



Town & Gown

By-Laws

(August, 2018)

ARTICLE I - NAME

This organization shall be known as *CHAPMAN UNIVERSITY TOWN & GOWN*.

ARTICLE II - PURPOSE

Chapman University Town & Gown is dedicated to the advancement of independent higher education in Orange County. As a non-profit support group, it provides student scholarships and contributes financially to various needs of Chapman University through membership dues and contributions. It provides a liaison between the University and community by disseminating information about the University and providing programs of special interest.

ARTICLE III - MEMBERSHIP

SECTION 1. The membership of this organization shall consist of individuals who are in accord with the purposes of *Town & Gown* and who have paid annual dues.

SECTION 2. Members of *Town & Gown* shall consist of the following classes: Life, Benefactor, Patron, Sponsor, Active, Ex Officio, Honorary Life, Honorary for one year, and Chapman administration, faculty and staff. Membership shall be comprised of area residents, Chapman University alumni, supporters, administration, faculty and staff. The members in each class shall not be limited and shall be determined by level of contribution.

SECTION 3. **Town** members shall be defined as interested members of the community. **Gown** members shall be defined as academic, staff or retired personnel of Chapman University and their spouses. Gown's designation may continue after retirement at the member's option.

SECTION 4. All members shall have full voting rights and are eligible to serve on the Board of Directors.

SECTION 5. An Honorary Life member shall be an individual to whom a particular tribute is deemed desirable. This may be conferred on any individual by recommendation of the Board of Directors.

SECTION 6. EX OFFICIO membership shall be granted to the spouse of the president of the university by virtue of the unique role as spouse of the president.

SECTION 7. Honorary membership for one year will be conferred upon an individual as approved by the Board of Directors.

ARTICLE IV - BOARD OF DIRECTORS

SECTION 1. Governance of *Town & Gown* shall be vested in the Board of Directors. The Board of Directors shall consist of elected officers, directors, members-at-large, appointed liaisons and special advisors. Board members are responsible for attending at least 6 scheduled meetings annually.

SECTION 2. Elected Members of the Board of Directors

The term of office for elected officers, directors and members-at-large is one year, June 1 to May 31. No officer, director or member-at-large may be elected to the same position for more than two consecutive years. A two-year term may be extended one additional year with the consent of the Board of Directors.

Service on the Board of Directors expires after six consecutive years with the exception of the immediate past president. A six-year term may be extended one year at a time with the consent of the Board of Directors.

Extensions of expired terms are appropriate only if an officer or director is involved in an unfinished project or when no one else can be found to fill the position. When a Board member's term of service has expired, the member may be nominated again to serve on the Board of Directors after a one year absence.

SECTION 3. Meetings shall be held at a time and a place designated by the President. At least one-week notice shall be given. There shall be a minimum of four meetings each year.

SECTION 4. The Board of Directors shall fill vacancies among the elected officers and directors. Officers and directors so chosen shall hold office until the next annual meeting.

SECTION 5. One-third of the membership of the Board of Directors shall constitute a quorum.

ARTICLE V - EXECUTIVE COMMITTEE

SECTION 1. The Executive Committee shall consist of elected officers and the Parliamentarian. Each member, except the Parliamentarian, shall be entitled to one vote. One third of the Executive Committee shall constitute a quorum.

SECTION 2. The Executive Committee shall conduct such emergency business as requires action between the Board of Directors scheduled meetings. The Committee shall meet at the call of the President.

ARTICLE VI - OFFICERS

SECTION 1. Officers of this organization shall be: President, First Vice President, Second Vice President, Third Vice President, Recording Secretary, Corresponding Secretary, and Treasurer.

SECTION 2. Duties

A. President - The President shall be the Executive Officer and shall preside at meetings of the organization. The President shall notify Board Members of upcoming Board meetings.

The President shall be an ex-officio member of all committees except the Nominating Committee. By virtue of office, the president is an ex-officio member of the Board of Trustees of Chapman University. In absence of the President, the duties of the President shall be assumed by the Vice Presidents in order.

B. First Vice President - The First Vice President shall chair the Program Committee.

C. Second Vice President - The Second Vice President shall chair the Travel & Excursions Committee.

D. Third Vice President - The Third Vice President shall chair the Membership Committee.

E. Recording Secretary - The Recording Secretary shall keep a complete set of official minutes of the organization, maintain a current list of Board Members and Committee Chairpersons.

F. Corresponding Secretary - The Corresponding Secretary shall conduct the correspondence of the organization and shall maintain a record of all correspondence.

G. Treasurer - The Treasurer shall receive and report all revenues and disbursements and perform such duties consistent with the office; shall prepare a financial report for each Board meeting with a copy for the President and the University liaison; and shall prepare a proposed budget for the coming fiscal year for approval by the Board of Directors.

ARTICLE VII - DIRECTORS

SECTION 1. Directors of this organization shall be Awards, Board Refreshments, Chaplain, Financial Review, Gifts, Handbook/Roster Editor, Historian, Hospitality, Marketing/Publicity, Nominations, On-line Communications, Parliamentarian, Scholarships, Special Events, Talk of the Town Editor, and a Community Liaison, Faculty Liaison, and an Alumni Liaison.

ARTICLE VIII - MEMBERS-AT-LARGE

SECTION 1. Members from the general membership shall be elected to serve as a liaison with the Town & Gown Board. These Board members serve on one or more of the Standing or Ad Hoc committees.

ARTICLE IX – APPOINTED MEMBERS OF THE BOARD OF DIRECTORS

The Community Liaison, Faculty Liaison, Alumni Liaison and Special Advisors to the president serve on a year-to-year basis at the discretion of those who have appointed them and have full voting rights.

SECTION 1. Special Advisors to the President: These Special Advisors, appointed by the president of the Board, advise and assist the president upon request. The immediate past president serves as an advisor. Special Advisors’ terms shall be concurrent with that of the appointing president and they shall be members of Town and Gown.

SECTION 2. Alumni Advisor: A member of the Chapman Alumni Association, approved by the Board of Directors, shall serve as a liaison with Town and Gown and the Chapman Alumni Association.

SECTION 3. Community Liaison: The Community Liaison, approved by the Board of Directors, serves a liaison between the community at large and Town and Gown.

SECTION 4. Faculty Liaison: A Faculty Liaison, approved by the Board of Directors serves as a liaison between the Chapman University faculty and Town and Gown.

SECTION 5. University Liaison: University Advancement designates a staff member to serve as a liaison between Chapman University and Town and Gown. The University Advancement Staff Liaison shall be a non-voting member of the Board of Directors.

ARTICLE X – COMMITTEES

- A. Awards** - The Director of Awards shall oversee awards and maintains all Town & Gown plaques.
- B. Board Refreshments** -
- C. By-laws** - This Committee shall consist of up to five Board members appointed by the President, shall include one or more past presidents, and be chaired by the Parliamentarian. It is responsible for a review of the By-laws when deemed necessary by the Board.
- D. Chaplain** - The Chaplain is responsible for spiritual meditations at the beginning of Board meetings and programs.
- E. Financial Review:** The Financial Review Director shall review income, expenditures annually and report their findings, conclusions and recommendations to the Executive Board.
- F. Gifts** - The Director of Gifts shall chair and coordinate the gifts committee. The Gift Committee shall consist of at least three members appointed by the Chair. It shall study and evaluate proposed gifts to the university. The Gift Committee will also work in collaboration with the Chapman University Director of Planned Giving to keep track of Town & Gown Bequest Society members and any bequests designated to Town & Gown.
- G. Handbook and Membership Roster Editor** - The Editor shall produce an annual publication including a handbook containing pertinent information about Town & Gown and Chapman University and a yearly roster of Town & Gown Membership.

- H. Historian** - The Historian shall compile a record book of the year's minutes, photos, activities, publicity and other data that would be helpful to the incoming president. The book will be indexed and filed in the Frank Mt. Pleasant Library of Special Collections and Archives, Room 411, The Leatherby Libraries.
- I. Hospitality** - The Director of Hospitality shall chair and coordinate the Hospitality Committee. This committee shall consist of at least four members to be appointed by the Chair. It shall arrange for hosts and hostesses, name tags, decor, etc. for programs and special events.
- J. Marketing/Publicity:** The Director of Marketing/Publicity shall coordinate all marketing and publicity efforts and work closely with other committees when marketing and publicity is involved.
- K. Membership** - This committee shall consist of at least two members appointed by the Chair. Duties are to formulate and adopt procedures for retention and recruitment of members. This committee shall send dues notices and maintain a record of responses. The committee shall also maintain an updated file of members.
- L. Nominations** -The Director of Nominations shall chair and coordinate the Nominating Committee. This committee shall be composed of five members and one alternate, appointed by the November meeting.
- a. Director of Nominations
 - b. Two members, including one past president, from the Board, selected by the President
 - c. Two members, from the general membership selected, by the Nominating Director
 - d. One alternate selected by the President
 - e. Two members of the Nominating Committee shall serve for two years, with one of them designated as chairman the second year.
 - f. All other members will have a one year term limit.
- The Nominating Committee shall deliver to the Board of Directors by the February meeting a slate of nominees for officers, directors and members-at-large for the following year. Special advisors shall be appointed by the President.
- The slate of nominees shall be submitted to the general membership at least thirty days prior to the Annual Meeting with information that additional nominations will be accepted from the floor.
- M. On-Line Communications** – The Director of On-line Communications shall oversee the management of online information regarding *Town & Gown*, including webpage content updates and all electronic communication.
- N. Parliamentarian** - The Parliamentarian shall advise the President and the Board on parliamentary procedure and adherence to the organization's By-Laws, chair the By-Laws Committee, and serve as nonvoting member of the Executive Committee.
- O. Program** - This committee shall consist of at least four members to be appointed by the Chair. It shall plan and coordinate the regular programs, the Annual Meeting, and advise the Board of Directors on matters pertaining to program. The committee shall be responsible for sending invitations to the general membership and appropriate public.

P. **Scholarships** – The Director of Scholarships shall chair and coordinate the Scholarships Committee. The Scholarships Committee shall consist of at least three members appointed by the Chair. It shall study and review applications of scholarship candidates received by Financial Aid. The Committee will recommend to Financial Aid the scholarship awardees, and communicate with the scholarship students.

Q. **Special Events:** The Director of Special Events shall plan and coordinate all special events.

R. **Talk of the Town Editor** - The Editor shall publish and distribute, each year, *Talk of the Town* issues: Fall, and Spring, and as determined by the board,

S. **Travel and Excursions-** This committee shall consist of at least three members to be appointed by the Chair. It shall plan and coordinate excursions and tours for T & G members and friends.

T. **Ad Hoc** - These committees may be added as necessary.

ARTICLE XI – MEETINGS

SECTION 1. *Town & Gown* shall hold its **Annual Meeting** in May and shall convene other meetings at such place and time as the Program Vice President and the Board of Directors shall determine.

SECTION 2. The slate of nominees will be elected at the **Annual Meeting** and assume duties as of June 1.

ARTICLE XII – PRESIDENT’S COUNCIL

SECTION 1. The President’s Council shall consist of the current president and all past presidents of the organization.

SECTION 2. The current president of the organization and the immediate past president shall convene an annual meeting.

ARTICLE XIII – FINANCES

SECTION 1. *Town & Gown* shall be funded through dues and contributions and revenues from programs and events. The fiscal year will be from June 1 through May 31.

SECTION 2. Tax-free annual membership dues shall be deposited directly into a restricted account at Chapman University. Distribution of the funds shall be at the discretion of the *Town & Gown* Board of Directors and shall be limited to projects that benefit Chapman University.

SECTION 3. Annual dues categories shall be set by the Board of Directors and shall be accepted at any time during the fiscal year. NEW members who join after January 1 will be given membership until the close of the following fiscal year.

SECTION 4. No part of the net income or assets of the organization shall benefit any director, officer, member, or individual. Upon the dissolution of this organization, its assets remaining after payment of all debts and liabilities shall become the property of Chapman University.

SECTION 5. *Town & Gown* is a non-profit organization, under the umbrella of Chapman University, and has exempted status under Internal Revenue Code Section 501(a) as an organization described in Section 501(c)(3).

ARTICLE XIV - AMENDMENTS

By-laws may be amended by a quorum of the Board of Directors when a quorum of the Board of Directors is present. A 2/3 favorable vote of the members present is required. Members should receive a written or e-mailed copy of the old and new by-law wording with changes identified prior to voting. Changes may be proposed in writing at one meeting and voted on at the following meeting. Or a change can be submitted by written notice or e-mailed delivery to all Board members a week prior to a meeting and voted on at that meeting. (A written copy shall be sent to members not having email.)

ARTICLE XV - PARLIAMENTARY AUTHORITY

Robert's Rules of Order, revised, shall govern, except where inconsistent with these by-laws.