

# VALPARAISO UNIVERSITY GUILD, INC. BYLAWS, 2009

## ARTICLE I

### Name

The name of this corporation shall be Valparaiso University Guild, Inc., hereinafter referred to as the "Guild."

## ARTICLE II

### Purpose

- Section 1. The purpose and objectives of the Guild shall be consistent with the mission of Valparaiso University.
- Section 2. The purpose of the Guild, organized as a nonprofit corporation, shall be to enhance the experience of current students enrolled at Valparaiso University by:
- a. providing grants;
  - b. providing student scholarships;
  - c. participating in service activities.
- Section 3. Special activities shall be consistent with the purpose and mission of the Guild.
- Section 4. The Guild shall have the authority to fulfill the purposes permitted to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 or any related amendments thereto.
- Section 5. No part of the net earnings of the Guild shall inure to the benefit of, or be distributable to its Members, officers, or other private persons, except that the Guild shall be authorized and empowered to pay reasonable compensation for services rendered.

## ARTICLE III

### Organization

- Section 1. Administration. The purpose and business of the Guild shall be effected through its Annual Meeting of Members, Guild Board of Directors, authorized committees, Guild Director and other official personnel.
- Section 2. Structure. The Guild shall consist of Members who shall constitute the corporate body of the Guild.
- Section 3. Activities. All activities advertised as Guild functions shall be endorsed by the Guild Board of Directors or Guild Director.

## ARTICLE IV

### Membership

- Section 1. A Member is defined as a person who:
- a. submits a **minimum** annual financial contribution of fifty (50) dollars to the Guild Endowment Fund;
  - b. completes a personal annual commitment plan and submits this plan to the Guild office.
- Section 2. Voting privileges are extended only to Members who are current in the minimum annual financial contribution.
- Section 3. Only Members qualified to vote as defined in Section 2. are eligible to be elected to the Guild Board of Directors or appointed to a Guild committee chair position.
- Section 4. The responsibilities of a Member shall be to:
- a. serve as an ambassador for Valparaiso University and promote the purpose of the Guild;
  - b. remit all funds raised for the Guild to the Guild office within thirty (30) days of the event, unless otherwise specified;

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- c. send to the Guild office the names of prospective members;
- d. adhere to these bylaws;
- e. vote to elect the Board of Directors and select the Guild Campus Gifts.

Section 5. Additional privileges may be extended to all Members at the discretion of the Guild Board of Directors.

## **ARTICLE V** Funds and Gifts

Section 1. Guild Endowment Fund.

- a. The Guild Endowment Fund is a fund owned and managed by Valparaiso University with rules for its administration written by the Guild.
- b. All annual financial contributions submitted by Members as defined in Article IV, Section 1.a. shall be deposited into the Guild Endowment Fund.

Section 2. Undesignated Gifts.

- a. Gifts under \$10,000 will be deposited into the Guild Endowment Fund.
- b. Gifts of \$10,000 or greater will be designated by the Guild Board of Directors.

Section 3. Allocation of Guild Endowment Fund.

Income generated from the Guild Endowment Fund will be allocated by the Guild Board of Directors pursuant to the purpose and objectives of the Guild.

Section 4. Additional Funds.

Monies raised by individuals or groups in fundraising efforts in the name of the Guild shall be deposited into the Guild Endowment Fund.

## **ARTICLE VI** Meetings

Section 1. Annual Meeting.

- a. An Annual Meeting of the Guild shall take place on the Valparaiso University campus each calendar year unless otherwise determined by the Guild Board of Directors.
- b. A Special Meeting of the Guild may be called at any time by a majority of the Guild Board of Directors or by a written request from twenty-five percent (25%) of the voting Members.

Section 2. Notice of Meetings.

Notice stating the time and place of the Annual Meeting and any Special Meetings shall be given to the membership by the Guild Director at least thirty (30) days prior to the date of the meeting.

Section 3. Telecommunications.

The Guild Board of Directors and authorized Guild committees are permitted to participate in meetings by means of telephonic conference or other electronic communication media so long as all participants in the meeting can simultaneously communicate with one another, and such participation shall constitute attendance.

Section 4. Quorum. A quorum at any meeting of the Guild membership shall consist of those present and a majority of the Guild Board of Directors.

## **ARTICLE VII** Voting by Mail

Section 1. Members eligible to vote may do so by mail, as permitted by the Indiana Non-Profit Corporation Act.

Section 2. Members eligible to vote shall receive a written ballot.

Section 3. The written ballot shall require:

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- a. ten percent (10%) return of ballots from the Members eligible to vote as a quorum requirement;
- b. a majority of the votes returned to approve each matter;
- c. the receipt of ballots by a specified date;
- d. instructions on replacing a spoiled ballot.

Section 4. A written ballot may not be revoked.

## ARTICLE VIII

### Nominations and Elections

Section 1. Nominating Committee.

- a. The Nominating Committee shall consist of three (3) members. One (1) shall be a current director from the Guild Board of Directors and elected by the Guild Board of Directors. Two (2) shall be from the Guild membership and elected by the Guild Board of Directors. The Nominating Committee shall elect their committee chair.
- b. Any vacancy occurring on this committee shall be filled by an appointment by the Guild Board of Directors chair with majority consent of the Board of Directors.
- c. Members may submit names of candidates to the Nominating Committee in writing or by electronic communication.
- d. It shall be the duty of this committee to nominate at least one candidate for each Board of Director vacancy to be filled.
- e. The consent of the candidate to serve if elected shall be secured in writing.
- f. The list of candidates shall be available to the Members at least sixty (60) days prior to the election.
- g. Once the list of candidates is available, any Member may be nominated by petition of twenty-five (25) eligible Members; said petition shall be received at the Guild office thirty (30) days prior to the mailing of the ballot.

Section 2. Voting. The Guild Board of Directors shall be elected by the Members. Voting shall take place by mail annually using preferential voting. A majority vote of the votes cast by eligible Members is necessary for election. Each eligible Member is entitled to vote only one ballot.

## ARTICLE IX

### Board of Directors

Section 1. Membership. The Board of Directors shall consist of nine (9) elected Members and the Guild Director as an ex-officio member.

Section 2. Term of Office. Directors shall be elected to three-year terms. The terms will be staggered with three directors commencing and three directors concluding service each calendar year. Directors shall not be eligible for election to consecutive terms. Directors shall assume office on January 1 following their election.

Section 3. Duties. The Board of Directors shall:

- a. administer the business of the Guild;
- b. direct the strategic planning of the Guild;
- c. approve the appointment of committee chairs;
- d. approve the annual Guild budget;
- e. allocate the Guild Campus Gifts in accordance with the vote by the Members;
- f. allocate the income from the Guild Endowment Fund as defined in Article V, Section 3.;
- g. attend the Annual Meeting, Special Meetings and Board of Directors meetings;
- h. reschedule the Annual Meeting by a majority vote of the Board of Directors in the event of a national emergency;
- i. maintain and revise, as necessary, the Leadership Position Descriptions document which describes the duties of the Board of Directors, officers of the Board of Directors, committee chairs and Guild Director not otherwise found in the Bylaws.
- j. perform such other duties as may be listed in these Bylaws or assigned by the Members during the Annual Meeting or Special Meetings.

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- Section 4. Meetings. The Board of Directors shall meet at the call of the chair or upon the written request of a majority of the Board of Directors.
- Section 5. Quorum. A majority of the elected members of the Board shall constitute a quorum.
- Section 6. Vacancies.
- The Board of Directors shall fill any vacancy on the Board occurring for any reason within thirty (30) days, except that any vacancy in the office of Guild Director shall be filled according to Section 7.
  - Any Member appointed by the Board of Directors to fill a vacancy shall serve for the remaining portion of the unexpired term of the director being replaced.
  - Any director may be removed by a majority vote of the entire Board of Directors whenever the best interests of the Guild would be served.
- Section 7. Guild Director. The Guild Director shall be provided for by the University. The Director shall:
- supervise the operations of the Guild office;
  - manage the operating budget of the Guild;
  - serve as ex-officio member of the Board of Directors, in which the Director may speak to and debate issues, make motions, but may not vote;
  - perform other duties as may be assigned by the Board of Directors.

## ARTICLE X Duties of Officers

- Section 1. Officers.
- The officers of the Board of Directors shall be the Chair, Secretary and Treasurer elected from and by the Board of Directors who shall also be deemed to hold these same offices for the Guild.
  - The officers shall be dedicated to the purpose and mission of Valparaiso University and the Guild. They shall be members of a Christian denomination.
  - Such other duties as may be listed in these Bylaws or assigned by the Board of Directors or the Members during the Annual Meeting or Special Meetings.
  - Officers may serve consecutive terms.
- Section 2. Chair. The Chair shall:
- preside at all national Guild meetings and Board of Directors meetings;
  - appoint all national committee chairs subject to the approval of the Board of Directors, unless otherwise specified in the bylaws or by the Board of Directors;
  - approve the appointment of committee members as recommended by the committee chair;
  - serve as ex-officio member of all national committees, except the Nominating Committee, unless otherwise specified in the bylaws;
  - serve as a member of the Board of Directors of the Lutheran University Association Inc., meeting all conditions of membership;
  - serve a one year term.
- Section 3. Secretary. The Secretary shall:
- keep accurate minutes of all national Guild meetings and Board of Director meetings, submitting copies to the Board of Directors for approval;
  - preside as chair in the absence of the Board of Directors chair for the purpose of electing a chair pro tem;
  - become chair of the Board of Directors for the remainder of the term in case of the inability of the elected chair to continue to serve and meet all conditions of Section 2;
  - serve a one year term.
- Section 4. Treasurer. The Treasurer shall:
- review and report to the Board of Directors all Guild financial and endowment reports;
  - monitor and report to the Board of Directors the Guild operating budget and activity accounts;
  - serve a one year term.

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Section 5. Should any vacancy occur in the office of Secretary or Treasurer, the Board of Directors shall elect a Secretary or Treasurer, in accordance with Article X, Section 1.a., within thirty (30) days of the vacancy, who shall serve for the remaining portion of the term.

## ARTICLE XI

### National Committees

Section 1. The Board of Directors shall create Standing and Special committees as necessary to promote the activities of the Guild.

Section 2. The Bylaws Committee. The Bylaws Committee shall:

- a. review the Guild's Bylaws at least annually;
- b. consist of no less than two (2) members.

Section 3. Chairs.

- a. Committee chairs shall select their committee members with the approval of the Board of Director chair.
- b. Standing committee chairs shall serve a one year term.
- c. Special committee chairs shall serve the term designated in the committee charge.

## ARTICLE XII

### Fiscal Year

The period from July 1 to June 30, inclusive, shall be the fiscal year of the Guild.

## ARTICLE XIII

### Indemnification

The Guild may, by resolution of the Board of Directors, provide for indemnification by the Guild of any and all its directors and/or officers or former directors and/or officers against expenses actually and necessarily incurred by them in connection with the defense of any action, suit or proceeding, in which they or any of them are made parties, or a party, by reason of having been directors of the Guild, except in relation to matters as to which such director or officer shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability for negligence or misconduct.

## ARTICLE XIV

### Parliamentary Authority

The rules contained in the current edition of Robert's Rules of Order, Newly Revised, shall be the parliamentary authority of the Guild in all cases to which they are applicable and in which they are not inconsistent with these Bylaws.

## ARTICLE XV

### Dissolution

The Guild shall use its funds only to accomplish the purposes specified in these bylaws, and no part of said funds shall inure, or be distributed to the Members of the Guild. On dissolution of the Guild, any remaining funds, outside of the Guild Endowment Fund, shall be distributed to one or more Valparaiso University funds as selected by the Guild Board of Directors.

## ARTICLE XVI

### Notices

Any notice or other communication specified by these Bylaws may be sent using e-mail, facsimile transmission or any other means which results in a visual copy of the communication being transmitted to the last known address of the Member. Any Member may request that all communications be sent by U.S. Mail.

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## ARTICLE XVII

### Amendments

These Bylaws may be amended by a two-thirds affirmative vote of the votes cast by voting Members of the Guild at the Annual Meeting or a Special Meeting, provided the text of the proposed amendments are available to the Members at least thirty (30) days prior to the vote. The results of the vote will be published within thirty (30) days following the vote.

#### STANDING RULES

1. Expenses relating to the official duties of a Member will be reimbursed as follows:
  - a. The Board of Directors will receive reimbursement, if requested, for travel, lodging and office expenses related to official duties of the Guild position.
  - b. Reimbursement policies for personal expenses related to serving on a national committee will be established by the Board of Directors based on the charge to the committee and the budget allocated for the committee.
  - c. Reimbursement for necessary personnel will be decided by the Board of Directors on an individual basis.
2. The procedure for Vote by Mail will be as follows:
  - a. A mailing list is created and needs to correspond exactly to the current official roll of Guild Members eligible to vote.
  - b. The mailing list is dated as to when the ballots are mailed. The list is certified by the Secretary and given to the Teller chair.
  - c. The ballot will:
    - indicate the number of responses needed to meet the quorum requirement;
    - indicate the percentage of approvals necessary to approve each matter;
    - specify the date by which the ballot must be received by the Guild office to be counted;
    - indicate how to exchange a spoiled ballot.
  - d. The ballot is prefolded so that when it is returned it will be refolded prior to placing the ballot in the inner envelope. This procedure eliminates the chance of an accidental observance of the vote by the teller who will remove the ballot from the inner envelope. The inner envelope, which contains the prefolded ballot, includes two spaces for a printed name and required member signature.
  - e. The inner envelope is placed into an outer envelope pre-addressed to the Guild office. The envelopes are placed into a mailer addressed to each Guild Member eligible to vote.
  - f. Voting procedure:
    - The Member removes the inner and outer envelopes from the mailer;
    - The Member removes the inner envelope from the outer envelope;
    - The Member removes the ballot from the inner envelope;
    - The Member unfolds the prefolded ballot and votes;
    - The Member refolds the ballot, places the ballot into the inner envelope, seals the envelope and completes the required signature on the space provided;
    - The Member places the inner envelope into the outer envelope pre-addressed to the Guild office, places the required postage on the outer envelope and mails the ballot.
  - g. Once returned, the Guild office will hold returned unopened outer envelopes containing the ballots until the Teller meeting.
  - h. The procedure at the Teller Meeting:
    - A teller removes the inner envelope from the outer envelope;
    - A teller checks the voter signature against the list of Guild Members eligible to vote;
    - A teller checks off the Member as having voted;
    - A teller opens the inner envelope and removes the ballot, keeping it folded and places the ballot into a receptacle;
    - After opening all the inner envelopes, a teller takes the ballots from the receptacle and unfolds them;
    - The tellers count the votes;
    - The Teller chair certifies to maintaining the secrecy of the ballots and the accuracy of the vote.
  - i. A ballot may not be revoked.
  - j. There is no provision for a proxy vote.
3. Guild Members will Vote by Mail to select the Guild Campus Gifts using preferential voting. The Board of Directors will determine the fund amount to be distributed. The Guild Campus Gift proposal receiving the

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highest number of votes will receive funding first. Then the proposal receiving the next highest number of votes will receive funding. The Guild Campus Gift funds will be allocated in this descending order of votes until the fund amount established by the Board of Directors is distributed.