

**THE OHIO STATE UNIVERSITY**  
**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 student-run 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 nonprofit organizations.
- d) Enhance graduate or professional students' understanding and knowledge of non-profit organizations.

**Section 4: Non-Discrimination Policy**

This Organization, its members, and its partners agree that it will not engage in sexual misconduct or harassment or discrimination on the basis of age, ancestry, color, disability, gender identity or expression, genetic information, HIV/AIDS status, military status, national origin, race, religion, sex, sexual orientation, protected veteran status, or any other basis in accordance with these guidelines.

**ARTICLE II: MEMBERSHIP QUALIFICATIONS AND CATEGORIES**

**Section 1: General membership**

Membership in the Organization is open to all currently enrolled graduate or professional students at Ohio State University, subject to the membership selection criteria in Article II, section 2. Voting is limited to the officers and the Organization's advisor, with the Advisor voting only in the event of a tie. Student members, referred to as Fellows, serve on non-profit boards and are eligible to hold officer positions, subject to the selection process stated in 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 a simple majority vote. The founders prefer 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 reason for removal is stated in the minutes of the Executive Committee meeting before 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 the 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**

The Executive Committee will set dues by a two-thirds vote. The organization may assess dues at any time, but they may not be retroactive.

# **ARTICLE III: OFFICERS OF THE ORGANIZATION**

## **Section 1: Officers**

The named officers of the Organization shall be Chair, Vice-Chair, Treasurer, and Secretary. 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's 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 Master of Business Administration Students at The Fisher College of Business.

## **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's 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 can reapply 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 organization's financial affairs. She or he shall prepare budget reports at the Executive Committee's or the Advisor's request. She or he shall keep an accurate account of the Organization's finances. She or he shall advise committees on financial matters. She or he 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 the 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 the minutes of the Executive Committee, excluding Fellow or officer selection proceedings, and Regular Meetings accessible to Fellows. She or he shall record all officers' duly certified results of any application and appointment proceedings. 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, assigned duties, 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 before 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 for the offices they are willing to hold. The Secretary and Treasurer will certify that the applicants are qualified to serve as officers according to Article III, Section 2 of this Constitution.

## **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 the certified applicants to the Executive Committee.
- 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 before the conclusion of the spring quarter. Consensus in the appointment of all officers is preferred but not required.

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 dismissed, 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. A majority vote of the officers shall fill any vacancy in the office of Vice-Chair, Treasurer, or Secretary; 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 quarterly and as needed 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 will be held at least once per quarter in the autumn, winter, and spring. Half of the officers must attend for a quorum to be reached.

## **ARTICLE VIII: COMMITTEES**

### **Section 1: Standing Committees**

Standing Committees provided for in this Constitution:

- a) Executive Committee
- b) The Executive Committee shall be chaired by the Chair of the Organization, which 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.
- c) Recruitment Committee
- d) 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 the credentials of applicants, and make recommendations to the Board concerning such applicants.
- e) Organization Relation Committee
- f) 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 relationships with non-profit organizations. It shall keep a contact list of community members, non-profits, and parties interested in the business of the Organization.
- g) Alumni Committee
- h) 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 alums 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 alums at least once per five years, beginning in the 2005-2006 academic year.

Unless otherwise explicitly 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 special committee shall consist of a 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 explicitly 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. A three-fourths majority vote of all officers shall amend the Constitution. 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 a 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.