

COLLEGE OF CHARLESTON ALUMNI ASSOCIATION BYLAWS

ARTICLE I – THE ASSOCIATION

Section 1. NAME: The name of the association shall be the College of Charleston Alumni Association, Inc.

Section 2. PURPOSE: The purpose of the Association shall be to manifest an interest in, and to promote the welfare of, the College of Charleston and its graduate affiliate, the University of Charleston, S. C.; hereinafter referred to as the College of Charleston.

Section 3. SEAL: The seal of the Association shall be in the form of a circle and shall bear the name of the Association and the year of its charter, 1888.

Section 4. OFFICES: The offices of the Association shall be located in such places as shall be designated from the time to time by resolution of the Alumni Board of Directors.

ARTICLE II – MEETINGS OF THE ASSOCIATION

Section 1. ANNUAL MEETING: The annual meeting of the Association shall be held on a day, at an hour and place as determined by the Alumni Board of Directors.

Section 2. OTHER MEETINGS: Meetings of the Association, in addition to the annual meeting, shall be called by the President only when directed by a majority of the Alumni Board of Directors or by written petition of 50 active members of the Association. The purpose of such special meeting shall be stated briefly in the notice of the meeting.

Section 3. NOTICE OF MEETINGS: Notice of the annual meeting shall be sent at least one month in advance to all active members of the Association. Notice of all other meetings shall be sent at least 48 hours in advance of the meeting.

Section 4. QUORUM: At a duly called meeting of the Association, a quorum shall consist of fifty (50) members.

Section 5. VOTING: All active members shall have the right to voice and vote at the annual meeting as well as all other meetings of the Association.

Section 6. ORDER OF BUSINESS: The order of business shall be determined by the Alumni Board of Directors. The roll call of classes shall be included at the annual meeting.

ARTICLE III – MEMBERSHIP

Section 1. GRADUATES: All persons who have been graduated from the College of Charleston are active members of the Association.

Section 2. NON-GRADUATES: All persons who have successfully completed coursework at the College of Charleston but have not been graduated are active members of the Alumni Association.

Section 3. SOCIETY OF THE ALUMNI: Effective January 1, 2007, the designation "Life Member" was retired. Life Members in good standing as of December 31, 2006 hereafter became members of the

Society of the Alumni and are active members of the Association. Membership in the Society of the Alumni will cease upon the death of the member and is not transferable.

Section 4. ALUMNI AWARD OF HONOR: At the annual meeting, a person who has been of outstanding service to the College of Charleston or to the Association may, upon recommendation by the Alumni Board of Directors, be elected to receive this award. Such election shall require a 9/10ths standing vote of those in attendance. No more than three persons may be elected in one calendar year. The name of the award of honor recipient and an outline of the reasons for his/her selection shall be entered into the official proceedings of the Association at the time of his/her election. Those receiving the Alumni Award of Honor will also be considered members of the Society of the Alumni.

Section 5. FRIENDS OF THE ASSOCIATION: Friends of the Association shall be persons who have not attended the College but who have manifested an interest in and have indicated a desire to promote the welfare of the College of Charleston.

To become a Friend of the Association, a person must be proposed for membership in writing by an active member and endorsed in writing by one other active member. To become effective, the nomination must be unanimously approved by the Alumni Board of Directors

Friends of the Association shall be entitled to attend all business and social functions of the Association. They shall have a voice in the deliberations of said meetings but shall not be entitled to vote.

Section 6. DUES: The annual dues for membership shall be such amounts as the Alumni Board of Directors determines from time to time. A member's renewal date shall be on the anniversary of his/her last dues payment.

All multi-year dues payments shall be promptly invested with the goal of generating, in so far as possible, income at least equal to the annual dues. The investments shall be determined by the Alumni Board of Directors and may be changed from time to time as it sees fit.

ARTICLE IV – OFFICERS

Section 1. OFFICERS: The officers of the Association shall consist of a President, President-Elect, and four Vice Presidents. The President and President-Elect shall be graduates of the College of Charleston. All officers shall be active members.

Section 2. ELECTIONS: At the annual meeting the Association will elect its officers by a plurality vote.

Section 3. TERM: All parties shall hold office from the date of election until the next annual meeting, or until their successors are elected. No officer shall be eligible to serve more than two full terms in the same office. If a person is serving out an unexpired term, he/she may thereafter be elected to two full terms in that office.

Section 4. QUALIFICATIONS: All officers shall have served on the Board. The President-Elect will have served as a Vice President.

Section 5. DUTIES:

President – The president shall preside at all meetings of the Association and of the Alumni Board of Directors. Except as otherwise authorized by resolution of the Association, the president with approval from the Alumni Board of Directors, shall sign all contracts, deeds, and lease real estate, make contracts, and make all legal decisions on behalf of the Association. At the first meeting of the Alumni Board of Directors, the president shall present a program for the coming year for the Alumni

Board of Directors' consideration and approval. At the annual meeting, the president shall submit a written report containing recommendations and information concerning the business affairs and policies of the Association.

President-Elect – The president-elect shall perform the duties of the president in the absence or incapacity of the president. In case of the resignation, death or disability of the president, the president-elect shall assume the office of president with all of the powers and duties appertaining to that office.

Vice Presidents – The vice presidents shall perform such duties and functions as the president or the Alumni Board of Directors may from time to time assign to them. In addition, in case of the resignation, death or disability of the president and president-elect, the Alumni Board of Directors shall designate one of the vice presidents to perform the duties of the president until such time as the Association shall elect a new president. One vice president shall be the chair of the Finance Committee.

ARTICLE V – EXECUTIVE SECRETARY

Section 1. TERM: The Executive Secretary shall be the administrative officer of the Association and shall serve for an indefinite period of time, at the discretion of the Alumni Board of Directors. In the event of a vacancy in this position, the president, with the approval of the Alumni Board of Directors shall appoint a new Executive Secretary, who shall receive such compensation as the Alumni Board of Directors shall determine.

Section 2. DUTIES: The Executive Secretary shall be responsible for the keeping and safeguarding of the records and bylaws of the association; shall act as secretary at all meetings of the Association and its Alumni Board of Directors; and shall keep a record of the proceedings of the Association in a journal to be maintained for this purpose. In addition, he/she shall:

- Maintain under his/her supervision such records of those who attended or have been graduated from the College of Charleston, and of the membership of the Alumni Association as the Alumni Board of Directors shall direct;
- Give appropriate notice of all meetings of the Association to all active members, and of all meetings of the Alumni Board of Directors to the members of said committee;
- Keep in safe custody the seal of the Association and shall affix such seal to all contracts and instruments authorized to be executed by the Association;
- Prepare and submit bills for dues and all sums owed the Association.
- Receive and hold all funds of the Association which shall be deposited promptly in the name of the Association in such bank or banks as the Alumni Board of Directors shall direct; sign all orders and checks for the payment of money and shall pay out and disburse such monies under the direction of the Association or its Alumni Board of Directors Except as otherwise authorized by the Alumni Board of Directors, all such orders or checks over \$10,000 shall be countersigned by the president, president-elect, or immediate past-president.
- Keep regular books of accounting showing in detail all receipts and disbursements; render a quarterly accounting of transactions to the Alumni Board of Directors and an annual accounting to the Association; and provide such other financial reports from time to time as may be required by the Alumni Board of Directors.
- Perform such other duties as may pertain to the office or be requested by the Alumni Board of Directors. The Executive Secretary shall be bonded for the faithful performance of his/her duties

in such amount as the Alumni Board of Directors shall determine. The Executive Secretary shall be an ex-officio member of the Alumni Board of Directors but shall not have a vote in the deliberations of the board

ARTICLE VI – ALUMNI BOARD OF DIRECTORS

Section 1. COMPOSITION: The Alumni Board of Directors shall be composed of the president, president-elect, four (4) vice presidents, immediate past president, and a number of at-large members of the Association, one (1) at-large member representing all officially recognized alumni chapters located outside the tri-county area, one (1) at-large member representing graduate school alumni, one (1) member representing the College of Charleston Foundation and one (1) member representing the Cougar Club. All of these members will be active members of the Alumni Association and nominated for election at the Association's annual meeting. At least three (3) members shall reside outside the tri-county area. In addition, at least three (3) members will have graduated within the preceding 10 years. In addition, the President of the Student Alumni Associates or its Student Alumni Associates member designee will serve as an ex-officio member of the Alumni Board of Directors.

In its discretion, the Alumni Board of Directors may appoint non-voting members representing College of Charleston constituencies. These members serve until the next annual meeting.

Section 2. TERM: Alumni Board of Directors members will serve for a two-year term commencing at the annual meeting, with the exception of the President of the Student Alumni Associates, who will serve as an ex-officio member commencing at the annual meeting. Alumni Board of Directors members shall hold office until the annual meeting nearest the end of their term or until their successor is elected. No member shall serve as an at-large member of the Alumni Board of Directors for more than two (2) consecutive terms. This provision will not prevent a member from being reelected to the Alumni Board of Directors after being off the board for at least two (2) years.

Section 3. DUTIES: The Alumni Board of Directors shall manage and direct the affairs of the Association in consonance with these bylaws and the policies approved by the Association. The Alumni Board of Directors shall plan for meetings, social gatherings, and other affairs in which the Association participates. The Alumni Board of Directors shall cause to be prepared and submitted to the Association such information and recommendations as it deems proper to carry out the purposes of the Association. The Alumni Board of Directors shall prepare and adopt a budget for the ensuing year. The Alumni Board of Directors shall be responsible for the employment of the Executive Secretary and any other employees the Association might have. At all times and in all ways, the Alumni Board of Directors shall endeavor to advance the interests of the College of Charleston and its related entities.

Section 4. MEETINGS: A quorum for conducting the business of the Alumni Board of Directors shall consist of 50% of the voting members. The first meeting of the Alumni Board of Directors shall be held within six (6) weeks after the annual meeting at a time and place determined by the president. At that meeting the Alumni Board of Directors shall determine the schedule of regular meetings for the remainder of the fiscal year. Special meetings of the Alumni Board of Directors may be called by the president or on the written petition of a majority of the members of the Alumni Board of Directors. The Alumni Board of Directors shall meet no less than once per quarter.

Section 5. VACANCY: Should a vacancy occur on the Alumni Board of Directors, the Alumni Board of Directors shall elect a replacement from among the active members of the Association who shall serve for the unexpired term.

ARTICLE VII – COMMITTEES

Section 1. GENERAL: In addition to the standing committees as hereinafter provided, there may be established from time to time such committees as the president and Alumni Board of Directors deem necessary to carry out the plans and purposes of the Association. The chair as well as all members of any standing or special committees must be active members of the Association. They shall be appointed by the president with the approval of the Alumni Board of Directors. The chair and members of any committee shall serve until their successors are named or the committee ceases to exist. Only Alumni Board of Directors members may serve as chair of a standing committee. The president shall be an ex-officio member of all committees. The Executive Secretary shall be a non-voting ex-officio member of all committees.

Section 2. STANDING COMMITTEES: The Alumni Board of Directors shall have the following standing committees:

- **EXECUTIVE** – This committee shall be composed of the president, president-elect, immediate past president, vice presidents, and the Executive Secretary, and shall have the power and authority to transact all regular business of the Alumni Association between any meeting of the Alumni Board of Directors, provided however that actions taken shall not conflict with the policies and expressed wishes of the Alumni Board of Directors. The Executive Committee shall report its actions to the Alumni Board of Directors at each meeting of the Alumni Board of Directors.
- **NOMINATING** – This committee shall be composed of the immediate past president, who shall serve as chair, the president, the president-elect, and three other active members of the Alumni Association, who will receive nominations and make recommendations to the Board of Directors of a slate of qualified alumni to serve on the Board of Directors. The Nominating Committee will make recommendations to the Board of Directors of a slate of qualified officers to serve on the Board of Directors. The Nominating Committee will also recommend an alumnus/na to fill the Alumni Association Board of Trustees seat as needed. Nominating Committee recommendations will be approved by the Board of Directors and confirmed by the Alumni Association at the Annual Meeting.
- **FINANCE** – The president-elect shall serve on this committee, which shall be chaired by a Vice President of the Alumni Board of Directors, and will have as many members as the Alumni Board of Directors deems necessary.

Section 3. OTHER COMMITTEES:

All other committees shall pertain to those programs in which the Association is involved under the general categories of ALUMNI RELATIONS, STUDENT RELATIONS, and COMMUNICATIONS. The Alumni Board of Directors may establish or terminate such standing committees as it deems necessary to carry out the functions and purposes of the Association. These committees shall be chaired by a member of the Alumni Board of Directors and have as many members as the Alumni Board of Directors deems necessary. Any active member of the Association may serve as a member of these committees.

ARTICLE VIII – USE OF FUNDS

Section 1. RESTRICTIONS: No part of the net earnings of the Association shall inure to the benefit of, or be distributable to its members, officers or other private persons, 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 the purpose set forth in Article I hereof. 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 any political campaign on behalf of any candidate for public office (including the publishing or distribution of statements). Notwithstanding any other provisions of these articles, the Association shall not carry on any other activities not permitted to be carried on (A) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (B) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

Section 2. TERMINATIONS: This Association may be terminated and ended at any time by the unanimous vote of the then acting officers with the approval of the membership at the meeting held next after such vote shall have been taken. In the event of such termination or in the event that the College of Charleston shall dissolve, become inactive, or otherwise cease to exist, then in any such event, the then officers shall pay over and deliver the entire funds and properties then held by the Association to the United States of America, the State of South Carolina or some duly constituted political subdivision thereof, or to another duly qualified charitable organization under the Internal Revenue Code Section 501© (3) or any corresponding section of any future United States Internal Revenue Law.

ARTICLE IX – PARLIAMENTARY AUTHORITY

Section 1. GUIDELINES: The rules contained in the current edition of Robert’s Rules of Order Newly Revised shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Association may adopt.

ARTICLE X – AMENDMENT OF BY LAWS

Section 1. PROCEDURE: These bylaws may be amended at any annual meeting of the Association or any special meeting called for that purpose by a 2/3 vote of those present and voting. Notice of the meeting must be given at least fifteen (15) days prior to the meeting.

These bylaws were approved as amended at a duly called meeting of the Association on the 5th day of May 2012.

ATTEST:



Charles J. Baker III, President



Karen B. Jones, Executive Secretary