

TEACHERS COLLEGE

COLUMBIA UNIVERSITY

Bylaws of the Alumni Council

Article I. Name

The name of the organization is the Teachers College Alumni Council (the “Council”). The Alumni Council serves as the voice of and the coordinating body for the Alumni Association of Teachers College.

Article II. Mission

- A. The mission of the Council is (Re)Connecting Alumni to Teachers College, Columbia University (“Teachers College” or the “College”) through events, alumni recognition, and other projects.

- B. To support the mission, 3 to 5 strategic goals per year are developed annually by the President and Executive Committee, and reviewed and approved by the Alumni Council. Each goal (or set of goals) is led by a Standing or Ad-hoc committee, which has been created to execute and deliver on activities that are set forth in the current strategic plan and each committee will set goals which relate to the Strategic Plan. A new strategic plan is completed prior to the first Council meeting of each academic year and submitted to the full Alumni Council for approval. Every 3 years, a Strategic Planning Committee shall be appointed to do a more in-depth Strategic Planning Analysis.

Article III. Constituent Units

- A. The Alumni Association of Teachers College (the “Association”) is a non-dues-paying body, consisting of all persons who have earned degrees or certificates from the College or have attended the College for any coursework.

- B. The Alumni Council is the coordinating body for the Association. Members of the Association who are nominated to serve as members of the Council must hold earned degrees from the College.

- C. The Council is an advisory body to the administration of the College, drawn from the membership of the Association and appointed by the President of the College. The Council operates under the auspices of the Office of Alumni Relations; staff support, budget and other resources are provided by the College through Alumni Relations.

- D. Neither the Association nor the Council is an independent legal entity; they are parts of Teachers College.

- E. No independently incorporated alumni or other entity may use the Teachers College name, save only in cases approved explicitly by the President and Trustees of the College.

TEACHERS COLLEGE

COLUMBIA UNIVERSITY

Bylaws of the Alumni Council

- F. Between meetings of the full Council, its business is conducted by the Executive Committee, and by the standing and ad-hoc committees themselves.

Article IV. Purposes and Objectives of the Alumni Council

The purposes and objectives of the Alumni Council are to:

- A. maintain the brand and reputation of the College;
- B. recommend and support College-sponsored alumni activities;
- C. help the College obtain financial support;
- D. encourage the enrollment of qualified graduate students;
- E. recognize excellence and professional achievement among alumni;
- F. foster lifelong identification and involvement with the College worldwide;
- G. serve as a channel of communication between the alumni and the College;
- H. obtain participation in the TC Annual Fund on the part of members of the Association, and to obtain 100% participation among members of the Council;
- I. promote professional networking between and among members of the Association and others affiliated with Teachers College and Columbia University; and
- J. promote lifetime engagement and affiliation of alumni with the College.

Article V. Regional or Special Interest Groups

A Regional or Special Interest Group refers to any subsidiary organization of alumni operating actively, with approval from the Alumni Council and the President of the College, to support the mission, purposes, and objectives of the Council (see Articles II and IV).

- A. An alumni group serves the mission, purposes, and objectives of the Council in defined geographical regions or based on another type of affiliation (such as a Teachers College Department).
- B. A representative from each alumni group is provided ex-officio status at Alumni Council meetings.

TEACHERS COLLEGE

COLUMBIA UNIVERSITY

Bylaws of the Alumni Council

- C. Alumni groups shall not have independent incorporation or funding, but shall be funded and supported by member contributions and, in some instances, by the Office of Alumni Relations.

Article VI. The Council: Members, Officers, Terms, Committees

A. Members

The Council consists of up to 35 members of the Alumni Association holding an earned degree from Teachers College who are selected to serve as Council members by the President of the College from recommendations submitted by the Nominating Committee. Additionally, representatives from the Board of Trustees, the Student Senate, and the faculty of the College (one from each group) are invited to attend Alumni Council meetings to serve as liaisons from their respective groups. Liaisons to the Council shall have a voice in the activities of the Council, but shall not vote.

B. Alumni Associates

The Council's work may be supplemented through the help of volunteers (Alumni Associates) who, with the approval of the Executive Committee, are invited to attend meetings of the Council and contribute to the work of its standing or ad hoc committees. Alumni Associates shall, at the discretion of the Council's President or Committee Chairs, have a voice in deliberations during meetings but shall not have a vote.

1. Any alumnus/a interested in becoming an Alumni Associate and participating in a specific project or committee of the Council, may attend a meeting of the Council or a Committee as a non-voting "visitor."
2. Persons invited to serve as Alumni Associates shall communicate with the President of the Council (and with Committee Chairs if applicable) to ensure that their roles are clearly defined.
3. Alumni Associates may not serve on the Nominating or Distinguished Alumni & Early Career Awards committees.
4. Alumni Associate shall be an informal title bestowed upon a volunteer who has an approved role with the Council or a Council Committee, but it does not signify any formal role, and a person serving as an Alumni Associate can be removed at the discretion of the President or the full Executive Committee.
5. Alumni Associates may nominate themselves or be nominated for a more formal role as an Alumni Council member, subject to the terms identified in section "C" of this Article ("Member Selection") and the process identified by the Nominating Committee for all nominations to the Council. Serving as an Alumni Associate does not guarantee that an individual will be selected for membership on the Alumni Council.

TEACHERS COLLEGE

COLUMBIA UNIVERSITY

Bylaws of the Alumni Council

C. Member Selection

Each year the Nominating Committee solicits nominations from alumni, the administration and the faculty and, upon the Committee's review, presents a slate of nominations to the Executive Committee as early as possible in the calendar year and well before the final meeting of the academic year. The Nominating Committee shall, in selecting a slate, ensure that the vast diversity of academic interests, through current and past College programs & departments, are represented as best as possible by the entire Council if the slate is accepted. The slate of prospective new members is reviewed by the Executive Committee before being presented to the President of the College for her/his endorsement. Once the slate of new members is approved by the President of the College, the biographical information of all nominees and any statements submitted by them are shared with the remainder of the Alumni Council (i.e., non-Executive Committee members) for their information. The final slate, as endorsed by the President, will be presented to and formally accepted by the full Council at the Council's final meeting of the academic year. The President of the Council and/or the Chair(s) of the Nominating Committee will communicate with both selected and non-selected nominees, as well as their nominators, to thank them for their nominations and to communicate the decision of the President of the College and the Council. Strong candidates not selected (usually for reasons of the Council's needing to maintain an appropriate balance of member profiles) may be encouraged to resubmit their nominations at a future time, when membership turnover has resulted in suitable vacancies.

D. Members' Terms of Service

The Council is comprised of up to 35 members. At their initial appointment to the Council (whether they have served on the Council before or not), members selected shall be appointed to a two-year term. During the second year of their initial appointment, a member of the Council may formally request, through the Nominating Committee, appointment to a second term, which shall be three years. The Nominating Committee shall consider the member's participation and contributions in the first term before reappointing him/her to a second term, which is not guaranteed. The maximum number of years a member can serve in succession is five years (except for an individual elected to be the "President-elect," who shall then serve as President-elect (two years), President (two years), and Immediate Past President (one year). Members whose two terms have expired or who are not renewed for a second term must remain off the Council for at least one year before being considered to serve again on the Council.

Members who were appointed initially prior to August 2015 shall serve the three-year first term they were appointed to, but they shall follow the reappointment procedure through the Nominating Committee identified above during the third

TEACHERS COLLEGE

COLUMBIA UNIVERSITY

Bylaws of the Alumni Council

year to be considered for appointment to a second three-year term. The maximum number of years a member appointed prior to August 2015 can serve in succession is six years (except for an individual elected to be President-elect as defined above).

E. Council Officers

Officers of the Council consist of the President, President-elect, Immediate Past President, Secretary, Historian, and Chairs of the standing committees.

F. Executive Committee

The Executive Committee consists of all Council Officers plus three Council Members-at-Large.

G. Selection of Council Officers and Members-at-Large

The Executive Committee solicits and reviews nominations from all members of the Council for Chairs, Members-at-Large, Secretary and Historian roles as vacancies occur. President-Elect nominations are solicited from the membership during a President's second and final year in office, and the procedure is described in section "H" of this article. The Executive Committee vets the nominations and recommends candidates for the year's slate. Following approval of the slate by the President of the College, the Nominating committee presents the candidates at the final meeting of the academic year, and the new Officers and Members-at-Large are elected by a majority vote of the Council.

H. Selection of the President of the Council

During the second and final year of the term of a President of the Council, the President shall send an e-mail to members of the Council requesting nominations (by no later than February 1st of that year) for the role of President-elect, the nominations to be submitted to the Chair(s) of the Nominating Committee. Any members of the Council may self-nominate or be nominated by another member. Members who have been nominated shall be asked to submit Personal Statements no more than one page in length as to why they should be elected as President-elect. The Chair(s) of the Nominating Committee shall present the names and statements to the Executive Committee for formal approval of the slate of candidates. Once approved, the slate is presented, with the Personal Statements, to the full Council for a formal vote, which can be submitted either on-line prior to, or in-person during the final meeting of the academic year. Each member of the Council shall have one vote (either on-line or in person). There shall be no electioneering by the candidates, except for the Personal Statement previously submitted. Ballots shall be secret and tallied by staff of the Office of Alumni Relations, subject to verification by the President of the Council. The winner is the individual who receives a plurality of the votes. If there is a tie, there shall be a run-off during the final meeting of the year by those members present at the meeting (in person or by phone/on-line). Members

TEACHERS COLLEGE

COLUMBIA UNIVERSITY

Bylaws of the Alumni Council

cannot vote for President-elect by proxy, but must vote either on-line or in person. The winner shall serve as the President-elect during the two-year term of the incoming President.

I. Terms of Service

The terms of office are two years for the President and President-Elect and one year for the Immediate Past President; and one year, renewable annually upon review by the Council President and the Executive Committee, for Chairs of the standing committees, Secretary, Historian, and Members-at-Large.

J. Former Members

All alumni who have served on the Council for at least one full term are known as “former members” during any future period when they are not in active service on the Council. Former members may be asked to volunteer or participate in the Academic Festival, Convocation, Commencement and other special events.

K. Continuing Membership

Eligibility to remain on the Council is reviewed annually by the Executive Committee through feedback from Committee Chairpersons. The committee may recommend a review of any member who fails to comply with the outlined expectations below. A review would entail a discussion between the Council member and either the President or another appointed member of the Executive Committee to review the member’s commitment to serve, and it could result in a reevaluation of the length of the individual’s term by the Executive Committee. A member who does not remain in good standing (as defined below) can be removed from the Council by a majority vote of the Executive Committee.

To remain in good standing as members of the Alumni Council, all members are expected to:

1. attend Council meetings throughout the year, either in person or remotely, and let Alumni Relations and the Council President know in advance if it is necessary to miss a particular meeting (and in that case, proxy another member of the Council as described below);
2. serve on at least one Council committee and actively participate in the work of that committee;
3. conduct themselves in a professional manner at Council and Committee meetings, as well as in communications with other Council members, the staff of the College, fellow alumni, and other affiliates;
4. (re)connect at least 1 person per term to the College by either nominating them to be a member of the Alumni Council, asking them to serve as an Alumni Associate, nominating them for an award/recognition, or asking them to attend/participate in a major

TEACHERS COLLEGE

COLUMBIA UNIVERSITY

Bylaws of the Alumni Council

event;

5. contribute some amount annually to the TC Annual Fund;
6. whenever possible, attend College events, especially the Academic Festival and Convocation Ceremonies;
7. prepare for Council and Committee meetings by reading and reviewing the materials circulated in advance of the meeting.

L. Vacancies

A vacancy in the office of Council President is filled by the President-Elect for the unexpired term, in which case the President-Elect will serve the normal two-year term as President after completing the unexpired term. A vacancy in the office of Council President-Elect is filled through the process identified above for selecting a President-Elect. The individual thus elected completes the unexpired term as President-Elect and then serves a full term as President of the Council.

For a vacancy in any other office, the Executive Committee appoints a member of the Council to fill the unexpired term. For a vacancy among the membership, the President shall ask the Nominating Committee to reach out to members nominated but not selected to serve in the previous cycle, as well as any degree-holding Alumni Affiliates to assess their interest. If selected by the Nominating Committee, and approved by the President of the College, the new member will complete that year and one additional year then be eligible to serve for a second (three-year) term under the terms identified above for renewal of members of the Council.

M. Core Committees

The EXECUTIVE COMMITTEE includes the Officers of the Council (President, President-elect, Immediate Past President, Secretary, Historian, and Chairs of standing committees) as well as three Members-at-Large, and it is chaired by the President. In the interim between meetings of the Council, the Executive Committee shall have all the authority of the Council, subject to review by the Council at its next meeting. The Executive Committee shall formulate the Strategic Goals for the year, subject to the approval of the full Council.

The DISTINGUISHED ALUMNI AND EARLY CAREER AWARDS COMMITTEE recommends ways to recognize the accomplishments and contributions of alumni, recommends recipients of recognition, and specifically recommends candidates for the Distinguished Alumni and Early Career Awards.

The NOMINATING COMMITTEE actively solicits nominations and selects candidates for membership on the Council, giving consideration to demographics, diversity, and the needs of the standing committees. This Committee should consist of Chair(s) and at least four additional members.

TEACHERS COLLEGE

COLUMBIA UNIVERSITY

Bylaws of the Alumni Council

The INTERNATIONAL OUTREACH COMMITTEE recruits alumni outside the U.S. to serve as Country Representatives for the International Alumni Network, and it supports them in organizing alumni activities locally. The Committee also promotes events for current international students, to encourage them to stay connected to the College after they return to their home countries. The Committee works with the Offices of Alumni Relations and International Services.

At the first meeting of the year, Council members are asked to select at least one committee on which to serve, which can be a standing committee or an ad hoc committee (listed below).

N. Ad Hoc Committees

Consistent with its approved Strategic Goals, the Council shall, by a majority vote, establish ad hoc committees as needed and may terminate ad hoc committees that are no longer thought to be needed.

O. Duties of Council Officers

The PRESIDENT is the principal executive officer of the organization, managing the affairs of the Council in line with its mission. It is the duty of the President to preside at meetings of the Council and of the Executive Committee. The President provides leadership and advice for all members of the Council.

The PRESIDENT-ELECT represents the Council at meetings and performs other such duties as requested by the President. The President-Elect assumes the duties and responsibilities of the President of the Council in the President's absence and if the presidency is ever vacated. The President-Elect is encouraged to serve simultaneously as a committee co-chair.

The IMMEDIATE PAST PRESIDENT shall serve as an advisor to the President and assist the Executive Committee and the full Council in ensuring the successful completion of the established strategic goals.

COMMITTEE CHAIRPERSONS serve on the Executive Committee and are responsible for convening meetings and leading the committees in accomplishing their specific goals. The Chairs provide counsel to committee members as necessary. Standing Committees, as well as major ad hoc committees, should be chaired by a set of Co-Chairs. In selecting the Co-Chairs, emphasis should be placed on ensuring there is a continuity of leadership from year-to-year (ie: both Co-Chairs should not roll off the Council during the same year).

TEACHERS COLLEGE

COLUMBIA UNIVERSITY

Bylaws of the Alumni Council

MEMBERS-AT-LARGE, representing the wants and needs of the greater Alumni Association membership, serve on the Executive Committee and assist the President, the President-Elect, and committee Chairpersons in planning the activities of the Council and in setting agendas for full Council meetings. Members-at-Large gain insight from the alumni body by attending alumni events.

The SECRETARY shall serve on the Executive Committee, attend all meetings of the Council and keep and distribute the minutes thereof, maintain attendance records of the members of the Council, compile a report of Council meeting attendance to be distributed to the Council annually (and to the nominating committee during the re-appointment process), maintain a copy of the current Bylaws to ensure that the Council is operating properly, prepare Council correspondence as needed. The Secretary shall also work with the Historian to prepare a year-end report of the Council's accomplishments to be presented at the final meeting of the year.

The HISTORIAN serves as the Council's "institutional memory," overseeing the Council's historical documents and advising officers of precedents and previous activities that can inform current decisions. Working with the Secretary, the Historian prepares a year-end report outlining the Council's accomplishments and presented at the final meeting of the year, and this will be kept as a part of the electronic records of the Council.

Article VII. Meetings of the Alumni Council and its Committees

A. Meetings of the Council

The Council has a minimum of three meetings per year, at least one of which is held during the fall and one during the spring terms. All business discussions should reflect a sense of professionalism and be in line with the Council's mission.

B. Quorum

One-half of the number of members of the Alumni Council constitutes a quorum for the transaction of business at any meeting. Members are considered to be attending if they are present at the meeting in-person, via telephone or the internet (if available/possible), or by submitting statements to the President or Secretary prior to the meeting requesting other members to serve as their proxies. (Note that members cannot vote for the President-elect via proxy.) If there is no quorum at a meeting, a majority of the members present may adjourn the meeting.

C. Meetings of the Executive Committee

The Executive Committee has a minimum of three meetings a year, each in advance of the next Council meeting, to agree, in collaboration with the Director of Alumni Relations, on the agenda for the next meeting. All business discussions should reflect a sense of professionalism and be in line with the Council's mission and strategic goals set for the year.

TEACHERS COLLEGE

COLUMBIA UNIVERSITY

Bylaws of the Alumni Council

D. Meetings of the Standing and Ad-Hoc Committees

Meetings of the Standing and Ad-Hoc committees are called as necessary by their respective chairs. Minutes of meetings shall be shared with the entire Council. All committee discussions should reflect a sense of professionalism and be in line with the Council's mission. The President and President-Elect should be informed about any meetings of any committee and may choose to attend any committee meeting.

Article VIII. Conflicts of Interest

Conflicts of interest arise in any organization's decision-making processes. A *Conflict of Interest* exists when an individual takes part in a decision in which he or she is unlikely to remain impartial or maintain objectivity in choosing between the interests of the organization and his or her own economic interests. A potential Conflict of Interest exists when an individual's economic interests might make such impartiality or objectivity difficult. All Alumni Council members must strive to avoid conflicts of interest and to disclose and recuse themselves when a potential conflict exists. To avoid conflicts of interest:

- A. Council members may not receive any gifts, loans, consulting fees, or personal profit in connection with any transaction involving the Council or other work on behalf of Teachers College (other than employment by the College itself).
- B. Council members may not utilize Council lists or contacts to market their own or third-party goods and services, even if they are unrelated to Council business. Council lists and contracts must be used exclusively for the benefit of Teachers College.
- C. Council members who have a financial interest in any third party that does business or desires to do business with the College or the Council should notify the Executive Committee of the Alumni Council in writing to create adequate protection against the conflict.
- D. A financial interest in a third party by a family member of a Council member is also treated as a financial interest of the Council member. (A family member is defined as (a) a spouse or domestic partner, (b) any living ancestors, (c) siblings (including half-siblings) and their spouses/domestic partners, and (d) children, grandchildren, and great grandchildren (including adoptees) and their spouses/domestic partners.
- E. If a potential conflict of interest exists, the Council member will disclose it in writing to the Executive Committee of the Alumni Council and abstain from participation in any decisions related to the conflict situation.
- F. Actual or apparent conflicts of interest should be avoided; if unclear whether or

TEACHERS COLLEGE

COLUMBIA UNIVERSITY

Bylaws of the Alumni Council

not a situation creates a conflict of interest, it is the Council member's affirmative duty to fully disclose and bring the matter to the Executive Committee of the Alumni Council for review and disposition.

- G. The Executive Committee of the Council is the ultimate enforcement authority with respect to the interpretation and application of this article.

Article IX. Bylaw Revisions

The bylaws are reviewed by an ad hoc committee at least once every three years and approved by a majority of the Council. These bylaws were revised in August of 2016, and approved by the full Council on September 13, 2016.