



**Florida International University Alumni
Alumni Association Board of Directors
BYLAWS
Association Adopted April 14, 2016**

ARTICLE 1. NAME

The name of this organization is: Florida International University Alumni Association (hereinafter, the "Association"). The Association is an organization within the Division of University Advancement working closely with the Office of Alumni Relations.

ARTICLE II. PLACE OF BUSINESS

The Offices of the Association shall be located on the campus of Florida International University within the Division of University Advancement - Office of Alumni Relations, University Park, MARC 510, Miami, FL 33199.

ARTICLE III. PURPOSE

The purpose of the FIUAA is to drive the entire alumni network to play a meaningful role in shaping innovative, creative, and healthy communities that propel societies to prosper. The FIUAA is optimistic about the future of FIU, Miami and the world. We believe that the power of an FIU education is the key to achieving our vision. The strategic areas of focus are: Fundraising, Advocacy (Legislative), Networking, and Student success, also referred to as making F.A.N.S. of FIU.

ARTICLE IV. MEMBERSHIP

Section 1 – Classes of Membership - Membership in the Association will be available to all members of the FIU community, as follows:

- A. Active membership is open to any current student and/or spouse of a student.
- B. Alumni Member. Active membership is open to all graduates on any degree program at FIU.
- C. Honorary/Complimentary Member. Membership may be awarded dues-free for a specified period of time or indefinitely by the Board of Directors to an individual in recognition of academic, business or political stature or for distinguished service to FIU.

Section 2 – Termination of Membership.

- A. Revocation of Membership. Any member may be reprimanded, suspended, or expelled by the Board of Directors for violation of these bylaws or any other conduct which discredits the association and/or FIU by 2/3 vote of the Association Board of Directors.

ARTICLE V. DUES AND FEES

Section 1 – Amount and Payment. The Annual Dues schedule and fees and terms of payment for each class of membership shall be determined by the Board of Directors. All dues and fees shall be paid into the accounts of the FIU Foundation.

ARTICLE VI. MEMBERSHIP MEETINGS

Section 1 – Annual. There shall be an Annual Meeting of the Association to coincide with the fiscal year end for the purpose of announcing the incoming Board of Directors, receiving annual reports, and the transaction of other business. Notice of such meeting shall be electronically mailed and/or mailed to the last recorded address of each member at least thirty (30) days in advance, with a statement of time and place and information as to the business to be considered.

Section 2 – Special Meetings. Special meetings of the Association may be called by the President of the Board of Directors and shall be called by the President upon the written request of 500 members. Notice of such special meeting shall be electronically mailed and/or mailed to each member at his/her last recorded address at least thirty (30) days in advance with a statement of time and place and information as to the business being considered.

ARTICLE VII. EXECUTIVE DIRECTOR

Section 1 – Description. The Executive Director shall be the chief executive officer of the Association.

Section 2 – Duties. The Executive Director shall supervise, direct, and carry out the programs of the Association in accordance with and subject to the direction of the Association President and the Board.

- A. Association Books, Records, Dues & Assessments. The Executive Director shall maintain the books and records of the Association and shall collect assessments and other amounts owed to the Association. The Executive Director or his designee shall provide financial reporting two (2) weeks prior to each scheduled meeting of the Board of Directors.
- B. Association Meetings. The Executive Director shall maintain all minutes of the proceedings of the Board meetings, and shall serve, ex officio, on all Standing Committees of the Board.
- C. Staff Support. The Executive Director shall manage, including, but not limited to, hiring and discharging, all employees working for the Association subject to conditions and limitations as may be prescribed from time to time by the President or the Board or FIU regulation or policy.
- D. Publications. The Executive Director shall be the publisher of all publications of the Association and shall perform such other duties and exercise such other powers as the President or the Board may from time to time prescribe. The Executive Director shall have authority to delegate to the staff any such duties described above subject to the ultimate supervision of the Executive Director.

ARTICLE VIII. BOARD OF DIRECTORS

Section 1 – Description. The affairs of the Association shall be managed by and under the direction of the Board of Directors and by the various Officers and Committees thereof as powers may be delegated to such Officers and Committees by these Bylaws or by resolution of the Board of Directors.

Section 2 – Duties. The Directors shall serve as members of the Board of Directors and shall assist the President in the administration of the Association's affairs, keep the President informed at all times on matters of importance concerning the Association, assist in increasing the membership of the Association and work for the good of the Association in all matters. The Board of Directors shall have supervision, control and direction of the affairs of the Association, shall determine its policies, or changes within the limits of the Bylaws, and shall actively prosecute its purposes. It may adopt such rules and regulations for the conduct of its business as shall be deemed advisable, and may, in the exception of the powers granted, appoint such agents as it may consider necessary.

Section 3 – Requirements. Each elected Director of the Board of Directors must be a Leadership Annual Giving donor of the university. Elected Directors shall meet a minimum fundraising requirement of either \$1000 or acquire sponsorship for the Association of \$5000. Elected Directors shall participate in one of more major Association events during each academic year. Major Association events shall include the Torch Awards Gala, Fishing Tournament, and other events that support the Association strategic plan.

Section 4 – Composition. The Board of Directors shall be composed of three categories of members:

- A. **Board Elected Members.** Not less than ten (10) members are to be appointed to the Board of Directors from the membership at large by nominations accepted by the Nominating Committee and approved by a Quorum of the Board of Directors. Each Director shall possess the requisite qualities of leadership and managerial ability and a serious personal intention to promote the advancement of higher education, the University and its alumni through dedicated service to the Association. Each Director shall set an example of philanthropic giving in the University and the Association which alumni and other friends of the University can emulate.
- B. **Ex Officio - Voting.** The immediate Past President of the Board of Directors is an ex officio voting member of the Board.
- C. **Ex Officio - Non-Voting.** Designated non-voting ex officio members are comprised of the President of the University, the Senior Vice President for University Advancement or other University official as appointed, the Executive Director of the Association, the Presidents of both Student Government Associations/designee, the President or Chair of each Alumni Chapter, the Chairperson of the University Faculty Senate/designee, and the Chair of the Student Alumni Board.

Section 5 – Term of Office. The terms of service for the Directors shall be as follows:

- A. **Elected Directors.** The terms of elected Directors shall commence upon approval pursuant to Article VIII, Section 4(A), and shall run year to year on the anniversary of such approval. Such Directors shall initially serve for a one (1) year term and may be eligible to serve for a maximum of four (4) additional two (2) year terms. At the end of each Director's term, the Nominating Committee shall review and recommend to the Executive Committee whether such Director should serve an additional term. The Executive Committee shall decide whether such Director shall serve an additional term. Notwithstanding the term limits set forth in this section, an Executive Committee member shall be entitled to serve out the remainder of his or her term in office.
- B. **Ex Officio.** Non-voting ex officio members of the Board of Directors shall serve terms as Directors that are concurrent with the terms of their respective offices.
- C. **Past President.** The immediate Past President of the Board of Directors shall automatically serve as a voting member of the Board of Directors for one (1) year subsequent to completion of his or her term(s) in office. Following that year, he or she may continue to be re-appointed pursuant to the

above term limits.

Section 6 – Directors. The Board of Directors shall appoint new Directors to fill vacant or expiring terms on an ongoing basis.

- A. **Nominating Committee.** The Nominating Committee shall be composed of the immediate Past President of the Association, two (2) Directors appointed by the President and two (2) members elected by the Board of Directors based upon a majority vote. The immediate Past President of the Association will serve as the Chairperson of the committee. In the event the immediate Past President does not wish to serve on the Nominating Committee, then the Executive Committee shall elect the chairperson of the Nominating Committee.
- B. **Nominations.** Nominations for Board positions may be submitted to the Nominating Committee by any member of the Association at any time. To be considered, the nominee must apply in writing and submit a resume or curriculum vitae. The Board of Directors should represent the University community and the Nominating Committee shall strive to ensure that the composition of the Board of Directors is representative of the University community.

Section 7 – Meetings. Regular meetings of the Board of Directors shall be held no less than five (5) times per year, including the Annual Meeting of the Association and the Annual Strategic Planning Meeting. The Annual Meeting of the Association shall be held in the Late Spring of each year. The President of the Association shall determine the day, hour, and place of the meetings and shall announce in writing a schedule of the days, times, and places of meetings. Written notice of each regular meeting shall be mailed or electronically mailed by the Secretary to each Director not less than thirty (30) days prior to the meeting. The Secretary must provide written notice to all Directors of any changes to the meeting schedule at least fifteen (15) days prior to the date of the originally scheduled meeting day or of the new meeting date, whichever date occur earlier.

- A. **Annual Strategic Planning Meeting.** The Board of Directors shall meet once each year to evaluate the strategic goals of the Association and to address any special issues affecting the Association.
- B. **Special Meetings.** Special meetings may be called by the President of the Association or by a majority of its members. The special meeting shall be limited to matters listed in the written notice of the special meeting.

Section 8 – Quorum. A quorum of the Directors shall be a simple majority of all voting Directors as defined by Article VIII, Section 4. A quorum must be present to transact business of the Association at a meeting. Any less number may adjourn from time to time until a quorum is present.

Section 9 – Voting. Except as indicated in Article VIII, Section 4, each Director shall have one vote. Designated ex officio Directors who hold more than one office which qualifies them as a Director, or who also may have been separately elected Directors, shall have only one vote. Except as otherwise provided in these Bylaws for election and removal of Directors and Officers, and for amendments to these Bylaws, a majority vote of a quorum is necessary to conduct the business of the Association during any meeting of the Board of Directors.

Section 10 – Proxies. Proxies, general or special, shall be accepted for any purpose in the meetings of the Directors or Committees but shall not count towards quorum.

Section 11 – Resignation. A Director may resign at any time by giving written notice to the Board of Directors, the President of the Association, or the Secretary of the Association. Any such resignation shall take effect at the time the resignation is delivered to the Board.

Section 12 – Attendance. Any Director who without prior notice is not present for two consecutive meetings under Section 7 may be given written notice to show cause to the Executive Committee why such Director should remain an active member of the Board.

ARTICLE IX. OFFICERS

Section 1 – Officers. The Officers of the Association shall be: President, President-Elect, Vice President, Treasurer, Secretary, Parliamentarian and such other officers as the Board of Directors may determine to be necessary for the conduct of the Association's business. No more than one office of the Association shall be held by the same person.

Section 2 – Nominations. Nominations of Officers may be submitted to the Nominating Committee by any member of the Board of Directors by the third Tuesday of February of each year. To be considered, the nominee must accept in writing and commit to fulfill the responsibilities of office if elected.

Section 3 – Mailed Slate of Officers. The Nominating Committee shall review all nominations and shall prepare a slate of all eligible candidates for each office and will electronically mail and/or mail notice of the slate together with notice of the Spring Meeting thirty (30) days prior to the Spring meeting of the Board.

Section 4 – Election. The President, President-Elect, Vice President, Treasurer, Secretary and Parliamentarian and all other officers shall be elected at the spring meeting of the Board of Directors to be held on or no more than 30 days prior to the third Tuesday of April of each year, from nominations submitted to the Board of Directors by the Nominating Committee. The persons elected into office by the Board of Directors shall be introduced to the general membership at the Annual Meeting of the Association to be held in the Late Spring of each year.

Section 5 – Ineligibility for Election. The President of the University; the University's Vice President for University Advancement, the Chairperson of the Faculty Senate, the Presidents of SGA, and the Executive Director of the FIU Alumni Association and the chair of the Student Alumni Association Board will be ineligible to stand for elections.

Section 6 – Term of Office. OTHER THAN THE PRESIDENT, Each officer shall be elected for a term of one year and upon subsequent nomination and election shall be eligible to succeed himself or herself for one more additional term in that position. THE PRESIDENT SHALL SERVE FOR A TERM OF TWO (2) YEARS.

Section 7 – Vacancy. In case any vacancy occurs in an elected office, the Executive Committee may appoint an interim representative to complete the term of office

Section 8 – Resignation. An officer may resign from the Executive Committee at any time by giving written notice to the Board of Directors, the President, or the Secretary of the Association. Any such resignation shall take effect at the time specified therein or, if no time is specified therein, upon its acceptance by the Board of Directors.

Section 9 – Removal. Any officer may be removed from office by a two-thirds (2/3) vote of the Board of Directors.

Section 10 – Powers and Duties.

- A. **President.** The President shall be the chief presiding officer of the Association, preside at all meetings of the Board of Directors and the Executive Committee and perform all of the duties assigned to him/her by the Directors or the Executive Committee. Among

his/her powers and duties, without limitation, are to appoint the Chairs to all Standing Committees as established by the Directors except when the Committee Chair may be designated by these Bylaws or by Resolution of the Directors, name Special Committees and appoint their members and Chairperson, represent the Association at University or Community functions as deemed necessary or appoint a representative, represent the Association as an ex officio member of the Board of Directors for the FIU Foundation, and present a report of the activities of the Association and the conduct of his/her office at the Annual Meeting. The President shall be an ex officio member of all committees except the Nominating Committee. In order to be eligible to serve as President, a director must have served a minimum of three years by the time the director takes office and must have previously served as an active member on at least two standing committees.

- B. President-Elect. The President-Elect shall be responsible for assisting the President in any way so designated by the President and shall preside at all meetings in the absence of the President and may represent the Association at University or Community functions. In the absence of the President, he or she shall perform such other duties as may be assigned to him or her by the President, the Directors or the Executive Committee. The President-Elect shall succeed the President as Acting President in the event that the President is unable to complete his or her term. Time served as Acting President shall not effect term limits should the Acting President decide to run for the position of President provided the person meets the qualifications. The Executive Committee shall select an interim President-Elect.
- C. Vice President. The Vice President shall be responsible for assisting the President in any way so designated by the President and shall preside at all meetings in the absence of the President and may represent the Association at University or Community functions. In the absence of the President and President-Elect, he or she shall perform such other duties as may be assigned to him or her by the President, the Directors or the Executive Committee. The Vice President shall succeed the President-Elect as Acting President in the event that the President-Elect is unable to complete his or her term. Time served as Acting President shall not affect term limits should the Acting President decide to run for the position of President provided the person meets the qualifications. The Executive Committee shall select an interim Vice President. Should the Vice President decline to succeed the President as Acting President, the Executive Committee shall select an Acting President.
- D. Treasurer. The Treasurer shall present financial reports as required by the Executive Committee. Additionally, the treasurer shall perform such other duties as may be assigned to him or her by the President, the Board of Directors, or the Executive Committee.
- E. Secretary. The Secretary shall be responsible for the maintenance of the Association's records; shall be responsible for the recording and providing of the minutes of all meetings of the Board of Directors and the Executive Committee; shall be responsible to give and serve notice of the meetings as required by these Bylaws and by Florida law; shall be responsible for giving and serving all required notices, shall provide routine correspondence for the Board of Directors; and perform such other duties as may be assigned to him or her by the President, the Board of Directors or the Executive Committee.
- F. Parliamentarian. The Parliamentarian's duties shall include enforcement of Robert's Rules of Order during meetings of the Association. The Parliamentarian shall have a complete and thorough understanding of the Association's bylaws and be available to explain the bylaws as required by the Association. The Parliamentarian shall serve as the sergeant-at-arms during Association Board Meetings, and shall perform such other duties as may be assigned to him or her by the President, the Board of Directors, or the Executive Committee.

ARTICLE X. COMMITTEES

Section 1 – Appointments. Committees of the Board of Directors shall either be Standing Committees, as designated by these Bylaws, or Ad Hoc Committees, as established by the President. The President of the Association shall appoint at least one Director as Chairperson of each Committee and may appoint additional Co-Chairpersons from the Membership at large, except as otherwise specified by these Bylaws. The actions of any Committee shall be subject to review and approval by the Board of Directors, except when the power to act is specifically granted to a Committee by these Bylaws or by action of the Directors or the Executive Committee. Each Committee shall keep approved minutes and submit them to the Secretary for inclusion into the records of the Board of Directors.

Section 2 – Standing Committees. The standing committees of the Board of Directors shall be:

- A. Executive Committee. The Executive Committee is made up of the President, Vice President, Secretary, Treasurer, Parliamentarian and immediate Past President (ex-officio). The Executive Committee of the Board shall have and may exercise all powers and authority of the Board of Directors when the Directors are not in session. The Committee shall meet at the call of the President. A majority of the voting members of the Committee shall constitute a quorum. All actions of the Executive Committee shall be reported to the Board of Directors at the next meeting of the Board of Directors.
- B. Nominating Committee. The Nominating Committee is charged with recruiting qualified and capable alumni to serve as Directors on the Board of Directors on an ongoing basis, and is charged with preparing a slate of candidates for officers, as prescribed within Article IX, on an annual basis.
- C. Membership Committee. The Membership Committee assists with the development of strategies and advises the University on methods to recruit and retain members to the Association.
- D. Torch Awards Committee. The Torch Awards Committee serves as the host committee for the Annual Alumni Torch Awards. It provides direction to staff on the development of the tradition, planning of the event and marketing to alumni. This committee plays an active role in seeking nominations for all categories. All Board members who serve on this committee also serve on the University-wide selection committee.
- E. Fishing Tournament Committee. The Fishing Tournament Committee serves as the host committee for Annual Alumni Fishing Tournament. It provides direction to staff on the development of the tradition, planning of the event and marketing to alumni. This committee plays an active role in seeking sponsors for the event.
- F. Scholarship Committee. The Scholarship Committee serves to establish policies and procedures for the identification and selection of candidates for Association scholarships.
- G. Chapter Development Committee. The Chapter Development Committee serves to advise in the area of identifying, recruiting and retaining alumni volunteer leaders to serve on alumni chapter committees and boards in support of the Association's mission.
- H. Professional and Career Development Committee. The Professional and Career Development Committee is to work with the Office of Alumni Relations, Colleges and Career Services to establish programming and support for alumni seeking professional and career development. The committee is to establish and continue a mentorship program between Alumni Association BOD and Young Alumni Council. The committee will actively support fundraising efforts for the

Make a Difference fund in order to establish and continue alumni participation of internship opportunities for FIU students. The committee will work with administration, faculty and alumni to facilitate Panther Alumni Week.

Section 3 – Ad Hoc Committees. The President may establish Ad Hoc Committees to assist the Board of Directors in carrying out the purposes of the Association. The President shall report the establishment of all Ad Hoc Committees and the names of their appointed chairperson(s) to the Executive Committee and to the Board of Directors at the next regular meeting.

ARTICLE XI. CHAPTERS

Section 1 – Alumni Chapter Development. Any group desiring a charter as an Alumni Chapter will submit an application to the Office of Alumni Relations and a charter will be issued whenever recommended by the Office of Alumni Relations and ratified by the Board of Directors of the Association.

Section 2 – Chapter Bylaws. Each Chapter will have governing documents in the form prescribed by the Association. Any proposed revisions to such form documents, including any amendments thereto, shall be reviewed by the Executive Committee or a designee appointed by the Executive Committee to assure that no discrepancies exist between these documents and the governing documents of the Association.

Section 3 – Chapter Representation. The President or Chair of each Chapter will be represented on the Board of Directors as an ex-officio non-voting member of the Association's Board of Directors.

Section 4 – Chapter Guidelines. The Association shall provide guidelines to assist in the formation and promotion of Chapters.

- A. Chapter Name. Each Chapter will be known as the "Florida International University Alumni Association Chapter", or the "FIU Alumni Chapter".
- B. Chapter Bylaws. Each Chapter shall be subject to the terms, provisions and restrictions of these Bylaws of the Association, and shall also adopt the operating rules for Alumni Chapters established by the Association.
- C. Chapter Meetings. Each alumni chapter shall hold at least one meeting of its members during any calendar year and will submit an annual informative report to the Office of Alumni Relations of the Association including (i) a program summary; (ii) accomplishments of the previous year (or partial year if the Chapter is new); (iii) financial status report, (iv) major future planning; and (v) a current membership roster. Each Chapter will submit this report on or before June 1 of each year.
- D. Chapter Renewal. Chapter charters shall be subject to renewal by the Board of the Directors in July of each year. Chapters adhering to the following requirements shall be automatically renewed:
 1. Adherence to the objectives of the Association and provisions of the Chapter operating rules.
 2. Retention of at least twenty five (25) active members in the Chapter.
 3. A minimum of one (1) meeting a year.
 4. A minimum of two (2) events or programs per year.
 5. Submission of an annual report to the Association's Office of Alumni Relations pursuant

to Article XI, Section 4, Paragraph C.

Section 5 – Chapter Revocation. The charter of each Chapter is subject to renewal pursuant to Article XI, Section 5, Paragraph D. However, the charter for any Chapter may be revoked for cause at any time by a two-thirds (2/3) vote of the Board of Directors if the Board of Directors finds that a Chapter's purposes or activities are not consistent with the purposes and activities of the Association and fail to contribute toward the general welfare of the University. Such a vote shall take place during a regular or special meeting.

ARTICLE XII. FUNDS

Section 1 – Assets. The assets of the Association shall be held within the accounts of FIU Foundation, Inc. (the "FIU Foundation") with as many funds and accounts within these groupings as shall be necessary or desirable to achieve the purposes of the Association and to comply with the terms of gifts to the Association.

Section 2 – General Funds. General funds reside within the accounts of the FIU Foundation and are managed by the Vice President for University Advancement and Associate Vice President of Alumni Relations and may be used for the general purposes of the Association, including administration of the Association's affairs. The Treasurer of the Board of Directors will report periodically as to the status of these funds.

Section 3 – Designated Funds. Designated funds of the Association will be established to receive donations to the Association. Additional designated funds for other specific purposes may be established by the FIU Foundation. The principal and all interest income thereof from all designated donations shall be credited to such designated funds, unless the terms of the gift specify otherwise.

Section 4 – Fiscal Year. The fiscal year of the Association shall be from July 1 of each calendar year until and through June 30 of the next calendar year.

ARTICLE XIII. AMENDMENTS

Section 1 – Bylaws. These Bylaws may be altered, amended, rescinded and repealed at any regular or ` meeting of the Board of Directors by affirmative vote of a two thirds (2/3) majority of the Board of Directors, subject to any approval which may be required by the FIU Foundation or the Board of Trustees of Florida International University.

Section 2 – Amendments. All amendments to the Bylaws shall comply with Florida law, and regulations and policies of Florida International University and the Florida Board of Governors.

Section 3 – Interpretation. In case of any doubt or ambiguity in the interpretation of any of the Bylaws or any provision thereof, the Executive Committee shall have the right to determine the same and its decision shall be final.

Section 4 – Rules of Order. *Roberts Rules of Order*, latest available edition, shall be recognized as the authority governing the meetings of the Association, its Board of Directors, and the Committees, in all instances wherein its provisions do not conflict with these Bylaws.

ARTICLE XIV LIABILITY

The Board of Directors of the Association, all Standing or Ad Hoc Committees, all Chapters in good standing, and the individual members thereof, either as a whole or an individual, shall be held harmless by the Association and the University from any and all liability as a result of discharging their respective duties, so long as their actions are within the scope of their authority.

ARTICLE XV. INSIGNIA

The insignia of the Association shall bear the words "FIU Alumni Association."

ARTICLE XVI. DISSOLUTION

The Association shall use its funds only to accomplish the objectives and purposes specified in these Bylaws and no part of said funds shall inure or be distributed to the members of the Association. Should dissolution of the Association occur, any funds remaining shall remain within the jurisdiction of the FIU Foundation.