

BY-LAWS
OF
GEORGE MASON UNIVERSITY
ALUMNI ASSOCIATION

ARTICLE I
MEMBERSHIP

MEMBERSHIP

Section 1: Membership shall be open to anyone who graduated from George Mason College, George Mason University (hereinafter referred to as the University), or any institution subsequently becoming affiliated with the University, or who meets any of the requirements set forth in Section 2. Membership shall not be transferable or assignable in any manner.

Section 2: There shall be classes of membership of the Association as follows:

- **ACTIVE:** Anyone who has graduated from George Mason College, the University, or any institution subsequently becoming affiliated with the University and maintains current contact information with the Office of Alumni Relations.
- **STUDENT ALUMNI:** All those students who have attended the University for at least one semester and who are currently enrolled in the University as students.
- **HONORARY ALUMNI:** Any persons who have expressed, or have shown through their actions, an interest in the goals of the Association and have accepted invitations by the Board of Directors of the Association to be Honorary members of the Association.

ARTICLE II
ELECTION OF OFFICERS AND DIRECTORS

Directors and Officers shall be elected in the manner and for the terms set forth in the Articles of Incorporation.

NOMINATIONS AND ELECTIONS

Section 1: The Leadership Development Committee shall request nominations from the general membership and shall convene no later than April 1 to screen the list of nominees. The Leadership Development Committee must contact each person selected as a candidate nominee and offer each the opportunity to decline nomination. The Nominating Committee shall strive to achieve diversity among the Board and all other positions for which it nominates, considering factors that include but are not limited to specific areas of expertise, geography, Association program participation, degree, race, age, gender, etc. The Nominating Committee shall be responsible for reviewing nominations for

candidates for directors or officers of the Association, and shall develop a slate of candidates as determined to be in the best interests of the Alumni Association after considering all relevant facts and circumstances. This slate shall be presented to the Executive Committee before submission to the members for voting. No later than May 1, the ballots must be distributed via email to all voting members.

VOTE OF THE MEMBERSHIP

Section 2: Those voting may write in candidates for At-Large Directors on the ballot. Only active members are eligible to vote in elections for members of the Board of Directors.

Section 3: A deadline for return of ballots must be clearly stated. The Elections Committee will tally the results of the election. Ballots are to remain unopened until the Elections Committee convenes for the purpose of tallying the vote. This meeting shall be no later than three (3) days prior to the annual meeting. All elections and records and results shall be confidential and shall be entrusted to the President and the Associate Vice President for Alumni Relations/Executive Director of the Alumni Association. The President shall decide when the election results will be made public.

Section 4: For the purposes of any vote, the majority of those votes cast shall declare the winner. In the event of a tie, the sitting President of the Alumni board will determine the winner.

VACANCIES

Section 5: Vacancies or incapacity to serve in the office of the President shall be filled for the unexpired term by the President-elect.

Section 6: Vacancies or incapacity to serve occurring in other offices shall be filled by appointment by the President with the approval of a majority of the Board at any regular meeting. An appointed officer or director shall only serve the remainder of the term for the position to which they were appointed.

Section 7: Removal from the Board of any elected or Board-appointed member may occur with the consent of the majority of the Board at any regular meeting.

Section 8: Board members who are absent from two successive regular meetings without explanation may be dismissed and replaced on the Board upon the recommendation of the President and the affirmative vote of a majority of the members of the Board at a regular meeting.

ARTICLE III STRUCTURE

Section 1: The management of the Association shall be vested in the Board subject to the Articles of Incorporation.

Section 2: The Associate Vice President for Alumni Relations/Executive Director of the Alumni Association shall be in charge of all Association activities and personnel. In this capacity, he or she will be responsible to the policy guidance of the Board. The Associate Vice President for Alumni Relations/Executive Director of the Alumni Association, employed by the University, and responsible to the University for alumni relations, shall serve the Association as its administrator and perform such other duties as may be prescribed by the President of the Association or the Board from time to time. The Associate Vice President for Alumni Relations/Executive Director of the Alumni Association shall serve as an *ex officio* member of the Board.

Section 3: The Board shall consult with the Associate Vice President for Alumni Relations/Executive Director of the Alumni Association in the preparation of the annual budget request of the Office of Alumni Relations. This budget request is to be included in the annual University budget process.

Section 4: The fiscal year of the Association shall be July 1 through June 30.

Section 5: The Board shall prepare an Annual Report, which will include a financial statement and such other matters as may be deemed appropriate. Said report shall be made available to any member of the Association who requests same.

Section 6: There shall be an Executive Committee of the Board to serve as an interim management group for the Association, which will meet in those months when the full board is not meeting. Members of the Executive Committee shall be the President, who serves as the Chair, the officers of the Association, the Associate Vice President for Alumni Relations/Executive Director of the Alumni Association, and such other members as the President may appoint. Reports of the Executive Committee shall be available to all alumni. Commencing in August of 2022, and continuing every five (5) years thereafter, the Executive Committee will conduct a review of all governing documents, including but not limited to the Articles of Incorporation, the Association's Bylaws, and the Chapter Handbook to ensure they reflect the current operating policies and procedures of the Association. This review may occur prior to five years as needed.

Section 7: The Board shall establish standing committees to conduct certain affairs of the Association. Standing committees shall be composed of not less than three (3) members of the Association, of which at least one (1) must be a member of the Board.

Section 8: A Past Presidents' Council, consisting of all former Presidents of the Association, shall advise the officers of the Association and perform such other functions as may be determined by the Board. The council is also responsible for soliciting and recommending to the President of the Association a list of nominees for submission to the Governor of the Commonwealth of Virginia for Board of Visitor vacancies if requested. The Council shall meet at least once each year. The Immediate Past President shall serve as Chair of the Council. In the years when there is no Immediate Past President on the Board, the President shall serve as Chair of this Council.

Section 9: To the extent specified by the Board of Directors, each committee may exercise the authority of the Board of Directors, except that a committee may not (i) fill vacancies on the Board of

Directors or on any of its committees; (ii) amend the Articles of Incorporation; (iii) adopt, amend, or repeal these Bylaws; (iv) approve a plan of merger or consolidation; (v) approve the sale, lease, or exchange, or the mortgage, pledge, or other disposition of all, or substantially all, of the property and assets of the Corporation; or (vi) approve revocation of voluntary dissolution proceedings.

ARTICLE IV DUTIES OF OFFICERS

Section 1: The President shall be the chief officer of the Association and shall carry out and administer its policies and also be the chief spokesperson for the Association. The President shall also be responsible for such administrative arrangements as may be necessary to the proper functioning of the Association and for any other duties as may be directed by the Board.

Section 2: The President-elect shall act for the President during his or her absence or at his or her specific direction and shall serve the remaining term of the President should the President resign, become unable to perform the duties of the office or be removed from office. He or she shall assume the Office of the President when the President's term ends. He or she shall also chair the Leadership Development Committee.

Section 3: The Vice President, Alumni Engagement shall oversee specific strategic alumni engagement goals of the Association and shall be responsible for such other duties as the President may designate.

Section 4: The Vice President, Student Engagement, shall oversee specific strategic student engagement goals of the Association and shall be responsible for such duties as the President may designate.

Section 5: The Vice President, Partnerships and Sponsorships, shall oversee specific strategic partnership and sponsorship goals of the Association and shall be responsible for such duties as the President may designate.

Section 6: The Vice President, Volunteerism, shall oversee specific strategic volunteerism goals of the Association, and shall be responsible for such duties as the President may designate.

Section 7: The Treasurer shall be the chief financial officer of the Association and shall be held accountable for the filing of the proper financial records.

Section 8: The Historian shall be responsible for the maintenance of the records, including correspondence and historical material, of the Association.

Section 9: The Immediate Past President shall chair the Past Presidents' Council and shall be responsible for such other duties as the President may designate.

ARTICLE V MEETINGS

Section 1: The annual meeting of the Association shall be held in conjunction with the final full Board meeting in June of each year, in a place, and at a date and time, designated by the Board. Publishing of the date, time, and place in any issue of the Alumni magazine or newsletter during the five months preceding the meeting shall constitute notice.

Section 2: All other meetings of the Association may be called by the President, at least three members of the Board, or upon written request of at least twenty (20) members of the Association; the purpose of the meeting shall be stated in the call. At least two (2) weeks' notice shall be given to all active members.

Section 3: Those members in attendance at the annual meeting shall constitute a quorum.

Section 4: At the beginning of each fiscal year, the President shall establish the schedule of meetings of the Board and the Executive Committee for the year. All meetings of the Board and the Executive Committee shall be open to all Alumni.

ARTICLE VI CHAPTERS

FORMATION

Section 1: There shall be Chapters of the Association as defined and approved by the Board. Chapters shall have voting representation on the Board through the Chapter President.

CHAPTER RIGHTS

Section 2: Upon formation of a Chapter, the Chapter shall have the following rights:

- A. Recognized active Chapters can request a stipend from the association annually.
- B. Chapters have the right to adopt by-laws consistent with the by-laws of the Association.
- C. Chapters shall have the right to elect their own officers. The Chapter President or other designated representative of each active Chapter shall be a member of the Board of Directors.

ARTICLE VII PROCEDURES

Section 1: Unless otherwise specified or permitted under Virginia law, any matter to be approved by the Board must be affirmed by a majority vote of the Board members in attendance at a Board meeting at which a quorum (51%) is present.

Section 2: Action required or permitted to be taken at a Board of Directors' meeting may be taken without a meeting if the action is taken by all members of the Board. The action shall be evidenced

by one or more written consents, which may consist of an “electronic record” in accordance with Virginia corporate law, stating the action taken, signed by each director either before or after the action is taken, and included in the minutes or filed with the corporate records reflecting the action taken. Action taken under this section shall be effective when the last director signs the consent unless the consent specifies a different effective date and states the date of execution by each director, in which event it shall be effective according to the terms of the consent.

ARTICLE VIII AMENDMENTS

Section 1: The Articles of Incorporation or the by-laws of this Association may be amended or revoked by a vote of two-thirds (2/3) of those Board members voting at a meeting of the Board, provided that written notice of the proposed amendments or revocation has been given to each member at least thirty (30) days in advance of the meeting.

These by-laws were adopted as amended by vote of the Board at its regular meeting on September 20, 2022, and are effective immediately.