

BYLAWS TRUMAN STATE UNIVERSITY NATIONAL ALUMNI ASSOCIATION

ARTICLE I. GENERAL PROVISIONS.

Section 1. Name of Corporation. The corporate name of the Alumni Association is the "Truman State University National Alumni Association," as provided in the corporate documents on file with the Missouri Secretary of State. The corporation is herein called the "Alumni Association."

Section 2. Purpose of Alumni Association. The purpose of the Alumni Association, as set forth in the articles of incorporation and certified by the Secretary of State of the state of Missouri on September 29, 1992, and as amended on October 21, 2016, is to promote the interest and welfare of Truman State University students and alumni; provide opportunities for Truman State University alumni to become acquainted through alumni activities; encourage social and professional camaraderie among alumni; and stimulate opportunities for alumni to support the University in areas of public relations, student recruitment, fund-raising and career networking.

Section 3. Corporate Status. The Alumni Association is a not for profit corporation, organized and existing under the provisions of the Missouri Nonprofit Corporation Act, Chapter 355 of the Missouri Revised Statutes. Generally, the corporation is organized exclusively for charitable, educational, religious or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. Specifically, the corporation is operated as a public charity under Sections 509(a)(1) and 170(b)(1)(A)(iv) for the benefit of Truman State University, a public university in the state of Missouri.

Section 4. Relationship with University. The Alumni Association is subject to the control of the Truman State University Board of Governors as to its policies and funds, and it is to be operated as an integral part of the University.

ARTICLE II. MEMBERSHIP.

Section 1. Members. All persons who attended Truman State University shall be eligible for Alumni Association membership. This includes those who attended the University under its current or former names since its establishment by Joseph Baldwin in 1867. Also, those persons previously designated by the University as life members of the former Alumni Association and those persons who are dues-paying members of the Alumni Association shall be members, whether or not they are graduates of the University, and the director of engagement for the University (or a comparable administrator named by the president of the University) shall be a member. In addition, the Board of Directors of the Alumni Association or the president of the University may

designate individual supporters of the University as honorary members of the Alumni Association, and they shall enjoy the same privileges and benefits as other members.

Section 2. Membership Fees. There will be a membership fee to be a member of the Alumni Association. The membership fee will be determined and approved by a two-thirds vote of the Board of Directors.

Section 3. Member Representation. Each member shall have representation through the Alumni Association Board of Directors.

ARTICLE III. MEETINGS OF MEMBERS.

Section 1. Annual Meetings. An annual meeting of members shall be held in conjunction with the Homecoming event on the University campus each year. The annual meeting shall be held in or near the city of Kirksville, Missouri, at a time and place to be selected and announced each year by the Board of Directors.

Section 2. Special Meetings. Special meetings of the members may be called by the Alumni Association president or Board of Directors.

Section 3. Place of Meetings. Meetings of the members shall be held in or near the city of Kirksville, Missouri, except that the Board of Directors may by resolution designate any place within or without the state of Missouri which is reasonably accessible to the members as the place of meeting for any special meeting of members.

Section 4. Notice of Meetings. Notice stating the place, date, and hour of the annual meeting and, in case of a special meeting, the purpose(s) for which the meeting is called, shall be delivered to each member not less than seven days nor more than ninety days before the date of the meeting. Notice shall be delivered by or at the direction of the Alumni Association president or Board of Directors calling the meeting by one or more of the following means: email, postal mail or in person. The meeting may additionally be advertised through social media, newsletters, magazines or other publications or the University website.

ARTICLE IV. BOARD OF DIRECTORS.

Section 1. Purpose of the Board of Directors. The purpose of the Board of Directors is to manage the business and affairs of the Alumni Association, subject to the restrictions set forth in these bylaws.

Section 2. Number of Voting Directors. The number of directors with voting rights shall be not less than 15. All directors, except one, shall be elected as provided in this Article, herein called the elected directors. The Board of Directors shall be composed of

the following:

(i) **Appointed Director Representing the University** The director of engagement for the University or a comparable administrator shall be appointed by the president of the University, herein called the appointed director.

(ii) **Elected Directors Representing Alumni Chapters** Each Chapter in operation shall be represented by at least one director.

(iii) **Elected Directors Representing Members At Large** At least five directors shall be at-large members who do not represent a Chapter.

(iv) **Additional Elected Directors** Additional directors may be elected by a majority vote of the current Board of Directors as additional representatives of Alumni Chapters or members At-Large. These directors may be elected in order to meet the minimum as set forth in these bylaws and may also be in excess of the required minimum. The Board of Directors from time to time will evaluate the need for additional directors.

Section 3. Election of the Directors. New directors shall be elected by a majority vote of the current Board of Directors at the regular meeting of the Board of Directors in the spring of each year. If the election of such directors is not held at such meeting, such election shall be held as soon thereafter as convenient for the Board of Directors. A list of nominees for the available positions, to be filled beginning the next fiscal year, shall be submitted by the Executive Committee as hereafter provided in Article VII.

Section 4. Term of Office.

(i) **Election** Directors shall be elected for two-year terms and shall take office on the first day of the fiscal year following their election at the Board of Directors meeting. Elected directors may serve up to three consecutive terms. Directors shall continue in office until their successors are elected and assume office. An extension of term may be granted to a director, if approved by two-thirds vote of the Board of Directors, in order to complete a term as an elected officer of the Alumni Association, as specified in Article V. Directors may be re-elected after an absence from the Board of Directors of one term (two years).

(ii) **Removal** The Board of Directors can choose not to re-elect additional directors. Directors may also be removed by a two-thirds vote of the Board of Directors.

Section 5. Qualifications. Directors must be members of the Alumni Association to be eligible for election.

Section 6. Non-Voting Directors. The vice president for university advancement or the director of engagement shall appoint non-voting directors to the Board of Directors. Non-voting directors include, but are not limited to, immediate past president of the

Board of Directors, and a currently enrolled student representative.

Section 7. Vacancies. Any vacancy occurring in the Board of Directors due to death, resignation, removal, disqualification, or other reason shall be filled through a nomination by the Executive Committee, as hereafter provided in Article VII, and with approval by a majority vote of the current Board of Directors. The person elected shall take office immediately and serve for the unexpired term of his or her predecessor. If the vacancy is filled less than one year into the unexpired term of the preceding director, this shall constitute a first term of office, eligible for re-election for up to two additional consecutive terms. If the vacancy is filled one year or more into the unexpired term, this shall not constitute a first term of office and that director may be elected for up to three additional consecutive terms.

Section 8. Regular Meetings. Regular meetings of the Board of Directors shall be held at least two times during each fiscal year. One of these meetings shall be held in conjunction with the Homecoming event on the University campus each year at a time and place to be selected and announced by the Board of Directors. The other meetings shall be held at the times and places established, from time to time, by resolution of the Board of Directors. Although no legal notice of regular meetings need be given other than the resolution setting the time and place, the secretary will be expected to send notify directors by one or more of the following means: email, postal mail or in person.

Section 9. Special Meetings.

(i) **Calling Special Meetings** Special meetings of the Board of Directors may be called by the president or any four members of the Board of Directors. The person or persons calling a special meeting of the Board of Directors shall establish the time and place for holding any such special meeting of the Board of Directors called by them, provided, however, that special meetings shall be held in or near Kirksville unless a two-thirds vote of the Board of Directors consent to a different location.

(ii) **Notice of Special Meetings.** Notice by email or postal mail stating the place, date, and hour of the annual meeting and, in case of a special meeting, the purpose(s) for which the meeting is called, shall be delivered not less than 10 days before the meeting at the direction of the president or the directors calling the meeting. Any notice of meeting shall be deemed delivered when deposited in the United States mail with postage thereon prepaid or when emailed to the director at his or her mailing address or email address as it appears on the records of the Alumni Association.

Section 10. Meetings by Telecommunication. Members of the Board of Directors, or any committee designated by the Board of Directors, may participate in the meeting of the Board of Directors or committee by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can

communicate with each other, and participation in a meeting in such manner shall constitute presence in person at the meeting.

Section 11. Waiver of Notice. Any member of the Board of Directors may waive notice of any meeting. The attendance of a director at a meeting shall constitute a waiver of notice for such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 12. Quorum. A majority of the voting directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. If less than a majority is present at a meeting, a majority of the voting directors present may adjourn the meeting from time to time without further notice.

Section 13. Manner of Acting.

(i) **At a Meeting.** The affirmative vote of a majority of voting directors present at a meeting, at which quorum is present, shall be the act of the Board of Directors, unless it is an action for which these bylaws call for a two-thirds vote of the Board of Directors, in which case a two-thirds majority of voting directors present at a meeting, at which quorum is present, shall be the act of the Board of Directors. The secretary shall record all approved actions in the minutes of the meetings of the Board of Directors.

(ii) **Without Meeting.** Action required on issues that arise between regularly scheduled meetings may take place without a meeting, provided that each director is allowed sufficient time to review the issues. The affirmative vote, in the form of consents by email or postal mail, of a majority of voting directors then in office shall be the act of the Board of Directors, unless it is an action for which these bylaws call for a two-thirds vote of the Board of Directors, in which case a two-thirds majority of voting directors then in office shall be the act of the Board of Directors. The secretary shall file the consents with the minutes of the meetings of the Board of Directors.

Section 14. Voting. Voting may be done in person, by mail, by email, or by telecommunication on matters subject to a vote of the Board of Directors.

Section 15. Gratuitous Service. Directors shall not receive any compensation for their services but may receive limited reimbursement for their travel and other related expenses incurred on behalf of the Alumni Association, provided, however, that no expenses shall be reimbursed except as authorized under a policy developed by the Board of Directors and approved by the Truman State University Board of Governors.

Section 16. Residuary Powers. The Board of Directors shall have the powers and duties necessary or appropriate for the administration of the affairs of the Alumni

Association, subject to the provisions of the applicable statutes and these bylaws.

ARTICLE V. OFFICERS.

Section 1. Officers. The officers of the Alumni Association shall be a president, vice president, secretary and treasurer. The president, vice president and treasurer shall be elected by the Board of Directors and must be directors to be eligible for office. Such other officers, as may be deemed necessary, may be elected or appointed by the Board of Directors, and may include but are not limited to, the immediate past president of the Alumni Association.

(i) **President.** The president shall be the principal officer of the Alumni Association and shall in general supervise and control all of the business and affairs of the Alumni Association. He or she shall, when present, preside at all meetings of the members and of the Board of Directors. He or she may sign any contracts or other instruments, which the Board of Directors has properly authorized to be executed, and if required, which the president of the University or the Truman State University Board of Governors has approved. In general, he or she shall perform all duties incident to the office of president and such other duties as may be prescribed by the Board of Directors from time to time.

(ii) **Vice President.** In the absence of the president, or in the event of the president's death, inability or refusal to act, the vice president shall perform the duties of the president, and when so acting, shall have all the powers of, and be subject to all the restrictions upon, the president. The vice president shall serve as the liaison between the executive committee and all other committees. The vice president shall perform such other duties as from time to time may be assigned to him or her by the president or by the Board of Directors.

(iii) **Secretary.** The director of engagement for the University, or a comparable administrator named by the president of the University, shall serve as secretary. The secretary shall furnish minutes for all meetings of the members and of the Board of Directors to the other directors within a reasonable time after each meeting and shall keep and preserve the minutes for all meetings of the members and the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provision of these bylaws or as required by law; be custodian of the corporate records of the Alumni Association; and prepare and cause to be delivered annual reports in compliance with the provisions of the statutes of the state of Missouri. In general, he or she shall perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to him or her by the president or by the Board of Directors.

(iv) **Treasurer.** The treasurer shall work with designated Advancement staff, under the direction of the Board of Directors, to oversee the finances of the Association and report

on a regular basis the nature and extent of all Association finances. The treasurer serves as a member of the Finance Committee, complies with Alumni Association Financial Policy and provides requested reports on Association finances.

Section 2. Election and Term of Office. Nominations for president, vice president and treasurer shall be accepted from the Board of Directors. These positions shall be elected biennially by a majority vote of the Board of Directors at the regular meeting in the spring of each year and shall take office at the beginning of the next fiscal year. If the election of such officers is not held at such meeting, such election shall be held as soon thereafter as convenient for the Board of Directors. Each of the three elected officers shall hold office until his or her successor shall have been duly elected and accepted such position, or until he or she shall have died, resigned or been removed in the manner hereafter provided. A director shall not serve more than two consecutive terms as president, vice president or treasurer.

Section 3. Removal. Any officer or agent elected or appointed by the Board of Directors may be removed by a two-thirds vote of the Board of Directors whenever, in their judgment the best interests of the Alumni Association would be served thereby, provided, however, such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 4. Vacancies. A vacancy in any of the three elected offices because of death, resignation, removal, disqualification or other reason may be filled through a nomination by the Board of Directors and be approved by a majority vote of the current Board of Directors. The person approved shall take office immediately and serve for the unexpired term of his or her predecessor, and he or she may hold office for the partial term in addition to the maximum two consecutive terms as president, vice president or treasurer.

ARTICLE VI. BOARD OF DIRECTORS ORDER OF BUSINESS.

Section 1. Agenda for Meetings. The order of business for regular or special meetings of the members and the Board of Directors shall be established by the president, subject to change by action of the Board of Directors. Directors shall submit agenda items to the president for consideration at least 30 days prior to a meeting. An agenda for each meeting shall be provided by email or postal mail to the directors at least seven days before each meeting.

Section 2. Parliamentary Procedure. The procedure for meetings will be Robert's Rules of Order, except as modified by these bylaws. On questions of parliamentary procedure, a ruling by the president shall prevail, subject to an appeal to the voting members of the particular meeting.

ARTICLE VII. COMMITTEES.

Section 1. Appointment of Committees. The Board of Directors may create such regular or special committees as it deems appropriate. Each director shall serve on at least one committee, and the members and chairpersons of the committees shall be appointed by the president with the advice and consent of the Board of Directors. The vice president shall be an ex officio member of all committees. The work of committees shall take place between regular meetings of the Board of Directors and will be reported at Board of Directors meetings.

Section 2. Committee Leadership. The president shall appoint a chairperson for each committee, unless otherwise designated in these bylaws. The chairperson is responsible for organizing committee meetings, priorities and work plans; reporting committee progress to the Board of Directors; and carrying out other duties as assigned by the Board of Directors. At their discretion, the president can appoint a vice chairperson for a committee. The vice chairperson is the successor to the chairperson and will run committee meetings and report to the Board of Directors in the absence of the chairperson.

Section 3. Term of Office. Each chairperson and vice chairperson of a committee shall serve a one-year term as appointed by the president. Committee members may be reassigned at the discretion of the president with the advice and consent of the Executive Committee.

Section 4. Executive Committee. The officers shall constitute the Executive Committee. The president shall be the chairperson of such committee. The vice president shall be the vice chairperson of the committee. Additional Executive Committee members may be added by vote of the Board of Directors and may include both voting and non-voting directors. The Executive Committee shall solicit suggestions for nominees from the Alumni Chapters and the members at-large for individuals to fill vacant positions on the Board of Directors. The Executive Committee shall make recommendations to the Board of Directors for new Alumni Chapters and Clubs. The Executive Committee shall have such powers and duties as may be vested in it from time to time by resolution of the Board of Directors.

ARTICLE VIII. ALUMNI CHAPTERS.

Section 1. Chapter Purpose and Operation. Alumni Chapters exist to foster and further the Alumni Association purpose as outlined in Article I. Chapters shall be subsidiary units of the Alumni Association and shall be organized and operated in accordance with the policies adopted by the Board of Directors. Chapters have access to funds from the Alumni Association to support their engagement initiatives as outlined in

the Alumni Association Financial Policy.

Section 2. Membership. Any dues paying Alumni Association member may select to be a member of an Alumni Chapter.

Section 3. Chapter Leadership. Each Alumni Chapter shall maintain Chapter Leadership as outlined by the Alumni Association Chapter Policy. Chapter Leadership must be members of the Chapter they serve.

Section 4. Formation. Alumni members, as described in Article II, may submit to the Alumni Association Board of Directors a Chapter application for approval as set forth by the Alumni Association Chapter Policy.

Section 5. Good Standing. A Chapter shall be in good standing, with all the benefits and rights granted to a Chapter, when meeting all of the annual requirements as set forth in the Alumni Association Chapter Policy in the prior fiscal year.

The Board of Directors periodically will evaluate the need for additional requirements to ensure Chapters meet the purpose of the Alumni Association set forth in these bylaws and operate within the meaning of Section 501(c)(3) of the Internal Revenue Code.

Section 6. Inactive Status. Chapters that do not meet all chapter requirements for a fiscal year will be placed on probation status and work with the Alumni Association Board of Directors on strategies to meet Chapter requirements. Chapters that do not meet chapter requirements two fiscal years in a row are subject to dissolution by the Alumni Association Board of Directors.

ARTICLE IX. ALUMNI CLUBS.

Section 1. Club Purpose and Operation. Alumni Clubs exist to foster and further the Alumni Association purpose as outlined in Article I. Clubs shall be subsidiary units of the Alumni Association and shall be organized and operated in accordance with the policies adopted by the Board of Directors.

Section 2. Membership. Any dues paying Alumni Association member may select to be a member of an Alumni Club.

Section 3. Leadership. Club Leadership shall be in accordance with the Alumni Association Chapter Policy.

Section 4. Formation. Prospective Clubs must complete steps as outlined in the Alumni Association Chapter Policy in order to be considered by the Alumni Association Board of Directors for Club status.

Section 5. Good Standing. A Club shall be considered in good standing when meeting the requirements as outlined in the Alumni Association Chapter Policy.

The Board of Directors periodically will evaluate the need for additional requirements to ensure Clubs meet the purpose of the Alumni Association set forth in these bylaws and operate within the meaning of Section 501(c)(3) of the Internal Revenue Code.

ARTICLE X. FISCAL MATTERS.

The Alumni Association shall maintain a central treasury in which all membership dues will be deposited. The Alumni Association shall support Alumni Chapters, dispersing funds as outlined in the Alumni Association Financial Policy. The Office of Advancement may allocate funding for Alumni Association business, to be dispensed according to criteria and procedures jointly agreed upon by the Board of Directors and the Office of Advancement. The Office of Advancement prepares an annual budget, and that budget is approved by the Truman State University Foundation Board.

ARTICLE XI. BOOKS, RECORDS AND ANNUAL AUDITS.

The Alumni Association shall keep and maintain complete and accurate books and records of account and minutes of the proceedings of its members, Board of Directors and committees having any of the authority of the Board of Directors. The Alumni Association also shall keep at its principal office a record giving the names and addresses of the members entitled to vote. All books and records of the Alumni Association may be inspected by any member, or his or her agent or attorney, for any proper purpose at any reasonable time.

ARTICLE XII. FISCAL YEAR.

The fiscal year of the corporation shall begin on July 1 and end on June 30 in each year.

ARTICLE XIII. INDEMNIFICATION AND INSURANCE.

Section 1. Indemnification. The Alumni Association shall indemnify any member of the Board of Directors who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, other than an action by or in the right of the Alumni Association, by reason of the fact that he or she is or was a director of the Alumni Association, against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she

reasonably believed to be in or not opposed to the best interests of the Alumni Association, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful.

Section 2. Insurance. The Board of Directors may elect for the Alumni Association to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Alumni Association, against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Alumni Association would have the power to indemnify him or her against such liability.

ARTICLE XIV. WAIVER OF NOTICE.

Unless otherwise provided by law, whenever any notice is required to be given to any director or member of the Alumni Association under the provisions of these bylaws, the articles of incorporation or the applicable statutes, a waiver thereof by email or postal mail signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XV. REPEAL OR AMENDMENT OF BYLAWS.

These bylaws may be altered, amended or repealed and new bylaws adopted, by a two-thirds vote of the Board of Directors a majority vote of the directors then in office and present at any regular meeting of the Board of Directors, or at any special meeting of the Board of Directors called for such purpose, at which a quorum is present, provided, however, that proper notice of such action to change the bylaws shall be given in writing not less than seven days before such meeting and shall set forth such proposed alteration, amendment or new bylaws, provided further, that any alteration, amendment, repeal or new bylaws approved by the Board of Directors shall not become effective unless ratified by the Truman State University Board of Governors.