Charter to Establish the

Cleveland Institute of Art Alumni Association

# ARTICLE I

The name of this organization shall be the Cleveland Institute of Art Alumni Association (the “Alumni Association”). The Alumni Association was established with the approval of the Board of Directors of The Cleveland Institute of Art (“CIA”) on September 30, 2014, to provide CIA’s alumni community with a formal association through which to foster lifelong connections to CIA, both to serve its graduates and to enable them to contribute to the vitality of the institution.

ARTICLE II

# MEMBERSHIP

The following shall be eligible for membership in the Alumni Association:

1. Any graduate of any degree or diploma program of CIA;
2. Any graduate or alumnus of any program recognized as a forerunner of CIA; and
3. Non-graduates who matriculated into a major at CIA but are not currently enrolled at CIA.

ARTICLE III

# ALUMNI COUNCIL

Section 1 Alumni Council

The mission and objectives of the Alumni Association shall be carried out through the leadership of the Alumni Council. The Alumni Council shall consist of the following five (5) officers: President, President-Elect, Secretary, Treasurer and Immediate Past-President, and ten (10) members, at least three of whom should reside outside of Northeast Ohio. The Alumni Council should seek through its membership to represent the diverse needs of the Alumni Association membership.

In addition, the Alumni Council will include four (4) non-voting, ex-officio members which shall be appointed by CIA and shall consist of: a current or emeritus member of the CIA Board of Directors, a current elected member of CIA’s Student Leadership Council, a current full-time member of CIA’s faculty, and a staff liaison from CIA’s Office of Institutional Advancement.

Section 2 Term Limits and Rotation; Alumni Council Members

The term of Alumni Council members shall be two (2) years in length, which shall commence on July 1st and end on June 30th. Not more than four (4) Alumni Council members shall be elected annually by the Executive Committee to ensure consistent membership and decrease the impact of membership transition. In the inaugural year of the Alumni Council, half of the members’ terms will be for one year for the initial period of this charter. Alumni Council members may serve up to two (2) consecutive terms. No council member may serve more than a total of four (4) terms.

Section 3 Term Limits and Rotation; Alumni Council Officers

The terms of the positions of President, President-Elect, and Immediate Past-President shall each be one (1) year in length, which shall commence on July 1st and end on June 30th and each person serving in such positions shall rotate through each position as follows: first, serving as President-Elect for a single one (1) year term, second serving as President for a single one (1) year term, and third serving as Immediate Past-President for a single one (1) year term.

The terms of the positions of Secretary and Treasurer shall each be two (2) years in length, which shall commence on July 1st and June 30th. The Secretary and Treasurer will be elected on alternate years; the Secretary on even years (Fiscal Year end); the Treasurer on odd years (Fiscal Year end). In the inaugural year of the Alumni Council, the Secretary will serve for one year only for the initial period of this charter.

Section 4 Membership Eligibility and Selection Process

Alumni Council members will be selected from a pool of applicants each spring. Any active member of the Alumni Association may apply (subject to the term limits set forth in Section 2 above). With the assistance of CIA’s Office of Institutional Advancement, the Executive Committee shall communicate to all eligible Alumni Association members the process for application, including deadlines and notification timetable. Members may nominate themselves for consideration. All new members will be selected by a majority vote of the Executive Committee. For the inaugural year of the charter, a new slate for the Alumni Council shall be selected by the interim Alumni Council Executive Committee.

Mid-term vacancies on the Alumni Council shall be filled for the remainder of the term by recommendation of the Executive Committee and by majority vote of the Alumni Council present at the Alumni Council meeting.

Section 5 Quorum Requirements

A quorum of the Alumni Council shall consist of a minimum of thirty-five percent (35%) of the members of the Alumni Council, provided at least two (2) members of the Executive Committee are present.

## ARTICLE IV

## EXECUTIVE COMMITTEE

Section 1 The Alumni Council President, President-Elect, Secretary, Treasurer, and the Immediate Past-President shall serve as the Executive Committee.

Section 2 The Executive Committee shall have all the powers of the Alumni Council to transact business of the Alumni Council between Alumni Council meetings. All transactions of this committee shall be reported in full at the next regularly scheduled Alumni Council meeting.

Section 3 Three (3) members of the Executive Committee shall constitute a quorum. The act of the majority of the members of the Executive Committee present shall be the act of the Executive Committee.

ARTICLE V

# OFFICERS AND DUTIES

Section 1 President

The President shall preside at all the meetings of the members of the Alumni Association, at all meetings of the Alumni Council, and at all Executive Committee meetings; shall act as liaison between the Alumni Association and officers of CIA and shall transmit to each group the desires and recommendations of the other; shall appoint members of all committees of the Alumni Council; shall call meetings of the Executive Committee as necessary; shall supervise the conduct and business of the Alumni Association; and shall serve as ex-officio member of all committees of the Alumni Council and shall vote only in case of a tie.

Section 2 President-Elect

The President-Elect shall perform all duties of the President in the case of absence or disability of the President and shall perform other duties asmay be required by the President.

Section 3 Secretary

The Secretary shall provide for the taking of minutes at any meeting of the general membership of the Alumni Association, at all meetings of the Alumni Council, at all Executive Committee meetings, and all special meetings and shall perform other duties as may be required by the President.

Section 4 Treasurer

The Treasurer shall make recommendations to the Alumni Council for fundraising initiatives in support of Alumni Association objectives and shall supervise the collection, expenditure and reporting of such funds in accordance with CIA policy and procedures and shall work with CIA’s Office of Institutional Advancement to manage that budget and perform other duties as may be required by the President.

Section 5 Past-President

The Past-President shall perform duties as may be required by the President.

## ARTICLE VI

## MEETINGS

Section 1 Alumni Association

The Alumni Association shall meet once annually (the “Annual Meeting”) to review the mission and objectives of the Association and provide an update to members on the state of CIA. Notice of the Annual Meeting will be shared via CIA’s range of communication platforms to inform members of the date, time, location, and opportunities to attend via teleconference or other means of distance communication.

Section 2 Alumni Council

The regular meeting schedule of the Alumni Council will be set by the Executive Committee at the start of each Fiscal Year. There shall be a minimum of three (3) regular meetings of the Alumni Council during each Fiscal Year, one of which may be in conjunction with the Annual Meeting of the Alumni Association.

Section 3 Special meetings of the Alumni Association may be called by any of the following:

1. Action of the President;
2. Written request from one-third of the members of the Alumni Council; or
3. Petition signed by 50 or more members of the Alumni Association.
4. At the request of any ex-officio member of the Alumni Council.

A written notice of any special meeting of the Alumni Association shall be emailed to members in good standing at least five (5) days prior to such meeting. Each announcement will include the date, time, and place of the scheduled meeting.

## ARTICLE VII

# ELECTIONS

Section 1 The Officers of the Alumni Council shall be elected from within the Alumni Council membership.

Section 2 Approximately sixty (60) days prior to the close of the Fiscal Year, candidates for all vacant positions of President-Elect, Secretary or Treasurer should notify the President of his or her interest in the position. If more than one individual expresses interest in the position, the Executive Committee shall vote. If a vote is not required, the Executive Committee shall confirm the slate of candidates and announce the positions to the Alumni Council within sixty (60) days of the close of the Fiscal Year.

## ARTICLE VIII

## COMMITTEES

Section 1 Alumni Council and Alumni Association members are encouraged to participate in ad hoc committee work to facilitate the planning and execution of special projects to benefit the alumni community and meet the stated objectives of the Alumni Council.

Section 2 Ad hoc committees and the chairperson of each such committee are appointed by the Executive Committee as appropriate.

Section 3 Committees shall consist of no less than two (2) individuals, one (1) of whom must be a member of the Alumni Council.

Section 4 The term of office of all standing committee members will be one (1) year.

Section 5 Chairpersons of all committees shall report periodically to the Alumni Council on the progress of the work of their committees or as requested by the President. They will attend Alumni Council meetings to carry out this function.

Section 6 Chairpersons of all committees shall submit a report annually to the Alumni Council. The report will consist of a summary of activities, membership, and recommended goals for the next year.

# ARTICLE IX

# FINANCIAL AFFAIRS

# The financial affairs of the Alumni Association shall be conducted and financial records maintained in accordance with the policies and procedures established by CIA from time to time. The fiscal year of the Alumni Association shall be the same as that of CIA, July 1st to June 30th (the “Fiscal Year”). The budget of the Alumni Association shall be subject to the review and approval of a member of CIA’s Office of Institutional Advancement and the prior approval of a member of CIA’s Office of Institutional Advancement shall be required for all expenditures of Alumni Association funds.

# ARTICLE X

# AMENDMENTS TO THE CHARTER

Any member of the Alumni Association can present proposed amendments to this Charter in writing to the Secretary of the Alumni Council. The Secretary shall refer the proposal to the Executive Committee, which shall place the proposal on the agenda for the next Alumni Council meeting. All members of the Alumni Association shall be informed of the proposed amendment via CIA’s range of communication platforms at least thirty (30) days prior to the Alumni Council meeting, which shall be open to any Alumni Association member. All Alumni Association members shall have the opportunity to submit his or her vote by e-mail, mail, facsimile, telephone, or orally. Votes are to be received by the Alumni Council no later than the next scheduled Alumni Council meeting, or by attendance. An affirmative vote of two-thirds (2/3) of those who participate in the voting process shall be required for any amendment.

# ARTICLE XI

# TIME OF TAKING EFFECT OF THE CHARTER

This Charter shall take effect immediately upon its adoption.

# ARTICLE XII

# PARLIAMENTARY AUTHORITY

Robert’s Rules of Order shall be the parliamentary authority for the Alumni Association and Alumni Council.