



KENNESAW STATE UNIVERSITY ALUMNI ASSOCIATION, INC.

BYLAWS

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 KSU, 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.

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 said Kennesaw State College, Kennesaw College, and Kennesaw Junior College; to promote their interest in, encouragement and support of said KSU by raising funds and administering the same for 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.

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 to Kennesaw State University and;
- 1.2 Regular Participation in Association Events and;
- 1.3 Graduation From Kennesaw State University, its predecessors (Kennesaw State College, Kennesaw College, and Kennesaw Junior College) or 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 a President, a Vice President, a Treasurer a Secretary, the Immediate Past President, and the Director of Alumni Affairs. These officers shall constitute the Executive Committee.

Section 2. Only persons who are active alumni 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 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 bi-annual 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 Director of Alumni Affairs and the University's Vice President for Advancement, and Board of Directors, shall present a recommended slate of Officers. 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.
- 3.3 The recommended slate of Officers will be provided in written format to the Board of Directors at the meeting scheduled for that purpose pursuant to Article IV, Section 3, 3.1. Officers or Directors present at the meeting may nominate eligible members to hold office in the Association. 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 candidate to obtain fifty percent (50%) plus one (1) of the vote will result in a run-off between the two (2) nominees receiving the greatest number of votes.
- 3.4 The Officers of this Association, with the exception of the Director of Alumni Affairs, shall serve for a term of two (2) years.

- 3.5 The President, Vice President, Treasurer and Secretary 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.
- 3.7 In the event a vacancy should occur in any Officer position, a special election will occur.
- 3.8 The Director of Alumni Affairs' terms of employment shall be determined by Kennesaw State University.
- 3.9 The resignation of elected Directors or Officers shall be made in writing to the Director of Alumni Affairs and such resignation shall become effective when received.

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 (2/3) vote of the Directors present at any meeting duly called with the proposed action as an agenda item.
- 4.2 Absences that number two (2) in any twelve (12)-month period for any regular business meetings by any member of the Board of Directors shall result in a probationary status. Members in probationary status shall be informed of this status in writing by the President and shall be asked to provide a justification for their absence. Members who do not respond within Thirty (30) days to this letter shall be deemed as having resigned from the Board. Members who do respond within Thirty (30) days by email or by letter shall have their response reviewed by the Board who shall decide whether to return the member to a normal status. The Board may return a member to a normal status by a majority vote of those present at an official Board meeting. A failure to return the member to a normal status shall result in that member being deemed as having resigned from the Board. Absences may be excused due to personal emergencies, health issues, or other valid reasons as determined by the President subject to the approval of the Board.

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 Director of Alumni Affairs;
- f) The Immediate Past President; and
- g) Twelve (12) duly elected Directors-At-Large.

Section 2. Only persons who have been Active Alumni for a minimum of one (1) year prior to the election in which they are nominated shall be eligible for election as Directors-At-Large unless specifically exempted from this one-year requirement by a majority vote of the Board of Directors.

Section 3. Six (6) Directors shall be elected each year for a period of two (2) 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 two-year term. No Director who has served two (2) full terms shall be nominated to succeed himself/herself as an elected Director, but may be nominated as an Officer of the Association. A proposed slate of At-Large Directors will be presented by a Nominating Committee formed 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 for which the filling of said vacancy is an announced agenda item with nominations made using the process outlined in Article V, Section



3. 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.

Section 6. The Board of Directors shall hold two 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, Director of Alumni Affairs, or by a majority of the members of the Board, upon five (5) days notice with the agenda 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. 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”.

ARTICLE VI. EXECUTIVE COMMITTEE.

Section 1. The Executive Committee shall consist of all the Officers of the Association.

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.



Section 3. All actions of the Executive Committee shall be subject to a majority vote in favor of such actions by the Board of Directors and none of its acts shall conflict with action taken by the Board of Directors or with the current bylaws.

Section 4. 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 5. Three (3) members of the Executive Committee shall constitute a quorum.

ARTICLE VII. DUTIES OF OFFICERS.

Section 1. **PRESIDENT.** The President shall preside at all meetings of this Association, the Board of Directors, and the Executive Committee or may appoint a presiding officer. The President shall appoint such committees as are necessary and shall be an ex-officio member of all committees. He/she 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, will serve as Parliamentarian at all meetings of the Association, and manage the committee process (committee development, board member appointment, committee activity, etc.) of the Board of Directors. 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 Chairman 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, prepares 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 his/her appointee receives copies of all meeting notices. Additionally, the Secretary shall perform other such duties as may be assigned by the President.



Section 5. **DIRECTOR OF ALUMNI AFFAIRS.** The Director of Alumni Affairs 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. The Director of Alumni Affairs shall be the signatory on the Association checking account as well as any other financial accounts and certificates. 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.

Section 6. **IMMEDIATE PAST PRESIDENT.** 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.

ARTICLE VIII. DUTIES OF DIRECTORS- AT-LARGE.

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

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

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

Section 4. Assists the 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 insure 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 **Budget and Finance Committee.** The Budget and Finance Committee shall submit an annual budget for the Board of Directors approval at the last meeting of the Association of each Fiscal year. The budget will be based on normally expected income and expenditures and will show the previous year's financial activity.

Section 2. **Special/Ad Hoc Committees.** The Board may create Special/Ad Hoc committees from time to time. The President shall appoint their chairpersons. These committees shall have such duties and powers as delegated by the Board 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 Board. 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. Any group desiring to organize as an alumni club/affiliated group shall notify the Director of Alumni Affairs. Upon application to the Director of Alumni Affairs and upon approval by the Board of Directors, the Director of Alumni Affairs may cause a permit or charter to be issued to the applicant organization, said approval to bear the signature of the Association President and attested to by the Director of Alumni Affairs with the seal, if any, affixed. Any person to be eligible for membership in such clubs/affiliate groups must first be an active alumni within the Association.

Section 3. 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 4. 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.

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 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.

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.

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 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 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 or disability.

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. Current Director- At-Large Eligibility to seek re-election. All Directors At Large holding office on the date these bylaws are ratified shall be eligible to seek Two (2) full terms of office as a Director At Large as provided for by these bylaws regardless of how many terms of office they have already served as a Director At Large. All Directors At Large currently holding office will be allowed to serve out their full term, regardless when that term may end.

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).

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