

# **Bylaws of the Concord University Alumni Association, Inc.**

These Bylaws consist of the following Articles:

- Article I – Name and Location
- Article II – Membership
- Article III – Organization and Objectives
- Article IV – Board of Directors
- Article V – Executive Committee
- Article VI – Officers
- Article VII – Executive Director
- Article VIII – Committees
- Article IX – Nominations and Elections
- Article X – Meetings and Quorums
- Article XI – Voting
- Article XII – Fiscal Year
- Article XIII – Insurance
- Article XIV – Indemnification
- Article XV – Exoneration
- Article XVI – Records
- Article XVII – Signature Authority
- Article XVIII – Conflicts of Interest
- Article XIX – Dissolution
- Article XX – Amendments

## **ARTICLE I - NAME AND LOCATION**

Sec. 1. The name of this organization shall be the “Concord University Alumni Association, Inc.” (referred to herein as “the Alumni Association”).

Sec. 2. The principal office of this organization shall be in the Town of Athens, West Virginia, and, if practical, shall be located on the campus of Concord University (referred to herein as “the University”).

## **ARTICLE II – MEMBERSHIP**

Sec. 1. All individuals who have obtained a degree from the University shall automatically be members of the Alumni Association effective on the later of July 1, 2024, or the date of their graduation from the University.

Sec. 2. All individuals who were members of the Alumni Association as of June 30, 2024, shall automatically be members of the Alumni Association effective on July 1, 2024.

Sec. 3. Any individual who has met the requirements to be designated as a Lifetime Member of the Alumni Association on or before June 30, 2025, under the provisions of the Bylaws as in effect on June 30, 2024, shall be a member of the Alumni Association and shall continue to be designated and recognized as a Lifetime Member.

Sec. 4. An individual who does not otherwise qualify for membership in the Alumni Association may become a member of the Alumni Association if nominated for membership by one or more Directors and elected to membership by a majority of Directors in attendance at a meeting of the Board of Directors at which a quorum is present.

Sec. 5. Except as otherwise stipulated in these Bylaws, all members of the Alumni Association shall be entitled to the privileges and benefits accruing to membership, including but not limited to, the right to vote at all meetings of the full Alumni Association; the right to attend any meeting of the Board of Directors, the Executive Committee, or any committee; and the right to join any Local Chapter within their geographic region or area of interest. Alumni Association members must be notified of meetings of the full Alumni Association, but there is no requirement to notify Alumni Association members of meetings of the Board of Directors, the Executive Committee, or any committees.

Sec.6. Except as otherwise stipulated in these Bylaws, the membership of the Alumni Association may, by resolution enacted at a regular or special meeting of the Alumni Association, determine the policy of the Alumni Association, direct or prohibit the actions of the Alumni Association, and/or announce the position of the Alumni Association on any matter.

Sec. 7. Membership in the Alumni Association shall be limited to individuals. No entity, domestic or foreign, may be a member of the Alumni Association.

## **ARTICLE III – ORGANIZATION AND OBJECTIVES**

Sec. 1. The Alumni Association is a nonprofit organization within the meaning of Section 501(c)(3) of the United States Internal Revenue Code.

Sec. 2. The Alumni Association shall apply the University's nondiscrimination policies. Any changes made from time to time in the University's nondiscrimination policies shall be automatically applied by the Alumni Association.

Sec. 3. The mission of the Alumni Association is to organize and conduct activities that will foster pleasant memories and friendships among alumni, faculty, staff, students and friends of the University. In order to effectuate its mission, the Alumni Association will engage in activities that support the growth and development of the University.

Sec. 4. Concentrations of University alumni within any geographic region may become “Local Chapters” of the Alumni Association upon recognition by the Board of Directors. Such recognition may be awarded or continued, as the Board of Directors deems necessary or desirable, to further the goals and objectives of the Alumni Association. Local Chapters shall be given recognition upon application to the Board of Directors through the Executive Director, and such application shall be granted upon satisfaction of the requirements for recognition as established by the Board of Directors. Local chapters shall be operated in accordance with the standards provided by the Board of Directors including but not limited to:

- (a) Operate in accordance with all federal, state and local laws and regulations;
- (b) Operate with the same mission as stated in these Bylaws;
- (c) Provide copies of meeting minutes and membership rosters to the Board of Directors at least annually.

#### **ARTICLE IV – BOARD OF DIRECTORS**

Sec. 1. The governing body of the Alumni Association shall be the Board of Directors (formerly known as the “Alumni Council”), which shall be composed of the following members (referred to herein as “a Director” or “Directors”):

- (a) The Officers of the Alumni Association, as defined in and as elected in accordance with Article VI;
- (b) The President or other designated representative of each Local Chapter;
- (c) The President of the University or the President’s designee, as an ex officio voting member;
- (d) The Executive Director of the Alumni Association, as an ex officio voting member;
- (e) The Immediate Past President of the Alumni Association, unless he or she was removed from the office of President in accordance with Article VI, Sec. 10; and
- (f) A minimum of five (5) and a maximum of twenty-five (25) members-at-large elected by a majority of Alumni Association members in attendance at the annual meeting of the Alumni Association.

Sec. 2. All Directors shall be members of the Alumni Association. The terms of Directors shall begin on the July 1 following their election at the annual meeting. Officers of the Alumni Association shall serve for a two (2)-year term, as provided for in Article VI. Members-at-large shall serve a three (3)-year term.

No person shall serve more than three (3) consecutive full terms on the Board of Directors, except that upon approval by the Board of Directors, a Director may extend their term for one (1) year to serve as Immediate Past President or Immediate Past Treasurer. An Officer can extend their term as a Director to complete the second (2<sup>nd</sup>) year of a two (2)-year Officer term. Directors may be elected for less than a full three (3)-year term for the purpose of filling vacancies or staggering terms of office. Persons serving an initial term of less than three (3) years may serve for three (3) additional three (3)-year terms. After serving the maximum time allowed, a person may again be nominated to serve as a Director after being off the Board of Directors for one (1) year. In order to effect a smooth transition from the Alumni Association's practice of no term limits to instituting term limits, for any person who was serving as a member of the Alumni Council on June 30, 2024, the Alumni Association may elect, on a case-by-case basis, to not apply a term limit where the members of the Alumni Association believe it is in the best interests of the Alumni Association to not apply a term limit.

Sec. 3. A Director may resign by submitting a written resignation to the President or Secretary.

Sec. 4. Any Director may be removed from office, with or without assignment of any cause, by a majority vote of the Alumni Association members in attendance at a meeting of the Alumni Association. A vote for removal may occur at any meeting of the Alumni Association convened in compliance with these Bylaws, provided that written notice of the intention to consider removal of such Director has been included in the notice of the meeting. No Director shall be removed without having the opportunity to be heard at such meeting, but no formal hearing procedure need be followed.

Sec. 5. To be eligible for re-election to the Board of Directors in future fiscal years, Directors shall attend at least two meetings of the Board of Directors per fiscal year. If attendance in person is impractical or impossible, the Board of Directors shall accommodate any member's request for attendance by teleconference or videoconferencing. Requests for attendance by teleconference or video-conferencing should be made to the Executive Director no later than one week before a scheduled meeting. If there is a sudden illness or other unfortunate circumstance that would prohibit a Director from attending the requisite number of meetings, the aforementioned requirements may be waived upon petition of the Director and a majority vote of the Board of Directors. The petition must be submitted in writing to the Executive Director by the designated deadline, or the Nominating Committee will consider that position vacant. Attendance, in person or electronically, at a committee meeting, or active participation in executing an Alumni Association-approved event, shall count as equal to attending a meeting. The Secretary of the Alumni Association shall have the authority to create a mechanism and timetable for reporting such attendance prior to the annual meeting.

Sec. 6. The Board of Directors may fill any vacancy in any elected member-at-large position on the Board of Directors by appointing another member of the Alumni Association for the unexpired portion of the vacated member's term. The Nominating Committee is charged with interviewing, evaluating, and nominating members of the Alumni Association to fill any vacancies on the Board of Directors. A member may be elected to fill a vacancy by a majority of Directors in attendance at a meeting of the Board of Directors at which a quorum is present.

Sec. 7. At the recommendation of the Nominating Committee, the Board of Directors may designate "Emeriti Directors" in recognition of exemplary service to the Board of Directors and the Alumni Association. Emeriti Directors do not occupy member-at-large positions on the Board of Directors, but they are still encouraged to attend and participate in Board of Directors and Alumni Association meetings.

Sec. 8. Directors shall serve without compensation. However, a Director may receive compensation for his or her services to the Alumni Association in some other capacity, provided the transaction is consistent with the Alumni Association's conflict of interest policy and these Bylaws.

## **ARTICLE V - EXECUTIVE COMMITTEE**

Sec. 1. There shall be an Executive Committee of the Alumni Association (formerly known as the "Executive Board") which shall have the power to act on behalf of the Alumni Association to the extent permitted by applicable state and federal law during any period of adjournment of the Board of Directors. The Executive Committee may not, however, act on any matter withheld from its consideration by prior action of the Board of Directors.

Sec. 2. The Executive Committee shall be composed of the President, 1st Vice President, 2nd Vice President, Secretary, Treasurer, Immediate Past President, and Executive Director.

Sec. 3. The Executive Committee shall meet at the call of the President, or by call of the Secretary upon the request of a majority of the members of the Executive Committee then serving. Meetings may be attended in person or by telecommunication. At least three (3) days' written notice shall be given for any meeting to all members of the Executive Committee. Such notice, however, may be waived by written waiver submitted at or after any meeting, and attendance shall act as a waiver of required notice.

Sec. 4. A majority of the members serving on the Executive Committee shall constitute a quorum thereof. An ex officio member of the Executive Committee shall count towards establishing a quorum.

Sec. 5. Minutes shall be kept of all Executive Committee meetings. All votes of the Executive Committee shall be recorded and entered into the minutes.

Sec. 6. In the case of any meeting of the Executive Committee in which decisions may be made that will be binding upon the Alumni Association, the following additional rules apply. These rules do not apply to other meetings of the Executive Committee, such as meetings to prepare for meetings of the Board of Directors or to discuss matters to be brought before the Board of Directors.

- (a) At least three (3) days' written notice of the Executive Committee meeting shall be given to all Directors, and Directors may attend the meeting. The notice shall include a summary of the circumstances requiring the meeting and a summary of the decisions that may be made at the meeting.
- (b) The minutes of the meeting shall be presented to and made a part of the minutes of the Board of Directors at its next meeting.

Sec. 7. At any meeting of the Executive Committee, where a quorum is present, the Executive Committee may, by a majority vote, decide to enter into an executive session where only Executive Committee members and other persons invited by the Executive Committee may be present. The decision to enter into executive session shall be recorded in the minutes, and actions taken may be

recorded in the minutes. The Executive Committee may schedule an executive session as a routine agenda item if preferred. Executive session minutes may be kept separately and confidentially and need not include the discussion, and may instead include only the actions taken.

## **ARTICLE VI – OFFICERS**

Sec. 1. The Officers of the Alumni Association shall include a President, a 1st Vice President, a 2nd Vice President, a Secretary, and a Treasurer.

Sec. 2. Officers of the Alumni Association shall be members of the Alumni Association, and shall be elected by a majority of the Alumni Association members in attendance at the annual meeting of the Alumni Association. Officers shall be elected for a two (2)-year term that will begin on the July 1 after the election. No Officer shall serve more than one (1) term in the same office. Officers can be elected for less than a full two (2)-year term for the purpose of filling vacancies. Persons serving an initial term of less than two (2) years may serve for one (1) additional two (2)-year term. After serving the maximum time allowed, a person may again be nominated for the same office after not serving in that office for one (1) year. In order to effect a smooth transition from the Alumni Association's practice of no term limits for Officers to instituting term limits, for any person who was serving as an Officer on June 30, 2024, the Alumni Association may elect, on a case-by-case basis, to not apply a term limit where the members of the Alumni Association believe it is in the best interests of the Alumni Association to not apply a term limit.

Sec. 3. An Officer may resign by submitting a written resignation to the President or Secretary. Resignation as an Officer does not constitute resignation from the Board of Directors.

Sec. 4. The President shall: be the Chief Executive Officer of the Alumni Association; ensure the carrying out of the goals and policies of the Alumni Association; prepare the agenda for and preside at all meetings of the Board of Directors, the Executive Committee, and the Alumni Association; appoint and serve upon, ex officio and voting, all committees; provide training and resources to the Alumni Association committee chairs; and perform any other duties and have any other powers as may be prescribed by the Board of Directors or as customarily pertain to that office.

Sec. 5. The 1st Vice President shall: supervise the planning and preparations for alumni events and activities, and perform any other duties and have any other powers as may be prescribed by the Board of Directors. Upon direction of the President, or in the absence or inability of the President to serve, the 1st Vice President shall perform the duties of the President.

Sec. 6. The 2nd Vice President shall: coordinate the efforts of the Alumni Association to engage new members; focus on promotion and engagement strategies to enhance opportunities for alumni to engage with the Alumni Association and the University; and perform any other duties and have any other powers as may be prescribed by the Board of Directors.

Sec. 7. The Secretary shall: keep or supervise the keeping of the minutes of all meetings of the Alumni Association, the Board of Directors, and the Executive Committee; authenticate records of the Alumni Association; prepare or cause to be prepared all official correspondence of the Alumni Association; serve as parliamentarian of the Alumni Association, at the discretion of the President; and perform any other

duties and have any other powers as may be prescribed by the Board of Directors or as customarily pertain to that office.

Sec. 8. The Treasurer shall: have general supervision of the funds, investments, and other assets of the Alumni Association; cause the same to be deposited, invested, disbursed, or otherwise managed in accordance with direction of the Board of Directors; work in collaboration with the Alumni Association's accountant or auditor, if any; take the lead in preparing and presenting the annual budget to the Board of Directors; and perform any other duties and have any other powers as may be prescribed by the Board of Directors or as customarily pertain to that office. In the event an audit related to financial matters of the Alumni Association is required either by an external party or by action of the Board of Directors, the Treasurer shall lead the process of engaging an auditor for the type of audit specified by the external party or Board of Directors, with such engagement subject to approval by the Board of Directors.

Sec. 9. Any vacancy occurring in any office, for whatever reason, shall be filled by the Board of Directors. Any Officer so elected by the Board of Directors shall fulfill the term of his or her predecessor. The Nominating Committee is charged with interviewing, evaluating, and nominating Directors to fill any vacancies. Vacancies shall be filled at the next meeting of the Board of Directors following notice of the vacancy.

Sec. 10. Any Officer may be removed from his or her Officer position, with or without assignment of any cause, by a vote of the majority of the Directors in office. A vote for removal may occur at any meeting of the Board of Directors convened in compliance with these Bylaws, provided that written notice of the intention to consider removal of such Officer from his or her Officer position has been included in the notice of the meeting. No Officer shall be removed from his or her Officer position without having the opportunity to be heard at such meeting, but no formal hearing procedure need be followed.

## **ARTICLE VII - EXECUTIVE DIRECTOR**

Sec. 1. The Board of Directors shall have the power to appoint and employ an Executive Director of the Alumni Association. However, at the discretion of the Board of Directors, the Alumni Association may recognize an employee of the University as its Executive Director. This recognition must be approved by a majority of Directors in attendance at a meeting of the Board of Directors at which a quorum is present, and must also be approved in writing by the University. The University employee will serve as Executive Director effective immediately after the later of approval by the Board of Directors or the University, and will continue indefinitely until action is taken by the Board of Directors or the University to no longer recognize the employee as Executive Director. The University employee may serve as Executive Director without regard to whether he or she has obtained a degree from the University. The University employee will not be an employee of the Alumni Association and will not be compensated by the Alumni Association. Under no circumstances will recognition of a University employee as the Executive Director of the Alumni Association prevent the Alumni Association from appointing, employing, or hiring another individual to serve in any capacity that the Board of Directors deems necessary.

Sec. 2. The Executive Director shall be the primary administrative officer of the Alumni Association, and shall serve on the Executive Committee. In order to carry out the powers and responsibilities of the

position, the Executive Director shall, subject to the direction of the Board of Directors: administer all programs of the Alumni Association; attend all meetings of the Board of Directors and Executive Committee; coordinate the formation and activities of all Local Chapters; attend all meetings of committees; serve as editor of the Alumni Association's publications, if any; supervise all employees of the Alumni Association, if any; notify Board of Directors and Executive Committee members of upcoming meetings; and perform such other duties as necessary to carry out the objectives of the Alumni Association.

## **ARTICLE VIII – COMMITTEES**

Sec. 1. The standing committees of the Alumni Association are as follows:

- (a) Finance Committee, which shall be responsible for oversight of the financial operations of the Alumni Association.
- (b) Nominating Committee, which shall be responsible for identifying and recruiting qualified individuals to be nominated to serve on the Board of Directors and in Officer positions; the orientation of new Directors; and ongoing Board of Directors member development, training, leadership development, and succession planning.
- (c) Governance Committee, which shall be responsible for regular review of the Alumni Association's Bylaws to ensure compliance with law and suitability for the needs of the Alumni Association, and preparation of proposed amendments to the Bylaws, when necessary and appropriate; monitoring compliance of the Board of Directors with the Bylaws, applicable law and best practices of nonprofit organizations; and monitoring compliance by Directors with the Alumni Association's conflicts of interest policy, reviewing disclosure statements submitted by Directors, and reporting any conflicts of interest to the full Board of Directors for further action in accordance with the policy.

Sec. 2. The Board of Directors may, by resolution adopted by a majority of Directors then in office, designate one or more committees. Committees may be formed on an ad hoc basis or may be standing committees as provided in the resolution.

Sec. 3. The President of the Alumni Association will appoint committee chairs from the members of the Board of Directors. The President's appointments of individuals to a committee must be approved by a majority of Directors in office at the time the appointments are made.

Sec. 4. The President of the Alumni Association will appoint all Directors to at least one committee. The President may appoint to committees persons who are members of the Alumni Association but not Directors. However, only a Director may serve as the chair of a committee.

Sec. 5. Committee minutes must be kept by the committee chair or their designee and must record the date and meeting agenda, those in attendance, and any action taken by the committee. Minutes must be shared with the Board of Directors. Committee chairs shall give reports at all regular Board of Directors meetings.



Sec.6. Directors assigned to a committee shall make every effort to attend committee meetings. The repeated failure to attend assigned committee meetings may result in forfeiture of the Director's position on a given committee. Forfeiture of committee membership is to be determined by the Executive Committee.

Sec. 7. Committees shall meet at the call of the chairperson or at the direction of the Board of Directors. The chairperson must give committee members at least ten (10) days' notice of a scheduled committee meeting.

Sec. 8. A majority of the members serving on a committee shall constitute a quorum of that committee.

## **ARTICLE IX- NOMINATIONS AND ELECTIONS**

Sec. 1. At least thirty (30) days prior to the annual meeting, the Nominating Committee shall report to the membership of the Alumni Association its nominees for the offices of President, 1st Vice President, 2nd Vice President, Secretary, and Treasurer of the Alumni Association.

Sec. 2. At least ten (10) days prior to the annual meeting, the Nominating Committee shall report nominations for member-at-large positions on the Board of Directors.

Sec. 3. The Nominating Committee shall obtain consent for nomination from all nominees.

Sec. 4. After the report from the Nominating Committee is received, further nominations for all offices and Director positions may be made from the floor at the annual meeting. Such nominations must be made with the consent of the nominee.

Sec. 5. If additional nominations are received from the floor at the annual meeting, a ballot will be distributed to members of the Alumni Association present at the meeting. The individual receiving the most votes will assume the contested office.

## **ARTICLE X - MEETINGS AND QUORUMS**

Sec. 1. There shall be an annual meeting of the membership of the Alumni Association to take place between April 1 and June 30 of each year. The meeting location shall be the campus of the University, unless the Board of Directors determines an alternate location for the meeting or makes a determination that the meeting shall take place via remote means, such as a teleconference and/or videoconference. At the annual meeting, the membership shall elect Officers and members-at-large of the Board of Directors, and may consider any other business, as it deems necessary or desirable. Notice of the annual meeting shall be given to Alumni Association members at least ten (10) days but no more than sixty (60) days in advance of the meeting. For this purpose, only those members for whom the Alumni Association has current email addresses must be notified of the meeting.

Sec. 2. Special meetings of the membership may be held at the call of the President, the Board of Directors, or by petition of at least twenty-five (25) Alumni Association members. The call or petition must state the matters to be considered at such meeting, in specific terms, and must allow for at least

thirty (30) days' notice of such meeting. For this purpose, only those Alumni Association members for whom the Alumni Association has current email addresses must be notified of the meeting. Only the matters specified in the meeting notice may be considered at the meeting.

Sec. 3. The Board of Directors shall meet immediately prior to every annual meeting of the membership, shall meet at least twice each fall and spring semester of the University, and may have additional meetings as it deems necessary or desirable to conduct the business of the Alumni Association. All regular meetings of the Board of Directors shall be at a time and place as directed by the Board of Directors, and the Executive Director shall give each Director notice of all scheduled meetings at least ten (10) days prior to the meeting. The Board of Directors may consider such matters as it deems necessary or desirable at a regular meeting.

Sec. 4. A special meeting of the Board of Directors may be held at the call of the President. However, a special meeting of the Board of Directors shall be called by the Secretary if requested to do so in writing by five (5) or more Directors. The Executive Director shall give each Director notice of any and all special meetings at least ten (10) days prior to the meeting. At special meetings, the Board of Directors may consider only those matters specified in the call for the meeting.

Sec. 5. At any meeting of the Board of Directors, where a quorum is present, the Board of Directors may, by a majority vote, decide to enter into an executive session where only Directors and other persons invited by the Board of Directors may be present. The decision to enter into executive session shall be recorded in the minutes, and actions taken may be recorded in the minutes. The Board of Directors may schedule an executive session as a routine agenda item if preferred. Executive session minutes may be kept separately and confidentially and need not include the discussion, and may instead include only the actions taken.

Sec. 6. The Executive Committee shall meet in the manner specified in Article V.

Sec. 7. The members present at any properly noticed meeting of the membership of the Alumni Association shall constitute a quorum. A majority of the members serving on the Board of Directors shall constitute a quorum for meetings of the Board of Directors. Ex officio Directors shall count towards establishing a quorum of the Board of Directors. A quorum for the Executive Committee shall be determined pursuant to Article V. A majority of the members serving on a committee shall constitute a quorum for any committee meeting. For purposes of determining whether a quorum is present for Board of Directors, Executive Committee, and committee meetings, participation by remote means shall count as being in attendance and present at the meeting.

Sec. 8. In the absence of any specific governing provision herein, the current edition of Robert's Rules of Order, as revised, and generally accepted parliamentary procedures shall govern the conduct of business at all meetings of the Alumni Association, the Board of Directors, the Executive Committee, and all committees. The Secretary may act as parliamentarian of the Alumni Association, or the President may appoint a member of the Board of Directors to so serve.

Sec. 9. In all cases for which these Bylaws require notification, notification via email shall be deemed to satisfy the notification requirement.

Sec. 10. Notice, as required herein, must be given only to those members for whom the Alumni Association has current email addresses. Attendance at any meeting shall act as a waiver of any notice for such meeting.

Sec. 11. Any action that may be properly taken by the Board of Directors assembled in a meeting may also be taken without a meeting if unanimous consent in writing setting forth the action taken is signed by all Directors entitled to vote with respect to the action. Such consent shall have the same force and effect as a vote of the Directors assembled and shall be filed with the minutes.

## **ARTICLE XI – VOTING**

Sec. 1. Voting privileges at any meeting of the Alumni Association shall be exercised only by persons qualified as members of the Alumni Association pursuant to the provisions of Article II. Any member may, by challenge directed to the President, require the Secretary to determine the membership status of any person desiring to vote in any such meeting.

Sec. 2. The Board of Directors may adopt a policy that permits votes on any matters, including the election of Directors and Officers, to be submitted by a member in advance of a meeting of the Alumni Association. Such vote shall be counted regardless of whether the member is in attendance at the meeting, and the member shall be treated as being present at the meeting for purposes of determining whether the required number of votes, such as a majority vote, has been attained.

Sec. 3. Voting by proxy shall not be permitted in any manner.

## **ARTICLE XII – FISCAL YEAR**

The fiscal year of the Alumni Association shall begin on July 1 of one year and end on June 30 of the following year.

## **ARTICLE XIII – INSURANCE**

The Board of Directors shall evaluate the Alumni Association's needs for insurance coverage as appropriate for its activities, including, but not limited to, general liability insurance and directors and officers liability insurance.

## **ARTICLE XIV – INDEMNIFICATION**

The Alumni Association shall indemnify Directors to the fullest extent permitted by state and federal law, including the payment of related legal expenses by, at a minimum, purchasing insurance. Indemnification of Directors is conditioned upon said Director(s) being wholly successful, on the merits or otherwise, in the defense of any proceeding to which he or she was a party because he or she was a Director of the Alumni Association.

## **ARTICLE XV – EXONERATION**

To the fullest extent permitted by applicable state or federal statutory or decisional law, no Director shall be personally liable to the Alumni Association or its members for damages. No amendment of the Articles of Incorporation or repeal of any of its provisions shall limit or eliminate the benefits provided to Directors under this provision with respect to any act or omission which occurred prior to such amendment or repeal.

## **ARTICLE XVI – RECORDS**

The Alumni Association shall keep correct, complete books and records of account and shall also keep minutes of the proceedings of the Alumni Association, Executive Committee, and all committees. At a minimum, the Alumni Association shall keep at its principal office a record of the names and addresses or email addresses of its members and Directors, its Articles of Incorporation, Bylaws, resolutions, three (3) years of financial statements and communications to members, and policies approved by the Board of Directors. Additionally, the Alumni Association shall keep a copy of its records in electronic files. The Alumni Association shall make available to the public its application to the IRS for tax-exempt status, its IRS determination letter, and its three (3) most recently filed IRS Forms 990. The Alumni Association shall comply with applicable federal and state laws with respect to furnishing or making its records available to members or other parties, but only to the extent and in the manner required by such law.

## **ARTICLE XVII – SIGNATURE AUTHORITY**

All checks, notes, acceptances, and orders for payment of money shall be signed by any individual authorized by the Board of Directors as described in the Alumni Association's financial policies. All contracts, leases, and deeds of any kind shall be signed by the President or any other agent of the Alumni Association designated by the Board of Directors.

## **ARTICLE XVIII – CONFLICTS OF INTEREST**

The Board of Directors shall adopt a conflict of interest policy that covers Directors, staff, and any volunteers with significant decision-making authority with respect to the resources of the Alumni Association. The conflict of interest policy should identify the types of conduct or transactions that raise conflict of interest concerns, set forth procedures for disclosure of actual or potential conflicts, and should provide for review of individual transactions by the uninvolved Directors. Approval of transactions by the disinterested Directors shall be by a majority of Directors in attendance at a meeting at which a quorum is present. An interested party shall not be counted for purposes of determining whether a quorum is present, nor for purposes of determining what constitutes a majority vote of Directors in attendance. The policy should also require that the minutes of the meeting shall reflect that the conflict disclosure was made, the vote taken and, where applicable the abstention from voting and participation by the interested party.

**ARTICLE XIX – DISSOLUTION**


The Alumni Association may be dissolved by a majority vote of Alumni Association members present at a meeting of the Alumni Association held in accordance with the special meeting provisions set forth in Article X, Sec. 2, herein. Consistent with the Articles of Incorporation and in the event of dissolution, the Board of Directors shall dispose of all the net assets of the Alumni Association as follows and in accordance with and as specified in a plan of distribution: (i) pay, satisfy, and discharge all liabilities and other obligations of the Alumni Association; (ii) return, transfer, or convey assets held upon condition requiring return, transfer, or conveyance upon dissolution; (iii) transfer permissible assets to such organizations that are organized and operated exclusively for charitable or educational purposes as shall at the time qualify as an exempt organization under section 501(c)(3) of the Internal Revenue Code. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county where the principal office of the Alumni Association is located. Disposal shall be made exclusively for exempt or public purposes or be made to such organization or organizations as the court shall determine to be organized exclusively for such purposes.

**ARTICLE XX – AMENDMENTS**

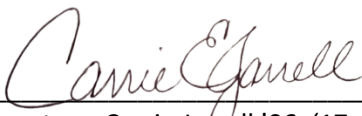
These Bylaws may be amended by a two-thirds (2/3) vote of the members at an annual meeting of the Alumni Association or at a special meeting that is called in accordance with the provisions of Article X, Sec. 2, herein, and shall be effective upon passage or on a future effective date if such date is specified as part of the amendment. The proposed amendments must be submitted to the Alumni Association membership at least thirty (30) days prior to the meeting at which the proposed amendments will be voted upon. For this purpose, only those members for whom the Alumni Association has current email addresses must receive the proposed amendments in advance of the meeting.

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**These Amended and Restated Bylaws were approved by the Alumni Association at a meeting on June 18, 2024, to become effective on July 1, 2024.**

  
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President, Dr. Jared Tice '06  
6/28/2024  
Date

I, the undersigned, being Secretary of the Alumni Association, hereby certify that the above is a true, complete, and accurate copy of the Bylaws adopted by the Alumni Association.

  
\_\_\_\_\_  
Secretary, Carrie Jarrell '06, '17  
6/28/2024  
Date