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BYLAWS
OF
THE NATIONAL ALUMNI SOCIETY OF
THE UNIVERSITY OF ALABAMA AT BIRMINGHAM

Article I – Registered Agent

The Society shall at all times maintain on file with the office of the Judge of Probate of Jefferson County, Alabama, the name of its registered agent, and the address of its registered office, in all respects as required by the Alabama Nonprofit Corporation Act. The successive registered agents and the registered addresses shall be designated by resolutions of the Board of Directors.

Article II – Purposes

The purpose of this organization shall be to promote the welfare and excellence of The University of Alabama at Birmingham and to assist in the development and support of a mutually beneficial relationship between UAB and its alumni. The society is organized exclusively for charitable and educational purposes for the promotion of UAB and its alumni.

Article III – Members

Section 1. Active Membership

Active members shall be those individuals who have attended The University of Alabama at Birmingham or its predecessor schools or institutions and who have been awarded a degree or left school in good standing and who have paid their annual membership dues, as prescribed from time to time by the Board of Directors.

Section 2. Associate Membership

Associate members shall be those individuals who are currently enrolled at The University of Alabama at Birmingham, the parents of a student, a current or former member of the faculty or staff of the University, or others wishing to further the goals and purposes of this Society and who further pay the annual membership dues as prescribed from time to time by the Board of Directors.

Section 3. Life Membership

Life members shall be those individuals who are eligible for either Active Membership or Associate Membership who have contributed the qualifying amount prescribed from time to time by the Board of Directors for Life Membership in the Society.

Section 4. Honorary Life Membership

Honorary Life Membership shall be limited to those who have rendered outstanding service to The University of Alabama at Birmingham, the state of Alabama, or the nation, and who are nominated for consideration as such by any member of the Society, and who are selected by the Board of Directors of the Society to be so honored.

Section 5. Affiliate Associations

The Affiliate Associations shall be comprised of those individuals who are members of the following pre-existing alumni associations, which are Alumni Association of Graduate Programs in Health Administration, University of Alabama at Birmingham School of Optometry Alumni Association, University of Alabama School of Dentistry Alumni Association, and the University of Alabama Medical Alumni Association based on the University Alumni Council Memorandum of Understanding that was signed on September 13, 2005 and amended by action of the Medical Alumni Association in January 2009.

Article IV – Privileges of Members

Section 1. Active and Life Members

Active and Life members shall have the right to vote at all meetings of the general membership of the Society, shall receive all publications and notices of meetings of the general membership, and shall enjoy other privileges as may be offered by the University or conferred from time to time by the Board of Directors. Active and Life members shall have the right to hold office with the Society. UAB employees, however, will not be permitted to hold office at the executive level of the Board, with the exception of those directors who were grandfathered as of the May 2007 revision of the Bylaws.

Section 2. Associate & Honorary Members

Associate and Honorary members shall enjoy all the rights and privileges of active members except for the privilege of submitting nominations for Executive Officers and Directors, voting at meetings of the general membership, and the right to hold office in the Society.

Section 3. Affiliate Members

Affiliate members shall enjoy the same rights and privileges as associate and honorary members with the exception of receipt of a parking pass and “first-time” premium gift. These items/benefits may be purchased by the affiliate member if so desired.

Article V – Management

Section 1. Board of Directors

A. **Powers:** The corporate powers of the Society shall be vested in and exercised by its Board of Directors by a majority of a quorum thereof, unless expressly provided by these By-Laws. The Board of Directors shall have the following powers in addition to those conferred by law:

1. To conduct, manage, and control the affairs of the Society and to make such rules and regulations and adopt such policies therefore as it may deem consistent with the By-Laws then existing, the Articles of Incorporation of the Society, and the purposes of the Society as therein stated.
2. To determine the date, time and place of all meetings of the Board of Directors and of the membership of the Society.
3. To fix and locate from time to time the registered office of the Society.
4. To borrow money and incur indebtedness for the purposes for which the Society is formed and created and to cause to be executed and delivered therefore in its corporate name promissory notes or other evidence of debt and provide security for the payment thereof.
5. To fill any and all vacancies occurring in any of the offices of the Society or in the Board of Directors when deemed appropriate.
6. To adopt, amend, or repeal the By-Laws of the Society.
7. Such other powers as may be prescribed in other portions of these By-Laws.
8. To perform any action lawful and deemed necessary to further the cause and purpose of the Society.

B. Composition: The Board of Directors shall include:

1. Officers

All elected officers of the Society, including the Immediate Past President. Elected officers must be currently serving on the Board of Directors from which they are nominated and have completed one full year of service.

2. Directors-at-Large

There shall be a total of twenty-four (24) directors-at-large, including the Executive Officers, elected from the general membership of the Society as described in Section D. below.

3. Ex-Officio Directors

There shall be no more than three ex-officio directors who shall be selected by the President of UAB and no more than two additional members of the UAB administration as recommended by the President of UAB and confirmed by the Board of Directors.

4. Past Presidents and members of the Alumni Affairs staff shall be invited to attend all regular meetings of the Board of Directors and to participate in the discussion of the affairs of the Society, but shall not have the authority to make motions, or propose amendments thereto, nor to vote on matters before the Board.

C. Qualifications:

1. Directors-at-Large shall be selected from among the active members of the Society as defined in Article III, Section 1 and 3.

D. Terms of Office:

1. Directors-at-Large shall be elected for a term of three years and shall serve until their successors are elected and installed. Terms of the Directors-at Large shall be staggered. Directors are eligible for a second consecutive three-year term. At the completion of the second consecutive term, if the Director has not advanced to the Executive level of the Board of Directors, they shall not be eligible for election as a Director-at-Large for a period of one year following expiration of the second term.
2. Terms of the Ex-Officio Directors shall be for one year. Individuals serving as ex-officio directors may be selected and confirmed from year to year without limit.

E. Removal: Any Director-at-Large may be removed by a vote of two-thirds of the Directors present at a meeting called for that purpose, and at which meeting a majority of all Directors are present, whenever in their judgment the best interest of the Society will be served thereby.

F. Vacancies:

1. Any Director who is absent from three consecutive regular meetings of the Board without the approval of the Board, shall be considered to have resigned from the Board. The Executive Board shall review attendance bi-annually for this purpose.
2. Vacancies on the Board which occur through death, resignation, or removal of a member of the Board may be filled by a vote of the Board and any individual chosen to fill such an unexpired term shall remain eligible for election to a full term on the Board of Directors.

G. Compensation: All Directors shall serve without compensation; however, Directors may be reimbursed by the Society for expenses reasonably incurred on behalf of the Society and as approved by the Board of Directors.

Section 2. Officers:

A. Complement: The officers of the Society shall consist of a President, a President-Elect, the Immediate Past President, a Treasurer, a Secretary, four Vice Presidents, and a Senior Administrator in the Alumni Affairs Office acting as Executive Director; all of whom except the Secretary and the Executive Director shall be elected in the manner described in Article VI, Sections 1 and 2.

B. Duties:

1. President – The President shall preside at all meetings of the members and the Board of Directors. The President shall, with the approval of the Board of Directors, appoint such committees as he or she may deem necessary or desirable and shall be an ex-officio member of all committees. The President shall appoint the chairperson of all committees and shall perform other duties as the office may require. The President shall make no motion or amendment thereto nor vote on any question or motion unless the members of the Board of Directors, as the case may be, are equally divided, in which case, the President may cast the deciding vote.
2. President-Elect – The President-Elect shall perform the duties and exercise the powers of the President in the absence or disability of the President and shall be an ex-officio member of such committees as may be designated by the President, and, from time to time, shall perform such duties as may be assigned by the President or the Board of Directors.

3. Immediate Past President – The Immediate Past President shall assist the President and shall chair the By-Laws Committee and Nominating Committee subject to the approval of the Board of Directors.
4. Vice Presidents – There shall be a minimum of four Vice Presidents of the Society. The functions, duties, and responsibilities of each Vice President shall be specified, from time to time by direction of the President or by resolution of the Board of Directors. Additional Vice Presidents shall be proposed and confirmed through the nominating committee.
5. Secretary – The Secretary shall maintain and distribute to the Board of Directors written minutes of each meeting of the Board. The duties of this position may also rest with a staff member of the Alumni Affairs Office, and if so, the position will not hold voting privileges.
6. Treasurer – The Treasurer shall supervise the accounting and bookkeeping system of the Society (which shall be maintained in accordance with generally accepted accounting principles) and, in that connection, shall perform such duties and exercise such powers as may be prescribed from time to time by the President or the Board of Directors. The funds of the Society shall be paid out only upon authorization as the Board of Directors may, from time to time, prescribe. No special fund account or deposit in the name of, or constituting the property of, the Society shall be created by any officer or member without the prior authorization of the Board of Directors.
7. Executive Director - The Executive Director reports directly to the Associate Vice President of Alumni Affairs and serves as an ex-officio member of all committees, subject to such conditions and limitations as may be prescribed, from time to time, by the President or Board of Directors. The Executive Director shall serve as the Publisher of all publications of the Society and shall perform such other duties and exercise such other powers as the President or the Board of Directors may, from time to time, prescribe. The Executive Director shall serve as advisor on matters of Board and University policy and shall serve as liaison to the University's administration on matters relating to the National Alumni Society.
8. Associate Vice President of Alumni Affairs– The Associate Vice President of Alumni Affairs serves as the General Manager and supervises, directs, and carries out the programs of the Society, with the assistance of the Executive Director, in accordance with, and subject to, the control and direction of the President and Board of Directors. The Associate Vice President of Alumni Affairs reports directly to the Vice President of Development, Alumni and External Relations of the university.

- C. Terms of Office: The terms of office of the President, Immediate Past President and President-Elect shall be one year's duration, beginning on the first day of the new fiscal year following their election. The terms of office of the Vice Presidents shall be of two years duration, beginning on the first day of the new fiscal year following their election. An individual shall not be elected to fill the office of President for more than one consecutive term, but the other officers may be elected for one additional consecutive term of office.
- D. Removal: Any officer may be removed by a vote of two-thirds of the Directors present at a meeting called for that purpose, and at which meeting a majority of all Directors are present, whenever in their judgment the best interest of the Society will be served thereby.
- E. Vacancies: Vacancies which occur in any office, for any reason, may be filled by a vote of the Board, and any individual chosen to fill such an unexpired term of office shall remain eligible for election to a full term of that office.
- F. Compensation: All elected officers shall serve without compensation; however, officers may be reimbursed by the Society for expenses reasonably incurred on behalf of the Society and as approved by the Board of Directors.

Section 3. Committees

- A. Executive Committee: There shall be an Executive Committee of the Board of Directors composed of the Officers of the Society and no more than two additional Directors as recommended by the President and approved by the Board of Directors.

The Executive Committee shall exercise such powers and authority as may, from time to time, be delegated by the Board of Directors. All actions of the Executive Committee shall be reported to, and ratified by, the Board at the next regular meeting of the Board of Directors.

- B. Nominating Committee: There shall be a Nominating Committee appointed by the President of the Society and confirmed by the Board of Directors at least two months prior to the meeting at which an election is to be held. The committee shall be composed of five members of the Board of Directors, including the Immediate Past President who shall chair the committee. The President and the Executive Director shall serve as non-voting members of the Committee.
- C. By-Laws Committee: There shall be a By-Laws Committee under the direction of the Immediate Past President. This officer shall be responsible for forming such a committee subject to the approval of the Board of Directors for the purpose of reviewing the By-Laws of the Society at least bi-annually and at other such times as directed by the President or Board of Directors.

- D. Long-Range Planning Committee: There shall be a Long-Range Planning Committee coordinated and chaired by the President-Elect. This committee shall consist of each of the Vice Presidents and others as approved by the Board of Directors for the purpose of reviewing and revising the long-range plan on a bi-annual basis.
- E. Scholarship Committee: There shall be a Scholarship Committee to oversee the scholarship program in its entirety, working closely with the Fundraising Committee to assist in planning revenue-generating events that will be designed to raise funds for student scholarships. The chair of the Scholarship Committee will be appointed by the President of the Society.
- F. Fundraising Committee: There shall be a Fundraising Committee to oversee and lead revenue-generating programs and events designed to raise funds for the Society. The chair of the Fundraising Committee will be appointed by the President of the Society.
- G. Other Committees: There shall be other committees as provided by these By-Laws or as appointed by the President and confirmed by the Board to assist in accomplishing the purposes of the Society. The Chairman of each committee shall be a member of the Board of Directors. The President and the Executive Director shall be an ex-officio member of all committees.

Section 4. Chapter Management

- A. The UAB National Alumni Society shall organize, coordinate, promote, and support constituency and geographically based Chapters, to provide a medium through which the individual members of the Society and loyal friends of UAB contribute to the objectives and purposes of the Society.
- B. Application for establishment of a new chapter may be made by gathering a minimum of 10 signatures from active members of the UAB National Alumni Society in a geographical area, specific area of study, or university program. In addition to the signatures, the establishment of a geographic chapter will require at least 150 alumni living within a 50-mile radius.
- C. Any alumni group desiring a formal charter will apply to the National Alumni Society Board of Directors by submitting a letter of request along with the completed petition. Upon approval by a vote of the Board of Directors, the chapter will be notified by the Alumni Affairs Office and will be allowed to begin planning and organizing chapter activities.
- D. Each chapter shall be known as the UAB (name of city, county, area, or program to be inserted) Alumni Chapter.
- E. Membership in a UAB alumni chapter will be limited to those who are members of the UAB National Alumni Society or Affiliate Association.
- F. Chapters will be required to hold at least one event per year, which must be a membership recruitment event in which an invitation is extended to all alumni in the designated group (i.e. school, program, geographic area, etc.).

- G. The National Alumni Society will assist with development and startup costs in the first two years as outlined in the Chapter Manual. Any additional financial assistance will have to be approved by a vote of the Board of Directors.
- H. Where a UAB alumni chapter has received a charter within a city, county, area, or interest, it shall have exclusive jurisdiction therein in all matters pertaining to the Society.
- I. The leadership of a chapter will consist of a minimum of 4 leadership committee members, with one person serving as the main chapter contact. The leadership committee members will serve as needed in the various roles of the chapter. At least one committee member must be responsible for taking meeting minutes and submitting the minutes to the UAB Alumni Affairs Office.
- J. Chapters will be governed by the by-laws established to govern the UAB National Alumni Society. Affiliate Associations will be subject to their own established bylaws that preceded the National Alumni Society. However, the University Alumni Council Memorandum of Understanding will provide the structure and guidelines of how the UAB National Alumni Society and Affiliate Associations will work together.
- K. Each chapter shall maintain bank accounts through the UAB Alumni Affairs Office. An account will be established in the chapters name upon approval by a vote of the Board of Directors and the chapter will receive quarterly statements showing account activity. In the case of the Affiliate Associations in the School of Medicine, School of Optometry, School of Dentistry, and the Graduate Programs in Health Administration, all which pre-existed the UAB National Alumni Society, they will each be allowed to maintain existing bank accounts. For the purpose of alumni activity the UAB National Alumni Society will bear no fiscal responsibility for these chapters' bank accounts.
- L. All marketing materials and individual chapter websites will require prior approval by the UAB Alumni Affairs Office.
- M. If a chapter does not meet the requirements specified herein, the chapters' charter can be revoked at the discretion of the UAB National Alumni Society Board of Directors.
- N. The chapters shall perform any action lawful and deemed necessary by the UAB National Alumni Society Board of Directors to further the cause and purpose of the Society.

Article VI– Elections

Section 1. Nominations

The Nominating Committee shall select one candidate for each office and for each position on the Board of Directors to be elected by the active membership at the annual meeting. The proposed slate recommended by the Nominating Committee and approved by the Board of Directors shall be publicized to active members at least thirty (30) days prior to the annual meeting. After the nomination period closes, additional nominations will not be received.

Section 2. Elections

Elections on the proposed slate presented by the Nominating Committee shall be held through a mailed ballot which will include the opportunity for two (2) write-in candidates, sent out at least thirty (30) days prior to the Annual Meeting to all active alumni eligible to vote according to the Bylaws, to be returned to the Alumni Affairs Office at least ten (10) days prior to the Annual Meeting. The candidates with the majority of votes for the number of vacant Director positions will be elected, as long as all meet the criteria required to serve. Officers will not have a write-in candidate option due to the criteria required in this capacity. The officers and directors so elected shall take office on the first day of the new fiscal year following their election.

Article VII – Meetings

Section 1. Annual Meeting – There shall be an annual meeting of the Society, to be held at a time and place to be determined by the Board of Directors. Notification for the meeting is to be sent to each active member not less than thirty days prior to the meeting. Notification may be given by means that include, but are not limited to, electronic messages, web postings, direct mail, telephone, or other methods of communication.

Section 2. Special Meeting – A special meeting shall be held on the request of the Board or the Executive Committee or on petition of fifty (50) active members. The Board shall decide the exact time and place of the meeting and shall allow the Executive Director sufficient time to send a notice to each active member at least ten (10) days prior to the date of the meeting. No business other than that stated in the call for the special meeting shall be conducted at such meeting.

Section 3. Board Meetings – Regular meetings of the Board of Directors shall be held at least quarterly. The call for a meeting of the Board may be issued by the President or at the request of any five members of the Board. At any regular or special meeting of the Board, one-half of the total number of officers and directors eligible to vote at such meeting shall constitute a quorum, except as otherwise provided in the By-Laws. The request to attend a regular Board meeting should be submitted in writing to the Executive Director ten (10) days prior to the Board meeting. The President will determine the approval of guests.

Article VIII – Procedure

Section 1. Fiscal Year – The fiscal year of this Society shall begin on October 1 and end on September 30 of the following year.

Section 2. Procedure – Robert’s Rules of Order (latest version) shall be followed except where inconsistent with the Articles of Incorporation or By-Laws of this Society. In the case of a conflict with Robert’s Rules of Order, the Society’s By-Laws will serve as the governing document.