

BYLAWS of the MISSISSIPPI UNIVERSITY FOR WOMEN
ALUMNI ASSOCIATION

1.0 NAME AND PURPOSE:

1.1 Name

The name of this organization shall be the Mississippi University for Women Alumni Association. It shall be hereinafter referred to as "the Association."

1.2 Purpose

The Association exists for the purpose of promoting the welfare, programs, academic excellence, and vision of Mississippi University for Women, hereafter known as "the University," through the establishment of a mutually beneficial relationship between the University and this Association.

2.0 MEMBERSHIP:

The membership of the Association shall be open to all interested alumni, former students, faculty, staff, and friends in the following categories listed below who are in good standing with the Association as defined in the Association's Policies and Procedures.

Any applicant in good standing will automatically be a member at the level of membership to which he/she is entitled upon written (including letter, email, fax, or approved University form) application to the Executive Director of Alumni Relations and shall remain a member so long as he/she is in good standing or until such time as the Executive Director of Alumni Relations receives a letter of resignation as defined in section 2.7.

2.1 Categories of Voting Membership

There are five levels of voting memberships: Active, New Alumni, Sustaining, Emeriti and Sustaining Life. Members who meet the criteria for one or all of these categories are entitled to participate in a certified balloting and/or referendum voting.

2.1.1 Active Member

Any person who has been officially enrolled at the University for at least twelve (12) semester hours; and

Who donated to the University through the MUW Foundation between 1 January and 31 December of the calendar year preceding the election will be an active, voting member in the Association for that year. The annual donation amount required for membership will be established in the Association's Policies and Procedures.

2.1.2 New Alumni Member

Any person shall be granted a complimentary voting membership and considered a New Alumni for the first twelve (12) months following graduation.

2.1.3 Sustaining Member

Any person who has been officially enrolled at the University for at least twelve (12) semester hours; and

Who has donated through their life to the University directly or through the MUW Foundation a cumulative amount of monetary gifts of \$10,000.00 or more may be awarded perpetual, voting membership in the Association.

2.1.4 Emeriti Member

Any person who has been officially enrolled at the University for at least twelve (12) semester hours; and

Who has reached the status of his/her 50th anniversary of graduation from MUW will have a fifty-percent reduction in the yearly donation level required for a voting member.

2.1.5 Sustaining Life Member

A life member of the Association is one who, upon their signed personal statement, held life membership in an MUW alumni association prior to Homecoming 1979 when criteria were officially changed.

2.2 Categories of Non-voting Membership

There are two levels of non-voting membership: General and Associate. Members who meet the criteria for these categories are not entitled to participate in a certified balloting or in referendum voting.

2.2.1 General Member

Any person who has been officially enrolled at the University for at least twelve (12) semester hours and has not met the donation requirements stipulated in the Policies and Procedures is considered a General Member.

2.2.2 Associate Member

Any person who attended the University as a student for less than twelve (12) semester hours or is a current or past member of the University faculty or staff and/or is a friend of the University; and

Anyone who donated to the University through the MUW Foundation between 1 January and 31 December of the calendar year will be a non-voting associate member in the Association for that year. The annual donation amount required for associate membership will be provided in the Association's policies and procedures.

2.3 Membership Responsibilities

Members of the Association shall enhance their knowledge and understanding of the strengths and needs of the Association and the University in order to promote actively the mission and general welfare of the Association and the University.

Each voting member shall follow, abide by, and be bound to the Bylaws, Rules and Regulations, and Policies of the Association.

2.4 Membership Benefits

The Association may define varying types of benefits for its members based on categories of membership as stated in Policies and Procedures approved by the Board.

2.5 Membership Rights

The rights of General and Associate Members of the Association will be set forth in Policies and Procedures approved by the Board.

The rights of Active, New Alumni, Sustaining and Emeriti, and Sustaining Life members of the Association will be set forth in Policies and Procedures approved by the Board. These members shall be eligible to vote in the certified election of the Board of

Directors for the Association and to vote on referenda related to Bylaws changes and/or to specific concerns placed before the voting membership by the Association's Board of Directors.

2.6 Initiation of Referendum by Membership

Members may initiate referenda upon petition to the Board of Directors from ten (10) percent of the voting members or thirty (30) voting members, whichever is greater.

2.7 Membership Resignations and Reinstatement

Any member of the Association may elect to resign from the Association by submitting a written notice to the President of the Association via the Office of Alumni Relations. Such resignations will be considered effective upon receipt and will be forwarded to the Board of Directors for entry into the minutes of their next board meeting.

Alumni may choose to rescind their resignation later and, with a written request to the Board of Directors via the Office of Alumni relations, can request full reinstatement of the rights and privileges of the level of membership to which they would be entitled.

2.8 Membership Meetings

2.8.1 Annual Meetings

There shall be an annual, informational meeting of the Association during the University's Homecoming Weekend. The details of the annual meeting will be set forth in Policies and Procedures approved by the Board.

2.8.2 Special Meetings

Special meetings of the Association members may be called by the President of the Board or upon the request of ten (10) percent of the voting members or thirty (30) voting members, whichever is greater. Members shall receive no less than 15 days notice prior to special meetings. Notice shall be given in the manner specified by the Association's policies and procedures and the notice shall state the purposes of the special meeting.

2.9 Quorum

The quorum of a meeting of the membership will be the number of voting members present at the time.

2.10 Membership Voting

2.10.1 Each voting member shall be entitled to one vote per item.

2.10.2 Balloting will utilize individual identifiers and may occur by the use of written ballot, e-mail or telephonic fax contact.

2.10.3 No balloting for election of officers or on referenda shall be conducted at membership meetings.

2.10.4 Voting for expired Board positions will occur on an annual basis, approximately 60 days before the annual meeting and election of Board members will be by a plurality of votes cast.

2.10.5 The quorum for a certified vote will be ten (10) percent of the voting membership.

2.10.6 Passage of proposed changes in Bylaws placed before the membership will require a two-thirds (2/3) majority of votes cast.

2.10.7 Passage of proposed referenda placed before the membership will require a simple majority of votes cast.

2.10.8 The voting results of all Association elections and referenda shall be available to the membership in accordance with policies and procedures approved by the Board of Directors.

3.0 BOARD OF DIRECTORS

3.1 A Board of Directors elected from voting members in good standing by the Association membership will govern the Association. The Board will supervise and control the business and activities of the Association, except as otherwise expressly provided by these Bylaws.

3.2 During the transition period between the Annual Meeting of 2009 until the Annual Meeting of 2012 during which time the Interim Board will be moving to staggered three (3) year terms, the Board will consist of at least seventeen (17) and no more than twenty-three (23) total voting members. Interim Board Members will be designated by the Board to serve one (1), two (2), or three (3) year

terms. The present Board of Directors will approve the 2009-2010 Board of Directors. Beginning in 2012, the provisions in Section 3.2 will automatically be deleted as obsolete and the provisions in Section 3.3 will be fully applicable.

- 3.3 The Board of Directors shall consist of twenty-two (22) voting members of the Association.
 - 3.3.1 Twenty-one (21) Directors who will be elected by a plurality of votes cast by balloting of voting members.
 - 3.3.2 One (1) voting Director will be the Chairman of the MUW Foundation.
 - 3.3.3 Directors shall be elected to staggered terms of three (3) years. At least seven (7) will be elected each year.
 - 3.3.4 A Director may be elected for a second term, but at the end of such term, said Director will not be eligible for re-election to the Board for a period of two (2) years.
- 3.4 Ex-Officio members of the Board of Directors who shall be non-voting will include:
 - 3.4.1 Immediate Past President of the Association
 - 3.4.2 President of the MUW Student Government Association
 - 3.4.3 President of the MUW Student Alumni Ambassadors
 - 3.4.4 President of the MUW Faculty Senate
 - 3.4.5 Executive Director of the MUW Office of Alumni Relations
 - 3.4.6 Vice-President of Institutional Advancement for MUW
 - 3.4.7 President of MUW
- 3.5 Vacancies

Vacancies occurring in the Board of Directors for reasons other than expiration of the term shall be filled by a voting member recommended by the Association's Nominating Committee and approved by the Board of Directors. Such appointed director shall serve temporarily until the next annual election at which time the

director's appointment shall be submitted to the voting membership for ratification. Any director so appointed shall serve the unexpired portion of that term which will apply toward term limits as specified in section 3.3.4.

3.6 Duties of Directors

Directors of the Association, operating as a Board, shall be the primary governance authority of the Association, promoting the best interests of the Association and the University and representing the wishes of the voting membership.

3.6.1 The Board of Directors shall establish annually a schedule of meetings as directed by these Bylaws and shall meet at least three (3) times yearly.

The President of the Board or a majority of Directors may call special meetings with at least thirty (30) days written notice to the Directors and the University. Such notice shall include the time, date, place, and agenda for the called meeting.

The President of the Board may call emergency Board meetings without thirty (30) days-notice in extenuating circumstances and with the approval of at least two (2) Directors and notification of the other Directors and the University.

Each Director shall physically attend at least two (2) Board meetings annually, unless excused by the President due to extenuating circumstances. Failure to meet this obligation shall result in the Director's position on the Board being declared vacant.

3.6.2 Directors shall participate in the annual orientation of Directors meeting. At such meeting, Directors shall select the officers of the Board of Directors as stipulated in Section 4.2 of these Bylaws.

3.6.3 Directors shall vote on all proposed Board actions prior to such actions being implemented, unless the Board of Directors gives express approval to selected members of the Board to act in its behalf on specific matters that are considered routine and not controversial.

3.6.4 Directors shall submit to the vote of the membership any proposed actions by the Board that would change or amend the Association's Affiliation Agreements or these Bylaws.

3.6.5 Directors shall submit to the vote of the membership, in the form of referenda, any proposed actions on the part of the Board that may have substantial impact on the operations of the Association, the rights of the members of the Association, the financial status of the Association, the relationship of the Association and the University, or any other controversial matter that might significantly impact the Association or its membership. The majority vote of the membership in any such referenda will be binding.

The Board shall initiate a referendum when a majority of Directors of the Board request such action.

3.6.6 Directors shall serve as Chairpersons of Standing Board Committees, upon appointment by the President and approval by a majority vote of the Directors, except that the Past President shall serve as the Chairperson of the Association's Nominating Committee, as stipulated in Section 6.2. The membership of each Standing Committee shall be chosen by its Chairperson and subject to ratification by the Board.

3.6.7 Directors shall be responsible for management of the Association's resources, including any financial assets. The Board will review the financial status of the Association at each scheduled business meeting and at any other meeting where such review is deemed necessary.

3.6.8 Directors shall abide by the Advocacy requirements of these Bylaws.

3.7 Resignation of Directors

Any director may resign at any time by giving written notice to the Board of Directors. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance of the resignation as determined by the President of the Board.

3.8 Removal of Directors

Any Director may be removed from such office, with or without cause, by a three-fourths (3/4) vote of the voting members of the Board at any regular meeting or at a special meeting called expressly for that purpose by the Board of Directors.

3.9 Board Meetings

3.8.1 A regular annual meeting of the Board of Directors of the Association shall be held each year during MUW Homecoming Weekend.

3.8.2 The Board of Directors shall meet at least three times a year.

3.8.3 Special meetings of the Board of Directors may be called at the direction of the President of the Board or by a majority of the voting Directors. These meetings shall be held at such time, day and place as shall be designated in the notice of the meeting. Notification of the special meetings of the Board will be given at least 24 hours prior to the meeting.

3.10 Quorum

The presence physically or electronically of a two-thirds (2/3) majority of the voting Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

3.11 Manner of Acting

Except as otherwise expressly required by these Bylaws, the affirmative vote of a majority of the Directors in attendance physically or electronically at any meeting at which a quorum is present shall be the act of the Board of Directors. Each director shall have one vote. Voting by proxy shall not be permitted.

Action authorized in any poll of the board must be ratified at the next meeting and be included in the minutes of that meeting.

3.12 Unanimous Written Consent in Lieu of a Meeting

The Board may take action without a meeting if written consent to the action is provided, by the original signature all of the Directors. Action must be recorded in the minutes of the next meeting.

3.13 Conflicts of Interest

In the event that any Director has a conflict of interest that might properly limit such Director's fair and impartial participation in Board deliberations or decisions, such Director shall inform the Board as to the circumstances of such conflict.

No Director shall cast a vote, nor take part in the final deliberation in any matter in which the Director or any member of the Director's family or any organization, to which such Director has allegiance, has a personal interest that may be seen as competing with the interest of the Association. Any Director who has a conflict of interest shall notify the Board prior to deliberation on the matter in question and the Board shall make the final determination as to whether a conflict of interest exists. The minutes of the Board meeting shall reflect disclosure of any conflict of interest and the recusal of the interested Director.

4.0 OFFICERS

4.1 Officers

The officers of the Association's Board of Directors shall be Association members in good standing and consist of a President, a Vice-President, a Secretary, and a Parliamentarian. No Director may hold more than one office simultaneously.

4.2 Election of Officers

The President of the Board of Directors shall be the immediate past Vice-President. The remaining officers of the Board shall be elected by the majority vote of the Board of Directors as stipulated in policies and procedures.

4.3 Terms of Office

Officers of the Board of Directors shall hold office for one (1) year following installation to office. No officer shall serve two (2) consecutive terms in an office, except as follows in the case of the President's inability to serve a full term, necessitating the Vice-President assuming the office of President for the remainder of that term and the selection of a new Vice-President as noted above in Section 4.2.

4.4 Succession

The Vice President shall automatically assume the role of President of the Association's Board of Directors when that office becomes vacant.

If the Vice President is required to fill the unexpired term of the President, he or she shall be eligible to continue in office until the end of his or her elected Board term, unless requested to step down by a two-thirds (2/3) vote of the Board at which point he/she will vacate the office of President and return to the duties of Director until the end of his/her natural term.

If the Vice-President cannot assume the position of presidency, the Directors will elect a President from among the remaining Directors.

4.5 Resignation

Any officer may resign at any time by giving written notice to the President of the Board, or to the President-elect in the case of the resignation of the President. Such resignation shall take effect at the time specified in the notice, or if no time is specified, then at the time the noticed was received.

4.6 Removal

Any officer of the Board may be removed from such office, with or without cause, when it is in the best interest of the Association by a two-thirds (2/3) vote of the Directors at any regular or a special meeting called expressly for that purpose by the Board of Directors.

4.7 Vacancy

The Board of Directors shall fill a vacancy in any office for the unexpired portion of the term by a majority vote unless otherwise stipulated by these Bylaws.

4.8 Duties of Officers

4.8.1 President

4.8.1.1 The President of the Board shall serve at the will and pleasure of the Board of Directors and shall conduct the business and activities of the Association as directed by the Board.

4.8.1.2 The President may vote only in case of a tie.

- 4.8.1.3 The President may sign contracts or other instruments, which the Board of Directors has authorized to be executed, and shall perform all duties incident to the office of President as may be prescribed by the Board of Directors.
- 4.8.1.4 The President shall preside at all meetings and functions of the Association and the Board of Directors.
- 4.8.1.5 The President shall appoint the chairpersons of Standing Committees from the members of the Board of Directors subject to ratification of the Board of Directors.
- 4.8.1.6 The President shall appoint the chairpersons of Special Committees from the voting membership with ratification by the Board of Directors.
- 4.8.1.7 The President shall be the general representative and official spokesperson of the Association.
- 4.8.1.8 The President shall assure that the purposes and the mandates of the Association are carried out and to perform all duties usual to the office.
- 4.8.1.9 The President shall make a report at the annual meeting of the Association informing the membership of the accomplishments of the past year.
- 4.8.1.10 The President shall provide continuity of leadership and assist the incoming President during the following year by serving ex officio as Immediate Past President on the Board of Directors.

4.8.2 Vice-President

- 4.8.2.1 The Vice-President shall serve as the President-elect.
- 4.8.2.2 The Vice-President shall be responsible for the organization and implementation of an annual board orientation and retreat, in coordination with the Director of Alumni Relations.

4.8.2.3 The Vice-President shall perform such Association duties as assigned by the President or the Board.

The Vice-President shall be an understudy to the President and succeed the President at the end of the term of office.

4.8.2.4 In the event, the office of President is vacated; the Vice-President shall serve as President for the unexpired term.

4.8.2.5 The Vice-President shall assist the President in the general conduct of the work of the Association and, in the absence of the President, perform all duties of the office.

4.8.3 Secretary

4.8.3.1 The Secretary shall keep the minutes of the meetings of the Board of Directors.

4.8.3.2 The Secretary shall see that all notices are duly given in accordance with the provisions of these Bylaws.

4.8.3.3 The Secretary shall collaborate with the Director of the Alumni Relations to ensure that Association records are properly maintained.

4.8.3.4 The Secretary shall perform all duties incident to the office of Secretary and such other duties as may be assigned by the President or the Board of Directors.

4.8.3.5 The Secretary shall provide the President of the Board a written copy of the minutes within seven (7) days of the meeting.

4.8.3.6 The Secretary shall arrange for distribution of the minutes to members of the Board of Directors and thereafter to the membership.

4.8.4 Parliamentarian

- 4.8.4.1 The Parliamentarian shall serve as an advisor to the Board on the rules of order in conducting the business of the Board. The Parliamentarian shall utilize *Robert's Rules of Order, Newly Revised*.
- 4.8.4.2 The President, shall appoint a Parliamentarian "pro tem" from the Directors, with ratification by the Board, to serve temporarily in the absence of the Parliamentarian.

5.0 STAFF

The MUW Director of Alumni Relations shall be an employee of the University who acts as a professional support to the Association and as a liaison between the University and the Association by working collaboratively with the Association's membership and with its Board of Directors and officers.

6.0 COMMITTEES

The Committee Chairmen will appoint committee members from among the voting members in good standing of the Association subject to ratification by the Board.

The Board of Directors must approve recommendations by Association committees in advance before action can be taken.

6.1 Standing Committees

6.1.1 Bylaws Committee

- 6.1.1.1 The Bylaws Committee shall have the responsibility for review of the Bylaws and its Amendments at least once every five (5) years and shall recommend to the Board any changes the Committee agrees may be needed.
- 6.1.1.2 The Committee will review and make recommendations to the Board on any Bylaws concerns expressed by any member of the Association.
- 6.1.1.3 The Committee shall consist of five (5) voting members of the Association.

6.1.2 Nominating Committee

6.1.2.1 The Nominating Committee shall be responsible for identifying, contacting, and nominating at least one candidate for every vacant Board directorship from among voting members of the Association in good standing and in accordance with the Affiliation Agreement.

6.1.2.2 The Committee shall consider issues of diversity (ethnic, religious, age, gender, place of residence) in drawing up its slate of candidates.

6.1.2.3 The Committee shall consist of five (5) voting members of the Association. The Chairman shall be the Immediate Past President of the Association.

6.1.2.4 Write-in candidates may be received for consideration by the Nominating Committee from the voting membership upon petition signed by ten (10) percent or thirty (30) voting members, whichever is greater, who may sign only one such petition annually. Such candidates must be voting members in good standing and must consent in writing to the nomination. The write-in nomination must be submitted to the Nominating Committee in writing by the first day of December 1 of each year.

6.1.3 Elections Committee

The Elections Committee shall be responsible for oversight of the election/referendum process. The committee shall consist of at least (3) voting members who are not candidates for election to the Board;

6.1.4 Recruitment and Retention Committee

The responsibility of the Recruitment and Retention Committee shall be to support the University in coordination with the Vice President of Admissions in its recruitment and retention of students and faculty. The Committee shall include at least five (5) voting members of the Association.

6.1.5 Chapter/Constituent Development Committee

The responsibility of the Chapter/Constituent Development Committee shall be to develop successful regional alumni groups in coordination with the Director of Alumni Relations. The Committee shall include at least five (5) voting members of the Association.

6.1.6 Events Committee

The responsibility of the Events Committee shall be to coordinate the participation of Association members in support of formal programs and special activities planned by the President of the Association and/or the University. The committee will consult with the Director of Alumni Relations for approval of such events. The Committee shall include at least five (5) voting members of the Association.

6.1.7 Advocacy Committee

The responsibility of the Advocacy Committee shall be to study, review, and recommend action on all advocacy issues. The Committee shall consist of seven (7) voting members of the Association.

6.2 Special Committees

The President or the Board of Directors shall determine the need for special committees for such tasks as circumstances warrant. Such special committees shall limit their activities to the accomplishment of the task for which they are created or appointed and shall be time-limited.

The chairperson of a special committee shall be appointed by the President from the voting membership subject to ratification by the Board of Directors.

The members of the special committee shall be chosen from the voting membership by the chairperson subject to ratification by the Board of Directors.

7.0 ADVOCACY PROCEDURES

Public action is defined as any official statement. The Association shall understand the following:

- 7.1 That action should grow out of a careful study of the subject, which would be relevant to the Association's purpose, mission, and objectives, and shall not conflict with the Bylaws, Policies, or Affiliation Agreements of the Association.
- 7.2 That action should be the result of a study by the Association's Advocacy Committee, with review and approval by the Board, and should involve situations affecting the general welfare of the Association and/or its mission.
- 7.3 That action should not support or oppose candidates for public office.
- 7.4 That the many aspects of an issue, both pro and con, be presented to the Association membership after careful study.
- 7.5 That the action should be approved two thirds (2/3) of votes cast by the voting membership.
- 7.6 That the President of the Board or his/her Board designee following the referendum process for advocacy purposes shall then serve as the spokesperson for said advocacy purposes.

8.0 AFFILIATIONS

8.1 MUW Affiliation

The MUW Affiliation is described in an agreement between the University and the Association. The Association will abide by the terms of the Affiliation Agreement, as appended. The Affiliation Agreement takes precedence over any provision of the Association's Bylaws, Policies and Procedures and/or any other actions of the Association.

8.2 MUW Foundation Agreement

The MUW Foundation Agreement is an agreement between the MUW Foundation and the Association whereby all funds designated for the Association, any current local chapters, clubs and/or constituency groups shall be received and accounted for consistent with the policies and practices adopted by the MUW Foundation and consistent with the fund management agreement between the University Foundation and the Association, and shall be managed by the Foundation on behalf of the Association.

8.3 Membership Groups

The Association, through policies adopted by its Board of Directors, may establish, organize, and/or recognize affiliations with chapters, clubs, and/or constituent alumni organizations whose common goal is consistent with the purpose of the Association. Such groups will have written bylaws consistent with the Association Bylaws and any other Association affiliation agreements. Such groups may not engage in fund-raising without the express written approval of the Board of Directors of the Association.

9.0 AMENDMENTS TO BYLAWS

These Bylaws may be amended or new Bylaws adopted upon the affirmative vote of a two-thirds (2/3) majority of the voting members casting ballots in a scheduled referendum, except as otherwise specified in these Bylaws. The notice of such balloting shall set forth a summary of proposed Bylaws changes or Amendments. Changes to the Bylaws or its Amendments may not conflict with the affiliation agreements between the Association and the Foundation or the Association and the University.

10.0 POLICIES AND PROCEDURES

In order to comply with the specific provisions of the Association by-laws the Board of Directors may from time to time establish Policies and Procedures, which shall be binding upon the membership. Policies and Procedures may be amended or rescinded by a two-thirds margin of the Board of Directors' votes cast without previous notice or by a majority vote with such notice. Any policy and procedure, which restricts or imposes obligations or responsibilities on the membership, must be approved by a majority margin of votes cast by the membership.

11.0 MISCELLANEOUS

11.1 Roberts Rules of Order Newly Revised shall be the parliamentary authority for all matters of procedure not specifically covered by the by-laws or by specific rules of procedure.

11.2 Indemnification

11.2.1 The Board of Directors and Officers of the Association shall not be personally liable for debts or obligations of the Association.

11.2.2 The Association to the fullest extent possible pursuant to Mississippi Code, Section 79-11-281 or any amendment shall indemnify the Board of Directors and Officer of the Association thereto.

11.2.3 The Association's mailing list of members shall be for the use of the Alumni Association only and will be used in accordance with Association, University and MUW Foundation policy.

11.3 Dissolution

Upon dissolution of this Association, any assets or records held by the Association as a Mississippi non-profit corporation shall revert to the University or to another not-for-profit organization designated by the University.

11.4 Public Notice

Except as provided in Section 3.6.1, notice of the time, day, and place of any meeting of the Board of Directors shall be given at least fifteen (15) days before the meeting and in the manner set forth in Policies and Procedures approved by the Board. The purpose for which the meeting is called shall be stated in the notice. The Association's Web site will be primary location of notice.

Minutes (draft or approved) from all Board meetings, other than executive sessions, shall be posted ten (10) days following adjournment. The Association's Web site shall be the primary location of such posting.