

CONSTITUTION OF THE UNIVERSITY OF SOUTH ALABAMA NATIONAL ALUMNI ASSOCIATION

Preamble

IN RECOGNITION OF OUR RELATIONSHIPS WITH AND CONTINUED INTEREST IN THE UNIVERSITY OF SOUTH ALABAMA, WE THEREFORE ESTABLISH THIS CONSTITUTION AND ORGANIZATION OF THE ALUMNI OF THE UNIVERSITY OF SOUTH ALABAMA.

ARTICLE I. NAME, PLACE OF OPERATION AND MISSION

Section A. NAME

The name of this organization is and shall be known as The University of South Alabama National Alumni Association, and it shall serve as the only governing body which may authorize the establishment of local chapters and constituent societies of this Association. The University of South Alabama may be herein referred to as the University, and the University of South Alabama Alumni Association may be herein referred to as the Association or the Alumni Association.

Section B. PLACE OF OPERATION

The Associations principal office shall be headquartered in the City of Mobile, Mobile County, State of Alabama, United States of America.

Section C. MISSION OF THE ASSOCIATION

The mission of the Association is to support and positively influence the goals of the University through an active relationship with the University, its alumni, students and friends.

The vision of the Association is to provide comprehensive programs, services and resources to benefit the University, its alumni, students and friends.

Section D. BYLAWS

This Constitution shall constitute and be considered the Bylaws of the Association.

ARTICLE II. MEMBERSHIP

Section A. CATEGORIES OF MEMBERSHIP, RIGHTS AND PRIVILEGES

There shall be three (3) categories of membership within the Association: (1) alumni; (2) associate; and (3) honorary. The rights and privileges attendant to each category of membership shall be established by resolution of the Associations Board of Directors and may be changed from time to time as determined by the Associations Board of Directors, except as provided herein.

Section B. ALUMNI MEMBERSHIP

Any person who: (1) has received an academic or honorary degree from the University, (2) was an enrolled student at the University and successfully completed not less than 36 quarter hours or 26 semester hours of academic work at the University, or (3) received certification for completion of a non-degree academic or professional program offered by the University, shall be eligible to be an alumnus member of the Association. Undergraduate students while enrolled in The University shall not be eligible for membership.

Alumni members in good standing shall be eligible to vote on all of the Associations business affairs, except as provided herein and shall be eligible to serve as officers and/or members of the Board of Directors of the Association.

Any person who: (1) is not an undergraduate student currently enrolled in the University, (2) is not a graduate of the University, shall be eligible to be an associate member of the Association.

Section C. ASSOCIATE MEMBERS

Any person who: (1) is not an undergraduate student currently enrolled in the University, (2) is not a graduate of the University, shall be eligible to be an associate member of the Association.

Associate member shall not be eligible to serve as a member of the Associations Board of Directors, an officer of the Association, a member of any committee of the Association, or as an officer, of an approved chapter or society of the Association. Associate members may not vote on the Associations business affairs.

Section D. HONORARY MEMBERSHIP

Any person who: (1) is not otherwise eligible to be Alumni Association member and is not a currently enrolled student shall be eligible to be an honorary member of the Association. Such person must be nominated by two (2) or more alumni members in good standing as approved by two-thirds (2/3s) of the members of the Associations Board of Directors. Upon approval of any honorary membership, the President shall arrange for appropriate publicity, presentation of a certificate and recognition of such honorary member. Honorary members: (1) shall not be required to be a member in good standing of the Association; (2) shall not be entitled to vote on the Associations business affairs; (3) shall not be eligible to serve as an officer or member of the

Associations Board of Directors; (4) may serve as a member of any committee of the Association, or as a committee member of a local chapter affiliated with the Association; and (5) may participate in the Associations activities in their discretion.

Section E. MEMBERSHIP IN GOOD STANDING

An alumnus or associate member of the Association shall be a member in good standing if he is a then-current dues paying member of the Association and is current on all financial obligations owed to the Association.

ARTICLE III. ANNUAL MEETING

Section A. TIME AND PLACE OF MEETING

An annual meeting of the members of the Association shall be held each year on a day during the month of September, to be selected by the Board of Directors. Such meeting shall be held within the State of Alabama and within 75 miles of the City of Mobile, Alabama.

Section B. NOTICE OF MEETING

Written or printed notice stating the place, day, and hour of the Annual Meeting shall be given to all members in good standing at their last known address. If by publication, such notice shall be published not less than thirty (30) days and not more than sixty (60) days before the meeting in a newspaper of general circulation in Mobile County, Alabama. If by mail, facsimile or Internet e-mail, such notice shall be mailed or transmitted by facsimile or Internet e-mail to all members in good standing at their last known address not less than thirty (30) days before the meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the member at his address as last known, with postage thereon prepaid. The notice shall specifically advise of any proposed change to the Associations Articles of Incorporation or Constitution or any proposal for the Association to purchase, lease or sell real property.

Section C. QUORUM AND VOTING

Alumni members in good standing who are entitled to vote and are present in person at the Annual Meeting shall constitute a quorum at the Annual Meeting for the transaction of business except as otherwise provided by statute, by the Articles of Incorporation or by this Constitution. When a quorum is present, the majority of the members shall decide any question brought before the Annual Meeting. No cumulative voting shall be permitted.

Section D. NOMINATION OF OFFICERS AND DIRECTORS

At the Annual Meeting the report of the Nominations Committee shall be given at the appropriate time. The nomination report regarding directors shall be presented first. The report

of the Nominations Committee shall not be required to be seconded at the Annual Meeting. After said report has been given, additional nominations for directors may be made by any alumnus member in good standing who is in attendance at the Annual Meeting. Such additional nomination(s) must be seconded by an alumnus member in good standing and in attendance at the Annual Meeting. The presiding officer shall extend to each nominee or the nominating alumnus member the privilege of making a statement regarding the qualifications of the nominee for the position. Following the election of directors, the nominations report regarding officers shall be presented. After said report has been given, additional nominations for officers may be made by any alumnus member in good standing who is in attendance at the Annual Meeting. Such additional nomination(s) must be seconded by an alumnus member in good standing and in attendance at the Annual Meeting. The presiding officer shall extend to each nominee or the nominating alumnus member the privilege of making a statement regarding the qualifications of the nominee for the position.

Section E. ELECTION OF DIRECTORS AND OFFICERS

Officers and directors shall be elected by plurality vote. Secret written ballots shall be utilized during all contested elections. Cumulative voting shall not be permitted.

Section F. SPECIAL MEETINGS

Special meetings of the members, for any purpose or purposes, may be called by the President, the Board of Directors or the Executive Director. The notice requirements regarding annual meetings shall apply to special meetings and the purpose of the special meeting must be stated in the notice. Business transacted at a special meeting shall be confined to the purpose(s) stated in the notice of the meeting.

Section G. ORDER OF BUSINESS AT MEETINGS OF MEMBERS

The order of business at the Annual Meeting shall be as follows:

1. Call to Order
2. Proof of Due Notice of Meeting
3. Determination of Quorum
4. Consideration and Approval of Minutes of Previous Meeting(s)
5. Reports of Officers and Committees
6. Unfinished Business
7. New Business
8. Report of Nominations Committee - Nomination of Directors
9. Election of Directors
10. Report of Nominations Committee - Nomination of Officers
11. Election of Officers
12. Other Business

13. Adjournment

ARTICLE IV. MANAGEMENT AND BUSINESS OPERATIONS**Section A. MANAGEMENT**

The management of the Association is vested in the Associations Board of Directors, with the Associations ongoing business operations being conducted by the Associations Executive Director and other authorized employees, as specified by the Associations Board of Directors in coordination with the Associations officers.

Section B. MEMBERSHIP DUES

By resolution, the Board of Directors shall establish the amount of membership dues for the different categories of membership in the Association and the rights and privileges appertaining to each category of membership in the Association, as long as the same do not conflict with the provisions stated herein.

Section C. COMPOSITION OF BOARD OF DIRECTORS

The Board of Directors shall be composed of not less than 16 alumni in good standing, and the Associations Executive Director. The immediate past president of the Association and the current president of the student ambassador group, "The Southerners," shall serve as *ex officio* members of the Board of Directors. All directors must remain members in good standing during their respective terms of office. With the exception of the Executive Director, members of the Board of Directors shall serve in three (3) classes. The terms of each director class shall end at the same time. Effort shall be made to have the same number of directors in each class.

Section D. DIRECTORS TERMS OF OFFICE

Members of the Board of Directors may serve a three (3) year term of office. Members of the Board of Directors may serve no more than two (2) consecutive full terms of office. A one year extension will be granted to anyone elected to serve as an officer in their last year of service. The Associations Board of Directors shall determine how to apportion membership of the Board of Directors into the specified classes in order to implement this provision. The provisions of this section shall not apply to the Executive Director.

Section E. REMOVAL AND DEEMED RESIGNATION

Any member of the Board of Directors may be removed either for or without cause at any special or Annual Meeting of members, by the affirmative vote of two-thirds (2/3s) of the members present and eligible to vote. Notice of the intention to act upon such matter shall be given in the notice calling such meeting. Members of the Board of Directors are required to attend a

minimum of two meetings per year. Directors who live more than 250 miles away from the University are required to attend a minimum of one (1) meeting per year, and participate in one (1) meeting per year via conference/video call. A Director who has not met the respective minimum attendance requirements shall be deemed to have resigned.

Section F. VACANCIES ON BOARD OF DIRECTORS BETWEEN ANNUAL MEETINGS

Any vacancy occurring in the Board of Directors (by death, resignation, removal or otherwise) may be filled by an affirmative vote of a majority of the remaining members of the Board of Directors. Said replacement director shall be a member of the class of directors in which his predecessor served and shall serve the unexpired term of his predecessor in office.

Section G. MEETINGS

The Board of Directors shall meet at least four (4) times annually. The President shall call such other meetings as may be determined necessary and appropriate. The times and places of meetings shall be determined by the President. Special meetings shall be held upon the request of three (3) or more directors or the Executive Director. Directors shall be notified by United States mail, telephone, facsimile and/or Internet e-mail at least one (1) week prior to any meeting.

Section H. CONDUCT OF MEETINGS

Business at any meeting of the Board of Directors shall be conducted as follows:

1. Call to Order
2. Consideration of Minutes of Previous Meeting(s)
3. Reports of Officers
4. Report of Executive Director
5. Report(s) of University Officials
6. Reports of Committees
7. Old - Unfinished Business
8. New Business
9. Adjournment

The order of business may be suspended by a two-thirds (2/3s) vote of those present at the meeting

Section I. OFFICERS

Part 1. Number, Qualification, Election, Term

The Association shall have the following officers: a President, a Vice President, a Secretary-Treasurer and an Executive Director. All officers must be members of the Board of Directors. Officers shall be elected by alumni members in good standing eligible to vote at the Annual Meeting. Unless otherwise specified by the Board of Directors at the time of election or appointment, or in any employment contract approved by the Board of Directors, each officers and agents term shall end at the first meeting of the Board of Directors following the Annual Meeting of the members. Officers shall serve until the end of their term or the qualification of their successor, if earlier, his death, resignation, or removal. Persons may serve only one (1) term in each office except where he is completing an unexpired term, where in such instance he is eligible to also serve one (1) full term. Any vacancy occurring in any office, for any reason, may be filled by the Board of Directors. The provisions of this section shall not apply to the Executive Director.

Part 2. Removal

Any officer elected or appointed by the Board of Directors may be removed by a two-thirds (2/3s) vote of the Board of Directors whenever in its judgment the best interests of the Association will be served thereby.

Part 3. Authority

Officers shall have such authority and perform such duties in the management of the Association as are provided herein or as may be determined by resolution of the Board of Directors not inconsistent with this Constitution.

Part 4. President

The President shall be the chief executive officer of the Association; he shall preside at all meetings of the members of the Board of Directors, shall have general and active management of the business and affairs of the Association, shall see that all orders and resolutions of the Board of Directors are carried into effect, shall appoint all committee chairpersons (except as provided herein) and committee members, and shall be the chief public spokesperson for the Association. The President shall be the chairperson of the Nominations Committee and an *ex officio* member of all committees. The President shall perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe.

Part 5. Vice President

The Vice President shall, in the absence or disability of the President, perform the duties and have the authority and exercise the powers of the President. The Vice President shall serve as chairperson of the Membership Committee and shall be responsible for procuring committee reports prior to the meetings of the Board of Directors. The Vice President shall perform such

other duties and have such other authority and powers as the Board of Directors may from time to time prescribe or as the President may from time to time delegate.

Part 6. Secretary-Treasurer

The Secretary-Treasurer or Secretary-Treasurer's designee shall attend all meetings of the members of the Board of Directors and record all votes, actions and prepare and maintain minutes of all proceedings in a book to be kept for that purpose. The Secretary-Treasurer shall give, or cause to be given, notice of all meetings of the members and the Board of Directors; shall keep and maintain the seal of the Association and when authorized, affix it to any instrument. When so affixed, it shall be attested by his signature or the signature of another officer. The Secretary-Treasurer shall **oversee** the Associations funds and securities **to ensure:** (a) full and accurate accounts of receipts and disbursements of the Association and deposit of all monies and other valuables in the name and to the credit of the Association in depositories designated by the Board of Directors, (b) **disbursement of** the funds of the Association as ordered by the Board of Directors, **preparation of** financial statements as the Board of Directors may require, (c) and serve as chairperson of the Associations Finance Committee. The Secretary-Treasurer shall perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe or as the President may from time to time delegate.

Part 7. Executive Director

The Executive Director shall be the chief operating officer of the Association. The Executive Director shall perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe or as the President may from time to time delegate. The Executive Director, or his designee, shall be an *ex-officio* member of all committees.

Section J. COMMITTEES

The standing committees of the Association shall be: (1) the Executive Committee; (2) the Finance and Audit Committee; (3) the Membership and Marketing Committee; (4) the Programs, Awards and **Scholarship** Committee **and** ; (5) the Nominations Committee. The Board of Directors may establish, from time to time, such other committees as it deems appropriate and in the best interest of the Association.

Part 1. Executive Committee

The Executive Committee shall consist of the officers of the Association, the Executive Director, and the immediate past president of the Association. The Executive Committee shall have and may exercise all of the authority of the Board of Directors in the management of the business and affairs of the Association, including authority over the use of the corporate seal, unless the Board of Directors shall specifically provide otherwise by resolution. The Executive Committee shall

not have the authority of the Board of Directors in reference to: (a) amending the Articles of Incorporation; (b) filling vacancies in or removing members of the Board of Directors or of any committee appointed by the Board of Directors; or (c) altering or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amendable or repealable. The Executive Committee shall keep minutes of its proceedings and report the same to the Board of Directors. The minutes of the proceedings of the Executive Committee shall be placed in the minute book of the Association.

Part 2. Finance and Audit Committee

The Finance **and Audit** Committee shall be responsible for: (a) preparation of the Associations annual budget; (b) review and recommendation to the Board of Directors and/or Executive Committee with regard to any request received from a third party for an expenditure of the Associations funds; and (c) review and recommendation to the Board of Directors and the Executive Committee of fund-raising **programs** to be sponsored by the Association.

Part 3. Membership Committee

The Membership Committee shall be responsible for making recommendations to the Board of Directors and the Executive Committee of events that are designed to promote the membership of the Association and assisting in the planning and implementation of such events.

Part 4. Programs, Awards, Scholarships and Chapter Development Committee

The Programs, Awards, Scholarship and Chapter Development Committee shall be responsible for the recommendation of programs, awards and scholarship creation, monitor budgets and policy. The Committee shall be responsible for making recommendations to the Board of Directors and Executive Committee regarding recipients of scholarships offered by the Association from time to time. They shall review each program annually, present status update and make recommendations for any changes.

Part 5. Nominations Committee

The Nominations Committee shall consist of: (1) the President and Vice President of the Association; (2) one (1) member of the Board of Directors who is not an officer, chosen by the President; (3) the Executive Director; (4) the President of the University or his designee; and (5) **two (2)** past presidents of the Association as chosen from time to time by the President of the Association. The Nominations Committee shall determine by majority and secret vote, the names of nominees for the Board of Directors and Officers to present to the members at the Annual Meeting or to the Board of Directors should a vacancy in the Board of Directors or officer position occur between Annual Meetings of the members of the Association.

Section K. AUDIT OF FINANCIAL BOOKS AND RECORDS

The Association, at its expense, shall be permitted to cause the annual audit of the financial books and records of the Association to protect and insure the interest, integrity and reputation of the Association. The Secretary-Treasurer shall fully and promptly cooperate with any such examination and/or audit.

Section L. CHECKS AND NOTES

All checks or demands for money and notes of the Association shall be signed by **the Executive Director except in the case of demands greater than \$5,000 which requires the signature** of any two (2) of the Secretary-Treasurer, the President or the Executive Director.

Section M. QUORUM AND VOTING

At any meeting of the Board of Directors, or committee, fifty (50%) percent plus one (1) member of those members entitled to vote at such meeting shall constitute a quorum for the purposes of transacting business. When a quorum is present at a meeting, the vote of the majority of the members shall decide any question brought before the meeting. The members present at a duly constituted meeting may continue to transact business until adjournment, despite the withdrawal of enough members to leave less than a quorum. No cumulative voting shall be permitted.

Section N. TELEPHONE AND SIMILAR MEETINGS

The Officers, Board of Directors, and committee members may participate in and conduct meetings by means of conference telephone or similar communication equipment by means of which all persons participating in the meeting can hear each other. Participation in such a meeting shall constitute presence in person at the meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting was not lawfully called or convened.

Section O. ACTION WITHOUT MEETING

Any action required to be taken at a meeting of Officers, Board of Directors or committee members, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members entitled to vote with respect to the subject matter thereof and such consent shall have the same force and effect as an unanimous vote of the members. The signed consent, or signed copy, shall be placed in the minute book.

ARTICLE V. CHAPTERS AND DIVISIONS

Section A. LOCAL CHAPTERS

Part 1. Formation of Local Chapter

Local chapters may be organized by ten (10) or more persons eligible for accordance with this Constitution and the requirements of the Associations Board of Directors. Any such local chapter(s) must obtain approval and recognition of the Association, through the Associations Board of Directors. Any constitution of a local chapter shall not be inconsistent with the objectives, principles and requirements of this Constitution.

Part 2. Operation of Local Chapter

Local chapters may set minimum levels of contribution to the local chapter for the general maintenance of the local chapter. Expenditures of a local chapter shall be consistent with the objectives and principles of the Association. Each local chapter shall adopt a chapter name, which shall include the name of the geographic area it is organized to serve and the local chapter shall be known as the _____ Chapter, The University of South Alabama Alumni Association. No special voting privileges shall be granted to local chapters, but local chapters may make recommendations to the Association and the Associations Board of Directors.

Part 3. Suspension and Termination of Local Chapter Charter

A local chapters charter may be suspended or terminated by a two-thirds (2/3) vote of the Associations Board of Directors if a local chapter fails to adhere to the provisions of this Constitution, or directives of the Associations Board of Directors.

Section B. CONSTITUENT SOCIETIES

Alumni who are interested in creating an alumni group organized around a specific University academic discipline (e.g. college or department) or organized around a specific profession may petition the Board of Directors to be recognized as a constituent society. The requirements regarding the formation and operation of a constituent society are the same as the requirements for the formation and operation of a local chapter. A constituent society may be suspended or terminated in the same manner as a local chapter.

ARTICLE VI. MISCELLANEOUS MATTERS

Section A. WAIVER

Whenever, by statute, the Articles of Incorporation or this Constitution, notice is required to be given to a member, director, committee member, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated in such notice, shall be equivalent to the giving of such notice. Attendance at a meeting shall constitute a waiver of notice of such meeting, except where a person attends for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

Section B. FISCAL YEAR

The fiscal year of the Association shall be fixed by resolution of the Board of Directors and may be amended, as deemed appropriate and in the Associations best interests.

Section C. INDEMNIFICATION

The Association shall indemnify and hold harmless, any person who is or was a director, officer, agent or employee of the Association, in the case of a suit, action or proceeding (whether civil, criminal, administrative or investigative), other than a suit by or in the right of the Association, by reason of said person holding or having held such a position. Notwithstanding the aforesaid, such a person shall be indemnified and held harmless only if: (a) he is successful on the merits or otherwise, or (b) he acted in good faith in the transaction which is the subject of the suit, and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Association and, with respect to any criminal action or proceeding, he had no reason to believe his conduct was unlawful. The termination of a suit by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that said person did not act in good faith or in a manner reasonably believed to be in, or not opposed to, the best interests of the Association.

Section D. PROCEDURES AT MEETINGS

The Websters New World edition of *Roberts Rules of Order Simplified And Applied*, shall govern the procedure at all meetings, provided such rules are not in conflict with the Articles of Incorporation or this Constitution, in which case the Articles of Incorporation and/or Constitution shall prevail.

ARTICLE VII. AMENDMENTS

This Constitution may be amended or altered by the Board of Directors adopting a resolution setting forth the proposed amendment and directing that it be submitted to a vote at a meeting of members having voting rights, which may be at either an annual or special meeting. Notice of the proposed amendment or a summary of the changes to be effected thereby shall be given to each member entitled to vote at such meeting within the time and in the manner provided in the Constitution. The proposed amendment shall be adopted upon receiving at least two-thirds (2/3s) of the votes entitled to be cast by members present at such meeting.

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