BYLAWS

OF THE

SOUTHERN POLYTECHNIC STATE UNIVERSITY

ALUMNI ASSOCIATION

ARTICLE I

NAME AND REGISTERED OFFICE AND AGENT

1.1. Name. The name of this Association shall be “Southern Polytechnic State University Alumni Association.”

1.2. Registered Office and Agent. The Association shall at all times maintain a registered office in the State of Georgia and shall have a registered agent at that address. The name of the registered agent and address of the registered office shall be the same as the Association shall designate and file with the office of the Secretary of State of the State of Georgia. The Association may have other offices located within or without the State of Georgia as the Board of Directors shall determine.

ARTICLE II

ORGANIZATION, HISTORY AND PURPOSES

2.1. History. This Association formerly existed as a duly created and organized Georgia corporation by virtue of the filing of Articles of Incorporation and the subsequent issuance of a Certificate of Incorporation by the Superior Court of Fulton County, State of Georgia, on April 27, 1962. The Association, as a corporate entity, continued in existence and in good standing until February 9, 2004, when the Board of Directors elected to dissolve the corporation in furtherance of its decision to exist and operate as a constituent group of the Southern Polytechnic State University Foundation, Inc. The corporation was thereafter dissolved pursuant to Articles of Dissolution dated February 23, 2004, and the Certificate of Dissolution issued by the Secretary of State of the State of Georgia on March 30, 2004.

2.2. Unincorporated Association. The Association shall be organized, operated and governed as an unincorporated association pursuant to the laws of the State of Georgia and these Bylaws. The Association shall operate within the framework of the Southern Polytechnic State University Foundation, Inc., a non-profit Georgia corporation. These Bylaws are not intended to conflict with the Bylaws of the Southern Polytechnic State University Foundation, Inc. and shall be construed so as to avoid any unintended conflict.
2.3. **Purposes.** The purposes of the Association shall be to promote: (1) the cause of higher education in the State of Georgia, and (2) the interests and welfare of Southern Polytechnic State University by: (i) organizing the body of graduates and former students of Southern Polytechnic State University in order to keep them informed of the strengths, needs and opportunities of the University, (ii) fostering the interest and encouragement of the Alumni in the support of said University; and (iii) soliciting and receiving contributions and donations which shall be devoted exclusively to the promotion and interests of Southern Polytechnic State University.

**ARTICLE III**

**MEMBERSHIP**

3.1. **Membership.** There shall be three classes of membership in the Association: Regular, Associate and Honorary. Regular membership shall be open to all graduates of Southern Polytechnic State University and former students who regularly matriculated and left the institution in good standing, and shall be bestowed upon the payment of any membership fee or fulfillment of such other requirement(s) as the Board of Directors may, from time to time, authorize and impose. Only Regular members shall be entitled to vote, serve on the Board of Directors and hold office. Associate membership shall include all members of the faculty and administrative staff. Honorary membership is extended to those persons who, in the discretion of the Board of Directors, have rendered some extraordinary, valuable and conspicuous service to Southern Polytechnic State University, or the Association.

3.2. **Annual Meeting.** The annual meeting of the membership of the Association shall be held each year, immediately following the annual meeting of the Board of Directors.

3.3. **Special Meetings.** Special meetings of the membership may be called at any time for any purpose or purposes by the President, or by a majority of the Board of Directors, and shall be called forthwith by the President, or any director of the Association upon the request in writing of a majority of all the members entitled to vote on the business to be transacted at such meeting. Such request shall state the purpose or purposes of the meeting. Business transacted at all special meetings of members shall be confined to the purpose or purposes stated in the notice of the meeting.

3.4. **Place of Holding Meetings.** All meetings of the membership shall be held at the place designated by the Board of Directors.

3.5. **Notice of Meetings.** Written notice of each meeting of the membership shall be delivered either by United States mail, postage prepaid, or by means of electronic mail by the Secretary, to each member of record entitled to vote thereat at such address, as it appears upon the records of the Association, at least ten (10) days before the meeting. Each such notice shall state the place, day, and hour at which the meeting is to be held.
and, in the case of any special meetings, shall state briefly the purpose or purposes thereof.

3.6. **Quorum.** The presence in person or by proxy of a majority of the members of the Corporation shall constitute a quorum at all meetings of the members except as otherwise provided by law, by the Articles of Incorporation, or by these Bylaws. If less than a quorum shall be in attendance at the time for which the meeting shall have been called, the meeting may be adjourned from time to time by a majority vote of the members present or represented, without any notice other than by announcement at the meeting, until a quorum shall attend. At any adjourned meeting at which a quorum shall attend, any business may be transacted which might have been transacted if the meeting had been held as originally called.

3.7. **Conduct of Meetings.** Meetings of members shall be presided over by the President of the Association or, if he is not present, by a Vice President, or if none of said officers is present, by a chairman to be elected at the meeting. The Secretary of the Association, or if he is not present, any Assistant Secretary shall act as secretary of such meetings. In the absence of the Secretary and any Assistant Secretary, the presiding officer may appoint a person to act as Secretary of the meeting.

3.8. **Voting.** At all meetings of members every member entitled to vote thereat shall have one (1) vote. Such vote shall be in person and not by proxy. All elections shall be had and all questions shall be decided by a majority of the votes cast at a duly constituted meeting, except as otherwise provided by law or by these bylaws.

**ARTICLE FOUR**

**BOARD OF DIRECTORS**

4.1 **Authority and Responsibility of the Board of Directors.** Subject to these Bylaws, the full and entire management of the affairs and business of the Association shall be vested in the Board of Directors, which shall have and may exercise all of the powers, duties and functions of the Association.

4.1.1. The Board of Directors shall have and may exercise control and direction of the affairs and property of the Association; shall determine its polices or changes therein; shall actively promote its purposes and objectives; oversee the development of the Association’s budget; oversee the disbursement of funds allocated to the Association in the Southern Polytechnic State University Foundation, Inc.’s annual fiscal plan; review at least quarterly its financial condition; and support and serve as constant advocate of the mission and purpose of the Association. The Board of Directors may adopt such rules and regulations for the conduct of its business and the business of the Association as it deems advisable, and may, in execution of the powers granted herein, delegate certain of its authority to appropriate committees, including but not limited to the Executive Committee. The Board of Directors shall not permit or authorize any part of the funds assigned to the association to inure to the benefit of any member,
director, officer, or other private person or individual. Nothing contained in the governing bylaws of the association shall be construed to prevent any director from receiving reasonable compensation for services rendered to and in furtherance of the purpose and functions of the association; however, no director shall be paid for simply serving as a director of the association.

4.1.2. The Board of Directors may, from time to time, name and appoint as advisors, persons whose advice, assistance and support may be deemed helpful in determining the polices and formulating programs for carrying out the purposes and functions of the Association.

4.1.3. The Board of Directors is authorized, within budget authority, to employ such person or persons, including an executive director or other such officer, attorneys, agents, and assistants, as in its judgment are necessary or desirable for the administration and management of the Association, and to pay reasonable compensation for the services performed and expenses incurred by any such person or persons.

4.1.4. No alumnus who is also serving as a full-time administrator or faculty with Southern Polytechnic University may serve as an Officer or Director of the Association.

4.2. Number and Term of Office. The precise number of persons serving on the Board of Directors shall be fixed by resolution of a majority of the entire Board of Directors, provided that the Board of Directors shall consist of not fewer than eleven (11) nor more than twenty-one (21) persons. Directors shall hold office for a term of three (3) years. However, to the extent practicable, Directors shall be elected to serve for a term of three (3) years or until the next annual meeting of the Board of Directors and until their successors have been elected and have qualified so as to provide for staggered terms of office in which one-third (1/3) of the terms of those persons serving shall expire each year. There shall be no limitation on the number of terms of office for which a director may serve.

4.3. Manner of Election. Except as provided in Section 4.8 hereof, Directors of the Association shall be elected by the Board of Directors at its annual meeting.

4.4. Ex Officio Status. The Board may name and appoint individuals as ex-officio members of the Board of Directors, to serve in advisory capacities.

4.5. Director Emeriti. Directors who have served the Association with distinction may be appointed directors emeriti.

4.6. Conflict of Interest. 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 Association shall disclose such interest to the Board. Any such director shall be excluded from voting upon the subject matter of the conflict of interest.
4.7. **Removal.** Any director may be removed from office with or without cause by the affirmative vote of a majority of the directors entitled to vote at any special meeting of directors called for that purpose.

4.8. **Vacancies.** In the case of any vacancy in the Board of Directors through death, resignation, disqualification, removal, or other cause, the remaining directors, by affirmative vote of the majority thereof, may elect a successor to hold office for the unexpired portion of the term of the director whose place shall be vacant, and until the election of his successor, or until he shall be removed, prior thereto, by an affirmative vote of a majority of the Board of Directors. Similarly and in the event of the number of directors being increased as provided in these bylaws, the additional directors so provided for shall be elected by a majority of the entire Board of Directors already in office, and shall hold office until the next annual meeting of the Board of Directors.

**ARTICLE FIVE**

**MEETINGS OF THE BOARD OF DIRECTORS**

5.1. **Place of Meetings.** Meetings of the Board of Directors maybe held at any place within or without the State of Georgia as set forth in the notice thereof or in the event of a meeting held pursuant to waiver of notice, as may be set forth in the waiver, or if no place is so specified, at the principal office of the Association.

5.2. **Annual Meeting Notice.** The annual meeting of the Board of Directors shall be held at such place as the Board of Directors shall determine on such day and at such time as the Board of Directors shall designate. Unless waived, notice of the time and place of such annual meeting shall be given by the Secretary either personally or by telephone, first class mail, or electronic mail not less than ten (10) nor more than fifty (50) days before such annual meeting.

5.3. **Regular Meetings Notice.** Regular meetings of the Board of Directors shall be held no less than quarterly at dates and times prescribed by the Board. Unless waived, notice of the time and place of each such regular meeting shall be given by the Secretary either personally or by telephone, mail, or electronic mail not less than five (5) or more than thirty (30) days before such regular meetings.

5.4. **Special Meetings Notice.** Special meetings of the Board of Directors may be called by or at the request of the President or by any three (3) of the Directors in office at the time. Unless waived, notice of the time, place, and purpose of any special meeting of the Board of Directors shall be given by the Secretary either personally or by telephone, mail or electronic mail at least twenty-four (24) hours prior to such meeting.

5.5. **Waiver.** Attendance by a Director at a meeting shall constitute waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of business because the meeting is not lawfully called.
5.6. **Quorum.** At meetings of the Board of Directors, the attendance of a majority of the members of the Board of Directors shall constitute a quorum, and this number shall be necessary for the transaction of business of the Association.

5.7. **Vote Required for Action.** Except as otherwise provided in these Bylaws, all resolutions adopted and all business transacted by the Board of Directors shall require the affirmative vote of a majority of the directors present at the meeting.

5.8. **Proxy.** No attendance or voting by proxy shall be permitted.

5.9. **Action by Directors without a Meeting.** Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if consent in writing, setting forth the action so taken shall be signed by all the members of the Board of Directors. Such consent shall have the same force and effect as a unanimous vote at a meeting. Any such consent may be signed in counterparts and transmission of the signature of a director by facsimile shall be treated as an original signature. The signed consent shall be placed in the minute book of the Association.

5.10. **Telephone and Similar Meetings.** The Board of Directors may hold meetings by telephone conference or other similar means of communication by which all persons in attendance at the meeting can participate. 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 business on the grounds that the meeting is not lawfully called or convened.

5.11. **Adjournments.** A meeting of the Board of Directors, whether or not a quorum is present, may be adjourned by a majority of the Directors present to reconvene at a specific time and place. It shall not be necessary to give notice of the reconvened meeting or of the business to be transacted, other than by announcement at the meeting that was adjourned. At any such reconvened meeting at which a quorum is present, any business may be transacted which would have been transacted at the meeting that was adjourned.

**ARTICLE SIX**

**OFFICERS**

6.1. **Number and Qualifications.** The executive officers of the Association shall consist of President, Vice President, Secretary and Treasurer. With the written approval of the Board of Directors, the Board of Directors of the association shall from time to time create and establish the duties of such other officers or assistant officers as it deems necessary for the efficient management of the Association.

6.2. **Election and Term of Office.** All executive officers of the Association shall be elected by the Board of Directors at its annual meeting. Such officers shall serve for a term of one (1) year, and thereafter until their successors have been elected and qualified.
or until their earlier death, resignation, removal, retirement, or disqualification. All other officers or assistant officers appointed by the Board of Directors of the Association shall serve for a like term and until their successors have been elected and qualified or until their earlier death, resignation, removal, retirement, or disqualification. Appointment of such other officers shall be at the annual meeting of the Board of Directors. No person shall serve more than two (2) consecutive terms as President of the Association.

6.3. **Other Agents.** The Board of Directors may appoint from time to time such agents as it may deem necessary or desirable each of whom shall hold office at the pleasure of the Board, and shall have such authority and perform such duties and shall receive such reasonable compensation, if any, as the Board of Directors may from time to time determine.

6.4. **Removal.** Any officer or agent elected or appointed by the Board of Directors may be removed from office with or without cause by the affirmative vote of a majority of the directors entitled to vote at any special meeting of directors called for that purpose or by the Executive Committee provided that the removal is later ratified by the Board of Directors.

6.5. **Vacancies.** A vacancy in any office arising at any time and from any cause may be filled for the unexpired term by the Board of Directors.

6.6. **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. He 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, and 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 Southern Polytechnic State University Foundation, Inc. The President shall preside at all meeting of the Executive Committee and the Board of Directors.

6.7. **Vice President.** The Vice-President shall, in the absence or disability of the President, perform the duties and have authority and exercise the powers of the President. 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.

6.8. **Secretary.** The Secretary shall record, or cause to be recorded, all votes, actions and the minutes of all proceedings in a book to be kept for that purpose and shall perform, or cause to be performed, like duties for the Executive Committee or other committees when required. The Secretary shall provide that notice is given of all meetings of the Board of Directors.

6.9. **Treasurer.**
6.9.1. The Treasurer shall have general oversight responsibilities for the budgeting and funding obligation processes and shall review and report to the Board of Directors on the appropriateness and reliability of the Southern Polytechnic State University Foundation, Inc. accounting system as it pertains to the Association. The Treasurer shall report the current fiscal conditions of the Association to the Board of Directors at each meeting of the Board. In addition to the President, the Treasurer shall have the authority to sign documents requesting payment from the Association’s account in the Southern Polytechnic State University Foundation, Inc. demand deposit account.

6.9.2. The Treasurer shall chair the Finance and Budget Committee and shall regularly report to the Board of Directors on the current financial status of the Association.

6.9.3. The Treasurer shall perform such 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.

ARTICLE SEVEN

COMMITTEES

7.1. Executive Committee. There shall be an Executive Committee consisting of the President, Vice President, Secretary, and Treasurer of the Association, the immediate past President of the Association and, as an ex-officio member, the President of Southern Polytechnic State University. The Executive Committee shall have and exercise the authority of the Board of Directors in the management of the affairs of the Association between meetings of the Board of Directors.

7.2. Standing Committees. In addition to the Executive Committee, there shall be three (3) standing committees of the Association, whose function and purposes are as set forth below. The members of the Standing Committees shall be appointed by the Board of Directors and shall serve at its discretion for a term of one year:

7.2.1. Development Committee. The Development Committee shall create develop and establish fundraising policies and practices for the Association and in furtherance of this purpose may establish subcommittees under its authority. In addition, the Development Committee shall coordinate its fund raising activities with the Southern Polytechnic State University Foundation Development Committee to ensure that Foundation and Association fundraising activities complement each other.

7.2.2. Finance and Budget Committee. The Finance and Budget Committee shall supervise the financial and budgetary affairs of the Association, recommending appropriate expenditures, budgeting, and financial policy guidance. The chair of this committee shall be the Treasurer of the Association.
7.2.3. **Nomination and Membership Committee.** The Nomination and Membership Committee shall: recommend to the Board a slate of prospective directors to replace those directors whose terms are scheduled to expire with the next annual meeting of the Board; recommend to the Board members to serve as officers of the Association; recommend chairpersons for committees; monitor and evaluate director service and recommend additional terms or termination of members; cultivate prospects for membership; orient new members and recognize outstanding service; and consult with committee chairpersons to assist in selection of committee members.

7.3. **Special Committees.** The Board of Directors or the Executive Committee, subject to the approval of the Board, may appoint such special committees, subcommittees, or task forces as may be necessary or desirable and which are not in conflict with other provisions of these Bylaws. The responsibilities, duties and terms of any such special committees shall be prescribed by the Board of Directors or Executive Committee.

7.4. **Terms of Appointment.** Each member of a committee shall continue as such until the next annual meeting of the Board of Directors and until a successor is appointed, unless the committee shall be sooner terminated, or unless such member shall be removed from such committee, or unless such member shall cease to qualify as a member thereof.

7.5. **Chair.** One member of each committee shall be appointed chair thereof by the Board Directors. The committee chair may appoint a vice chair with approval of the President.

7.6. **Vacancies.** Vacancies in the membership of any committee may be filled for the remainder of the unexpired term by the Executive Committee.

7.7. **Quorum.** Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum; and the act of a majority of members present at a meeting at which a quorum is present shall be the act of the committee.

7.8. **Rules.** Each committee may adopt rules for its own government, so long as such rules are not inconsistent with these bylaws or with rules adopted by the Board of Directors.

**ARTICLE EIGHT**

**MISCELLANEOUS**

8.1. **Books and Records.** 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 principal office a record of the names, addresses,
telephone numbers and e-mail addresses of the directors, officers and committee members.

8.2. Fiscal Year. The Board of Directors is authorized to fix the fiscal year of the Association and to change the same from time to time as it deems appropriate.

8.3. Construction. Whenever the context so requires, the masculine shall include the feminine and neuter, and the singular shall include the plural, and conversely. If any portion of these Bylaws shall be invalid or inoperative, then so far as is reasonable and practicable: (1) the remainder of these bylaws shall be considered valid and operative and (2) effect shall be given to the intent manifested by the portion held invalid or inoperative.

ARTICLE NINE

SEAL

9.1 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 his assistants on all appropriate papers.

ARTICLE TEN

IMMUNITY, INDEMNIFICATION AND INSURANCE

10.1. No director of the Association shall be personally liable to the Association or its members for monetary damages for breach of his duty of care or other duty as a director, provided that this provision shall eliminate or limit the liability of a director only to the extent permitted from time to time by Georgia law, except liability for:

   (1) any appropriation, in violation of his duties, of any business opportunity of the Association;
   (2) acts or omissions which involve intentional misconduct or a knowing violation of law;
   (3) any transaction from which the director derived an improper material personal benefit.

Any repeal or modification of this Article by the Association shall be prospective only and shall not adversely affect any right or protection of a director of the Association existing at the time of such repeal or modification.

10.2. 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.

10.3. 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.

10.4. 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.

ARTICLE ELEVEN

TAX-EXEMPT STATUS

11.1 Tax-exempt Status. For purposes of the tax-exempt status, all fiscal activities of the Association governed by the Internal Revenue Code shall be accounted for under the Southern Polytechnic State University Foundation, Inc. accounting process.

ARTICLE TWELVE

AFFILIATED CLUBS

12.1. Chapters and Clubs. The Board of Directors shall be authorized to recognize local and regional chapters of the Southern Polytechnic 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.

12.2. Local and regional chapters may establish By-laws, subject to the approval of the Board of Directors of the Southern Polytechnic 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.

12.3. The Association authorizes and recognizes a club known as the Young Alumni, which shall be open to seniors of the University and which shall serve as a liaison between the Association and seniors of the University.
ARTICLE THIRTEEN

AMENDMENT

13.1 Power to Amend Bylaws. The Board of Directors shall have the power and authority, by the affirmative vote of two-thirds (2/3) of the entire Board of Directors, to amend, alter, or repeal these Bylaws or any provision thereof, and may from time to time adopt additional bylaws.

SOUTHERN POLYTECHNIC STATE UNIVERSITY ALUMNI ASSOCIATION

BY: ________________________________

President

ATTEST:

______________________________

Secretary