AMENDED AND RESTATED BY-LAWS

OCCIDENTAL COLLEGE ALUMNI ASSOCIATION

Adopted April 26, 1965
Amended May 27, 1968
Amended May 25, 1970
Amended October 21, 1974
Amended January 12, 1978
Amended May 19, 1978
Amended and Restated May 18, 1981
Amended October 12, 1981
Amended July 27, 1982
Amended and Restated October 19, 1987
Amended and Restated May 1, 1989
Amended and Restated October 23, 1989
Amended and Restated February 11, 1991
Amended and Restated October 12, 1992
Amended and Restated June 13, 1994
Amended and Restated June 8, 1998
Amended and Restated June 11, 2001
Amended and Restated February 4, 2002
Amended and Restated June 3, 2002
Amended and Restated December 9, 2002
Amended and Restated April 12, 2004
Amended and Restated May 30, 2006
Amended and Restated April 11, 2011
Amended and Restated August 22, 2012

ARTICLE I

NAME, STATUS AND PURPOSE

1.1. The name of this organization shall be OCCIDENTAL COLLEGE ALUMNI ASSOCIATION, and it shall be referred to in these by-laws as the “Association.”

1.2. The Association shall not have independent legal status separate from the College, and shall exist by and through the authority of Occidental College (the "College") acting through its Board of Trustees and Officers.

1.3. The purposes of the Association are to contribute to the continuing development of the College and to strengthen the bond which exists between the College and its former students.

1.4. In support of these purposes, the Association, through its Board of Governors and alumni organizations, serves as an instrument for continuing communication between the College and its former students. The Association shall keep alumni informed, interested and active in the affairs of the College through publications and a diversified program of alumni activities; represent the view of alumni to the administrative leadership and Board of Trustees of the College; act as a coordinating agent for the many diverse alumni groups interested in maintaining ties to the College; assist in student recruitment efforts in ways deemed appropriate by the College; and work, through the Annual Fund, in the development of unrestricted financial support needed to meet the College's highest priorities.
ARTICLE II
MEMBERSHIP

2.1. REGULAR: Every graduate and every person having satisfactorily completed at least one academic year at the College, is a member of the Association upon the graduation of his or her class.

2.2. HONORARY MEMBERS: Every person, other than a graduate of the College, upon whom Occidental College shall confer an honorary degree, is an honorary member of the Association. Other persons may be elected to honorary membership in the Association by a two-thirds vote of the members of the Board of Governors.

ARTICLE III
BOARD OF GOVERNORS

3.1. REGULAR MEMBERS: The Association shall be governed by a Board of Governors which reflects the diversity of the alumni body. It shall consist of not fewer than twenty-five (25) or more than thirty-two (32) regular members. Regular members shall be elected or selected as provided in Article V and shall serve a term of four (4) academic years, beginning July 1 and continuing until June 30. However, if an alumnus or alumna who is completing a term as a member of the Board of Governors is elected to serve as President Elect of the Association during the next succeeding year, that person shall automatically continue as a regular member of the Board for a term of one additional year and shall be in addition to the number of regular members provided for in the first sentence of this Section 3.1. In case any regular member should cease to be a member of the Board of Governors for any reason during his or her term, a successor may be elected by the remaining members of the Board to fill the vacancy for the remaining portion of the un-expired term.

3.2. ADDITIONAL MEMBERS: In addition to the regular members referred to in Section 3.1, the following shall also serve as members of the Board of Governors:

(a) Members of the current senior class shall elect one of their number to the Board of Governors;

(b) As provided in Section 8.2, the Council of Alumni Organizations shall select two of its members to serve on the Board of Governors;

(c) The President of the Student Alumni Relations Committee (S.A.R.C.) shall serve as a member of the Board of Governors.

Each of the members named to the Board of Governors pursuant to this Section 3.2 shall serve a term of one (1) academic year (except in the case of the President of S.A.R.C., who shall serve for the term of the presidency). During said term, they shall be full, voting members of the Board.
3.3. **EX OFFICIO MEMBERS:** In addition to the regular and additional members referred to in Sections 3.1 and 3.2, the Board of Governors may also have *ex officio* members, including a representative designated by the President of the College, a representative selected by the Associated Students of Occidental College, and any number of other *ex officio* members designated, form time to time, by the President of the Association, acting with the advice of the Executive Committee. *Ex officio* members may participate in all Board meetings, however their views on issues governed by these bylaws shall be advisory only and they shall not be counted in determining the presence or absence of a quorum.

3.4. **MEETINGS OF THE BOARD OF GOVERNORS:** The Board of Governors shall hold regular meetings at such times and places as shall be determined by the President or Executive Committee of the Association, in consultation with the Director of Alumni Relations. One meeting in the spring of each year shall be designated as the annual meeting for the purpose of electing officers. A quorum shall consist of one-third (1/3) of all the members of the Board. Special meetings may be called at any time by the President, the Executive Committee or three (3) members of the Board of Governors in consultation with the Director of Alumni Relations upon seven (7) days prior written notice. Any member who is absent without cause from two (2) or more consecutive Board meetings or who is otherwise unable to meet the responsibilities of Board membership, may be removed, by a vote of a majority of the entire Board at any regular meeting as to which the member has been notified that such a vote may be held.

3.5. **RESPONSIBILITIES OF THE BOARD:** The Board of Governors, through the use of appropriate committees and the staff of the Alumni Office, is charged with the following responsibilities:

(a) To provide opportunities for alumni to participate in continuing education and other informational programs of the College;

(b) To aid the College in its student recruitment programs through appropriate alumni activities;

(c) To assist the College in its career placement programs for students and alumni through appropriate alumni activities;

(d) To aid the College in its community outreach programs through appropriate alumni activities;

(e) To participate in fund raising activities intended to stimulate and implement financial support for the College from alumni;

(f) To facilitate the exchange of information between alumni and the College concerning the activities of the College and the opinion of its alumni; and

(g) To identify and nominate alumni for Board of Governors and Alumni Trustee positions.
3.6. **ALUMNI TRUSTEES:** Subject to approval by the Trustees Affairs Committee of the Board of Trustees of the College, the Board of Governors or its designee shall each year nominate members of the Association for the position of Alumni Trustee. Unless and until otherwise directed by the Board of Governors, the Alumni Council is designated as the committee to act for the Board of Governors in this process. The nomination and selection of Alumni Trustees shall be done as provided in Article V. The individual selected as an Alumnus/a Trustee shall serve a term of four (4) years on the Board of Trustees of the College in accordance with the Bylaws of the College.

3.7. **AWARDS:** The Board of Governors shall each year select one or more members of the Association to receive the Alumnus/a of the Year Award. They may also choose recipients for other awards including without limitation the Doreen Siodmak ’56 Award and Seal Awards for Professional Achievement, Service to the College, Service to the Community, Outstanding Young Alumnus/a and Faculty Emeritus/a.

**ARTICLE IV
OFFICERS, STAFF AND COMMITTEES**

4.1. **OFFICERS:** The officers of the Association shall be a President, a President-Elect, and three Vice Presidents.

4.2. **STAFF:** A Director of Alumni Relations and such Associate or Assistant Directors of Alumni Relations as are deemed necessary shall be appointed by the President of the College. The Director and any Associate or Assistant Directors shall have such responsibilities delegated to them by the President, in consultation with the College’s Vice President for Institutional Advancement, and they shall coordinate the activities of the Association. The Director or his or her representative shall attend all meetings of the Board of Governors and the Association. In addition, staff shall keep permanent minutes of the Board of Governors meetings and such financial records as the Board of Governors may require.

4.3. **DUTIES AND FUNCTION OF OFFICERS:**

(a) The President shall be the chief executive officer of the Association, shall preside at all meetings of the Board of Governors and the Alumni Association, and shall appoint all appropriate committees. The President shall be the representative of the Alumni Association at official College functions. The President shall also sit on the Board of Trustees as an ex-officio member and shall present a report to the Board of Trustees at each of their meetings. In general, the President shall be charged with providing leadership and guidance to the Association consistent with the purposes of the Association as set forth in Article I.

(b) The President-Elect shall preside and function in the absence of the President. The President-Elect shall also be a member of the Awards Committee of the Board of Governors. In
addition, the President-Elect shall be responsible for updating the leaders of all existing Alumni Organizations with the workings of the Board of Governors.

(c) Vice Presidents shall chair committees of the Board of Governors.

(d) The Executive Committee shall have the power to appoint up to two (2) presidents of alumni organizations to serve (1) year terms as members of the Board of Governors.

All officers shall perform such other duties as may be assigned to each of them by the President.

4.4. EXECUTIVE COMMITTEE: The Executive Committee of the Board of Governors shall consist of the President, President-Elect and three Vice Presidents and one member of the Board elected at large (Member-at-Large). It shall have all the authority of the Board (except to amend the By-Laws) to act between regular meetings of the Board. The Executive Committee shall also act as a nominating committee to nominate a slate of candidates for Board of Governors officers. The slate shall designate three vice presidential candidates and a President-Elect. Each year, the Executive Committee shall review the committees of the previous year, and archive and/or create committees, as needed.

4.5. ALUMNI COUNCIL: The Alumni Council is the primary committee for the search for and nomination of members of the Association for Board of Governors and Alumni Trustee positions and shall receive and consider recommendations for these positions from the Board of Governors Executive Committee and the Search Committee. The Alumni Council shall consist of the following:

1. The immediate past president of the Board of Governors;

2. The president-elect of the Board of Governors for the year in which the election and/or selection occurs;

3. The Board of Governors Vice-President for Alumni Organizations;

4. Up to six (6) former Board of Governors’ Presidents;

5. One Alumni Trustee;

6. The Director of Alumni Relations;

7. The Vice President for Institutional Advancement;

8. A representative from the Office of the President of the College;

9. President, President’s Circle;
10. President, William Stewart Young Society;

11. A representative from the Trustee Affairs Committee of the Board of Trustees;

12. Up to three (3) At Large members selected from the alumni body;

13. Additional persons invited by the Chairperson of the Alumni Council.

The Alumni Council shall develop position descriptions for Board of Governors and Alumni Trustee positions and use the descriptions to guide its deliberations. The description for Board of Governors’ positions shall reflect the purposes of the Association and the responsibilities of the Board of Governors as stated in Articles 1 and 3. The Chair-Elect of the Alumni Council shall be the immediate past president of the Association. The Chair of the Alumni Council shall be the person who was the President of the Association immediately prior to the Chair-Elect.

4.6. **AWARDS COMMITTEE:** The Awards Committee shall be responsible for nominating candidates for the Alumni Seal Awards, the Alumnus/a of the Year Award and the Faculty Emeritus/a Award. It shall consist of not fewer than four (4) or more than seven (7) voting members. Members of the Association who are not members of the Board of Governors shall be encouraged to serve on the committee. However, members of the Board of Governors shall comprise at least half of the membership of the committee. Members of this committee shall be appointed by the President. The President-Elect shall be a member of the Awards Committee.

4.7. **SEARCH COMMITTEE:** The Search Committee shall be responsible for identifying alumni to recommend as potential nominees for Board of Governors and Alumni Trustee positions. The Search Committee shall be chaired by the Vice President of Alumni Organizations or such other officer as the President may designate. The President and the Chair of the Search Committee shall select at least three (3) Board of Governors members and three (3) Council of Alumni Organizations members to serve on the Search Committee. The Search Committee shall meet regularly throughout the year and shall present its recommendations to the Board of Governors Executive Committee and Alumni Council by no later than September 30th of each year.

4.8. **COMMITTEES:** In accordance with the purposes of the Board of Governors, the President and the Executive Committee shall establish committees deemed necessary or appropriate to carry out the responsibilities of the Association, which may include without limitation Admissions, Careers, Community Service, Continuing Education, Young Alumni, Communications, and Regions committees.

The President, acting with the advice of the Executive Committee, shall appoint the Chairpersons and members of the committees in numbers as deemed appropriate. This shall not be
construed as to limit the number or composition of committees nor shall it be deemed a requirement that these committees meet each year. Committee members need not be members of the Board of Governors.

**ARTICLE V**

**ELECTION AND SELECTION OF MEMBERS TO THE BOARD OF GOVERNORS AND ELECTION OF ALUMNI TRUSTEES**

5.1. **ELIGIBILITY:** All members of the Association shall be eligible for nomination or selection to the Board of Governors or to the office of Alumni Trustee. Qualifications for membership on the Board of Governors include a dedication to the aims and objectives of the College and the Association; a history of contributing financial support, time and/or personal expertise to the College; a willingness to actively participate in service to the College and the Association; and the individual’s stature, visibility and potential for leadership. There are no geographical limitations.

5.2. **NOMINATIONS:**
   a. **Board of Governors Members:** The Alumni Council shall nominate or select members of the Association to serve as regular members of the Board of Governors for a term of four (4) years. Nominations may also be made by any member of the Association or the College staff if made in writing to the Alumni Office of the College, with the consent of the nominee, and approved by the Alumni Council prior to the election or selection.
   
   b. **Alumni Trustees:** For so long as it continues to serve as the designee of the Board of Governors (as provided in Section 3.4), the Alumni Council shall nominate, each year, three to five members of the Association for the position of Alumnus/a Trustee. An unranked list of these nominees shall then be submitted to the Trustee Affairs Committee for selection and appointment to the position of Alumnus/a Trustee. To the extent practical, the Alumni Council shall submit the list of nominees prior to the spring meeting of the Board of Trustees.

5.3. **PROCESS:** Persons selected by the Alumni Council for membership on the Board of Governors shall automatically become regular members as of the beginning of the next academic year. Persons nominated by the Alumni Council for membership on the Board of Governors shall stand for election as provided in Section 5.4. No fewer than four (4) regular members shall be elected each year.

5.4. **ELECTIONS:** Elections of regular members of the Board of Governors shall be conducted as directed by the Board of Governors and shall be by ballot distributed to the entire alumni body. To the extent practical, said elections shall occur prior to the annual meeting of the Board of Governors.
5.5. **SENIOR CLASS ELECTION:** The election of a member of the graduating senior class to serve on the Board of Governors shall be conducted as directed by the Board of Governors and shall be by ballot distributed to the entire senior class. To the extent practical, said election shall occur prior to the annual meeting of the Board of Governors and prior to the commencement ceremony.

5.6. **ANNOUNCEMENT:** At the annual meeting of the Board of Governors the results of the election of Alumnus/a Trustee and election or selection of members of the Board of Governors shall be announced.

**ARTICLE VI**

**ELECTION OF OFFICERS**

6.1. **TIME:** The President, President-Elect, and the three Vice Presidents shall be elected annually at the annual meeting of the Board of Governors.

6.2. **ELIGIBILITY:** All regular members of the Board of Governors shall be eligible for Nomination to the offices of President, President-Elect, Vice Presidents.

6.3. **NOMINATIONS:** A Nominating Committee chaired by the President-Elect shall nominate members of the Board of Governors to serve as officers for a term of one (1) academic year, or until their successors are elected. Nominations from the floor may also be made by any members of the Board of Governors. Should a vacancy occur, the Executive Committee may name a member of the Board of Governors to fill the remaining portion of an unexpired term.

6.4. **ELECTIONS:** The Nominating Committee shall present a slate of nominees for the offices of President, President-Elect, three Vice Presidents. At the annual meeting, the members of the Board of Governors shall cast written ballots for each of said offices. A simple majority of those present at the annual meeting (assuming a quorum is present) shall be sufficient to elect. Results of the election shall be announced at such meeting, or any adjournment thereof.

**ARTICLE VII**

**ELECTION OF MEMBER-AT-LARGE**

7.1. **TIME:** The election of the Member-at-Large to serve a term of one (1) year on the Executive Committee of the Board of Governors shall be held at the first fall meeting of the Board of Governors.

7.2. **ELIGIBILITY:** All members of the Board of Governors not holding an office listed in Section 6.1 shall be eligible for nomination as Member-at-Large.
7.3. **NOMINATIONS:** Nominations for the position of Member-at-Large shall be solicited from the members of the Board of Governors at the first fall meeting.

7.4. **ELECTIONS:** The members of the Board shall cast a written ballot for Member-at-Large at the first Fall meeting. Results of the election shall be announced at such meeting, or an adjournment thereof.

**ARTICLE VIII**

**ALUMNI ORGANIZATIONS AND REGIONAL ALUMNI GROUPS**

8.1. **ALUMNI ORGANIZATIONS AND REGIONAL ALUMNI GROUPS:**

Upon prior approval of the Board of Governors, alumni may form themselves into alumni organizations and regional alumni groups for the purpose of establishing formal organization in a geographical area or a subject area of special interest. Each alumni organization shall, upon its formation, submit copies of its proposed governing rules to the Board of Governors for approval. Any proposed amendments to the governing rules of an approved alumni organization shall be submitted to the Board of Governors for approval. Following approval by the Board of Governors, the alumni organization may from time to time receive assistance and support from the Alumni Office in accordance with procedure established by the College, the Alumni Office or the Board of Governors. Regional alumni groups shall be organized by a regional chair. After the election of the Executive Committee and before the first Board meeting, regional chairs will be nominated by the Alumni Relations staff, and approved by the Executive Committee for a one (1) year renewable term. All regional chairs will be organized into the Regions Committee. Each year, the Regions Committee shall designate one member to serve one (1) year renewable term as member of the Board of Governors.

8.2. **EXISTING ALUMNI ORGANIZATIONS:** Alumni of Occidental in Education (ALOED), Asian-Pacific Alumni, Black Alumni (BAOC), Gay and Lesbian Alumni (GALA), Occidental College Latino Alumni Association (OCLAA), Tiger Alumni Network (TAN), Occidental College Entertainment and Arts Alumni Network (OCEAAN) and Occidental College Women's Club (OCWC), and all Greek alumni/ae organizations exist as alumni organizations as of the date of adoption of these By-Laws and any amendments thereof.

**ARTICLE IX**

**AMENDMENTS**

9.1. Any proposed amendment to these By-Laws shall be submitted to the Board of Governors at any of its meetings. Said submission shall be read in open meeting and entered in the minutes of said meeting. Such proposed amendment must be adopted by a vote of at least two-thirds
(2/3) of all of the members of the Board of Governors, such vote being taken at the next regularly scheduled meeting of the Board or by written poll of its members. Upon the adoption of an amendment, a certified copy thereof shall be prepared by the staff of the Alumni Office, which copy shall bear the date of its adoption, and the same shall be appended to a copy of the By-Laws which shall be permanently kept on file in the Alumni Office.