

THE NOTRE DAME MONOGRAM CLUB
MISSION STATEMENT
AND
OPERATING PRINCIPLES

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MISSION STATEMENT

The Notre Dame Monogram Club is comprised of individuals who have earned the University's varsity athletic insignia for their athletic or team support endeavors or who have been Honorary Monogram recipients.

The Notre Dame Monogram Club supports the primary goal of the University, which is the spiritual, intellectual and physical development of its students and alumni.

The Notre Dame Monogram Club connects all Monogram winners by building community through fellowship and service towards enhancing the unique legacy of Notre Dame Athletics. The Monogram Club strives to deliver on the promise that joining the Notre Dame family is more than a four-year decision.

ARTICLE I

NAME AND LOCATION

Section I. Name.

The name of the organization shall be The Notre Dame Monogram Club.

Section II. Office.

The Club shall have an office at the University of Notre Dame, Notre Dame, Indiana and at such other place as the Executive Committee may from time to time designate.

Section III. Relationship to University.

The Notre Dame Monogram Club shall be organized as a unit within the Athletics Advancement division of the Notre Dame Department of Development. The Monogram Club staff and its Board of Directors will continue to focus efforts on engagement with all Monogram winners and shall operate consistently with the University's Mission and subject to the supervision of the Athletic Department, University Relations and the ultimate authority of the University.

ARTICLE II

MEMBERS

Section I. Eligibility.

All persons who have been awarded a Monogram by the University of Notre Dame shall qualify as a member. No person shall be obligated to make an annual contribution prior to graduation and for the remainder of a person's undergraduate year. Those members who make an annual contribution to the Rockne Athletics fund following graduation shall be eligible for certain privileges as outlined by the Monogram Club staff and its Board of Directors.

Section II. Honorary Members.

The Board of Directors may select individuals to be made an Honorary Member of the Club based upon criteria approved by the Board of Directors. No Honorary Member shall have the right to vote at meetings of the members or be eligible to serve as an officer or director of the Club, but may serve as Executive Director.

ARTICLE III

MEETINGS

Section I. Annual Meeting.

The annual meeting of the Members shall be held at the University of Notre Dame in a place and at a time as the Board of Directors may designate. Notice of said meeting shall be provided to all Members at least ten days prior to the date of said meeting as provided in these Operating Principles. In the event of failure to hold said annual meeting at any time or for any cause, any or all business which might have been transacted at such meeting may be transacted at the next succeeding meeting, either special or annual. At the annual meeting the Members may transact all business which may properly come before the meeting.

Section II. Special Meeting.

Special meetings of the Members of the Club may be held on the call of the President at the request of any two (2) members of the Executive Committee. Upon receipt of such a call or request, the Executive Director shall within fifteen (15) days of the receipt of said call or said request arrange for a special meeting of the Members of the Club. Said meeting shall be held within thirty (30) days of the receipt of

said call or request and notice of said special meeting shall be communicated to the members of the Club at least ten (10) days prior to said meeting.

Section III. Rules of Order.

All meetings of the Members shall be conducted in accordance with Roberts Rules of Order.

Section IV. Notices.

All notices shall be communicated to each Member by either mail, or email at his or her last contact information as the same appears in the records of the University. In the event that the Executive Director fails or is unable to send notices of any annual or special meeting, said notice may be prepared and sent by the President or any other officer of the Club in accordance with these Operating Principles.

Section V. Quorum and Voting Rights.

At all meetings of the Club fifteen (15) Members shall constitute a quorum. All matters shall be decided by a majority vote of those Members present with each Member being allowed one vote. No proxies shall be allowed.

ARTICLE IV

BOARD OF DIRECTORS

Section I. Number, Qualification and Election.

The Board of Directors shall consist of the elected Officers (President, Vice President, Secretary and Past President and Director Emeritus), and not less than nine (9) additional qualified Members.

Section II. Election and Term.

At each annual meeting beginning in 2020, the Members shall elect up to three (3) Directors to serve for a term of four (4) years.

Section III. Powers.

The Board of Directors shall have such powers as set forth in these Operating Principles.

Section IV. Nomination.

The Executive Committee, after due consultation with the Board of Directors, shall submit to the Membership its recommendations for Members for election to the Board of Directors. The slate of Members recommended shall be published to the Membership in Inside Irish or on the Monogram Club website or both if practicable. The composition of the Board of Directors shall be and to the extent possible, representative of the Monogram Club Membership as set forth in the Club's nominating criteria established by the Board of Directors.

Section V. Term and Removal.

Each Director elected shall serve for a term of four (4) years, and, no Director shall serve for more than four consecutive (4) years (unless selected as an officer of the Club or appointed by the Board to fill an unexpired term). Any Director may be removed, for cause, at a meeting of the Directors, called for that purpose, by a majority vote of the Directors present at that meeting. Any Director who misses three consecutive meetings shall be deemed to have resigned from the Board unless a majority of the Directors present at the third consecutive missed meeting vote to retain said Director on the Board.

Section VI. Director Emeritus.

In recognition of extraordinary service and contributions to the Club, the Board of Directors may present to the Membership individuals for election to a lifetime position of Director Emeritus. These individuals are welcome to attend Board of Director's meetings as non-voting members.

Section VII. Advisors.

A President may, but is not required to, appoint up to four (4) advisors pursuant to criteria established by the Board of Directors.

Section VIII. Executive Committee Powers.

The Executive Committee shall consist of the Officers of the Board and such additional Directors, as appointed by the President. The Executive Committee shall maintain general management of all the business affairs of the Club and may exercise all such powers of the Club and do all such lawful acts and things unless restricted or otherwise directed by these operating Principles, the Board of Directors, Director of Athletics, or the University President.

Section IX. Executive Committee Meetings Quorum.

The Executive Committee shall hold their meetings at the call of the President. A majority of the Executive Committee shall constitute a quorum and all votes of the Executive Committee shall be decided by a majority vote of those appointed to the Executive Committee. Special meetings of the Executive Committee may also be called by any two (2) members of the Executive Committee in the same manner as special meetings for the Members.

Section X. Board of Directors Meeting – Voting.

The Board of Directors shall meet at the call of the President or by request of any three (3) Directors in the same manner as provided for special meetings of the Members of the Club. A majority of the Board of Directors shall constitute a quorum and all decisions made by the Board of Directors shall be by a majority vote of those Directors present.

Section XI. Means of Participating in a Board of Directors and Executive Committee Meeting.

The President may (i) permit a Director to participate in a regular or special meeting of the Board of Directors by or (ii) conduct a regular or special meeting of the Board of Directors through the use of any means of communication by which all Directors participating may simultaneously hear each other during the meeting. A Director participating in a Board of Directors meeting by such means shall be considered present in person and may vote at the meeting as if actually present at the location of the meeting. Notwithstanding the ability of the Board of Directors to hold a meeting or a Director to participate in such a meeting as authorized by this Section, the preferred manner of holding a meeting of the Board of Directors is where all Directors are physically present at the meeting location, and the President shall have the authority to permit a Director to participate pursuant to subsection (i), or to conduct a regular or special meeting of the Board of Directors permitted by subsection (ii) of this Section.

ARTICLE V

OFFICERS

Section I. Number, Qualification and Election.

The officers of the Club shall be a President, Vice President, Secretary, Past President and such other officers as the Members may from time to time elect. All officers shall be voting Members of the Club.

Section II. Term.

The officers shall serve for a term of two (2) years. The President shall be ineligible to succeed himself or herself in office.

Section III. Vacancies – Removal.

All vacancies in any of the offices set forth in Section I of this Article V shall be filled by vote of the Directors for the remainder of the term. An officer may be removed for cause by vote of the majority present at a meeting of the Board of Directors provided the notice of said meeting gives notice of the proposed removal vote.

Section IV.

No person shall hold more than one office for the same term or at the same time.

Section V. Appointment of Officers.

The Executive Committee shall appoint officers of the Club. Notice of the slate of appointed officers shall be provided to the Membership in Inside Irish or on the Monogram Club website or both as practicable.

Section VI. President.

The President shall preside at all meetings of the Members, the Board of Directors, and the Executive Committee.

Section VII. Vice President.

The Vice President shall be appointed by the Executive Committee via an application process to be administered, conducted and reviewed by Executive Committee and the Department of Athletics. Applicants for Vice President will be required to have first served a four (4) year term as a Member. The Vice President shall perform the duties of the President in the absence of the President and the Past President shall perform said duties in the absence of the President and the Vice President. Both the Vice President and the Past President shall have such other duties as the President, Executive Committee and Board of Directors shall delegate.

Section VIII. Secretary and Treasurer.

The Secretary shall attend all meetings of the Members, the Board of Directors and the Executive Committee. The Secretary shall have oversight responsibility to keep a complete and accurate record of said meetings; to record all votes and minutes of all proceedings in a book or books to be kept for that purpose; to keep a register of all Members; to send out all notices of meetings as may be required or as may be directed and perform such other duties as may from time to time be assigned to or conferred upon the Secretary by the President, Executive Committee or Board of Directors.

Section IX. Executive Director.

The Executive Director shall be responsible for the day-to-day management of the Club, including the supervision and control of all agents and employees of the Club and perform such other duties as shall be assigned by the Athletics Director, President, Executive Committee or Board of Directors. The appointment of the Executive Director of the Monogram Club shall be as mutually agreed upon by the Athletics Director and the Executive Committee.

Section X.

In recognition of his longstanding service to the Monogram Club, Father Jim Riehle, C.S.C. shall be known forever more as the Executive Director Emeritus of the Club.

ARTICLE VI

RESIGNATION AND VACANCIES

Section I. Resignation.

Any Officer, Director or Advisor may resign by giving written notice to the President or the Executive Director of the Club and the resignation will be effective upon the acceptance by the Board of Directors.

Section II. Filling of Vacancies.

If the office of any Officer or Director becomes vacant for any reason, the Board of Directors shall fill such vacancy for the unexpired term.

ARTICLE VII

AMENDMENT OF OPERATING PRINCIPLES

Section I. Vote and Method Necessary.

The Operating Principles of the Club may be altered or amended by the affirmative vote of a majority of the Members present at any annual or special meeting of the Members, provided that the notice of such meeting shall contain a statement of the substance of the proposed alteration or amendment.

Section II. Operating Principles Supplemented by Indiana Law.

To the extent these Operating Principles are silent on an issue brought before the Members, Board of Directors, or Executive Committee for deliberation, the provisions of the Indiana Nonprofit Corporation Act of 1991 as Amended (I.C. 23-17-1-1 et. seq.) may be utilized as a guide for action taken by the Members, Board of Directors, or Executive Committee.