

Claremont Graduate University
Alumni Association- By Laws
Claremont, CA Approved 5 December 2025

ARTICLE I. NAME AND PURPOSE

Section 1. Name

The official name of the organization is the **Claremont Graduate University (CGU) Alumni Association (CGUAA)**. The organization is a sustaining affiliate of Claremont Graduate University, an institution of higher education chartered under the laws of the State of California.

Section 2. Purpose

The CGU Alumni Association is a by-alumni, for-alumni organization dedicated to supporting Claremont Graduate University and its global alumni community.

The Association's purposes are to:

1. Advance Alumni and University Interests: Serve as a collective voice that promotes pride, participation, and philanthropic support while aligning alumni engagement with CGU's mission and priorities.
2. Engage Through Time, Talent, and Treasure: Encourage members to contribute their time professional expertise, and financial support to strengthen CGU programs, scholarships, and strategic initiatives.
3. Foster Connection and Lifelong Learning: Support alumni services, events, and mentoring that build community, scholarship, and collaboration among graduates and current students.
4. Support Philanthropy and Partnerships: Promote giving to the CGU endowment and cultivate relationships that advance innovation, research, and civic engagement within the CGU network.
5. Collaborate with the University: Respond to requests from CGU leadership for activities that enhance alumni visibility and contribute to the University's ongoing success.

ARTICLE II MEMBERSHIP

Section 1. Eligibility

Membership in the CGU Alumni Association (CGUAA) is open to all individuals who have participated in the academic community of Claremont Graduate University, including:

1. Graduates who have earned a degree from CGU.
2. Individuals who have completed a certificate program.
3. Students who have successfully completed at least one academic year, achieved All But Dissertation (ABD) status, or taken a leave of absence in good standing after one year of study. Membership is

automatic and inclusive. All alumni enjoy full rights and privileges regardless of age, nationality, gender, sexual orientation, gender identity, disability, ethnicity, religion, or creed.

Section 2. Participation and Contributions

1. No Dues: Membership is granted automatically to the CGUAA with no financial requirement.
2. Philanthropic Engagement: Alumni are encouraged to contribute time, talent, and financial support at a level meaningful to them and aligned with their school, program, or passion area.
3. Ambassadorship: Members are encouraged to serve as advocates for CGU by:
 - a. Building partnerships and professional connections.
 - b. Sharing expertise with students and faculty.
 - c. Identifying donors, sponsors, and strategic allies.
 - d. Promoting mentorship, employment, and networking opportunities for CGU students and alumni.
4. University Collaboration: CGUAA may receive administrative and financial support from CGU and may also contribute or sponsor programming in partnership with the University.
5. Membership Flexibility: The CGUAA Board may establish additional membership categories (e.g., Advisory, Honorary, or Affiliate) as appropriate.

Section 3. Representation and Structure

The CGU Alumni Association represents all CGU Schools and academic departments and collaborates with any existing program- or department-based alumni groups. The Association coordinates collective alumni engagement while supporting the independent efforts of school- or program-specific networks.

ARTICLE III. CGU ALUMNI ASSOCIATION BOARD OF DIRECTORS

Section 1. Composition

The CGU Alumni Association Board of Directors (the “Board”) provides leadership, advocacy, and strategic direction for alumni engagement.

The Board shall include:

Voting Members (10-25 total):

- President
- Vice President
- Immediate Past President
- Chief of Staff
- Treasurer
- Up to 15 appointed Board Members representing all CGU Schools, academic areas, and eras/decades
- Up to 3 Presidential Appointees (special project or committee-based)
- One representative from the Student Senate

Non-Voting Members (Advisory):

- Representatives from CGU Career & Professional Development and the Board of Trustees
- Committee Chairs
- Director of Alumni Engagement (ex officio, non-voting)
- Honorary Members (up to 3, including former Presidents)

Goal: Maintain a dynamic, diverse, and functional board that reflects CGU's schools, eras/decades, and alumni demographics.

Section 2. Executive Committee

The Executive Committee manages operations between Board meetings, except for amendments to these bylaws.

Composition:

- President
- Vice President
- Chief of Staff
- Treasurer
- Two members appointed by the President
- Director of Alumni Engagement (ex officio, non-voting)

All Executive Committee actions shall be shared with the Board within seven (7) days. Any written objection by a Board member pauses that action until the next full meeting.

Section 3. Service and Compensation:

Board service is voluntary. No member shall receive compensation.

Section 4. Terms of Office

- a. President, Vice President, and Chief of Staff: 2-year terms, renewable for 1 additional year by majority vote.
- b. Appointed Members: 3-year terms, renewable once.
- c. Terms shall be staggered for continuity.
- d. Members may receive a one-term deferral (maximum 9 years total) by presidential or majority board approval.
- e. Diversity, school representation, and inclusion shall guide nominations
- f. Presidential Appointees serve 2 years, concurrent with the President's term.

Section 5. Board Membership and Elections

The Nominating Committee manages recruitment, nominations, and officer elections.

- Nominations for officers occur by October 31 during the final year of the current President's term
- New members are elected by a majority vote of the Board at a convened meeting with quorum.

- Any alumnus may self-nominate or recommend others.

Section 6. Quorum & Meetings

- a. Quorum: A majority (51%) of voting members.
- b. Meetings: At least four per year.
- c. Special Meetings: May be called by the President or three voting members with 72-hour notice.
- d. Notice: Sent at least 10 days before regular meetings.
- e. Hybrid Attendance: Both in-person and remote participation counts toward quorum and voting.

Section 7. Attendance & Conduct

- Members missing two or more meetings without prior notice may be removed.
- Members may be removed for cause (ethical or legal violations) by a three-fourths vote of the Board.

Section 8. Vacancies

- Vice President assumes the Presidency upon vacancy.
- If both President and VP positions are vacant, the Chief of Staff serves as interim President until new officers are elected.
- The Board elects replacements for all other vacancies.

Section 9. Electronic Meetings

Members of the Board of Directors or any committee designated by the Board may participate in a meeting of such Board or committee by means of conference telephone or similar communications equipment by which all persons participating in the meeting can communicate with each other. Participation in a meeting pursuant to this section shall constitute presence at such meeting.

Section 10. Resignations, Termination and Absences

Resignation from the Board must be in writing and received by the President or the Chief of Staff. Board members may be excused from attendance upon notification to the President or the Chief of Staff prior to the scheduled meeting. Board members shall be terminated from the Board due to excessive absences, defined as two or more unexcused absences from Board meetings in a year. A Board member may be removed from membership by a three-fourths supermajority vote of the remaining Board members for actions deemed to be major violations of these bylaws, violations of law, or violations of the ethical standards promulgated for students or faculty members of CGU.

ARTICLE IV. DUTIES AND RESPONSIBILITIES OF THE OFFICERS

Section 1. President

The President serves as the chief volunteer leader of the CGU Alumni Association.

- a. Presides over meetings of the Board of Directors and Executive Committee.
- b. Provides strategic direction and ensures alignment with CGU's mission and alumni-relations goals.
- c. Serves as the primary liaison to CGU leadership and represents the Association at official events.
- d. Appoints committee chairs and presidential appointees, subject to Board approval.
- e. Serves as an ex officio, non-voting member of all committees.
- f. Performs additional duties as assigned by the Board.

Section 2 - Vice President

The Vice President supports the President and oversees Board operations and fiscal coordination.

- a. Acts as President in the President's absence.
- b. Coordinates the work of committees, and event planning: ensuring timely communication and scheduling
- c. Leads special initiatives or task forces as assigned by the President or the Board.

Section 3 – Chief of Staff

The Chief of Staff manages records, compliance, and communication.

- a. Issues timely meeting notices and agendas.
- b. Records and distributes accurate minutes for all Board and Executive meetings.
- c. Maintains official documents, rosters, and terms of service.
- d. Performs additional duties as assigned by the President or the Board.

Section 4 – Treasurer

- Collaborates with the Vice President to track committee budgets and maintain transparency in reporting.
- Coordinates the budget alignment of committees
- Reviews committee and event budget proposals; consolidates and presents them to the CGU Alumni Office.
- Represents the Board at Advancement/Engagement financial-planning meetings (monthly or

quarterly) and reports outcomes to the Executive Committee.

Section 5 - Officer Collaboration

The President, Vice President, and Chief of Staff shall collaborate with the Director of Alumni Engagement to ensure fiscal responsibility, data accuracy, and mission alignment across all alumni programs.

ARTICLE V. COMMITTEES

Section 1 - Formation and Structure

- The Board may establish standing committees and task forces to carry out its mission and programs.
- Standing Committees must be approved by a majority vote of the Board.
- Task Forces (one year or less) may be appointed by the President with Executive & Committee approval.
- Board members may self-select committees that align with their interests and expertise. Each committee shall appoint one or two co-leads or chairs from its membership to guide its work.
- Committees may include both voting and non-voting members, including alumni volunteers, students, or university partners when appropriate.
- Past Presidents and the Director of Alumni Engagement serve as ex officio, non-voting members of all committees.

Section 2 - Nominating Committee

- The Nominating Committee shall be chaired by the President and consist of at least three (3) voting members appointed by the President, none of whom are under consideration for nomination.
- The committee shall also include a representative from the CGU Office of Alumni Engagement.
- When considering officer nominations (President, Vice President, Chief of Staff, Treasurer), a representative from the CGU Career & Professional Development Office may participate as an advisor.
- The Nominating Committee is responsible for:
 - Recruiting and vetting candidates for Board and officer positions.
 - Ensuring nominations reflect diversity across schools, decades, and demographics.
 - Presenting final recommendations to the Board for approval.
- The committee may also oversee the onboarding of new members and succession planning for board leadership.

ARTICLE VI. OPERATING PROCEDURES FOR CGUAA AND THE BOARD

Section 1. Board Meetings.

The Board shall hold four (4) regular meetings during each fiscal year, defined as July 1 to June 30.

Meetings shall generally be held on campus, but a maximum of two (2) meetings may be scheduled as wholly electronic (virtual) meetings (except during exceptional circumstances when electronic meetings are considered to be preferable to physical meetings).

The Board shall normally meet two (2) times during the Fall Semester, and two (2) times during the Spring Semester. Additional meetings will be added at the discretion of the President.

Section 2. General Meeting of all Members of the CGUAA.

There shall be an annual meeting of all members of the CGU Alumni Association each year. The Board shall schedule such meeting during the Spring Semester and shall publicize it widely among all alumni.

Section 3. Board Meetings

All Board meetings are open to all CGU alumni. The Board may, however, move into Executive Session to consider sensitive matters of personnel, such as removal of an Officer or Board member for cause. Attendance in Executive Session shall be limited to the Executive Committee.

No vote shall be taken in Executive Session.

ARTICLE VII. AUTHORITY; MINUTES; RESOLUTIONS; BY-LAWS, AND AMENDMENTS

Section 1 – Authority and Purpose

- a. The Board of Directors governs the activities of the CGU Alumni Association ("CGUAA") in alignment with the University's mission and Advancement priorities.
- b. The Board may initiate, coordinate, and support programs, events, and fundraising efforts that strengthen alumni engagement, mentorship, and philanthropy.
- c. The Board may designate Regional or Affinity Ambassadors to represent CGUAA in specific geographic areas or professional communities.
- d. Ambassadors are appointed for one-year terms, renewable up to three years, and serve in a volunteer, non-voting capacity.
- e. Ambassadors act in coordination with the CGU Office of Alumni Engagement.

Section 2 - Limits of Authority

- CGUAA operates as an entity of Claremont Graduate University and must comply with all university policies, including those governing finance, ethics, and nondiscrimination.
- The Board shall not intervene in faculty governance or internal university administration.

Section 3 - Bylaw Amendments

- a. Amendments to these Bylaws may be proposed by any voting member of the Board.
- b. Proposed amendments must be presented in writing at a regular or specially called meeting designated for that purpose.
- c. Action on a proposed amendment may occur only at the next regularly scheduled meeting following its introduction.
- d. Approval of any amendment requires a three-fourths (75%) affirmative vote of members^[1] present, provided a quorum exists.
- e. Approved amendments take effect immediately unless otherwise specified.

ARTICLE VIII. INDEMNIFICATION

Section 1 - General Indemnification

- To the fullest extent permitted by law, the CGU Alumni Association ("CGUAA") shall indemnify and hold harmless any current or former director, officer, committee chair, employee, or volunteer who is made or threatened to be made a party to any legal action, investigation, or proceeding arising from actions taken in good faith within the scope of their duties for CGUAA.
- Such indemnification shall cover all reasonable expenses, including attorneys' fees, settlements, judgments, and fines, incurred in connection with the matter.
- Indemnification shall not apply to acts or omissions that are found to constitute gross negligence, bad faith, fraud, or willful misconduct.

Section 2 - Limitation of Liability

- Volunteers serving CGUAA without compensation (other than expense reimbursement) shall be immune from civil liability for acts or omissions made in good faith and within the scope of their authority.
- Employees shall not be held personally liable for damages exceeding the total compensation received during the twelve (12) months preceding the act or omission giving rise to the claim.
- The protections described herein do not apply in cases involving:
 - Willful or criminal misconduct;
 - Acts taken in bad faith or outside the authority of CGUAA;
 - Personal benefit or gain derived from misuse of position; or
 - Actions inconsistent with CGU or CGUAA's governing policies or applicable law.
- Nothing in this Article limits the Association's ability to obtain or maintain directors' and officers' (D&O) liability insurance or other coverage as deemed appropriate by the Board.

Section 3 - Professional Liability Exception

This limitation of liability shall not apply to licensed professionals performing services in their professional capacity.

These Bylaws were approved by majority vote of the Board of Directors of the Claremont Graduate University Alumni Association at a **convened meeting held on Dated:** December 5, 2025

President, Board of Directors *Joleen Archibald*

Chief of Staff, Board of Directors *Barbara Blatz-Stone*