



VIRGINIA COMMONWEALTH UNIVERSITY
ALUMNI BY-LAWS

ARTICLE I. NAME

The *alliance of alumni constituent organizations* shall be Virginia Commonwealth University Alumni (“*VCU Alumni*”).

ARTICLE II. MISSION

VCU Alumni 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 degree-holders, certificate-holders, and trainees, of Virginia Commonwealth University and their predecessor institutions are members of *VCU Alumni*.

Section 2. Active membership shall be conferred on graduates of Virginia Commonwealth University upon completion of a degree program, certificate program, or required training.

ARTICLE IV. GOVERNING BOARD

Section 1. The authority and responsibility for governing the affairs of *VCU Alumni* shall be vested in its Board of Governors.

Section 2. The Board of Governors shall consist of at-large representatives nominated by the Nominations and Governance Committee and elected by the Board of Governors; Officers as outlines in Article V of these bylaws; the Associate Vice President for

University Alumni Relations of Virginia Commonwealth University; the Vice President of Development and Alumni Relations of Virginia Commonwealth University; and the President of Virginia Commonwealth University or his/her designee.

Section 3. The Board shall consist of a minimum of 22 Board Members and shall not exceed 35 Board Members.

Section 4. The Board of Governors, led by the Nominating and Governance Committee, shall determine the composition, process and procedures for election and/or appointment to the board in its Policies and Procedures. Section 5. Board Members shall not be eligible for election to more than two (2) consecutive three-year terms unless elected to serve as an officer.

Section 6. Board of Governors members are required to serve on at least one committee but may serve on more than one committee.

Section 7. Meetings of the Board of Governors:

- A. Regular meetings of the Board of Governors shall be held at least four (4) times each fiscal year.
- B. An annual meeting of *VCU Alumni* shall be scheduled each fiscal year. The annual meeting shall be held at the time, place, and date designated by the Secretary in consultation with the *VCU Alumni Executive Committee*, known as the University Alumni Leadership Council (UALC) as defined in Article VI of these bylaws.
- C. Special meetings of the Board of Governors may be called at any time by the President of *VCU Alumni*, the UALC or at the written request of any twenty-five (25) percent of members of the Board of Governors.
- D. Written or electronic notices of meetings shall be given (including date, time, and place) by the Secretary not less than fifteen (15) days before any such meeting and, in the case of special meetings, the purpose shall be stated.
- E. A quorum of any meeting of *VCU Alumni* Board of Governors for doing business shall consist of not less than fifty (50) percent of the members of its

Board of Governors present. Matters requiring a decision shall be determined by a majority of such quorum unless state law, these Bylaws or the policies of the Board of Governors require a greater vote.

- F. Special meetings of *VCU Alumni* may be held on call of the Board of Governors or on petition of twenty-five (25) percent of active members of *VCU Alumni*, submitted in writing to the Secretary.
- G. Should any Governor find it necessary, for any reason, to miss or fail to attend more than two (2) consecutive meetings of the Board of Governors, a written or electronic notice of explanation for failing to attend must be provided to the President. If such written or electronic notice is not given to the President before the Governor misses a third consecutive meeting, or if the UALC fails to affirmatively excuse the absence of the Board Member, the Board Member has deemed to resign him or herself from the Board.

ARTICLE V. OFFICERS

- Section 1. The Officers of *VCU Alumni* shall be a PRESIDENT, an IMMEDIATE PAST PRESIDENT, a PRESIDENT-ELECT, a TREASURER, and a SECRETARY, who shall be the Associate Vice President for University Alumni Relations at Virginia Commonwealth University.
- Section 2. All Officers, other than the Secretary, must be active members and will serve a two-year term, but may not serve more than two consecutive terms in the same office.
- Section 3. If the President-Elect is unable to assume the office of President, the UALC will bring forward a nominee for President.
- Section 4. If the President leaves office in the first year of his/her term, the UALC 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 UALC will bring forward a nominee to complete the term of office.

Section 6. The Board of Governors shall elect the Officers of *VCU Alumni*.

Section 7. All terms of office shall begin July 1 and end June 30 or at such later date as a successor is duly elected.

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 *VCU Alumni*, under the direction of the Board of Governors; shall sign and countersign all contracts and other instruments of *VCU Alumni* as defined in Article VIII of these bylaws; shall establish and appoint the special committees and ad-hoc committees as needed to execute the board's business; shall make reports to the Board of Governors and members of *VCU Alumni*; and perform all other duties incident to the office or those which are properly required by the Board of Governors. The President may appoint *VCU Alumni* members to be representatives to other University organizations. The President shall serve as the sole official spokesperson for *VCU Alumni* and its Board of Governors.
- B. The IMMEDIATE PAST PRESIDENT shall chair the Council of Past Presidents 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 Nominations and Governance 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 *VCU Alumni*, shall prepare for review and approval the minutes thereof; shall have charge of the seal of *VCU Alumni*; shall affix the corporate seal to all instruments requiring the same.
- E. The TREASURER shall oversee the books and all funds and securities of *VCU Alumni* and deposits of the same in the name of *VCU Alumni* in such bank(s) as the Board of Governors may direct; and shall oversee disbursements of *VCU Alumni* funds, under the direction of the Board of Governors. The books and accounts shall be open to all Board of Governors for inspection. The TREASURER shall request the Audit Co-Chair to direct an audit of *VCU*

Alumni's accounts at least once a year and at other times when requested by the Board of Governors. The TREASURER shall ensure that the audit recommendations are implemented in a timely manner. The TREASURER shall be bonded for such amounts as the Board of Governors may determine. The TREASURER shall serve as Co-Chair of the Finance and Audit Committee and perform all other duties incident to this office or those which are properly required by the Board of Governors or by the action of *VCU Alumni*.

ARTICLE VI. COMMITTEES

Section 1. *VCU Alumni* Board of Governors shall establish four (4) standing committees:

- A. University Alumni Leadership Council (UALC)
 - i. The UALC shall serve as the executive leadership coordinating council for *VCU Alumni* and its Board of Governors.
 - ii. The UALC shall consist of the five (5) officers of *VCU Alumni*; the chairs of each standing committee; the MCVAA Board President; and the Vice President of Development and Alumni Relations. The President of Virginia Commonwealth University shall serve as an ex-officio member of the UALC.
 - iii. The President may appoint ad-hoc task force chairs to serve as members of the UALC with the approval of the Board of Governors while their special and ad-hoc committees are active.
 - iv. Meetings of the UALC shall be held at the call of the President or upon the written request of fifty (50) percent plus one (1) or more members of the committee.
 - v. The UALC shall exercise all powers of the Board of Governors during the interval between the meetings of the board. Proceedings of the UALC meetings shall be reported by the SECRETARY to the Board of Governors at their next succeeding meeting, and their actions are subject to revision or alteration by the Board of Governors.
 - vi. A quorum of the UALC shall consist of fifty (50) percent plus one (1) voting members and the affirmative vote of the majority present, in person or via

electronic attendance, shall be required for the approval of any action.

B. Finance and Audit

- i. The Finance and Audit Committee shall propose fiscal policy for consideration by the Board of Governors; oversee provision of descriptions of all *VCU Alumni* expenditures by program, as well as an identification of all investments, including real estate.
- ii. The Finance and Audit Committee shall oversee the audits of the financial statements of *VCU Alumni*; shall assist the Board of Governors by monitoring the integrity of the financial statements of *VCU Alumni*, including the compliance by *VCU Alumni* with legal and regulatory requirements, and the independent auditor's qualifications, performance and independence.
- iii. The Finance and Audit Committee shall have and may exercise all the powers of the Board of Governors with respect to the specific authority delegated to the Finance and Audit Committee in these bylaws or hereafter specifically delegated to the Finance and Audit Committee by the Board of Governors, except as may be prohibited by law.
- iv. The Finance and Audit Committee shall ensure that the independent auditors of VCU Alumni are ultimately accountable to the Finance and Audit Committee. The Finance and Audit Committee is directly responsible for the appointment, compensation, retention, and oversight of the work of the independent auditor, including resolution of disagreements between management and the independent auditor. In fulfilling that responsibility, the Finance and Audit Committee has the authority and responsibility to select, evaluate, and, where appropriate, replace the independent auditors. The Finance and Audit Committee shall recommend to the Board of Governors for approval all audit engagement fees and terms.
- v. The Finance and Audit Committee shall have the authority to engage in all other significant non-audit engagements of the *VCU Alumni*'s independent auditor. The Finance and Audit Committee also has the responsibility for evaluating and determining that the audit engagement team has the competence necessary to

conduct the audit engagement in accordance with Generally Accepted Auditing Standards (“GAAS”).

- vi. An audit report shall be submitted annually by the Finance and Audit Committee to the Board of Governors for acceptance.

C. Nominations and Governance

- i. The Nominations and Governance Committee shall review *VCU Alumni* bylaws on a yearly basis and shall make recommendations to UALC and the *VCU Alumni* Board of Governors regarding revisions.
- ii. The Nominations and Governance Committee shall develop policies and procedures for recruitment of Board Members, and shall lead recruitment, screening, election, and onboarding of Board Members.
- iii. The Nominations and Governance Committee shall encourage Board Member applications from Constituent Organizations, outlined in Article VII in these bylaws.
- iv. The Nominations and Governance Committee shall give due consideration, among other factors, to their nominees’ support of VCU Alumni’s mission to engage and connect alumni to the planned and informal programs of the organization, their history of volunteer service to the University, VCU Alumni and to their communities, their leadership experience, their diversity and representation by colleges, organized Alumni units, graduation years, and geographical areas.
- v. The Nominations and Governance Committee shall be chaired by the President-Elect and shall be comprised of Board members who are not then candidates for re-election or to an election of office of the Board of Governors.

D. Engagement

- i. The Engagement Committee shall lead the *VCU Alumni* Board of Governors efforts to connect with alumni, recognize and thank alumni, and mobilize alumni to give back to the University. The Engagement Committee shall support Alumni Reunion and Recognition programming, choose the *VCU Alumni* Legacy Scholarship recipients, and support the staff of the VCU

Office of Alumni Relations in their programming.

- ii. The Engagement Committee may lead the Board's internal engagement efforts through social and service opportunities.

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

Section 3. Special committees shall be as established by *VCU Alumni* Board of Governors as needed with duties and responsibilities outlined in its Policies and Procedures.

Section 4. The President of *VCU Alumni* and the UALC shall establish ad-hoc task forces as needed in support of *VCU Alumni's* mission and strategic plan.

Section 5. No committee may amend the Articles of Incorporation or these Bylaws, fill vacancies on the Board of Governors or any of its committees, approve a plan of merger or consolidation, approve the sale, lease, exchange or other disposition or the mortgage, pledge or other encumbrance, of all or substantially all of the assets of VCU Alumni, or approve the dissolution of VCU Alumni or revoke a voluntary dissolution.

ARTICLE VII. CONSTITUENT ORGANIZATIONS

Section 1. Alumni Constituent Organizations exist to promote VCU and foster positive relationships between alumni and the University. Constituent Organizations 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, and networking activities in support of VCU Alumni's strategic plan. Constituent Organizations are separate from the University and are recognized under the umbrella of *VCU Alumni*. All publicity and correspondence should be clearly discernible as being from the affiliated group of *VCU Alumni* and not from the University, and shall be coordinated with Development and Alumni Communications. Constituent Organizations are subject to the same guidelines, regulations and tax laws that apply to *VCU Alumni*.

- Section 2. The *VCU Alumni* Board of Governors shall have the authority, responsibility, and accountability to organize, charter, monitor, support and regulate alumni constituent organizations in accordance with University and *VCU Alumni* policies.
- Section 3. The process for formation and recognition of alumni constituent organizations shall be authorized by the *VCU Alumni* Board of Governors and executed by staff of the VCU Office of Alumni Relations. The chapter chartering process shall be reviewed by UALC and presented to the Board of Governors on an annual basis. *VCU Alumni* encourages the formation of three types of alumni constituent organizations as listed below:
- A. Academic - an academic constituent organization 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 *VCU Alumni*.
 - B. Geographic - a geographic constituent organization is comprised of a group of graduates, former students, and friends of Virginia Commonwealth University who are located in a geographic area.
 - C. Shared Interest - a shared interest constituent organization 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 *VCU Alumni*.
- Section 4. *VCU Alumni* shall establish guidelines by which Constituent Organizations shall operate, and compliance with such guidelines, with the charter, policies and procedures of *VCU Alumni* and with the policies of the University is a requirement of recognition as a Constituent organization.
- Section 5. Alumni Constituent Organizations are prohibited from charging their own dues.
- Section 6. Eminent Alumni Constituent Organizations --The Medical College of Virginia Alumni Association of Virginia Commonwealth University Alumni is

recognized and specially chartered by *VCU Alumni* as an Eminent Alumni Constituent Organization.

Section 7. No Constituent Organization may be formed for commercial or political purposes, and their mailing lists cannot be used for any purpose other than for official business furthering the missions of the University and *VCU Alumni*.

ARTICLE VIII. FINANCES

Section 1. The financial affairs of *VCU Alumni* shall be administered in accordance with *VCU Alumni*'s Articles of Incorporation and Bylaws and University policies and procedures.

Section 2. The fiscal year of the *VCU Alumni* shall commence on July 1 of each calendar year.

Section 3. The Board of Governors may authorize the *VCU Alumni* President to enter into any contract or execute any instrument in the name of, and on behalf of, the Board of Governors, and such authority may be general or limited to specific instances. The President shall follow applicable University policies and procedures to sign and countersign all contracts and other instruments of *VCU Alumni*. The President may delegate signatory authority to the Associate Vice President of Alumni Relations for contracts that represent approved budget expenditures or designate an Officer of the Board of Governors to act in his or her stead. No Officer, agent, or employee shall have any power or authority to bind or obligate the Board of Governors by any commitment, contract, or engagement, or to pledge its credits to render it liable for any purpose or in any amount unless duly authorized by the Board of Governors.

Section 4. Members of the VCU Alumni Board of Governors are expected to provide financial support to VCU Alumni under policies adopted by the Board of Governors.

Section 5. These Bylaws are in all respects subordinate to, and shall be controlled by, applicable provisions of the corporate laws (profit or non-profit) of the Commonwealth, other applicable laws, and the Articles of Incorporation of the *VCU Alumni*. Except as the Bylaws may be inconsistent with such laws and

Articles, they shall regulate the conduct of the business and affairs of **VCU Alumni** with respect to all matters to which they relate.

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 University Alumni Leadership Council (UALC), the Board of Governors may amend these Bylaws.
- Section 2. Recommendations from active members for amendments to these Bylaws must be presented via written or electronic notice to the SECRETARY and forwarded to the UALC. The UALC may reject the recommendations or may amend them or approve them and forward them to the Board of Governors via written or electronic notice at least thirty (30) days before the meeting at which they are to be considered.
- Section 3. The Board of Governors may either approve or reject amendments by a majority vote of the entire Board.
- Section 4. These Bylaws shall become effective upon the day of adoption by the **VCU Alumni** Board of Governors.

Established June 6, 2013 by VCU Alumni Board of Governors.

Revised by VCU Alumni Board of Governors:

May 19, 2018

October 20, 2018

January, 12, 2019