



**THE ALUMNI ASSOCIATION
OF THE UNIVERSITY OF NORTH CAROLINA AT GREENSBORO
BY LAWS TO THE CHARTER**

ARTICLE I. NAME

The name of this organization, incorporated under the laws of the State of North Carolina in 1909 and as amended, shall be The Alumni Association of The University of North Carolina at Greensboro, Incorporated, hereafter referred to as the Association.

ARTICLE II. PURPOSE

The purpose of the Association shall be to advance the interests of the University, to promote continued cultural and educational opportunities for alumni, to build ties and relationships among alumni and between alumni and the University, to provide alumni input on University concerns, and to link the University of today and tomorrow with its heritage of excellence, commitment, and service.

ARTICLE III. MEMBERSHIP

Section 3.1. A member of the Association is principally defined as an individual who has attended The University of North Carolina at Greensboro, the Woman's College of the University of North Carolina, the North Carolina College for Women, the State Normal and Industrial College, or the State Normal and Industrial School (hereafter in this section referred to as the institution)

Section 3.2. Any person who has earned a degree or certificate from the institution is eligible as an Alumni Member.

Section 3.3. Any individual who has attended but not earned a degree or certificate from the institution is eligible as an Associate Member.

Section 3.4. Any individual who did not attend the institution but chooses to affiliate with the Association by donating to the Alumni Association Program Endowment fund via the One in a Million, Lifetime or Sustaining programs shall be considered an Associate Member. One in a Million, Lifetime and Sustaining giving levels are set periodically by the Alumni Association Board of Directors.

Section 3.5. Membership in the Association shall be available without regard to race, sex, color, creed, national origin, or sexual orientation.

ARTICLE IV. OFFICERS

Section 4.1. The officers of the Association shall be President, President Elect, Vice President, Recording Secretary, Treasurer, and Immediate Past President.

Section 4.2. The President shall serve as chief executive officer of the Association; ~~preside at all meetings of the Association, the Board of Directors, and the Executive Committee of the Board; unless otherwise specified;~~ appoint all boards, councils, ~~standing committees;~~ and such special committees as may be necessary to carry out policies and expedite the work of the Association; represent the Association (or designate a representative) on University committees and at specified functions;

and serve as an ex-officio member with voice and vote of all Association boards, councils, and committees except the Nominating Committee.

Section 4.3. The Immediate Past President shall serve as Chair of the Past Presidents' Cabinet and as Chair of the Association's Board of Directors.

Section 4.4. The Chair of the Board of Directors shall preside at all meetings of the Board of Directors, and Executive Committee of the Board unless otherwise specified. The Chair shall appoint all standing committees and such special committees as may be necessary to carry out policies and expedite the work of the Association.

Section 4.5. In the absence of the President, the President Elect shall fulfill the duties of the President.

Section 4.6. The Vice President shall be responsible for representing the Association at events per the request of the President. The Vice President shall chair a standing committee.

Section 4.7. The Recording Secretary shall be responsible for the minutes of the meetings of the Association, the Board of Directors, and the Executive Committee of the Board. Minutes shall be kept on file in the Alumni Association Office.

Section 4.8. The Treasurer shall work with the President and the Executive Director to ensure all funds of the Association are properly administered. The Treasurer and Executive Director shall give such bond for the faithful accounting of all Association funds under their charge. The Treasurer shall chair the Finance Committee and arrange for the annual audit.

~~—Section 4.7. The Immediate Past President shall serve as Chair of the Past Presidents' Cabinet and will serve as a member of the Legislative Committee.~~

Section 4.8. All officers shall serve for a term of one year. The President Elect **automatically** becomes President, ~~the Vice President becomes President Elect, and the President becomes Chair of the Board~~ at the end of his/her term by annual appointment. The Recording Secretary and Treasurer may succeed themselves to the same position. ~~(The Vice Presidency's inclusion in this succession plan shall become effective for the 2014-15 Board of Directors)~~

Section 4.9. Any Officer may be removed, either with or without cause, at any time, by a vote of sixty percent of the members of the Board.

ARTICLE V. EXECUTIVE COMMITTEE

Section 5.1. The Executive Committee shall consist of the ~~Chair of the Board who is chairperson~~, President, ~~who is chairperson~~, the President Elect, Vice President, Recording Secretary, Treasurer, three Directors elected by the Board, and the Executive Director, ex-officio without vote.

Section 5.2. The Executive Committee shall administer the affairs of the Board between meetings of the Board and shall serve as the Personnel Committee for the Association. The Executive Committee shall conduct an annual evaluation of the Executive Director and report to the Board. The Executive Committee shall be responsible for the preparation and updating of the Policy and Procedures Manual of the Association.

Section 5.3. The Executive Committee may administer the affairs of the Board through meetings, telephone conferences, emailed and/or and mailed communications.

Section 5.4. Any Director may be removed, either with or without cause, at any time, by a vote of sixty percent of the members of the Board.

ARTICLE VI. BOARD OF DIRECTORS

Section 6.1. Members of the Board of Directors shall consist of the President, ~~who is chairperson~~; President Elect; Vice President; Recording Secretary; Treasurer; Immediate Past President/~~Chair of the Board~~ and twenty-one Directors. The Executive Director, the UNCG Vice Chancellor for University Advancement, the Editor of the official alumni publication, the

director of the Spartan Club, **the Chair of the Spartan Legislative Network** and representatives of alumni affinity groups and regional alumni clubs and networks may be invited to serve as ex-officio members of the Board without vote.

Section 6.2. Directors of the Association shall be elected by the Association for terms of three years with one-third to be elected each year. Directors, having served a full term, may succeed themselves to the same position for one additional term.

Section 6.3. There shall be at least four meetings of the Board each year. If extenuating circumstances occur to the point that the members of the Executive Committee feel that one of the meetings cannot occur, a recommendation may be made by the Executive Committee to the Board that a meeting be cancelled. Special meetings of the Board may be called by the **President Chair of the Board**, or by any three of its members provided notice of such call is sent at least five days prior to the date of the meeting. Thirty-three percent of the voting members shall constitute a quorum.

Section 6.4. Votes by elected directors and officers may also be cast by electronic or mailed proxy.

Section 6.5. The Board shall administer the affairs of the Association between meetings of the Association; fill vacancies of Officers and Directors for the remainder of the term vacated (an appointment for a period of more than half of a full term shall be construed to be a full term within the meaning of this provision); appoint at least biennially an Executive Director; elect three non-officer members of an Executive Committee; create additional standing committees as may be deemed necessary; and approve annually a budget for the Association. The **President-Chair of the Board** shall appoint each Director to serve on at least one Standing Committee.

ARTICLE VII. EXECUTIVE DIRECTOR

Section 7.1. The Executive Director shall be appointed by the Board with priority given to an alumna/us of the University. She/he shall be an ex-officio member, without vote, of the Board of Directors and of all boards, councils, and standing committees except the Nominations and Awards Committee. The Executive Director shall be the Corresponding Secretary for the Association; as such she/he shall send out notices of the meetings and shall keep in permanent form minutes of the meetings of the Association, the Board of Directors, and the Executive Committee of the Board and the annual reports of committees. She/he shall promote the work of the Association, shall be responsible for the hiring and supervision of staff hired and paid by the Association, and shall perform such other duties as designated by the Board.

Section 7.2. The Association may choose to appoint as Executive Director the University's Director of Alumni Relations.

ARTICLE VIII. COMMITTEES

Section 8.1. The members of the standing committees of the Association, unless otherwise provided for, shall be appointed by the **Chair of the Board President**, with approval of the Executive Committee, for terms of three years. The term for committee service shall be from July 1 through June 30, except in cases in which the work of the committee dictates otherwise. Each committee shall be composed of at least three members of the Association; at least one shall be a member of the Board and one shall be appointed by the **Chair of the Board President** as chairperson. The chairperson of each committee shall report to the Board at its regular meetings, shall submit an annual budget to the Finance Committee, and shall file an annual report of the committee's activities in the Alumni Association Office.

Section 8.2. There shall be six-standing committees of the Association: Alumni House Committee, Communications Committee, Executive Committee, Finance Committee, Legislative Committee and Nominations and Awards Committee.

ARTICLE IX. THE PAST PRESIDENTS' CABINET

Section 9.1. The Past Presidents' Cabinet shall be composed of all Past Presidents of the Association. The Immediate Past President shall serve as chairperson. The cabinet shall meet on the call of the chairperson or at the request of the incumbent Association President and shall receive information on current Association affairs. The Cabinet shall serve in an advisory capacity to the Association.

ARTICLE X. ALUMNI **AFFINITY** CONSTITUENCY GROUPS

~~—Section 10.1. Alumni affinity groups, organizations of alumni generally aligned through common interests such regional, academic, professional, and or cultural, shall receive support and cooperation from the Association. A representative from each Alumni Affinity group may serve on the Board as an ex-officio member, without vote.~~

Section 10.1. Alumni Societies are a group of alumni who share a central purpose, mission, background or activity that is not limited to geographic proximity. Alumni Societies, based on affiliations such as occupation, major, scholarship, ethnicity or class year, meet for reunions and other activities to network. Alumni societies are open to any member of the University community, including alumni, parents, friends, Spartan fans and students.

Section 10.2. Alumni Clubs connect graduates and friends of the University by engaging them through events that foster pride and create a lifelong connection to the university. Alumni Clubs are defined by their geography and are sanctioned by the Association's Board of Directors.

Section 10.3. Alumni Associations of UNCG Schools, Colleges, or Departments may be recognized as an Alumni Association affiliate. Alumni Association Affiliates are adopted by the Association's Board of Directors.

ARTICLE XI. ASSOCIATION FUNDS

Section 11.1. The operating funds shall be deposited to the General Fund of the Association and shall be expended for approved annual budget items, unless otherwise authorized by the Board of Directors.

Section 11.2. The Program Endowment Fund of the Association shall be comprised of gifts to the Association and One-In-A-Million, Lifetime and Sustaining membership contributions. Funds shall be deposited with a fiduciary agent as designated by the Board and administered in accordance with principles developed by the Board's Finance Committee.

Section 11.3. The fiscal year of the Association and its committees shall be July 1 through June 30. At the end of each fiscal year an audit of all funds shall be prepared by a certified public accountant and presented to the Board.

ARTICLE XII. MEETINGS OF THE ASSOCIATION

Section 12.1. There shall be one general meeting of the Association each year. Written notice of this meeting shall be electronically sent and/or mailed to the Alumni Association body at least 30 days prior to the annual meeting. The Board of Directors may call a special meeting of the Association at any time and for any purpose mentioned in the call by written notice electronically sent and/or mailed from the Office of Alumni Relations to Alumni Association body at least five days before such meeting.

Section 12.2. Alumni Members and Associate Members may vote at meetings of the Association. Votes may be cast electronically or by mailed proxy.

Section 12.3. At all meetings of the Association a quorum shall consist of twenty-five members.

ARTICLE XIII. ELECTIONS

Section 13.1. The Nominating Committee shall prepare a slate of candidates for election as Officers and Directors and shall secure the consent of its nominees to serve if elected. The membership shall be notified of nominations by electronic and/or mailed notice at least 30 days prior to the annual meeting.

Section 13.2. Election of Officers and Directors shall take place at the Annual Meeting, **or by electronic vote.** ~~Nominations shall be permitted from the floor at the Annual Meeting.~~ Nomination submitted electronically or by mailed proxy must be received by the Office of Alumni Relations at least fifteen (15) days prior to the annual meeting. All nominees, ~~whether nominated by the committee or from the floor,~~ shall be members who have given consent to the nominations.

Section 13.3. Only Alumni Members, as defined in Article III, Section 2, may hold office in the Association.

Section 13.4. The newly-elected Officers and Directors shall assume their duties on July 1 following their election.

ARTICLE XIV. THE ALUMNI HOUSE

Management of the Alumni House, delegated to the Association in 1939 by the Trustees of the University, includes (1) developing and implementing general policy and procedures for operation and use of the House for the Association and its members and University purposes and functions, (2) determining furnishings and interior decoration, and (3) determining space use within the House. The University provides upkeep and maintenance of the building. Management of the Alumni House shall be carried out under the direction of the House Committee. **The alumni house committee has procurement powers within limits periodically set by the Alumni Association Board of Directors.**

ARTICLE XV. AMENDMENTS

Any amendment to these Bylaws must first be approved by the Board, who shall, in turn, specify the manner of voting: (1) by a majority vote of the members present at any regular or called meeting of the Association, provided a copy of the amendment has been sent to the Alumni Association body at least two weeks before the meeting, (2) by mail ballot to the Alumni Association body, or (3) by electronic ballot.

ARTICLE XVI. INDEMNIFICATION OF DIRECTORS, OFFICERS AND OTHERS

Section 16.1. Definitions. For purposes of this Article XVII, the following definitions shall apply:

- a. "Act" means the North Carolina Nonprofit Corporation Act, effective July 1, 1994, and all amendments and additions thereto.
- b. "Association" means the corporation as such term is defined in Section 55A850(b)(1) of the Act.
- c. "Director" means an individual who is or was a director of the association or an individual who, while a director of the association, is or was serving at the association's request as a director, officer, manager, partner, trustee, employee or agent of another foreign or domestic association (whether a business or nonprofit corporation), limited liability company, partnership, joint venture, trust, employee benefit plan, or other enterprise. A Director is considered to be serving an employee benefit plan at the association's request if such Director's duties to the association also impose duties on, or otherwise involve services by, the Director to the plan or to participants in or beneficiaries of the plan. "Director" includes, unless the context requires otherwise, the estate or personal representative of a Director.
- d. "Expenses" means expenses of every kind incurred in defending a Proceeding, including, but not limited to, legal, accounting, expert and investigatory fees and expenses.
- e. "Indemnified Officer" shall mean each officer of the association who is also a Director of the association and each other officer of the association who is designated by the Board of Directors from time to time as an Indemnified Officer. An Indemnified Officer shall be entitled to indemnification hereunder to the same extent as a Director, including, without limitation, indemnification with respect to service by the Indemnified Officer at the association's request as a director, officer, manager, partner, trustee, employee or agent of another foreign or domestic association (whether a business or nonprofit corporation), limited liability company, partnership, joint venture, trust, employee benefit plan or other enterprise. "Indemnified Officer" includes, unless the context requires otherwise, the estate or personal representative of an Indemnified Officer.
- f. "Liabilities" means any obligation to pay any or all of the following: a judgment, a settlement, a penalty, a fine (including an excise tax assessed with respect to an employee benefit plan) and reasonable expenses, including, but not limited to, attorneys' fees of opposing parties incurred with respect to a Proceeding.

- g. "Proceeding" means any threatened, pending, or completed claim, action, suit or proceeding, whether civil, criminal, administrative or investigative, whether formal or informal, and any appeal therein (and any inquiry or investigation that could lead to such a proceeding).

Section 16.2. Statement of Intent. The association shall indemnify the Directors and the Indemnified Officers to the maximum extent permitted by the Act.

Section 16.3. Indemnification. In addition to, and not in any way in limitation of, all indemnification rights and obligations otherwise provided by law, the association shall indemnify and hold harmless its Directors and Indemnified Officers against all Liabilities and Expenses in any Proceeding (including, without limitation, a Proceeding brought by or on behalf of the association itself) arising out of their status as Directors or officers, or their service at the association's request as a director, officer, manager, partner, trustee, employee or agent of another foreign or domestic association (whether a business or nonprofit corporation), limited liability company, partnership, joint venture, trust, employee benefit plan or other enterprise, or their activities in any such capacity; provided, however, that the association shall not indemnify a Director or an Indemnified Officer against Liabilities or Expenses that such person may incur on account of activities of such person which at the time taken were known or believed by him or her to be clearly in conflict with the best interests of the association. The association shall also indemnify each Director and Indemnified Officer for his or her reasonable costs, expenses and attorneys' fees incurred in connection with the enforcement of the rights to indemnification granted herein, if it is determined in accordance with these bylaws that the Director or Indemnified Officer is entitled to indemnification hereunder.

The Board of Directors shall have the authority to adopt such resolutions pertaining to the implementation of this Article, Section 3, as it may from time to time determine, and such resolutions shall be given full effect, even though they supplement, amplify or go beyond the provisions of this Article, Section 3, provided and to the extent such resolution does not violate any provision of the Act or the Articles of Incorporation. This Article, Section 3, shall be construed in a manner to fully effect the purpose and intent of the resolution of the Board of Directors approving and adopting this provision.

Section 16.4. Determination. Any indemnification under this Article, Section 3 shall be paid by the association in a specific case only after a determination that the Director or Indemnified Officer has met the standard of conduct set forth in this Article, Section 3, of these bylaws. Such determination shall be made:

- (a) by the Board of Directors by a majority vote of a quorum consisting of the members thereof not at the time parties to the Proceeding;
- (b) if a quorum cannot be obtained under this Article, Section 3, by a majority vote of a committee duly designated by the Board of Directors (in which designation members thereof who are parties to the Proceeding may participate), consisting solely of two or more members of the Board of Directors not at the time parties to the Proceeding;
- (c) by special legal counsel (i) selected by the Board of Directors or a committee thereof in the manner prescribed in this Article, Section 4(a) or 4(b); or (ii) if a quorum of the Board of Directors cannot be obtained under this Article, Section 4(a), and a committee cannot be designated under this Article, Section 4(b), selected by a majority vote of the full Board of Directors (in which selection members thereof who are parties in the Proceeding may participate); or
- (d) by the members of the association, but Directors who are at the time parties to the Proceeding shall not vote on the determination.

The Board of Directors shall take all such action as may be necessary and appropriate to enable the association to pay the indemnification required by this Article.

Section 16.5. Advances for Expenses. The Expenses incurred by a Director or an Indemnified Officer in defending a Proceeding may be paid by the association in advance of the final disposition of such Proceeding as authorized by the Board of Directors in the specific case upon receipt of an undertaking by or on behalf of the Director or Indemnified Officer to repay such amount. Subject to receipt of such undertaking, the association shall make reasonable periodic advances for Expenses pursuant to this Article, Section 5, unless the Board of Directors shall determine, in the manner provided in this Article, Section 4, of these bylaws and based on the facts then known, that indemnification under this Article is or will be precluded.

Section 16.6. Reliance and Consideration. Any Director or Indemnified Officer who at any time after the adoption of this Article XVII serves or has served in any of the aforesaid capacities for or on behalf of the association shall be deemed to be doing or to have done so in reliance upon, and as consideration for, the right of indemnification provided herein. Such right, however, shall not be exclusive of any other rights to which such person may be entitled apart from the provisions of this Article. No amendment, modification or repeal of this Article shall adversely affect the right of any Director or Indemnified Officer to indemnification hereunder with respect to any activities occurring prior to the time of such amendment, modification or repeal.

Section 16.7. Insurance. The association shall purchase and maintain insurance on behalf of its Directors, officers, employees and agents and those persons who were or are serving at the request of the association in any capacity with another association (whether a business or nonprofit corporation), limited liability company, partnership, joint venture, trust, employee benefit plan or other enterprise against any liability asserted against or incurred by such person in any such capacity, or arising out of his or her status as such, whether or not the association would have the power to indemnify such person against such liability under the provisions of this Article or otherwise. Any full or partial payment made by an insurance company under any insurance policy covering any Director, officer, employee, agent or other person identified above made to or on behalf of a person entitled to indemnification under this Article shall relieve the association of its liability for indemnification provided for in this Article or otherwise to the extent of such payment, and no insurer shall have a right of subrogation against the association with respect to such payment.

Section 16.8. Savings Clause. If this Article or any portion hereof shall be invalidated on any ground by any court or agency of competent jurisdiction, then the association shall nevertheless indemnify each person indemnified hereunder to the fullest extent permitted by the portion of this Article that is not invalidated and also to the fullest extent permitted or required by the applicable law.

ARTICLE XVII. GENERAL PROVISIONS

Section 17.1. Management of Corporate Funds. No funds received by donation, bequest or any other means shall be diverted from the use to which they may be assigned by the donor, testator or testatrix, unless said use is contrary to or in conflict with the purposes of the association, and no funds shall be used for any purpose other than to effect the purposes of the association.

Section 17.2. Records. The association shall keep a copy of the following records at the principal office of the association:

- a. Its articles of incorporation or restated articles of incorporation and all amendments to them currently in effect;
- b. Its bylaws or restated bylaws and all amendments to them currently in effect;
- c. Resolutions adopted by the Board of Directors relating to the number or classification of directors;
- d. A list of the names and business or home addresses of its current directors and officers.

Section 17.3. Exempt Activities. Notwithstanding any other provision of these bylaws, no member, director, officer, employee or representative of this association shall take any action or carry on any activity by or on behalf of the association not permitted to be taken or carried on by an organization exempt from federal income taxation pursuant to Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist, or as they may hereafter be amended, or by an organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as they now exist or as they may hereafter be amended.

ARTICLE XVIII. CONFLICT OF INTEREST TRANSACTIONS

Section 18.1. Definition: "Conflict of interest transaction" means any transaction in which a director has a direct interest or an indirect interest. A director has a direct interest in a transaction if the director or a member of the director's immediate family has either a material financial interest in the transaction or a relationship with the other parties to the transaction that might reasonably be expected to affect his or her judgment. A director has an indirect interest in a transaction if either (a)

another entity in which the director has a material financial interest or in which the director is a general partner in a party to the transaction, or (b) another entity of which the director is also a director or is an officer or trustee is a party to the transaction and the transaction is of sufficient importance that it should be considered by the Board of Directors of Association.

Section 18.2. Special Requirements: A conflict of interest transaction is not avoidable by Association solely because of a director's interest in the transaction if (a) the material facts of the transaction and the director's interest were disclosed or known to the Board of Directors or a committee of the Board and the Board or Committee authorized, approved or ratified the transaction, or (b) the transaction was fair to Association.

Section 18.3. Disclosure: A director who has a direct or indirect interest in any transaction presented to the Board of Directors or any committee of the Board shall disclose his or her interest.

Section 18.4. Approval: A conflict of interest transaction must be authorized, approved or ratified by the affirmative vote of a majority of the directors (not less than two) on the Board of Directors (or the appropriate committee) who have no direct or indirect interest in the transaction and to whom the material facts of the transaction and of any director's interest in the transaction were disclosed or made known. If a majority of the directors who have no direct or indirect interest in the transaction vote to authorize, approve or ratify the transaction, a quorum is present for the purpose of taking such action. The presence of, or a vote cast by, a director with a direct or indirect interest in the transaction does not affect the validity of any action taken in accordance with this paragraph.

ARTICLE XIX. DISSOLUTION

In the event of dissolution of this Association, after payment of debts, any remaining assets of the Association which are not held by the Association for the benefit of specific purposes shall be distributed, transferred, and paid over to the University or to such other organizations, corporations or institutions organized and operated exclusively for scientific, educational, and charitable purposes that qualify for tax exemption under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, and that the Board selects. Should the distribution be made to more than one corporation or institution, the Board shall determine the proportionate share of each corporation or institution.

ARTICLE XX. RULES OF ORDER

The rules contained in *Robert's Rules of Order Newly Revised* shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with the Charter or the Bylaws of the Association.

Approved by mail ballot.

Effective Date: February 1, 2006

Revised and approved: May 5, 2011

Effective Date: July 1, 2011

Revised and Approved: June 5, 2012