Georgia State University Alumni Association, Inc.

BYLAWS

As amended February 7, 2018

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 Foundation in accordance with 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”) 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 and students through lifelong relationships with GSU.
Article III. MEMBERSHIP AND VOTING PRIVILEGES

Section 1. There shall be the following classes of membership:

(a) Regular. The regular membership of the Association shall comprise all graduates of GSU, its predecessors or successors, and former students who have regularly matriculated, and pay annual dues to the Association. Other friends of GSU and parents of current and former students may also become regular members of the Association. Regular memberships include:

   (i) Individual -
       (1) Annual;
       (2) Mobile;
       (3) Recent Grad;
       (4) Senior;
       (5) Life; and
       (6) Senior Life

   (ii) Joint –
       (1) Annual;
       (2) Senior;
       (3) Life; and
       (4) Senior Life.

(b) Faculty/Staff. The faculty/staff membership of the Association shall consist of members of the faculty and administrative staff, who pay annual dues to the Association.

(c) Student. The student membership of the Association shall consist of members of bona fide students (undergraduate or graduate) who are currently enrolled at GSU, who pay annual dues to the Association.

Section 2. Only those persons classified as regular 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 is 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:

(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 GSU 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 members:
(e) Those individuals whose terms have expired 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.

Section 3. Elected Directors shall serve for three 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-year term. No Director who has served two full terms shall be nominated to succeed himself or herself as an elected Director, but may be nominated as a Member of Executive Committee of the Association. If a Director with one or many 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 year off the BOD, a Director can be elected for additional service.
Section 4. The BOD shall hold four 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 mailed 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, 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 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.

(a) **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 as are necessary and shall be an ex officio member of all committees. 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.
(b) **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) Georgia State University Foundation (the “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.

(c) **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.

(d) **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. If BOD members REJECT the 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 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 needs to provide a written resignation to the Association.
Article VII. COMMITTEES

Section 1. The Executive Committee shall consist of the Officers of the Association and the committee chairs of the BOD. The committees include Finance, Brand and Communication, Constituent Partnerships, Board Development and Governance, Student and Alumni Engagement, and Student Scholarships. 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.

Section 2. The standing committees are listed herein. The responsibility of each standing committee is described in Exhibit A.

(a) Finance Committee
(b) Constituent Partnerships Committee
(c) Brand and Communication Committee
(d) Board Development and Governance Committee
(e) Student and Alumni Engagement Committee
(f) Student Scholarship Committee
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 charted 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 & 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 Young Alumni Council (YAC) is a leadership organization dedicated to fostering and sustaining relationships with Georgia State University graduates of the last 10 years to keep them engaged and actively involved with the University. The Council will work with the Alumni Association and Board of Directors to formally advise on the interests of young alumni.

(e) 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 Georgia State University 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 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 Georgia State University Foundation and is qualified as a charitable organization under Section 501(c)(3).
Exhibit A.

a. 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. The Finance Committee shall:

(a) Review projected revenue and expenses, including the proposed budget and recommend Board action.

i. Review proposed amendments to the budget and recommend Board action.

ii. Review Association investments, review and recommend revisions to investment policy, and report all investments to the Board or the Executive Committee for ratification. Investments include all scholarship accounts.

iii. Plan for an annual audit, recommend an audit firm to the Board, and review the annual audit before it is submitted to the Board.

iv. Review requests for grants from the Association and recommend Board action.

v. Monitor Statement of Assets and Funds of Association which shall be provided to board members quarterly.

vi. Monitor Bank Accounts/Money Market Accounts of Association and provide for Board approval of appropriate Corporate Resolutions for said accounts.

Recommend action on the sale of real property owned by the Association in accordance with the resolution governing the sale of real property that was approved by the Board on March 24, 1984.

b. Constituent Partnerships Committee

Shall work to strengthen collaboration with campus and external constituents to meet the needs of GSU, its students and alumni by encouraging participation and support of alumni initiatives. It encourages alumni board participation and support at general alumni, university and board specific events, including athletics.

c. Brand & Communication Committee

Shall assist the association with building, living and communicating a consistent presence amongst GSU and the community that expands and connects the alumni base.
d. Board Development & Governance Committee
The Board Development Committee shall evaluate board positions. The committee identifies, cultivates and recruits leaders of achievement for alumni board positions. The committee shall consider candidates’ attributes, including but not limited to the following: college, degree, professional experience, gender, ethnicity, and age. Finally, the chairman recommends a list of perspective board members to the Executive Committee. The committee also reviews board governance, not limited to current bylaws, mission and/or purpose.

(a) Membership. The Nominating & Governance Committee shall have a chairman and shall have as member’s four (4) voting members of the Association appointed by the President of the Association. The Associate Vice President or his/her designee shall be a non-voting member of the Board Development & Governance Committee.

(b) Nominee Selection and Reporting. The Nominating & Governance Committee shall meet at least one time per year to ensure that a slate of prospective Officers and Directors shall be presented to the Board of Directors not later than the end of May.

e. Student and Alumni Engagement Committee
The Student & Alumni Engagement Committee works with the Student Alumni Association on strategies to recruit members. It connects students and alumni through programs and events.

f. Student Scholarship Committee
The Student Scholarship Committee will oversee the Alumni Association scholarship process. The committee shall develop criteria for scholarships, review nominations and select recipients and recommend new categories of scholarship.