

Bylaws of the Concord University Alumni Association, Inc.

ARTICLE I - NAME AND LOCATION

Sec. 1. The name of this organization shall be the "Concord University Alumni Association, Inc."

(Hereinafter "Association").

Sec. 2. The Principal office of this organization shall be in the town of Athens, West Virginia, and, if practical, shall be located on the campus of Concord University (hereinafter "University").

ARTICLE II – MEMBERSHIP

Sec. 1. All former students of the University (hereinafter "Alumni"), regardless of whether a degree was received from the University or not, shall be eligible for membership in the Association after meeting the qualifications for membership established by these Bylaws.

Sec. 2. Any Alumnus may become a member of the Association by payment of dues or by means of honorary membership. The Alumni Council, by 2/3 vote, and providing a quorum is present, will set the cost of membership in the following dues clubs.

Basic. A member of the "Basic" dues club will receive an Association membership card valid for the membership year for which dues were paid, and shall be entitled to copies of Association publications sent to the general membership.

Maroon & Gray Club. A member of the "Maroon & Gray Club" will receive an Association membership card valid for the membership year for which dues were paid, and shall be entitled to copies of Association publications sent to the general membership. Additionally, Maroon and Gray Club members will receive an acknowledgement of their membership, as determined by the Alumni Council.

President's Club. A member of the "President's Club" will receive an Association membership card valid for the membership year for which dues were paid, and shall be entitled to copies of Association publications sent to the general membership. Additionally, President's Club members will receive an acknowledgement of their membership, as determined by the Alumni Council, and will be invited to an annual alumni event in honor of the President's Club, Lifetime Members, and Honorary Members of the Association.

Foundation Level Members. Any Concord alumnus who makes a donation to the Concord University Foundation, Inc. but who has not made a financial contribution to the Concord University Alumni Association, Inc. will be counted as a Foundation Level Member for the membership year in which the donation was made.

Lifetime Members. A "Lifetime Member" will receive an Association membership card valid for his/her lifetime and shall be entitled to copies of Association publications sent to the general membership. Additionally, Lifetime Members will receive an acknowledgment of their membership, as determined by the Alumni Council, and will be invited to an annual alumni event in honor of the President's Club, Lifetime Members, and Honorary Members of the Association.

Honorary Members. Upon resolution of the Alumni Council, an individual may receive an honorary membership in the Association for the duration of his or her lifetime. Honorary Members shall be entitled to all of the privileges of a "Lifetime Member" of the Association, except that Honorary Members shall not be required to pay dues, shall not be eligible to hold office, and shall not be allowed to vote at Association meetings. Moreover, Honorary Members shall not be charged admittance to any Association events.

Associate Members. Upon application to the Executive Director, an individual may become an Associate Member of the Association. An "Associate Member" is a friend of Concord University who is not

otherwise eligible to become a member of the Association. Associate Members shall be dues-paying members of the Association, and shall be entitled to the privileges of the membership classification correlating with his or her dues payment, except that Associate Members shall not be eligible to hold office and shall not be allowed to vote at Association meetings.

Sec. 3. Except as otherwise stipulated in these bylaws, all members of the Association shall be entitled to the basic privileges and benefits accruing to membership, including but not limited to, the right to vote at all meetings of the membership of the Association; the right to attend and address any meeting of the Alumni Council, the Executive Board, or any committee of either; the right to join any chapter within their geographic region or area of interest; and the right to otherwise freely participate in the governance and activities of the Association.

Sec. 4. Except as otherwise stipulated in these bylaws, the membership of the Association may, by resolution enacted at a regular or special meeting, determine the policy; direct or prohibit the actions; and/or announce the position of the Association on any matter.

Sec. 5. The membership year of the Association shall begin on July 1 of one year and end on June 30 of the following year.

ARTICLE III - ORGANIZATION AND OBJECTIVES

Sec. 1. The Association shall be a nonprofit organization within the meaning of Section 501(c)(3) of the United States Internal Revenue Code. The Association shall be nondiscriminatory, nonsectarian, and nonpolitical, inviting the participation of all graduates and former students of the University.

Sec. 2. The mission of the Concord University Alumni Association is to organize and conduct activities that will foster pleasant memories and friendships among alumni, faculty, staff, students and friends of

the University. In order to effectuate its mission, the Association will engage in activities that support the growth and development of the University.

The GOALS of the Association are as follows:

To initiate and maintain contact among the University, its alumni, former students and friends.

To foster a bond of amity and goodwill between alumni and the University.

To engage alumni in the current operations, strategic initiatives, and goals of the University.

To promote the growth and development of the University.

To help recruit new students and help retain current students of the University.

To provide programs that benefit students who are currently enrolled in the University.

To promote the highest educational, moral and social standards for the students, former students and alumni of the University.

To maintain an effective organization capable of supporting the mission and goals of the Association and the University.

Sec. 3. Concentrations of Concord Alumni within any geographic region may become "Local Chapters" of the Association upon recognition by the Alumni Council. Such recognition may be awarded or continued, as the Alumni Council deems necessary or desirable, to further the goals and objectives of the Association. Local Chapters shall be given recognition upon application to the Alumni Council through the Executive Director, and such application shall be granted upon satisfaction of the requirements for recognition as established by the Alumni Council. Local chapters shall be operated in accordance with the standards provided by the Alumni Council including but not limited to:

- (a) Operate in accordance with all federal, state and local laws and regulations;

- (b) Operate within the same mission as stated in the alumni association bylaws;
- (c) Collect annual membership dues for the alumni association in addition to the chapter dues;
- (d) Remit collected alumni association membership dues to the alumni association within 90 days of collection;
- (e) Provide copies of meeting minutes and membership roster to the Alumni Council, at minimum, annually.

ARTICLE IV ALUMNI COUNCIL

Sec. 1. The governing body of the Association shall be an Alumni Council, which shall be composed of the following members:

- (a) The Officers of the Association;
- (b) The President or other designated representative of each Local Chapter;
- (c) The President of the University or the President's designee, as an ex officio member;
- (d) The Executive Director of the Association, as an ex officio member;
- (e) The Immediate Past President of the Association, and
- (f) A maximum of twenty-five (25) elected members-at-large.

Sec. 2. All Alumni Council members shall be dues-paying members of the Association and shall be elected by a majority vote of the members present at the Association's spring biannual meeting.

Members-at-large shall serve through June 30th or until their successors are elected and qualified.

However, Alumni Council members may be removed from office by a three-fourths majority of the Alumni Council upon a finding that an Alumni Council member has engaged in behavior that is unethical, immoral, illegal, or unbecoming of a representative of the Association. Failure to pay membership dues

by September 1 of any given membership year will result in termination from the Alumni Council and forfeiture of the delinquent council member's position.

Sec. 3. To be eligible for re-election to the Alumni Council in future membership years, members of the Alumni Council shall attend at least one biannual meeting of the Association and two meetings of the Alumni Council per membership year. If attendance in person is impractical or impossible, the Alumni Council shall accommodate any member's request for attendance by teleconference or videoconferencing. Requests for attendance by teleconference or video-conferencing should be made to the Executive Director no later than one week before a scheduled meeting. If there is a sudden illness or other unfortunate circumstance that would prohibit an Alumni Council member from attending the requisite meetings, the aforementioned requirements may be waived upon petition of the Alumni Council member and a three-fourths (3/4) majority vote of the Alumni Council. The "intent to serve" form must be returned to the Executive Director by the designated deadline, or the Nominating Committee will consider that position vacant. Attendance, in person or electronically, at a committee meeting of the Alumni Council, or active participation in executing an Alumni Association-approved event, shall count as equal to attending a meeting. The secretary of the Association shall have the authority to create a mechanism and timetable for reporting such attendance prior to the spring biannual meeting.

Sec. 4. The Alumni Council may fill any vacancy in any elected member-at-large position on the Alumni Council by appointing another member of the Association for the unexpired portion of the vacated member's term. The Nominating Committee is charged with interviewing, evaluating, and nominating members of the Association to fill any vacancies on the Alumni Council. Vacancies shall be filled at the meeting following the notification of the vacancy.

Sec. 5. At the recommendation of the Nominating Committee, the Alumni Council may designate “Emeriti Members” of the Alumni Council in recognition of exemplary service to the Executive Council and the Association. Emeriti Members of the Alumni Council do not occupy member-at-large positions on the Alumni Council, but they are still encouraged to attend and participate in Alumni Council and Association meetings.

ARTICLE V - EXECUTIVE BOARD

Sec. 1. There shall be an Executive Board of the Association which shall have the power to act on behalf of the Association in all matters during any period of adjournment of the Alumni Council. The Executive Board may not, however, act on any matter withheld from its consideration by prior action of the Alumni Council.

Sec. 2. The Executive Board shall be composed of the President, 1st Vice President, 2nd Vice President, Secretary, Treasurer, Immediate past president, and Executive Director.

Sec. 3. The Executive Board shall meet at the call of the President, or by call of the Secretary upon the request of a majority of the members of the Board then serving. Meetings may be attended by personal attendance, or by telecommunication. At least three (3) days written notice shall be given for any meeting. Such notice, however, may be waived by written waiver submitted at or after any meeting, and attendance shall act as a waiver of required notice. The Executive Board meeting and notice provisions contained herein may be modified by the Alumni Council as it deems necessary or desirable.

Sec. 4. A majority of the members serving on the Executive Board shall constitute a quorum thereof.

Sec. 5. Minutes shall be kept of all Executive Board meetings. All votes of that Board shall be recorded and entered upon the minutes. The minutes of every Executive Board meeting shall be presented to and made a part of the minutes of the Alumni Council at its next meeting following any meeting of the Executive Board.

Sec. 6. It is recommended that the Executive Board meet on a monthly basis.

ARTICLE VI – OFFICERS

Sec. 1. The officers of the Association shall include a President, a 1st Vice President, a 2nd Vice President, a Secretary, and a Treasurer.

Sec. 2. All officers of the Association shall be dues-paying members of the Association, shall be elected by the membership of the Association at the spring biannual meeting for a two year term that will begin July 1 after the election.

Sec. 3. The President shall: be the chief executive officer of the Association; ensure the carrying out of the goals and policies of the Association; prepare the agenda for and preside at all meetings of the Alumni Council, the Executive Board, or the membership of the Association; be responsible for presentation of the budget as prepared by the Executive Board to the Alumni Council; shall appoint and serve upon, ex officio, all committees; and shall perform such other duties and have such powers as may be prescribed by the Alumni Council or as customarily pertain to that office.

Sec. 4. The 1st Vice President shall: supervise the planning and preparations for the annual fall homecoming and annual spring alumni activities; serve as liaison to the University in the planning and preparation of alumni activities and events; prepare biannual written reports to the Executive Council about homecoming and commencement events for alumni; and perform any such other duties and have such other powers as may be prescribed by the Alumni Council. Upon direction of the President, or in the absence or inability of the President to serve, the 1st Vice-President shall perform the duties of the President.

Sec. 5. The 2nd Vice-President shall: coordinate the efforts of the Association to recruit new members; supervise Association committees; provide training and resources to Association committee chairs; and attend all committee meetings.

Sec. 6. The Secretary shall: keep or supervise the keeping of the minutes of all meetings of the Association, the Alumni Council, the Executive Board, and if directed to do so by the Alumni Council, the minutes of committee meetings; prepare or cause to be prepared all official correspondence of the Association; may serve as parliamentarian of the Association, at the discretion of the President; and perform such other duties and have such other powers as may be prescribed by the Alumni Council or as customarily pertain to that office.

Sec. 7. The Treasurer shall: have general supervision of the funds, investments, and other assets of the Association; cause the same to be deposited, invested, disbursed, or otherwise managed in accordance with direction of the Alumni Council; cause the same to be audited on an annual basis; work in collaboration with the Association's accountant or auditor, if any; and perform such other duties and have such other powers as may be prescribed by the Alumni Council or as customarily pertain to that office.

Sec. 8. A vacancy in the office of President shall be filled by the 1st Vice-President. If the 1st Vice President is unable or unwilling to fill the office of President, then the 2nd Vice-President shall be next in the line of succession. Any other vacancy in an office may be filled by a member of the Alumni Council for the unexpired term. Except for the line of succession outlined in this Section, the Nominating Committee is charged with interviewing, evaluating, and nominating members of the Alumni Council to fill any other vacancies on the Executive Board. Vacancies shall be filled at the next meeting following the Executive Board's notice of the vacancy.

ARTICLE VII - EXECUTIVE DIRECTOR

Sec. 1. The Alumni Council shall have the power to appoint and employ an Executive Director of the Alumni Association. However, at the discretion of the Alumni Council, the Association may recognize an employee of the University as the equivalent of its Executive Director of the Alumni Association, both in name and duties. This recognition must be approved by a three-fourths (3/4) majority of the Alumni Council at its biannual spring meeting. Under no circumstances will recognition of a University employee as the Executive Director of the Alumni Association prevent the Association from appointing, employing, or hiring another individual to serve in any capacity that the Alumni Council deems necessary. Moreover, the Alumni Council reserves the right to withdrawal its recognition of a University employee and, upon a three-fourths (3/4) vote of the Alumni Council, employ its own Executive Director.

Sec. 2. The Executive Director shall be the primary administrative officer of the Association, and shall serve on the Executive Board of the Association. In order to carry out the powers and responsibilities of the position, the Executive Director shall, subject to the direction of the Alumni Council: administer all programs of the Association; attend all meetings of the Alumni Council and Executive Board; coordinate the formation and activities of all local chapters; attend all meetings of the Alumni Council committees; serve as editor of the Association's publications; supervise all employees of the Association, if any; notify Alumni Council and Executive Board members of upcoming meetings; and perform such other duties as necessary to carry out the objectives of the Association.

Sec. 3. Upon direction of the Secretary or Treasurer, the Executive Director shall assume direct responsibility for any or all of the duties of those officers. Notwithstanding any such direction, the said officers shall remain generally responsible for the performance of all duties of the office held.

ARTICLE VIII- COMMITTEES.

Sec. 1. The standing committees of the Association are as follows:

Advocacy Committee

Alumni Social Committee

Awards Committee

Budget Committee

Bylaws Committee

Homecoming Committee

Investment/Finance Committee

Membership Committee

Nominating Committee

Marketing Committee

Scholarship Committee

Sec. 2. The Alumni Council may, as it deems necessary, form “ad-hoc” committees of the Association. Ad hoc committees are specialized committees formed to address specific initiatives.

Sec. 3. The President of the Association will appoint committee chairs from the members of the Alumni Council.

Sec. 4. The President of the Association will appoint all members of the Alumni Council to at least one committee.

Sec. 5. Committee chairs shall give reports at all regular Alumni Council meetings.

Sec.6. Alumni Council members assigned to a committee shall make every effort to attend committee meetings. The repeated failure to attend assigned committee meetings may result in forfeiture of the

council member's position on a given committee. Forfeiture of committee membership is to be determined by the Executive Board.

Sec. 7. Committees shall meet at the call of the chairperson or at the direction of the Alumni Council. It is recommended that the chairperson give committee members at least ten (10) days notice of a scheduled committee meeting.

Sec. 8. A majority of the members serving on a committee shall constitute a quorum of that committee.

ARTICLE IX- NOMINATIONS AND ELECTIONS

Sec. 1. At least thirty (30) days prior to the spring biannual meeting, the Nominating Committee shall report to the membership of the Association its nominees for the offices of President, 1st Vice President, 2nd Vice-President, Secretary, and Treasurer of the Association.

Sec. 2. At least ten (10) days prior to the spring biannual meeting, the Nominating Committee shall also report nominations for member-at-large positions on the Alumni Council.

Sec. 3. The Nominating Committee shall obtain consent for nomination from all nominees.

Sec. 4. After the report from the Nominating Committee is received, further nominations for all offices and Alumni Council positions may be made from the floor at the spring biannual meeting. Such nominations should be made with the consent of the nominee.

Sec. 5. If additional nominations are received from the floor at the spring biannual meeting, a ballot will be distributed to dues-paying members of the Association. The individual receiving the most votes will assume the contested office.

ARTICLE X - MEETINGS AND QUORUMS

Sec. 1. There shall be at least one annual meeting of the membership of the Association each year. At the spring biannual meeting, the membership shall elect officers and elect members of the Alumni Council, and may consider any other business, as it deems necessary or desirable. However, nothing in these bylaws should be construed as prohibiting the Association from holding more than one annual meeting per membership year.

Sec. 2. Special meetings of the membership shall be held at the call of the President, the Alumni Council, or by petition of ten percent (10%) of the membership. The call or petition must state the matters to be considered at such meeting, in specific terms, and must allow for at least thirty (30) days notice of such meeting. Only the matters specified may be considered.

Sec. 3. The Alumni Council shall meet immediately prior to every biannual meeting of the membership, shall meet at least twice each fall and spring semester, and may meet thereafter as it deems necessary or desirable to conduct the business of the Association. All such regular meetings of the Council shall be at a time and place as directed by the Council, and the Executive Director shall give each Council member notice of all such scheduled meetings at least ten (10) days prior to the meeting. The Alumni Council may consider such matters as it deems necessary or desirable at a regular meeting.

Sec. 4. A special meeting of the Alumni Council may be held at the call of the President. However, a special meeting of the Alumni Council shall be called by the Secretary if requested to do so in writing by ten (10) or more members of the Alumni Council. The Executive Director shall give each Alumni Council member notice of any and all special meetings at least ten (10) days prior to the meeting. At special meetings, the Alumni Council may consider only those matters specified in the call for the meeting.

Sec. 5. The Executive Board shall meet in the manner specified in Article V.

Sec. 6. The members present at any properly noticed meeting of the membership of the Association shall constitute a quorum. The members of the Alumni Council present at any regular meeting of that

Council shall constitute a quorum. The presence of one-third (1/3) or more of the members-at-large of the Council then serving shall constitute a quorum at any special meeting of the Alumni Council.

Quorum for the Executive Board shall be determined pursuant to Article V. A majority of the members serving on a committee shall constitute a quorum for any committee.

Sec. 7. In the absence of any specific governing provision herein, the current edition of Robert's Rules of Order, as revised, and generally accepted parliamentary procedures shall govern the conduct of business at all meetings of the Association, its Alumni Council, or Executive Board, and all committees thereof. The Secretary may act as parliamentarian of the Association, or the President may appoint a member of the Alumni Council to so serve.

Sec. 8. Notice, as required herein, must be given to all members either in person, by telephone, by electronic communications (such as e-mail), by United States mail, or by publication in Association publications. Attendance at any meeting shall act as a waiver of any notice for such meeting.

ARTICLE XI – VOTING

Sec. 1. Voting privileges at any membership meeting shall be exercised only by persons qualified as members of the Association pursuant to the provisions of Article II, but excluding Honorary Members, Foundation Level Members and Associate Members. Any member may, by challenge directed to the President, require the Secretary to determine the membership status of any person desiring to vote in any such meeting.

Sec. 2. Voting by proxy shall not be permitted in any manner.

ARTICLE XII - CONCORD UNIVERSITY ALUMNI ASSOCIATION PUBLICATIONS

Sec. 1. There shall be at least one annual publication of the Association. The Alumni Council shall vote to decide the number of publications per year, if any, which shall be published as directed by the Executive

Board, in conjunction with the Marketing Committee, with the Executive Director acting as editor. The purpose of Association publications shall be to inform Alumni and other interested persons about matters of interest or concern to the Association or the University, and to generally promote the objectives of the Association and the University. Publications may include, but are not limited to, print pieces, direct mail pieces, email communication, the CUAA website and additional social media outreach.

ARTICLE XIII - FISCAL YEAR

Sec. 1. The fiscal year of the Association shall begin on July 1 of one year and end on June 30 of the following year.

ARTICLE XIV - AMENDMENTS

Sec. 1. These bylaws may be amended by a two-thirds (2/3) vote of the members present at any biannual meeting of the Association, and shall be effective upon passage, provided that the proposed amendments were submitted to the Association membership at least thirty (30) days prior to any biannual meeting.

REVISED bylaws passed May 8,2020; Effective July 1, 2020.