

**Amended and Restated Bylaws of  
University of Georgia Alumni Association, Inc.**

**April 24, 2020**

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**Article I      Mission**

Section I      **Mission Statement.** The University of Georgia (“UGA”) Alumni Association (“Alumni Association” or “Association”) advances the academic excellence, interests and traditions of Georgia’s flagship university by inspiring engagement through relevant programming, enhanced connections, and effective communications.

Section II      **Relation to University Mission.** This mission is closely aligned with the mission, functions, and activities of UGA and reflects the role the Alumni Association is charged with fulfilling. The Alumni Association’s business, governance and programmatic activities are conducted in an open and responsible manner, consistent with the laws of the state of Georgia.

Section III      **Strategic Plan.** The Alumni Association shall have a comprehensive strategic plan, based on UGA’s strategic goals, to guide the organization in its mission to support UGA. As provided for in the University System of Georgia’s Guiding Principles for Cooperative Organizations, UGA’s President shall have input and shall be consulted in the development of the strategic plan.

Section IV      **Reporting Structure.** The Alumni Association operates within the Office of Alumni Relations, a department of the UGA’s Division of Development and Alumni Relations.

Section V      **Tax-Exempt, Charitable, Nonprofit Purposes.** The Alumni Association is organized and shall be operated exclusively for charitable and educational purposes within the meaning of section 501(c)(3) of the United States Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States internal revenue law) (the “Code”). As a nonprofit Alumni Association organized

pursuant to the provisions of the Georgia Nonprofit Alumni Association Code, the Association shall have no capital stock and no shareholders, and no part of the net earnings, income, or profit of the Alumni Association shall inure to the benefit of or be distributable to its directors, officers, or other private individual except that the Alumni Association may pay reasonable compensation for services rendered and may make payments and distributions in furtherance of its exempt purposes.

## **Article II Offices**

Section I **Principal Office.** The principal office of the Alumni Association is located at 298 South Hull Street; Athens, Georgia 30602; telephone 706-542-2251.

Section II **Other Offices.** The Alumni Association has a second office located in the One Live Oak Center; 3475 Lenox Rd., Suite 870; Atlanta, Georgia 30326; telephone 404-814-8820. This office is known as the “UGA Atlanta Alumni Center.”

## **Article III Membership**

Section I All degreed alumni from the University of Georgia are considered members of the Alumni Association.

Section II Student Donors shall be currently enrolled students of the University of Georgia who have made an annual gift to the Georgia Fund for the Alumni Association. These students are a part of the Student Alumni Association.

Section III The Alumni Association will ensure that no conflict of interest occurs between its members and employees and the activities of the Alumni Association and UGA.

## **Article IV Board of Directors**

Section I **Number:** The Board of Directors shall be composed of no fewer than fifteen (15) and no more than forty (40) elected members (the “Elected Members”). The Board of Directors may by resolution vary the number of Elected Members between the stated limits, but any reduction in the number of Elected Members of the Board shall take effect only at the expiration of the term of office of the Elected Members whose offices are to be eliminated or upon their earlier resignation. Whenever the Board of Directors shall by resolution increase or decrease the number of Elected Members of the Board, such increase or decrease shall be arranged so that, as nearly as possible, the terms of office of one-third (1/3) of the Elected Members of the Board shall continue to expire each year thereafter.

Section II **Composition; Manner of Election; Term of Office:**

(a) The President of UGA (or his or her designee) shall serve as an ex-officio voting member of the Board of Directors (together, with Elected Members, the “Voting Members”).

(b) All Elected Members not otherwise elected to serve (i) as an Officer, pursuant to Article V; (ii) as a member of the Executive Committee, pursuant to Article IV, Section XIV; or (iii) to fill a vacancy, pursuant to Article IV, Section IV, shall be elected by the Board of Directors at the annual meeting to serve for a term of three (3) years; provided, however, that such Elected Member may only be re-elected for one (1) consecutive three (3) year term.

(c) Notwithstanding anything to the contrary in these Bylaws, a director who is elected to serve on the Executive Committee, pursuant to Article IV, Section, XIV, but who is not elected to serve as an Officer, pursuant to Article V, may, if elected to the same position on the Executive Committee at which time the director's term would otherwise expire, serve an additional two (2) years in such capacity on the Board of Directors.

Section III **University Representatives to the Association:** The persons holding the following offices shall be given notice of and shall be entitled to attend all regular and special meetings of the Board of Directors but shall not have the right to vote on any matter: (i) the chair of the University Council; (ii) the president of the Student Government Association; (iii) the president of the Student Alumni Council; (iv) the president of the Graduate Student Association; and (v) the chair of the Staff Council.

Section IV **Vacancies:** In the case of a vacancy caused by an Elected Member's failure to serve a full term, such vacancy may be filled by the Nominating Committee in consultation with the Executive Director and requires a Board vote. Each director so elected shall hold office until the end of such unexpired term and until his or her successor has been appointed, or until his or her earlier death, resignation, retirement, removal, or disqualification.

Section V **Removal:** A director may be removed at any time, with or without cause, by the Executive Committee.

Section VI **Qualifications of Members:** Members of the Board of Directors shall be at least eighteen (18) years old and shall be degreed alumni of UGA. No person who is an employee of the University System of Georgia at UGA, other than the President of UGA (or his or her designee), may serve as a Voting Member of the Board. Employees of other University System colleges and universities shall not be prohibited from serving. No more than one person from a single family shall serve as a member of the Board of Directors at any one time. For purposes of this paragraph, the term "family" shall include an individual and his or her spouse, siblings, parents, and grandparents.

Section VII **Authority:** The Board of Directors shall direct and supervise the management of the business and affairs of the Alumni Association and may exercise all powers of the Alumni Association, subject to any restrictions imposed by law, the Articles of Incorporation, or these Bylaws.

Section VIII **Annual and Regular Meetings:** The Board of Directors shall hold three (3) regular meetings each year – Fall, Winter and Spring. One such meeting, which shall be held

in the Spring of each year, shall be designated as the annual meeting and shall be held for the purpose of electing directors and officers, and transacting such other business as may be brought before the Board of Directors. Notice of the time and place of such regular meetings shall be given to each director in a timely manner before the meeting.

Section IX **Waiver of Notice:** Any member of the Board of Directors may execute a waiver of notice either before or after any meeting and shall be deemed to have waived notice if he or she is present at such meeting.

Section X **Quorum:** A majority of the directors in office at any time shall constitute a quorum for the transaction of business at any meeting. When a quorum is present, the vote of a majority of directors present shall be the act of the Board of Directors, unless a greater vote is required by law, the Articles of Incorporation, or these Bylaws.

Section XI **Telephone and Similar Meetings:** Directors may participate in and hold a meeting by means of conference telephone or similar communications equipment when appropriate by means of which all persons participating in the meeting can hear each other. Participation in such a meeting shall constitute presence in person at the meeting.

Section XII **Action by Directors Without a Meeting:** Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing (including a consent delivered via email or other form of electronic transmission), setting forth the action so taken, is received from a majority of the members of the Board. Such consent shall have the same force and effect as a majority vote at a meeting duly called. The consents shall be placed in the minute book of the Alumni Association.

Section XIII **Executive Committee:** The President, in consultation with the Executive Director, shall annually recommend an Executive Committee of the Board at the Spring meeting. The Executive Committee shall be composed of (i) the officers of the Alumni Association identified in Article V of these Bylaws; (ii) the President of the University (or his or her designee); and (iii) no more than five (5) additional members elected by the Board. The Executive Committee shall have and exercise the authority of the Board in the management of the affairs of the Alumni Association.

## Article V **Officers**

Section I **Election of Officers:** The President, in consultation with the Executive Director, shall recommend a slate of officers to the Nominating Committee at its annual meeting. The Nominating Committee shall present the slate of officers to the Board of Directors for approval. The term of office shall officially commence on July 1.

Section II **Officers of the Alumni Association:**

(a) **President:** The President shall serve as a member of the Board of Directors and as a member of the Executive Committee. Notwithstanding anything to the contrary

in these Bylaws, including any term limitations pursuant to Article IV, Section II, the President shall serve for a one year term, and this term is renewable for a period of one year.

(b) **Vice President:** The Vice President shall serve as a member of the Board of Directors and as a member of the Executive Committee. Notwithstanding anything to the contrary in these Bylaws, including any term limitations pursuant to Article IV, Section II, the Vice President shall serve for a one year term, and this term is renewable for a period of one year.

(c) **Secretary:** The Secretary shall serve as a member of the Board of Directors and as a member of the Executive Committee. Notwithstanding anything to the contrary in these Bylaws, including any term limitations pursuant to Article IV, Section II, the Secretary shall serve for a one year term, and this term is renewable for a period of one year.

(d) **Immediate Past President:** The Immediate Past President shall serve as a member of the Board of Directors and as a member of the Executive Committee. Notwithstanding anything to the contrary to these Bylaws, including any term limitations pursuant to Article IV, Section II, the Immediate Past President shall serve for a one year term, and this term is not renewable.

## **Article VI Duties**

Section I **President:** The President shall be the principal officer of the Alumni Association and shall preside at all meetings of the membership and the Executive Committee.

The President shall perform such other duties which customarily pertain to said office, including the appointment of directors to board committees and other alumni to various advisory committees, positions, or boards.

The President serves as a voting member of the Board of the Georgia Athletic Association, in accordance with the Bylaws of the Georgia Athletic Association, and serves as a voting member of the University of Georgia Foundation.

The President is a voting member of the University Council. The Vice President for Development and Alumni Relations along with the Executive Director will notify the President if his or her presence or vote would be advisable.

In the event of the absence of the President, the Vice President shall preside and perform other presidential duties.

Section II **Vice President:** In the absence of the President or in the event of the President's inability to act, the Vice President shall perform the duties of the President. In these actions, the Vice President will have all the powers of, and be subject to, all the restrictions upon the President. The Vice President will perform other duties assigned by the President or the Board of Directors.

- Section III **Secretary:** The Secretary shall work with the Alumni Association staff to ensure that minutes of Executive Committee and Board meetings are recorded and kept in the permanent files of the Association. The Secretary shall perform bylaws edits and updates as voted upon by the Board of Directors. The Secretary will perform other duties as assigned by the President or the Board of Directors.
- Section IV **Immediate Past President:** The Immediate Past President shall serve as a member of the Executive Committee. The Immediate Past President will perform other duties as assigned by the President or the Board of Directors.
- Section V The Executive Director will be charged with executing the operations of the Alumni Association, maintaining all records of the Association, ensuring that all notices are duly given in accordance with these bylaws, keeping pertinent records of the membership, planning and implementing programs and activities for the alumni of the University, and performing other duties as may be required by the President or the Board of Directors.

#### **Article VII Affiliate Organizations**

Section I The Board recognizes the following affiliate organization:

- (a) UGA Alumni Association Student Alumni Council

#### **Article VIII Audits, Budgets and Expenditure Plans**

The Division of Development and Alumni Relations provides accounting and financial support to the Alumni Association, as well as the services of The University of Georgia Foundation.

Section I The operating budget of the Office of Alumni Relations is provided by the Division of Development and Alumni Relations to be managed by the staff of the Office of Alumni Relations.

#### **Article IX Quorum and Voting**

Section I A majority of the members of the Executive Committee, Board of Directors, or any committee then in office shall constitute a quorum at their respective meetings.

Section II In the event a quorum is not present, whether in person or by proxy, the meeting may continue, and motions may be made. The results of said motions will be recorded and shared with those absent within five business days of the close of the meeting, along with meeting minutes. At that time, absent members will be asked to submit votes for the motions presented in order that the work of the committees can continue prior to the next meeting.

## **Article X Indemnification**

The Alumni Association shall indemnify, to the fullest extent permitted by the Georgia Nonprofit Alumni Association Code and, if applicable, section 4941 of the Code, as amended, any individual made a party to a proceeding because such individual is or was a director or officer of the Association against liability incurred in the proceeding, if such individual conducted himself or herself in good faith, and (1) in the case of conduct in his or her official capacity, reasonably believed his or her conduct was in the best interests of the Association, (2) in all other cases, reasonably believed that his or her conduct was at least not opposed to the best interests of the Association, and (3) in the case of a criminal proceeding, had no reasonable cause to believe his or her conduct was unlawful.

The Alumni Association shall pay for or reimburse the reasonable expenses incurred by a director or officer who is a party to a proceeding because such individual is a director or officer in advance of final disposition of the proceeding, if:

(1) The director or officer furnishes the Association a written affirmation of his or her good faith belief that he or she has met the standard of conduct set forth above or that the proceeding involves conduct for which liability has been eliminated by the Association's Articles of Incorporation; and

(2) The director or officer furnishes the Association a written undertaking to repay any advances if it is ultimately determined that the director or officer is not entitled to indemnification.

The written undertaking required by paragraph (2) above must be an unlimited general obligation of the director or officer but need not be secured and may be accepted without reference to financial ability to make repayment.

## **Article XI Amendments**

The Articles of Incorporation or Bylaws may be amended, altered or repealed, and new or additional articles or bylaws may be adopted by at least two-thirds vote of the members of the Board of Directors at a meeting at which a quorum is present.

## **Article XII Miscellaneous**

Section I Should a change of name, mission, governance documents, or structure of the Association arise, notice will be given to the UGA President and the Board of Regents for concurrence.

Section II Should the Association cease to exist, all obligations regarding existing resources will be fulfilled in accordance with donor intent and any remaining assets and property of the Association will be transferred to another entity in support of UGA's mission in accordance with the Association's Articles of Incorporation.

Section III The Association shall comply with all Board of Regents policies pertaining to cooperative organizations.

Section IV All Association usages of the UGA name, symbols, or trademarks are subject to approval by UGA or the Board of Regents.

Section V The Alumni Association will maintain insurance or self-insurance adequate in form and amounts to cover foreseeable liability arising from activities undertaken in the name of, for the benefit of, or in conjunction with UGA.

Section VI These Bylaws shall annually be reviewed by the Executive Director who will recommend that the President appoint an ad hoc Bylaws Committee should substantive changes be required.

The Alumni Association signed a Memorandum of Understanding with The University of Georgia on May 14, 2010. The Memorandum is an addendum to these Bylaws.