

# BYLAWS OF THE MISSISSIPPI STATE UNIVERSITY ALUMNI ASSOCIATION

## PREAMBLE

We, the graduates, former students, and friends of Mississippi State University, in order to fully implement the Constitution of The Mississippi State University Alumni Association, do hereby ordain and establish these Bylaws in accordance with and pursuant to the Constitution.

## ARTICLE I

### MEMBERSHIP

- SECTION 1. To obtain active membership, an annual contribution to Mississippi State University shall be required except as indicated in Article I, Sections 2 through 4. A contribution through the MSU Foundation and/or Bulldog Club shall be required each year to retain active membership.
- SECTION 2. The members of each graduating class who shall receive a diploma before the date of any meeting of The Alumni Association, or any subdivision thereof to which such individual shall belong or be entitled to full privileges and powers, shall have full privileges and powers to vote and participate. This right shall exist for one (1) year from the date of graduation, after which such individuals shall be required to comply with Section 1, Article I of these Bylaws.
- SECTION 3. Life members may contribute to Mississippi State University if they so choose, but such shall not be required to maintain their membership.
- SECTION 4. Honorary members shall not be required to make an annual contribution.

## ARTICLE II

### CHAPTERS

- SECTION 1. Upon application conforming to the requirements provided in Article V of the Constitution and these Bylaws, chapters inside or outside this state may be chartered by the Board and/or Executive Committee of the Board at its discretion. Each chapter, prior to being chartered, shall present in writing its Bylaws and slate of officers to the National Office and obtain approval of same.
- SECTION 2. Two (2) or more in-state county chapters shall have the right to join for organizational purposes, provided such desirous chapters petition the Board in writing, certifying that the membership of each has expressed its desire of union. Dissolution of the joinder can be effected by a majority vote of one (1) of the chapters joined in the union, provided written notice of dissolution vote is immediately filed with the Executive Director and spread on the minutes of the next meeting of the Board.
- SECTION 3. Such petitioning county chapters shall not be combined until the petition for union has received a

majority vote of the Board and/or Executive Committee of the Board. When two (2) or more counties are joined together, they shall participate in all meetings of The Alumni Association as one (1) chapter.

- SECTION 4. All chapter officers shall be active members as defined in Article I of these Bylaws.

## ARTICLE III

### ELECTION OF OFFICERS AND DIRECTORS

- SECTION 1. Prior to the Annual Business Meeting, a Nominating Committee, comprised of the three (3) most immediate and available former national presidents and four (4) members appointed by the National President, shall submit to the Executive Director a qualified candidate for each national office and for each elected Director position for which the term will expire at the end of the fiscal year. Such slate shall be duly publicized prior to the Annual Business Meeting.
- SECTION 2. In addition to the slate presented for consideration at the Annual Business Meeting, nominations may be made from the floor.
- SECTION 3. All chapters present at the Annual Business Meeting shall be eligible to cast their votes for national officer positions in accordance with the provisions of Article VI of these by-laws.
- SECTION 4. The National Office shall be responsible for the verification of candidates' qualifications.
- SECTION 5. The nine (9) in-state regions shall be as follows:
- (a) The North 1 Region shall consist of Calhoun, Chickasaw, Coahoma, Desoto, Lafayette, Marshall-Benton, Panola, Quitman, Tallahatchie, Tate, Tunica, and Yalobusha Chapters;
  - (b) The North 2 Region shall consist of Alcorn, Itawamba, Lee, Monroe, Pontotoc, Prentiss, Tippah, Tishomingo, and Union Chapters;
  - (c) The North 3 Region shall consist of Clay, Grenada-Montgomery, Lowndes, Oktibbeha, and Webster Chapters;
  - (d) The Central 1 Region shall consist of Bolivar, Holmes, Humphreys, Leflore-Carroll, Sharkey-Issaquena, Sunflower, Washington, and Yazoo Chapters;
  - (e) The Central 2 Region shall consist of Attala, Kemper, Neshoba, Noxubee, and Winston-Choctaw Chapters;
  - (f) The Central 3 Region shall consist of Central Mississippi (Hinds, Madison, Rankin), Leake, Scott, Smith, and Warren Chapters;
  - (g) The South 1 Region shall consist of Clarke, Jasper, Jones, Lauderdale, Newton, and Wayne Chapters;
  - (h) The South 2 Region shall consist of Adams-Franklin-Wilkinson, Claiborne-Jefferson, Copiah, Covington, Lawrence-Jefferson Davis, Lincoln,

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Simpson, and Southwest Mississippi (Amite, Pike, Walthall) Chapters;

(i) The South 3 Region shall consist of Southeast Mississippi (Forrest-Lamar-Marion-Perry), George-Greene, Mississippi Gulf Coast (Hancock-Harrison-Stone-Jackson), and Pearl River Chapters.

SECTION 6. The three (3) out-of-state regions shall be as follows:

(a) The Region 1 shall consist of Alaska, Arizona, Arkansas, California, Colorado, Hawaii, Idaho, Iowa, Kansas, Louisiana, Minnesota, Missouri, Montana, Nebraska, Nevada, New Mexico, North Dakota, Oklahoma, Oregon, South Dakota, Texas, Utah, Washington, and Wyoming;

(b) The Region 2 shall consist of Connecticut, Delaware, Illinois, Indiana, Kentucky, Maine, Maryland, Massachusetts, Michigan, New Hampshire, New Jersey, New York, North Carolina, Ohio, Pennsylvania, Rhode Island, Tennessee, Vermont, Virginia, Washington, D.C., West Virginia, and Wisconsin;

(c) The Region 3 shall consist of Alabama, Florida, Georgia, and South Carolina.

SECTION 7. All elections herein shall be conducted as called for in these Bylaws with the candidate receiving the most votes being declared the winner. In case of a tie, the vote shall be taken again with the two candidates receiving the most votes being on the ballot. If a tie still results and a winner cannot be declared by agreement, the two candidates shall draw lots to determine the winner.

SECTION 8. The National President and National Vice President shall take office on July 1, and serve for a term of two (2) consecutive fiscal years, or until their successors have been elected. The National Treasurer shall likewise take office on July 1, but serve a term of three (3) years. No person shall be eligible to serve as National President or National Vice President more than two (2) consecutive fiscal years. The National Treasurer shall be eligible to serve three (3) consecutive terms.

SECTION 9. The Regional and Out-of-State Directors shall take office on July 1 and serve a three (3) year term.

## ARTICLE IV

### **BOARD OF DIRECTORS**

SECTION 1. The Board of Directors shall determine all policy, goals, and management objectives of The Alumni Association, except where specifically reserved to the Executive Committee. The Board shall be the final governing authority on any question presented, except those questions specially reserved to other entities, and there shall be no appeal from the action of the Board, except an appeal to The Alumni Association at its next business meeting, provided notice of such appeal has been made to the Executive Director no less than two (2) weeks prior to the meeting in which such appeal will be made.

The action of the Board can be rescinded only by a two thirds (2/3) affirmative vote of the duly qualified delegates present and voting at the meeting of The Alumni Association.

SECTION 2. The Board may hold meetings at such time and place as called by the National President and/or by a majority of the Board. However, it shall meet-two (2) times a year, once in the spring and once in the fall. The National President shall designate the hour and place of meetings.

SECTION 3. The National President may call special meetings of the Board, or any six (6) members of the Board may direct, in writing, the National President to call a special meeting from time to time as may be required to conduct the business of the Association, provided that written notice of the time and place of such meeting shall be given to each member thereof at least ten (10) days in advance of such meeting.

SECTION 4. In order that the Board may conduct business and make any official discussion, a quorum of twenty percent (20%) of the membership of the Board shall be required. Official action of the Board upon any question for consideration shall require a majority vote of members present.

SECTION 5. The National President shall preside at all Board meetings. In the absence of the National President, the National Vice President shall preside. In the absence of the National Vice President, the National Treasurer shall preside. In the absence of all of the above officers, the Board shall elect a presiding officer.

SECTION 6. The Executive Director shall keep minutes of the meeting of the Board in a permanent book known as "Minutes of the Board of Directors of The Alumni Association", and all official action taken by the Board shall be recorded therein. The minutes of each meeting of the Board shall be signed by the Executive Director and the presiding officer at such meeting, and at the very next meeting, the minutes shall be approved by a majority vote of the Board or disapproved accordingly.

SECTION 7. Any director or officer who misses two (2) meetings of the Board and/or the Executive Committee of the Board during a term without an excuse approved by the Executive Director shall by such absences vacate the office, and such vacancy shall be filled in accordance with the applicable provisions of the Constitution and/or Bylaws.

## ARTICLE V

### **EXECUTIVE COMMITTEE OF THE BOARD OF DIRECTORS**

SECTION 1. The Executive Committee, other than the designated national officers, shall be elected by the Board of Directors not later than June 15 prior to the beginning of the fiscal year in which the Executive Committee is to serve.

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SECTION 2. The Executive Committee shall be elected by those individuals who will comprise the Board for the fiscal year in which the Executive Committee is to serve.

SECTION 3. The National President shall preside at all meetings of the Executive Committee. In the absence of the National President, the National Vice President shall preside. In the absence of the National Vice President, the National Treasurer shall preside. In the absence of all of the above officers, the Executive Committee shall elect a presiding officer.

SECTION 4. The Executive Director shall keep minutes of the meetings of the Executive Committee in a permanent book known as "Minutes of the Meetings of the Executive Committee of the Board", and all official action taken by the Executive Committee shall be recorded therein. The minutes of each meeting of the Executive Committee shall be signed by the Executive Director and the presiding officer at such meeting, and shall be presented for approval, or disapproval accordingly, by a majority of the Executive Committee at the next meeting of the Executive Committee. Further, minutes of the Executive Committee meetings should be duly mailed to all members of the Board.

## ARTICLE VI

### ASSOCIATION MEETINGS

SECTION 1. At the Annual Business Meeting during the Leadership Conference, elections of the board of directors and general association business shall be voted upon by active members in attendance. One vote shall be cast by each person present at the Annual Business Meeting, and such person shall be a current active member.

SECTION 2. The National President shall preside at all meetings of The Alumni Association. In the absence of the National President, the National Vice President shall preside. In the absence of the National Vice President, the National Treasurer shall preside. In the absence of all of the above officers, the most immediate Former National President shall preside; and if no Former National President is present, then The Association shall elect a presiding officer for its meeting.

SECTION 3. A resolution may not be offered for adoption at an Annual Business Meeting unless it has first been considered by the Board of Directors, except such a resolution may be presented from the floor at an Annual Business Meeting in cases of an emergency. If, after a resolution concerning programs or policies of The Alumni Association has been filed for consideration of the Board, as provided in the Bylaws, and such resolution fails to receive favorable action by the Board and is not presented at the Annual Business Meeting, the President of the chapter in which such resolution was initiated may offer a motion for consideration of such

resolution. If the motion for its consideration receives a majority vote of the active members in attendance and voting, such resolution shall be presented for consideration in due form. The right to offer a motion for consideration of such a resolution shall not prevail with respect to a resolution that the Board has not been afforded the opportunity to consider at a regular or special meeting, or with respect to a resolution which has been referred for proper action and report to a standing or special committee, and the time designated for such action and report of such committee has not expired.

SECTION 4. A majority vote of the active members in attendance at the Annual Business Meeting shall be required for adoption of all matters presented to it, except as may be otherwise provided in the Constitution and Bylaws.

SECTION 5. At each meeting of The Alumni Association, the National President may appoint a Parliamentarian, and any ruling of the Parliamentarian is binding unless such ruling is overruled by two-thirds (2/3) of the duly qualified active members in attendance and voting at such meeting. *ROBERT'S RULES OF ORDER NEWLY REVISED* shall apply to all meetings of The Alumni Association, except as otherwise provided herein, and except that the "motion to lay on the table" shall not be used unless a specified time is provided, and provided that such motion shall be debatable.

## ARTICLE VII

### COMMITTEES

The National President, with the advice and consent of the Board, may from time to time create and appoint committees not specifically mentioned in the Constitution and/or the Bylaws.

## ARTICLE VIII

### OFFICIAL PUBLICATIONS

Each member of The Alumni Association shall be entitled to receive a copy of each official publication, and such rights shall continue as long as he or she remains a member in good standing in The Alumni Association.

## ARTICLE IX

### DUPLICATION

A chapter president cannot serve as a national officer.

## ARTICLE X

### ARCHIVES

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SECTION 1. The office of Executive Director shall be the archivist of The Alumni Association and as such, the Executive Director shall be charged with the responsibility of permanently preserving all minutes, committee reports, correspondence, membership and financial records, activity records, photograph documents, and memorabilia of The Alumni Association.

SECTION 2. When any item in Section 1 is ten (10) years old, the Executive Director shall orderly arrange the material and present same to the archivist of Mississippi State University for safekeeping.

### ARTICLE XI

#### **AMENDMENT TO BYLAWS**

SECTION 1. Bylaws of The Alumni Association not inconsistent with the Constitution may be enacted, and/or amendments may be approved by the Board of Directors.

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