

BYLAWS OF EAST CAROLINA UNIVERSITY ALUMNI ASSOCIATION, INCORPORATED

ARTICLE I: NAME and LOCATION

The name of the corporation shall be the East Carolina University Alumni Association, Incorporated, hereafter referred to as the alumni association or the association or the corporation, and shall be located in Greenville, North Carolina.

ARTICLE II: MISSION and PURPOSE

Section 1. Mission - The East Carolina University Alumni Association shall inform, involve, and serve members of the ECU family throughout their lifelong relationship with the university.

Section 2. Purpose - To receive any and all funds and contributions from patrons and benefactors of the university in any form, including the receipt of cash, property and insurance proceeds, and other donations as may be given, conveyed, or transferred to the East Carolina University Alumni Association, Inc. and to receive, hold, manage, invest and dispose of such properties and moneys as may from time to time be given or acquired by this corporation in the furtherance of its corporate purposes and to apply the same and the proceeds or income thereof in the promotion of the purposes specified in these articles.

Section 3. And in addition to the foregoing purposes the corporation is vested with all general powers specifically enumerated and set forth in Section 55A-15, Subsections (a) and (b) of the General Statutes of North Carolina, or any amendments thereto which may be made from time to time.

ARTICLE III: MEMBERSHIP

Section 1. Alumni Members: all graduates of East Carolina University (and all its previous names), including certificates, and former students who matriculated for at least two consecutive semesters or equivalent in pursuit of a degree or certificate.

Section 2. Honorary Members: any person who has rendered conspicuous service to East Carolina University and has been awarded an Honorary Degree and/or received an Honorary Alumni Award from the Association.

ARTICLE IV: CONSTITUENT ORGANIZATIONS

Section 1. Constituent organizations may be formed within this corporation, comprised of alumni members of the corporation. There may be three types of constituent organizations, to wit: (A) local chapters and (B) school or college-based societies and (C) affinity chapters. Constituent organizations may adopt constitutions, pass bylaws, elect officers, designate committees, and otherwise function as organizations within this corporation, provided that nothing so adopted

or done shall be in conflict with the East Carolina University Alumni Association, Inc. All such provisions, including the levying of any special assessments on members, shall be subject to the approval of the Board of Directors of the East Carolina University Alumni Association, Inc.

Section 2. Definitions

- A. Local chapters** may be formed in any geographical area so long as they subscribe to the guidelines of chapter development as recommended and approved by the Board of Directors of the East Carolina University Alumni Association, and adopt a charter or constitution consistent with the charter and bylaws of the East Carolina University Alumni Association. They shall hold a minimum of one annual meeting each year and actively represent the alumni association and the university in their locality. The alumni association may revoke the charter of any chapter or society at any time for just cause.
- B. School or college-based societies** may be organized by request of a college dean accompanied by a petition of twenty-five (25) or more members of the alumni association. The constitution of the society must be accepted by the Board of Directors of the East Carolina University Alumni Association in order for the society to be an official constituent organization of the association. Upon acceptance of their constitution, said society shall be eligible to receive funding and support. A school or college shall have no more than one (1) organized society.
- C. Affinity chapters** may be organized by any group that has a common affinity related to their East Carolina experience. These groups may include alumni of student organizations, communities of practice and/or corporate/industry specific groups.

Section 3. Minimum Standards. Groups may be formed so long as they subscribe to the guidelines of group development as recommended and approved by the Board of Directors of the East Carolina University Alumni Association, and adopt a charter or constitution consistent with the charter and bylaws of the East Carolina University Alumni Association.

ARTICLE V: MEETINGS

Section 1: Place of Meetings. All meetings of the East Carolina University Alumni Association Board of Directors, hereafter referred to as the board of directors or the board, shall be held at East Carolina University or at such other place as shall be designated in the notice of the meeting and as set by the chair of the corporation.

Section 2: Frequency of Meetings. The board of directors shall meet no fewer than three (3) times per calendar year. One of these is considered the annual meeting and officers and directors are elected at this meeting.

Section 3: Special Meetings. Special meetings of the board of directors may be called by or at the request of the chair, president/CEO, or any two directors and may be held at such place fixed by the person calling the meeting.

Section 4: Notice. Notice to the membership of the annual meeting of the board of directors shall not be necessary, however, elected directors must receive notice of all meetings by written communication at least seven (7) days prior to said meeting; said notice need not specify the purpose for which the meeting is called. Any director may waive notice of a meeting and attendance at the meeting shall constitute a waiver unless the directors so attending expressly specify objection to the transacting of business because the meeting was not lawfully called or convened.

Section 5: Quorum. A simple majority of the directors shall constitute a quorum for the transacting of any business at said meeting.

Section 6: Attendance. Attendance of the board of directors at board meetings shall be in person unless emergent public safety conditions dictate otherwise as determined by the Board Chair. Directors may participate in special meetings or committee meetings by means of virtual attendance. This option may be utilized for board meetings but may only count as attendance when expressly permitted by the Board Chair in advance. Lack of attendance at board meetings, special meetings, or committee meetings may result in removal in accordance with terms set forth in Article VI: Board of Directors, Section 6: Removal.

ARTICLE VI: BOARD OF DIRECTORS

Section 1: The members of the association shall be represented in the management of the affairs for the association by a board of directors consisting of current alumni members.

Section 2. Enumeration.

A. Elected Directors: no more than thirty (30) members shall be elected by the board of the association. The terms of the elected directors shall be for three (3) years.

- 1. Officers:** The officers of the corporation (chair, vice chair, treasurer, and secretary) are elected members of the board of directors with full voting rights and all privileges.
- 2.** Officers shall not vacate their elected position on the board when elected to an office, rather their elected term and term as an officer shall run concurrently.

B. Ex-Officio Officers:

- 1.** The president and chief executive officer is a member of the board of directors with full voting rights and privileges.
- 2.** The executive treasurer is a member of the board of directors with no voting rights.
- 3.** The immediate past chair shall be considered an ex-officio member of the board in instances where their term expires while still serving in this

capacity. The immediate past chair is a member of the board of directors with full voting rights and privileges.

C. Emeritus Directors: Former chairpersons, who have served at least one year in this role, will be nominated for emeritus status, but must be approved by a vote of the majority of the elected board of directors at the annual meeting upon recommendation of the recruitment and retention committee. Directors who have served at least two (2) consecutive three-year terms which must include service as an officer (chair, vice chair, treasurer, or secretary) on the board may be considered for emeritus status, but must be approved by a vote of the majority of the elected board of directors at the annual meeting upon recommendation (motion) of the recruitment and retention committee.

An emeritus director shall have none of the obligations of elected board directors, but shall be entitled to all privileges except those of making motions, voting, and holding office. Emeritus Directors duties and responsibilities are:

- May attend regularly scheduled meetings of the board of directors.
- May attend other special committee meetings and special events as requested.
- May participate in specific projects when requested by the East Carolina Alumni Association, chair of the board of directors, and or the associate vice chancellor of alumni relations.
- May assist in identifying others whose interest and support are important to the East Carolina Alumni Association.

D. Such other and additional non-voting directors as may be elected by duly qualified constituent organizations as provided in these articles.

E. The following shall serve ex-officio as members of the board without voting rights: the chancellor of East Carolina University; the vice chancellor for advancement of East Carolina University; the president of the East Carolina University Alumni Association Future Alumni Network; the president of the East Carolina University Student Government Association; the president of the East Carolina University Foundation, Inc.; the president of the East Carolina University Educational Foundation, Inc.; and the president of the Medical Foundation of East Carolina University, Inc.

Section 3. Nominations

- A.** The president/CEO accepts applications and nominations for board membership year-round. The deadline to be considered for membership beginning July 1 of the following year is January 31.
- B.** The recruitment and retention committee shall present a slate of director at-large candidates to the board for first reading at least thirty (30) days prior to the annual meeting.

Section 4: Election.

- A.** Elections shall be carried out by the Recruitment and Retention committee in accordance to their documented procedures.
- B.** Elections shall be conducted annually by the board members present at the annual spring meeting and those persons who receive the highest number of votes shall be elected as directors. They shall assume office on July 1 after their election. Board members seeking reelection may be voted on prior to the spring meeting via electronic ballot.
- C.** To be elected, a candidate must receive over 50% of the votes cast.
- D.** Officers shall be elected at the annual meeting following the confirmation of the newly elected members. Nominees for the officer positions must have at least one year left on their term.

Section 5: Term limits. Beginning with the class of 2020, elected members of the East Carolina University Alumni Association Board of Directors may serve a maximum of two (2) consecutive three-year terms. No person shall be eligible to serve more than two consecutive terms on the Board. A Board member who has served more than half a term on the Board is considered to have served a full term. This section does not preclude reelection of any individual to the Board of Directors after a one-year (or greater) hiatus from Directorship.

Excluding the President, no members of the Board of Directors may be employed by East Carolina University nor may they receive remuneration from ECU on a consulting or contract basis.

Section 6: Removal.

- A.** Any officer or director of the corporation may be removed by a two-thirds majority of the board when, in its judgment, the best interest of the corporation would be served thereby.
- B.** Any officer or director with two unexcused board meeting absences within the association's fiscal year shall be removed from their position, and their position shall be considered vacant. Documented excusals are at the discretion of the Chair.

Section 7. Vacancies.

- A.** Officers: When a vacancy occurs in an elected term of office, the Chair of the association shall appoint a sitting director to fulfill the un-expired term of office.
- B.** Directors: When a vacancy occurs in an elected term of office, the Chair of the association may appoint an individual to fulfill the un-expired term of office. The appointed member will then be eligible to serve the remaining term and one (1) additional term of his or her own if elected.

Section 8. Conflict of Interest. The association shall not be precluded from conducting business with any partnership, firm or company with which one or more

directors are associated, provided any business relationship is established and maintained on an arm's length basis. Each director shall disclose in advance of a vote any actual or potential conflict between the director's personal interests and their duty to the association. Any director deemed by the board to be disqualified because of an actual or apparent conflict of interest on any matter shall not vote or use their influence on the matter. The minutes should reflect any disclosure.

ARTICLE VII: OFFICERS

Section 1. The chair, vice chair, secretary, and treasurer shall be elected by the members of the board of directors at the annual meeting of the directors and shall hold office until their successor has qualified and been elected. These elected officers shall have full voting rights and all privileges of members of the board of directors. All officers shall serve at least one-year terms. The elected officers shall assume office on July 1 following their election. Officers shall be eligible for election to an additional year in office as long as their term on the board does not expire.

Section 2. Ex-officio Officers: In addition to these elected officers the following shall be ex-officio officers of the corporation:

- A.** The associate vice chancellor of alumni relations or comparable position shall serve as president and chief executive officer with full voting rights and all privileges of other officers and board members of the corporation.
- B.** The immediate past chair of the corporation shall be a voting ex-officio member of the board. If their elected term on the board has not expired they shall serve on the board for the remainder of their term. If their elected term on the board has expired, they shall serve on the board until their position as immediate past chair has expired.
- C.** The chief financial officer of the university or their designee shall serve as executive treasurer but shall not possess voting rights.

Section 3: Duties.

- A. Chair.** The chair shall preside at all meetings and be an ex-officio member of all committees; they shall generally supervise and control all of the business and affairs of the corporation and shall sign with the President/CEO any contracts, agreements, deeds, mortgages and other instruments of the Corporation. The Board Chair shall be responsible for annually appointing all committee chairs which will serve on their executive committee.
- B. Vice Chair.** The vice chair shall perform all of the duties and functions of the chair in the absence of the chair and shall perform such other duties as may be assigned to him/her from time to time by the board.

- C. President/Chief Executive Officer.** The president/CEO shall be the chief operating officer of the corporation and promote all projects designed to develop and promote the purposes of the corporation, shall attend all meetings, and perform any and all duties prescribed by the board, shall be custodian of all corporate records and the seal, and shall execute with the Chair any and all contracts, agreements, deeds, mortgages or other instruments.
- D. Secretary.** The secretary shall keep a record of all the minutes of the corporation and to perform such other duties as may be assigned to him/her by the board.
- E. Treasurer.** The treasurer shall be in charge of all fiscal matters of the Corporation and shall make annual reports to the Board of the financial affairs of the Corporation.
- F. Executive Treasurer.** The chief financial officer of the university or their designee shall be an ex-officio officer of the corporation and shall provide technical assistance to the treasurer of the corporation. The executive treasurer shall be a non-voting officer.
- G. Immediate Past Chair.** The immediate past chair shall perform such duties as assigned by the chair.

ARTICLE VIII: COMMITTEES

Section 1: Executive Committee. The executive committee shall consist of the following officers and members who may act for the board on all matters delegated to it by the board of directors: chair, immediate past chair, vice chair, secretary, treasurer, executive treasurer and president/CEO. This committee shall also serve as the budget committee and work closely with the external relations committee on sponsorship and related revenue issues facing the Association. The executive committee shall also select committee chairs and the primary committee assignment for elected board members.

Section 2. Audit Committee – The audit committee shall receive and review the annual audit of the association and relevant annual tax forms to be submitted by association, in close consultation with ECU financial services staff. If possible, the committee should include a financial expert. The committee shall also work with other ECU Foundation boards on audit-related issues.

Section 3: Awards and Nominating Committee – The awards committee is responsible for the awards selections including, but not limited to, the Distinguished Service Awards, Outstanding Alumni Awards, Honorary Alumni Awards, Young Alumni Achievement Award, and the Robert H. Wright Alumni Leadership Award. Their duties include reviewing the awards criteria, reviewing nominee information, and selecting award recipients. Designated members of this committee should solicit nominations through their networks to ensure a robust pool of nominations

annually. The committee shall also be empowered to advise the executive committee of faculty, staff, administrators, board members, alumni or students who merit special recognition by the board on behalf of the alumni association. When considering nominees for the awards, the committee shall take into account the association's Diversity Plan, as approved by the board.

Section 4: Recruitment and Retention Committee. The recruitment and retention committee's duties are to review applications from prospective members and select a slate of nominees for officers and directors to be presented to the board for prior to the annual meeting of the corporation. The committee shall develop and execute a system of new member orientation and mentorship that engages both current and emeritus members of the board in helping to build a sense of community amongst the members of the board. The committee shall also be engaged with alumni association staff to assist in the planning of board socials and activities outside of regular meetings. When considering nominees for the board, the committee shall take into account the association's Diversity Plan, as approved by the board.

Section 5: Finance Committee – The finance committee shall be responsible for the stewardship of the association's investments and the committee shall recommend to the Board any modification to the board's investment policies, including the asset allocation policy; however, the committee shall be authorized to make specific investment decisions within the parameters of the approved policies. In partnership with the Treasurer, the committee shall collaborate with the alumni association and financial services staff in formulating the association's annual operating budget. The committee shall approve the draft annual budget and pass it to the Executive Committee for approval before the full board considers it. In conjunction with the External Relations Committee, the committee shall also review and provide recommendations related to affinity marketing partnerships and long-term sponsorship proposals.

Section 6: Scholarship Committee – The scholarship committee shall review the scholarship criteria for the association's scholarship application, coordinate the reviews of applications and selection of recipients. Additionally, the committee shall work with the director for scholarship and signature programs to provide insight and guidance on the continued expansion of scholarship fundraising events. When possible, members of the committee should participate in events related to the association's scholarship program.

Section 7: External Relations Committee – The external relations committee shall work with alumni association staff and other committees on the public relations and external activities of the association. This committee shall also work with alumni association staff to imagine, identify opportunities, and support the association's marketing and communications efforts. The committee shall serve as a resource and advisor to chapter volunteers throughout the network. The committee shall work with association staff to strengthen meaningful engagement with volunteers and alumni through regional events and student programming. The committee shall also work closely with university advancement staff on donor

relations efforts on behalf of the association, and with association staff on sponsorship opportunities, including with outside vendors. As part of these efforts, the committee shall also consult the association's Diversity Plan, as approved by the board.

Section 8: Emeritus Council – Members elected to emeritus status by the board of directors shall serve as automatic members of the emeritus council. The council shall act as an advisory body concerning matters of important historical context, working primarily with the board chair and the president. The council shall also assist in the new member orientation and mentorship program, in partnership with the Recruitment and Retention Committee. Additionally, they will assist the chair and president in developing and executing an engagement strategy for past chairs and former members of the board.

Section 9: Other Committees. The chair of the alumni association shall appoint such other committees and workgroups, as they shall deem necessary, in conducting the business of the corporation.

Section 10: Governance Committee – The governance committee shall ensure board compliance with Robert's Rules of Order, conduct annual review of the bylaws, and facilitate the process for presenting proposed amendments at the annual meeting of the Board of Directors.

ARTICLE IX: CORPORATE SEAL

The Corporate Seal of the corporation shall consist of two concentric circles between which is the name of the corporation and in the center is inscribed "seal," or as such other representation of the Corporate Seal as adopted by the Board of Directors of the Corporation. An impression thereof to be made on the margin of these by-laws and adopted as the seal of the corporation.

ARTICLE X: AMENDMENT

These bylaws may be amended at any meeting of the board of directors, as outlined in Article V, or using a virtual meeting, by a majority vote of the members present, provided that seven (7) days' notice of the proposed amendment is given to each board member by email.

ARTICLE XI: DISSOLUTION

In the event of dissolution of this association, after payment of debts, any remaining assets of the association which are not held by the association for the benefit of specific purposes shall be distributed, transferred, and paid over to, in order of preference, the East Carolina University Foundation, Inc. and East Carolina University or to such other organizations, corporations or institutions organized and operated exclusively for scientific, educational, and charitable purposes that qualify for tax exemption under Section 501 (c) (3) of the Internal Revenue Code of 1954, as amended, and that the Board selects. Should the distribution be made to more

than one corporation or institution, the Board shall determine the proportionate share of each corporation or institution.

ARTICLE XII: General Provisions

Section 1 - The fiscal year shall be twelve (12) calendar months ending on June 30.

Section 2 - Conflict of Interest: The board of directors shall adopt a conflict of interest policy.

Section 3 - Rules of Order: The rules contained in the current edition of Robert's Rules of Order shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special Rules of Order the Association may adopt. The Chair of the Association may appoint any current Director to the role of parliamentarian.

Section 4 - Loans: No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the board of directors. Such authority may be general or confined to specific instances.

ARTICLE XIII: INDEMNIFICATION

The corporation shall have the power to indemnify any present or former elected board members or ex-officio members, for expenses and costs actually and necessarily incurred by the member in connection with the defense, settlement or resulting judgment of any pending or threatened action, suit or proceeding to which the member is made a party by reason of the member being or having been such official, except in relation to matters as to which the member shall be finally adjudged to be liable of willful misconduct amounting to bad faith. Such indemnification shall be available only after all insurance purchased by the corporation has been exhausted. Provided that, prior to such indemnification, the board shall, by appropriate resolution, find that after such indemnification there would still be sufficient funds available for the corporation to meet operating expenses and pay all debt service under any indebtedness payable from revenues of the association.

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