

Georgia State University Alumni Association, Inc.

BYLAWS

As amended and restated December 2, 2021

Article I. NAME, LOCATION AND LIMITATIONS

Section 1. The name of this organization shall be GEORGIA STATE UNIVERSITY ALUMNI ASSOCIATION, INC., hereinafter referred to as the “Association.” Georgia State University shall be hereinafter referred to as “GSU”.

Section 2. The relationship between the Association and GSU is defined by a memorandum of understanding which grants Cooperative Organization status to the Georgia State University Foundation (the “Foundation”) in accordance with the definitions and policies of the University System of Georgia Board of Regents. The Association shall maintain its Cooperative Organization status.

Section 3. The principal office and place of business is at GSU, Fulton County, Georgia.

Section 4. The Association shall be organized and operated as a nonprofit corporation under the provisions of the Georgia Nonprofit Corporation Code. The Association is a voluntary corporation of individuals and organizations, the purposes of which are exclusively charitable and educational within the meaning of section 501(c)(3) of the Internal Revenue Code. The Association shall operate to serve the needs and interests of GSU, its alumni, students and other constituents in such ways as the Board of Directors (“BOD”), as further described in Article IV herein, shall determine at its discretion. The Association shall maintain its status as an exempt organization qualified to receive tax deductible gifts under the Internal Revenue Code.

Section 5. The fiscal year of the Association is July 1 through June 30. All annual financial statements shall be made accordingly.

Article II. PURPOSE

The mission of the Association is to engage and enrich the lives of alumni, students, and faculty and staff through lifelong relationships with GSU.

Article III. MEMBERSHIP AND VOTING PRIVILEGES

Section 1. Association membership is available to GSU alumni and faculty and staff, as further described herein. The membership of the Association shall comprise all graduates of GSU, its predecessors or successors,

and former students who have regularly matriculated. Other friends of GSU and parents of current and former students may also become members of the Association. Memberships include:

- (i) Individual -
 - (1) Life; and
 - (2) Senior Life
- (ii) Joint –
 - (1) Life; and
 - (2) Senior Life.

Section 2. Only those persons classified as members who have become a life member or are in the process of becoming a life member of the Association within the first fiscal year of joining the BOD shall be entitled to vote, hold office, and be a member of the BOD. This requirement, as well as other enumerated requirements for BOD membership, are listed in the BOD’s Agreement.

Article IV. BOARD OF DIRECTORS

Section 1. The leadership of the Association shall be vested in a Board of Directors consisting of the following members (the “Director” or “Directors”):

- (a) The Chair of the BOD for the Association.
- (b) The Immediate Past Chair of the BOD for the Association.
- (c) The Vice-Chair of the BOD for the Association.
- (d) The Secretary-Treasurer of the BOD for the Association.
- (e) The Executive Director of the Association.
- (f) At least fifteen (15) duly elected directors and no more than thirty (30).

Section 2. Any or all the following persons may be designated by the BOD to serve in an ex-officio capacity on the BOD of the Association. These persons shall not vote on BOD action:

- (a) All Past Chairs of the Association, except those included in (c) above, will serve in an advisory capacity to the Association and the BOD for the Association.
- (b) The Chair of the Foundation Board of Trustees.
- (c) The Chair of the GSU Athletic Association Board of Trustees.
- (d) Two Student Alumni Association and Two Young Alumni Council (“YAC”) members.
- (e) Those individuals who have served on the BOD for their full term and left in good standing, and who are no longer eligible for re-election to the BOD, but whose loyalty, contribution, and devotion to the BOD and the Association have surpassed all expectations. These individuals are

to be elected by the BOD on a case-by-case basis. They will serve in an ex-officio capacity and shall carry the title of Director Emeritus/Emerita. Members of the BOD who carry this title shall automatically become members of the Associations' Emeritus Committee, as further described in Exhibit B herein.

Section 3. Elected Directors shall serve for three (3) years, which term shall commence on the first day following their election. A Director may be elected during the fiscal year and may begin serving a term at that time. A Director may be elected for a second successive three (3) year term. No Director who has served two (2) full terms shall be nominated to succeed himself or herself as an elected Director, but may be nominated as a member of the Executive Committee of the Association. If a Director with one (1) or more years remaining in his or her term accepts nomination as an Officer of the Association, such person's position as a Director automatically shall be considered vacant due to resignation. Partial terms and partial years of service shall not count toward the maximum terms of service. After one (1) year off the BOD, a Director can be elected for additional service.

Section 4. The BOD shall hold four (4) meetings per fiscal year including a year-end meeting of the Association in June. Special meetings of the Association may be called at the discretion of the Chair or by a majority of the members of the BOD. Notice of special meetings of the Association shall be sent via mail or electronic mail to the BOD by the Executive Director not later than fifteen (15) days before each meeting.

Article V. OFFICERS AND THEIR DUTIES

Section 1. The officers of the Association shall be the Chair, the Vice-Chair, the Secretary-Treasurer, the Immediate Past Chair, and the Executive Director (the "Officers"), who shall serve at the pleasure of the BOD of the Association and in accordance with Article VI. The BOD, may, by a majority vote of the members present at any duly constituted meeting, create such additional Officer positions as it may deem appropriate, assigning to such positions the necessary definition of duties and terms of office. The Immediate Past Chair and the Executive Director are not elected positions.

Section 2. Only persons who have been voting members of the BOD for one (1) year prior to their election shall be eligible for election as Officers of the Association. This requirement shall not apply to the office of Executive Director.

Section 3. *Duties of Officers.*

Chair. The Chair shall be the chief executive officer of the Association. He or she shall preside

at, or appoint a presiding officer for, all meetings of the Association, the BOD, and the Executive Committee. The Chair shall appoint such committees and task forces as are necessary and shall be an ex-officio member of all committees and task forces. He or she shall perform such other duties as may be provided by these Bylaws, by resolutions of the Association, or the BOD.

- (b) *Vice-Chair.* The Vice-Chair shall assist the Chair and perform the duties of the Chair in the Chair's absence. The Vice-Chair shall be a member of the Board Development and Governance Committee. The Vice-Chair shall also be an ex-officio member of all other committees and attend one (1) committee meeting for each other committee each fiscal year of the Association.
- (c) *Secretary-Treasurer.* The Secretary-Treasurer shall be the secretary and the financial officer of the Association; shall be an ex-officio member of any committees established for budgetary or financial purposes; shall ensure that all monies owed to the Association are paid or report to the BOD why they are not; shall see that the minutes are kept for all regular and called meetings of the Association, the Executive Committee, and Finance Committee; shall see that the most recent monthly Budget Summary is distributed quarterly to the BOD; shall oversee all financial records of the Association; and shall attend one (1) Foundation meeting per Association fiscal year to meet with the Foundation's investment advisors regarding Association funds invested with the Foundation. Under exceptional circumstances, the Secretary-Treasurer may recommend that the BOD authorize the Association to borrow money. The Secretary-Treasurer, with the approval of the BOD, shall make arrangements with a certified public accountant, who is not a member of this BOD, to perform an audit of the Association once each year.
- (d) *Immediate Past Chair.* The Immediate Past Chair shall serve in an advisory capacity to the BOD. The Immediate Past Chair shares ideas, guidance and expertise with the Executive Committee and assists the Executive Committee as requested. The Immediate Past Chair provides advice and leadership to the BOD regarding past practices and other matters to assist the BOD in governing the Association. The Immediate Past Chair supports the Chair on an as-needed basis, including but not limited to attending GSU events to represent the Association. This position also serves as the leader of the Association's Emeritus Committee during his or her term as Immediate Past Chair.
- (e) *Executive Director.* The Executive Director shall be the administrative officer of the Association and execute the purpose of the Association as referenced in Article II. The Executive Director

shall see that all records of the Association are maintained; shall see that proper notices of all meetings of the Association, the BOD and the Executive Committee are duly sent to the members of these groups; shall cause to be maintained an accurate record of all funds received and disbursed by the Association; shall see that all monies received are deposited in such financial institutions as the BOD may designate; may enter into legal contracts on behalf of the Association, provided that such contracts fall within the scope of the approved budget; and shall work closely with all operating committees of the Association. The Executive Director is hired by GSU and reports directly to the Vice President for Development and Alumni Affairs, as well as holds the title Associate Vice President within GSU.

Section 4. *Term of Office.* The Officers of the Association, except the Vice-Chair, the Immediate Past Chair, and the Executive Director, shall serve for a term of two (2) years and shall take office on the first day of July following their election. The Vice-Chair shall serve for a term of one (1) to two (2) years, at the discretion of the BOD, and shall take office on the first day of the month following their election. The Immediate Past Chair shall serve for a term of one (1) year and shall take office on the first day of July following the election of the succeeding Chair. The Chair shall not be eligible to succeed himself or herself.

Article VI. ELECTIONS, VACANCIES, AND RESIGNATIONS

Section 1. Each year, the recommended slate of Officers, if applicable, and/or vacant BOD positions to be filled will be provided in written format to the BOD prior to the annual meeting and shall be elected by the BOD of the Association. Nominees for the slate of Officers and/or vacant BOD positions shall be recommended by the Board Development and Governance Committee, approved by the Executive Committee, and the names and appropriate biographical data of the nominees shall be furnished to the BOD along with the notice of the year-end meeting. Other nominations may be made from current members of the BOD. The Executive Director shall ensure that the secrecy and validity of each member's vote is guaranteed. The BOD will respond with a vote of ACCEPT or REJECT as to each nominee, whether in person or via electronic mail correspondence. If BOD members REJECT any nominee, the minutes will note the nominee that is rejected. The nominee receiving a majority of votes cast shall be accepted for each Officer Position and/or vacant BOD position.

Section 2. Any vacancy occurring on the BOD or among the Officers shall be filled as follows: The Board Development and Governance Committee shall recommend to the Executive Committee for nomination: 1) a Director or Officer to fill such Officer vacancy; or 2) a member of the Association to fill such Director vacancy; and upon approval by the Executive Committee, the same shall be proposed to the BOD for election by a

majority vote of the BOD. Each Officer who is elected under this Section shall serve until the next election of Officers as provided for in Section 4 of Article V and Section 1 of this Article. Each Director who is elected under this Section shall serve a three (3) year term beginning on the first day of the month following their election.

Section 3. Any Director or Officer who fails to attend without excuse two (2) consecutive regular meetings of the BOD shall be removed from their position by the BOD. Any Director or Officer that chooses not to complete his/her term shall provide a written resignation to the Association.

Article VII. COMMITTEES AND TASK FORCES

Section 1. The Executive Committee shall consist of the Officers of the Association and the committee chairs of the BOD. The Chair of the Association shall be Chair of the Executive Committee. The Executive Committee shall meet on the call of the Chair, or a majority of the Executive Committee, to consider any matters of importance to the Association. The Executive Committee is empowered to act with the same authority as the BOD, except as to those matters which in the opinion of three (3) members of said committee should be referred to the BOD. A majority vote of members of the Executive Committee shall constitute a quorum. The committee co-chair shall attend Executive Committee meetings in the absence of the committee chair or at the request of the Executive Director. The committee co-chair shall have the authority to vote only in the committee chair's absence on business conducted at Executive Committee meetings, unless specially permitted by the Executive Committee.

The BOD Chair appoints all committee chairs from the membership of the BOD, which shall remain consistent with the duties of the officers as defined further in Article V herein. Limited or ad hoc term task forces may be appointed by the BOD Chair at any time with the approval of the Executive Committee and shall include the appointment of a task force lead from the membership of the BOD. Additional standing committees shall be created with the affirmation of the majority vote of the BOD.

Section 2. The responsibility of each standing committee is described in Exhibit A, except for the Executive Committee, which is described more fully in Article VII, Section 1. The standing committees are:

- (a) Executive Committee
- (b) Finance Committee
- (c) Board Development and Governance Committee
- (d) Student and Alumni Engagement Committee

- (a) Section 3. The responsibilities and purpose of each task force shall be identified at the creation of the task force, and further described in the strategic plan applicable to that task force at the time of creation.

Article VIII. ALUMNI NETWORKS

Section 1. Alumni networks (“Networks”) are chartered by the Association to cultivate friendships, promote lifelong learning, and foster positive connections with their alma mater.

Section 2. Networks may be chartered as:

- (a) Regional – Networks which are formal groups chartered in geographical regions for alumni to connect with each other. Activities vary by area but often include happy hours or athletic events, educational programs, and career networking.
- (b) Professional - Networks which provide a means for alumni to reconnect with friends and colleagues within their professional and academic careers. The activities and programming of these Networks vary but often include mentoring programs between current students and alumni and networking events for alumni and students.
- (c) Special Interest - Networks which provide a means for alumni to reconnect with friends and colleagues with similar background and educational interest. The activities and programming of these alumni networks offer very similar programming to regional networking including mentoring programs between current student and alumni and networking events for alumni and students.
- (d) Young Alumni Council - The GSUAA YAC is a leadership organization dedicated to fostering and sustaining relationships with GSU graduates of the last ten (10) years to keep them engaged and actively involved with GSU. YAC will work with the Association and BOD to formally advise on the interests of young alumni.

Networks provide opportunities for networking, professional development, and entertainment through educational, cultural, social, and family programs.

Section 3. Formation and Governance – Networks shall be formed and governed in accordance with the GSU Alumni Networks Manual, available upon request from the Association.

Article IX. PARLIAMENTARY AUTHORITY

Except as otherwise herein provided, the parliamentary authority to prevail shall be *Roberts' Rules of Order, Revised*.

Article X. QUORUM

A quorum is defined and established when a majority of members of the BOD for any official meeting, as well as a majority of members of the Executive Committee for any Executive Committee Meeting, is recorded.

Article XI. AMENDMENTS

These Bylaws or any portion thereof may be amended or repealed by a majority vote of the BOD present at any regular or special BOD meeting of the Association. Any proposed amendment shall be sent to each BOD member in writing, either by mail or electronic mail, at least (5) business days prior to such meeting.

Article XII. DISSOLUTION

On discontinuance of the Association by dissolution or otherwise, the assets are to be transferred to the Alumni Association Scholarship Endowment that is housed in the Foundation and is qualified as a charitable organization under Section 501(c)(3).

Exhibit A. STANDING COMMITTEES

In addition to the obligations described herein, standing committees will fulfill the service obligations as outlined on an annual basis in each of the applicable standing committee strategic plans.

Standing Committees

Each Committee Chair, as appointed by the BOD Chair, shall recruit and approve of each member of the committee, as needed, including if a co-chair is needed. Each standing committee shall meet before the quarterly Executive Committee meeting. There is at least one (1) staff member assigned to each committee. The staff member will assist with setting up committee meetings and providing committee goals and objectives.

- 1) ***Finance Committee.*** The Finance Committee shall serve as an advisory committee to the Secretary-Treasurer of the Association and shall provide for sound financial management of the Association's assets. The committee shall meet quarterly before the Executive Committee meeting. The Finance Committee shall:
 - a) Review projected revenue and expenses, including the proposed budget and recommend BOD action.
 - b) Review proposed amendments to the budget and recommend BOD action.
 - c) Review Association scholarship accounts.
 - d) Plan for an annual audit, recommend an audit firm to the BOD, review the annual audit before it is submitted to the BOD, and submit the annual audit to the BOD.
 - e) Review requests for grants from the Association and recommend BOD action.
 - f) Monitor income statement and balance sheet which shall be distributed to Directors quarterly.
 - g) Monitor bank accounts/money market accounts of Association and provide for BOD approval of appropriate corporate resolutions for said accounts.
 - h) Attend annual meetings with investment manager.
 - i) Provide oversight of the Association contracts for advertising and sponsorship packages, including but not limited to, Association signature events.

- 2) ***Board Development and Governance Committee.*** The Board Development and Governance Committee shall evaluate board positions. The chair of the committee recommends a slate of prospective board members to the Executive Committee no later than the end of May. The Board Development and Governance Committee duties include:
 - a) Identify, cultivate, and recruit leaders of achievement for Association BOD positions.
 - i) Review current BOD composition for gaps and upcoming open positions.
 - ii) Consider candidates' attributes, including but not limited to the following: college, degree, professional experience, gender, ethnicity, and age.

- iii) Increase diversity and representation amongst schools, colleges, and constituent groups.
 - b) Review BOD governance, including but not limited to, current Bylaws and committee descriptions.
 - c) Evaluate BOD committee structure and effectiveness, as needed.
 - d) Assess BOD member skills and talents and align with the Association needs, including but not limited to, utilization for reviews, webinars, or seminars.
 - e) Encourage BOD participation and support at general alumni, university, and board specific events, including athletics.
 - f) Coordinate BOD engagement activities.
- 3) ***Student and Alumni Engagement Committee.*** The Student and Alumni Engagement Committee supports the Student Alumni Association (“SAA”) to develop engagement and philanthropic opportunities between alumni and students and educate students about philanthropy. The Student and Alumni Engagement Committee duties include:
- a) Facilitate career readiness leadership development training for students
 - b) Build relationship with campus partners for programming collaboration

Exhibit B. ASSOCIATION EMERITUS COMMITTEE

The Association's Emeritus Committee allows BOD members who are no longer eligible to serve on the BOD to remain engaged to share their collective knowledge and experience and encourage their expertise and talents as a continuing resource for the alumni community and GSU. Members of the Emeritus Committee shall review the annual strategic plan for service obligations relevant to that fiscal year.

Guidelines

The Immediate Past BOD Chair shall serve as the leader of the Emeritus Committee for so long as he or she serves as Immediate Past Chair. The Executive Committee shall be responsible for assigning project work to address specific issues.

- 1) There shall be no officers or leadership team.
- 2) There are no standing committees.
- 3) Members will serve in two (2) year term increments, with Executive Committee approval required for subsequent terms.
- 4) Members shall have completed at least one (1) full BOD term of three (3) years.
- 5) Members shall comply with the Emeritus Committee Agreement.
- 6) Nominations are accepted once per year by the BOD, as received from the Board Development and Governance Committee.