



KENNESAW STATE UNIVERSITY ALUMNI ASSOCIATION, INC.

BYLAWS

July 1, 2018

ARTICLE I. NAME, LOCATION AND LIMITATIONS.

Section 1. NAME.

The name of this organization shall be the **KENNESAW STATE UNIVERSITY ALUMNI ASSOCIATION, INC.**, hereinafter referred to as the Association. Kennesaw State University shall be hereinafter referred to as “KSU”.

Section 2. LOCATION.

The principal office and place of business is at the Kennesaw Campus of Kennesaw State University, Cobb County, Georgia.

Section 3. LIMITATIONS.

The Association has been incorporated by the Superior Court of Cobb County, Georgia. It is not organized for profit and shall have no stockholders. The Association is organized and operated exclusively for charitable and educational purposes within the meanings of Section 501 (c) (3) and Section 170 (c) (2) (b) of the Internal Revenue Service Code or the corresponding provisions of any future United States Internal Revenue Law. No part of net earnings shall be to the benefit of or be distributable to its Directors or Officers, other private individuals, or Associations organized and operating for a profit, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of those purposes as herein above stated. No substantial part of the activities of the Association shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Association shall not participate or intervene in, including the publishing or distributing statements, any political campaign on behalf of or in opposition to any candidate for public office.

Section 4. FISCAL YEAR.

The fiscal year of the Association is July 1 through June 30, inclusive, unless otherwise defined. All annual financial statements shall be made accordingly.

ARTICLE II. PURPOSE AND OBJECTIVES.

Section 1.

The Association is organized to promote the cause of higher education in the State of Georgia; to promote, aid and encourage the aims and objectives of KSU by organizing the entire body of graduates and former students of Kennesaw Junior College, Kennesaw College, Kennesaw State College, Southern Technical Institute, Southern College of Technology and Southern Polytechnic State University to promote their interest in, encouragement and support of said university by administering its funds for the educational purposes of KSU, provided that no substantial part of the activities of this Association be operated for any purpose other than the furtherance and promotion of education in the State of Georgia, and shall not engage in carrying on propaganda or otherwise attempting to influence legislation.

Section 2. Mission Statement

The KSUAA strives to:

- Build positive, long-term relationships among KSU alumni, the University and community;
- Provide value-added services to KSU alumni through networking opportunities, affiliation programs, and KSU-wide events;
- And support the long-term objectives of the University through fundraising, fostering community support, and advocating for KSU.

ARTICLE III. ACTIVE ALUMNI AND VOTING PRIVILEGES.

Section 1. Active participation within this Association shall be defined by the following:

1.1 Annual Financial Contribution of \$250 or more to any program or department at Kennesaw State University and;

1.2 Regular Participation in Association, University and KSU Sponsored Events and;

1.3 Graduation from Kennesaw State University, its predecessors (Kennesaw Junior College, Kennesaw College, Kennesaw State College, Southern Technical Institute, Southern College of Technology and Southern Polytechnic State University) or their successors.

Section 2. Only those persons classified as Active Alumni shall be entitled to voting privileges and to hold office in this Association except as otherwise provided for in these Bylaws.

Section 3. Kennesaw State University, through its designees, shall maintain an official record in a database or other reliable format listing all degree holders and tracking annual giving.

ARTICLE IV. OFFICERS, ELECTIONS, AND TERMS OF OFFICE.

Section 1. The officers of this Association shall be the President, Vice-President, Secretary, Treasurer, the immediate past President, and the KSU Executive Director of Alumni Affairs, ex officio (non-voting).

Section 2. Only persons who are active alumni board members for a minimum of one (1) year prior to the election in which they are nominated shall be eligible for election as Officers of this Association. This requirement shall not apply to the Office of Executive Director of Alumni Affairs and other ex officio members as provided for in these bylaws.

Section 3. ELECTIONS AND TERMS OF OFFICERS.

- 3.1 The Association shall hold its election of Officers at the last regular meeting prior to the end of its Fiscal year during even-numbered years. Successfully elected candidates shall take office on the first day of the Fiscal year following their election and expire on the last day of the Fiscal year of their last term year. Officer positions vacated prior to the end of the Officer's term may be filled by election at any official meeting of the Association and upon a recommendation as outlined in Article IV, Section 3, 3.2. Officers filling a vacancy will fill the remainder of the term and be eligible for future offices as provided for throughout Article IV.
- 3.2 The Association President, in consultation with the KSUAA Executive Committee, Director of Alumni Affairs and the University's Vice President for Advancement shall present a recommended slate of Officers to the full Board of Directors for a vote. The Director of Alumni Affairs shall cause the recommended slate to be published in available media assets targeted to inform the highest number of KSU alumni. No individual nominations for Officer positions may be taken from the floor, only a full slate of candidates for each Officer position may be considered.
- 3.3 Once all nominations from the floor have been made, a written ballot will be cast by each member of the Board of Directors eligible to vote. Said ballots will be tallied by the President and two members of the Board of Directors designated by the President. Nominees must receive fifty percent (50%) plus one (1) of the vote to be elected. Failure of a slate to obtain fifty percent (50%) plus one (1) of the vote will result in a run-off vote between the two highest vote receiving slates. No one on a slate may be responsible for counting votes.
- 3.4 The Officers of this Association, with the exception of the Director of Alumni Affairs, shall serve for a term of two years.

- 3.5 Officers shall be elected every two years by the Association Board of Directors. Prior experience on the Board as an At Large Director is a prerequisite to assuming these positions.
- 3.6 No Officer shall be eligible to succeed himself/herself, but may be eligible for election as a Director At Large or for another Officer's position.
- 3.7 The Director of Alumni Affairs' terms of employment shall be determined by Kennesaw State University in consultation with the Executive Committee of the KSUAA.
- 3.8 The resignation of elected Directors or Officers shall be made in writing to the Director of Alumni Affairs and the President of the Association and such resignation shall become effective when received and accepted by the President.

Section 4. REMOVAL OF OFFICERS AND DIRECTORS-AT-LARGE.

- 4.1 A member or officer of the Board of Directors may be removed for cause from the Board by a two-thirds vote of the Board of Directors.

Section 5. CONFLICT OF INTEREST.

- 5.1 Any member of the Board of Directors who has a direct or indirect financial or other such interest in any business or transaction involving the KSUAA or other members of the Board shall disclose such interest to the Board. Any such director shall be excluded from voting upon the subject matter of the conflict of interest. Board members with direct or indirect financial interest in any business or transaction involving the KSUAA or other Board members may not hold officer positions within the KSUAA for ethical and legal reasons.

ARTICLE V. BOARD OF DIRECTORS.

Section 1. The government of the Association shall be vested in a Board of Directors, which shall consist of the following members:

- a) The President
- b) The Vice President
- c) The Treasurer
- d) The Secretary
- e) The Immediate Past President of the KSU Alumni Association
- f) A Director appointed by the President of Kennesaw State University to serve as the President's designee
- g) The KSU Executive Director of Alumni Affairs, ex officio (Non-voting) and;
- h) At least Twenty One (21) duly elected Directors-At-Large.

Section 2. Only persons who have made their alumni gift prior to their application for membership to the Board shall be eligible for election as Directors-At-Large unless specifically exempted from this requirement by a majority vote of the Board of Directors.

Section 3. Twenty-one to Twenty-seven Directors shall be elected for a period of three years and whose term shall begin on the first day of the Fiscal year following their election and expire on the last day of the Fiscal year of their last term year. A Director may be elected for a second consecutive three-year term. No Director who has served two (2) full consecutive terms shall be nominated to succeed himself/herself as an elected Director, but may be nominated as an Officer of the Association after a one year grace period. The term of the ex-officio director and the KSU President's designee shall extend so long as that person holds their position with KSU, or their designation by the KSU President. A proposed slate of At-Large Directors will be presented by a Nominating Committee formed by the President for that purpose. However, both members of the Board of Directors and active alumni may propose nominees for the position of Director-At-Large. Once all nominations from the floor have been made, a written ballot will be cast by each member of the Board of Directors and active alumni present at the meeting who are eligible to vote. Said ballots will be tallied by the President and two members of the Board of Directors designated by the President. Those nominees receiving the greatest number of votes will fill the vacant positions.

Section 4. Any vacancy occurring in the Board of Directors shall be filled by a majority vote of the Board of Directors present at a meeting upon a nomination by the President. The term of At-Large Directors so elected will correspond to the original term of the vacated position.

Section 5. At-Large Directors may be removed as outlined in Article IV, Section 4.1.

Section 6. The Board of Directors shall hold four meetings annually unless the Board shall determine to meet more frequently. The Board may be called into special session at the discretion of the President, or by a majority of the members of the Board, upon five (5) business days' notice with the agenda provided to all members of the said Board.

Section 7. A quorum is required for the Board of Directors to pass motions or otherwise conduct business. However, the Board of Directors may meet and discuss business without a quorum but may not vote or pass a binding motion other than to adjourn. Fifty (50) percent plus one (1) of the currently filled positions on the Board of Directors, to include at least three (3) Officers of the Association, is required to maintain a quorum.

Section 8. Board members may attend either in person or by proxy. A proxy may be given only to another voting member of the board of directors by electronic submission. No member may hold or vote more than two (2) proxies and no proxies shall be directed to or voted by the President.

Section 9. Directors who have served the Association with distinction may be appointed directors *emeriti*. *Emeriti* directors may be accepted as non-voting members to the Board via a Executive Committee recommendation that receives the full vote of the Board.

ARTICLE VI. EXECUTIVE COMMITTEE.

Section 1. The Executive Committee shall consist of all the Officers of the Association and the Director serving as the designee of the President of Kennesaw State University.

Section 2. The Executive Committee shall:

- (a) Act on behalf of the Directors between its business meetings.
- (b) Fix the hour and place of meetings.
- (c) Make recommendations to the Board of Directors for their consideration.
- (d) Be responsible for all fiduciary, budgetary and financial matters of the Association.

Section 3. The President or the Director of Alumni Affairs may call a meeting of the Executive Committee to consider any matters of importance to the Association.

Section 4. Three (3) members of the Executive Committee shall constitute a quorum.

ARTICLE VII. DUTIES OF OFFICERS.

Section 1. PRESIDENT. The President shall be the chief executive officer of the Association and shall have general and active management of the operation of the Association. Additionally they shall be responsible for the administration of the Association, including general supervision of the policies of the Association and general and active management of the financial affairs of the Association. The President shall preside at all meetings of this Association, the Board of Directors, and the Executive Committee. The President shall appoint members of such committees as are necessary along with their chairs and shall be an ex-officio member of all committees. The President shall serve as the official representative of the Alumni Association at all University and Alumni related events. The President shall execute, in the name and on behalf of the Association, all contracts, as well as all documents relating to the Association's dealings with the Kennesaw State University Foundation, Inc. The President shall also serve as the Board representative at KSU Foundation meetings. They shall perform other such duties as may be provided by these Bylaws and by the resolutions of this Association.

Section 2. VICE PRESIDENT The Vice President shall assume the duties of the President in his/her temporary absence and will serve as Parliamentarian at all meetings of the Association. The Vice President shall serve as the official liaison to the local and regional chapters of the Association and any affiliate groups the Association may approve. The Vice President shall sit as a member of Budget and Finance Committee. Additionally, the Vice President shall perform other such duties as may be assigned by the President.

Section 3. TREASURER. The Treasurer, in concert with the President and Director of Alumni Affairs, shall oversee all banking and financial records of this Association and financial reports as may be required by the laws of the land or the Association and recommend internal controls to the Board of Directors. Copies of the financial reports shall become part of the Association's minutes. The Treasurer, if not chairing or otherwise serving, shall be an ex-officio member of any committee established for budgetary or financial purposes. The Treasurer shall serve as the Chair of the Budget and Finance Committee. Additionally, the Treasurer shall perform other such duties as may be assigned by the President.

Section 4. SECRETARY. The Secretary shall be responsible for arranging the documentation of the proceedings of all meetings of the Association, arrange notices of all meetings, prepare the agenda and minutes and shall file copies of the minutes with the Director of Alumni Affairs and shall ensure that the Director of Alumni Affairs or their appointee receives copies of all meeting notices. Additionally, the Secretary shall perform other such duties as may be assigned by the President.

Section 5. IMMEDIATE PAST PRESIDENT OF KSUAA. The Immediate Past President provides guidance and counsel to the current President, may submit a written report to Board members at regular meetings of the Board on significant activities, and votes as a member of the Board of Directors.

Section 6. EXECUTIVE DIRECTOR OF ALUMNI AFFAIRS. The Executive Director of Alumni Affairs, a KSU employee, shall be responsible for carrying out and managing the day-to-day business activities of the Association. He or she shall act as a liaison between the Association and KSU; shall see that copies of notices of all meetings and meeting minutes of the Board of Directors, Association, and Executive Committee are kept on file in the Office of Alumni Affairs; shall maintain accurate records of all funds received and disbursed by the Association and shall see that all monies received are deposited in such financial institutions as the Board may designate. He or she shall perform such other duties as generally pertain to the office of Director of Alumni Affairs or that may be required by the Board of Directors. The Executive Director shall be a non-voting member.

ARTICLE VIII. DUTIES OF DIRECTORS- AT-LARGE.

Section 1. Prepares for, attends, and participates in all Board meetings during a three-year term.

Section 2. Participates in and provides leadership for all committees and other Association functions.

Section 3. Assists in Association planning and decision-making, including policy development and implementation.

Section 4. Assists the Executive Director of Alumni Affairs, Association Officers, and other Association members in the development of programs, conferences, and other activities.

Section 5. Assists in Association recruitment and retention efforts.

Section 6. Assists in the development and implementation of association and program standards, and is able to communicate those standards effectively to all constituencies.

Section 7. Elects the Association Officers and participates in the election of Directors as prescribed in the Bylaws.

Section 8. Assists in identifying and encouraging alumni to apply for Association leadership positions.

Section 9. Assumes other duties and responsibilities as necessary.

ARTICLE IX. COMMITTEES.

Section 1. Standing Committees

- 1.1 **Executive Committee.** The Executive Committee shall be composed of the Association's Officers. It shall have all of the powers of the Board when the Board is not in session. The Committee shall ensure the implementation of approved Association programs and policies, and take such action between Association meetings as which will insure the integrity of the Association.
- 1.2 **Scholarship Committee.** The Alumni Scholarship Committee shall set scholarship amounts and other requirements to obtain scholarships.
- 1.3 **Governance Committee.** The Alumni Governance Committee is necessary to handle issues related to bylaws, agreements with other entities, elections and key documents that pertain to the governing of the KSUAA.
- 1.4 **Finance Committee.** The Alumni Finance Committee has the responsibility of presenting a budget for approval for the full Board of Directors.

Section 2. **Special/Ad Hoc Committees.** The Executive Committee may create Special/Ad Hoc committees from time to time. The President shall appoint their members and chairpersons. These committees shall have such duties and powers as delegated by the Executive Committee and Board of Directors and be held to the standards of these bylaws.

Section 3. **Committee Duties.** Each committee shall have such power and duties as delegated by the President. No Committee Chairperson may expend funds of the Association or solicit funds without express approval of the Association President and/or the Board of Directors.

ARTICLE X. ALUMNI CLUBS/AFFILIATED GROUPS.

Section 1. In keeping with the Association's Purpose and Objectives as stated in Article II, Section 1, the Association is authorized to help establish, promote and assist alumni clubs/affiliated groups. The purpose of these clubs/affiliate groups is to further the purposes of the University by supporting academic, athletic and other programs of the University. These clubs should assist in recruiting outstanding students, support academic scholarships, support civic volunteerism, and encourage continuous "friendship" on behalf of the University through their self-supporting activities.

Section 2. The Board of Directors shall be authorized to recognize local and regional chapters of Kennesaw State University Alumni. Upon application to the Board of Directors by five or more members of this Association residing in any county, in any state, and upon such other terms, rules and regulations as the Board may from time to time adopt by resolution, the Board of Directors may cause a charter or permit to be issued to the applicants, said approval to bear the signature of the President of the Association and attested by the Board of Directors with the seal, if any, affixed. Any person to be eligible to form such clubs must first be a member of this Association.

Section 3. Local and regional chapters may establish By-laws, subject to the approval of the Board of Directors of the Kennesaw State University Alumni Association. Such By-laws may not conflict with these By-laws and such chapters may be subjected to periodic reviews by the Board. The chair/ president of a local or regional chapter shall submit quarterly status reports to the Vice President of the Association as per these bylaws.

Section 4. The Association will not be liable or in any way responsible for any actions of alumni clubs/affiliated groups including, without limitation, negligence, intentional criminal conduct, intentional tortious conduct or willful misconduct of such alumni clubs/affiliated groups. The Association will not be liable or in any way responsible for any actions of the alumni clubs/affiliated groups including, without limitation, negligence or willful misconduct of such alumni clubs/affiliated groups or individuals or subgroups of the same.

Section 5. No President of an alumni club may be eligible to also serve as an officer of the Association but may serve as an at-large director. The President of an alumni club will recuse himself or herself from any votes directly pertaining to that club.

ARTICLE XI. EXECUTIVE OFFICE.

Section 1. Executive Office. The Association shall establish and maintain an Executive Office at KSU or at such other location as may be designated by the Association Board of Directors or KSU. The Executive Office shall be the central headquarters for the Association. All assets of the Association shall be kept in the Executive Office, excepting funds and other specified items that shall be deposited in banks and other institutions as directed by the Board of Directors. The Association shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors, and committees having any of the

authority of the Board of Directors. The Association shall keep at its Executive Office a record of the names, addresses, telephone numbers and e-mail addresses of the directors, officers and committee members.

Section 2. **Administrative Staff.** The Association or KSU may employ such personnel as are required to administer the business and affairs of the Association.

Section 3. **Compensation.** The salary and employment benefits provided by the Association to the Executive Director of Alumni Affairs and other staff personnel shall be determined by KSU.

ARTICLE XII. PROPERTY RIGHTS.

No Officer or Director of the Association shall have by virtue of his/her office any right, title or interest in any of the property or assets, including any earned or investment income of this Association, nor shall any of the property or assets be distributed to any Member on its dissolution.

ARTICLE XIII. LIABILITY OF MEMBERS.

Section 1. No Officer or Director of the Association shall, by virtue of his/her office, be personally liable for any of the Association's debts, liabilities or obligations, nor will any Member be assessed for the debts, liabilities or obligations of the Association.

Section 2. Each and every person who, at any time, has served as a director or officer of the Association shall be indemnified by the Association, and entitled to advancement of expenses of litigation, to the fullest extent permitted by law against those expenses (including attorneys' fees) judgments, fines, and amounts paid in settlement which are allowed to be paid, reimbursed, or advanced by the Association and which are actually and reasonably incurred in connection with any action, suit or proceedings, pending or threatened, whether civil, criminal, administrative, or investigative, in which such person may be involved by reason of his being or having been a director or officer of this Association.

Section 3. As a condition to any such right of indemnification, the Association may require that it be permitted to participate in the defense of any such action or proceedings through legal counsel designated by the Association at the expense of the Association.

Section 4. The Association may purchase and maintain insurance on behalf of any such persons whether or not the Association would have the power to indemnify such officers and directors against any liability pursuant to law.

Section 5. All legal and financial documents signed by the President of the Board must be reviewed by the KSU Legal Office.

ARTICLE XIV. PROHIBITIONS.

No Officer or Director of the Association shall, by virtue of his/her office, undertake, in the name of the Association or of KSU, any action intended to prejudice the aims or the established policies of KSU or the Association. No member of the Board of Directors, with the exception of the Executive Director of Alumni Affairs or his/her duly appointed representative, will receive a salary, fee or other compensation as payment for conducting his or her duties.

ARTICLE XV. TAX STATUS.

The corporation shall not carry on any activity or do any act, which would present the corporation from being exempt from Federal income taxes under Section 501 (c) (3) of the Internal revenue Code of 1986 (or the corresponding provision or provisions of any future United States Internal Revenue Code).

ARTICLE XVI. AMENDMENTS OF THE BYLAWS.

These Bylaws or any portion thereof may be amended or repealed by a two-thirds (2/3) vote of the Directors present at any regular or special meeting of the Board, provided that each Board member receives a written proposal of the amendment(s) at least five business days prior to such meeting.

ARTICLE XVII. INTERPRETATION.

The interpretation of and the power to implement these Bylaws and of all the rules authorized by them is vested in the Board.

ARTICLE XVIII. PARLIAMENTARY AUTHORITY.

The rules contained in the Modern Edition of "Robert's Rules of Order, Revised" shall govern the Association in all cases where to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules or order the Association may adopt.

ARTICLE XIX. MISCELLANEOUS.

Section 1. Discrimination. The Association will not discriminate based upon race, color, religion, sex, marital status, age, national origin, disability or for any other purpose deemed unlawful under Georgia or Federal Law.

Section 2. Publication. A copy of the Articles of Incorporation and these Bylaws, and any amendments or revisions thereto, shall be available in the Executive Office of the Association.

Section 3. Confidentiality of Association Documents. All records of the Association other than the auditor's report, management letter, and any supplemental data requested by the University System of Georgia Board of Regents, the State Auditor, or other parties as required

by law, shall be confidential and exempt from the provisions of the Official Code of Georgia Annotated.

Section 4. **Meeting Formats & Use of Electronic Media.** Unless otherwise noted, the Executive Committee may direct use of electronic media to include telephone, electronic conferencing, or other electronic means to facilitate both meetings of the Board as well as Committees. A member using electronic means to participate in the meeting will not be designated absent according to these bylaws. Additionally, notification requirements contained in the bylaws may be fulfilled through use of an email address provided by the member in lieu of U.S. mail.

Section 5. **Seal.** The seal of the Association shall be in such form as the Board of Directors may from time to time determine. In the event it is inconvenient to use such a seal at any time, or in the event the Board of Directors shall not have determined to adopt a seal, the signature of the Association followed by the word “Seal” enclosed in parentheses or scroll shall be deemed the seal of the Association. The seal shall be in the custody of the Secretary and affixed by him or by their assistants on all appropriate papers of the association.

Section 6. **Honorary Alumni.** The Association Board of Directors by a majority vote may elect as Honorary members any person having rendered some special and conspicuous service to KSU or this Association. These persons being designated “Honorary Alumni of Kennesaw State University”.

Section 7. **Director Emeriti.** Directors who have served the Association with distinction may be appointed directors emeriti by the President with approval by a majority of the Board of Directors. They shall have no voting rights but may have speaking rights at Association Board meetings.

ARTICLE XX. DISSOLUTION.

Upon the dissolution of the corporation, its Board of Directors, after paying or making provision for the payment of all the liabilities of the corporation, shall dispose of all the assets of the corporation exclusively for the purposes of the corporation as set forth in this charter, and in no event shall any asset be distributed to or used for any purpose other than a purpose which is exempt from income taxes under Section 501 (c) (3) of the Internal revenue Code of 1986 (or the corresponding provision or provisions of any future United States Internal Revenue Code).