**BY-LAWS**

**OF THE**

**MURRAY STATE UNIVERSITY ALUMNI ASSOCIATION, INC.**

**ARTICLE I**

**MEMBERSHIP**

Section 1. Eligibility: All persons who have been enrolled and attended Murray State University for at least one academic semester, quarter or summer session and all persons who have served on the faculty, staff, the Board of Regents, MSU Foundation Board of Trustees and members of College and/or University advisory councils are eligible and shall be considered members of the Murray State University Alumni Association.

Section 2. Levels of Membership: Levels of Membership will include, individual annual membership, joint annual membership, recent graduate membership, affiliate council single membership and affiliate council joint membership. Base MSUAA membership dues will be determined and re-evaluated as deemed necessary by the Alumni Association Board of Governors. Affiliate council membership dues will be determined and re-evaluated as deemed necessary by the Executive Committee of each individual affiliate council, with oversite by the MSUAA Board of Governors.

Section 3.  Affiliate Alumni Councils or Chapters:  Members of the Alumni Association residing in a given locality or having a special set of goals or interests may form an alumni/ae council or chapter, which, upon approval of the Board of Directors, shall be designated as an affiliate council, chapter or by another appropriate designation. Such groups shall be subject to the policies of the Alumni Association.

**ARTICLE II**

**OFFICERS**

Section 1. Number: The officers of the corporation shall be a President, President-Elect, Vice President and Executive Director. The President, President-Elect and Vice President shall be elected by the Board of Governors as hereinafter set out, and shall hold office for one (1) year and thereafter until their successors are duly elected and installed. The President-Elect shall succeed to the Presidency and the Vice President shall succeed to the office of the President-Elect. The immediate past President shall be included on the Board of Governors in the ensuing year and shall not be eligible to succeed himself in any of the offices set out above. In the absence of the President the President-Elect shall perform the duties of the President. The Director of Alumni Relations shall be hired by the University per University policy, however members of the Alumni Association Board of Governors will have representation during the interview process.

Section 2. President: The President shall be the principal executive officer of the corporation and, subject to the control of the Board of Governors, shall in general supervise and control all of the business and affairs of the corporation. The President shall, when present, preside at all meetings of the Board of Governors. The President may sign, along with Director of Alumni Relations, or Vice President of University Advancement, or any other proper officer of the corporation thereunto authorized by the Board of Governors, contracts or other instruments which the Board of Governors has authorized to be executed, and except in cases where signing or execution thereof shall be expressly delegated by the Board of Governors or by these By-Laws to some other officer or agent of the corporation, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Governors from time to time. Additional duties may include, but may not be limited to MSU Foundation representation, participation in the Golden Reunion, Distinguished Alumni and other banquets, presentation of Outstanding Faculty Awards and remarks on behalf of the MSUAA during Commencement, as well as other special events as deemed appropriate to fulfill the Association’s mission.

Section 3. President-Elect: In the absence of the President or in the event of his/her death, inability or refusal to act, the President-Elect shall perform the duties of the President, and when so acting, shall have all of the powers of and be subject to all of the restrictions upon the President.

Section 4. Vice President: In the absence of the President and President-Elect or in the event of their deaths, inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all of the powers of and be subject to all of the restrictions upon the President.

Section 5. Director of Alumni Relations: As an employee of Murray State University, the Director of Alumni Relations shall give notice of all corporation meetings and keep a proper record of all proceedings of the corporation. The Director shall prepare and submit such reports of the activities of the corporation as shall be required. Members of the corporation (Alumni Association) together with the appropriate and necessary data concerning their respective degrees, addresses, contact information and other necessary information shall be kept by the University Office of Development in collaboration with the Office of Alumni Relations. The Director shall be custodian of all records, documents, and reports of the corporation. Under the direction of the President and Board of Governors, the Director shall promote and coordinate the entire program of the corporation.

The Director shall receive monies of the corporation. Funds shall be deposited as designated by the Board of Governors. The Director shall be the custodian of the financial records of the corporation with supervisory oversight by the Vice President of University Advancement as required by University policy. The Director shall make reports to Board of Governors and to the corporation as may be necessary and required.

**ARTICLE III**

**BOARD OF GOVERNORS**

Section 1. General Powers: The affairs and business of the corporation shall be conducted by the Board of Governors. The Board of Governors shall consist of the officers of the Association and fifteen (15) at-large members.

The fifteen (15) at-large members shall be elected from the Association membership as a whole, each to serve a term of three (3) years or until their successor is elected and installed. An at-large member may be re-appointed at the end of is his/her term. Not more than three (3) members of the fifteen (15) at-large members of the Board of Governors shall be from any one (1) graduating class. In order to remain a member of the Board of Governors for the life of their 3-year term, all members, including officers, will complete at least one of the following:

* Donate $250 per year over his/her three-year term in order to become a Lifetime Member of the MSUAA by the term’s end, OR
* Maintain yearly membership by paying annual dues, volunteer a minimum of five (5) hours of service per year and recruit five (5) new MSUAA members over the length of his/her term.

Members of the Board of Governors must also attend in-person, by phone or virtually a minimum of one biannual meeting per fiscal year. Excused absences will be granted by the President in the case of emergency.

Section 2. Vacancy: The Executive Committee will make nominations to the Board of Governors for their approval to fill any vacancy that may occur. Appointments will be for the unexpired term and appointees will be eligible to be nominated for a full three-year term upon completion of their initial appointment.

Section 3. Meetings: The Board of Governors shall hold at least two (2) regular meetings each year. At the direction of the President, the Director shall notify each member of the Board of Governors of the time and place of the meeting. Special meetings may be called by the President, Director, Executive Committee or a majority of the Board of Governors.

Section 4. Quorum: The members of the Board of Governors present at any meeting shall constitute a quorum for the transaction of business.

Section 5. Executive Committee: An Executive Committee consisting of the officers of the Alumni Association, the Immediate Past President and the Director shall in general supervise and control all of the business and affairs of the corporation between meetings of the Board of Governors. The Vice President for University Advancement shall serve as an ex-officio member of the Executive Committee.

Section 6. Standing Committees: Standing Committees of the Board of Governors include; Executive, Nominating, Membership, Student Recruitment, Alumni/Donor Engagement and Outreach/Events/Promotions. Ad Hoc committees may be assembled as seemed necessary by the Board of Governors.

Section 7. Alumni Scholarships: Century Club Alumni Scholarships are awarded annually to “Legacy” students of Murray State. Legacy students are the family members of Murray State alumni. These funds are overseen by the Alumni Association Board of Governors, therefore representatives of the board and members of the Alumni staff will be represented, along with staff from the Murray State Scholarship Office, as part of the awarding process annually. Scholarship award totals will be reported to the full Board of Governors during each biannual meeting when appropriate.

**ARTICLE IV**

**ELECTION OF BOARD OF GOVERNORS AND OFFICERS:**

Section 1. Nominating Committee: The Nominating Committee shall recommend at least one (1) person for Vice President to be filled on the Board of Governors during the spring meeting. Members of the Board of Governors may submit their own names, or the names of others, to the Nominating Committee for consideration. The Nominating Committee shall make recommendations for nominations to fill vacant positions, and/or upcoming vacancies, among the at-large membership or the Executive Committee, as needed. The Nominating Committee shall determine the willingness of individuals set out above by contacting them to determine if they will allow their name to be placed into nomination.

Section 2. Solicitation of Nominations: The Nominating Committee shall solicit from the membership of the Alumni Association as a whole the names of persons to be considered by the nominating committee to be placed into nomination as set out in Section 1. The names placed in nomination by the Nominating Committee shall be known as “the slate.”

Section 3. Voting: The slate of nominees shall be presented to the members of the Board of Governors assembled at the annual spring Alumni Association meeting, or equivalent annual meeting, which may subsequently be established by the Alumni Association. The Director, or his/her designee, shall prepare a brief biographical statement of each candidate to be considered by Board of Governors for election. The slate shall be submitted as a whole to the Board of Governors voted upon as a whole by voice vote only. The presiding officer shall determine whether or not the slate has been elected.

Section 4. Election: If the presiding officer determines that the slate has been elected then those persons whose names have been placed in nomination on the slate by the Nominating Committee shall be elected to the offices for which they were nominated by the Nominating Committee. If, however, the presiding officer determines that the slate has not been elected, then those persons incumbent in the positions for which the election was being held, shall continue in their respective offices until such time as another election may be held, and their successors in office elected. Terms of office for Board of Governors members and Officers will be from May 1 of the year elected to April 30 three years later.

Section 5. Successive Voting: In the event that the slate is not elected, the Nominating Committee shall reconsider their nominations, and shall once again submit a slate to be presented of the members of the Board of Governors for their election. The slate may be composed in part or in whole of those persons whose names were previously submitted on the slate that was not elected. The Executive Committee shall determine a mechanism whereby the membership shall have an opportunity to vote on any subsequent slate submitted by the Nominating Committee. The election may be during a special called meeting of the Board of Governors, or during a regularly scheduled meeting of the Board of Governors, or by ballot submitted electronically, or by other such mechanism as the Executive Committee in its sole discretion shall determine.

Section 6. Electronic Ballots: In the event that the Executive Committee determines the use of electronic balloting is appropriate, the Director will submit the slate electronically to all members of the board, along with a deadline for response as recommended by the Executive Committee. The Director will tabulate the responses, ensure a quorum has been reached and report the results back to the board in a timeframe deemed appropriate by the committee. A simple majority of the ballots received will determine whether the slate is elected. If the slate is elected, the Officers shall forthwith assume their positions. If the slate is not elected, the Nominating Committee shall continue to submit successive slates as set out under this Article until such time as a slate of Officers is elected. The membership of the association shall be notified of the results of each election in such fashion as the Executive Committee may deem to be appropriate.

**ARTICLE V**

**FISCAL YEAR**

Section 1. The Fiscal Year: The fiscal year of the corporation shall be the period of July 1 through June 30. Whenever the term "year" is employed in these By Laws, it shall refer to the fiscal year of the corporation.

**ARTICLE VI**

**AFFILIATE ALUMNI COUNCILS/CHAPTERS**

 Section 1.  Affiliate Alumni Councils/Chapters: Affiliate alumni groups, in collaboration with University Director of Alumni Relations and the Board of Governors of the Alumni Association, may adopt appropriate rules, procedures and guidelines to organize and coordinate as they see fit, as long as they do not conflict with the provisions of the Constitution and Bylaws of the Alumni Association.  The Alumni Association will offer basic support in the areas of organization, communication, dues data entry and deposit and record-keeping to all affiliate groups.

  Section 2. Membership Dues for Affiliate Alumni Councils/Chapters:Affiliate alumni councils/chapters will set annual membership dues as deemed appropriate by each council or chapter’s Executive Committee, and will re-evaluate as deemed necessary by that body. Annual affiliate council/chapter dues will include as a base the annual individual or joint membership fees to the MSUAA as established by the MSUAA Board of Governors. Any revenue above and beyond the base MSUAA annual membership fee for an affiliate council/chapter membership will be set aside in a separate fund to support the activities of that affiliate group, while the MSUAA will retain the base annual membership fees.

**ARTICLE VII**

**MURRAY STATE UNIVERSITY ALUMNI ASSOCIATION**

**LIFE MEMBERSHIP**

Section 1. Lifetime Membership: All persons who have paid "Life Membership Dues" prior to July 1, 1993, the time at which the Lifetime Membership program was discontinued, will continue to be recognized as “Lifetime Members” of the Alumni Association and eligible for membership benefits. The Alumni Association will continue to award the “Murray State University Alumni Association Life Member Scholarship” annually. Scholarship recipients shall be chosen according to the guidelines of the scholarship through the process outlined in Section 7 under article III of the MSUAA bylaws. The scholarship shall be administered by the University Scholarship office with funds managed by the MSU Foundation.

***ARTICLE VIII***

**AMENDMENTS**

Section 1. Amendments to the Bylaws:Amendment(s) to these bylaws may be proposed by any member of the Board of Governors at any duly constituted meeting, but will only be acted upon in the same meeting if the changes were submitted to each member of the Board of Governors in advance. If the proposed amendments are not submitted in advance, the board will take action in a subsequent business meeting or by electronic vote at a future time to be determined. A vote of two-thirds (2/3) of the members is required to amend the by-laws.

***ARTICLE IX***

**DISSOLUTION**

Section 1. Dissolution: In case of dissolution, all assets will be distributed to the Murray State University Foundation or its successor organization to be used in the best interest of Murray State University.

**These bylaws are as amended by the MSUAA Board of Governors Saturday, April 17, 2021.**