

CONSTITUTION
GADSDEN STATE COMMUNITY COLLEGE
ALUMNI ASSOCIATION

ARTICLE I – NAME AND LOCATION

Section 1. The name of this organization shall be the Gadsden State Community College Alumni Association, hereinafter referred to as the “Association.”

Section 2. Offices of the Association shall be located in Alabama at Gadsden State Community College (hereinafter referred to as the “College”) and/or in such other localities as may be determined by the Board of Directors.

ARTICLE II—MISSION AND PURPOSES

Section 1. The Association will advance, support and promote the interest of the College, its students, alumni and Association members.

Section 2. The objectives of the Association shall be:

- A. To foster community support for the College.
- B. To maintain communication and contacts between the College, its Board of Directors and its Alumni.
- C. To participate in the decision-making processes pertaining to the College.
- D. To represent interests of Alumni within the College.
- E. To solicit, publish or furnish information as required to further the mission.
- F. To assist students and alumni in the achievement of their academic goals.
- G. To acknowledge the achievements of students and alumni.

Section 3.

- A. The purposes for which the organization is organized are exclusively religious, charitable, scientific, literary and educational within the meaning of section 501(c) (3)

of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

- B. Notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under section 501(c) (3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.
- C. Upon dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c) (3) of the Internal Revenue Code of 1986, or corresponding section of any future Federal tax code, or shall be distributed to the Federal, state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas, of the county in which the principal office of the organization is then located, exclusively for such purposes.

ARTICLE III—MEMBERSHIP

Section 1. Membership shall include but not be limited to (1) graduate, (2) regular, (3) associate, (4) honorary, and (5) corporate.

Section 2. Graduate membership will be comprised of those individuals who have graduated from a certificate or degree program at Gadsden State Community College.

Section 3. Regular membership shall be comprised of current and former, full- or part-time students.

Section 4. Associate members shall be comprised of faculty and staff of the College, spouses of graduates and regular members, and friends of Gadsden State Community College. Associate members will not have voting privileges.

Section 5. Honorary membership shall be conferred upon such persons whose activities enhance the Association and/or College who exhibit concern for and work for the welfare of the organization. Honorary members will be selected by the Board of Directors. Honorary members will not have voting privileges.

Section 6. Corporate membership shall be comprised of business and industry in the GSCC service area. Membership shall entitle three (3) individuals to receive the benefits of the Alumni Association.

ARTICLE IV—OFFICERS

Section 1. The officers of the Association shall come from the membership of the Association, shall be in good standing with the Association, and shall have participated actively in the Association. The officers will consist of a President, Vice President/President Elect, Secretary,

and Treasurer. **Officers will serve for a period of two years and may be re-elected to a consecutive term in the office currently held.**

Section 2. The President shall preside at each meeting of the Association as well as at each meeting of the Executive Committee. The President shall perform such duties as may be assigned to the office either by the Association duly convened or by decision of the Executive Committee unless otherwise provided and shall perform other duties that develop in keeping with the purpose of the Association. The President shall appoint all committees unless otherwise provided.

Section 3. The Vice President/President Elect shall assume the duties of the President in case of the President's inability to serve. The Vice President shall assist the President and perform such additional duties as the President or the Executive Committee may designate. The Vice President/President Elect will become the President of the Association for the new year at the end of the current term of the outgoing President.

Section 4. The Secretary shall record the minutes of the meetings of the Association and Executive Committee. In addition, the Secretary shall keep all records of the activities of the Association and other duties as may be developed by the Executive Committee or Association.

Section 5. The Treasurer will work in conjunction with the College to keep an accurate account of all membership dues and funds from other sources. The Treasurer shall render reports to the Executive Committee and the Association giving itemized statements of the accounts of the Association. The Treasurer will sign check requests for funds only upon the order of the President or Executive Committee.

Section 6. Prior to the meeting at which officers are to be elected, a nominating committee shall present to the membership a slate of nominees for offices and nominees for members-at-large of the Association. Election of officers shall be held at the annual meeting. Nominations may be made from the floor providing prior consent to serve has been given by the person to be nominated. The nominating committee will publish a slate of officers at least thirty days prior to the annual meeting.

Section 7. All officers of the Association shall be elected for two-year terms beginning January 1 and ending December 31 each year.

Section 8. In case of a vacancy in the office of President, the Vice President/President Elect shall become President. A vacancy in any other office will be filled through an appointment by the Executive Committee. The Board of Directors, by two-thirds vote of all its members, may remove any officer from office.

ARTICLE V—BOARD OF DIRECTORS

Section 1. The governing body of this Association shall be the Board of Directors. The Board of Directors shall have supervision, control and direction of the affairs of the Association, its

committees and publications; shall determine its policies or changes therein; shall actively prosecute its objectives and supervise the disbursement of its funds. The board may adopt such rules and regulations for the conduct of its business as shall be deemed advisable, and may, in the execution of the powers granted, delegate certain of its authority and responsibility to the Executive Committee.

Section 2. The Board of Directors shall consist of the officers of the Association (named in Article IV), the Immediate Past President of the Association, the College President, the College SGA President, the College Foundation President or designee, and no more than twenty-one (21) directors elected at large by the voting membership, and the alumni coordinator, if any, who shall be an ex-officio member without the right to vote. The number of Directors fixed at twenty-one (21) above may be increased or decreased by a two-thirds vote of the entire Board of Directors and any such vote shall specify the terms of the directors to assure continuity on the Board of Directors.

Section 3. Directors at large shall serve for a term of three (3) years or until their successors have been elected and assume office.

Section 4. The Nominating Committee shall present one (1) nominee to each seat on the Board which is vacant or is about to expire.

Section 5. At any meeting of the Board of Directors, a majority of the voting members of the Board present shall constitute a quorum for the transaction for the business of the Association and any such business thus transacted shall be valid providing it is affirmatively passed upon by a majority vote of those present and voting.

Section 6. A regular meeting of the Board of Directors shall be held no less than one (1) time each year. Notice of all such meetings shall be given to the Directors not less than thirty (30) days before the meeting is held. Special meetings of the Board may be called by the President or at the request of twenty-five percent (25%) of the Directors, by notice mailed, delivered, telephoned, faxed, or e-mailed to each member of the Board of Directors, not less than seventy-two (72) hours before the meeting is held.

Section 7. Voting rights of a Director shall not be delegated to another nor exercised by proxy.

Section 8. Action taken by a mail ballot of the members of the Board of Directors shall be a valid action and shall be reported at the next meeting of the Board.

Section 9. Any vacancy occurring on the Board of Directors between annual meetings shall be filled by an appointment made by the President. The Director so selected shall serve the unexpired term of his or her predecessor. The Board of Directors may remove any Director by an affirmative two-thirds vote present at any regular or special meeting.

Section 10. Directors and elected officers shall not receive any compensation for their services.

Section 11. The officers, directors, committee chairmen and alumni coordinator, if any, shall not be liable to the Association for any mistake of judgment, negligence, or otherwise, except for their own individual willful misconduct or bad faith. The officers, directors, committee chairmen, and alumni coordinator, if any, shall have no personal liability with respect to any contract or other commitment made by them, in good faith, on behalf of the Association. The Association shall indemnify and forever hold each free and harmless against any and all liability to others on account of any such contract or commitment.

ARTICLE VI—COMMITTEES

Section 1. The standing committees of the Association shall be the Executive Committee, Activities/Fund Raising Committee, Membership/Nominating Committee, and the Publication Committee. All committees shall be appointed by the Executive Committee. Other committees may be developed as needed.

Section 2. The Executive Committee shall consist of the President, Vice President/President Elect, Secretary, Treasurer, three elected at-large members, the past President of the Association, and the College President. The Executive Committee shall implement the policies of the Association. It shall make routine decisions and conduct all business that may arise between the regular meeting. The Executive Committee shall make recommendations to the entire Association.

Section 3. The Activities/Fund Raising Committee shall consist of the Treasurer and appointed members of the Association. The Activities/Fund Raising Committee shall work to generate funds by developing and implementing projects which support Association objectives and will plan the social events for the Association members.

Section 4. The Publication Committee shall be responsible for planning and publishing the Alumni newsletter and other publications as appropriate. This Committee will also be responsible for publicity deemed necessary for the Association.

Section 5. The Membership/Nominating Committee shall be involved in the recruitment of new members and shall assist the College with maintaining an active membership roll. The Committee will be responsible annually for nominating candidates for the offices of President, Vice President/President Elect, Secretary, Treasurer, and members at-large for the Executive Committee.

ARTICLE VII—MEETINGS OF MEMBERS AND VOTING

Section 1. The annual business meeting of the Association shall be held at such place and on such dates as may be determined by the Executive Committee.

Section 2. Special meetings of the Association may be called by the Board of Directors at any time, or shall be called by the President upon receipt of a written request by ten (10) percent of

active members, within thirty (30) days of filing the request with the President or alumni coordinator. The business to be transacted at any special meeting shall be stated in the notice thereof.

Section 3. Notice of any business meeting of the Association at which official Association business is to be transacted shall be made to the membership no less than ten (10) days before the date of the meeting.

Section 4. At all business meetings of the Association **each member** shall have one (1) vote, and may take part and vote in person only. Unless otherwise specifically provided by these ByLaws, a majority of those regular members present and voting shall govern.

Section 5. Proposals to be offered to the members for a mail vote, excepting election ballots, shall first be approved by the Board of Directors unless the proposal is endorsed by ten (10) percent of the regular members in which case Board approval shall not be necessary. On any mail vote, a majority of those voting shall determine the action.

Section 6. At an annual business meeting or special meeting of members, a quorum shall consist of no less than two and one-half percent (2 ½%) of the regular members. All action taken by said members shall be implemented by the Board of Directors.

ARTICLE VIII—DUES

Section 1. Dues for all classes of membership shall be established by the Board of Directors.

Section 2. A one-year complimentary graduate membership will be given to all persons completing a certificate or degree program at the College.

Section 3. No dues shall be refunded to any member whose membership terminates for any reason.

ARTICLE IX—AMENDMENTS

Section 1. Amendments to or a repeal of the Bylaws may be proposed by the Board of Directors on its own initiative or upon petition by ten (10) percent of the active members. The Board of Directors shall present all such proposals to the regular members with or without endorsement.

Section 2. Amendments to Article I—Name and Location; Article II—Mission and Purposes; Article III—Membership; or a repeal of these Bylaws shall be approved by: a two-thirds affirmative vote of the regular members present and voting at any annual business meeting or special meeting of the Association duly called, provided written notice of proposed changes have been sent to the active members thirty (30) days before such meeting; or by a majority vote of the active members voting by a thirty (30) day mail ballot. All other Amendments to these

Bylaws may be made by the Board of Directors provided sixty (60) days prior notice is published.

ARTICLE X—DISSOLUTION

The funds of the Association shall be used only to achieve the organization directives stated in these Bylaws, and no part of these funds shall injure or be distributed to the members of the Association. Any funds remaining after the payments of all debts shall be donated to the Gadsden State Community College Foundation, Inc., in the name of the Association.

ARTICLE XI—RULES OF PROCEDURE

The current edition of Roberts Rules of Order shall be the final source of authority for parliamentary procedure for the Association. The President shall function as parliamentarian for matters concerning interpretation of Roberts Rules of Order as they relate to the resolution of any procedural dispute.

Adopted 11-3-1993

Amended 4-5-1994