, if applicable.

Article IV – Officers

Section 1: The officers of the Society shall consist of a President, Vice President, Secretary, and Treasurer (each person covered under this Section 1 of Article IV shall be, individually, an “Officer,” and collectively, the Society’s “Officers”), all of whom must be Board Members in accordance with Section 1(a) of Article V and active members of the Association.

Section 2: The duties of the Officers shall be assigned in the Bylaws of the Society.

Section 3: Each Officer shall be elected by the Board for one three-year term. In the event that any Officer’s three-year term shall expire prior to the election of their successor, such Officer shall serve until their successor has been elected and qualified. Officers cannot serve more than two consecutive terms in a single office.

Section 4: The expiration of an Officer’s term as an Officer shall have no effect on their term as a Board Member except as set forth in Section 5 of Article V.

Section 5: If an Officer fails to fulfill their duties as outlined in this Constitution, they may be removed by a two-thirds vote of the Board. The Officer that is the subject of the removal shall recuse themselves from the Board vote to remove. There must be cause shown that the Officer is failing to fulfill their duties or has engaged in conduct unbecoming of an Officer and should be removed.

Article V – Board of Governors

Section 1: The Board of the Society shall consist of the following, all of whom must be active members of the Association (each person covered under this Section 1 of Article V shall be, individually, a “Board Member,” and collectively, the Society’s “Board Members”):

- a. At least eight and no more than 12 eligible Society Members elected to the Board by the Members of the Society as outlined in Article VIII and the Society’s Bylaws;
- b. The former President of the Society as an ex officio voting member (for one year following the expiration of such President’s term);
- c. The President/CEO of the Association or the President/CEO’s designee as an ex officio voting member;
- d. The OSI faculty advisor as an ex officio voting member; and

- e. Two student representatives as ex officio voting members.

Section 2: The governance of the Society and the direction of its activities, including those not specifically addressed within this Constitution or the Society's Bylaws, shall be vested in the Board.

Section 3: The Board shall have full power to fill all Officer and Board vacancies.

Section 4: The Board shall hold at least two meetings each calendar year, whether in-person or virtual. The Board may hold other meetings at the discretion of the President. Additionally, a meeting of the Board must be called by the President of the Society upon written request of at least three Board Members.

Section 5: Upon the expiration of the term of a Board Member serving concurrently as an Officer, such person's term as a Board Member shall be extended until the expiration of his or her term as an Officer. Such extension shall occur even in the event that the extension prohibits compliance with Section 1(a) of Article V. Upon expiration of such person's term as an Officer, they may only continue to serve as a Board Member upon proper election to the Board by the Members of the Society as outlined in Article VIII and the Society's Bylaws.

Section 6: A quorum necessary to conduct the business of the Board shall consist of no fewer than six Board Members present, and Board decisions and actions shall require a majority vote of such Board Members present, unless otherwise set forth in this Constitution or in the Bylaws.

Section 7: If a Board Member fails to fulfill their duties as outlined in this Constitution, they may be removed by a two-thirds vote of the Board. The Board Member that is the subject of the removal shall recuse themselves from the vote to remove. There must be cause shown that the Board Member is failing to fulfill their duties or has engaged in conduct unbecoming of a Board Member and should be removed.

Article VI – Membership Meetings

Section 1: The Society shall hold at least one membership meeting each calendar year, whether in-person or virtual. Failure to comply with this provision shall make the Society 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, deems desirable.

Section 3: In the event that any Member or Members desire(s) to call a membership meeting other than the annual Society meeting, such Member or Members shall send or mail by electronic means a written request to any Board Member(s) for such membership meeting. The Board shall consider such written request and shall determine whether to call such membership meeting within 10 days of receipt of the written request.

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

Article VII – Committees

Section 1: The Executive Committee shall be an ongoing standing committee of the Society and shall consist of the Officers of the Society.

Section 2: Additional committee structures of the Society shall be decided by the Board and outlined in the Bylaws.

Article VIII – Elections

Board Members shall be elected each year at the annual membership meeting and shall hold office until their successors have been elected and qualified. The terms will be staggered.

Article IX – Bylaws

The Society is permitted to establish its Bylaws at any regular meeting of the Board, provided that notice of such proposed Bylaws shall have been mailed or sent by electronic means to each Board Member at least 10 days before such meeting. No amendment or addition to the Bylaws can be made which is not in harmony with this Constitution or is contrary to the Constitution of the Association.

Article X – Adoption

This Constitution shall be officially adopted upon its approval by a majority vote of the Society in attendance at any regular or special meeting of the Society. It shall take effect upon the granting of the charter by the Board of Directors of the Association ("*Association's Board*"), authorizing its functioning as one of the official alumni constituent societies of the University.

Article XI – Amendments

This Constitution may be amended by the Board. No amendments shall take effect until duly approved by the Association's Board.

-

Adopted: October 6, 2021