

QUEST Alumni Board Bylaws

Current as of: February 27, 2012

1. Mission

The mission of the QUEST Alumni Board is to actively support QUEST students and alumni.

2. Composition

This section of the bylaws describes who may serve on the QUEST Alumni Board, the nature of diversity of Board members, and the process by which individuals are added and removed from the Board.

2.1. Individuals

The QUEST Alumni Board (herein after referred to as the “Board”) is comprised of individuals who have successfully completed the QUEST Honors Program¹.

Beyond members joining the Board in its first year, board members serve for a period of three years.

Board members may serve consecutive terms. There are no term limits.

The Board shall have a Chairperson who is a member of the Board. The Board Chairperson shall serve for a period of one year. This person will be elected by a majority of Board members at the last Board meeting of the calendar year. Voting is done using closed ballots in person or via absentee ballot. The Board Secretary (described in Section 2.2) tabulates the votes and offers Board membership to the individual receiving the most votes. If this person declines, the Board Secretary moves to the next viable candidate.² The Board Chairperson must be an active Board member. This person may be the incumbent Chairperson. If this person’s Board term is set to expire at the end of the calendar year, their Board membership is automatically extended by at least one year if they are elected Chairperson of the Board. In the event that the Board Chairperson resigns from their duties, the QUEST Executive Director may appoint an interim Chairperson.

2.2. Diversity

The Board shall consist of 20 individuals. These individuals should provide a diversity of perspectives including diversity of:

- Demographics (gender and ethnicity)
- College (business, engineering, science)
- Year of graduation
- Industry
- Tenure on the Board

In the event that the Board composition is insufficiently diverse, the Board should actively recruit new Board members to address this deficiency.

In addition to the regular Board members, there will be three ex-officio Board members:

- QUEST Executive Director
- Board Secretary designated by the QUEST Executive Director
- QUEST Student Organization President or Delegate

The purpose of these three Board members is to help with administration and coordination between the Board and the QUEST Honors Program. The Board Secretary and QUEST Student Organization

¹ This document will refer to the current name of the QUEST Program (a.k.a. The QUEST Honors Program, a.k.a. The University of Maryland QUEST Honors Program); however, it encompasses all previous names of QUEST including IBM-TQ and The IBM Total Quality Program.

² A “viable candidate” is defined as a candidate receiving at least one vote.

Delegate are strictly non-voting positions. The QUEST Executive Director may only vote in the event of a tiebreaker.

2.3. Changes to Board Composition

Board members may be removed from the Board at any time during the calendar year by:

- Resignation of the Board member

Board members may be removed from the Board at the end of the calendar year by:

- Failure to fulfill the individual Board Member's pledge (see Section 3)
- Expiration of the Board member's term and the Board member fails to be reelected

Board members may be added to the Board through a nomination and voting process. Nominations will be accepted by the QUEST Executive Director, Board Secretary, or Board Chairperson between the September and December meetings. These nominations may be provided via email, phone call, or spoken word. A majority vote will occur during the last meeting of the calendar year. The number of vacancy positions to be filled will be the Board size minus the number of continuing Board members in the subsequent calendar year. Accordingly, any Board removals must precede the elections.

The nominations process is open for the entirety of the year and closes just prior to the Board vote.

Individuals may self nominate or be nominated by any member of the QUEST community. If an individual is nominated by another, the Board must obtain confirmation from the nominated individual that he / she accepts the nomination prior to the vote.

All Board members may vote in person via closed ballot or via absentee ballot. Board members may vote for as many candidates as there are vacancies. Collection and tabulation of the votes is the responsibility of the Board Secretary. Candidates receiving the most votes will then be contacted before January 1 and offered Board membership. If they accept, they are asked to serve on the Board starting January 1. An offer of Board membership continues until all spots are filled or there are no more viable candidates. Ideally, 1/3 of the Board will transition each year. However, due to early removal of Board members, it may be higher than that. In the event that greater than 40% of Board members transition, incoming Board members may serve terms shorter than three years.

If Board members resign during the first six months of their term, their positions will be opened to new candidates. These candidates must be nominated and voted onto the Board by a 50% majority at the March or June meeting. New Board members will serve the remaining term of the resigning individual.

3. Board Responsibilities

Board members are expected to participate in all Board meetings either in person or by teleconference.

Board members must participate in more than 50% of all Board meetings.

Board members will make an annual pledge that details the nature of their contributions to the Board and the QUEST Honors Program. This pledge shall be made annually by Board members to the Chairperson of the Board. Pledges may describe how the Board member will contribute their time, talent, and/ or treasure to the QUEST Honors Program. Prior to the last Board meeting of the calendar year, the Chairperson of the Board will—with the help of the Board Secretary—conduct an audit of all Board members. This audit ensures that each Board member fulfills their pledge and will be able to continue as a Board member for the following calendar year.

Board members are expected to exemplify the qualities of the QUEST Honors Program including:

- Quality
- Professionalism
- Teamwork

In so doing, Board members set an example for our students.

Board members will join "teams" to lead Board initiatives. These teams will be formed informally by the Chairperson of the Board and Board Members based on current interests of Board members and needs of the QUEST Program. Team activity will be communicated to the Chairperson informally between

meetings via status check conference calls.

4. Policies and Procedures

The Board shall conduct itself in a manner that exemplifies the pillars of QUEST, cross-functional collaboration, innovation, quality management, and teamwork.

4.1. Board Meetings Schedule and Pre-Board Meeting Activities

The Board shall meet quarterly during the second Thursday of March, June, September, and December. The Board shall receive draft minutes from the previous Board meeting from the Board Secretary at least one week prior to a Board meeting.

The Chairperson of the Board shall distribute a Board agenda at least one week prior to a Board meeting.

4.2. Board Meeting Process

The Chairperson of the Board shall preside over the activities during Board meetings. In the event the Chairperson is unable to attend the Board meeting, the Chairperson may designate another Board member.

Board meetings shall follow parliamentary procedure (i.e. Robert's Rules of Order).

The Board Secretary will take minutes during the Board meetings and disseminate the minutes of the meeting to Board members afterwards. The minutes will include all motions that lead to a vote and the result of that vote. The minutes will not disclose how individual Board members voted on a particular issue.

The first agenda item shall be approval of the minutes from the previous Board meeting.

The last agenda item shall be a confirmation of the next date, time, and location of the Board meeting. If the date and time are different than those in the bylaws, then the Board must vote on this new date and time.

All Board meetings shall accommodate remote participation by Board members (e.g. teleconferencing capabilities).

4.3. Quorum and Voting

Quorum exists in a Board meeting when at least 50% of active Board members are participating. Quorum is not necessary for the following votes:

- Approval of minutes
- Determining the date, time, and location for the next Board meeting
- Determining processes within a Board meeting, such as the process for a vote

Quorum is necessary for the following votes:

- Changing the bylaws
- Electing a Chairperson
- Electing new Board members

Voting may be done in person or remotely. Voting may be done by an open or secret ballot at the discretion of the Chairperson or as the result of a Board vote.

5. Bylaw Changes

Any additions, subtractions, or changes to this document require a vote of the Board. A 2/3 majority is required for these changes.

Bylaws will undergo a formal review on a biannual basis.