



# OHIO UNIVERSITY

## Diversity Alumni Advisory Board Constitution and Bylaws

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### *CONSTITUTION*

#### **Article I - Name and Purpose**

The Board shall be known as the Ohio University Diversity Alumni Advisory Board (DAAB). Its purpose is to connect, inform and serve the University, its alumni and friends through strong leadership, dynamic programs and effective communication that integrate diversity and inclusion initiatives into the daily policies, practices, curricula and programs at the university. The DAAB honors diversity by advancing inclusion.

The DAAB will inform and interface regularly with the Ohio University Alumni Association (OUAA) but will not be a formal subcommittee.

#### **Article II - Membership**

Members will serve three year terms and can choose to extend their membership on the board to two terms for a total of six years in service. Terms shall be staggered such that a class of three board members shall be elected each year. The DAAB will consist of 11 total members.

There will be two classes of membership as follows:

**Regular Members:** Any recipient of an academic degree conferred by the University.

**Student Members:** Diversity Alumni Advisory Board will solicit nominations for student seats at the conclusion of each academic year. Two student members will serve at any time with a new student entering the DAAB each year. Student members will serve two year terms.

A vacancy created for any reason shall be filled by the affirmative vote of a majority of remaining members voting at any regular or special meeting.

#### **Article III - Executive Officers**

The executive officers, all of whom shall be regular members in good standing of this Board, shall manage the business and direction of the Board in cooperation with the Vice Provost for Diversity, Access and Equity. The number of members, their terms of office, and the manner in which they are elected or appointed shall be set forth in the Bylaws. Officers shall be elected by the DAAB in the manner set forth in the Bylaws. Powers and duties of officers shall include the following:

(1) To establish a Constitution and Bylaws as necessary and appropriate for the transaction of DAAB business.

(2) To maintain communication with faculty, staff, students, alumni and friends of the University who are supportive of campus diversity initiatives.

(3) To represent the Board at official functions and at any function or occasion upon request of the University.

(4) To assist the Office of Development in fundraising on behalf of the University and the Ohio University Foundation, Inc.

(5) To render such other services as may be necessary and proper to carry out the purposes of the Diversity Alumni Advisory Board.

#### **Article IV - Bylaws and Policies and Procedures**

The Chair, in consultation with the Vice Chair and Vice Provost, is vested with the power and authority to establish and to amend the Board's Bylaws and to establish from time to time such policies and procedures as may be necessary to carry out the Constitution and Bylaws of the Board.

#### **Article V - Annual Meeting**

The DAAB shall hold an annual meeting in person at a date in the first quarter of each academic year, usually in conjunction with Ohio University Homecoming activities, and such other meetings as may be called by the chair. Notice of any such meeting shall be given to the Board members not less than thirty (30) days prior to such meeting.

#### **Article VI - Amendments**

This Constitution and any Bylaws adopted by the authority hereof may be amended at any regular or special meeting upon the vote of two-thirds of the members then serving. Any proposed amendments shall be given in writing to members not less than thirty (30) days prior to the convening of such meeting.

## **BYLAWS**

### **Article I - Meetings**

In addition to the Board's annual fall meeting provided by Article V of the Constitution, the Board shall regularly conduct conference call meetings during the winter and spring quarters of each academic year. A special meeting may be called by the chair or upon request of the executive committee or upon written request of any five directors. Roberts Rules of Order shall govern all regular and special meetings of the Board.

The attendance of a majority of the active members shall constitute a quorum for the transaction of business at any regular or special meeting. A board member may participate by telephone or electronic means upon prior permission of the chair.

Board members are required to attend all board meetings, unless excused from attendance by the chair. A board member who does not attend two regular or special board meetings in a board year may be removed by a vote of a majority of directors. Any such removal shall require written notice to the member to be removed thirty (30) days prior to any meeting where such removal shall be considered.

### **Article II - Officers**

Executive officers shall consist of the following positions: Chair and Vice Chair.

The Chair shall be elected by affirmative vote of a majority of the Board then serve for a term of two (2) years. The Chair will continue to serve as a Board member during his term, shall preside over Board meetings, shall appoint all committee chairs and members, provide an annual report in person to the Ohio University Alumni Association and perform such other duties and have such powers and responsibilities as may be prescribed by the full Board.

The Vice Chair shall preside in the absence of the Chair. The Vice Chair shall be elected by affirmative vote of a majority of the Board then serve for a term of two years. The Vice Chair will continue to serve as a Board member during his term and shall succeed to the position of the Chair and shall perform such duties as may be prescribed by the full Board.

The DAAB will be staffed by the Special Assistant to the Vice Provost and secretarial support will be provided by the Vice Provost's office.

Any officer may be removed by affirmative vote of a majority of the Board then serving. Any vacancy created thereby shall be filled for the remaining term of the officer or director removed, by affirmative vote of a majority of the Board then serving. Any Board member serving a remaining term may be eligible for election to a full term.

The Vice Provost for Diversity, Access and Equity shall also serve as an ex officio, non-voting member of the DAAB. The Vice Provost shall serve on various committees, subcommittees and task forces as necessitated by the position's responsibilities and authority.

All officers of the Board shall serve without compensation.

All officers shall serve no more than two consecutive terms in the same position.

### **Article III - Executive Officers**

Each executive officer shall be a regular member of the Board. Election of new officers shall take place at the spring quarter meeting. The term of new officers shall begin July 1 of the calendar year in which the officer is elected and end June 30 two years later.

### **Article IV - Election of Executive Officers**

Recommendations for new officers shall be made any Board member. All nominees must be regular members willing to attend to the duties of their offices.

Criteria for nominee qualification is set proposed by the Chair and approved by the full Board. Full consideration should be given to recommending officers who present a balanced Executive Cabinet. These considerations may include geographical residence, major areas of study while at Ohio University, gender, race, career, year of graduation, and other qualifications as determined by the full Board.

Recommendations for officers shall be made by the Nominating Committee to the Full Board for approval and vote at its spring meeting.

### **Article V - Committees**

The Board shall organize itself into the following committees:

(1) **Executive Cabinet.** The Executive Cabinet shall be comprised of the Chair, Vice Chair, the Vice Provost for Diversity, Access and Equity and the Special Assistant to the Vice Provost. Its primary responsibility is to ensure the fulfillment of the Board's mission and strategic directions. The Executive Cabinet shall be authorized to act on behalf of the full Board when necessary and between meetings of the DAAB.

(2) **Nominating Committee.** The Nominating Committee shall be responsible for promoting Board membership and for evaluating and approving nominations of persons to serve as Board members. The Nominating Committee shall be chaired by the Vice Chair.

The Nominating Committee shall consist of at least three Board members reflecting a fair representation of the full Board, at least one member who is a member of the Executive Cabinet, at least one member with previous service on the Nominating Committee and the Vice Provost.

(3) **Special or Ad Hoc Committees.** The Chair or the Board by an affirmative vote of a majority of members then serving may create such special or ad hoc committees as it deems necessary to further the work and interests of the Board.

All committees shall have a chair and vice chair. The chair shall preside at all committee meetings and also serve as a member of the Executive Committee.

The Board Chair shall report the names of all chairs and committee members at the annual meeting of the Board.

## Article VI - Conflict of Interest

The highest of standards of ethical behavior, personal integrity and impartiality are inherent to the operation and ultimate success of the Ohio University Diversity Alumni Advisory Board. In keeping with these standards, a director will refrain from engaging in any behavior that might be construed as self-dealing or in conflict with the mission, goals and purposes of the Board.

Examples of such behavior include the following:

1. Serving on boards of organizations that are in direct programmatic competition with the Board;
2. Using the resources of the Board to secure outside personal gain;
3. Improperly citing participation in the Board to advance personal, political or profit-motivated activities;
4. Marketing and/or selling services or products to the Board on a non-competitive basis;
5. Disclosing to outside parties confidential or proprietary information on the Board;
6. Leveraging involvement with the Board to secure for personal benefit favorable terms, rates, discounts or other personal benefit.

The Board acknowledges that the appearance of a conflict of interest does not always imply an actual conflict of interest. The conflict of interest policy requires, therefore, that all potential conflicts of interest shall be presented to the Chair of the Board for purposes of review and possible remedial or management action, including the removal of a director and further requires such conflicts be updated annually on an Annual Affirmation, Review and Notification form to be adopted by the Board of the Board. The Chair and the Vice Provost may initiate discussions about such conflict of interest issues with the Board.

If a Board member determines that an actual or potential appearance of a conflict of interest exists, the member will provide appropriate information in writing and further will update such information in the Annual Affirmation, Review and Notification form by June 1 of each year, which is part of the Conflict of Interest Policy. Remedial or management action could include, but not be limited to full disclosure; refusal and abstention in discussions and votes; and ending of the conflict of interest circumstances. In cases where an actual or potential conflict of interest cannot be resolved by remedial or management action, the trustee will be removed from his/her position.

Ohio University is an affirmative action institution.