

Charter of The Kenyon Collegian Alumni Association

We, former staff members of *The Kenyon Collegian* newspaper at Kenyon College, do hereby establish The Kenyon Collegian Alumni Association and ordain the following charter to govern its operations.

I.) Mission

The mission of The Kenyon Collegian Alumni Association is to foster fellowship among the newspaper's alumni, connect with the newspaper's current student journalists and support the newspaper as an open forum of impartial journalism and independent opinion.

II.) Relationship to Kenyon College

The Association is established as an affiliated organization of the Kenyon College Alumni Council and shall abide by the Alumni Council Policy on Affiliated Organizations.

The Association recognizes that its first commitment is to the language and principles of its mission statement. If a severe abuse or train of abuses arises such that the actions of Kenyon College or the Alumni Council become destructive of the principles of the Association's mission statement, and if these conflicts cannot be resolved through diligent and faithful negotiation and discussion, the Association retains the right to withdraw as an affiliated organization through amendment to this charter.

III.) Relationship to *The Kenyon Collegian*

The Association shall neither control nor be controlled by the actions of *The Kenyon Collegian* and its student staff members, but shall exist as a wholly separate entity.

At no time shall the Association seek to control the content, style, staffing or editorial decisions of the newspaper. This shall not, however, prohibit advice, counsel, suggestions or recommendations.

The Association shall control its funds in accordance with the Alumni Council Policy on Affiliated Organizations and shall allocate funds to the newspaper only for specific purposes, by vote of the Association's Board of Directors or of the membership at large.

IV.) Governance

Full and final authority over the Association rests with this charter and with the Association's membership. The membership shall elect a Board of Directors to administer Association affairs in accordance with this charter and a treasurer to oversee Association finances in cooperation with the Board and in accordance with this charter.

A.) Board of Directors

The Board of Directors shall administer Association affairs, subject to this charter and to the consent of the membership.

1.) Composition

The Board of Directors shall be composed of five members – four representatives and a treasurer – serving two-year terms, elected by vote of the membership at large. In addition, the current editors-in-chief and advisors of the newspaper shall serve as *ex officio* members of the Board for the duration of their tenure as editors-in-chief and advisors, holding voice but without voting power.

Voting for the Board shall take place on two ballots. The four representatives shall be elected on one ballot, with those candidates receiving the top four vote totals being elected. The treasurer shall be elected on a second ballot, with that candidate receiving the plurality of votes being elected. Candidates for treasurer may also run for one of the four representative positions. If elected to both, the individual shall serve as treasurer, and that candidate receiving the fifth-highest vote total for representative shall be elected.

The Board of Directors shall establish the means for elections, ensuring opportunity, access and participation by all willing members.

New Board members shall assume their office within 30 days of the election, at a date and time determined by the outgoing Board. Outgoing Board members shall leave office at that same date and time. If the election is held by mail, the deadline for voters to send their ballots shall be considered the election day for the purpose of the 30-day period.

Any individual who shall be an eligible Association member within 30 days of the election shall be eligible to run for office. However, advisors shall not be eligible to run for office while serving as advisors.

Board members shall be eligible for re-election without limit.

If a member is unable to complete the remainder of his or her term, the Board chair may, with the advice and consent of the Board, appoint an interim member to serve until an election is held. The membership may then elect an individual to serve the remainder of the absent member's term.

2.) Chair

The Board, as a first order of business following each election, shall elect from among its voting members a chair, who shall organize Board affairs with the consent of the Board and in accordance with this charter. The chair shall serve a one-year term, but may be re-elected without limit, so long as the chair is a member of the Board.

The treasurer, editors-in-chief and advisors shall not serve as chair.

The chair shall, with the advice and consent of the Board, have the power to schedule meetings, appoint committee chairs, handle day-to-day affairs of the Association and undertake any other administrative measures ordained by the Board. The chair shall have power to sign Association checks, either with prior authorization of the Board or – in a case of urgent need – if the sum is less than \$500. The chair may, with the advice and consent of the Board, authorize another Board member to have the power to sign Association checks for a set period of time, subject to the same oversight as the chair.

The chair shall promptly report all actions to the Board, and the Board shall have the power to overturn any of the chair's actions by a simple majority vote.

The chair can be removed from this position by a vote of four of the five Board members, though he or she will remain a member of the Board, unless removed by the membership.

3.) Committees

The Board may, by simple majority vote, form any such committees it deems necessary and proper for Association affairs.

The chair shall, with the advice and consent of the Board, appoint committee chairs, who may be members of the Board or of the membership at large.

Both the chair of the Board and the committee chairs may, with the advice and consent of the Board, appoint such members to their committees as they see fit. Committees may include both members of the Board and of the membership at large, but every committee shall have at least one Board member.

Committees shall operate in the interests of the Board and of the membership at large, in accordance with this charter.

The Board may dissolve any committees by majority vote, with the exception of the Finance Committee, which shall not be dissolved.

4.) Finance Committee

The Finance Committee shall, through cooperation with and oversight of the treasurer, monitor Association finances.

B.) Treasurer

The treasurer shall manage the financial records of the Association, prepare for the Board and the membership full and forthright reports of the Association's financial status and ensure compliance with proper standards for fiscal responsibility, acting subject to this charter and in consultation with the membership, the Board and its Finance Committee.

The treasurer shall serve as a full member of the Board, with voice and vote on all issues. The treasurer shall also serve on the Finance Committee of the Board.

The treasurer shall routinely inform the Board and the larger membership of the financial status of the Association. The treasurer shall first submit a draft financial report to the Finance Committee, which shall review it. Upon agreement by the treasurer and Finance Committee of the report's accuracy, the treasurer shall certify the report and submit it to the Board of Directors and membership. When the treasurer has certified a financial report, the numbers in that report shall not be altered or amended by the Board, without consent of the treasurer and of a majority of the Finance Committee.

The treasurer shall have power to sign Association checks, either with prior authorization of the Board or – in a case of urgent need – if the sum is less than \$500. However, the treasurer shall promptly report all actions to the Board.

The Board shall not attempt to influence the financial record-keeping of the treasurer.

C.) Initiative and referendum

Final authority over the Association rests with the membership as a whole, subject only to this charter. Therefore, any member of the Association has the right to offer proposals independent of the Board of Directors ("initiative") or seek to overturn any decisions made by the Board ("referendum").

A member wishing to propose a policy independent of the Board shall circulate a petition clearly stating the proposal. If the petition garners support from 20% of the Association's membership, the petitioner may present the petition to the Board. The Board shall then either (a) vote to enact the proposal or (b) schedule a vote of the full membership on the proposal within 90 days of receiving the petition or at the next regularly scheduled election, if the petitioner approves. If two-thirds of those members taking part in the vote support the proposal, the proposal shall pass.

A member wishing to overturn a decision of the Board shall, within 90 days of the Board action, circulate a petition clearly stating the decision to be overturned. The Board shall grant a petitioner access to all Association resources and means of communication for the purpose of seeking signatures. If the petition garners support from 20% of the Association's membership, the petitioner may present the petition to the Board. The Board shall then either (a) vote to overturn its previous decision or (b) schedule a vote of the full membership on the matter within 90 days of receiving the petition or at the next regularly scheduled election, if the petitioner approves. If two-thirds of those members taking part in the vote support the repeal, the decision shall be overturned.

D.) Administrative action

Except as provided in this charter, a simple majority of the Board shall be sufficient to enact proposals. In the event of a tie vote, the proposal may be tabled until the next meeting of the Board. If there is again a tie vote at that meeting, the proposal shall be defeated.

E.) Open governance

Open governance is crucial to the success of any democratic organization and is critical to the work of a free and impartial press. Therefore, the Association shall seek transparency and openness in its proceedings. Meetings of the Board of Directors and committees shall be announced in advance, and all members have the right to attend all meetings. Minutes of meetings and financial information shall be available to all members.

F.) Freedom of speech

Democracy and journalism both thrive on open and free discussion of affairs. Therefore, any member shall have the right to speak on any topic pertinent to the Association at any time. The Board of Directors may establish and enforce an agenda for organized Association discussions, but shall not restrict the discussion of the membership on the basis of content.

G.) Removal of Board members

Any member has the right to seek the removal of a Board member, but such is a grave matter, and so must not be approached lightly. Removal of Board members shall be possible only in cases of gross mismanagement, financial malfeasance, conduct seriously unbecoming to the Association and its mission, illegal activity, or removal from the Association.

A member wishing to remove an elected officer shall circulate a petition identifying the officer and clearly stating the allegation for which removal is sought. The Board shall grant a petitioner access to all Association resources and means of communication for the purpose of seeking signatures. If the petition garners support from one-third of the Association's membership, the petitioner may present the petition to the Board of Directors and to the officer in question. The Board shall then schedule a vote of the full membership on the matter within 90 days of receiving the petition. Prior to that vote, the Board shall ensure that both the petitioner and officer facing expulsion have ample and equal opportunity to state their cases to the membership at large. If two-thirds of voting members support the officer's removal at that vote, the officer shall be removed immediately.

An officer who has been removed remains a full member of the Association, with voice and vote on all issues, so long as he or she is eligible for membership.

V.) Membership

A.) Eligibility

Two types of individuals are eligible for membership in the Association: All former staff members in good standing of *The Kenyon Collegian*, and honorary members.

1.) Former staff members in good standing

"Former staff members" are any individuals who contributed to the newspaper on a regular basis. Members "in good standing" are any individuals who concluded their work on the newspaper either by graduating or voluntarily. Former staff members in good standing shall have voice and vote on all Association matters.

Former staff members who left the newspaper involuntarily, or who were removed from the Association through the disciplinary procedures of the Alumni Council Policy on Affiliated Organizations, are not "in good standing" and are thus ineligible for membership, except by a petition for eligibility.

To petition for eligibility, the individual in question shall inform the Board of Directors of this intent in writing, either by mail or e-mail. This letter should include an explanation of why the individual feels he or she should be made eligible for membership. If four of the five Board members vote to make the individual eligible, the individual shall immediately become a member of the Association.

If the petition for eligibility is not approved, the individual may not again seek eligibility until at least one year after the vote. However, the individual may seek eligibility for however many years as he or she wishes.

As with all Board actions, the decision of the Board on a petition for eligibility is subject to referendum.

2.) Honorary members

An "honorary member" is any individual who, in the estimation of the Association, has contributed significantly to journalism at large or to *The Kenyon Collegian*. An individual shall be nominated for honorary membership in one of two ways: The Board of Directors may nominate an individual by simple majority vote, or any member may circulate a petition clearly stating the individual proposed for honorary membership. The Board shall grant a petitioner access to all Association resources and means of communication for the purpose of seeking signatures. If the petition garners support from 20% of the

Association's membership, the petitioner may present the petition to the Board, which shall treat the petition as a nomination.

Once an individual is nominated and accepts the nomination of honorary membership, the Board shall schedule a vote of the full membership on the nomination. If a simple majority of voting members supports the honorary membership, the individual shall be made a member of the Association, with full voice and vote on all issues.

Advisors to *The Kenyon Collegian* shall become honorary members of the Association upon accepting that role. After leaving that position, they shall continue to have the benefits of honorary membership and shall become eligible to hold office on the Board of Directors.

B.) Dues

All former staff members in good standing of *The Kenyon Collegian* shall automatically become eligible for membership of the Association upon their graduation, and no member shall be required to pay dues for two years following his or her graduation.

Honorary members shall not be required to pay dues.

Reasonable dues may be levied upon former staff members in good standing beginning two years after their graduation, but care should be taken to ensure the affordability of Association membership. If paying dues poses a serious financial hardship to a member, that member may inform the Board of Directors of this hardship in writing, either by mail or e-mail. The Board shall then vote on granting a two-year, renewable waiver of dues to that member, with a simple majority needed for approval.

A "grace period" determined by the Board, but of at least 90 days, shall be afforded to any member who has not paid dues, during which time the Board shall diligently seek to inform the individual in question of this non-payment and offer an opportunity for the individual to pay or seek a financial waiver. If the member has neither paid dues nor obtained a waiver at the end of the grace period, the Board may either vote to extend the grace period or to remove the member from the Association's membership. A vote to extend the grace period requires a simple majority, while a vote to remove the member from the Association's membership requires the consent of four Board members. The Board shall diligently seek to inform the individual in question of this action.

The levying of dues or a change in dues may be proposed in two ways: the Board of Directors may offer a proposal by simple majority, or any member may circulate a petition clearly stating the dues proposal. The Board shall grant a petitioner access to all Association resources and means of communication for the purpose of seeking signatures. If the petition garners support from 20% of the Association's membership, the petitioner may present the petition to the Board, which shall treat the petition as a proposal. Once dues are proposed, the Board shall schedule a vote of the full membership on the dues at the next scheduled election, with a simple majority necessary for approval.

C.) Resignation of members

Any member wishing to leave the organization shall inform the Board of Directors of this intent in writing, either by mail or e-mail. The resignation shall be noted at the next meeting of the Board.

If an eligible member has resigned, was removed from the Association's membership for non-payment of dues, is not listed among the Association's membership roster or has been removed from the membership by accident; and if that individual wishes to be a member; that individual may inform the Board of Directors of this intent in writing, either by mail or e-mail. Once the individual's eligibility is confirmed, the individual shall immediately gain membership in the Association.

VI.) Amendment to this charter

Amendments to this charter may be proposed in one of two ways: The Board of Directors may propose an amendment, with the support of four Board members necessary. Any member may also propose an amendment by circulating a petition clearly stating the proposal. The Board shall grant a petitioner access to all Association resources and means of communication for the purpose of seeking signatures. If the petition garners signatures from one-third of the Association's membership, the petitioner may present the petition to the Board.

Once an amendment is proposed, the Board shall schedule a vote of the full membership on the amendment no sooner than 30 days after the proposal is received. If two-thirds of members taking part in the vote approve, the amendment shall be enacted.

VII.) Ratification

Ratification of this charter may be proposed by the Interim Board of Directors by two-thirds vote. Once ratification is proposed, the Interim Board shall schedule a vote of the full membership on ratification no sooner than 30 days after the proposal is made. If two-thirds of members taking part in the vote approve, this charter shall be ratified and take effect immediately.

Within one year following the ratification of this charter, an election shall be held for all five Board members.

The newly elected Board members shall assume their offices at a specified date and time established by the Interim Board, within 30 days of this election. If the election is held by mail, the deadline for voters to send their ballots shall be considered the election day for the purpose of the 30-day period. At that same date and time, the Interim Board shall adjourn *sine die*. No actions of the Interim Board shall be binding on the newly elected Board of Directors.