

Bylaws of the Alumni Association University of the Cumberland (Cumberland College)

Article I – Authority

These Bylaws are adopted under the authority conferred by, and are constructed conformable to, the Constitution of the Alumni Association of the University of the Cumberland, formerly Cumberland College, (hereafter referred to as “the University”).

Article II – Active Member

Active members in any year are those members who have successfully completed a minimum of one semester of study at the University. Association members are encouraged to participate in the overall advancement of the University by any legal and ethical means possible, including:

1. Holding any office or serve on any committee of this Association or of a local chapter;
2. Attending at least one meeting of a local chapter per year;
3. Sending the name and address of at least one prospective student to the Director of Alumni Services or Director of Admissions;
4. Contributing to the financial support of the University, either through a personal gift or by participation in a fund-raising campaign;
5. Notifying the Director of Alumni Services of at least one channel (a personal friend, for example) through which to approach a philanthropic foundation or other potential donor;
6. Notifying the Director of Alumni Services of at least one position vacancy for which a Cumberland graduate or student would be considered;
7. Inviting or arranging through the Director of Alumni Services the invitation of at least one performing group, member of the faculty or administration, or alumnus of the University to entertain, meet with, or address at least one high school or community college, civic club, church or other similar group;
8. Sending the Director of Alumni Services news concerning activities of individual alumni and local alumni chapters.

Article III – Privileges of Members

Section 1. Regular Members. Regular members have the right to vote at all general meetings of the Association and the right to hold any office of the

association; to receive the University's alumni publications; and all notices to all general meetings held under the auspices of the Association.

Section 2. Honorary Members. Honorary members have all the rights of regular members except those of voting and holding office.

Article IV – Board of Directors

Section 1. Composition of the Board. The government of the Association and the management of its affairs are entrusted to a Board of Directors consisting of the following members:

- a. Fifteen (15) members elected in three groups of five (5) who serve a three-year term. These members may be eligible for a second successive term;
- b. President-Elect, serving a three-year term: the first year as President-Elect, the second year as President, and the third year as Past-President. This member is ineligible for a second term until a period of two (2) years has elapsed.
- c. Secretary, serving a one-year term. This member may be re-elected to an unlimited number of terms.
- d. President, under the conditions of Section IV.1.b.;
- e. Past-President, under the conditions of Section IV.1.b.;
- f. Alumni Trustee, a member of the University Board of Trustees appointed by the President of the University for a period not to extend his/her term as a board trustee.

And the following ex-officio members:

- a. President of the University;
- b. The Vice President of the University with primary responsibility for institutional advancement;
- c. Director of Alumni Services, serving as Executive Director of the Alumni Association;
- d. Director of Media Relations;
- e. The current President of the Student Government Association;
- f. Former members of the Board of Directors.

Section 2. Right to vote. All duly elected members of the Board of Directors have the right to vote on all matters coming before the board. Ex-officio members may not vote but have the privilege of the floor.

Section 3. Beginning and End of Terms. All elected members of the Board of Directors are installed into the office during the Homecoming activities in which they are elected, or at their first regular meeting of the Board of Directors. They will serve until the new members are installed at the annual Homecoming meeting in the year in which their terms expire or until their successors are duly elected

and installed. After completion of an elected term, members may continue to serve in ex-officio status as provided in Section IV.2.

Section 4. Board Meetings. A meeting of the Board of Directors is held during the annual Homecoming activities. Three (3) other meetings are scheduled throughout the year at a time and place agreed to by the Board of Directors. Special meetings of the board may be called by the President of the Board of Directors or upon a written request submitted by four (4) members of the board.

Section 5. Attendance. An elected member of the Board of Directors who is absent from two successive regular meetings of the board without advance notice to the Executive Director is deemed to have resigned membership on the Board and is not eligible for re-election within a year following said resignation. An elected member may make an appeal to the board, at the next meeting following the second successive absence, regarding a particular absence. If the Board feels the absence is warranted, the member may remain. Attendance of ex-officio members at regular meetings is not required; however, their attendance and participation is encouraged for all Alumni Board sponsored activities and events.

Section 6. Business. All meetings of the Board of Directors are open to the transaction of any business. The order of business follows customary usage. A simple majority of voting members of the Board constitutes a quorum, and a simple majority of those present and having the right to vote shall prevail on any question except those for which these Bylaws require a larger vote. No member is entitled to vote by proxy.

Section 7. Rights of Membership at Board Meetings. During regular meetings of the Board of Directors, sufficient time is set aside for appearances by members of the Association who may bring to the board's attention any matters appertaining to the Association. The board will take such matters under advisement.

Section 8. Vacancies. Any vacancy among the elected members of the Board of Directors is filled by election if the unexpired term is greater than one year; if the unexpired term is one year or less, the President fills the vacancy by appointment. In either case, the new member is eligible upon expiration of the interim term to serve as in Section IV.1.a.

Article V – Officers

Section 1. General. The officers of this Association shall be designated as the Executive Committee of the Board and include a President, a President-Elect, Past-President and a Secretary, all of whom are elected by the membership of the association through procedures described in Section IV.3. Officers begin their terms at the annual Homecoming meeting and serve until their successors are duly elected and installed. Any officer may be removed by the Board of Directors,

proper notice having been given of the proposed action and three fourths (3/4) of the Board voting for dismissal. The Executive Director, whose appointment and responsibilities are described in Article VII, serves as treasurer of the association.

Section 2. Duties of the President. The president acts as chair at all meetings of the Association, of Board of Directors, and of the Executive Committee. He appoints all committees, except as herein otherwise provided, and is an ex-officio member of all committees of this association. At the completion of the term, the retiring president serves as the Past-President of the Board of Directors for one year or until succeeded by another retiring president.

Section 3. Duties of the President-Elect. The president-elect is in effect a vice president who acts in place of the President in his absence or disability and succeeds to the presidency upon the expiration of the term of the president.

Section 4. Duties of the Past-President. The Past-President will serve as an advisor to the President and the President-Elect for one year until the installation of new executive officers at the Annual Meeting during Homecoming Weekend.

Section 5. Duties of the Secretary. The secretary acts as recording secretary of the meetings of the Executive Committee, the Board of Directors, and the Association.

Section 6. Vacancies. If the presidency becomes vacant, the President-Elect assumes the office of the President and serves the remaining unexpired term plus his own regular term. Should a vacancy occur within the office of President-Elect or Secretary, the vacant position is filled by special election by the Board of Directors to fulfill the unexpired term.

Article VI – Election

Section 1. Nominations. The Nominating Committee nominates candidates for each office who have served a minimum of two years on the Board of Directors. Nominations for positions to be filled on the Board of Directors are made from among the active membership of this Association. The Nominating Committee submits all nominations to the Executive Director at least two weeks prior to the spring meeting of the Board of Directors for transmittal to the Board for review and validation. The Executive Director sends the nominations to the members of the Association before the annual Homecoming meeting.

Section 2. Elections. Except in special circumstances when the Board of Directors authorizes the Executive Director to conduct the elections by mail or secured Internet balloting, officers and directors are elected at Homecoming during registration. Printed ballots, with provision for write-in votes, are obtained from the alumni registration desk, marked, and deposited in a sealed ballot box. The Election Committee, consisting of the Executive Committee and Director of

Alumni Services or designee, counts the ballots immediately following the close of Homecoming registration.

Article VII – Director of Alumni Services

The Director of Alumni Services shall serve as the Executive Director of this Association and is appointed by the President of the University. During his tenure of office, he shall be a member of the administrative staff of the University and shall be responsible, first, to the administration and, second, to the Board of Directors. He serves as an ex-officio member of the Board of Directors and its Executive Committee; and he is a member, ex-officio, of all other committees of this Association.

Article VIII – Committees

Section 1. Finance Committee. The Finance Committee shall be a standing committee. The Executive Committee and the Executive Director of the Alumni Association shall serve as the members of this committee.

Section 2. Nominating Committee. The Nominating Committee shall be a standing committee. A nominating committee of at least three members, with duties described above, is elected from within the Board of Directors to take office at the annual Homecoming meeting. The President-Elect will serve as chair of the committee.

Section 3. Other Committees. All other committees are appointed at the pleasure of the President.

Article IX – Meetings of the Association

Section 1. Annual Association Meeting. The annual meeting of the association is held during Homecoming. The calls for the meeting are mailed to each member at least sixty (60) days prior to the meeting, together with the notices of nominations and of the right of the members to make further nominations.

Section 2. Special Association Meetings. A special meeting of the association may be held on the request of the Board of Directors, President of the Alumni Association, Executive Director, President of the University, or on written petition of fifty (50) members of the association. The Board of Directors will decide the exact time and place of the meeting and sends notice to each member of the association at least two (2) weeks prior to the date of the meeting. Special meetings are only held for the purpose for which they are called. No other business may be considered.

Article X – Procedure

Section 1. Fiscal Year. The fiscal year coincides with the fiscal year of the University: July 1- June 30.

Section 2. Quorum. At any general meetings of the Association, regularly and properly called, the presence of a simple majority of voting members of the Alumni Board of Directors shall constitute a quorum, except that a quorum for any committee meeting is one-half of the membership of the committee. In the event that the projected attendance for such meetings may not constitute a quorum, the Executive Director shall cancel the proposed meeting, determine the next appropriate meeting time, and notify the necessary individuals of this action.

Section 3. Procedure. Except as specifically otherwise provided by the constitution, bylaws, or special rules of this association, *Robert’s Rules of Order, Revised*, govern.

Article XI – Amendment

Section 1. Method of amendment. These bylaws may be amended by a two-thirds (2/3) vote of the Board of Directors at any regular meeting or at any special meeting duly called and held for that purpose; and they may be amended or suspended by a two-thirds (2/3) vote at any regularly called meeting of Association.

Section 2. Review by the University administration. Any by-laws changes must be reviewed by the President of the University or his designee to ensure compliance with all articles of operation of the University.

Approved by Dr. James H. Taylor, President, and Ms. Sue Wake, Vice President of Institutional Advancement, University of the Cumberlands
12/01/2010

Adopted by the Alumni Board of Directors
12/04/2010

_____ Rich Prewitt, Alumni Board President 2010-2011

_____ David Bergman, Director of Alumni Services