

CONSTITUTION OF THE MISSISSIPPI STATE UNIVERSITY ALUMNI ASSOCIATION

PREAMBLE

We, the graduates, former students, and friends of Mississippi State University, in order to perpetuate the memories of university life, and to provide a medium by which the interest of the University may be promoted, do hereby ordain and establish this Constitution.

ARTICLE I

NAME

The name shall be THE MISSISSIPPI STATE UNIVERSITY ALUMNI ASSOCIATION, with offices in the Hunter Henry Center, One Hunter Henry Boulevard, Mississippi State, Mississippi, and at such other places as the Board of Directors, from time to time, shall designate.

ARTICLE II

MISSION

The mission of The Mississippi State University Alumni Association is to foster lifelong support for the University's mission through programs, activities, and events for its alumni, future alumni, and friends who are forever maroon and white.

ARTICLE III

POWERS

The Mississippi State University Alumni Association shall be the primary alumni organization for Mississippi State University alumni. Its leadership shall report to alumni on the University's plans and needs, while representing the views of the alumni to the University administration. The powers of the Board of Directors, the Executive Committee of the Board, and/or the staff shall be within the scope of delegated duties from The Alumni Association, or the Board and/or the Executive Committee of the Board, and they shall be: (a) to direct, manage, supervise, and control the business, property, and funds of The Alumni Association; (b) to sponsor, supervise, direct, and enlist the support of individual alumni, former students and friends of the University, and to support chapters organized in accordance with the Constitution and Bylaws.

ARTICLE IV

MEMBERSHIP

SECTION 1. Classes of membership in The Alumni Association shall be: active, life, associate, joint, and honorary memberships.

SECTION 2. Active members shall be graduates and former students who enrolled for a minimum of one quarter or one semester at Mississippi State University, Mississippi State College, or Mississippi A & M

College, and who have made an annual contribution to Mississippi State University.

SECTION 3. Life members shall be graduates or former students as prescribed in Section 2, Article IV, who have been awarded a life membership during the Golden Anniversary year of their class, or who purchased such life membership prior to 1981.

SECTION 4. Associate members shall be friends of the University who desire to pledge allegiance and support to Mississippi State University, and The Alumni Association, and who have made an annual contribution to Mississippi State University as prescribed by the Bylaws.

SECTION 5. Joint members shall be husbands and wives, one or both of which are in any of the classes of membership listed above, who choose to make a joint contribution to Mississippi State University.

SECTION 6. Honorary members may include those individuals elected by the Executive Committee of the Board and/or the Board of Directors as prescribed by the Bylaws in recognition of outstanding and meritorious service to Mississippi State University and/or The Alumni Association.

SECTION 7. Graduating seniors of Mississippi State University shall be awarded one year's active membership in The Alumni Association upon graduation from the University.

ARTICLE V

CHAPTERS

SECTION 1. There shall be a local chapter in each county in the state of Mississippi; and there may be a local chapter in any state or area outside the state of Mississippi, all of which provide acceptable conditions as prescribed by the National Board of Directors.

SECTION 2. A chapter shall be chartered by instrument duly executed by the National President and the Executive Director, upon proper application by individuals of any class membership who have made an annual contribution to Mississippi State University, following the approval of the Board of Directors.

SECTION 3. A chapter within this state shall be chartered only on a countywide basis, except where the Board may authorize, for organizational purposes, the combining of two (2) or more counties into one (1) chapter organization. Out-of-state chapters may be chartered on the basis of groups living or working in cities, towns, or other subdivisions of the state where they reside.

SECTION 4. All classes of membership, except honorary members, shall have full privileges and powers to vote and

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participate in chapter meetings and to hold chapter offices.

SECTION 5. Each chapter shall enact Bylaws not inconsistent with this Constitution and Bylaws.

SECTION 6. Each chapter may hold meetings at such time and place as may be designated by the chapter president, except that each chapter shall hold at least one Annual Business Meeting to elect officers.

ARTICLE VI

NATIONAL OFFICERS

SECTION 1. The national officers of The Alumni Association shall be a National President, a National Vice President, a National Treasurer, Executive Director, and Immediate Former National President. All classes of membership except honorary members shall be eligible to be elected to national office.

SECTION 2. All classes of membership except honorary members shall be eligible to be elected to national office and shall have full privileges and powers to vote and participate in all Alumni Association meetings.

SECTION 3. The National President, National Vice President, and National Treasurer shall be elected at the Annual Business Meeting of The Alumni Association, in accordance with the provisions for nomination and election outlined in the Bylaws.

SECTION 4. The Executive Committee of the Board of Directors and the President of Mississippi State University shall appoint, define the duties of, and determine the salary of the Executive Director.

SECTION 5. To be eligible to run for National President, each candidate shall have served a full term on the Board of Directors, or two (2) years on the Executive Committee of the Board. To be eligible to run for National Vice President, each candidate must have served a full term on the Board, or served one (1) year on the Executive Committee.

SECTION 6. To be eligible to run for National Treasurer, each candidate shall submit credentials to the Nominating Committee. Prior service on the Board of Directors is preferred, but is not a requirement for eligibility.

SECTION 7. Whenever there shall be a vacancy in the office of National President, the National Vice President shall become National President. The filling of an unexpired term of National President shall not preclude such person from being eligible to run for re-election as National President, or to serve two (2) consecutive terms in their own right, should such person be elected.

SECTION 8. Whenever there shall be a vacancy in the office of National Vice President, then such shall be filled within forty-five (45) days by an election by the Board of Directors for the remainder of such term in

accordance with the qualification provisions of Section 5, Article VII.

SECTION 9. Whenever there is a vacancy in the office of National Treasurer, the Board shall elect a successor to fill the remaining unexpired term. Such election to fill an unexpired term for the National Treasurer shall not be a prohibition against such individual running for re-election, nor serving three (3) complete terms should such person be elected to such term.

ARTICLE VII

BOARD OF DIRECTORS

SECTION 1. There shall be a Board of Directors, consisting of the National Officers; one (1) in-state director for each region with number of addressable alumni between 0 – 4,999; two (2) in-state directors for each region with number of addressable alumni between 5,000 – 9,999; three (3) in-state directors for each region with number of addressable alumni equal to 10,000 or more; one (1) out-of-state director for each region; one (1) out-of-state director for each state with number of addressable alumni equal to 5,000 or more; one (1) at-large director; one (1) Former National President (elected by the former national presidents), the Student Association President, the Mississippi State University Foundation Chair, and the Bulldog Club President. Additionally, the President of the Faculty Senate, the Staff Council Chair, the Alumni Association Executive Director (as well as any other member of the Board of Directors employed by Mississippi State University and/or Institutions of Higher Learning (IHL)) shall all serve as ex-officio non-voting members. All directors shall be elected or appointed as prescribed hereinafter.

SECTION 2. The Board shall define the policies and shall have full administrative authority in all matters of The Alumni Association not inconsistent with this Constitution.

SECTION 3. The construction and the interpretation of the Constitution and Bylaws by the Board on all matters, except candidacy eligibility questions, shall be final and binding, unless such construction and/or interpretation by the Board is timely appealed from and rescinded at the next annual or special meeting of the Alumni Association by a two-thirds (2/3) vote of the delegates present and voting.

SECTION 4. The Regional and Out-of-State Directors shall be elected each year by the membership for three (3) year terms as established by the Bylaws.

SECTION 5. The one (1) at-large director may be appointed by the Executive Director for a three (3) year term as established by the Bylaws.

SECTION 6. One (1) former national president shall serve a one-year term as established by the Bylaws.

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SECTION 7. The President of the Student Association shall serve on the Board for the term of office as Student Association President, and such term shall be governed by the authorities controlling such term of office.

SECTION 8. The President of the Faculty Senate shall serve on the Board for the term of office as Faculty Senate President, and such term shall be governed by the authorities controlling such term of office.

SECTION 9. The Staff Council Chair shall serve on the Board for the term of office as Staff Council Chair, and such term shall be governed by the authorities controlling such term of office.

SECTION 10. The Chair of The Mississippi State University Foundation, Inc. shall serve on the Board for the term of office as Foundation Chair, and such term shall be governed by the authorities controlling such term of office.

SECTION 11. The President of the Bulldog Club shall serve on the Board for the term of office as President of the Bulldog Club, and such term shall be governed by the authorities controlling such term of office.

SECTION 12. Whenever there is a vacancy in a directorship, the Executive Committee shall appoint a successor Director to serve the remainder of that term.

SECTION 13. Should there be a vacancy in either the offices of the Student Association President; Faculty Senate President; Staff Council Chair; Mississippi State University Foundation, Inc. President; or Bulldog Club President, such successor filling the unexpired term as elected by the respective organizations shall immediately become a member of the Board.

SECTION 14. No person shall be eligible to serve as a Director for more than two (2) consecutive terms, excluding National Officers, as established by the Bylaws.

ARTICLE VIII

EXECUTIVE COMMITTEE OF THE BOARD OF DIRECTORS

SECTION 1. There shall be an Executive Committee of the Board of Directors, which shall consist of the National President; National Vice President; National Treasurer; Immediate Former National President; the Executive Director as ex-officio member; and three (3) members elected from the full Board of Directors. At least one member of the Executive Committee shall be a representative from an out-of-state area provided there is a Board member from an out-of-state area who is willing and qualified.

SECTION 2. The Executive Committee shall meet upon the call of the National President, or upon the call of any three (3) members of the Executive Committee.

SECTION 3. The Executive Committee's authority shall include action on all matters except those specifically reserved to the Board or those regarding amendments to this Constitution and the Bylaws. Any action taken by the Executive Committee on behalf of the Board shall be subject to review by the Board and, with the exception of any action, which binds the Association with third parties, the Board has the authority to override Executive Committee action.

ARTICLE IX

ASSOCIATION MEETINGS

SECTION 1. The Annual Business Meeting shall be held during the Leadership Conference each year.

SECTION 2. Special meetings of The Alumni Association shall be called by the National President upon petition executed by ten (10) or more chartered chapters, or upon request of two-thirds (2/3) of the members of the Board.

SECTION 3. All classes of membership, except honorary members, shall have full privileges and powers to vote and participate in meetings of The Alumni Association, provided they are a duly qualified active member in attendance as provided in the Bylaws.

ARTICLE X

COMMITTEES

The National President, with the advice and consent of the Board, shall appoint such standing and special committees as established in the Bylaws or as may be deemed necessary or advisable by the National President or a majority of the Board.

ARTICLE XI

OFFICIAL PUBLICATIONS

The Board shall publish or cause to be published, under its supervision and control, the official periodical of The Alumni Association entitled *MISSISSIPPI STATE ALUMNUS* and any such other publications as from time to time the Board deems advisable.

ARTICLE XII

RECALL

Any member or officer of the Board of Directors may be removed by a two-thirds (2/3) vote of the Board of Directors whenever in its judgment the interests of the Association would best be served.

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ARTICLE XIII

QUORUM

The quorum for any meeting of The Alumni Association shall be those duly qualified members, delegates, officers, directors, and/or committee members present and voting, whether the meeting be regular or special.

ARTICLE XIV

PURPOSE AND DISSOLUTION

Said organization is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future tax code.

In the event of dissolution, residual assets of this Association will be turned over to one (1) or more organizations which themselves are exempt as organizations described in Section 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1954, or corresponding sections of any prior or future Internal Revenue Code, or to the federal, state or local government for exclusive public purposes.

ARTICLE XV

AMENDMENTS TO CONSTITUTION

SECTION 1. Amendments to this Constitution shall be made only at an Annual Meeting of The Alumni Association by a two-thirds (2/3) vote of the delegates and delegates-at-large present and voting as prescribed by the Bylaws.

SECTION 2. Proposed amendments to the Constitution shall be received by the Executive Director at least two (2) months prior to the date of the Annual Business Meeting. The Executive Director shall forward a copy of all proposed amendments to this Constitution to the president of each chapter not later than six (6) weeks prior to the Annual Meeting, in order for such amendments to be considered at that Annual Meeting.