

GENTLEMEN CALLERS ALUMNI UNION
CONSTITUTION AND BYLAWS

CONSTITUTION

ARTICLE I Name

The name of this organization shall be The Gentlemen Callers Alumni Union (the “Union”).

ARTICLE II Purpose

The purposes of this Union shall be to promote continuous and strong support of Wheaton College, to contribute to a thriving Gentlemen Callers, to foster a spirit of fellowship among the Gentlemen Callers alumni, and to promote the arts and performance at Wheaton College.

ARTICLE III Seal

The seal of this Union shall be an interlocking “G” and “C.”

ARTICLE IV Membership

Every person who was a matriculated student of Wheaton College, a member of The Gentlemen Callers for no less than one full semester, and who was not expelled by The Gentlemen Callers or the Union for bad standing is a member of the Union. The Board of Directors may, from time to time, award “honorary membership” status to persons who have demonstrated extraordinary support for the Union.

ARTICLE V Meetings

Two meetings of the Union’s board of directors (the “Board of Directors”) shall be held each year.

ARTICLE VI Board of Directors

The Board of Directors shall be comprised of such officers and directors as prescribed by the Bylaws. The officers and directors shall be elected as set forth in the Bylaws.

ARTICLE VII Bylaws

The Board of Directors shall adopt Bylaws, which shall define the organization and duties of its members, and may contain such other provisions, consistent herewith, as may be deemed expedient in promoting the objectives of the Union.

ARTICLE VIII Amendments

This constitution may be amended by a three-quarters vote of the Board of Directors.

BYLAWS

Article I Union Membership

Section 1. Active Membership. In accordance with Article IV of the Constitution, an active member of the Union is one who was a member of The Gentlemen Callers as a matriculated student for no less than one full semester and who was not expelled by The Gentlemen Callers or the Union for bad standing.

Section 2. Honorary Membership. In accordance with Article IV of the Constitution, honorary members shall be nominated by any member of the Union and shall be elected by a two-thirds vote of the Board of Directors. Honorary members may not be elected to the Board of Directors.

Article II Election of the Board of Directors

Section 1. Nominations. A Nominating Committee of at least five members of the Union, including non-members of the Board of Directors and members of the Board of Directors whose terms are not expiring, shall nominate Union members to serve on the Board of Directors; however, the President of The Gentlemen Callers and his student designee shall be elected by the student group and not in conformance with this Article II. The Nominating Committee Chair will chair the Nominating Committee.

Section 2. Elections. The Board of Directors shall vote to elect or disapprove persons nominated for election by the Nominating Committee. A majority vote shall constitute election. Newly-elected members of the Board of Directors shall assume office immediately upon their election.

Section 3. Term of Office. The President, Vice President, Secretary, Treasurer, Nominating Committee Chair, and Directors at Large shall normally be elected for three-year terms. The Nominating Committee may recommend, and the Board of Directors may approve, terms of more or less than three years; provided that approximately one-third of the members of the Board of Directors is eligible for re-election each year.

Section 4. Re-election. A member of the Board of Directors is eligible for re-election to the Board of Directors provided he will not serve more than nine consecutive years in the same position. However, a member of the Board of Directors may serve for longer than nine consecutive years in the same position provided the Board of Directors approves by a two-thirds vote.

Section 5. Vacancies and Unexpired Terms. In the event of a vacancy or an unexpired term of a member of the Board of Directors, the President, in consultation with the Nominating Committee, may nominate a successor. The nominee must be confirmed per Article II, Section 2.

Article III **Members of the Board of Directors**

The members of the Board of Directors shall be as follows: President, Vice President, Secretary, Treasurer, Nominating Committee Chair, Directors at Large, the President of The Gentlemen Callers, and the Student Designee.

Section 1. President. The President shall be the chief executive officer of the Union. The President shall call and preside over all meetings of the Union and Board of Directors. The President shall chair the Executive Committee. The President shall, following consultation with the committee chairs, as appropriate, create and appoint members to any committee. The President or his designee shall be a member of all committees; except that he shall be an *ex officio* member of the Nominating Committee.

Section 2. Vice President. The Vice President shall perform the duties of the President in the absence or disability of that officer. Should the office of President become vacant, the Vice President shall succeed to that office to serve the balance of the unexpired term. The Vice President shall chair the Five-Year Reunion Planning Committee.

Section 3. Secretary. The Secretary shall facilitate communication between the members of the Board of Directors. When deemed appropriate, this shall include the taking of meeting minutes. The Secretary shall also lead effective communication between the Board of Directors and the Union, and among Union members where appropriate.

Section 4. Treasurer. The Treasurer shall act as the principal advisor to the Board of Directors on all Union financial matters. The Treasurer shall account for the growth and appropriation of the Union's endowment. The Treasurer shall chair the Finance Committee.

Section 5. The Nominating Committee Chair shall chair the Nominating Committee and act as principal advisor to the Board of Directors on matters of personnel.

Section 6. President of The Gentlemen Callers. The President of the The Gentlemen Callers, shall sit on the Board of Directors as an at-large member. He shall appoint another student in The Gentlemen Caller to also sit on the Board of Directors. He shall act as a liaison between the Board of Directors and The Gentlemen Callers, coordinating priorities and programs, and facilitating the exchange of information between the Board of Directors and The Gentlemen Callers. The President of The Gentlemen Callers shall present to the Board of Directors twice a

year a report on the activities of the group. In the event of a tie vote of the Board of Directors, the President of The Gentlemen Callers shall decide the matter in question.

Section 7. Student Designee. A second student in the The Gentlemen Callers shall sit on the Board of Directors as an at-large member. He shall assist the President of The Gentlemen Callers in carrying out the responsibilities outlined in this Article III, Section 5.

Section 8. At-Large Directors. At-Large Directors shall serve on the Board of Directors and may be charged with a specific portfolio or with generally contributing to the leadership of the Union.

Article IV Duties and Meetings of the Board of Directors

Section 1. Duties of the Board of Directors. The Board of Directors shall be the governing body of the Union. The Board of Directors shall work in partnership with the Wheaton College administration to fulfill the Union's purposes outlined in Article II of the Constitution. The responsibilities of the Board of Directors include managing the Union's endowment.

Section 2. Meetings. A minimum of two regular meetings of the Board of Directors shall be held each year, one of which shall be in the fall, the other of which shall be in the spring. Special meetings of the Board of Directors may be called by the President, or upon written request of six members of the Board of Directors. Meetings may be held by electronic means, including telephone or video conference, and all but one meeting per year may be held at a location other than Wheaton College.

Section 3. Attendance and Giving. Members of the Board of Directors who fail to attend two out of three consecutively scheduled board meetings without due cause will be subject to removal by a two-thirds vote of a quorum of the Board of Directors. Members of the Board of Directors are encouraged to contribute to the Wheaton Fund and to the Union endowment each year that they hold office.

Section 4. Voting Rights. All members of the Board of Directors, as set forth in this Article shall have the right to vote on any official action taken by the Board of Directors.

Section 5. Quorum. A majority of voting members of the Board of Directors shall constitute of quorum.

Article V **Committees of the Board of Directors**

Section 1. Executive Committee.

- A. The chair of the Executive Committee shall be the President.
- B. The Executive Committee shall consist of the President, Vice President, Secretary, Treasurer, and Nominating Committee Chair.
- C. At the discretion of the President, the Executive Committee shall (i) prepare for meetings of the Board of Directors, (ii) generally assist the President in providing leadership to the Board of Directors, and (iii) act for the Board of Directors between meetings when action by the full board would be impracticable, provided the Executive Committee notify the Board of Directors of all actions taken by the committee.

Section 2. Nominating Committee.

- A. The chair of the Nominating Committee shall be the Nominating Committee Chair.
- B. The Nominating Committee shall comply with, and be formed in accordance with, Article II.

Section 3. The Finance Committee.

- A. The chair of the Finance Committee shall be the Treasurer.
- B. The Finance Committee may consist of members of the Board of Directors and Union members not serving on the Board of Directors.
- C. The Finance Committee shall assist the Treasurer in fulfilling his duties.

Section 4. Five-Year Reunion Planning Committee.

- A. The chair of the Five-Year Reunion Planning Committee shall be the Vice President.
- B. The Reunion Planning Committee may consist of Members of the Board of Directors and Union members not serving on the Board of Directors.
- C. The Five-Year Reunion Planning Committee shall lead the planning for the Five-Year Reunions, in accordance with Article VII, as well as other substantial gatherings of the Union.

Section 5. Ad hoc committees may be created by the President to achieve specific mandates in support of the work of the Board of Directors.

Article VI **Commitment to Diversity**

The Board of Directors shall strive to ensure that the membership of the Board of Directors and its committees represents the diversity of the Union and that the actions of the Board of Directors respects the Union's full diversity.

Article VII **Reunion**

Section 1. Time. The Union shall celebrate the founding of The Gentlemen Callers every five years.

Section 2. Objective. The object of reunion shall be to strengthen and renew the fraternal spirit of the members of the Union . The reunion represents the formal meeting of the Union.

Section 3. The Vice President and the Five-Year Reunion Planning Committee shall lead the programming of reunion.

Article VIII **The Gentlemen Callers' Endowment Fund**

Section 1. Name. The Union's endowment shall be called The Gentlemen Caller's Endowment Fund.

Section 2. Endowment Utilization. Each year, the Board of Directors will appropriate, save, or reinvest as endowment principal income generated by the endowment in consideration of the recommendations of the Finance Committee and in accordance with the applicable policies of the Wheaton College Board of Trustees. Such appropriations will be made by a two-thirds vote of the Board of Directors.

Article IX. **Amendments**

These Bylaws may be amended by a two-thirds vote of the Board of Directors.