ALUMNI ASSOCIATION
CONSTITUTION AND BYLAWS

ARTICLE I – NAME
The name of this organization shall be the Athens State University Alumni Association.

ARTICLE II – LOCATION
The principal office and place of business of said Association shall be on the campus of Athens State University, Athens, Limestone County, Alabama.

ARTICLE III – PURPOSES
The purposes of the Association is to develop a strong alliance with Athens State University, to encourage members to participate actively in Alumni Affairs and become more visible in their commitment to the University, to help develop resources for the Association and the University, and to enhance the image of the Association and the Institution throughout the world.

ARTICLE IV – MEMBERSHIP
Membership in this association is open to graduates of Athens State University and its predecessors; to those individuals who have completed at least twelve hours of work at Athens State University, as well as those persons who are elected by the Board of Directors to honorary membership in the Association. The membership shall be divided into three classifications: active, life, and honorary.

A. Active Members shall consist of graduates of Athens State University and its predecessors who are Life Members or who hold a current paid membership in the Association, and those past regularly registered students of Athens State University and its predecessors who have completed successfully at least twelve semester hours of work at Athens State University and hold a current paid membership ($25.00 per year for an individual, $40 for a couple) in the Association.
B. Lifetime Members shall be graduates of Athens State University and/or past regularly registered students who have completed successfully at least twelve semester hours of work at Athens State University, who have submitted a gift of $250.00 to the Athens State University Alumni Association.
C. Honorary Members shall consist of those elected to such status by the Association in recognition of outstanding and meritorious services to Athens State University, the Association, the State of Alabama, or the United States of America. A resolution honoring a person as an Honorary Member must be approved by a majority vote of the Board of Directors.
D. Associate Members: Associate status is conferred by the Board of Directors. This status is reserved for "Friends of the University" and is limited to those who are members of the university community; contribute to the overall success and advancement of the University, yet do not hold a degree from Athens State University. Such individuals must have applied for membership in accordance with these bylaws and pay annual dues. Associate members shall neither be voting members nor serve as elected members of the Alumni Board.

ARTICLE V – MEETINGS
Section 1. Annual Meeting. The Annual Meeting of the Association shall be held at such place and at such time as may be designated by the Board of Directors, for the transaction

of such business as may be brought before the meeting, including the election of nominees for the Board of Directors and other Alumni programs.

Section 2. Special Meetings. Special meetings of the membership may be held upon call of the President or Director of the Association, or of a majority of the Board of Directors.

Section 3. Quorum. At any meeting of the Association, regularly and properly called, those members present constitute a quorum.

Section 4. Conduct of Meetings. Meetings of the members shall be presided over by the President, or President-Elect; if he/she is not present, by his/her designee from the Board of Directors. A person designated as Parliamentarian by the President shall advise as to the proper conduct of all official procedures as contained in Robert's Rules of Order (Newly Revised). The Director or his/her designee shall be the Secretary of the Association, and will be present at all meetings of the Association.

Section 5. Voting. Each member of this Association shall, at every meeting of the members, be entitled to cast one vote, in person or by proxy, on each subject properly submitted to vote.

Section 6. Proxies. No proxy shall be deemed valid unless and until signed by the member, duly witnessed, and filed with the Director/President three days prior to the day of meeting. A proxy is valid only at the meeting for which it is designated.

ARTICLE VI – DIRECTORS

Section 1. Number and Qualifications. The business and affairs of this Association shall be managed by its Board of Directors, which shall consist of twenty-five (25) members, all of whom shall be members of the Association. The Board of Directors shall be composed of the President, President-Elect, Past President, the Athens State University Student Government Association President, one Faculty/Staff Representative, and twenty At-Large Members. The President and the Director of Alumni Affairs shall serve as ex-officio members of all committees. The Athens State University president and a representative from the Athens State University Foundation shall also be ex-officio members of the Board.

Section 2. Election and Term of Office. The Board of Directors, consisting of twenty-five members, shall be selected as follows:

A. The President of the Association shall appoint, in addition to the Chairman, a nominating committee, whose duty it is to present to the Board, a slate of nominees for election at the Annual meeting, this slate is to include as many members for election as there are vacancies.

B. Members of the Board of Directors shall be elected by the active members of the Association from a slate presented by the Board of Directors, at an Annual Meeting of the Association. Nominations may be made from the floor. Such nominations must include a list, presented in writing to the President, of the qualifications required of the nominee and his/her willingness to serve if elected. No name shall be submitted unless the person is a graduate of Athens State University, with a current paid membership in the Association. Members of the Board shall be elected for terms of three (3) years. All shall hold office for the term so elected and until their successors have been elected. Each member of the Board will make an annual contribution of $100 to support the operations of the Alumni Association. A faculty/staff member of the Board of Directors shall be recommended by the Alumni Affairs Director and approved by the Board.

C. An Executive Committee, consisting of the President, immediate Past President, President-Elect, Director (non-voting), and one (1) member of the Board of Directors appointed by the President, shall have the responsibility of conducting affairs of the Association between meetings of the Board of Directors.

Section 3. Vacancies. A vacancy on the Board may be filled by a vote of the majority of the continuing directors, provided that there are ten (10) or more such continuing directors.

If there are less than ten (10) continuing directors at the time of such vacancy, the President shall call a special meeting of the Association for the purpose of electing persons to fill all such vacancies then existing on the Board of Directors. A vacancy may remain unfilled if ten (10) or more Directors are still serving. Each director elected to fill a vacancy shall serve the remaining portion of the unexpired term or until his/her successor is duly qualified and elected.

Section 4. Emeritus Members: Emeritus is a permanent status, conferred upon an individual, selected by the Board of Directors, in recognition of their leadership; commitment and devotion of time, talent and resources to advance the work of the Association. Emeritus status is deemed to be an honor of high order and shall not be conferred as a matter of due course; it is reserved for those whose service is exemplary. Alumni Board dues will not be levied against Emeriti members. Such individuals shall neither be voting members nor serve again as elected members of the Alumni Board. Board Emeriti members are typically recognized at the conclusion of a member's term of service. However, the Board of Directors may transfer appropriate members to Emeriti status if they are unable to complete their immediate term of service.

Section 5. Removal from Office. Any member of the Board of Directors who fails to attend more than two (2) consecutive regular and special Board of Directors meetings without just cause shall be deemed to have resigned from the Board. Any director may be removed at any time by vote of a two-thirds (2/3) majority of the Board of Directors.

Section 6. Annual Meeting. The Association shall hold its annual meeting on the campus of Athens State University.

Section 7. Regular Meetings. Regular meetings of the Board shall be held at a time established by the President and Director.

Section 8. Special Meetings. Special meetings of the Board of Directors may be called by the President, Director, or any three (3) Board Members, to be held at any place within the State of Alabama, on a date and at a time designated, but notice of time and place of such meeting shall be sent to each Board Member at his/her last known place of residence at least five (5) days before the scheduled time of the meeting.

Section 9. Quorum. At any meeting of the Board of Directors, regularly and properly called, those members present constitute a quorum.

ARTICLE VII - OFFICERS

The officers of the Association shall include a President, President-Elect, Past President, Director and such other officers as the Bylaws shall state. The officers shall be elected or appointed as provided in the Bylaws.

Section 1. Election or Appointment. The officers of the Association shall be elected or appointed in the following manner:

A. The President-Elect of the Association shall be elected at the Annual Meeting of the Association by a majority of the active members present. The Nominating Committee of the Board of Directors shall present the name(s) of persons eligible for the office of President-elect. The names of such nominees shall be approved by the Board of Directors of the Association and presented to and voted on by the membership at the Annual Meeting.
B. The Director or his/her designee shall serve as Secretary of the Association.
C. The Board of Directors of the Association may also elect/appoint other officers as may be necessary for the transaction of the business of the Association.

Section 2. Term of Office. The term of office of all elected officers shall be two years or until their respective successors are chosen, but any officer may be removed from office by the Board of Directors by the affirmative vote of a two-thirds (2/3) majority of the Directors then in office, and ratified by a two-thirds (2/3) majority of the members of the Association at any regular or called meeting of the membership.

ARTICLE VIII - DUTIES OF OFFICERS

Section 1. The President. The President shall preside at all meetings of the Executive Committee, the Board of Directors, and at the Annual Meeting and any Special Meetings of the Association. He/she shall work with the Director to see that the program of work is carried out as approved by the Board of Directors. He/she shall serve as chief executive officer of the Association and perform such other duties as usually pertain to the office of President.

A. The President may appoint a member of the Board of Directors to act in his/her stead at such times as may be required, except for such action as may legally require the President to act.

B. The President shall appoint such committees as may be required with the approval of the Board of Directors.

Section 2. The Director. The Director shall be appointed by the President of Athens State University. The Director shall be the chief administrative officer of the Association and shall be charged with the administration of the affairs of the Association and its office. He/she shall issue notices of all meetings of the Association and shall attend such meetings. He/she shall prepare and keep appropriate records of all alumni of Athens State University and its predecessors. He/she shall have custody of all the equipment and properties of the Association. He/she shall collect all dues from the members of the Association; solicit and accept all contributions, grants, trusts, and gifts to the Association and its special funds and deposit these contributions, grants, trusts, and gifts into the Athens State University Foundation. He/she shall be responsible for the efficient financial administration of all funds and keep accurate financial records of the Association. He/she shall perform such other duties as are incident to this office. It shall be his/her duty to keep a permanent record of the proceedings of the Association.

Section 3. Other Duties. All officers shall perform such other duties as may be assigned to them by the Board of Directors, and the Board of Directors may delegate any of the duties enumerated above to other qualified individuals.

ARTICLE IX – FISCAL MATTERS

The fiscal year of the Association shall be from January 1 through December 31.

ARTICLE X – ALUMNI CHAPTERS

The Association shall promote and support local Alumni Chapters, to provide a medium through which the individual members of the Association and loyal friends of Athens State University can contribute to the objectives and purposes of the Association. The policies and procedures for administering such shall be approved by the Board of Directors.

ARTICLE XI - PARLIAMENTARY AUTHORITY

The rules contained in ROBERT'S RULES OF ORDER, NEWLY REVISED, shall govern the Association in all cases where they are not inconsistent with these Bylaws and any other special rules of order of the Association or any that the Association may adopt.

ARTICLE XII – AMENDMENTS

The Bylaws may be amended by approval of the Board of Directors and adoption by two-thirds (2/3) majority of voting members present at a meeting of the membership.

Amendments approved on 4-4-09 and incorporated.