

# **Bylaws of the Gordon Ford College of Business Advisory Board**

## **Article I: Name**

The name of this board shall be the **Gordon Ford College of Business Advisory Board** (the "Board").

## **Article II: Purpose**

The purpose of the Advisory Board is to provide valuable guidance and expertise to the Gordon Ford College of Business. The Board will support the College's strategic initiatives, enhance opportunities for student success, and strengthen partnerships with the business community and alumni. The Board will periodically assess its impact on the College's strategic goals and provide recommendations for continuous improvement.

## **Article III: Membership**

### **Section 1: Composition of the Board**

The Board will consist of distinguished alumni, business leaders, and community members, each bringing a wealth of industry expertise and leadership to the College. Members will be selected based on their ability to contribute to the College's mission and goals. The Board shall strive to reflect a broad range of industries, backgrounds, and perspectives to enrich its contributions to the College.

### **Section 2: Membership Levels**

#### **1. Full Membership (Board & Committees):**

- Members in this category serve both on the Board and on at least one of the Board's established committees. These members are expected to attend both Board meetings and committee meetings regularly, actively contributing to the College's strategic initiatives.
- Committee assignments will be made collaboratively between the Board and the Dean to align members' expertise with the needs of the College.
- Members are expected to attend at least 75% of Board and committee meetings annually.

#### **2. Board Membership Only:**

- Members in this category serve solely on the Board, attending regular and special Board meetings and participating in discussions and decision-making. They are not required to serve on any Board committees.
- ⊖ Members are expected to attend at least 2 of 3 board meetings annually.

#### **3. Committee Membership Only:**

- In some instances, individuals may be appointed to serve on committees without serving on the full Board. These members will contribute their expertise to specific initiatives or projects but will not attend the regular Board meetings.
- Committee members will be appointed collaboratively by the Board and the Dean based on the needs of specific committees.
- Members are expected to attend at least 75% of committee meetings annually. If a committee chooses to meet only 3 times per year, members are expected to attend at least 2 of 3 meetings.

### **Section 3: Term of Membership**

1. **Calendar Year-Based Membership:** Board membership follows the **calendar year**, beginning on **January 1** and concluding on **December 31**.
2. **Initial Term:** Board members shall serve a **three-year term**. To establish a staggered membership structure and ensure continuity, the initial terms of advisory board members may be adjusted as follows: Approximately one-third of the members may be appointed to an initial term of one (1) year, one-third to an initial term of two (2) years, and the remaining members to an initial term of three (3) years. Thereafter, all subsequent appointments shall be for the standard term of three (3) years. The Dean, in consultation with the Chair, shall assign the initial terms to establish the staggered structure.
3. **Reappointment:** After the completion of the initial term, members may be reappointed for a **second term of up to 3 years**. A member may not serve more than two consecutive terms. After two consecutive terms, a member must take a one-year break before being eligible for reappointment. Reappointment shall be based on a review of the member's contributions by the Chair and Dean, with input from the Board as needed.
4. **Term Limits:** The total duration a member may serve on the Board is six consecutive years, after which a one-year absence from the Board is required before reappointment may occur.

## **Article IV: Officers**

### **Section 1: Chair**

1. **Appointment:** The Chair shall be **appointed by the Dean** of the Gordon Ford College of Business.
2. **Term:** The Chair shall serve for a **one-year term**. The Chair may not serve consecutive terms but may be reappointed after a one-year interval.
3. **Duties:** The Chair shall preside over all meetings of the Board, coordinate the activities of the Board, and serve as the primary liaison between the Board and the Dean of the College. The Chair shall also prepare an annual report summarizing the Board's activities and recommendations for submission to the Dean.

### **Section 2: Vice Chair**

1. **Appointment:** The Vice Chair shall be **appointed by the Dean** of the Gordon Ford College of Business.

2. **Term:** The Vice Chair shall serve a **one-year term**, with the option to renew for an additional term. The Vice Chair may serve up to two consecutive one-year terms, after which they assume the Chair position or step down.
3. **Duties:** The Vice Chair shall assist the Chair in all duties and act as Chair in the absence of the Chair. Notwithstanding an unforeseen circumstance requires otherwise, the Vice Chair will automatically assume the position of Chair upon the conclusion of the Chair's one-year term.

### **Section 3: Nomination and Elections**

1. The **Dean** will appoint both the Chair and Vice Chair, based on recommendations or consultations with Board members.
2. The Chair and Vice Chair appointments will be reviewed annually.
3. Board members may submit recommendations for Chair and Vice Chair to the Dean at least 30 days prior to the annual review.

## **Article V: Meetings**

### **Section 1: Regular Meetings**

1. The Board shall hold **three regular meetings** each year: one in the **spring**, one in the **summer**, and one in the **fall**. These meetings will be scheduled by the Chair in consultation with the Dean and Board members.
2. Meeting agendas shall be distributed to members at least 14 days in advance, with an opportunity for members to propose agenda items.

### **Section 2: Special Meetings**

1. Special meetings of the Board may be called by the Chair or at the request of at least **one-third of the Board members**.
2. Notice of special meetings shall be provided at least **seven days** in advance.
3. Special meetings may be conducted virtually if circumstances prevent in-person attendance.

### **Section 3: Quorum**

1. A quorum for any meeting of the Board shall consist of a majority of the current Board members.
2. A quorum must include at least one officer (Chair or Vice Chair).

### **Section 4: Voting**

1. Voting on all matters shall be by **simple majority**, except in cases where otherwise stipulated by these bylaws.

### **Section 5: Virtual Participation**

1. Meetings may be conducted in person, virtually, or in a hybrid format, as determined by the Chair in consultation with the Dean. Members participating virtually shall have the same voting rights as those present in person.

## **Article VI: Committees**

### **Section 1: Establishment of Committees**

1. The Chair and the Dean will collaboratively establish committees based on the needs and priorities of the College. These committees may address specific strategic initiatives such as student success, alumni engagement, fundraising, and other key College objectives.
2. The committees may include both Board members and non-Board members who bring specialized expertise and perspectives.
3. Each committee shall have a defined charter outlining its purpose, goals, and duration, to be approved by the Board.

### **Section 2: Committee Membership**

1. Committee members will be appointed by the Chair, in consultation with the Vice Chair and the Dean. Committee members will serve for a **one-year term**, with the possibility of renewal.
2. Membership on committees will be determined based on the specific needs of each committee and the areas of expertise of the Board members. In some cases, individuals may serve solely on committees without being members of the full Board.
3. Committee chairs shall be appointed by the Board Chair, in consultation with the Dean, and must be Full or Board-Only members.

## **Article VII: Responsibilities of the Advisory Board**

The Board is expected to:

1. Provide strategic advice to the Dean and faculty of the College.
2. Review and provide feedback on the College's strategic plan at least biannually.
3. Assist in promoting the College's mission and raising its profile within the business community and alumni network.
4. Enhance student success by supporting scholarships, internships, and career placement opportunities.
5. Support fundraising efforts and community partnerships to strengthen the College's financial and operational resources.
6. **Engage in the life of the College:** Board members may be asked to participate in various College events and activities, such as:
  - Serving as **guest speakers** in classes, events, or special lectures.
  - Participating in **networking events** to connect students with alumni and professionals.
  - Engaging in **business and community outreach** initiatives to strengthen the College's relationships with external stakeholders.

## **Article VIII: Conflict of Interest**

1. All Board members must disclose any potential conflicts of interest that may affect their participation in the Board's activities.
2. Members with conflicts of interest should recuse themselves from discussions or votes related to that matter.
3. A conflict of interest policy shall be developed and distributed to all members upon appointment, with annual acknowledgment required.

## **Article IX: Removal of Members**

1. A member of the Advisory Board may be removed for cause, including failure to attend meetings, non-performance of duties, or violation of the Board's Code of Conduct. Removal requires a **two-thirds majority vote** of the Board members.
2. Members may also resign from the Board by submitting a written resignation to the Chair.
3. The Chair shall notify the member in writing of a proposed removal at least 14 days prior to the vote, allowing the member an opportunity to respond.

## **Article X: Amendments**

1. These bylaws may be amended by a **two-thirds majority vote** of the Board members.
2. Proposed amendments must be submitted in writing to the Chair at least **30 days** prior to a meeting where the amendment will be discussed.
3. Amendments shall take effect immediately upon approval unless otherwise specified.

## **Article XI: Miscellaneous**

1. **Records:** A faculty or staff member shall be appointed by the Dean to serve as the recording secretary for the advisory board. This individual will be responsible for taking and maintaining minutes of all advisory board meetings, ensuring accurate records of discussions, decisions, and action items. Minutes shall be distributed to Board members within 30 days of each meeting for review and approval at the subsequent meeting.
2. **Indemnification:** Board members will be indemnified by the College to the fullest extent allowed by law, provided their actions are in good faith and within the scope of their duties.