

BYLAWS

TRUMAN STATE UNIVERSITY ALUMNI ASSOCIATION

ARTICLE I. GENERAL PROVISIONS.

Section 1. Name of Corporation. The corporate name of the alumni association is the "Truman State University Alumni Association," as provided in the corporate documents on file with the Missouri Secretary of State. This association was formerly known as NMSU National Alumni Association and remains the same except for the change of the name. The corporation is herein called the "Alumni Association."

Section 2. Purpose of Alumni Association. The purpose of the Alumni Association, as set forth in the articles of incorporation, is to promote the interest and welfare of Truman State University students and alumni; provide opportunities for Truman State University alumni to become acquainted through alumni activities; encourage social and professional camaraderie among alumni; and stimulate opportunities for alumni to support the University in areas of public relations, student recruitment, fund-raising, and career networking.

Section 3. Corporate Status. The Alumni Association is a not for profit corporation, organized and existing under the provisions of Chapter 355 of the Missouri statutes.

ARTICLE II. RELATIONSHIP WITH UNIVERSITY.

Pursuant to the requirement of the Internal Revenue Service for alumni associations to qualify for tax exempt status as educational organizations under Section 501(c) (3), the Alumni Association is organized for the purpose of promoting the welfare of Truman State University. It is subject to the control of the Truman State University Board of Governors as to its policies and funds, and it is to be operated as an integral part of the University.

ARTICLE III. MEMBERS.

Section 1. Members. All persons who are graduates of Truman State University shall be members of the Alumni Association. Graduates are those who have received degrees or diplomas from the University under its current or former names since its establishment by Joseph Baldwin in 1867. Also, those persons previously designated by the University as life members of the former alumni association and those persons who are dues-paying members of regional alumni chapters shall be members, whether or not they are graduates of the University, and the manager of alumni activities for the University (or a comparable administrator named by the president of the University) shall be a member. In addition, the board of directors of the Alumni Association or the president of the University may designate individual supporters of the University as honorary members of the Alumni Association, and they shall enjoy the same privileges and benefits as other members.

Section 2. Membership Fees. There is no annual membership fee to be a member of the Alumni Association.

Section 3. Voting Rights. Each member present at a meeting of members shall be entitled to one vote on each matter submitted to a vote of the members.

ARTICLE IV. BUSINESS MEETINGS OF MEMBERS.

Section 1. Annual Meetings. The annual business meeting of members shall be held in conjunction with the Homecoming event on the University campus in each year. The annual meeting shall be held in or near the city of Kirksville, Missouri, at a time and place to be selected and announced each year by the board of directors.

Section 2. Special Business Meetings. Special business meetings of the members may be called by the president or the board of directors.

Section 3. Place of Business Meetings. Business meetings of the members shall be held in or near the city of Kirksville, Missouri, except that the board of directors may by resolution designate any place within or without the state of Missouri which is reasonably accessible to the members as the place of meeting for any special business meeting of members.

Section 4. Notice of Business Meetings. Written, electronic or printed notice stating the place, date, and hour of the annual business meeting and, in case of a special business meeting, the purpose(s) for which the meeting is called, shall be delivered not less than seven days nor more than ninety days before the date of the meeting, either electronically, personally or by mail, by or at the direction of the president, the secretary, or the officers or persons calling the meeting, to each member entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the member at his or her address as it appears on the records of the Alumni Association, with postage thereon prepaid or as e-mailed to the address on record. The notice may be included in newsletters, magazines, electronic communications or other publications mailed or e-mailed to the members so long as the notice is reasonably obvious to readers who scan the material for announcements and notices.

Section 5. Quorum. At business meetings of members, a quorum shall consist of fifteen members of the Alumni Association. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting from time to time without further notice.

Section 6. Proxies. There shall be representation or voting by proxy at business meetings.

Section 7. Majority Vote. The vote of a majority of the votes entitled to be cast by the members present at a business meeting at which a quorum is present shall be necessary for the adoption of any matter voted upon by the members.

ARTICLE V. BOARD OF DIRECTORS.

Section 1. General Powers. The business and affairs of the Alumni Association shall be managed by the board of directors, subject to the restrictions set forth in these bylaws.

Section 2. Number of Directors. The number of directors on the board shall be not less than fifteen, depending upon the number of regional alumni chapters in good standing at the time of the annual meeting of members in the preceding fiscal year. All of the directors, except one, shall be elected as provided in this article, herein called the elected directors. The other director shall be the manager of alumni activities for the University or a comparable administrator appointed by the president of the University, herein called the appointed director. The number of directors shall be determined by the following table:

Number of chapters at time of annual meeting:	Number of directors in next fiscal year:
9 or less	15
10	16
11	17
12	18

And so forth, etc., etc...

Section 3. Election of the Directors. The elected directors shall be elected for two-year terms. New directors shall be elected by a majority vote of the current board of directors at the regular meeting of the board in the spring of each year. A list of nominees for the available positions, for which the holders' terms will expire at the end of the fiscal year, shall be submitted by the executive committee as hereafter provided in Article VIII.

Section 4. Term of Office. Directors shall be elected for two-year terms and shall take office on July 1 following their election at the board of directors meeting. Elected directors may serve up to three consecutive terms. Directors may be re-elected after an absence from the Board of one term (two years). Directors may be removed by a

two-thirds vote of the members at the annual meeting. Directors shall continue in office until their successors are elected and assume office.

Section 5. Qualifications. Directors must be members of the Alumni Association to be eligible for election. At least one member of each of the executive boards of the regional alumni chapters, which were in good standing at the time of the last annual meeting, shall be directors. These directors shall attend the executive board meetings of their regional alumni chapter, be an active member of the regional alumni chapter, and serve as a liaison between the Truman State University Alumni Association Board of Directors and the regional alumni chapter. At least five directors shall be at-large members who live in communities not served by regional alumni chapters. One director shall be the manager of alumni activities for the University, or a comparable administrator named by the president of the University. The remaining directors may be either members of regional alumni chapters or at-large members. Additional directors may be elected by a majority vote of the current board of directors, as additional representatives of the regional alumni chapters or members at-large.

Section 6. Non-Voting Members. The vice president for university advancement or the manager of alumni relations shall appoint non-voting members to the board of directors. Non-voting members include, but are not limited to, alumni ambassadors and a representative of the student alumni council.

Section 7. Vacancies. Any vacancy occurring in the board of directors due to death, resignation, removal, disqualification or other reason shall be filled through a nomination by the executive committee and be approved by a majority vote of the current board of directors. The person elected shall take office immediately and serve for the unexpired term of his or her predecessor in office.

Section 8. Regular Meetings. Regular meetings of the board of directors shall be held at least two times during each fiscal year at the times and places established, from time to time, by resolution of the board. Although no legal notice of regular meetings need be given other than the resolution setting the time and place, the secretary will be

expected to send written or e-mail reminders to the other directors.

Section 9. Special Meetings. Special meetings of the board of directors may be called by the president or any four members of the board. The person or persons calling a special meeting of the board shall establish the time and place for holding any such special meeting of the board called by them, provided, however, that special meetings shall be held in or near Kirksville, Kansas City, St. Louis, Columbia, or Jefferson City, unless all the members of the board consent to a different location.

Section 10. Notice of Special Meetings. Written, electronic (e-mail), or printed notice of special meetings stating the place, day and hour of the meeting shall be delivered not less than 10 days before the meeting at the direction of the president, the secretary, or the board members calling the meetings. The notice shall state the purpose or purposes for which the meeting is called. Any notice of meeting sent by mail or e-mail shall be deemed delivered when deposited in the United States mail, with postage thereon prepaid, addressed to the board member at his or her address as it appears on the records of the Alumni Association or when e-mailed to the members at the recorded address.

Section 11. Meetings by Telecommunication. Members of the board of directors, or any committee designated by the board of directors, may participate in the meeting of the board or committee by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear or communicate electronically with each other, and participation in a meeting in such manner shall constitute presence in person at the meeting.

Section 12. Waiver of Notice. Any member of the board of directors may waive notice of any meeting. The attendance of a board member at a meeting shall constitute a waiver of notice for such meeting, except where a board member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 13. Quorum. A majority of the directors then in office shall constitute a

quorum for the transaction of business at any meeting of the board of directors, but if less than a majority is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

Section 14. Manner of Acting. The act of the majority of the directors present at a meeting, at which a quorum is present, shall be the act of the board of directors. The board of directors also may act by written consents of all the directors then in office setting forth the action taken. The secretary shall file the consents with the minutes of the meetings of the board.

Section 15. Voting. Voting may be done in person, by mail, or electronically (e-mail) on matters subject to a vote of the board of directors.

Section 16. Gratuitous Service. Directors shall not receive any compensation for their services, but may receive limited reimbursement for their travel and other related expenses incurred on behalf of the Alumni Association, provided, however, that no expenses shall be reimbursed except as authorized under a policy developed by the board of directors and approved by the Truman State University Board of Governors.

Section 17. Residuary Powers. The board of directors shall have the powers and duties necessary or appropriate for the administration of the affairs of the Alumni Association, subject to the provisions of the statutes and these bylaws.

ARTICLE VI. OFFICERS.

Section 1. Officers. The officers of the Alumni Association shall be a president, vice president, and secretary. The president and the vice president shall be elected by the board of directors and must be board members to be eligible for office. The manager of alumni activities for the University, or a comparable administrator named by the president of the University, shall serve as secretary. Such other officers, as may be deemed necessary, may be elected or appointed by the board.

Section 2. Election and Term of Office. Nominations for president and vice president

shall be accepted from the board of directors. The president and the vice president shall be elected biannually by the board of directors at the regular meeting in the spring of each year and shall take office at the beginning of the next fiscal year on July 1. If the election of such officers is not held at such meeting, such election shall be held as soon thereafter as convenient. Each of the two elected officers shall hold office until his or her successor shall have been duly elected and accepted such position, or until he or she shall have died, resigned, or been removed in the manner hereafter provided.

A director shall not serve more than two consecutive terms as president or vice president.

Section 3. Removal. Any officer or agent elected or appointed by the board of directors may be removed by a two-thirds vote of the directors then in office, whenever in their judgment the best interests of the Alumni Association would be served thereby, provided, however, such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 4. Vacancies. A vacancy in either of the two elective offices because of death, resignation, removal, disqualification or other reason may be filled through a nomination by the board of directors and be approved by a majority vote of the current board of directors. The person appointed shall take office immediately and serve for the unexpired term of his or her predecessor in office.

Section 5. President. The president shall be the principal officer of the Alumni Association and shall in general supervise and control all of the business and affairs of the association. He or she shall, when present, preside at all meetings of the members and of the board. He or she may sign any contracts or other instruments, which the board has properly authorized to be executed, and if required, which the president of the University or the Truman State University Board of Governors has approved. In general, he or she shall perform all duties incident to the office of president and such other duties as may be prescribed by the board from time to time.

Section 6. Vice President. In the absence of the president, or in the event of the

president's death, inability or refusal to act, the vice president shall perform the duties of the president, and when so acting, shall have all the powers of, and be subject to all the restrictions upon, the president. The vice president shall serve as the liaison between the executive committee and all other committees. The vice president shall perform such other duties as from time to time may be assigned to him or her by the president or by the board.

Section 7. Secretary. The secretary shall furnish minutes for all meetings of the members and of the board to the other directors within a reasonable time after each meeting and shall keep and preserve the minutes for all meetings of the members and the board in one or more books provided for that purpose; see that all notices are duly given in accordance with the provision of these bylaws or as required by law; be custodian of the corporate records of the Alumni Association; and prepare and cause to be delivered annual reports in compliance with the provisions of the statutes of the state of Missouri. In general, he or she shall perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to him or her by the president or by the board.

ARTICLE VII. ORDER OF BUSINESS.

Section 1. Agenda for Meetings. The order of business for regular or special meetings of the members and the board shall be established by the president, subject to change by action of the board. Directors shall submit agenda items to the president for consideration at least 30 days prior to a meeting. A written agenda for each meeting shall be mailed or e-mailed to the directors at least seven days before each meeting.

Section 2. Parliamentary Procedure. The procedure for meetings will be *Robert's Rules of Order*, except as modified by these bylaws. On questions of parliamentary procedure, a ruling by the president shall prevail, subject to an appeal to the voting

members of the particular meeting.

ARTICLE VIII. COMMITTEES.

Section 1. Appointment of Committees. The board of directors may create such regular or special committees as it deems appropriate. The members and chairpersons of the committees shall be appointed by the president with the advice and consent of the board. The president shall be an ex officio member of all committees.

Section 2. Committee Leadership. The president shall appoint a chairperson and a vice chairperson for each committee, unless otherwise designated in these bylaws. The vice chairperson is the successor to the chairperson.

Section 3. Term of Office. Each chairperson and vice chairperson of a committee shall serve a one-year term as appointed by the president. Committee members may be reassigned every two years by the president with the advice and consent of the executive committee.

Section 4. Executive Committee. The officers shall constitute the executive committee. The president shall be the chairperson of such committee. The vice president shall be the vice chairperson of the committee. The executive committee shall solicit suggestions for nominees from the regional alumni chapters and the members at-large for individuals to fill vacant positions on the board of directors. The executive committee shall make recommendations to the board of directors for new chapters. The executive committee shall nominate a young alumna/us to be awarded the young alumni of the year at homecoming, subject to the approval of the vice president for university advancement. The executive committee shall have such powers and duties as may be vested in it from time to time by resolution of the board.

ARTICLE IX. REGIONAL ALUMNI CHAPTERS.

The University's regional alumni chapters shall be subsidiary units of the Alumni Association, and the chapters shall be organized and operated in accordance with the policies (see definition of alumni chapters in the *Alumni Resource Book*) adopted by the board of directors and approved by the Board of Governors. Regional alumni chapters shall charge membership fees as determined annually by the board of directors.

ARTICLE X. REGIONAL ALUMNI CLUBS

The University's regional alumni clubs shall be subsidiary units of the Alumni Association. The clubs shall be organized and operated in accordance with the policies (see definition of alumni clubs in the *Alumni Resource Book*) adopted by the board of directors and approved by the Board of Governors. There shall be no membership fees associated with regional alumni clubs. Existing clubs may request chapter status at a regular business meeting of the board of directors if they meet the requirements for active chapter status set forth by the board of directors.

ARTICLE XI. FISCAL MATTERS.

Annual budgets for the Alumni Association are prepared by the Office of Advancement and approved by the Foundation Board.

ARTICLE XII. BOOKS, RECORDS AND ANNUAL AUDITS.

The Truman Alumni Association shall keep and maintain complete and accurate books and records of account and minutes of the proceedings of its members, board of directors, and committees having any of the authority of the board of directors. The association also shall keep at its principal office a record giving the names and addresses of the members entitled to vote. All books and records of the association

may be inspected by any member, or his or her agent or attorney, for any proper purpose at any reasonable time.

ARTICLE XIII. FISCAL YEAR.

The fiscal year of the corporation shall begin on the 1st day of July and end on the 30th day of June in each year.

ARTICLE XIV. INDEMNIFICATION AND INSURANCE.

Section 1. Indemnification. The Truman Alumni Association shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, other than an action by or in the right of the association, by reason of the fact that he or she is or was a director, officer, employee or agent of the association, against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the association, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful.

Section 2. Insurance. The board of directors may elect for the Truman Alumni Association to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the association, against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the association would have the power to indemnify him or her against such liability.

ARTICLE XV. WAIVER OF NOTICE.

Unless otherwise provided by law, whenever any notice is required to be given to any director or member of the Alumni Association under the provisions of these bylaws, the articles of incorporation, or the applicable statutes, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XVI. REPEAL OR AMENDMENT OF BYLAWS.

These bylaws may be altered, amended, or repealed and new bylaws adopted, by a majority vote of the directors then in office and present at any regular meeting of the board of directors, or at any special meeting of the board called for such purpose, at which a quorum is present, provided, however, that proper notice of such action to change the bylaws shall be given in writing not less than seven nor more than thirty days before such meeting and shall set forth such proposed alteration, amendment, or new bylaws, provided further, that any alteration, amendment, repeal, or new bylaws approved by the board of directors shall not become effective unless ratified by the Truman State University Board of Governors.