GEORGIA PERIMETER COLLEGE ALUMNI ASSOCIATION

BY-LAWS

ARTICLE I – NAME

The name of the organization shall be the Georgia Perimeter College Alumni Association.

ARTICLE II – PURPOSE

The purpose of the Association shall be to establish, encourage and maintain supportive and beneficial relationships between the college, its alumni, its students and the community that advance the continued growth and development of Georgia Perimeter College and its alumni.

ARTICLE III – MEMBERSHIP

Section 1. Regular Members

A. Regular members shall be all former students who have successfully completed one or more courses or who hold a certificate or degree from the College (DeKalb Community College, DeKalb College, GPC or Georgia Perimeter College).

B. Privileges shall be that of voting in elections, serving on committees, holding office, submitting nominations for office and as otherwise provided in these bylaws.

Section 2. Associate Members

A. Associate members shall be individuals who are former or present faculty/staff or friends of the college and are not eligible to be Regular members.

B. Privileges shall be those of a Regular member except the privilege to vote, make nominations or hold office.

Section 3. Honorary Members

A. Honorary members shall be an individual who has rendered distinguished or valuable service to the College and is not eligible for membership in any other class of membership.
B. Privileges shall be those of a Regular member except the privilege to vote, make nominations or hold office.

Section 4. Affinity Groups

A. Definition
A Constituent unit of the Association may be college campus alumni associations; local alumni clubs (or chapters); professional program-oriented alumni associations (or societies); and other groups of alumni who wish to form organizations of special interests or affiliations.

B. Chartering of Affinity Group
1) An organizing group of alumni shall make a formal application for a charter as a constituent unit of the association.
2) The organizing group shall ratify and agree to the provisions of the association’s bylaws.
3) The application for charter will include the organization’s bylaws.

C. Termination of Affinity Group
1) The Board of Directors shall have authority to terminate the membership of any constituent unit at any time by a two-thirds vote of its members present at a meeting called for that specific purpose.
2) The affinity group shall be informed in writing by the President of the proposed action and its reason at least thirty days prior to the Board meeting at which such action is to take place. The affinity group may be represented at the meeting by its regularly elected delegate(s) or counsel of its choosing.

Section 5. Annual Dues

A. Membership dues will be determined annually by the Alumni Association Board of Directors.

B. The dues year shall be January 1 to December 31.

C. Members whose dues are delinquent 30 days following notice of renewal shall be sent a reminder notice. If no response after the additional 30 days will then be automatically dropped from membership.

Section 6. Fiscal Year

The fiscal year of the Association shall be January 1 through December 31.
ARTICLE IV — OFFICERS

Section 1. Designation. The principal officers of the Association shall be the President, the Vice President, the Secretary, and the Treasurer all of whom shall be elected by and from the Board of Directors. The Board of Directors may appoint an Assistant Treasurer, an Assistant Secretary, and such other subordinate officers as in its judgment may be necessary and such officers shall hold their offices for such terms and shall exercise such powers and perform such duties as directed from time to time by the Board of Directors. Such subordinate officers shall not be required to be members of the board of Directors, but shall be members of the Association. Except for the offices of Secretary and Treasurer, which may be held by the same person, no person may hold more than one (1) office. Unless so authorized, no officer shall have power or authority to bind the Association by any contract or engagement, to pledge its credit, or to render if liable financially for any purpose or in any amount.

Section 2. Election of Officers. The officers of the Association shall be elected annually by the Board of Directors at the first meeting (organizational meeting) of the Board of Directors following the annual meeting of the Members and shall hold office for two years unless he or she shall resign or shall be removed, or is otherwise disqualified to serve.

Section 3. Removal of Officers. Upon the affirmative vote of a majority of the members of the Board of Directors, any officer may be removed, either with or without cause, and a successor may be elected. Any officer may resign at any time by giving notice, in writing or by electronic transmission, to the Board, the President the Secretary or the Director of Alumni Relations. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 4. Vacancies. A vacancy in an office because of resignation, removal, disqualification, or otherwise shall be filled as set forth below. The officer filling vacancy shall serve for the remainder of the term of the officer he or she replaces.

A. A vacancy in the office of the President shall be filled by the Vice President.

B. A vacancy in any other office shall be filled by a majority vote of the Board of Directors.

Section 5. President. The President shall be the chief executive officer of the Association and shall preside at all meetings of the Association and the Board of Directors. The President shall have all the general powers and duties which are incident to the office of the president of a corporation organized under the Georgia Non-Profit Corporation Code, and shall in general, collaborate with board committees and the Office of Alumni
Relations to manage all of the business and affairs of the Association. The president shall represent the Association to all publics, and may appoint other board members to serve as Association representatives as necessary. The President may appoint standing and special committees and designate chairs, identify members for special assignments and set committee agenda with assistance from members for the Association.

**Section 6. President-Elect.** The President-Elect shall act in the President's absence or in the event of his or her death or inability or refusal to act and shall have all powers, duties, and responsibilities provided for the President when so acting. If neither the President nor the President-Elect is able to act, the Board of Directors shall appoint another member of the Board of Directors to act in the place of the President on an interim basis. The President-Elect shall also perform such other duties as shall, from time to time, be imposed upon him or her by the Board of Directors or by the President. At the conclusion of his/her term, the President-Elect shall assume the President’s office.

**Section 7. Secretary.** The Secretary shall attend, record the votes and keep the minutes of all meetings of the Association and of the Board of Directors and shall have charge of such books and papers as the Board of Directors may direct, and shall, in general, perform all duties incident to the office of the secretary of a corporation organized in accordance with Georgia law and any such other duties as requested by the President or Board of Directors.

**Section 8. Treasurer.** The Treasurer shall have the responsibility, together with the Office of Alumni Relations, for the Association’s funds and shall be responsible, together with the Office of Alumni Relations, for keeping and reporting to the Board accurate financial records and books of account showing all receipts and disbursements, for preparing all required financial statements, for preparing and executing all checks payable to the Association and for the deposit of all monies and other valuable effects of the Association in the name of the Association in such depositories as may from time to time be designated by the Board of Directors. The Treasurer shall chair the Finance Committee. The Treasurer shall in general, perform all duties incident to the office of the treasurer of a corporation organized in accordance with Georgia law and such other duties, as from time to time, may be imposed upon him or her by the Board of Directors or by the President.
ARTICLE V - MEETINGS

Section 1. Association

The meeting of the Association shall be held annually. The meeting date will be announced in the alumni publication immediately preceding and will become part of the College’s working calendar.

Section 2. Board of Directors

Meetings of the Board of Directors shall be held at least quarterly on a date determined by the President. Board members shall be notified by phone, mail or by electronic transmission of the place, date and time.

Section 3. Special Meetings

Special meetings of the Board of Directors may be called at any time by the president of the Association. Special meetings may also be called upon written request of at least one-third of the members of the Board.

Section 4. Affinity Groups

Affinity groups shall determine their own meeting schedules; except each unit shall meet at least once a year.

Section 5. Open Meetings

All meetings of the Association and the Board of Directors shall be open to all interested persons.

Section 6. Quorums

A majority of the membership of the Board of Directors and of any committee, meeting in regular or special session, shall constitute a quorum.

The members of the Association in attendance at the annual meeting shall be designated as a quorum to conduct business of the Association.
ARTICLE VI – BOARD OF DIRECTORS

Section 1. Composition and Selection.

The Board is responsible for overall policy and direction of the Association, and delegates responsibility of day-to-day operations to the Office of Alumni Relations staff.

A. Composition. The affairs of the Association shall be governed by a Board of Directors. The Board shall be composed of up to 25, but not less than 10 members, excluding ex-officio members. The directors shall be Regular Members of the Association. The number of directors may be increased or decreased by a majority vote of the Board of Directors. The director of alumni relations, student government president or appointee from each College campus and the immediate past-president shall be ex-officio members of the Board.

B. Nomination and Election of Directors. Candidates for election or re-election to the Board shall be nominated by a Nominating Committee appointed by the Board. Nominations shall be submitted in writing to the Nominating Committee at least forty-five (45) days prior to the annual meeting of the Association. The Nominating Committee shall provide a list of nominees to the membership prior to the annual meeting. In addition, any member can nominate a candidate to the slate of nominees. Directors shall be elected at the annual meeting. Directors shall be elected by a simple majority of members present at the annual meeting. Cumulative voting shall not be permitted. The newly elected officers will assume office the following January, or sooner if there is a vacancy on the Board.

C. Terms of Office. Directors shall serve a two-year team with the option of a second, consecutive two year term. After a year off the Board, a board member may be re-elected for an additional term. Terms will be staggered so that no more than one-half (1/2) of the directors’ terms shall expire at one time. Directors shall hold their position for the term he or she was elected and until his or her successors are elected, or until her or her resignation, death or removal.

D. Resignation, termination, and absences. Any voting member who fails to attend three (3) consecutive Board meetings may be removed from the Board by a majority vote of the Board members present at a Board meeting, a quorum being had. Any director may be removed from the Board at any time, with or without cause by a two-thirds (2/3) vote of the Board members present at a Board meeting, a quorum being had. Any such director whose removal has been proposed shall be given at least seven (7) days notice in advance thereof and shall be given an opportunity to be heard at the
meeting at which his or her removal will be considered. Failure to fulfill minimum board obligations may be may be accepted by the board as a default or implicit resignation. A resignation from a Board member must be received in writing by the Secretary and the Director of Alumni Relations.

E. **Vacancies.** Vacancies in the Board of Directors shall be filled by a vote of the majority of the remaining directors, even if less than a quorum, at any meeting of the Board of Directors. Each person so selected shall serve for the remainder of the vacating director's term. Vacancies on the board of directors shall be filled by a majority of the members of the Board at the meeting at which the vote is taken. These vacancies will be filled only to the end of the vacating board member’s term.

F. **Compensation.** Directors shall not be compensated for their services as directors unless and to the extent the members of the Association authorize by majority vote present at any meeting duly called for that purpose. However, any director may be reimbursed for his or her actual expenses incurred in the performance of his or her duties.

**Section 2. Meetings.**

A. **Regular Meetings.** Meetings of the Board of Directors shall be held quarterly, without notice, at such time and place as shall be determined from time to time by the Board. A Board may permit any or all directors to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting.

B. **Special Meetings.** Special meetings of the Board of Directors may be called by the President on five (5) days' notice to each director given by mail, in person, by telephone or by facsimile, or by other form of electronic transmission, and shall state the time, date, place, and purpose of the meeting.

C. **Waiver of Notice.** Any director may, at any time, in writing, waive notice of any meeting of the Board of Directors, and such waiver shall be deemed equivalent to the giving of such notice. Attendance at or participation by a director at any meeting of the Board of Directors shall constitute a waiver by him or her of any required notice to him or her.

D. **Conduct of Meetings.** The President shall preside over all meetings of the Board of Directors. The Secretary shall keep a minute book recording therein all resolutions adopted by the Board of Directors and a record of all transactions and proceedings occurring at such meetings.
E. Quorum. A quorum shall be deemed present throughout any meeting of the Board of Directors if one-third of the number of directors is present at the beginning of such meeting. If any Board of directors Meeting cannot be held because of the absence of a quorum, a majority of the votes present and voting may adjourn the meeting to a later time. The necessary quorum shall be required at the adjourned session. At any such adjourned meeting, any business which might have been transacted at the meeting as originally called may be transacted without further notice.

F. Decisions of the Board. A decision of the Board of Directors shall be by a majority of those present at a duly called meeting and every action taken or decision made by a majority of the directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board. At all meetings of the Board of Directors, each director, including the President, shall be entitled to cast one (1) vote. In the event of a tie vote by The Board of Directors, the President, or Vice-President, in the absence of the President, may, in addition to his or her vote as a Board member, exercise a supplemental vote to break the tie vote.

G. Action Without a Meeting. Any action by the Board of Directors or by any committee appointed by the Board of Directors required or permitted to be taken at any meeting may be taken without a meeting if, prior to such action, one or more consents in writing or by electronic transmission describing the action taken are returned by no less than a majority of the members of the Board of Directors or of such committees, as the case may be. Such written consent or consents shall be filed with the minutes of the proceedings of the Board of Directors or of the appropriate committee and such consent or consents shall be treated for all purposes as a vote at a meeting. Action taken under this provision is effective when the last director or committee member returns the consent, unless the consent specifies a different effective date.

Section 3. Powers and Duties. The Board of Directors shall manage the affairs of the Association and shall have all the powers and duties necessary for the administration of the Association and may do all such acts and things as are not by these Bylaws directed to be done and exercised exclusively by the members of the Association.

ARTICLE VII – COMMITTEES

Section 1. Standing Committees

The Nominating Committee shall be a standing committee of the Association.

Section 2. Other Committees
A. Such other committees, standing or special, shall be appointed by the President or the Association or the Board of Directors shall from time to time deem necessary to carry on the work of the Association.

B. The President shall be an ex officio member of all committees except the Nominating Committee.

**ARTICLE VIII – USE OF COLLEGE NAME**

All acquisitions, programs, projects and procedures involving the use of the name of Georgia Perimeter College must be cleared by the Director of Alumni Relations.

**ARTICLE X – PARLIAMENTARY AUTHORITY**

The rules contained in the current edition of Robert’s Rules of Order Newly Revised 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.

**ARTICLE XI – ADJUSTMENTS OF BYLAWS**

Section 1. Amendments to these bylaws shall be made as follows:

A. Proposed amendments shall be by regular members of the Association in writing to the Bylaws Committee for review and recommendation to the Board of Directors.

B. Proposed bylaw changes shall be announced to members in the alumni publication immediately preceding the meeting at which the proposed changes are to be considered.

C. These bylaws may be amended at any annual meeting of the Association by a vote of two-thirds of the members attending.

**XII – DISSOLUTION**

In the event of liquidation, dissolution or termination of this Association by any means whatsoever, any assets available for distribution after provision for all obligations of the Association shall be distributed to the unrestricted fund of the Georgia Perimeter College Foundation, Inc. or to another tax exempt organization selected by the Georgia Perimeter College Board of Trustees.

**XIII – INDEMNIFICATION**
The Association shall indemnify to the full extent permitted by the law any person made, or threatened to be made, a party to an action, suit, or proceeding (whether civil, criminal, administrative, or investigative) by reason of the fact that he, his testator or intestate, is or was a director, officer, or employee of the Association or serves or served any other enterprise at the request of the Association.

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