

Valdosta State University Alumni Association, Inc.

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Bylaws



**BYLAWS OF THE VALDOSTA STATE UNIVERSITY  
ALUMNI ASSOCIATION, INCORPORATED  
Revised December 1, 2017**

**ARTICLE I. NAME, LOCATION, LIMITATIONS, FISCAL YEAR**

**Section 1. NAME.**

The name of this organization shall be the **VALDOSTA STATE UNIVERSITY ALUMNI ASSOCIATION**, hereinafter referred to as the Association. Valdosta State University shall be hereinafter referred to as “VSU”.

**Section 2. LOCATION.**

The principal office and place of business is at VSU, Lowndes County, Georgia.

**Section 3. LIMITATIONS.**

The Association was incorporated by the Georgia Secretary of State on January 30, 1987. It is not organized for profit and shall have no stockholders. The Association is organized and operated exclusively for charitable and educational purposes within the meanings of the 501 (c) (3) and Section 170 (c) (2) of the Internal Revenue Service Code of 1954 or the corresponding provisions of any future United State Internal Revenue Law. No part of net earnings shall be to the benefit of or be distributable to its Directors or Officers, other private individuals, or Associations organized and operating for a profit, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of those purposes as herein above stated. No substantial part of the activities of the Association shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Association shall not participate in or intervene in, including the publishing or distributing statements, any political campaign on behalf of or in opposition to any candidate for public office.

**Section 4. FISCAL YEAR.**

The fiscal year of the Association is January 1 through December 31, inclusive, unless otherwise defined. All annual financial statements shall be made accordingly.

**ARTICLE II. MISSION**

The mission of the Valdosta State University Alumni Association is to promote the Strategic Plan and direction of Valdosta State University by fostering the interest and involvement locally, regionally, nationally and internationally of Alumni in the activities of the University and its students.

## **ARTICLE III. MEMBERSHIP AND PRIVILEGES OF MEMBERS**

### **Section 1. ALUMNI.**

- 1.1 Any graduate of VSU who received an Associate's, Bachelor's, Master's or Doctorate degree is a member of the Association.
- 1.2 All alumni members have the right to vote at all meetings of the Association, receive all publications of the Association, and are eligible to hold office in the Association.

### **Section 2. HONORARY DIRECTORS.**

- 2.1 The Board of Directors may award the title of Honorary Director to those individuals who have been long time supporters of VSU, or in recognition of expertise and counsel they have given in support of specific goals and objectives of the Association.
- 2.2 They will be invited to the regular meetings of the Board of Directors and any other meetings as deemed by the President of the Association. Honorary Directors have no vote and are not included in the number of elected Directors as set out in these bylaws.

## **ARTICLE IV. BOARD OF DIRECTORS**

**Section 1.** The government of the Association shall be vested in a Board of Directors, which shall consist of the following members:

- a) The President
- b) The Vice President
- c) The Secretary
- d) The Treasurer
- e) The Immediate Past President
- f) Up to Thirty-six (36) duly elected Directors-At-Large

The Board of Directors of the Association will consist of not more than forty five (45) or less than thirty five (35) regular board members plus an undetermined number of ex-officio members.

The Ex-officio members will consist of the President of the VSU Student Government Association, the Presidents of the Alumni Chapters, and the Associate Vice President of Development and Alumni Relations.

- 1.1 Alumni members that are employed by VSU may be elected to serve as a member of the Board of Directors.

- 1.2 Members of the Board of Directors will not receive compensation for their service to the Association.

## **ARTICLE V. OFFICERS, ELECTIONS, AND TERMS OF OFFICE**

**Section 1. EXECUTIVE BOARD.** During the intervals between the quarterly meetings of the Board of Directors, an Executive Board is empowered to transact business for the Association. The Executive Board is comprised of the President, the chairs of the following standing committees: Special Events, Chapters North, Chapters South, Finance and directors, the Secretary, the Treasurer, and the Immediate Past President. Its actions are subject to review by the Association.

- a. Persons who have been active Board of Directors, excluding ex-officio members, for a minimum of one (1) year prior to the election in which they are nominated shall be eligible for election as Officers of this Association.
- b. The Associate Vice President of Development and Alumni Relations shall be an ex-officio member of the Executive Board.

1.1 **PRESIDENT.** The President acts as Chairman at all meetings of the Association, of the Board of Directors, and of the Executive Board. The President serves on the VSU Foundation Board as an ex-officio member.

1.2 **VICE PRESIDENT.** There shall be one Vice President and as recommended by the Executive Board and as elected by the Associate. The Vice President acts in the place of the President in his/her absence or disability. The Vice President, with the support of the Associate Vice President of Development and Alumni Relations, will maintain, review and may recommend changes to the association's by-laws. The vice president is also eligible to serve as chair of a standing committee.

The Vice President, with the support of the Associate Vice President of Development and Alumni Relations will maintain and review the association's strategic plan. In the last year of the strategic plan the Vice President will lead a formal review and serve as chair of the Strategic Planning Committee. This Committee will be appointed by the association president.

1.3 **SECRETARY.** The Secretary acts as a recording secretary of the meetings of the Executive Board, the Board of Directors and at the annual meeting of the Association. With the support of the Associate Vice President of Development and Alumni Relations and the Alumni Relations staff, the Secretary will ensure that the official proceedings of all meetings are recorded and disseminated to all Board Members.

1.4 **TREASURER.** The Treasurer serves as chair of the Finance Committee. With the support of the Director of Accounting and appropriate staff from the Division of University Advancement the Treasurer will also ensure that financial records of the Association are maintained and made available to any member of the Board of Directors.

1.5 **OFFICER TERMS.** Officers of the Association will be elected for a 1 year term.

1.6 **Associate Vice President of Development and Alumni Relations...**

The chief administrative office of the Association shall be the Associate Vice President of Development and Alumni Relations, an employee of Valdosta State University, who shall be responsible for the day-to-day operations of the Association under the oversight of the Board, Executive Board and President. The Associate Vice President of Development and Alumni Relations will have custody of all funds and securities of the Association, conduct affairs of the Association in a manner consistent with the established goals by the Board of Directors and the Executive Committee, and consistent with the authority granted by the Associate Vice President's job description. The Associate Vice President of Development and Alumni Relations is a position established within the Division of University Advancement and reports to the Vice President for University Advancement in accordance with the policies of Valdosta State University and the University System of Georgia.

**Section 2 NOMINATIONS AND ELECTIONS.**

2.1 **Nominations** – The Directors Committee will serve as the Nominating Committee. The Nominating Committee will nominate at least one candidate for each officer seat and each board seat to be elected at the annual meeting in the fall. The recommended slate of officers and vacant board positions will be provided in written format to the Board of Directors at least 45 days prior to the meeting. In addition, any alumnus can nominate a candidate to the slate of nominees. To be valid, such nominations must be received by the Secretary in writing no later than 15 days prior to the meeting. After the period for nominations closes 15 days prior to the Annual Meeting, no further nominations shall be accepted.

2.2 **Elections** – Directors shall be elected by a simple majority of the members present at the Annual Meeting unless the number of nominees exceeds the number of vacancies. In this case the nominees receiving the most votes will be elected.

Officers shall be elected by a simple majority of the members of the Board of Directors present at the Annual Meeting unless the number of nominees exceeds the number of vacancies. In this case the nominee for each office receiving the most votes will be elected.

In the event of a tie the association President will make the final decision.

The newly elected board members and officers will assume office the following January, or sooner if there is a vacancy on the board or in an officer position.

2.3 **Vacancies** - If, prior to the election at the annual meeting, any vacancy occurs among the elected members of the Board of Directors, it may be filled upon unanimous nomination by the Director's Committee to the Executive Board. A majority vote of the Executive Board is needed to approve the nomination. A director elected to fill the vacancy will serve for the remaining term of the vacated position.

### **Section 3. TERMS.**

3.1 Members of the Board of Directors will be elected to three (3) year terms by a majority vote of those present at the annual meeting of the Association. The member terms will be staggered so that approximately one-third (1/3) of the Board is elected each year. No Director may serve more than two (2) consecutive terms unless the director is serving as President.

3.2 If a Director's term expires while he/she is serving on the Executive Board of the Board of Directors, his/her Director's position may be extended until his/her term on the Executive Board expires.

3.3 When two (2) consecutive terms are served, the member must vacate the Board of Directors for at least one (1) year before being eligible for re-election to the Board of Directors. Ex-officio members will serve as long as they hold the positions entitling them to Board of Directors membership.

3.4 When two (2) consecutive terms are served, the member may be eligible for re-election to the Board of Director for a two (2) year term, provided the following conditions are satisfied:

- a) the member has participated in 90% of meetings, or been excused from all required meetings;
- b) the member has shown significant participation by his or her actions to support the Board of Director's Statement of Responsibilities and the Alumni Association's mission and vision statement;
- c) the member makes a request to the secretary in writing that she or he wishes to be considered for re-election to the Board;
- d) the Executive Board must review and approve by majority vote such member request before its inclusion in the slate of nominations for consideration by the Board of Directors;
- e) the Board of Directors will consider this member's nomination as all other nominations.

### **Section 4. RESIGNATION AND REMOVAL.**

4.1 A member or officer of the Board of Directors may resign at any time by providing a written notice to the President. Resignations will be effective at the time specified in the notice. If no date is specified, the resignation is considered effective immediately.

4.2 A member or officer of the Board of Directors may be removed for cause from the Board by a two-thirds (2/3) vote of the Directors present at any meeting duly called with the proposed action as an agenda item.

4.3 Unexcused absences that number in excess of 50% of regular Board meetings and scheduled committee meetings of which the director is a member shall constitute resignation from the Board. The President and committee chair will review the attendance records. Members in probationary status shall be informed of this status in writing by the President and shall be asked to provide a justification for their absence. Members who do not respond within thirty (30) days to this letter shall be deemed as having resigned from the Board. Members who do respond within thirty (30) by email or by letter shall have their response reviewed by the Executive Board who shall decide whether to return the member to normal status. The Executive Board may return a member to a normal status by a majority vote of those present at an official Executive Board meeting. A failure to return the member to a normal status shall result in that member being deemed as having resigned from the Board. Absences may be excused due to personal emergencies, health issues, or other valid reasons as determined by the President subject to the approval of the Board.

## **ARTICLE VI. COMMITTEES**

### **Section 1. APPOINTMENTS.**

1.1 Committee appointments and the Chair of each committee shall be made each year no later than the Board of Directors Planning Retreat. All committees' membership and chair, temporary or standing, shall be appointed by the President and approved by majority of the Executive Board. The president, as approved by majority vote of the Executive Board, shall replace any chairperson that is no longer able to serve.

### **Section 2. MEETINGS.**

2.1 Regular meetings of the committees may be held when and where desired after sufficient notice to its members. Committees must meet at least quarterly to prepare reports for the quarterly board meetings. Committee meetings may be conducted via the use of interactive technology employed simultaneously at multiple sites. A majority of the members of the committee will constitute a quorum, and the action of a majority of the members present at a meeting at which a quorum is present will be the action of the committee.

### **Section 3. STANDING COMMITTEES.**

The Standing Committees of the Association are the following:

- A) Special Events
- B) Chapters
- C) Directors
- D) Finance

**Section 4.** The Associate Vice President of Development and Alumni Relations shall maintain an appropriate description of the duties of each of the Standing Committees and those other committees which may be established.

## ARTICLE VII. MEETINGS

**Section 1.** Annual Meetings of the Association-Prior to January 1<sup>st</sup> of each calendar year, the Associate Vice President of Development and Alumni Relations with the approval of the Association Executive Board will publish a calendar with the date, time and location of the annual membership meeting.

**Section 2.** The notice for the meeting will again be published not less than thirty (30) days nor more than ninety (90) days prior to the meeting, together with the meeting agenda including the report of the nominating committee. At the Annual Meeting, the Board of Directors reports to the members its activities since the previous Annual Meeting; the Secretary conducts the election of officers; and such other business is transacted as has been published in the notice for the meeting. At any meeting of the Association regularly and properly called, those present constitute a quorum.

**Section 3.** Special meetings of the Association- A special meeting of the Association is held on the request of the Executive Board or on petition of 2/3 members of the Board of Directors. The Associate Vice President of Development and Alumni Relations with the approval of the Executive Board decides the exact time and place of the meeting and publishes a notice to the Association membership at least two (2) weeks prior to the date of the meeting. No business not stated in the notice shall be conducted at a special meeting. At any meeting of the Association regularly and properly called, those present constitute a quorum.

**Section 4.** Executive Board Meetings-The Executive Board meets monthly. Special meetings may be held on the call of the President or the request of any two (2) members of the Executive Board. A quorum of the Executive Board shall consist of fifty percent (50%) plus one (1).

**Section 5.** Quarterly Board Meetings-Prior to January 1<sup>st</sup> of each calendar year, the Associate Vice President of Development and Alumni Relations with the approval of the Association Executive Board will publish a calendar with the dates, times and locations of the quarterly meetings of all the Board of Directors. At any meeting of the Board of Directors regularly and properly called, those present constitute a quorum.

**Section 6.** Special meetings of the Board of Directors are held on the call of the President or the request of any three (3) members of the Board of Directors.

## ARTICLE VIII. INDEMNIFICATION

The Association will indemnify, to the fullest extent permitted by the Georgia Nonprofit Corporation Code and, if applicable, Section 4941 of the United States Internal Revenue Code of



1986 as amended, any individual made a party to a proceeding because such individual is or was a Director of the Association against liability incurred in the proceeding if such Director acted in good faith for the benefit or protection of the best interests of the Association and, in the case of criminal proceedings, the Director had no reasonable cause to believe his/her conduct to be unlawful. For purposes of this paragraph, the terms “party”, “proceeding”, and “liability” has the meanings given to them in the provisions of the Georgia Nonprofit Corporation Code that governs the indemnification of directors.

## **ARTICLE IX. DISSOLUTION**

In the event of dissolution of the Association, to the extent allowed under applicable law, after all lawful debts and liabilities of the Association have been paid, all the assets of the Association shall be distributed to, or its assets shall be sold and the proceeds distributed to, The Board of Regents of the University System of Georgia for the benefit of Valdosta State University provided that it shall at the time qualify as exempt from taxation under the provisions of Section 170 (c) Section 501 (a) of the Internal Revenue Code of 1986, or the corresponding provisions of any subsequent law.

In the event that The Board of Regents of The University System of Georgia does not at that time so qualify, the Board of Directors shall distribute the assets of the Association as described above to one (1) or more organizations which are exempt from taxation as described above and whose purposes are similar to that of the Association.

In the event that upon the dissolution of the Association, the Board of Directors shall fail to act in the manner herein provided within a reasonable time, a court of competent jurisdiction in Lowndes County shall make such distribution as herein provided upon the application of one (1) or more persons having a real interest in the Association or its assets.

## **ARTICLE X. CONFLICT OF INTEREST**

A conflict of interest occurs when a member of the Board of Directors has existing or potential financial or other interests in a matter before the “Board” that may reasonably appear to impair that member’s independent, unbiased judgment in the member’s responsibility to the Association; or the person is aware that an immediate family member or any organization, of which the member is an officer, director, employee, member, partner, or controlling stockholder has existing or potential financial or other interest in the matter before the “Association”.

This policy will apply to all members of the Board of Directors and agents, including independent contractor providers of services and materials. The Association’s management will have the obligation to publicize periodically this policy to all such parties. An annual disclosure statement

will be circulated to all persons to whom this policy applies to assist them in considering such disclosures; however, disclosure is appropriate whenever conflicts arise.

Conflicts of interest will be disclosed by any of the persons included in this policy when they discover, or have brought to their attention, all actual or perceived conflicts in connection with the Association's activities. Such disclosure will be a written description of the facts comprising the conflict. All such disclosure notices will be noted for record in the minutes of a meeting of the Board of Directors.

When a Director believes that he/she or an immediate family member may have an actual or perceived conflict, he/she should abstain from making motions, voting, executing agreements, or taking any other similar direct action on behalf of the Association. That person will not be precluded from discussion or other similar involvement on behalf of the Association, unless the Chair rules otherwise. The Board of Directors may establish further guidelines consistent with the interest of the Association for the resolution of conflicts of interest.

#### ***ARTICLE XI. AMENDMENTS***

The Vice President will make recommendations for any changes in these By-laws to the Executive Board for review and approval. Upon approval by the Executive Board, copies of the proposed changes will be posted for all Association members at least thirty (30) days prior to the Association Annual Meeting. The by-laws may be amended by a two-thirds (2/3) majority of the voting members present during the Annual Meeting. To meet temporary condition as they arise, by-laws may be adopted at any regularly called meeting of the Association.