

Villanova University Alumni Association
Proposed Amendments to the By Laws
Presented to the Board of Directors
May 2-3, 2008

Proposed Amendment # 1
Article VI Section 1: Board of Directors

“The Board of Director’s is the Association’s governing body. The Board of Directors (“Board”) is the official representative for the alumni and responsible for proper action of matters in which alumni have an interest. The Board has the authority to act for the Alumni Association.

The Board will identify potential members who are committed to the mission of the University and the Alumni Association and who possess qualities such as leadership, integrity and enthusiasm. The Board is committed to diversity in its makeup that appropriately reflects the diversity of the alumni body, including age, gender, academic discipline, profession, geography, ethnicity and other demographic factors.

The Board will be composed of a minimum of 15 and a maximum of 20 elected directors. The number of desired board members will be determined based on organizational needs and the strategic plan of the Association.

The Chaplain, appointed by the President in accordance with Article VIII, Section 1-5, and the Executive Director of the Alumni Association, appointed in accordance with Article VIII, Section 5, shall be non-voting members of the Board.”

This proposed amendment replaces Article VI, Section 1 of the existing By Laws.

Proposed Amendment # 2
Article IX: Standing Committees

“The Executive Committee and the Nominating Committee shall be standing committees of the Board. The Executive Committee may appoint ad hoc committees in support of organizational needs and the strategic plan of the Association. All committees shall be chaired by a member of the Board. Non-Board committee members shall serve for a three year period. Committee chairs shall report regularly to the Executive Committee on the work of committees.

Section 1: Executive Committee

The Executive Committee of the Board of Directors shall be comprised of the President, President Elect, Vice President, Immediate Past President and the Executive Director of the Alumni Association. The President of the Association shall serve as chairperson of the Executive Committee.

The Executive Committee shall:

1. Develop an annual operating plan for presentation to the Board
2. Charge all committees and assign chairs
3. Certify nominations for election to the Board of Directors
4. Represent the Association at University events
5. Act as a liaison to the University and to the Office of Alumni Affairs
6. Conduct Association business between regular meetings of the Board
7. Conduct other business that is in the best interest of the Board

Section 2: Nominating Committee

The Nominating Committee shall be composed of the Immediate Past President as Chair, the President and the Executive Director.

The Nominating Committee shall:

1. Identify prospective candidates for election to the Board
2. Ensure that the membership of the Board reflects the diversity of the Association membership
3. Complete a thorough vetting process for each candidate
4. Submit the names of qualified candidates to the Executive Committee
5. Recommend a candidate for the office of Vice President for election at the spring meeting of the Board.”

This proposed amendment replaces Article IX, Sections 1-9.