VIRGINIA COMMONWEALTH UNIVERSITY ALUMNI ASSOCIATION

BY-LAWS

ARTICLE I. NAME

The name of this Association shall be Virginia Commonwealth University Alumni Association (the “Association”).

ARTICLE II. MISSION

The Virginia Commonwealth University Alumni Association will advance the University by building active support, commitment, involvement and recognition of alumni, students, faculty, business and community partners.

ARTICLE III. MEMBERSHIP

Section 1. All graduates, former students, and friends of Virginia Commonwealth University are eligible to be members of the Association.

Section 2. Active membership shall be conferred on those eligible when they present payment of membership dues.

Section 3. Associate membership shall be conferred on non-alumni friends when they present payment of membership dues.

Section 4. Honorary membership may be extended to such persons as the Directors may select.

ARTICLE IV. OFFICERS

Section 1. The Officers of the Association shall be a President, an Immediate Past President, a President-Elect, a Secretary, a Treasurer, and an Officer-At-Large.

Section 2. All Officers serve a two year term and may not serve more than two consecutive terms in the same office.

Section 3. If the President-Elect is unable to assume office, the Executive Committee will bring forward a nominee for President.

Section 4. If the President leaves office in the first year of his/her term, the Executive Committee will bring forward a nominee for President. If the President
leaves office in the second year of his/her term, the President-Elect shall serve the balance of the remaining term and the whole of the succeeding term.

Section 5. If any other Officer leaves office before the term has expired, the Executive committee will bring forward a nominee to complete the term of office.

Section 6. The Directors shall elect the Officers of the Association, upon nomination from their membership.

Section 7. All terms of office shall begin June 1 and end May 31.

Section 8. The responsibilities of the officers shall be:

A. The PRESIDENT shall preside at all meetings; shall have general supervision of the affairs of the Association, under the direction of the Directors; shall sign and countersign all contracts and other instruments of the Association; shall establish and appoint the special committees and ad hoc committees as needed to carry on the board’s business; shall make reports to the Directors and members of the Association, and perform all other duties incident to the office or those which are properly required by the Directors. The President may appoint Association members to be Association representatives to other appropriate University groups. The President shall serve as the sole official spokesperson for the Association and its Board of Directors.

B. The IMMEDIATE PAST PRESIDENT shall oversee Association awards and perform other duties as assigned by the President.

C. The PRESIDENT-ELECT, in the absence of the President, shall perform the duties of President. The President-Elect shall chair the nominating committee and perform other duties as assigned by the President.

D. The SECRETARY shall direct the issuance of notices as to the date, time, and place for all meetings of the Association and shall approve the minutes thereof; shall have charge of the seal and the books of the Association; shall affix the corporate seal to all instruments requiring the same and shall make such reports to the Association, and shall perform all
other duties incident to this office or those which are properly required by the Directors or by the action of the Association.

E. The TREASURER shall oversee all funds and securities of the Association and deposits of the same in the name of the Association in such bank(s) as the Directors may direct and shall oversee disbursements of the Association, under the direction of the Directors. The books and accounts shall be open to all Directors for inspection. The Treasurer shall request the Budget and Finance Committee to direct an audit of the Association’s accounts at least once a year and at other times when requested by the Directors. The Treasurer shall insure that the audit recommendations are implemented in a timely manner. The Treasurer shall be bonded for such amounts as the Directors may determine.

F. The OFFICER-AT-LARGE shall perform duties as assigned by the President.

Section 9. All Officers are charged with the solvency of the Association and shall at no time incur any indebtedness without the approval of the Directors.

ARTICLE V. MEETINGS

Section 1. The annual meeting shall be held at the time, place, and date designated by the Directors.

Section 2. Special meetings of the Association may be held on call of the Directors or on petition of ten (10) percent of active dues-paying members of the Association, submitted in writing to the President.

Section 3. Written or electronic notice of all Board of Directors meetings (date, time, and place) of the Association shall be provided to board members no less than fifteen (15) days prior to the scheduled date.

Section 4. A quorum of any meeting of the Association shall consist of fifty percent plus one of its Board of Directors present in person. Matters requiring a decision shall be determined by a majority of such quorum.
ARTICLE VI. GOVERNING BOARD

Section 1. Board of Directors

A. The authority and responsibility for governing the affairs of the Association shall be vested in the Board of Directors.

B. The Board of Directors shall determine the composition, process and procedures for election and/or appointment to the board in its Policies and Procedures.

C. Directors shall not be eligible for election to more than two (2) consecutive three-year terms unless elected to serve as an officer.

D. Directors must maintain their active dues-paying membership status in the Association. Should any Director fail to maintain such status for more than two consecutive meetings, the Director may be removed by action of the Directors.

E. Board Members are required to serve on at least one committee, but may serve on more than one committee.

Section 2. Affiliated Group Representatives

Recognized Affiliated Groups shall be invited to designate a representative to serve as an ex-officio member of the Board of Directors for a two year term. The Association recommends the representative be a Past President or an officer other than the President of the Affiliated Group.

Section 3. Associate Representatives:

The President may invite persons so designated by other University groups to represent them at Association Board meetings and activities. Appointments and invitations of Appointees shall be in writing and shall be valid for the term of the standing President and may be discontinued at the discretion of the Board of Directors.

Section 4. The President of Virginia Commonwealth University or his/her designee, the Assistant Vice President of University Alumni Relations, and the Executive Director of the VCU Alumni Association shall be ex-officio Directors without vote.
Section 5. Meetings of the Board of Directors

A. Regular meetings of the Board of Directors shall be held at least three (3) times each academic year. Special meetings of the Directors may be called at any time by the President of the Association or at the written request of any five (5) Directors.

B. Written or electronic notices of meetings shall be given (including date, time, and place) at the direction of the Secretary, to each Director not less than fifteen (15) days before any such meeting, and in the case of special meetings the purpose shall be stated.

C. A quorum at any meeting shall consist of fifty (50) percent plus one (1) of the Directors. A majority of such quorum shall have the power to decide any question that may properly come before the meeting.

D. Should any Director find it necessary, for any reason, to miss or fail to attend more than two (2) consecutive meetings of the Directors, via written or electronic notice of explanation for failing to attend must be given to the President. If such written or electronic notice is not given to the President prior to the Director missing the third consecutive meeting, or if the Directors do not affirmatively excuse the absence of the member, the member may be dropped by action of the Directors.

ARTICLE VII. COMMITTEES

Section 1. The Association Board of Directors shall establish three standing committees:

A. Executive
   i. The Executive Committee shall consist of the officers of the Association; the Assistant Vice President for University Alumni Relations and the Executive Director of Alumni Association who shall serve as ex-officio members without a vote.
   ii. The President may appoint special and ad-hoc committee chairs to serve as voting members of the Executive Committee while their special and ad-hoc committees are active.
iii. Meetings of the Executive Committee shall be held at the call of the President or upon the written request of fifty percent plus one (1) or more voting members of the committee.

iv. The Executive Committee shall exercise all powers of the Directors during the interval between the meetings of the board. Proceedings of the Executive Committee meetings shall be reported to the Directors at their next succeeding meeting, and their actions are subject to revision or alteration by the Directors.

v. A quorum of the Executive Committee shall consist of fifty percent plus one (1) voting members and the affirmative vote of the majority present shall be required for the approval of any action.

B. Budget and Finance

i. The Budget and Finance committee shall propose fiscal policy for consideration by the Board of Directors, direct audits of the books and accounts of the Association, oversee provision of descriptions of all association expenditures by program, as well as an identification of all investments, including real estate.

ii. The committee shall also ensure that reports include all supplementary items identified by the University Board of Visitors Principles and Guidelines.

iii. The audit report shall be submitted annually by the Budget and Finance Committee to the Board of Directors for acceptance.

C. Membership

The Membership committee shall review all matters pertaining to membership in the Association and propose changes, as appropriate, for consideration by the Board of Directors.

Section 2. Each standing committee shall consist of no less than five (5) members of the Board of Directors and others as the Board deems advisable.

Section 3. Special committees shall be as established by the Association Board of Directors as needed with duties and responsibilities outlined in its Policies and Procedures.
Section 4. The President of the Association and the Executive Committee shall establish ad hoc committees or task forces as needed in support of the association’s mission and strategic plan.

ARTICLE VIII. AFFILIATED GROUPS

Section 1. Authority, Responsibility, and Accountability: the Association Board of Directors shall have the authority, responsibility, and accountability to organize, charter, monitor, support and regulate alumni affiliated groups in accordance with University and Association policies.

Section 2. The formation and recognition of affiliated groups shall be by the authorization of the Association Board of Directors. Such affiliated groups shall submit their bylaws to the Board of Directors for approval. The Association encourages the formation of affiliated organizations and identifies and defines three types of affiliated groups as listed below:

A. Academic - an academic affiliated group is comprised of a group of graduates, former students, and friends of Virginia Commonwealth University organized by academic unit to assist in fundraising and/or appeal to alumni career and professional interests of that group and to support the goals of the Association.

B. Geographic - a geographic affiliated group is comprised of a group of graduates, former students, and friends of Virginia Commonwealth University who are located in a geographic area.

C. Special Interest - a special interest affiliated group is comprised of a group of current students, graduates, former students, and friends of Virginia Commonwealth University who want to foster their special mutual interests and desires to support the goals of the Association.

Section 3. Affiliated groups exist to promote VCU and foster positive relationships between alumni and the University. Affiliated groups provide a mechanism for involving alumni and friends of the University in the life of the University through volunteer activities in support of students and the University community, communications, networking activities, and
most importantly, membership in the promotion of the Association’s mission. Affiliated groups are separate from the University and are recognized under the umbrella of the Association. All publicity and correspondence should be clearly discernible as being from the affiliated group of the Association and not from the University. Affiliated groups are subject to the same guidelines and tax laws that apply to the Association.

Section 4. The Association shall establish guidelines by which affiliated groups shall operate. Affiliated groups must comply with the Association’s Charter, guidelines, procedures, and be consistent with University and Association policies.

Section 5. Eminent Alumni Affiliated Groups: the Richmond Professional Institute Alumni Council and the Past President’s Council are recognized and specially chartered by the Association as eminent alumni affiliated groups.

Section 6. Prohibition of Commercial or Political Activities: No affiliated groups may be formed for commercial or political purposes, and once chartered; their mailing lists may not be used for any purpose other than for official business furthering the university and association’s mission.

ARTICLE IX. FINANCES

Section 1. The financial affairs of the Association shall be administered in accordance with the Association’s charter and Articles of Incorporation.

Section 2. Members of the Association are expected to provide financial support to the Association under policies adopted by the Directors.

Section 3. No part of the net earnings of the organization shall inure to the benefit of, or be distributed to its members, directors, officers or other private persons.

Section 4. Upon dissolution of the corporation, the board of directors, after paying and making provision for the payment, satisfaction, or discharge of all of the liabilities of the corporation, shall dispose of all the assets of the
corporation to the full extent permitted under the provisions of the Virginia Non-Stock Corporation Act by transferring and conveying them to the Virginia Commonwealth University Foundation if such foundation, at the time of the dissolution of this corporation, qualifies under Section 501 (c)(3) of the Internal Revenue code and amendments thereto. If at such time the said foundation does not qualify, then the above contemplated assets shall be transferred and conveyed to Virginia Commonwealth University.

ARTICLE IX. PARLIAMENTARY AUTHORITY

The order of business at all meetings shall, generally, be governed by the latest version of Robert’s Rules of Order.

ARTICLE X. AMENDMENTS

Section 1. Upon recommendation by the Executive Committee, the Board of Directors may amend these by-laws.

Section 2. Recommendations for amendments to these bylaws must be presented via written or electronic notice to the Executive Committee. The Executive Committee may amend the recommendations, or may approve them and forward them to the Board of Directors via written or electronic notice at least thirty (30) days prior to the next meeting.

Section 3. The Board of Directors may either approve or reject amendments by a majority vote.

Section 4. These by-laws shall become effective upon the day of adoption by the Virginia Commonwealth Alumni Association Board of Directors.

Revised June 5, 2010 by the Virginia Commonwealth University Alumni Association Board of Directors.