THE ALUMNI
ASSOCIATION OF
OGLETHORPE UNIVERSITY

Constitution and Bylaws

As amended this March 27, 2010
Article I. Name

The name of the organization shall be The Alumni Association of Oglethorpe University (hereinafter “Association”).

Article II. Purpose

The purposes of this Association shall be to:

1. Represent the interests of all the alumni of Oglethorpe University (hereinafter “OU”), which shall be our primary goal;

2. Foster fellowship among the alumni and facilitate alumni participation in the affairs of OU and in OU’s continued advancement in the cause of higher education by establishing and encouraging an active and involved alumni network; and

3. Develop, promote, and assist activities that foster the aims and objectives of OU.

Article III. Membership and Privileges

There shall be three (3) classes of membership as follows:

1. **Regular Membership.** Anyone who graduated from OU or who attended OU and completed at least twenty-four (24) semester hours, or the equivalent, and left in good standing shall be considered a Regular member of the Association. Only Regular members of the Association shall be entitled to vote or hold office in the Association. Regular members shall be entitled to all other privileges of membership.

2. **Associate.** The Associate membership of the Association shall consist of the faculty and administrative staff of Oglethorpe University.

3. **Honorary Membership.** Anyone upon whom the Board of Trustees has conferred an Honorary Degree shall be deemed an Honorary member of the Association. Additionally, the Board may elect distinguished persons to membership in the Association upon two-thirds (2/3) favorable vote by those Board members present at a Regular or Special meeting.

Article IV. Governance

The business and affairs of the Association shall be conducted by and under the direction of a Board of Directors (“the Board”). In performing its duties, the Board shall be guided by the overall purposes of the Association as set forth in Article II above.
Article V. Board of Directors

Section 1. Composition

The Board may alter the composition of the Board as it deems appropriate. The Board membership shall not exceed a total of thirty (30) members, including officers and members-at-large. There should be an equal distribution of members with approximately one-third (1/3) of them having their elected or appointed term expiring each year.

Section 2. Officers and Their Duties

i. President

The President shall oversee all annual and long-range planning of the Board; preside over all meetings of the Association; work with the Board and OU staff to set and carry out the goals and objectives of the Association; and shall work with alumni to instill pride in OU traditions and strengthen loyalty. The President is a voting member of the Board of Trustees and an ex officio member of all Association Board committees. The President shall nominate the Vice President of Awards, Recognition, and Nomination.

ii. Vice President for Admissions

The Vice President for Admissions (hereafter VPAdm) shall chair the Board Admissions Committee and act as liaison between the Board and the OU Enrollment Office; assist the OU Enrollment Office in the recruiting of new students; and support events such as the James Edward Oglethorpe Scholarship Weekend, College Fairs, and other recruitment and admissions activities as needed.

iii. Vice President for Advancement

The Vice President for Advancement (hereinafter “VPAdv”) shall chair the Advancement Committee; serve as liaison between the Board and the OU Annual Giving Office; encourage alumni support for the annual Oglethorpe Fund Drive; encourage attendance at Advancement Committee meetings, phonathons, and other Advancement Committee activities.

iv. Vice President for Awards, Recognition, and Nomination

The Vice President for Awards, Recognition, and Nomination (hereinafter “VPARN”) shall chair the ARN Committee; oversee the nomination for the annual alumni awards traditionally presented by the Association to alumni, faculty, and Oglethorpe Community members; assist with the cultivation of potential Board members; be responsible for providing orientation and training for new members of the Board; provide oversight for the nomination or appointment
of qualified candidates to fill Board vacancies and officer positions; and assist the President with planning the Annual Meeting.

v. Vice President for Career Services
The Vice President for Career Services (hereinafter “VPCS”) shall chair the OU Career Services Committee and shall assist the OU Career Services Staff in increasing and more effectively using available alumni volunteer talent and resources to assist in its initiatives, including job searches, career panels, career fairs, and sharing career information in the OU classroom.

vi. Vice President for Communications
The Vice President for Communications (hereinafter “VPC”) shall chair the Communications Committee; oversee the main communications channel activity for the Board and all of its committees; periodically contribute articles to OU alumni-related publications as appropriate; and shall oversee special projects that involve writing or editing for the Association. In coordination with the OU Public Relations Office, the VPC shall appoint and convene an advisory committee comprised of those alumni who are involved in fields related to public relations to seek their counsel for strengthening the communications to alumni and for better promoting alumni activities and events.

vii. Vice President for Events
The Vice President for Events (hereinafter “VPE”) shall chair the Events Committee and shall be responsible for organizing and implementing alumni events sponsored by the Association, including Alumni Weekend. In doing so, the VPE shall work with the OU Alumni Relations staff. The VPE shall oversee special alumni projects requested by the OU Alumni Relations Office. In conjunction with the OU Alumni Relations staff, an event report, including attendance and budget figures, shall be prepared following each alumni event. In addition, a full evaluation of all alumni events shall be completed prior to the end of each fiscal year.

viii. Secretary
The Secretary, or the Secretary’s designee, shall keep, or cause to be kept, a record of all Regular and Special meetings of the Board and the Annual Meeting of the Association; and shall review for accuracy any record of the Board and the Association prior to its publication. The Secretary shall sign the original copy of the minutes and same shall be maintained in the official records of the Board.

All Officers shall have full voting rights; however, in the event of a tie vote, the presiding officer shall have one (1) additional vote in order to cast the deciding vote.
Section 3. Other Positions

i. Members-at-Large – Non-officer members of the Board with full voting rights;

ii. *Ex Officio* members - Members of the Board with no voting rights:

   (1) Immediate Past President of the Association – If not currently an elected Board member, the Immediate Past President of the Association shall be invited to attend Board meetings and other OU functions to lend advice and counsel to the President;

   (2) Senior Class Representative;

   (3) Faculty Representative;

   (4) Members / Employees of OU’s Alumni Relations and Development Offices;

   (5) Presidents of recognized, viable OU alumni groups may be invited to serve a term ending on June 30th of each year, at the discretion of the Board President.

Section 4. Elections

i. Elections for officers and members of the Board of Directors shall be held annually at the Annual Meeting.

ii. The Awards, Recognition, and Nominating Committee (hereinafter “ARN Committee”) shall be responsible for identifying nominees for vacancies or anticipated vacancies on the Board. The ARN Committee shall submit the slate of candidates to the Board for its approval at least thirty (30) days prior to the Annual Meeting.

iii. The approved slate shall be made available for review by the Regular membership at least twenty (20) days prior to the Annual Meeting.

iv. Elections shall be by a favorable majority vote of the Regular members present at the Annual Meeting.

Section 5. Terms

i. Elected members of the Board shall assume office on July 1, of the calendar year of their election and shall serve a term of three (3) years.

ii. Members of the Board shall serve no more than two (2) consecutive elected terms. Board members are eligible to serve on Board committees as non-voting committee
members after their Board service has concluded. After any one- (1-) year period has elapsed following the conclusion of a Board member's elected term of office, that former Board member is again eligible for election to the Board for a three- (3-) year term and is eligible for re-election to a second three- (3-) year term.

iii. The President's term of office shall be two (2-) years without regard to that member's term limits as set forth in this Constitution and Bylaws. If eligible for election as a Board member, the President may serve an additional two- (2-) year term without regard to the term limits set forth in this Constitution and Bylaws.

iv. The term of office for all other officers shall be one (1) year, and all other officers may be elected to serve an additional one- (1-) year term or terms.

v. If an ex officio member of the Board is elected to a regular Board position, that member's term of service shall begin as of July 1, following said election.

vi. If an officer or member-at-large of the Board becomes an employee of OU, such Board member shall be permitted to continue serving on the Board for the remainder of the elected or appointed term, but will not be eligible for re-election to another term if still employed by the University. Further, if a conflict of interest develops between membership on the Board and employment with OU, that member is subject to removal pursuant to Section 8 below.

**Section 6. Mid-Term Appointment of Members of the Board of Directors and Officers**

i. The ARN Committee shall place in nomination to the Board mid-term appointments of Board members or officers to fill any mid-term vacancies. The Board must approve any such appointments by a favorable majority vote of those present in a Regular or Special meeting.

ii. All mid-term appointments shall be for the unexpired term of the Board member or officer being replaced.

**Section 7. Responsibilities of Board Members**

i. **Commitment**

All Board members should understand the role and purpose of the Association and should be committed to OU's mission and goals.

ii. **Attendance**

1. All Board members shall attend Board meetings.
(2) Two (2) unexcused absences from Board meetings in a year, beginning with July 1, shall be considered a resignation from the Board.

(3) The Alumni Office staff shall arrange for members who cannot attend in person to be able to participate electronically.

iii. Fundraising / Networking / Recruiting

All Board members shall:

(1) Make an annual financial contribution to the Oglethorpe Fund;

(2) Participate in the fundraising events of the Advancement Committee;

(3) Encourage alumni participation in Association and OU events; and

(4) Participate in the recruitment of potential Board members.

iv. Committee Participation

(1) All Board members shall participate in at least one (1) Standing Committee of the Board.

(2) All Board members shall be a voting member on any standing or Ad Hoc committee on which they serve.

Section 8. Removal from Office

Board members may be removed from office for good cause shown by two-thirds (2/3) vote in favor of such removal by the Board members in attendance at a Special Meeting.

Article VI. Standing and Ad Hoc Committees

Section 1. Standing Committee Membership:

i. Any Board member who wishes to serve on a standing committee shall contact the committee Vice President and express the wish to serve.

ii. The Vice President so contacted shall make the decision whether to accept the Board member’s offer to serve on said committee. Any accepted committee member’s term of service shall expire on June 30, of each year, with the Board member having the opportunity to serve an additional term or terms on said committee.
Section 2. Standing Committees and Their Duties:

i. Admissions Committee

The Admissions Committee shall assist the VPAdm and the OU Enrollment Office in recruiting new students, assist in encouraging alumni volunteers for admissions events such as the James Edward Oglethorpe Scholarship Weekend, College Fairs, and other recruitment and admission activities as needed.

ii. Advancement Committee

Members of the Advancement Committee shall assist the VPAdv and the Annual Giving Office in encouraging alumni support for the annual Oglethorpe Fund Drive; attend the Advancement Committee meetings, phonathons, and any other Advancement Committee activities. The Alumni Advancement Committee will assist the VPAdv with all duties of the VPAdv.

iii. Awards, Recognition, and Nomination Committee

Except for the VPARN, the ARN Committee shall nominate a Vice President to chair each Board committee. The President shall nominate the VPARN. The ARN Committee shall assist the VPARN in identifying and cultivating potential Board members; present to the Board a slate of nominees to fill vacancies and anticipated vacancies on the Board and officer positions; and may recommend alumni to serve on any committee. The ARN Committee shall assist the President in planning the Annual Meeting; shall nominate for Board approval proposed recipients of the annual Alumni awards traditionally presented by the Association to alumni, faculty, and Oglethorpe Community members; and shall also provide orientation and training for new members of the Board.

iv. Career Services Committee

The Career Services Committee shall assist the VPCS in coordinating with the OU Career Services staff to align the professional expertise of alumni with students having similar career interests. The Career Services Committee shall assist the OU Career Services staff in increasing and more effectively using available alumni volunteer talent and resources to assist in its initiatives, including job searches, career panels, career fairs, and sharing career information in the OU classroom. The Career Services Committee may also plan professional development activities for alumni.

v. Communications Committee

The Communications Committee shall serve as the main communications channel for the Board and all of its committees; assist the VPC in overseeing communications and in periodically contributing articles to any OU alumni-related publication as appropriate. The Communications Committee shall assist the VPC in special projects
that involve writing or editing for the Association. The Committee shall meet with an advisory committee comprised of those alumni who are involved in fields related to public relations to seek their counsel for strengthening the communications to alumni and for better promoting alumni activities and events.

vi. Events Committee

The Events Committee shall assist the VPE in organizing and implementing alumni events sponsored by the Association, including Alumni Weekend and other reunions and events sponsored by the Association. In doing so, the Events Committee shall work with the VPE and the OU Alumni Relations staff and shall assist in special alumni projects when requested to do so by the OU Alumni Relations Office. In conjunction with the OU Alumni Relations staff, members of the Committee may be requested to assist with an event report, including attendance and budget figures, which shall be prepared following each alumni event. In addition, Events Committee members may be asked to assist with a full evaluation of all alumni events which shall be completed prior to the end of each fiscal year.

Section 3. Other Committees

i. The Board of Directors may form such other committees and revise / delete the current committees as it deems appropriate.

ii. Each committee of the Board shall report directly to one (1) or more designated member(s) of the Board.

Section 4. Ad Hoc Committees

i. The Board of Directors may form, revise, or delete Ad Hoc committees as it deems appropriate.

ii. Each Ad Hoc committee shall report directly to one (1) or more designated member(s) of the Board.

iii. The President shall appoint a Chairperson for each Ad Hoc committee authorized by the Board.

Section 5. Committee Membership

i. Any Regular member of the Association is eligible for participation on standing or Ad Hoc committees.

ii. Any Regular member of the Association who wishes to serve on a standing or Ad Hoc committee shall contact said committee Vice President or Ad Hoc Chairperson.
iii. The Vice President or Chairperson so contacted shall make the decision whether to accept the Regular member of the Association’s offer to serve on said committee. Any accepted volunteer’s term of service shall expire on June 30 of each year, with the volunteer having the opportunity to serve an additional term or terms.

iv. Any accepted volunteer from the Regular members of the Association shall have no vote in Board proceedings.

**Article VII. Meetings**

**Section 1. Annual Meeting**

The Association shall convene an Annual Meeting each year.

i. The Annual Meeting shall be held during the first six months of the calendar year, and shall coincide with Alumni Weekend whenever possible.

ii. The purposes of the Annual Meeting are to:

   (1) Report to the membership on the activities of the Association;

   (2) Elect the officers and new members of the Board; and

   (3) Conduct any such business that the Board deems appropriate.

**Section 2. Regular Board Meetings**

Each year, beginning with July 1, the President and OU Alumni Office staff shall schedule at least four (4) Regular meetings of the Board.

**Section 3. Special Board Meetings**

i. A Special Meeting may be held at the request of the President or by petition of one-third (1/3) of the voting members of the Board or twenty (20) Regular members of the Association.

ii. The President shall decide the time and location of the meeting and notification of same shall be sent to Board members at their currently available email or postal addresses not less than ten (10) days prior to the meeting.

iii. Only that business stated in the call for the Special Meeting may be transacted at such meeting.

iv. Proxy voting is permissible only if stated in the notification as an alternative to voting in person.
v. The Alumni Office staff shall arrange for members who cannot attend in person to be able to participate electronically.

Section 4. Presiding Officer, Quorum, and Ratification

i. The presiding officer at all meetings of the Association and the Board shall be the President. In the event the President is absent, then a majority of the Regular members present at such meeting shall appoint one of the VPs to preside at that meeting; and if no VP is present, then one of the Regular members present shall be appointed by the majority to preside at that meeting.

ii. Unless otherwise expressly stated herein, no action of the Association or the Board shall be valid unless a quorum exists at the time the action is proposed.

iii. Attendance by eleven (11) Regular members of the Association shall constitute a quorum at any Annual Meeting of the Association.

iv. Attendance by one-third (1/3) of the Board officers and members-at-large shall constitute a quorum for any Regular or Special Board meeting. Attendance may be established electronically.

v. Unless otherwise expressly stated herein, and when a quorum exists as set forth above, a favorable majority vote by those in attendance shall ratify a decision of the Association or the Board.

vi. A Board action may be ratified electronically subsequent to a Regular or Special meeting if there is a consensus for such action, provided there is a quorum participating in that later voting.

Article VIII. Projects

From time to time, the OU administration or the Oglethorpe University Board of Trustees may request assistance from the Board for certain projects that are of immediate concern, and it shall be the responsibility of the Board and / or the Association to honor these requests to the extent possible.

Article IX. Amendments

1. This Constitution and Bylaws shall be amended or repealed only by a favorable two-thirds (2/3) vote of the Board at a Regular or Special meeting, or by a two-thirds (2/3) vote of the members in attendance at an Annual Meeting of the Association, provided further, that such amendments shall have been delivered to each Board member at least seven (7) days prior to such meeting.
2. The Constitution and Bylaws, as amended, shall supersede in their entirety any and all previous Constitutions, Bylaws, or other Articles of Organization.

3. The Board President and the Board Secretary shall evidence any such amendments or repeal to this Constitution and Bylaws by placing, or causing to be placed, the original executed copy of same in the records of the Association.

This Constitution and Bylaws has been AMENDED and APPROVED by a favorable two-thirds (2/3) vote of the Board of Directors this 27th day of March, 2010.

[Signature]
President

[Signature]
Secretary