

4/18/2011 10:33 AM

BYLAWS

of the

MISSISSIPPI UNIVERSITY FOR WOMEN

ALUMNI ASSOCIATION

_____, 2011

I. Name and Purpose

- A. Name: The name of this organization shall be the Mississippi University for Women Alumni Association (the Association). The Association is incorporated by the State of Mississippi and has supported Mississippi University for Women (University) since 1889.
- B. Purpose: The Association exists to support and promote MUW and its mission and to keep former students informed of Association and University activities by promoting the programs, academic excellence, and vision of MUW through a mutually beneficial relationship between the University and the Association.

II. Membership

- A. Membership in the Association consists of the following categories.
 - 1. Active Member: A former student who has completed at least 12 semester hours at the University and who has made a minimum annual contribution either to the MUW Alumni Association or the MUW Foundation. Active members are eligible to vote and hold office.
 - 2. New Graduate Member: For the first year after graduation from the University, each graduate will be granted a complimentary active membership. New Graduate Members are eligible to vote but not hold office.
 - 3. Life Member: A life member is one who is currently recognized as a Life Member by either the MUW Alumni Association or Mississippi's First Alumnae Association and who wishes to be listed in this category. Life membership is granted to pre-1979 graduates. No additional Life Memberships will be granted. Life Members are eligible to vote and hold office.
 - 4. Associate Member: A friend of MUW who is not a former student may join as an Associate Member by making a minimum annual contribution to the

Association or the MUW Foundation and sending an official request for Associate Member status to the MUW Office of Alumni Relations. Associate members are not eligible to vote or hold office.

5. Ex-Officio Member: Ex-officio members are individuals who by virtue of the position they hold or have held represent a valuable experience and knowledge resource with which they can assist the Board of Directors in an advisory capacity. The Chair of the MUW Foundation shall be an ex-officio member and is eligible to vote. The University President and the Executive Director of the University's Office of Alumni Relations shall be Ex-Officio Board members but are not eligible to vote or hold office. Ex-Officio members can be added by majority vote of the Board of Directors.
- B. Membership Registration: Any person will automatically be a member at the level to which they are entitled upon registration (including letter, email, fax, or approved University form) with the Executive Director of Alumni Relations. Renewal of membership will be from year to year with the requisite contribution.
- C. Diversity: The Association shall encourage the participation and representation of the many diverse groups within the Association, the University, and the communities that the Association and the University serve.
- D. Membership Benefits: The Association may define varying types of benefits for its members based on categories of membership as stated in Policies and Procedures approved by the Board.
- E. Meetings:
 1. There shall be an annual meeting of the Association membership held during Homecoming, at a time designated by the University. Only if the Board of Directors establishes another time for the annual meeting is it required to give notice of the meeting to the general Association membership.
 2. Special meetings of the Association may be called by the Association President or upon the request of ten percent of the voting members or thirty voting members, whichever is less. Members shall receive no less than 15 days' notice prior to special meetings. Notice shall be given telephonically or digitally (via the web) and the notice shall state the purposes of the special meeting.

III. Organization

- A. Board of Directors: A Board of Directors elected from voting members in the Association membership will govern the Association and may act on the Association's behalf in any matter that is consistent with any bylaw. The Directors, as the Board, will supervise and control the business and activities of the Association, except as otherwise expressly provided by these Bylaws. The

Directors of the Association, operating as a Board, shall be the primary governance authority of the Association, promoting the best interests of the Association and the University and representing the wishes of the voting membership.

1. Eligibility: After the transition period, to serve on the Board of Directors, a member (i) must have been a voting member of the Association for four consecutive years immediately preceding nomination, (ii) must agree to abide by the Bylaws of the Association, and (iii) must agree to abide by the Affiliation Agreement between the University and the Association.

2. Composition: For one year from the formation of the reunified Association, the Board of Directors of the Association shall consist of fifteen members from the current Board of Directors of the MUW Alumni Association and fifteen members from the current Board of Directors of Mississippi's First Alumnae Association. Each Board will determine which of its current directors will serve on the newly constituted Board. During the three year transition plan, which begins with the July 1, 2011 to June 30, 2012 fiscal year and ends with the July 1, 2013 to June 30, 2014 fiscal year, an equal number of Alumni Association board members and Alumnae Association board members will rotate off the Board, with a goal of accomplishing the rotation in three years to achieve continuity during the transition period. Six new board members, including a president-elect, will be elected each year during the transition period.

3. Meetings:
 - a. The Board will hold a minimum of three meetings a year, with one of the three to be the annual business meeting held during Homecoming, at a time designated by the University. Ten days' notice shall be given for each regular meeting and notice shall be given digitally (via the web)

 - b. Additional meetings may be scheduled by the President upon no less than 48 hours' notice. Any necessary meeting of the Board of Directors may be held by any electronic means to facilitate communication and aid in Association management and effectiveness.

c. All members of the Association may attend Board meetings.

4. Duties and Powers:

- a. The President of the Board or a majority of Directors may call special meetings with at least thirty days' written notice to the Directors and the University. Such notice shall include the time, date, place, and purpose for the called meeting.
- b. The President of the Board may call emergency Board meetings without thirty days' notice in extenuating circumstances and with the approval of at least two Directors and notification of the other Directors and the University.
- c. Each Director shall physically, telephonically, or digitally (via the web) attend at least two Board meetings annually, unless excused by the President due to extenuating circumstances. Failure to meet this obligation shall result in the Director's position on the Board being declared vacant by a majority vote of the Board.
- d. Directors shall vote on all proposed Board actions before those actions are implemented, unless the Board of Directors gives express approval to selected members of the Board to act in its behalf on specific matters that are considered routine and non-controversial.
- e. Directors shall submit to the vote of the membership, through the approved election procedure, any proposed actions by the Board that would change or amend the Association's Affiliation Agreement or these Bylaws.
- f. Directors shall collaborate with the University's Executive Director of Alumni Relations to initiate and develop projects and activities to achieve the purposes of the Association and the University.

- g. Directors shall vote as a Board to establish the required level of contribution to determine membership in the Association.
 - h. Every Director shall serve on at least one committee to provide liaison between the Board and the committees.
 - i. Directors shall approve recommendations by Association committees in advance before action can be taken by the committees.
 - j. All incoming Directors shall participate in the annual Directors' Orientation Session to be held before the initial meeting of the new Association year. An alternate date may be scheduled if necessary.
 - k. Directors shall select the Secretary and Treasurer from the Board of Directors at the initial meeting of the new Association year.
 - l. Directors shall be responsible oversight and management of the Association's resources, including any financial assets. The Board will review the financial status of the Association at each scheduled business meeting and at any other meeting where such review is deemed necessary.
5. Length of Term: Board members will serve staggered three-year terms. A Board member may serve two consecutive terms and must remain off the Board for two years before returning to a term on the Board.
6. Removal: When it is determined by the Board to be in the best interest of the Association, the Board may remove a member of the Board or an officer listed in III.B.1.a-e, with or without cause. The removal may be only by a

three-fourths vote of the elected Board and officers at a special meeting called for that express purpose.

7. Vacancies: Vacancies occurring in the Board of Directors for reasons other than expiration of the term shall be filled by a voting member recommended by the Association's Nominations/Elections Committee and approved by the Board of Directors. The appointed director shall serve temporarily until the next annual election at which time the director's appointment shall be submitted to the voting membership for ratification. Any director so appointed shall serve the unexpired portion of that term.
 8. Quorum: The quorum for a meeting of the Association membership is the number of voting members present at the time. The presence physically or electronically of two-thirds of the voting Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.
 9. Manner of Acting: Except as otherwise expressly required by these Bylaws, the affirmative vote of a majority of the Directors in attendance physically, telephonically, or digitally (via the web) or electronically at any meeting at which a quorum is present shall be the act of the Board of Directors. Each director shall have one vote. Voting by proxy shall not be permitted. Action authorized in any poll of the Board must be ratified at the next meeting and be included in the minutes of that meeting.
 10. Unanimous Written Consent in Lieu of a Meeting: The Board may take action without a meeting if written consent to the action is provided, by the original signature all of the Directors. Action must be recorded in the minutes of the next meeting.
- B. Officers: The officers of the Association shall be a President, a President-elect, a Secretary, a Treasurer, a Parliamentarian and the Immediate Past President. For one year from the formation of the reunified Association, the above-mentioned positions will be jointly filled by those individuals holding the positions in the MUW Alumni Association and Mississippi's First Alumnae Association.

1. Selection:

- a. President-elect: The President-elect shall automatically assume the role of President and shall be elected by the voting members of the Association. The President-elect shall serve a term for one year and shall serve as a voting member of the Board of Directors.
- b. Secretary: The Secretary shall be elected by the Board of Directors from within the Board of Directors. The Secretary shall serve a term for one year and shall serve as a voting member of the Board of Directors.
- c. Treasurer: The Treasurer shall be elected by the Board of Directors from within the Board of Directors. The Treasurer shall serve a term for one year and shall serve as a voting member of the Board of Directors.
- d. Parliamentarian: The Parliamentarian shall be appointed by the Association President, subject to approval by the Board of Directors. The Parliamentarian is a non-voting member of the Board of Directors and shall serve a term concurrent with the Association President.
- e. Immediate Past President: The Immediate Past President of the Association shall serve as a voting member of the Board of Directors.

2. Duties:

- a. President:
 - i. To preside at all meetings and functions of the Association and the Board of Directors.
 - ii. To appoint the Parliamentarian subject to approval by the Board of Directors.

- iii. To be the general representative and official spokesperson of the Association.
- iv. To assure that the purposes and the mandates of the Association are carried out and to perform all duties usual to the office.
- v. To make a report at the annual meeting of the Association informing the membership of the accomplishments of the past year.
- vi. To provide continuity of leadership and assist the incoming President during the following year by serving as Immediate Past President on the Board of Directors.
- vii. To sign contracts or other instruments, which the Board of Directors has authorized to be executed, and shall perform all duties incident to the office of President as may be prescribed by the Board of Directors.
- viii. To appoint committee chairs with input from the University's Executive Director of Alumni Relations subject to approval by the Board. The chair of each standing and special committee does not have to be a member of the Board but a member of the Board will serve on each committee.

b. President-elect:

- i. To understudy the President and succeed the President at the end of the term of office.
- ii. In the event the office of President is vacated, to serve as President for the unexpired term.
- iii. At the end of the term as President-elect, to prepare and present to the Board of Directors a one year plan of action for the coming year.
- iv. Assist the President in the general conduct of the work of the Association and, in the absence of the President, perform all duties of the office.
- v. To organize and implement an annual Board orientation and retreat, in coordination with the Executive Director of Alumni Relations.
- vi. To perform such duties as assigned by the President or the Board.

c. Secretary:

- i. Prepare or cause to be prepared the minutes of the meetings of the Board of Directors.
 - ii. Ensure that all notices are duly given in accordance with the provisions of these Bylaws.
 - iii. Collaborate with the Director of the Alumni Relations to ensure that Association records are properly maintained.
 - iv. Perform all duties incident to the office of Secretary and such other duties as may be assigned by the President or the Board of Directors.
 - v. Provide the President of the Board a written copy of the minutes within two weeks of the meeting.
 - vi. Arrange for distribution of the minutes to members of the Board of Directors and thereafter to the membership.
- d. Treasurer:
- i. Ensure that proper records are maintained and financial accountings are made in accordance with Association, Foundation, and University guidelines.
 - ii. Prepare or cause to be prepared a report to the specific Association accounts in the MUW Foundation.
- e. Parliamentarian:
- i. To advise the Board on points of parliamentary procedure upon request in conducting the business of the Board.
 - ii. To use as the authority the most current edition of *Robert's Rules of Order*.
- f. Immediate Past President:
- i. To serve as Chair of the Nominating Committee
 - ii. To serve in an advisory capacity to the President.
 - iii. To serve as board liaison to the Former Presidents Committee

3. Term of Office

- a. Officers shall hold office for one year following installation to office.

- b. No officer shall serve two consecutive terms in an office, except in the case of the President's inability to serve a full term, necessitating the President-elect to assume the office of President for the remainder of that term and the selection of a new President-elect.

4. Succession

- a. The President-elect shall automatically assume the role of President of the Association when the office of President becomes vacant.
- b. If the President-elect is required to fill the unexpired term of the President, the President-elect shall be eligible to continue in office until the end of their elected Board term.
- c. If the President-elect cannot assume the position of President, the Directors will elect a President from among the remaining Directors.

5. Resignation

- a. Any officer may resign at any time by giving written notice to the President of the Board, or to the President-elect in the case of the resignation of the President.
- b. The resignation shall take effect at the time specified in the notice, or if no time is specified, then at the time the notice was received.

IV. Committees

- A. There shall be two types of committees: Standing and Special. All activities of committees should support the University. The Standing Committees are as follows:

- 1. Nominations/Elections Committee. This Committee shall be chaired by the Immediate Past President of the Association. The Board of Directors will elect four voting members of the Association to serve on this Committee, with input from the University's Executive Director of Alumni Relations.

- a. This Committee shall make preparations for the orderly and timely conduct of elections and ensure that voting methods are efficient, coordinated effectively, and validated.
- b. This Committee shall be responsible for identifying, contacting, and nominating at least one candidate for the position of President-elect and every vacant Board directorship from among voting members of the Association. An open process for receiving suggestions for each position from the membership will be followed.

- c. The Committee shall consider issues of diversity in drawing up its slate of candidates.
 - d. Write-in candidates may be received for consideration by this Committee from the voting membership upon petition signed by ten percent or thirty voting members, whichever is less. The candidates must be voting members of the Association and must consent in writing to the nomination. The write-in nomination must be submitted to this Committee in writing by the first day of December of each year.
2. Bylaws Committee: This Committee is responsible for reviewing the Bylaws and recommending changes when necessary to the Board of Directors. This Committee will consist of five members appointed by the Association President, subject to approval by the Board of Directors.
 3. Recruitment and Retention Committee: This Committee shall support the University in coordination with the Vice President for Student Services in the University's recruitment and retention of students and faculty. This Committee will consist of five members appointed by the Association President, subject to approval by the Board of Directors.
 4. Chapters/Constituency Groups Committee: This Committee shall work to increase active participation in the Association and shall develop chapters and constituent groups in coordination with the University's Executive Director of Alumni Relations. This Committee will consist of five members appointed by the Association President, subject to approval by the Board of Directors.
 5. Special Events Committee: This Committee shall assist in coordinating the participation of Association members in support of formal programs and special activities planned by the Association President or the University. The committee will consult with the University's Executive Director of Alumni Relations regarding these events. This Committee will consist of five members appointed by the Association President, subject to approval by the Board of Directors.
 6. Finance Committee: This Committee develops and manages a budget for the Association and ensures that the Association is in compliance with the provisions in the Affiliation Agreement related to finance. This Committee shall include the Treasurer and four other members appointed by the Association President, subject to approval by the Board of Directors.
 7. Public Relations Committee: This Committee shall, in coordination with the University's Executive Director of Alumni Relations, create, produce and disseminate information on behalf of the Association and work to project a positive image of MUW, the Association, and former students. This Committee will consist of five members appointed by the Association President, subject to approval by the Board of Directors.

8. Former Presidents Committee: This Committee serves as a support and advisory group for the current President and Board of Directors.

B. Special Committees:

1. The President or the Board of Directors shall determine the need for special committees as circumstances warrant. A special committee's activities are limited to accomplishing the task for which it is created. The chair of a special committee shall be appointed by the President from the voting membership, subject to approval by the Board of Directors. The members of a special committee shall be chosen from the voting membership by the chair subject to approval by the Board of Directors.
 - a. Advocacy Committee: This Committee, upon request from the University, shall study, review, and recommend action on all advocacy issues. This Committee will consist of five members appointed by the Association President, subject to approval by the Board of Directors.

V. Chapters and Constituency Groups

1. The Association supports the organization of chapters and constituency groups.
2. Any group of former students may petition the Board of Directors for approval to organize a new chapter or constituency group.

VI. Elections

- A. Before the annual meeting, the membership shall elect a President-elect. The outgoing President becomes the Immediate Past President and shall be succeeded automatically by the President-Elect to enable orderly succession.
- B. The Immediate Past President serves as chair of the Nominating Committee, with five members elected to the committee by the board at its first meeting following the annual election. This committee will initiate an open call for nominations from the general membership and from those submissions will prepare a slate of nominees.
- C. Only active members of the Association as of December 31 of the previous calendar year may vote and be eligible to hold office in the Association.
- D. Unless otherwise specified in the Bylaws, elections are decided by a majority of the votes cast.

VII. Advocacy Procedures

- A. Public action is defined as any official statement. The Association shall understand the following:
1. That action should grow out of a careful study of the subject, which would be relevant to the Association's purpose, mission, and objectives in supporting the University, and shall not conflict with the Bylaws, Policies, or Affiliation Agreement of the Association.
 2. That action should be the result of a study by the Association's Advocacy Committee, with review and approval by the Board, and should involve situations affecting the Association and its mission.
 3. That action should not support or oppose candidates for public office.
 4. That the many aspects of an issue, both pro and con, be presented to the Association membership after careful study.
 5. That the action should be approved by two-thirds of votes cast by the voting members.
 6. That the President of the Board or Board designee shall then serve as the spokesperson in advocating the action supported by the Association.

VIII. Miscellaneous

- A. Fiscal year: The fiscal year of the Association shall begin on July 1 of each year and shall end on June 30 of the following year. Contributions will be based on a calendar year. Service of officers and board members may be from April to April to coincide with Homecoming.
- B. Conflict of Interest: The Association has adopted a conflict of interest policy consistent with the Affiliation Agreement between the University and the Association. This Policy is attached as an appendix to these Bylaws.
- C. Indemnification: The Officers and Board of Directors of the Association shall not be personally liable for the debts or obligations of the Association.
- D. Affiliation Agreement: The relationship with MUW is set forth in an Affiliation Agreement between the University and the Association. The Affiliation Agreement takes precedence over any provision of the Association's Bylaws, Policies and Procedures and any other actions of the Association.
- E. Amendments to Bylaws: Proposed amendments to these Bylaws may originate from the Bylaws committee or from any active member of the Association who presents a proposal in writing to the Bylaws Committee two weeks before

distribution to the Board of Directors for action. The Board-approved amendment shall be presented to the active members for ratification by a two-thirds vote of the members voting.

- F. Non-profit 501(c)(3) status: The Association has obtained non-profit status effective April 14, 1994, the date of its incorporation with the Secretary of State of the State of Mississippi.

This organization is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section(s) of any future federal tax code.

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause of the organization in its Articles of Incorporation. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempt to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other purposes not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions of which are deductible under section 170(c)(2) of the Internal Revenue code, or corresponding section of any future federal tax code.

Upon dissolution of this organization, assets shall be distributed to the University or its designee that qualifies as a non-profit organization consistent with section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code or shall be distributed to the federal government, or to a state government, for a public purpose.

- G. Executive Director of Association: The University's Executive Director of Alumni Relations will serve as Executive Director of the Association. The Executive Director of the Association shall work with the Association's Board of Directors to carry out the strategic plans and policies as established by the Board of Directors and to perform the day-to-day operations of the Association, including receipt and disbursement of Association funds, in accordance with Association, Foundation, and University guidelines.

- H. Policies and Procedures: In order to comply with the specific provisions of the Association Bylaws the Board of Directors may from time to time establish

Policies and Procedures, which shall be binding upon the membership. Policies and Procedures may be amended or rescinded by a two-thirds margin of the Board of Directors' votes cast without previous notice or by a majority vote with such notice. Any policy and procedure, which restricts or imposes obligations or responsibilities on the membership, must be approved by a majority margin of votes cast by the membership.