The following Charter is approved and adopted by the University of Washington Bothell Alumni Council and shall be in full force and legal effect commencing July 1, 2006. The Charter contains provisions for the regulation and management of the affairs of the University of Washington Bothell Alumni Council.

SECTION I: THE COUNCIL

A. Name. The name of this organization shall be the University of Washington Bothell Alumni Council (UWBAC). The UWBAC shall be recognized as the official University of Washington Bothell alumni organization.

B. Mission. The mission of the UWBAC is to create, promote, and encourage opportunities for UW Bothell alumni to connect with each other in a manner that strengthens the reputation of the University of Washington as a whole, while recognizing the unique characteristics of UW Bothell.
   a. It shall be the duty of this Council to promote and assist the interest of UW Bothell, and the University as a whole, and to further in every way the ideals of UW Bothell.
   b. Council members shall actively seek out new alumni to become members of the Council, or to participate in another volunteer capacity.

C. Vision. The vision of the UWBAC is to be the core of an active UW Bothell alumni community providing opportunities for lasting engagement, collaboration and networking while supporting the mission, vision and goals of UW Bothell.

D. Eligibility for Council Participation. Every graduate and recipient of a degree or certificate from UW Bothell is eligible to participate in the UWBAC. Currently enrolled students of UW Bothell are eligible to participate in specific student assigned roles on the Council. Alumni, students, former students, faculty, staff, friends, donors and their families are encouraged to take part in UWBAC activities and events.

E. Non-Discrimination. Members and officers of the Council shall be accepted and chosen without discrimination against any person on the basis of race, creed, national origin, gender, sexual orientation, or religion.

SECTION II: STRUCTURE OF THE COUNCIL

The UWBAC shall consist of an Executive Committee, Constituency Representatives, and an Advisory Board. The Council shall have at least nine (9) alumni members and no more than seven (7) faculty, staff, or student positions. A Council member shall not be permitted to hold more than one office at the same time.

A. Executive Committee. The Executive Committee shall consist of the following officers:
B. Constituency Representatives. Each of the following program or certificate entities is entitled to one (1) alumni representative on the Council.
   a. Undergraduate Programs
      i. Business
      ii. Computing & Software Systems
      iii. Interdisciplinary Arts & Sciences
      iv. Nursing
   b. Graduate Programs
      i. Business
      ii. Education
      iii. Nursing
      iv. Policy Studies
   c. Certificate Programs
      i. Teaching

C. Advisory Board. This unit is comprised of non-voting (ex-officio) members of the UW Bothell community.
   a. Up to three (3) faculty representatives from the academic programs with a maximum of 1 per program.
   b. Up to two (2) student representatives with a maximum of one (1) per academic program.
   c. In order to encourage alumni participation and recruitment, academic programs may have additional alumni representatives that will be able to participate in Council activities, events, committees, and programs but will not have a vote.
   d. UW Bothell Director of Development (staff)

SECTION III DUTIES AND SUCCESSION OF THE EXECUTIVE COMMITTEE OFFICERS

Executive Committee officers act as representatives of the UW Bothell and its alumni community and at all times adhering to the purpose of UWBAC as defined in the mission and vision statement and as signed and agreed upon in the Code of Conduct. Interested parties must be a graduate of one of UW Bothell’s academic programs to be eligible for consideration.

A. Chair.
   a. The Chair shall act as chairperson at all meetings of the Council, and the Executive Committee.
   b. The Chair shall work with the Alumni Relations Manager to set the agenda for general Council and Executive Committee meetings.
   c. The Chair shall serve as the Council’s official alumni representative to UW Bothell and to other organizations when an official representative is required. (e.g. UW Bothell Commencement, UWAA Board, etc.)
   d. The Chair shall work with the Alumni Relations Manager in evaluating the Council’s overall needs and planning future direction for the organization.
   e. The Chair shall actively recruit Council and UWAA membership.
f. The Chair shall hold the position for one year.
g. Normal succession of office from Chair-Elect to Chair shall occur automatically without election.

B. Chair-Elect.
a. In the absence of the Chair, the Chair-Elect shall perform the duties of the Chair.
b. The Chair-Elect succeeds the Chair in case of emergency, absence or normal succession.
c. The Chair-Elect shares the duties with the Chair as a representative at University-wide events.
d. The Chair-Elect shall serve as representative on the UW Bothell Campaign Committee
e. The Chair-Elect shall actively recruit Council and UWAA membership.
f. The Chair-Elect is elected to a two (2) year term serving the first year as Chair-Elect and the second year as Chair.

C. Secretary.
a. The Secretary aides the Alumni Relations Manager in taking minutes at all Council meetings.
b. The Secretary assists the Alumni Relations Manager in formatting and sending the minutes to the Chair for review and for distribution.
c. The Secretary aides the Alumni Relations Manager to help ensure the distribution of meeting minutes in a timely member to all active council members.
d. The Secretary maintains a record of UWBAC activities and events and provides information as needed to the Alumni Relations Manager.
e. The Secretary aides the Alumni Relations Manager (Elections Officer) in executing the election process.
f. The Secretary is elected annually to a one (1) year term with no term limit.

D. Past Chair (ex-officio).
a. If willing, the Past Chair may serve a one (1) year term in an advisory role on the Executive Committee in the immediate term following their year as Chair.
b. The intent is to provide a “knowledge base” for the Council and Executive Committee.

E. Annual Events & Programs Committee Chair
a. The Chair, Annual Events & Programs shall head the Annual Events & Programs Committee by leading critical tasks including recruiting council members, chairing meetings, managing projects, and all other business related to the committee.
b. The Chair, Annual Events & Programs act as the primary liaison between the committee and the alumni council and report all committee related news to the alumni council members at every UWBAC meeting.
c. The Chair, Annual Events & Programs shall actively recruit Council and UWAA membership.
d. The Chair, Annual Events & Programs shall be considered, through nomination and election, to succeed as Chair-Elect in the event that a vacancy occurs. (Does not automatically become Chair-Elect, must be re-elected to position).
e. The Chair, Annual Events & Programs is elected annually to a one (1) year term with no term limit.

F. Awards & Recognition Committee Chair
a. The Chair, Awards & Recognition shall head the Awards & Recognition Committee by leading critical tasks including recruiting council members, chairing meetings, managing projects, and all other business related to the committee.
b. The Chair, Awards & Recognition act as the primary liaison between the committee and the alumni council and report all committee related news to the alumni council members at every UWBAC meeting.
c. The Chair, Awards & Recognition shall actively recruit Council and UWAA membership.
d. The Chair, Awards & Recognition shall be considered, through nomination and election, to succeed as Chair-Elect in the event that a vacancy occurs. (Does not automatically become Chair-Elect, must be re-elected to position).
e. The Chair, Awards & Recognition is elected annually to a one (1) year term with no term limit.

G. Legacy & Spirit Committee Chair
   a. The Chair, Legacy & Spirit shall head the Legacy & Spirit Committee by leading critical tasks including recruiting council members, chairing meetings, managing projects, and all other business related to the committee.
   b. The Chair, Legacy & Spirit act as the primary liaison between the committee and the alumni council and report all committee related news to the alumni council members at every UWBAC meeting.
   c. The Chair, Legacy & Spirit shall actively recruit Council and UWAA membership.
   d. The Chair, Legacy & Spirit shall be considered, through nomination and election, to succeed as Chair-Elect in the event that a vacancy occurs. (Does not automatically become Chair-Elect, must be re-elected to position).
   e. The Chair, Legacy & Spirit is elected annually to a one (1) year term with no term limit.

H. Membership & Marketing Committee Chair
   a. The Chair, Membership & Marketing shall head the Membership & Marketing Committee by leading critical tasks including recruiting council members, chairing meetings, managing projects, and all other business related to the committee.
   b. The Chair, Membership & Marketing act as the primary liaison between the committee and the alumni council and report all committee related news to the alumni council members at every UWBAC meeting.
   c. The Chair, Membership & Marketing shall actively recruit Council and UWAA membership.
   d. The Chair, Membership & Marketing shall be considered, through nomination and election, to succeed as Chair-Elect in the event that a vacancy occurs. (Does not automatically become Chair-Elect, must be re-elected to position).
   e. The Chair, Membership & Marketing is elected annually to a one (1) year term with no term limit.

I. Alumni Relations Manager (ex-officio)
   a. The Alumni Relations Manager, with assistance from the Secretary, takes notes at all Council and Executive Council meetings, allowing the voting members to focus on and add to ongoing discussions.
   b. The Alumni Relations Manager, with assistance from the Secretary, shall distribute minutes, agendas, and other materials of interest to the Council membership.
   c. In addition, the Alumni Relations Manager shall develop and execute plans and services related to the Council pursuant to policies which have been approved and adopted by the Council or the Executive Committee.
   d. The Alumni Relations Manager shall serve as the primary liaison between the Council and the University community.
   e. The Alumni Relations Manager shall function as executive-level Secretary as a non-voting (ex-officio member).
   f. The Alumni Relations Manager shall function as Elections Officer, with oversight assistance from the Secretary.

J. Vacancy of Chair. – Should the office of Chair become vacant for any reason other than normal succession, the currently seated Chair-Elect shall immediately assume the office of Chair, and shall serve as Chair for the remainder of the unexpired term, plus his or her
assigned term. The currently seated Committee Chairs (Annual Events & Programs, Awards & Recognition, Legacy & Spirit, Membership & Marketing) shall be considered, through nomination and election, to succeed as Chair-Elect. An election for the vacated Committee Chair shall be held at the first Council meeting following the occurrence of the vacancy. The officer elected to fill a Committee Chair vacancy shall serve for the unexpired term and until his or her successor is duly qualified and elected.

K. Vacancy of Chair-Elect. – Should the office of Chair-Elect become vacant for any reason other than normal succession, the currently seated Committee Chairs (Annual Events & Programs, Awards & Recognition, Legacy & Spirit, Membership & Marketing) shall be considered, through nomination and election, to succeed as Chair-Elect. An election for the vacated Committee Chair shall be held at the first Council meeting following the occurrence of the vacancy. The officer elected to fill a Committee Chair vacancy shall serve for the unexpired term and until his or her successor is duly qualified and elected.

L. Vacancy of Committee Chairs or Secretary. – A vacant Committee Chair or Secretary position occurring for any reason shall be filled by nomination and election at the first meeting of the Council following the occurrence of the vacancy. The officer elected shall serve for the unexpired term and until his or her successor is duly qualified and elected. Vacant Committee Chairs or Secretary positions shall be filled by nomination and election by the voting members of the Council in “Good Standing.”

SECTION IV DUTIES AND SUCCESSION OF THE CONSTITUENCY REPRESENTATIVES

Constituency Representatives act as representatives of the UW Bothell and its alumni community and at all times adhering to the purpose of UWBAC as defined in the mission and vision statement and as signed and agreed upon in the Code of Conduct. Interested parties must be a graduate of one of UW Bothell’s academic programs to be eligible for consideration.

A. Constituency Representatives.
   a. Constituency Representatives must represent an academic program at UW Bothell.
   b. Constituency Representatives act as liaisons to the Director of the academic program they represent.
   c. Constituency Representatives are required to serve on a UWBAC committee.
   d. Constituency Representatives shall actively recruit Council and UWAA membership.
   e. Constituency Representatives are elected annually to a one (1) year commitment with no term limits.

B. Vacancy of Constituency Representatives. – A vacant Constituency Representative position occurring for any reason shall be filled by election at the first meeting of the Council following the occurrence of the vacancy. The representative elected shall serve for the unexpired term and until his or her successor is duly qualified and elected.

SECTION V DUTIES AND SUCCESSION OF THE ADVISORY BOARD MEMBERS

Advisory Board members act as representatives of the UW Bothell and its alumni community and at all times adhering to the purpose of UWBAC as defined in the mission and vision statement and as signed and agreed upon in the Code of Conduct.

A. Advisory Board Members.
   a. Faculty Representatives (ex-officio) – maximum of three
i. Nominated to a one (1) year term by the UW Bothell General Faculty Organization (GFO) with a majority approval by voting members of the UWBAC.
   ii. Term limit determined by GFO.

b. Student Representatives (ex-officio) – maximum of two
   i. Nominated to a one (1) year term by the Associated Students of the University of Washington Bothell (ASUWB) with a majority approval by the voting members of the UWBAC.
   ii. Term limit determined by ASUWB.

c. Alumni Program Representatives At-Large (ex-officio) – no maximum
   i. May be nominated by Program Director, UW Bothell alumni, or self-nominated.
   ii. Nominated to a one (1) year term on majority approval by the voting members of the UWBAC.
   iii. No term limit.

d. UW Bothell Director of Development (ex-officio)
   i. Appointed by the Chancellor.

B. Vacancy of Advisory Board Members – Vacant Faculty or Student Representative positions occurring for any reason shall be filled as available by the GFO or ASUWB. Approval of GFO or ASUWB nominees will take place at the first available meeting of the Council following the nomination. The approved Representative(s) shall serve for the unexpired term and until his or her successor is duly qualified and approved.

SECTION VI NOMINATIONS AND ELECTIONS

At all times, the UWBAC must have at least nine (9) voting members elected to the Council, but no more than seven (7) non-voting staff, faculty or student members on the council.

A. Elections.
   a. All UWBAC elections and appointments are the responsibility of the UWBAC membership, not subject to approval or veto from the UW Bothell Chancellor’s office.
   b. Annual call for nominations: April 1 to May 1 (Deadline is 5 p.m. May 1 or last prior business day.)
   c. Elections: To be held by the end of the third week in May annually.
   d. Term of office: A term of July 1 through June 30.
   e. Method of election: By Council voting members in “Good Standing”
      1. By secret paper ballot at the designated election meeting by those in attendance.
         a. Absentee ballot option is available for a qualified voting member if they contact the Elections Officer no later than seven (7) calendar days prior to the designated election meeting.
         b. The Council through its voting members in “Good Standing” may opt to openly approve a slate of candidates if all positions are unopposed.
   f. The Elections Officer (Alumni Manager) will have the following duties with the approval of the Council and assistance of the Secretary:
      1. Promote election and nomination processes
      2. Receive and process nominations; verify candidate interest
      3. Send out candidate information to voting body
      4. Verify voting eligibility
      5. Collect, receive, and tally ballots.
      6. Certify the election.
B. Nominations
   a. Candidates for Executive Committee or Constituency Representative positions may be nominated by Program Director, UW Bothell alumni, or self-nominated.
   b. UW Bothell Chancellor’s office staff members and UW Bothell Faculty members may not hold a voting position with the council, or hold any office that is identified as other than ex-officio.
   c. Other current UW Bothell staff members who are UW Bothell alumni may hold UWBAC voting positions with the understanding that they are bound to the Code of Conduct particularly where it pertains to a conflict of interest.

C. Election Voting Requirements
   a. Member in Good Standing. A member in good standing shall be on pace to attend 70% of the Council’s meetings annually (e.g. 7 out of 10) and must not miss two (2) consecutive meetings. Members who are not “In Good Standing” can renew their “Good Standing” status by attending two (2) consecutive meetings as long as they also meet the 70% attendance requirement.
   b. All voting members of UWBAC must hold UWAA membership for as long as they are serving on the council.

SECTION VII COMMITTEES

A. Standing Committees. The Council may by resolution designate one or more standing committees, each of which will have and exercise the authority of the Council to the extent provided in Council Resolutions or in the Charter. Members of standing committees need not be currently seated members of the Council, but must be University of Washington Bothell alumni eligible for Council membership.
   a. Membership & Marketing
   b. Legacy & Spirit
   c. Annual Events & Programs
   d. Awards & Recognition

B. Temporary Committees. In addition to standing committees, the Council may appoint temporary committees as may from time to time be needed to address pressing strategic needs of the Council.
   a. 15th Anniversary Celebration Committee … is an example

C. Committee Leadership. Committees of the Council will be led by Committee Chairs elected to one-year terms matching the Council Chair’s term. Committee Chairs are members of the Executive Committee. Anyone eligible to be elected to a voting position on the Council is eligible to be elected as a Committee Chair regardless of whether they are currently seated on the Council.

SECTION VIII MEETINGS

A. Meeting Frequency.
   a. General Council Meetings – Generally are held 1st Tuesday of each month (except when conflicting with a holiday/significant event or determined by the UWBAC Executive Committee.)
      1. Meetings are open to all alumni to attend, however only current UWBAC voting members may make motions or cast votes.
      2. Participation in discussions for alumni who are not current council members may be limited due to length of agenda.
3. It is recommended that all persons seeking a place on the UWBAC agenda contact the UWBAC chair at least one (1) week prior to the next meeting.
   
   b. Executive Committee Meetings – To be held as determined by the UWBAC Executive Committee.
   
   c. All-Alumni Gatherings/Reunions – To be held at least once per year as determined by the UWBAC.

B. Meeting Participation Methods.
   
   a. In person only. However input from non-attending members will be honored.

C. Quorum.
   
   a. Quorum is defined as 51% or more of the council participating in order to field a vote on a matter.

D. Voting.
   
   a. An Executive Committee or Constituency Representative not identified as being ex-officio shall be entitled to one (1) vote on each matter submitted to a vote, including elections. A qualified voter may vote in person.

   b. A majority of voting Council members or committee members at any meeting at which a quorum is present shall be the act of the full Board or committee, unless otherwise provided by this Charter.

SECTION IX   CODE OF CONDUCT

All members of the UWBAC must sign and adhere to a Code of Conduct.

UWBAC Code of Conduct

This Code of Conduct has been established to help the University of Washington Bothell Alumni Council execute its mission and support the vision and goals of the University of Washington Bothell and the University of Washington’s Alumni Association (UWAA). Council members commit to work together, operate in a non-partisan manner and speak with one voice. This Code provides guidance on acceptable standards of conduct for Council members during their term of service. Council members agree to abide by this Code of Conduct as a condition of membership.

1. A Council member shall learn how the University of Washington Bothell functions and understand how the role of the Alumni Council fits within the mission and goals of the University and the UWAA.

2. A Council member shall prepare for, regularly attend, and actively participate in Council meetings and Council committees.

3. Each Council member shall commit to work cooperatively with other members of the Council and to be courteous and respectful of other Council members’ opinions.

4. A Council member shall respect the limits and authority of officers, chairs and staff. A Council member understands that authority rests with the Council as a whole and not with individuals.

5. A Council member shall take responsibility for completing assignments on time and keeping others informed when necessary.

6. A Council member shall accept and abide by the legal and fiscal responsibilities of the Alumni Council as specified in the Council’s and the UWAA’s bylaws.

7. A Council member shall base his or her vote upon all information presented on each issue and shall exercise his or her best judgment in making decisions.

8. A Council member shall respect the confidentiality appropriate to issues of a sensitive nature.

9. A Council member shall avoid acting as a spokesperson for the Council in University events unless specifically authorized to do so by the Chairperson or executive committee.
10. A Council member shall disclose involvement with other organizations, businesses or individuals where such a relationship(s) might be viewed as an actual or potential conflict between his or her own personal interests (financial or otherwise) and that of the Alumni Council, and shall disqualify him or herself from participating in any decision with respect to those interests. A Council member shall refrain from accepting duties, incurring obligations, accepting gifts or favors, engaging in private business or professional activities when there is, or would appear to be, a conflict between the Council member’s personal financial interests and the interests of the Alumni Council and/or the University of Washington Bothell.

11. A Council member shall refrain from actions and involvements that may prove detrimental or contrary to the policies of the Alumni Council or the University of Washington Bothell.

12. A Council member shall act on the basis of what is best for the Alumni Council, the University as a whole and for the advancement of higher education in general.

Violations of the Code of Conduct

1. Any Council member or staff may report cases of deviance from the Code of Conduct to the UWB Alumni Council Chairperson, or in the case that it involves the Chairperson, to any other member of the Executive Committee.

2. Should evidence or allegations of violations of the Code of Conduct come to the attention of the Chairperson and/or a member of the Executive Committee, which after further review by the Executive Committee appears to constitute a breach of the Code of Conduct, the Executive Committee shall discuss the matter with the Council member to obtain additional information and to seek a mutually agreeable resolution.

3. If after discussion with the Executive Committee, the Council member continues to engage in conduct that is inconsistent with this Code, or if the initial matter is so serious that it cannot be corrected or resolved, the Executive Committee shall decide, by a majority vote, what actions to take, up to and including suspending or expelling the Council member from the Council.

SECTION X     POINTS OF PROCEDURE

A. Fiscal Year. The fiscal year of this organization shall extend from July 1 to June 30.

B. Amendments. The Charter may be amended by the Council upon receiving a vote of a majority of active Council members present or participating in a regular or special meeting at which a quorum is present.

Suggestions for meetings

**Come to meetings on time** — Meetings have more and more items to cover and we have more people than ever, so beginning on time is important.

**Plan to attend the entire meeting** — We will finish on time (indicated in the agenda). Leaving early means the group will not benefit from the contributions of all. It is distracting to others when members leave early, and the overall pattern of discussion toward the end of meetings can deteriorate.

**Read the agenda and any supporting materials ahead of time** — A draft agenda will be sent out via e-mail a week before meetings and a revised agenda, if any, will follow the day before. At the meeting, we will follow the agenda as closely as possible.

Necessary materials, such as committee reports, that will often form the basis of meeting actions and discussions, will also be sent out with the draft or revised agendas. It is not effective use of our time for members to air their first thoughts and feelings about a report during a meeting. Please read the attachments/reports ahead of time and bring the hard copies to the meeting for easy reference.

**New Business** — Members who plan to make motions during “New Business” should provide supporting materials, if appropriate, and should let the Chair know ahead of time what motion(s) will be made. Deliberations are generally most fruitful when an item moved from the floor is voted on during a subsequent meeting. This procedure gives the Council members time to consider the matter at hand between meetings and build consensus among its members.

**Announcements** — There will be an “announcements” item in the agenda. Members who wish to make announcements may do so at that time. Members who know they will be making an announcement might contact the chair ahead of time.

**Sample agenda**

I. Opening of meeting (Chair)

II. Submission of minutes of previous meeting (Secretary)

III. Reading of reports, e.g., “Awards & Recognition” and specific questions in response to reports

IV. Old business to be brought up
   A. Unfinished business from previous meetings
   B. Motions that were tabled from previous meeting

V. New business—“heads up” on issues or items to be considered at forthcoming meetings and future motions to be made for voting

VI. Brief Announcements

VII. For the Good of the Order

VIII. Meeting closing (on schedule)

IX. Executive Committee Session, if needed
Discussions/Motions

- During the main agenda items, discussion should be focused around motions that have been made either from committees, or from "Old Business," or from the floor. For effective discussion, the chair will attempt to include as many viewpoints as possible. Since the group is large, members please wait until the chair calls upon you to speak, and please allow at least three others to speak on an issue before you speak again. A brief question or suggestion does not constitute speaking.

- There can be a vote on the motion.

- **Voting**: A call for the question (or a vote) is undebatable, requires a second, and a majority affirmative vote, before the vote on the original motion can be taken.

- **Amendments**: The motion can be amended (second required). Then there can be discussion on the amendment. The amendment is voted upon. If passed, then the main or pending motion is voted upon. If the amendment fails, the main motion still stands and can be discussed until voted.

- **Tabling**: The motion can be tabled (second required). There can be no discussion on a motion to table--a vote must be taken immediately. If the vote is to table, no further discussion can take place on the motion.

- **If No Vote**: There may be no action on the motion--therefore it becomes old business at a future meeting.

- **Be Specific**: Motions must be clear and concise. A motion to "sponsor more art events" would be vague and discussions could meander. However, a motion to "sponsor a vernacular dance event in the Commons on Nov. 3" is specific and could be effectively discussed and acted on.

*Credits: Modified from a document crafted by JoLynn Edwards*
SUBJ: Proposal for one-year trial of co-representatives for a specified constituency

1. **Order:** Two MBA alumni have indicated their desire to fill the currently vacant representative position for MBA for the 07-08 Alumni Council year, but would like to share the post as “co-representatives”

2. **Voting/Good Standing:** The MBA position will have only one vote on any matter. The vote may not be split into fractions. A unified vote must be cast when both co-representatives are present, otherwise the vote is considered void on the specific matter. In the absence of a co-representative the other’s vote will count for both. Participation at meetings and activities by either co-representative would maintain the position’s “good standing.”

3. **Trial Basis:** This would be for a “one-year” basis with a decision regarding the success and/or continuation of such a process to be determined prior to the nomination collection phase for the election of 08-09 Alumni Council officers.

4. **Succession:** In the event that one of the co-representatives is unable to complete their term, the other co-representative would assume the full duties of the position with all rights and duties expected as any other representative. The trial would be terminated, with the discretion of other similar trials to be determined by the Alumni Council via future discussion.

5. **Privileges/Duties:** The rights and expectations of the co-representatives are the same as of all other constituency representatives, except when it comes to the voting rights listed above.