

CONSTITUTION
OF
MISSISSIPPI'S FIRST ALUMNAE ASSOCIATION

Approved by the Membership April 19, 2008
As Amended April 18, 2009
As Amended April 17, 2010

ARTICLE I – IDENTIFICATION

- A. NAME - The Association shall be known as Mississippi's First Alumnae Association (MFAeA, hereinafter referred to as the Association), incorporated by the state of Mississippi and supporting Mississippi University for Women (MUW) since 1889.
- B. FISCAL YEAR – The fiscal year of the association shall begin on the first day of May each year and shall end on the last day of April of the following year.

ARTICLE II – PURPOSE

The purposes of Mississippi's First Alumnae Association shall be to promote the welfare of MUW and to keep former students informed of Association and university activities:

- A. By promoting the importance of higher education in general with special emphasis on the education of women;
- B. By promoting the best interests of Mississippi University for Women;
- C. By assisting the University in the furtherance of its programs of educational excellence;
- D. By cultivating and fostering a close fellowship among the graduates and former students of the University; and
- E. By encouraging and helping to recruit students and generate financial support for the University.

ARTICLE III – MEMBERSHIP

- A. Eligibility: The potential membership of the Association includes all the alumnae and alumni of MUW. For the purposes of this constitution, an "alumna" or "alumnus" includes anyone who completed at least 12 semester hours at the university.

Upon payment of annual dues, any such alumna or alumnus becomes an active member of the association for the period covered by the dues, consistent with Bylaws, Article I – Membership.

A complimentary one-year active membership is available to all graduates upon receipt of their degree from MUW

- B. Diversity: The Association shall encourage the participation and representation in its leadership of the many diverse groups within the Association, within the university, and within the communities that the Association and the university serve.
- C. Classifications: Membership in the Association shall be classified as Active, Honorary, Ex-Officio and Life members as hereinafter defined by the Bylaws of the Association.

ARTICLE IV – ORGANIZATION

A. Board of Directors

- 1. Function: The governing board of this Association is the Board of Directors, in which the highest policymaking and executive authority resides. The Board may act on the Association’s behalf in any matter that is consistent with this constitution or with any bylaw or resolution that supplements it.
- 2. Composition: The Board of Directors shall consist of:
 - a. The Officers, i.e. the President of the Association, the Immediate Past President, the President-elect, the Vice-president, the Secretary, the Treasurer, and the Parliamentarian;
 - b. The Chair of the Former Presidents Committee;
 - c. The Chair of the Chapter Representatives Committee; and
 - d. Nine directors, three of whom shall be elected annually for a three-year term.
 - e. Ex-officio, non-voting members of the Board include representatives from the university administration and student organizations that have a direct interest in the operation of the Association.
- 3. Powers shall include but not be limited to:
 - a. Initiating, developing and approving projects designed to achieve the purposes of the organization and working with the individual chapters to implement them.
 - b. Coordinating activities of the Association to be held during Homecoming and other programs of the Association as necessary.
 - c. Establishing dues structure, assessing dues and annually evaluating and adjusting as necessary.
 - d. Budgeting, administering and disbursing the funds of the Association and conducting an annual audit of the books and accounts of the Association.

B. Officers and Executive Committee

The officers shall be a President, a President-elect, a Vice-President, a Secretary, a Treasurer, a Parliamentarian and the Immediate Past President. These officers shall constitute the **Executive Committee of the Board of Directors**, which shall generally manage the Association's affairs between the Board's meetings.

The Executive Committee is authorized to act on the Association's behalf to the extent that such action is consistent with this constitution or with any bylaw or resolution that supplements it.

1. The general purpose of the Executive Committee is to help implement policy decisions made by the Board of Directors and to assist the current Association President in achieving the goals for his/her term of office.
2. Each member of the Executive Committee shall provide oversight to one or more standing committees in order to coordinate and increase efficiency of the work of the Association. Specific duties are covered in the Bylaws of this organization.

C. Length of Terms

1. The term of office for all officers shall be one year. It shall begin with the announcement of the election at one annual meeting.
2. For purposes of continuity, the nine directors shall be elected for a three-year term, with three directors rotating off the Board annually. They will be eligible for reelection after a one-year interval.
3. Each director shall be appointed by the President to one of the standing committees to provide liaison between the board and the committees.

D. Committees

There shall be three types of committees: **Standing, Ad Hoc, and Special**. The Nominating Committee shall be chaired by the Immediate Past President, with committee members elected by the Board of Directors. The President of the Association shall name the Chair of all other committees and collaborate with said chair in the appointment of committee members. Committee chairs and members are eligible and invited to attend meetings of the Board of Directors as non-voting participants.

E. Chapters

The Association supports the organization of three chapter models which include the traditional model, the informal model and the e-chapter model. These models are more specifically defined in the Chapter Agreement

document which has been adopted by the Association, which is an appendix to the MF AeA Policy and Procedures Manual. The chapters, regardless of model, are represented on the Board by the chair of the Chapter Representatives Committee.

Any association of alumnae/i may petition the Board of Directors of the Association for approval to organize a new chapter. This is accomplished by submitting a completed Chapter Agreement to the Board of Directors, on which the Board will act in due course.

In the event that a chapter is inactive, the Board of Directors may appoint a convener to arrange meetings with local alumnae/ in order to revitalize chapters organized under the traditional model.

F. Dues

National association dues shall be set by the Board of Directors of the Association on an annual basis at its first meeting of the year. In the event that the Board chooses not to re-set dues, the dues established for the preceding years shall remain in force.

ARTICLE V -- Meetings

- A. There shall be an annual meeting of the Association which shall be held during Homecoming each year. The Association membership is deemed to have knowledge of the date of this annual meeting. 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.
- B. The Board of Directors shall hold quarterly meetings to be scheduled by the President of the Association. Additional meetings may be held at the call of the President or upon written request of 5 or more board members, or upon the written request of any officer, submitted to the President.

Additional meetings will be scheduled by the President upon no less than 48 hours notice. Any necessary meeting of the Board of Directors may be held by conference call, electronic poll, telephone poll, IM or any other electronic means, whether synchronous or asynchronous, which may be developed and/or employed in the future to facilitate communication and aid in Association management and effectiveness.

- C. All active members of the Association are invited and encouraged to attend board meetings. Committee chairs, members of committees, former Presidents, local chapter representatives and active Association members will be granted privilege of the floor by the presiding officer during periods of discussion. Privilege of the floor does not grant a vote, but provides opportunity to speak to all matters before the board.

- D. The Executive Committee will meet prior to all regularly scheduled Board meetings and at other times deemed necessary by the President of the Association or at the request of another officer(s). Any necessary meeting of the Executive Committee may be held by conference call, electronic poll, telephone poll, IM or any other electronic means, whether synchronous or asynchronous, which may be developed and/or employed in the future to facilitate communication and aid in Association management and effectiveness.

ARTICLE VI – ELECTIONS

The Active members of the Association shall elect the officers and directors each year, with methods of voting established by the Board to provide for an efficient means of assuring broad representation.

ARTICLE VII– QUORUM

- A. A quorum of the annual meeting of the Association shall consist of the number of dues-paying members present.
- B. Four (4) members shall constitute a quorum of the Executive Committee
- C. Ten (10) board members present shall constitute a quorum of the Board of Directors.

ARTICLE VIII – AMENDMENTS

- A. A proposed amendment to this Constitution may be introduced to the Board of Directors in one of two ways: (1) in writing to the Bylaws Committee two weeks prior to distribution to the Board for action and signed by an Active Member of the Association or, (2) as a recommendation in the annual report prepared by the Constitution and By-Laws Committee. It shall be considered at the Board’s next meeting.
- B. If a proposed amendment is passed by a two-thirds majority of the Board of Directors present and voting, it shall be presented for ratification to active members of the Association.
- C. A proposed amendment must pass by a two-thirds (2/3) majority of those active members voting.
- D. At such time as the proposed amendment to this Constitution is approved by the Executive Board consistent with prior paragraphs A, B and C of Article VIII, and prior to the proposed amendment being presented to the Association as a whole, the Board of Directors may determine to act in constancy with the proposed amendment pending ratification by the Association. Should the Board of Directors so determine, the following

language should be used by the Director who is moving ratification:

“I move that the amendment be passed by the Board of Directors and be presented to the membership for ratification at the upcoming membership meeting. I further move that in accordance with the spirit of the proposed amendment, the Board shall act consistently with the proposed amendment until such time as it is ratified by the membership, amended and ratified, or voted down by the general membership, in which event the Board shall not act inconsistently to the determination of the membership.”

ARTICLE IX – CONFLICT OF INTEREST

The Association is keenly aware of conflicts of interest and the negative impact of these conflicts on fiduciary bodies. The Association has therefore adopted a Conflict of Interest Policy which appears as an appendix to the MFAeA Policy and Procedure Manual and is incorporated herein and ratified and reaffirmed by this reference.

ARTICLE X – INDEMNIFICATION

The Officers and Board of Directors of the Association shall not be personally liable for the debts or obligations of the Association.

ARTICLE XI-NON-PROFIT 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.

- A. 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.
- B. 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.

- C. Upon dissolution of this organization, assets shall be distributed to one or more organizations which also qualify as non-profit organizations 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 or local government, for a public purpose.

BYLAWS
OF
MISSISSIPPI'S FIRST ALUMNAE ASSOCIATION

Approved by the Membership April 19, 2008
Amended April 18, 2009

ARTICLE I – MEMBERSHIP

Membership in the Association consists of the following classifications:

A. Active Member

1. An active member shall be any alumna or alumnus who has paid current annual dues or holds life alumnae/i membership.
2. For the first year after graduation from MUW, new alumnae/i shall be exempt from annual dues, but will be granted a complimentary active membership.

B. Honorary Member

1. Non-alumnae/i distinguished in service to Mississippi University for Women may be elected to honorary membership in the Association by the majority vote of the Board of Directors.
2. Candidates for honorary membership shall be recommended in writing by an active member.
3. Honorary members shall not be eligible to vote or hold office in the Association.

C. Ex-Officio Member

Ex-officio members are individuals who by virtue of 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, but are not eligible to vote or hold office.

D. Life Member

A life member of the Association is one who, upon their personal statement, held life membership in the Association prior to Homecoming 1979 (when criteria was officially changed). Others may attain life membership after that date upon the establishment of life membership dues by the Board of Directors.

ARTICLE II – ELECTIONS

Elections shall be conducted annually with methods developed by the **Technology Management** sub-committee and approved by the Board. The following procedures will apply:

- A. Officers
On or before the annual meeting, the membership shall elect a Vice President, a Secretary, and a Treasurer. The outgoing President becomes the Immediate Past President and shall be succeeded automatically by the President-Elect to enable orderly succession. The Vice President shall automatically move to the office of President-Elect. The Parliamentarian shall be appointed annually by the incoming President.
- B. Directors
The nine Directors shall be elected annually for a three-year term, three each year on a rotating basis, thus providing continuity of experience.
- C. Nominations
The Immediate Past President serves as chair of the Nominating Committee, with four 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.
- D. Vacancies
In the event of a vacancy on the Board of Directors, an interim appointment may be made by the President of the Association. Such appointment shall be presented for ratification at the next annual election.
- E. Eligibility
Only active members of the Association may vote and be eligible to hold office in the Association.
- F. Results
Candidates will be elected upon receiving a majority of the votes cast.

ARTICLE III – NATIONAL DUES

- A. National dues shall be set by the Board of Directors of the Association on an annual basis at its first meeting after the adoption of the revised Constitution and Bylaws. In the event that the Board of Directors fails to re-set dues, the dues established for the preceding year shall remain in force.
- B. National Association dues shall be submitted to the Treasurer of the Association.
- C. Members may pay their national dues through their local chapter in addition to local chapter dues. The chapter treasurer shall transmit all national dues collected to the Treasurer of the Association.
- D. Life membership dues may be established by the Board of Directors.

- E. The Association shall retain all funds, including membership dues in an Association account and maintain control of all expenditures and disbursement of Association funds.

ARTICLE IV – AWARDS AND HONORS

- A. Alumnae Achievement Awards - The process for recognizing the achievements and service of MUW alumnae/i shall be as follows:
 - 1. Each year at Homecoming three to five alumnae/i will be honored with an Alumnae Achievement Award.
 - 2. Nominations will be solicited from the general membership and nominees will be invited to provide resumes of their background and accomplishments. The resumes will be forwarded to all Past Presidents of the Association for review and ranking.
 - 3. Final selections will be made by a committee of former presidents, headed by the chair of the Past President’s Committee.
 - 4. If a nominee is not selected during the first year, they will remain eligible for selection for the next four years and all biographical records will be retained for inclusion the following year.

- B. Other Awards and Honors
From time to time the Association may honor outstanding individuals who have demonstrated their loyalty and service to MUW. Such individuals may be faculty members or friends of the University. Selections shall be made by a Special committee of the Association and approved by the Board of Directors.

- B. Outstanding Young Alumnae/i Award. The process for recognizing the achievement and service of a young alumnae/i shall be as follows:
 - 1. Each year at Homecoming an alumnae/i will be honored with the Outstanding Young Alumnae/i Award. An alumnae/i will be considered a “young alumnae/i if he or she has held his/her degree for less than fifteen (15) years.
 - 2. Nominations will be solicited from the general membership via letters of recommendation which will contain evidence of the nominee’s qualifications.
 - 3. All letters of recommendation will be submitted to the Past Presidents’ Committee of the Association, which committee shall make the final selection of one nominee to receive the award.
 - 4. Nominees will not remain eligible for subsequent years; nominations will be received on an annual basis and shall be valid for only that year.

ARTICLE V – DUTIES OF OFFICERS

- A. President:

1. To preside at all meetings and functions of the Association, the Board of Directors and the Executive Committee.
 2. To appoint the Parliamentarian, and the Chairmen and individual members of all Committees not directly elected by the Association.
 3. To assign each board member as liaison to specific standing committees, unless otherwise defined below, providing leadership and oversight as needed.
 4. To fill vacancies in Association offices by appointing Active members of the Association to serve as interim officers until the next Association election.
 5. To be the general representative and official spokesperson of the Association.
 6. To assure that the purposes and the mandates of the Association are carried out and to perform all duties usual to the office.
 7. To make a report at the annual meeting of the Association informing the membership of the accomplishments of the past year.
 8. 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.
- B. President-Elect:
1. To understudy the President and succeed the President at the end of the term of office.
 2. In the event the office of President is vacated, to serve as President for the unexpired term.
 3. 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.
 4. To 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.
 5. To serve as board liaison to committees as assigned by the President.
- C. Vice President:
1. To perform functions as assigned by the President
 2. To prepare to succeed the President-elect at the end of the term of office.
 3. To serve as board liaison to committees as assigned by the President.
- D. Secretary:
1. To record the minutes of the annual meeting and all Board of Director and Executive Committee meetings. (Minutes of the Board of Director and Executive Committee meetings shall include the names of members present.)
 2. To provide the Presiding Officer of the meeting a written copy of the minutes within 2 weeks (14 days) of the meeting.

3. To arrange for distribution of the minutes to members of the Board of Directors.
 4. To maintain files of the minutes of all meetings of the Association.
 5. To maintain membership records of the Association.
 6. To serve as board liaison to committees as assigned by the President.
- E. Treasurer:
1. To receive Association funds and disburse them upon approval and authorization of the Board of Directors.
 2. To make a report to the Board of Directors, the Executive Committee and the Association at the annual meeting.
 3. To make certain that the financial records of the Association are audited annually.
 4. To serve as board liaison to the Finance Committee.
- F. Parliamentarian:
1. To advise on points of parliamentary procedure upon request, using as the authority *Robert's Rules of Order Revised* (including provisions contained in Robert's for appealing decisions.)
 2. To serve as board liaison to the Constitution and Bylaws Committee.
 3. To serve as board liaison to the Elections Committee.
- G. Immediate Past President:
1. To serve as Chair of the Nominating Committee
 2. To serve in an advisory capacity to the President.
 3. To serve as board liaison to the Former Presidents Committee
 4. To maintain a record of prior board decisions in order to provide consistency in implementation of policies and procedures.
- H. Director:
1. To attend quarterly meetings of the Board of Directors of the Association
 2. To provide counsel and input on all matters affecting the MUW alumnae/i
 3. To participate in the decision making process of the Board, voting on such issues as appropriate
 4. To serve in any appointed capacity requested by the President, including but not limited to committee membership.

ARTICLE VI -- COMMITTEES

The President of the Association shall name the Chair of each standing committee and collaborate with said chair in the appointment of committee members. The only exception will be the Nominating Committee, the chair of which shall be the Immediate Past President and the members of the committee which shall be elected by the Board of Directors.

A. Standing Committees:

1. After reviewing the results of the open call for nominations, the **Nominating Committee** prepares a slate of nominees for each office of the Association, reviews the constitutional duties of each office, affirms the willingness of each nominee to serve if elected and presents the slate for approval to the Executive Committee and Board of Directors. The approved slate is then furnished to the Elections Committee for supervising the election process.
2. The purpose of the **Constitution and Bylaws Committee** is to keep the Constitution, Bylaws and Policies and Procedures Manual in constant review, and when changes are deemed necessary, to make the appropriate recommendation to the Executive Committee of the Board of Directors. The Association Parliamentarian shall serve as board liaison to the Constitution and Bylaws Committee.
3. The **Chapter Development Committee** works to increase active participation in the Association, devising means to increase the numbers of dues paying members by encouraging chapter development.
4. Members of the **Legislative/External Relationship Committee** represent the Association in its interactions with other entities where the interests of MUW are vested and at stake and works to develop a state network of alumnae to assist with legislative needs.
5. The **Finance Committee** shall be composed of the Treasurer and four other members appointed by the President. The Finance Committee will develop and manage a budget for the program year and assure that the annual audit is performed in a timely and professional manner.
6. The **Elections Committee** shall make preparations for the orderly and timely conduct of annual elections. Such duties shall include serving as liaison between the Nominating Committee and the Technology Management committee to insure that voting methods are efficient and coordinated effectively.
7. The **Public Relations Committee** is charged with the creation, production and dissemination of information on behalf of the Association. This committee shall work with the all local, state and national media outlets to develop positive relations with the media and to project a positive image of MUW, the Alumnae Association as an organization, and individual alumnae who bring credit to the institution.
8. The **Technology Management Committee** shall produce and disseminate information to the membership by electronic means, including but not limited to, email and online communications. This committee also shall develop a method of voting by whatever means are most practicable to provide for the widest possible participation of the membership.

9. The **Ways and Means Committee** shall develop proposals for funding the work of the Association, to include application for grants, fundraisers and all associated endeavors. This committee shall also explore options and make recommendations for programs/projects that implement the mission of the MFAA.
10. The **Former Presidents Committee** serves as a support and advisory group for the current President and Board of Directors. This committee is responsible for administering the alumni achievement awards. The chair of the committee shall be a voting member of the Board of Directors.
11. The **Chapter Representatives Committee** serves as a support and advisory group for the Board of Directors and works in conjunction with the Membership, Recruiting and Chapter Development Committees on ways to increase membership and participation. The Chair of this committee will maintain contact with the local chapter representatives to provide information proceeding from actions by the Board of Directors. Support for local chapters shall be facilitated by the committee chair. The Chair shall be a voting member of the Board of Directors.

B. **Ad Hoc Committees:** As necessary, the President of the Association may create Ad Hoc committees to perform clearly defined functions. The President appoints members and names the Chair of each Ad Hoc committee.

C. **Special Committees:**

From time to time committees may be created for special tasks and on-going projects. The President with Board of Directors and Executive Committee approval may appoint such committees as are deemed necessary for special circumstance assignments. Committees included in this category can be Membership and Recruiting, Special Events, Homecoming, Faculty Luncheon, Education/Mentoring, Honors and Awards, Museum and Archives, Social Clubs, Advisory or others as needed.

ARTICLE VII – LOCAL CHAPTERS

- A. Association chapters consist of a group of alumnae/i of MUW who voluntarily unite for the common purpose of implementing the work of Mississippi's first Alumnae Association at the local level. Such chapter may follow one of three models: traditional, informal, and electronic.
 1. **Traditional** chapters may follow a formally structure pattern of organization, including election of officers, collection of dues, regular meeting schedules and sponsoring local projects. The elected President will be empowered to sign the chapter agreement with the MFAA.
 2. **Informal** chapters may choose to follow a more flexible pattern, choosing a contact person to represent the group, meeting from time to time and remaining flexible in terms of activities and projects. The chosen representative of an informal chapter would be empowered to sign the chapter agreement with the MFAA.

3. **E-chapters** may consist of members from a widely dispersed geographic area, who, lacking access to a local chapter, may create a virtual chapter to facilitate connections with the national association. Additionally, e-chapters could be utilized to foster connections with alumnae/i with common majors, social clubs or other shared interests.

ARTICLE VIII – AMENDMENTS

- A. Proposed amendments to these Bylaws may originate from the Bylaws committee or from any active member of the association who presents such proposal in writing to the Bylaws Committee two weeks prior to distribution to the Board of Directors for action.
- B. The Board-approved amendment shall be presented to the membership for ratification by a majority vote.