ARTICLE I: PROCEDURE FOR ELECTION OF OFFICERS AND THE FORMATION OF THE EXECUTIVE AND STANDING COMMITTEES

A. OFFICERS

1. Nominations
   a. The officers of the Board of Governors ("the Board") shall be a President, Vice President, Secretary, and Treasurer.
   b. Nominations for officers shall come from the Board of Governors membership for the upcoming year at its annual meeting. However, tentative nominations are normally made at the meeting of the Board of Governors immediately prior to the annual meeting.
   c. If a Board member cannot be present at the annual meeting, it is his/her duty to submit to the Board of Governors a letter stating those offices for which he/she would stand for election if nominated.

2. Elections
   a. The order of elections shall be as follows:
      1. President;
      2. Vice President;
      3. Secretary; and
      4. Treasurer.
   b. The election of each officer shall occur at the annual meeting sequentially after the close of nominations for the specific office.
   c. A candidate receiving a majority of the votes cast at the annual meeting is elected. Newly elected Governors in attendance at the annual meeting may vote for officers even though their terms of office begins July 1.
   d. An officer’s term of office shall be for one year. Newly elected officers shall assume office on July 1.
   e. Timely notice of the election results shall be made by the Secretary in cooperation with the Advancement Office to the entire membership.

3. Vacancies
   a. In case of a vacancy arising in any office, the Board of Governors shall fill the vacancy by holding an election by those members present at the next Board meeting or from a slate of
candidates prepared by the Executive Committee and submitted to the membership of the Board of Governors for electronic balloting.

b. A vacancy on the Executive Committee will be filled by an election of the missing member as soon as feasible. In the event of a President’s vacancy, the Vice-President will assume the duties of the President until such time as a new President is elected.

B. STANDING COMMITTEES

1. In addition to the constitutionally mandated Executive Committee, the standing committees are as follows: Admissions, Events, Fundd, Networking, Alumni-Student Outreach, and Selections.

2. Chairs of the Admissions, Events, Fundd, Networking, Alumni-Student Outreach, and Selections committees shall be members of the Board of Governors, and shall be appointed by the outgoing Executive Committee by July 1.

3. At the annual meeting, Governors shall indicate at least one and up to two committee choices for the upcoming year. By July 1, the Executive Committee shall appoint members of the standing committees from eligible members of the Board of Governors following their indicated preferences as much as possible.

4. Although the Executive Committee may appoint an individual who is not a member of the Board of Governors to serve on a standing committee, only Governors may vote on matters related to the Board of Governors.

ARTICLE II: POWERS AND DUTIES OF OFFICERS

A. PRESIDENT

1. The President shall be the principal executive officer of the Harvey Mudd College Alumni Association ("the Alumni Association") and shall, in general, supervise and direct all the business and affairs of the Alumni Association.

2. The President shall chair the Executive Committee.

3. The President shall preside at meetings of the Board of Governors and perform all the duties described below and such other duties as may the Board may prescribe.

   a. Prepare a written report on the activities of the Executive Committee since the last Board of Governors meeting. This report will be part of the consent agenda for each meeting.

   b. Represent the Board of Governors and/or the Alumni Association at appropriate college events unless another person has been identified as a representative.

   c. Invite the President of Harvey Mudd College and other selected members of the administration to speak to the Board of Governors.

   d. Immediately after vacating office, the President may at the invitation of the Board of Trustees serve a one-year term as a regular member of the Harvey Mudd College Board of Trustees.
e. Write a letter of appreciation and congratulations or otherwise honor each faculty member planning to retire. This action may be superseded by another recognition recommended by the Selections Committee.

f. Work with the Advancement Office to prepare a Welcome to the Alumni Association package given to graduating seniors.

g. Contact the leadership of the upcoming graduating class to offer the opportunity to appoint up to three (3) non-voting members of the Board of Governors for a term of two years past graduation.

h. At the start of each semester invite the Associated Students of Harvey Mudd College to appoint a student representative to the Board of Governors.

i. Seek to recognize and cultivate Governors as potential future Presidents of the Board of Governors.

B. VICE PRESIDENT

1. In the absence of the President, the Vice President shall perform the duties of the President, and when so acting shall have all the powers of the President.

2. The Vice President shall serve on the Executive Committee.

3. The Vice President shall perform such other duties as may be prescribed by the President of the Board of Governors.

C. SECRETARY

1. The Secretary shall be responsible for keeping the minutes of the meetings of the Board of Governors.

   a. Minutes of any Board of Governors meeting are to be prepared and submitted electronically to the members of the Board of Governors within three (3) weeks of the conclusion of said Board meeting.

   b. Upon approval of the minutes at the next Board of Governors meeting, said minutes are to be made electronically available to all alumni and especially those interested as described below in Section II.C.2.d of the Bylaws.

   c. The minutes of the annual meeting are to include a listing of the upcoming members of the Board of Governors with a listing of their terms, their major while at Harvey Mudd College, and their current professional activities.

2. The Secretary shall be responsible for the records and correspondence of the Alumni Association, including but not limited to the following:

   a. Maintaining an updated copy of the Bylaws of the Board of Governors, an electronic copy of which shall be available to all alumni and members of the Board. Although the Secretary
maintains an independent copy of the Bylaws on behalf of the Board of Governors, the Secretary shares this responsibility with the Advancement Office.

b. Maintaining a calendar of teleconference committee meetings occurring between regularly scheduled meetings of the Board of Governors. The Secretary shares the responsibility of making the calendar electronically available to all Board members and to all alumni.

c. Maintaining a list of committee membership and contact information for each Governor. This responsibility is shared with the Advancement Office.

d. Maintaining a list of alumni interested in activities of the Board of Governors and sending to those on this list announcements of Board meetings and other activities of the Board. This list may contain former Board members, trustees, and any interested alumni.

e. Inviting all alumni trustees to each regularly scheduled meeting of the Board of Governors.

f. In cooperation with the Dean of Students and the Advancement Office, extending an invitation to be considered an alumnus to any non-graduate who completed at least one semester in residence and whose class has graduated. A positive answer to the invitation will place the student on the list of alumni of the college.

3. The Secretary shall be responsible in cooperation with the Advancement Office for the following:

a. The annual Board of Governors candidate elections conducted electronically; and

b. Votes on actionable items submitted to either the Board of Governors or the Alumni Association conducted electronically.

4. The Secretary shall perform all duties that may be assigned to him/her by the President or the Board of Governors.

5. The Secretary shall be a member of the Executive Committee.

D. TREASURER

1. The Treasurer shall chair the Fund Committee.

2. The Treasurer, in cooperation with the Advancement Office, shall report on the status of the Annual Mudd Fund for each meeting of the Board of Governors.

3. The Treasurer shall prepare a report of the Fund Committee’s activities between regularly scheduled meetings of the Board of Governors, which shall be part of the consent agenda.

4. The Treasurer shall oversee the Discretionary Fund of the Board of Governors. The Treasurer, in cooperation with the Advancement Office, shall provide a report of the status of the Discretionary Fund at the annual meeting of the Board of Governors.

a. Description of the discretionary fund

   i. All uses of this fund must directly benefit the college or directly benefit the alumni;
   ii. The Executive Committee will authorize all expenditures; and
iii. The size of the Discretionary Fund will be limited to 50% of the current annual tuition level. If at any time the balance of the account exceeds this amount, the responsible Advancement Office staff member will notify the Executive Committee who will authorize, the transfer of funds to Current Funds Unrestricted to bring the balance within limits.

b. The records of this account shall be kept in the Advancement Office and shall be available for inspection at any reasonable time by any member of the Alumni Association.

5. The Treasurer shall perform such other duties as may be prescribed by the President of the Board of Governors.

ARTICLE III: NOMINATION, ELECTION, TERMS OF OFFICE, AND DUTIES OF MEMBERS OF THE BOARD OF GOVERNORS

A. TERMS OF OFFICE

1. No governor may be elected for more than four consecutive terms, but may stand for reelect after an absence of at least one year. The limit on continuous service for governors shall begin with the June 2012 election. Thus, the first required hiatus for governors shall be no earlier than 2024.

B. NOMINATIONS

1. The Selections Committee shall nominate as candidates for annual election of the Board of Governors at least enough alumni to fill the pending vacancies. The committee shall ascertain that, from among these nominees, it will be possible to comply with Article IV, Section 3 of the Constitution of the Harvey Mudd College Alumni Association. The Selections Committee should strive to maintain a balance of class years, gender, and skills in the nominated candidates.

2. Candidates may be nominated by written petition of five or more alumni.

3. Nomination, either by the committee or by petition, must be received by the Chair of the Selections Committee by April 1. Not later than April 7, the Chair shall notify nominees of their nomination and ascertain their acceptance of the nomination.

4. Each candidate may submit a written statement in support of his/her candidacy that will be placed on the ballot. The statement may not exceed 150 words. A candidate’s statement should include class, present location, undergraduate campus activities, and any involvement with Alumni Association activities. Said statements must be received by the Secretary on or before May 1 to guarantee inclusion on the ballot. Statements received after the deadline will be included on the ballot only if possible.

C. ELECTIONS

1. On or before May 1, the Secretary shall cause a ballot to be sent (electronically or otherwise) to all alumni containing the names of the candidates nominated, together with instructions for voting. Each alumnus may vote for as many candidates as there are Governors to be elected but no candidate may receive more than one vote per ballot. Write-in votes shall be allowed.
2. Ballot instructions shall include instructions not to vote for more than the number of candidates to be elected.

3. To be valid, a submitted ballot must be received on or before May 31 by the designated staff member of the Advancement Office. Said staff member will determine the results of the election in the manner described in Article V, Section 3 of the Constitution of the Harvey Mudd College Alumni Association and notify the Secretary, who shall in turn notify those elected of their election, invite them to the annual meeting, and post the results of the election to the Alumni Association through electronic media.

D. VACANCIES ON THE BOARD OF GOVERNORS

1. Should a vacancy arise on the Board of Governors, the Selections Committee shall nominate at least one alumnus to fill the vacancy. The Executive Committee, if expediency is deemed important, shall appoint an alumnus to fill the vacancy from the nominees provided by the Selections Committee. If time is not a factor, the appointment shall be approved by the full Board of Governors at the next regularly scheduled meeting. The term of the appointment shall be for the unexpired term of the Governor whose leaving created the vacancy.

E. NON-VOTING MEMBERS

1. Before its graduation, each class shall be offered the opportunity to appoint up to three members of the class for a term of two years, to be non-voting members of the Board of Governors.

2. A Trustee of the College who is an alumnus but is not a member of the Board of Governors, shall be a non-voting member of the Board of Governors.

F. PROXIES

1. Proxies appointed according to Article IV, Section 9 of the Harvey Mudd College Alumni Association Constitution shall have full voting rights in all issues before the Board.

G. INACTIVE GOVERNORS

1. Governors who have not attended or been represented by proxies for two consecutive regular meetings of the Board of Governors shall be considered inactive and may, with a two-thirds (2/3) vote of the Board of Governors present at a meeting, be removed from the Board. An alumnus selected and recommended by the Selections Committee may be appointed by the Board of Governors to fill the remaining term of the inactive Governor.

H. GENERAL DUTIES OF GOVERNORS

1. Each committee chair shall:
   a. Ensure his/her committee holds regular meetings;
   b. Assign responsibilities and activities to all committee members;
   c. Develop leadership in the committee especially for the selection of a future chair and
d. Prepare reports for the consent agenda detailing the activities of his/her committee between regularly scheduled meetings of the Board of Governors. The consent agenda should not
contain any motion to be put before the Board for a vote. Consent agenda committee reports are due at least one week before an upcoming meeting of the Board of Governors.

2. Each Governor shall:
   a. Fulfill the assignments they have accepted, that is at a minimum, be an active participant on one committee and possibly be an observer participant on a second;
   b. Participate in committee activities including teleconference calls; and
   c. Attend each meeting of the Board of Governors in person or designate a proxy to represent him/her at said meeting.

I. EMERITUS GOVERNORS

1. An alumnus who has served six or more years as a Governor may petition the Selections Committee for appointment as an Emeritus Governor for a renewable three-year term. No one may be a Governor and an Emeritus Governor simultaneously. An alumnus who is currently a Governor and who wishes to change status to Emeritus, shall include in her/his petition the date she/he wishes to step down as a Governor to become Emeritus. The Selections Committee shall review and make recommendations on those petitions to the Board of Governors. The Secretary shall maintain a list of Emeritus Governors appointed by the Board of Governors.

2. Emeritus Governors shall be non-voting members of the Board of Governors. Nothing in this section, however, shall bar an Emeritus Governor from serving and voting as a proxy for a Governor.

3. Service as an Emeritus Governor neither bars an alumnus from later service as a Governor nor counts as service as a Governor for purposes of term limits.

4. Emeritus Governors may be appointed to the Selections Committee as non-voting members.

5. An Emeritus Governor must serve on at least one standing committee of the Board of Governors.

6. An Emeritus Governor shall receive all general communications sent to the Board of Governors and all communications from any committee of which they are members.

ARTICLE IV: COMMITTEES

A. COMMITTEE STRUCTURE

Each standing committee shall be led by a chair and a vice chair each appointed by the Executive Committee to serve for one year. The maximum consecutive term of service as a chair or vice chair is two years. An exception to the two-year term for a chair may be made on a case-by-case basis resulting from extenuating circumstances. A committee seeking an exception shall submit a request to the Executive Committee for approval. A majority vote by the Executive Committee shall be sufficient for approval. This exception may be for one year. Appointments are normally made after the annual June election for Governors and the June meeting, but before the July 1 start of the new business year.
B. EXECUTIVE COMMITTEE

1. The membership of the Executive Committee shall consist of the President, the Vice-President, Secretary, and three additional members elected from and by serving Governors. The President shall preside at its meetings.

2. The Executive Committee shall appoint the chairs of the standing committees and their membership before July 1 each upcoming year.

3. This committee shall have the power to act on behalf of the Board of Governors in conducting routine business of the Alumni Association, in advising the College on alumni matters, proposing the long-term direction of the Board of Governors, subject to the approval of the Board of Governors at large, and in circumstances which prevent action by the full Board.

4. The committee shall hold an annual retreat and have at least one meeting between each regularly scheduled meeting of the Board of Governors.

5. A binding vote by the Executive Committee requires at least four [4] members voting in favor of the actionable item. No proxies shall be allowed.

C. ADMISSIONS COMMITTEE

1. In cooperation with the Admission Office, the Admissions Committee shall seek volunteers for the following:
   a. To staff high school college fairs;
   b. To host receptions for admitted students;
   c. To assist the Admissions Office during various on-campus admission events; and
   d. To interview prospective candidates who seek admission to Harvey Mudd College.

2. Membership on the Admissions Committee is open to any interested alumnus.

3. Expectations of Admissions Committee members
   a. To actively recruit alumni for college admissions events when asked.
   b. As personal schedules and geographic location permit, personally represent HMC at a college fair.
   c. Provide active feedback to the committee chair regarding discovered changes in alumni contact information.
   d. Actively engage in discussion and feedback on proposed and new committee policies.
   e. Attend in person or by phone, the annual meeting of the committee with the Admissions Staff.
   f. Active committee work can involve between 12 and 24 hrs per semester.
D. EVENTS COMMITTEE

1. In cooperation with the Advancement Office, the Events Committee shall collaborate on matters in which alumni have an interest, including but not limited to the following:

   a. Events of interest to the Alumni Association, such as tours and wine tastings;

   b. Alumni Weekend; and

   c. Alumni travel programs.

   d. Membership on the Events Committee is open to any interested alumnus.

   e. Expectations of Events Committee members

      i. Actively participate in a leadership role and/or executing at least one event per year.

      ii. Help plan one or more events in a non-leadership, volunteer role.

      iii. Actively participate in committee conference calls.

      iv. Bring an alum who has not typically attended College events to at least one event per year.

      v. To personally participate in one of the following.

         (1) A community event for potential students.

         (2) Helping to maintain an attendance baseline for recurring events.

         (3) Revising and improving feedback mechanisms to improve future events.

      vi. Active committee work can involve between 5 to 15 hours between Board of Governors meetings.

E. FUNDD COMMITTEE

1. The Fundd Committee generally should meet monthly.

2. The Fundd Committee, with the Advancement Office, shall advise on the setting of Annual Mudd Fundd goals as they apply to alumni.

3. The Fundd Committee shall assist the College’s short and long-term advancement efforts.

4. The Fundd Committee, as requested by the Advancement Office shall support both “friend-raising” and fund-raising efforts.

5. Membership on the Fundd Committee is open to any interested alumnus.

6. Expectations of Fundd Committee members
a. Actively participate in committee conference calls and in discussions during Board of Governors meetings.

b. Work on at least 2 of 3 of the major tasks undertaken by the committee
   i. Stewardship
   ii. Reaching out to disengaged alumni
   iii. Direct solicitation for funds

c. Active committee work can involve approximately 10 or more hours between Board of Governors meetings.

F. NETWORKING COMMITTEE

1. The Networking Committee shall collaborate with the Advancement Office to establish and maintain media and technology resources for communication to and between alumni.

2. The Networking Committee shall collaborate with the Advancement Office to build and maintain an accurate alumni database for use both by the College and by the Board of Governors.

3. The Networking Committee shall connect directly to and communicate directly with alumni to build and maintain ongoing alumni networks that support both the alumni and the College.

4. The Networking Committee shall serve as resource for the Advancement Office as well as other committees of the Board of Governors to identify and contact alumni.

5. Membership on the Networking Committee is open to any interested alumnus.

6. Expectations of Networking Committee members
   a. Actively participate in committee conference calls.
   b. Actively participate in at least two of the committee’s tasks listed above as E. 1. – 4.
   c. Active committee work can involve approximately 10 hours between Board of Governors meetings.

G. ALUMNI-STUDENT OUTREACH COMMITTEE

1. The Alumni-Student Outreach Committee, in cooperation with the Dean of Students and the Office of Career Services, shall seek to recruit alumni to serve as mentors to students for jobs, diversity issues, and the post-graduate transition.

2. The Alumni-Student Outreach Committee shall work with the Advancement Office and various academic departments, to assist in the organization of travel by students to alumni workplaces.

3. Membership on the Alumni-Student Outreach Committee is open to any interested alumnus.

4. Expectations of Alumni-Student Outreach Committee members
a. Actively participate in committee conference calls.

b. Actively participate as a mentor as described in F.1.

c. Active committee work can involve between 5 to 10 hours between Board of Governors meetings.

H. SELECTIONS COMMITTEE

1. The Selections Committee receives, reviews, and forwards to the Board of Governors its recommendations for the following:

   a. Board of Governors candidates

   b. Young alumni trustee candidates

       Young alumni trustee candidates must be under the age of 35 by end of their term of Trustee appointment.

   c. Honorary alumni

       A candidate for Honorary Alumni shall be a long-standing friend of the college, its students and alumni, and have contributed significantly to the betterment of the students and alumni. Such alumni will not be solicited for contributions to the Annual Mudd Fund. Recipients of Honorary Degrees from Harvey Mudd College are not to be automatically recognized as Honorary Alumni.

   d. Outstanding alumni

       Awarded to selected alumni who have made significant contributions to humanity or society, and whose contributions demonstrate substantial accomplishment and may involve considerable personal sacrifice. The categories for recognition are as follows:

       i. Community service (work with institutions, organizations, etc.);
       ii. Global contribution (work in education, the environment, world relations, philanthropy, etc.); and
       iii. Science and technology (technological development and application, product development, advances in medicine, etc.)

   e. Lifetime recognition

       Awarded to individuals who have provided outstanding and recognizable dedication to the College over a very long period of time. The recognition may be given to anyone satisfying the criteria. An award need not be made every year.

   f. Order of the Wart

       Awarded for a significant contribution to the alumni of HMC.

       Whereas warts have important meaning to alumni, and whereas the alumni created, nurtured, and fostered the concept of the wart as recognition for a job well done, the
Board of Governors hereby claims and asks all others to respect the exclusive use by alumni of warts or the Order of the Wart for special recognition.

g. Hall of Fame candidates submitted by the CMS coaching staff or others are reviewed and recommendations passed on to the CMS Hall of Fame Recognition committee for final decision. A member of the Selections Committee serves as liaison to the Hall of Fame committee.

h. Recipients of the Platt Scholarships are to be reviewed by the Selection Committee prior to their awards.

i. Outstanding athlete candidates are reviewed annually in cooperation with the CMS coaching staff with a member of the Selections Committee as a liaison.

j. Emeritus Governor candidates.

2. Membership on the Selections Committee shall be limited to members of the Board of Governors and Emeritus Governors although only Governors may vote on Selection Committee matters.

3. Expectations of Selections Committee members
   a. Actively participate in committee conference calls.
   b. Undertake research and contact tasks as assigned.
   c. Support Alumni Weekend and the Alumni Association Awards Ceremony by attendance and volunteering to make award presentations.
   d. Active work on the committee can involve between 10 to 20 hours between Board of Governors meetings.

I. OTHER COMMITTEES

Other Committees may be appointed by the Executive Committee or the Board of Governors from time to time to undertake specific projects. Such committees will be called Ad Hoc.

ARTICLE V: MEETINGS AND THEIR CONDUCT

A. NUMBER AND LOCATION OF MEETINGS

1. There shall be four meetings of the Board of Governors each year (usually during the months of September, January, March, and June), three of which shall take place in Southern California. The June meeting shall be designated the annual meeting. Newly elected Governors shall be invited to attend the June meeting and will have full voting rights only for nominations and elections of officers. Board members whose terms are expiring July 1 retain full voting rights at the annual meeting for all business except nominations and elections.

2. The date of a meeting may be changed by the Executive Committee provided that notice of such a change is sent to the Governors four weeks before the intended meeting date. Electronic means of notification is sufficient.
3. Special meetings may be called as deemed necessary by the President or at the request of three members of the Board of Governors.

4. A summary description of items of new business requiring a vote of the Board of Governors must be presented to the Governors in writing at least one week in advance of the scheduled meeting. Electronic notification is permissible.

B. CONDUCT OF THE MEETINGS


2. The consent agenda protocol will be used to initiate the meeting. This protocol is as follows:
   a. Written reports by each standing committee chair [and any ad hoc committee chairs] will be circulated at least one week before the upcoming meeting of the Board of Governors. Such a report should stand on its own, include a summary of committee activities since the last meeting of the Board of Governors and any items the committee wishes to bring to the Board requiring or requesting action.
   b. The consent agenda will be set for each meeting of the Board of Governors and reviewed at the start of the meeting. The agenda will include the minutes of the prior meeting of the Board of Governors. The consent agenda is approved by a single vote without discussion. Before the vote for approval, any Governor may request that an item be removed from agenda and placed in Old or New business as appropriate for discussion at the scheduled time in the overall agenda.

C. VOTING

1. Voting for Board of Governors candidates and voting on items of business before the Board not acted upon during an actual meeting may be conducted electronically.

ARTICLE VI: AMENDMENT OF THE BYLAWS

These bylaws can be amended at any meeting of the Board of Governors by a majority vote of the Board provided that the amendment has been submitted in writing to the members of the Board two weeks before the date of the meeting. Electronic notification is permissible. In the event a By-Law change is recommended at a meeting of the Board of Governors without the required prior two week notice, action on the change may be put off until the next scheduled meeting of the Board of Governors or effected by an electronic vote subject to a two-week period after the announced vote and before the vote is counted.

ARTICLE VII: ACCEPTANCE

This document is an amalgamation of previous Bylaws and the Policies and Procedures of the Board of Governors. Adoption of the Bylaws in this present document shall supersede all previous versions of Bylaws and Policies and Procedures.