

Please note, so sections may appear blank as we await feedback from counsel. An updated version will be available on or before January 14.

ARTICLE I **NAME**

The official name of this organization shall be the University of the District of Columbia Alumni Society, hereafter referred to as the UDCNAS, whose administrative offices shall be located at 4200 Connecticut Ave NW, Washington DC 20008.

ARTICLE II **PURPOSE**

The purpose of the organization shall be the following:

Section 1. Mission Statement:

The mission of the University of the District of Columbia National Alumni Society (UDCNAS) is to advocate and support the alumni of the University of the District of Columbia, its predecessor institutions for the benefit of the UDC community and in furtherance of the Society's goals.

Section 2. Goals:

- 2.1 To promote the values and interest of alumni through outreach activities.
- 2.2 To plan, organize, lead, and execute fundraising activities which shall inure the benefit of the University of the District of Columbia community.
- 2.3 To gather, _____, and preserve the legacy of the UDCNAS and its role in supporting the University of the District of Columbia and its predecessor institutions.

ARTICLE III **MEMBERSHIP**

Membership with the UDCNAS shall be described as the following:

Section 1. Eligibility

- 1.1 Membership will be open to all alumni, holding an academic degree, diploma, or certificate awarded by the University of the District of Columbia, or its predecessors, including the David A. Clark School of Law and its predecessors and all persons enrolled in classes (for credit) and attended the University or its predecessors for at least one semester, including summer sessions, and left in good standing.

Section 2. Categories of Membership

2.1 Active Members: Active members are those members who have met the eligibility requirements established in Section 1, 1.1 for Eligibility. An active member in good standing has the privilege of voting. They are also eligible to hold a committee chair or Board of Directors position. To maintain good standing an active member shall be required to:

- 2.1.1. meet all financial obligations as outlined in _____;
- 2.1.2. perform satisfactory volunteer service to satisfy requirements outlined by the Membership Committee;
- 2.1.3. support all UDCNAS events;
- 2.1.4. attend at a minimum two (2) quarterly UDCNAS regular meetings.

2.2 Lifetime Members: Lifetime members are those members who have served one active year and met their financial obligation to the UDCNAS. A Lifetime Member is in good standing when they are not delinquent in the fulfillment of their financial obligation. Pursuant to the rules of active membership lifetime members may not hold a Board of Directors position or vote, unless they complete all requirements for good standing as outlined Section 2, 2.1 active members. They are therefore not “members” as that term is used in the District of Columbia Nonprofit Corporation Act of 2010.

2.3 Emeritus Membership: shall be granted, upon written request, to any lifetime or active member, who has reached the age of seventy five (75) or older and who has requested emeritus membership. Upon being granted emeritus membership permanently, the member shall no longer have a dues requirement to the UDCNAS. Emeritus members shall be granted the same membership benefits as Lifetime Members. Pursuant to the rules of active membership emeritus members do not have voting rights and are therefore not “members” as that term is used in the District of Columbia Nonprofit Corporation Act of 2010.

Section 3: Membership Privileges

Section 4: Resignation, Removal, Reinstatement

4.1 Resignation: Any member in good standing deciding to resign as a member of the organization must submit written notice of their intention to resign to the Vice President of Membership. Members who resign after January 31 will still be liable for that current fiscal year’s dues unless otherwise authorized by the Vice President of Membership.

4.2 Removal: Any member may be removed by the Board of Directors by a majority vote for any of the following reasons:

- 4.2.1 Delinquent in payment of any dues associated with membership
- 4.2.2 Failure to fulfill any obligations as specified in their respective membership classification.
- 4.2.3 Conduct deemed injurious to the interest, character or welfare of this organization. The Vice President of Membership shall bring such a case before the Board for a vote.

In the case of a vote for removal for any reason the member shall receive written notice of the charge proffered against her, thirty days prior to the vote, and upon written request shall be given a hearing before the Board.

4.3 Reinstatement: Any member, having resigned in good standing or been removed, must submit written notice, first to the Chair of Membership, to be considered for reinstatement. If the member resigned in good standing they can be reinstated with a majority vote by the Membership Committee. Members having been removed must submit notice within one year of their removal and be approved

by the Vice President of Membership before being voted on by the Membership Committee. The Vice President of Membership may elect to have a removed member voted on by the Board of Directors prior to reinstatement.

ARTICLE IV **MEETINGS**

Section 1: Board of Directors Meetings

- 1.1 **Training:** All newly elected Board of Director members shall be required to attend a training retreat to occur annually in July. The agenda date and location for this training will be determined and prepared by the incoming President of the organization. Notice of the date and location must be submitted sixty (60) days in advance to all incoming members of the Board.
- 1.2 **Regular Board of Director Meetings:** There shall be monthly Executive Board meetings. The dates for these meetings shall be scheduled not less than sixty (60) days in advance the meeting date. Meeting dates shall be selected and agreed upon by a majority vote of the Executive Board. Conference call meetings may be available at the discretion of the President or with a majority vote of the Executive Board. Executive Board meeting shall be closed to general members, unless otherwise determined by the President of the organization or a two thirds vote of the Executive Board.
- 1.3 Quorum at a Board of Directors Meeting shall consist of two thirds of the total Board of Directors eligible to vote.

Section 2: Regular Meetings

- 2.1 The organization's general membership body shall meet quarterly on the fourth Saturday of October, January, April, and July unless otherwise determined by a majority of the general membership body. Meeting locations, agendas, and meeting times will be determined by the Board of Directors and submitted in writing to the membership no less than thirty (30) days in advance of the meeting date. Meeting materials will be made available electronically by the Director of Alumni Affairs unless otherwise determined by the Board of Directors.
- 2.2 Quorum at a regular meeting shall consist of two thirds of the total members eligible to vote in the organization.

Section 3: Committee Meetings

- 3.1 Committees shall meet at a minimum bimonthly. Agendas and meeting space shall be prepared and secured by the appointed committee chair. In their absence all agendas and space shall be prepared and secured by the appropriate Board of Director member.
- 3.2 Meeting dates shall be selected by a majority vote of the respective committee members.

Section 4: Special Meetings

4.1 In addition to the regularly scheduled meetings of the general membership body, special meetings may be held at the discretion of the President or upon the request of ten (10) members of the organization, provided that the Board of Directors be given no less than thirty (30) day written notice of such meeting.

ARTICLE V **ATTENDANCE**

100 mile Radius Rule: Members who reside within a one hundred (100) mile radius of a meeting location must be physically present at the meeting unless permission is received at least forty-eight (48) hours in advance of said meeting from the President or other designee from the Board of Directors. Members who receive permission to be absent from a meeting or members who reside outside a one hundred (100) mile radius of the meeting location may participate in said meeting via conference call, or other electronic means. Dial-in information will be provided to those participants at least forty-eight (48) hours prior to the meeting time.

ARTICLE VI **GOVERNANCE**

Section 1: Board of Directors

- 1.1 The organization shall be governed by an elected Board of Directors. The Director of Alumni Affairs and Outreach shall be an ex-officio member of the Board of Directors.
- 1.2 It shall be the duty of the Board of Directors to conduct all business on behalf of the organization.

Section 2: Rules of Order

- 2.1 Robert's Rules of Order (newly revised, shall be authority on all questions of procedures not specifically stated in the Bylaws and govern all proceedings of any regular and special meetings.

ARTICLE VII **OFFICERS AND DUTIES**

Section 1: Officers

- 1.1 **Officers:** The following elected Officers shall be the President, Vice President of Finance, Vice President of Records and Compliance, Vice President of Marketing and Events, Vice President of Membership.
- 1.2 **Eligibility:** To be eligible to run for an Officers position, one must be an active member in good standing for a minimum of one (1) complete year. Must have obtained a degree from the University of the District of Columbia or its predecessor institutions, attend a minimum of three (3) regular meetings a year;

Section 2: Duties

Section 3: Removal from Office

3.1 Removal Based on Attendance: Any elected member of the Board of Directors who is absent from three Board meetings without adequate excuse shall be deemed to have resigned from their position and shall be automatically removed from office. Written notice of their removal will be submitted by the Director of Alumni Affairs within five (5) business days of their third absence.

3.2 Vote of No Confidence: Officers failing to abide by the provisions of these Bylaws may be removed from office by a vote of the organizations active members. A petition for a vote of no confidence must be submitted to the Director of Alumni Affairs and Outreach at a minimum of thirty (30) business days in advance of a regular meeting. In the absence of the Director, the petition may be presented to the Board of Trustees. A petition must include signatures from ten (10) active members of the organization and written presentation on why confidence has been lost. Upon receipt of the petition the Director of Alumni Affairs will present for vote at the next scheduled regular meeting. A quorum, as defined in Article IV, Section 2 Regular Meeting, must be present to execute the vote. Members of the Advisory Committee shall also have an opportunity to propose a vote of no confidence to the Director of Alumni Affairs for any elected Board of Director Officer.

Section 4: Resignation from Office

4.1 Any elected Board of Director may elect to resign their position on the organization's Board. An Officer must submit written notice of their intent to resign to the Director of Alumni Affairs to be shared electronically with the remaining Board of Directors and Organization's Advisory Council. Upon receipt of the written notice a special meeting of the organization will be called to notify the membership of the resignation. At the close of the meeting, written notice of the officers resignation will be submitted to the membership.

ARTICLE VIII **VOTING AND TENURE**

Section 1: Voting

1.1 Voting for Officers shall be described as the following:

1.2 Voting for General Members shall be described as the following:

Section 2: Tenure

2.1 Each elected officer shall be required to serve two (2) complete fiscal years beginning on October 1 and ending on September 30 of the second year with the opportunity to serve one (1) consecutive term pending re-election.

ARTICLE IX **COMMITTEES**

Section 1: Committee Descriptions

The UDCNAS shall be composed of the following committees to facilitate the purpose of the organization.

1.1 Advisory Committee: The Advisory Committee, reporting to the President of the organization, shall provide non-binding strategic advice for the management of the organization. It shall be called upon at the discretion of the President of the organization and shall be composed of three (3) elected alumni board of trustee members, one (1) additional trustee appointed by the Chairman of the UDC Board of Trustees, the Director of Alumni Affairs, UDC General Counsel, and as needed pro-bono counsel for the organization and accountants for the organization.

1.2 Finance Committee: The Finance committee, reporting to the Vice President of Finance, shall be responsible for developing an organizational budget, executing an audit of the organization, determining and executing all fundraising activities or the organization, and determining any current and future assets and investments of the organization. The Finance Committee will also be responsible for proper filing of all financial documents on behalf of the organization including but not limited to any Form 990 documents,

Records and Compliance Committee: The Records and Compliance committee, reporting to the Vice President of Records and Compliance, shall be responsible to maintaining all documents regarding the organization, including but not limited to This committee will also appoint an organization secretary responsible for maintaining and distributing accurate general body meeting minutes within 15 business days of each general body meeting. Additional secretary duties will be outlined in the organization's records and compliance policy manual. This committee will also appoint a Sargent at arms, responsible for presiding over meetings. Additional sargent at arms duties will be outlines in the organization's records and compliance policy manual.

Marketing and Events Committee: The Marketing and Events committee shall be responsible for marketing, planning and executing all organization events as well as creation and distribution of organization marketing materials.

Membership Committee: The membership committee shall be responsible for maintaining all membership records, ensuring members fulfill membership obligations and work with other committees to determine volunteer opportunities.

- Volunteer Management
- Standards Committee
- New Members

ARTICLE X **AMENDMENTS**

Section 1: The UDCNAS Bylaws may be amended by addition, deletion, or revision through the following process:

- 1.1 The proposed amendment must be submitted in writing by a member to the President at least ten (10) days prior to a regularly scheduled meeting, unless the Board otherwise convenes a special meeting expressly for the purpose of amending the by-laws.

- 1.2 The member or members proposing the amendment will read said amendment during the general meeting. The reading of said proposed amendment will be followed by open discussion and comments from the members.
- 1.3 If a quorum is present, all members will vote on the proposed amendment. Only those members in attendance shall be allowed to vote; no proxy voting will be allowed for those not in attendance. If a quorum is not present, the proposed amendment shall be tabled for voting until the next regularly scheduled meeting or special meeting called for the purpose of voting on the proposed amendment.
- 1.4 A proposed amendment must receive a majority of the general members voting in favor of said amendment in order to pass.
- 1.5 No amendment to the bylaws shall become effective until approved by the University of the District of Columbia Board of Trustees.
- 1.6 In the event the voting members do not vote to approve a proposed amendment, or if said amendment is not approved by the University of the District of Columbia Board of Trustees, such amendment may not be brought back to the Board for a vote for a period of six (6) months.