

Constitution of Fisher Board Fellows

Article I: Name, Purpose, and Non-discrimination Policy

Section 1: Name

This organization shall hereby be called Fisher Board Fellows (hereinafter referred to as the “Organization”).

The Organization is a student-run organization at The Max M. Fisher College of Business at The Ohio State University.

Section 2: Mission

The mission of Fisher Board Fellows is to serve the community through partnerships with non-profit boards that provide strategic business assistance to help partner boards fulfill their organization’s mission and expose Fellows to diverse and meaningful non-profit leadership experiences that exercise and develop their business acumen.

Section 3: Purpose

The purpose of the Organization is as follows:

- a) Create mutually beneficial and educational partnerships among mid-Ohio area non-profit organizations, The Ohio State University, and The Max M. Fisher College of Business\
- b) Place graduate or professional students as non-voting fellows on non-profit boards
- c) Recruit graduate or professional students to conduct project(s) that aid the strategic planning of non profit organizations
- d) Enhance graduate or professional student understanding and knowledge of non-profit organizations

Section 4: Non-Discrimination Policy

This organization, its members and its partners shall not discriminate against any individual(s) based on sexual orientation, race, creed, religion, national origin, marital status, age, gender, ethnicity, handicap or veteran/military status.

Article II: Membership Qualifications and Categories

Section 1: General membership

Membership to the Organization is open to all currently enrolled graduate or professional students at The Ohio State University, subject to the membership selection criteria in Article II, section 2. Voting is limited to the officers and the Advisor of the Organization, with the Advisor voting only in the event of a tie. Student members, referred to as Fellows, serving on non-profit boards and are eligible to hold officer positions subject to the selection process stated in the Article III.

Section 2: Procedures for becoming a member

Potential candidates must submit an application and resume during the appropriate time specified by the Recruitment Committee. Candidates undergo the appropriate selection process as determined by the Recruitment Committee and approved by the Executive Committee by a two-thirds vote. Candidates must be approved by the officers by simple majority vote. It is the preference of the founders that all Fellows and officers be approved by consensus, although this is not required.

Section 3: Removal

Any Fellow may be removed for just and stated cause by a two-thirds vote of the officers, provided that the intention to remove the Fellow, and the cause for removal, is stated in the minutes of the Executive Committee meeting prior to the Executive Committee meeting in which the vote shall take place, and provided that at least a two-thirds vote for removal. Potential causes for removal may include, but are not necessarily limited to, poor attendance of meetings, negligence of Fellow duties, or loss of status as a student in good standing.

Section 4: Fellow Attendance and Participation Requirements

Fellows must attend all Regular Meetings unless previous arrangements exist with Chair or Vice-Chair. Under no circumstances are Fellows permitted to miss more than 30% of Regular Meetings in one academic year. All Fellows must participate in training unless otherwise approved by the Executive Committee.

Section 5: Membership Dues

Dues are to be set by the Executive Committee by two-thirds vote. Dues may be assessed at any time as needed by the Organization. Dues may not be retroactive.

Article III: Officers of the Organization

Section 1: Officers

The named officers of the Organization shall be a Chair, Vice-Chair, Treasurer & Director of Training, Director of Recruitment, and Director of Marketing. Up to four unnamed officers may be designated according to Article III Section 8 of this Constitution. Officers are voting members of the Organization.

The officers shall be charged with setting and implementing the policies of the Organization.

Section 2: Requirements

Officers must each be consenting Fellows, full-time graduate or professional students at The Ohio State University main Columbus campus, and students in good academic standing with no prior graduate-level academic violations. The Chair and a minimum of 50% of the officers of the Organization must be full-time Masters of Business Administration students at The Fisher College of Business. Any Fellow applying or selected as a named officer must be at time of application and selection an active Fellow and have served on a board for a minimum of one quarter, or have been a Fellow of the Organization within six months of the adoption of this Constitution.

Section 3: Terms of Office

The term of all officers shall be a maximum of five academic quarters. The term of each officer shall conclude a maximum of two months following the certification of the officer appointment results for their office. No person shall serve as Chair or Vice-Chair for more than one consecutive term. In the case the Vice-Chair or an appointed Fellow becomes Chair for the remainder of a vacated or removed Chair's term, they will still be eligible to serve a full term as Chair. Any officer is free to re-apply for an officer position in the next term.

Section 4: Duties of the Chair

The Chair shall act as Chief Executive Officer of the Organization. He or she shall set agendas and preside over all Executive Committee and Regular Meetings. She or he shall perform all acts, and execute and deliver all documents to realize the actions and policies of the Organization. He or she shall create any special committees as he or she deems necessary. She or he shall appoint the members and chairs of committees not expressly appointed in this Constitution, and may serve as an ex-officio member on special committees. She or he may appoint, with the approval of the Organization's Advisor, special administrators, agents or authorities for any purposes to further the ends of the Organization. He or she may call a special meeting of the Executive Committee at any time, and is required to call a special meeting of the Executive Committee at the written request of at least two officers. She or he shall serve as the liaison to the Fisher College of Business, to The Ohio State University, and to the Columbus community at large.

Section 5: Duties of the Vice-Chair

The Vice-Chair shall assume the duties of the Chair in the Chair's absence or at the Chair's request. If the Chair should vacate or be removed from his or her office for any reason and the Vice-Chair is a full-time MBA student at the Fisher College of Business, he or she shall become Chair for the remainder of the vacated Chair's term. If the Vice-Chair is not a full-time MBA student at Fisher College, the Vice-Chair will serve as Acting-Chair until the Executive Committee appoints a Fellow as Chair. If a Chair is not appointed within two weeks of the vacancy occurring, the Advisor may appoint a Fellow as Chair.

Section 6: Duties of the Treasurer

The Treasurer shall manage the financial affairs of the Organization. She or he shall prepare budget reports at the request of the Executive Committee or the Advisor. He or she shall keep an accurate account of Organization finances. She or he shall advise committees on financial matters. He or she shall oversee the execution of the budget. She or he may have other duties as assigned by the Chair.

Section 7: Duties of the Secretary

The Secretary shall be responsible for all official correspondence within the Organization. She or he shall notify Fellows and the Advisor within a reasonable time of upcoming Regular meetings and Executive Committee meetings and transmit to them an agenda as provided by the Chair. He or she shall record minutes of any Executive Committee meetings or Regular Meetings and submit those minutes to the officers within a reasonable time. He or she shall make accessible to Fellows the minutes of the Executive Committee, excluding Fellow or officer selection proceedings, and Regular Meetings. She or he shall record the duly certified results of any application and appointment proceedings for all officers. He or she may have other duties as assigned by the Chair.

Section 8: Duties of Unnamed Officers

Unnamed officers may be created, removed, titled, and have duties assigned or modified by a two-thirds vote of the Executive Committee. The offices will remain in place until they are removed. Creation or modification may occur once per academic year prior to the officer application process for that office. Removal will take effect at the conclusion of the current office holder's term.

Section 9: Application

Any Fellow may apply to be an officer by submitting a written application in accordance with the schedule outlined by the Executive Committee. In the application, Fellows shall specify any preference of the offices they are willing to hold. The Secretary and Treasurer will certify that the applicants: (i) are Fellows (ii) are qualified according to Article III, Section 2 of this Constitution to serve as officers.

Section 10: Appointment

The officers of the Association shall be appointed by the vote of the current officers in consultation with the Advisor in accordance with the following procedures:

- a. The Secretary, acting in accordance with Article III, Section 9 of this Constitution shall present to the Executive Committee the certified applicants.
- b. The officers shall discuss and vote on which applicants to interview.
- c. The officers shall interview the selected applicants.
- d. The officers, in consultation with the Advisor, shall discuss and vote for the applicants to become officers and appoint them to the offices they shall hold and the committees they shall chair, if not assigned in this Constitution.
- e. In the event of a tie vote for any step in the appointment process, the Advisor will break the tie.
- f. Certified appointment results without vote tallies will be published to the Fellows and interested parties.

The term of office for each officer shall begin a minimum of two weeks prior to the conclusion of the spring quarter. It is preferred, but not required, that consensus be reached in the appointment of all officers.

In the event that any officer is applying for an additional term, he or she will be excused from all discussions and voting regarding the position(s) for which she or he has applied. In the event the Secretary is excused, the Chair shall appoint a current officer to fulfill the Secretary's election duties.

Section 11: Removal and Vacancies

Any officer may be removed for just and stated cause by a two-thirds vote of the officers, provided that the intention to remove an officer, and the cause for removal, is stated in the minutes of the Executive Committee meeting prior to the Executive Committee meeting in which the vote shall take place, and provided that at least three officers vote for removal. Potential causes for removal may include, but are not necessarily limited to, poor attendance of Executive Committee meetings, negligence of officer or Fellow duties, or loss of status as a student in good standing. Any vacancy in the office of Vice-Chair, Treasurer or Secretary shall be filled by a majority vote of the officers; the office may thus remain filled until the next regular officer application cycle.

Article VI: Advisor/Advisory Board

The Advisor shall be a full-time member of the The Ohio State University faculty or staff. The Advisor shall be approved by a two-thirds vote of the Executive Committee. If the Executive Committee so chooses, it can replace the Advisor with a two-thirds majority vote.

The duty of the Advisor is to consult and offer advice to the Executive Committee and Fellows. At the request of the Executive Committee, the Advisor may represent the Organization at specific official functions within The Ohio State University and beyond.

Article VII: Requirements for Meetings

Section 1: Regular Meetings

All Fellows are invited to attend and participate in Regular Meetings. Regular Meetings will be held on a quarterly basis and as needed in order to keep members apprised of ongoing individual committee decisions and changes as well as the Organization's ongoing business. Regular Meetings can be called by the Chair and must be called at the written request of two-thirds of the Fellows.

Section 2: Executive Committee Meetings

Executive Committee meetings are to be attended by officers and special guests by invitation. These meetings are to be held a minimum of once per quarter in the autumn, winter, and spring quarters. Half of the officers must be in attendance for a quorum to be reached.

Article VIII: Committees

Section 1: Standing Committees

Standing Committees provided for in this Constitution:

- a. Executive Committee
The Executive Committee shall be chaired by the Chair of the Organization and is the governing and law-making body of the Organization. It is responsible for all matters concerning the Organization. It is a permanent body consisting of all officers.
- b. Recruitment Committee
The Recruitment Committee shall be chaired by an officer appointed in accordance with Article III, Section 10. The committee shall receive applications for membership, examine credentials of applicants, and make recommendations to the Board concerning such applicants.
- c. Organization Relation Committee
The Organization Relations Committee shall be chaired by an officer appointed in accordance with Article III, Section 10. The committee shall be responsible for building and maintaining relationship with non-profit organizations. It shall maintain a contact list of community members, non-profits, and parties interested in the business of the Organization.
- d. Alumni Committee
The Alumni Committee shall be chaired by an officer appointed in accordance with Article III, Section 10. The committee shall be responsible for:
 - i. Maintaining and promoting relationships with Fellow alumni and the Organization in order to promote mentorship and advising of current Fellows both in their Fellow duties and professional careers
 - ii. Facilitating communication with and between Fellow alumni
 - iii. Maintaining a contact list of Fellow alumni
 - iv. Organizing a gathering of Fellows and Fellow alumni a minimum of once per five years, beginning in the 2005-2006 academic year.

Unless otherwise specifically provided by the Board, a majority of members of any standing committee shall constitute a quorum, and action by a standing committee shall be taken by a majority of the members present and voting.

Section 2: Special Committees

Subject to approval by a majority of the Executive Committee, the Chair may establish such special committees or task forces as deemed necessary or appropriate for the effective and efficient operation of the corporation. Each such special committee shall consist of such number of persons as the Chair shall determine, with no less than one (1) Fellow serving on any committee. The Chair shall appoint the committee members for such term and upon such conditions as the Executive Committee shall determine. However, the term of existence of a special committee or the term of office of a committee member shall not extend beyond the term of the Chair establishing such committee or appointing such member.

Unless otherwise specifically provided by the Executive Officers, a majority of members of any special committee shall constitute a quorum, and action by a special committee shall be taken by a majority of the members present and voting.

Article IX: Method of Amending Constitution - Proposals, notice, and voting requirements

In order to amend the constitution, the amendment must be proposed in writing and read at an Executive Committee meeting. At the next available Executive Committee meeting, the Executive Committee shall vote on the amendment. The constitution shall be amended by three-fourths majority vote of all officers. Voting members do not need to be present at the meeting to register their vote, but they must register their vote before the second meeting.

Article X: Method of Dissolution of Organization

The Organization shall be dissolved, if the Executive Committee sees fit, through one of two methods.

1. The Executive Committee can propose dissolving the Organization. This will be treated as an amendment to the Constitution, but the dissolution of the Organization must be approved by unanimous vote of the Executive Committee. The dissolution must also be approved by the Advisor.
2. If the Executive Committee does not meet for the duration of four consecutive quarters, then the Organization is dissolved.

Article XI: Parliamentary Authority

The rules contained in Robert's Rules of Order shall govern the Organization in all cases to which they are applicable, and in which they are not inconsistent