



# Town & Gown Bylaws

April 2023

## 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. Emerita or Emeritus membership, ex-officio and non-voting, shall be awarded to an individual who has demonstrated exemplary leadership and/or extraordinary support to Town & Gown, and is approved by the Board of Directors, in accordance with established criteria. This position is honorary, in perpetuity, and is the highest recognition Town & Gown bestows on a past or current member of its Board of Directors.

SECTION 7. Ex-officio membership shall be granted to the spouse of the President of the University.

SECTION 8. Honorary membership for one year shall 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, Chairs, Members-at-Large, appointed Liaisons and Special Advisors. Board Members are responsible for attending at least six scheduled Board meetings annually.

SECTION 2. Elected Members of the Board of Directors

The term of office for elected Officers, Chairs and Members-at-Large is one year, June 1 to May 31. No Officer or Chair 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. The position of Member-at-Large may be for more than two years.

Service on the Board of Directors expires after six consecutive years with the exception of the President or 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 Chair 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 a 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 Chairs. Officers and Chairs 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. Each member 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 regularly scheduled meetings of the Board of Directors. The Committee shall meet at the call of the President.

## ARTICLE VI - OFFICERS

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

### SECTION 2. Duties

A. 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 the absence of the President, the duties of the President shall be assumed by the Vice Presidents, in order.

B. Immediate Past President – Shall serve as Parliamentarian and chair the Bylaws Ad Hoc Committee, as needed.

C. First Vice President – Shall chair the Lunch at the Forum Committee.

D. Second Vice President – Shall chair the Membership and Strategic Engagement Committee.

E. Third Vice President – Shall chair the Board Development Committee and create and maintain the Board of Directors Operational Guidelines Manual.

F. Secretary - Shall keep a complete set of official minutes of the organization, maintain a current list of Board Members and Committee Chairs and the Annual Tenure List of Present Board Members, prepare correspondence, and maintain a record of all correspondence sent and received.

G. 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 to the President, Secretary, Financial Review Chair, and each Member of the Board; and shall prepare a proposed budget for the coming fiscal year for approval by the Board of Directors.

## ARTICLE VII - CHAIRS

SECTION 1. Chairs of this organization shall be Lunch at the Forum, Membership and Strategic Engagement, Board Development, Scholarships and Gifts, Fund Development, Communication, and Financial Review.

## 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 shall serve on one or more of the established Committees, as defined in Article 10, and Ad Hoc committees, as deemed necessary by the Board.

## ARTICLE IX - APPOINTED MEMBERS OF THE BOARD OF DIRECTORS

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

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 Special Advisor. Special Advisors' terms shall be concurrent with that of the appointing President, and they shall be members of Town & Gown.

SECTION 2. Community Liaison: A Community Liaison, approved by the Board of Directors, shall serve as a liaison between the community at large and Town & Gown and shall be a non-voting member of the Board of Directors.

SECTION 3. Faculty Liaison: A Faculty Liaison, approved by the Board of Directors, serves as a liaison between the Chapman University faculty and Town & Gown and shall be a non-voting member of the Board of Directors.

SECTION 4. University Liaison: University Advancement designates a University staff member to serve as a liaison between Chapman University and Town & Gown and shall be a non-voting member of the Board of Directors.

## ARTICLE X – COMMITTEES

SECTION 1. The following are established Committees. Ad Hoc Committees may be formed as deemed necessary by the Board. All members of Town & Gown may serve on these Committees. The Chair of each Committee may elect to chair each function or appoint a separate Chair.

### A. LUNCH AT THE FORUM

- Shall plan and coordinate programs and the Annual Meeting
- Make speaker selections
- Arrange catering and hospitality which includes hosts and hostesses, name tags, décor, etc.
- Logistics

## B. MEMBERSHIP AND STRATEGIC ENGAGEMENT

- Shall formulate and adopt procedures for retention and recruitment of members
- Plan and coordinate all special events and campus tours
- Plan and coordinate online masterclasses.

## C. BOARD DEVELOPMENT

- Shall create and maintain the Board of Directors Operational Guidelines Manual
- Arrange and coordinate Board orientation and training
- Oversee the Historian who shall compile an archive of the Board's minutes, treasurer's reports, photos, board activities, publicity, and other data, with information to be indexed and filed in the Frank Mt. Pleasant Library of Special Collections and Archives, Room 411, of the Leatherby Libraries
- Insure the integrity of the process for the Chair of the Nominating Committee which is composed of the following five members and one alternate announced at the November meeting:
  1. Chair of Nominations, who shall chair and coordinate the Committee.
  2. Two members from the Board, including one Past President, selected by the President.
  3. Two members from the general membership selected by the Chair of Nominations.
  4. One alternate selected by the President.
  5. One member of the Nominating Committee shall serve for two years and chair the Committee the following year.
  6. All other members will have a one-year term limit.
  7. The Committee shall offer recommendations to the prospective Committee Chairs for each functioning subcommittee Chair.
  8. By the February meeting, the Nominating Committee shall present a slate of nominees for Officers, Chairs and Members-at-Large to the Board of Directors for the following year. Special Advisors shall be appointed by the President.
  9. 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.

## D. SCHOLARSHIPS AND GIFTS

- Shall chair and coordinate the Scholarships and Gifts Committees

## E. FUND DEVELOPMENT

- Shall chair the Town & Gown Legacy Circle and any strategic scholarship fundraising campaigns

## F. COMMUNICATION

- Shall chair the Marketing function which includes all marketing and publicity efforts and work closely with other Committees when marketing and publicity is involved
- Coordinate Talk of the Town Newsletter
- Update the Annual Handbook and Membership Roster containing pertinent information about Town & Gown and Chapman University and Roster of Town & Gown Membership
- Maintain Online Communication in collaboration with the University Liaison to keep Town & Gown webpages current and relevant

## G. FINANCIAL REVIEW

- Shall monitor the Strategic Plan
- Complete a financial review of income and expenses for each fiscal year and report findings, conclusions, and recommendations to the Board
- Recommend annual goals

## H. AD HOC COMMITTEES, as deemed necessary by the Board

### ARTICLE XI – MEETINGS

SECTION 1. Town & Gown shall hold its Annual Meeting in May at Lunch at the Forum. The slate of nominees shall be elected at the Annual Meeting and assume duties as of June 1.

### ARTICLE XII - PRESIDENT'S SUMMIT

SECTION 1. The President's Summit 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 Summit in April.

SECTION 3. The President shall report on the past year and share plans and goals for the ensuing year.

### ARTICLE XIII – FINANCES

SECTION 1. Town & Gown shall be funded through dues, 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 Officer, Chair, 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

Bylaws may be amended by a quorum of the Board of Directors, when a quorum of the Board Members is present. A two-thirds favorable vote of the Members present is required. Members will be sent a printed or electronic copy of the current and proposed bylaws 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 may be submitted by a written hardcopy notice or by electronic delivery to all Board members a week prior to a meeting and voted on at that meeting. A printed hardcopy 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 Bylaws.