

**THE CONSOLIDATED CONSTITUTION AND BYLAWS  
OF  
WESTERN CAROLINA UNIVERSITY  
ALUMNI ASSOCIATION**

**PREAMBLE**

The alumni of Western Carolina University, in order to ensure representation of all former students, to augment the revenues of the University, and to promote the interests and the welfare of the University, do hereby establish this Constitution and Bylaws for the Western Carolina University Alumni Association (hereafter referred to as the “Constitution and Bylaws”) as an operating unit of the Western Carolina University Foundation.

**ARTICLE I – Association Structure**

**Section 1.1 NAME**

This organization shall be known as the Western Carolina University Alumni Association (hereafter referred to as the “Association”).

**Section 1.2 PRINCIPAL OFFICE AND AGENCY**

The Principal Office of the Association shall be located on the main campus of Western Carolina University in Cullowhee, North Carolina (the “University”). The Registered Agent of the Association shall have a business office identical with the Principal Office.

**Section 1.3 PURPOSES**

The purposes of the Association are to further the ideals and aims of the University; to augment the revenues of the University; to strengthen the University’s programs of teaching, research, and service; and to promote the general welfare of the University through a strong alumni association.

**Section 1.4 MEMBERSHIP**

The following persons shall be eligible for membership in the Association and shall be considered members (the “Members”) provided they meet one or more of the following criteria:

- A. Degreed alumni. Holders of a degree or diploma from Western Carolina University or any of its predecessors.
- B. Non-degreed alumni: Persons who have successfully completed credit hours and are no longer enrolled as students at the University.
- C. Friends of the University: Any person showing an interest in promoting the good will

of Western Carolina University.

## **ARTICLE II – Alumni Association Board of Directors**

### **Section 2.1 MANAGEMENT**

The control and management of the business and affairs of the Association shall be vested in an Alumni Association Board of Directors (the “Board”).

### **Section 2.2 NUMBER AND TERM**

The elected membership of the Board shall consist of Members of the Association. The Board shall be composed of a minimum of twelve (12) directors (the “Directors”) with a maximum of thirty-two (32). Each Director shall serve a term of three (3) years.

The University’s Director of Alumni Engagement shall serve ex-officio with the power to vote. The Director of Alumni Engagement’s membership shall not count toward the minimum or maximum number of directors.

### **Section 2.4 NOMINATION AND ELECTION OF DIRECTORS**

The Nominating Committee shall be responsible for maintaining Directors’ terms and term limits and determining reappointments.

The Nominating Committee shall recommend a slate of Director-nominees for consideration and action by the Board at its Annual Meeting. After receiving nominations, incoming Directors shall be elected by majority vote of the Directors currently serving. If the annual election of Directors is not held, the Directors then in office shall hold over until their successors shall be duly elected and qualified, absent resignation, removal, or death.

The composition of the Board should be representative of the Association’s constituency.

### **Section 2.5 TERMS**

The terms of elected Directors shall begin July 1 of the year in which they are elected.

The terms of elected Directors shall be three (3) years or until his or her successor shall have been elected and qualified. Each director shall be eligible for re-election for a second term but may not serve a third consecutive term until such Director has taken a leave of one (1) year before again being eligible for re-election.

As often as possible, the Board shall be constructed so that no more than approximately one-third of the Directors’ terms shall expire each year.

### **Section 2.6 VACANCIES**

The Executive Committee may by majority vote appoint a Member to fill any vacancy of the Board caused by death, resignation, or removal. A Director filling a vacated

seat shall serve for the remainder of the unexpired term, which shall not count toward the limit of two (2) consecutive three-year terms.

Any Director who is absent from two (2) consecutive, regular meetings of the Board without an excused absence shall be contacted by the Director for Alumni Engagement as to his or her continued interest in serving the Board. Any Director who is absent from three (3) consecutive, regular meetings of the Board shall be deemed to have resigned as a Director and vacated his or her seat.

### **Section 2.7 REMOVAL**

A motion to remove a Director may be made by any officer of the Board or by any group of three or more Directors. Any Director may be removed at any regular or special meeting of the Board by a majority vote of the Directors.

### **Section 2.8 CONFLICT OF INTEREST**

Directors shall have an obligation to disclose any conflict of interest with respect to the Association's activities at each meeting. When appropriate, Directors shall be expected to abstain from voting on certain matters when a conflict of interest has been identified in accordance with the Association's conflict of interest policy and procedure, any applicable rules and regulations of either the University or the University of North Carolina, or the North Carolina Nonprofit Corporation Act.

### **Section 2.9 SELF-EVALUATION**

Each Director shall evaluate their performance at least once every three (3) years and submit their self-evaluation report to the Directors.

### **Section 2.10 COMPENSATION**

Directors shall not be compensated for their services as such, however, the WCU Foundation may provide for a charitable gift credit in the amount of any or all expenses incurred by Directors in attending meetings of the Board.

## **ARTICLE III -- Officers**

### **Section 3.1 ELECTED OFFICERS**

The elected officers of the Board shall be President and Vice President.

- A. President. The President shall be elected from the Board and shall preside over all meetings of the board. The President shall be an ex-officio, voting member of all committees and will serve as chair of the Executive Committee. The President may exercise any powers and authorities usually pertaining to the presiding officer of the board with the advice and consent of the Board.
- B. Vice President. The Vice President shall be elected from the Board and shall perform

the duties of the President during the President's absence or disability and shall assist the President in carrying out his or her responsibilities.

### **Section 3.2 EX-OFFICIO OFFICERS**

The ex-officio officer of the Board shall be the Executive Secretary.

The University's Director of Alumni Engagement shall serve as Executive Secretary of the Board and its committees with voting powers. The Director of Alumni Engagement shall undertake the general management and administration of all the affairs and business of the Association. His or her designee shall prepare meeting agendas and preserve true minutes of the proceedings of all meetings of the Board, maintain copies of all policies and guidelines of the Board, and provide regular communication to officers and Directors. In consultation with the Vice Chancellor for Advancement or his or her designee, the Director of Alumni Engagement shall be responsible for informing and approving the priorities of the Board. If the office of the Director of Alumni Engagement is vacant, the Vice Chancellor for Advancement may appoint a temporary replacement until a new Director of Alumni Engagement is seated.

The Board may add other ex-officio officers as needed from time to time.

### **Section 3.3 TERMS OF OFFICERS**

Elected officers shall serve for the fiscal year for which elected. The officer may continue for a second one-year term upon approval by a majority vote of the Board. The President's and Vice President's terms shall not exceed two (2) consecutive years.

Ex-officio officers of the Board shall hold their office so long as they hold their respective offices with the University.

### **Section 3.4 ELECTION OF OFFICERS**

- A. Election of the President. Provided the office will become vacant, the Vice President, being in good standing, shall be nominated by the Executive Committee to serve as President upon approval by a majority vote of the Board. If the office of Vice President is vacant, the Executive Committee may nominate another member of the Board to serve as President.
- B. Election of the Vice President. The Vice President shall be nominated by the Executive Committee and approved by majority vote of the Board.

### **Section 3.5 RESIGNATION OF ELECTED OFFICERS**

If an elected officer of the Board resigns or declines to serve upon election to an office of the Board, the power to fill this vacancy shall be vested in the Executive Committee with a majority vote of the Executive Committee members present at the meeting. Directors appointed to fill such vacancies shall serve the remainder of the unexpired term to which they were appointed, which shall not count toward the officer's term limit of two (2) consecutive years.

### **Section 3.6 REMOVAL OF OFFICERS**

A motion to remove an elected officer may be made by any officer or any group of three or more Directors. An elected officer may be removed at any time with or without cause and with or without notice by a vote of the majority of the Board at any of its meetings.

### **Section 3.7 COMPENSATION**

Officers shall not be compensated for their services as such, however, the WCU Foundation may provide for the payment of any or all expenses incurred by officers on behalf of the Board.

## **ARTICLE IV - MEETINGS**

### **Section 4.1 QUORUM**

At any meeting of the Board, a majority of Directors with voting power shall constitute a quorum for the transaction of business. The affirmative vote of a majority of the Directors present shall be necessary and sufficient at any meeting to authorize any action of the Board. However, when one or more vacancies occur on the Board, a majority of the existing Directors holding office shall constitute a quorum. Written records setting forth all action taken at any meeting of the Board and the voting thereon shall be kept in a permanent file of the Association.

### **Section 4.2 ANNUAL MEETING**

An annual meeting of the Board shall be held each year in between January 1 and June 30 for the purpose of qualifying newly elected and reappointed Directors, electing officers of the Board, appointment by the Executive Secretary of committee members and committee chairs in accordance with Article V of the Constitution and Bylaws, and for the transaction of such other business as may properly come before the Directors. If the annual meeting shall not be held within the timeframe designated by the Constitution and Bylaws, a substitute annual meeting may be called by or at the request of the Board and such meeting shall be designated and treated for all purposes as the annual meeting

### **Section 4.3 REGULAR AND SPECIAL MEETINGS**

The Board shall hold a minimum of two (2) regular meetings each fiscal year on dates to be designated by the President and the Executive Secretary. Regular meetings shall be open for the transaction of any business within the powers of the Board without special notice of such business except in any case where notice is required by law or by the Constitution and Bylaws.

Special meetings of the Board may be called at any time by any elected or ex-officio officer or upon the request of any three (3) or more Directors.

#### **Section 4.4 NOTICE OF MEETINGS**

Notice of the time, place, and purpose of each regular meeting of the Board shall be given by the University's Office of Engagement within the Division of Advancement at least ten (10) days prior to the date on which the meeting is held.

Notice of each special meeting of the Board shall state the purpose or purposes for which the meeting is called and be given by the University's Office for Engagement within the Division of Advancement at least three (3) days before the date on which the meeting is held.

Notice shall be provided to the available electronic or physical mailing address as it appears in the books or records of the University's Advancement Office constituent database.

#### **Section 4.5 WAIVER OF NOTICE**

Any Director may waive notice of any meeting, either before or after the meeting. Written waivers of notice shall be filed by the Executive Secretary with the Association's records or as part of the minutes of the meeting. The attendance by a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

#### **Section 4.6 VOTING**

Each Director shall be entitled to one vote. Directors are prohibited from voting by proxy.

#### **Section 4.7 ATTENDANCE**

As far as practicable, meetings of the Board of Directors shall be held, and directors shall attend, in person.

For any regular or special meeting of the Board, a Director may participate and vote, subject to the limitations provided in this Section, by means of a conference telephone or other electronic communication device that permits all persons participating at the meeting to simultaneously hear each other during the meeting. Any Director participating in a meeting by this means is deemed to be present in person at the meeting. If a Director elects to participate in a meeting via electronic communication as provided in this Section for convenience or other personal reasons, such participation shall be limited to no more than one (1) meeting per fiscal year unless otherwise required by inclement weather or other exigent circumstances. Notwithstanding the foregoing, the President in his or her discretion may conduct a meeting of the Directors by use of telephone conference or other electronic means for good cause, such as inclement weather or other exigent circumstances.

### **ARTICLE V – Committees**

#### **Section 5.1 PURPOSE AND DESIGNATION OF COMMITTEES**

The Board may maintain standing committees to serve in an advisory capacity to the Board regarding those aspects of the business and affairs of the Association to which they have been delegated responsibility.

The Board may designate from time to time special, advisory, or ad hoc committees in addition to those standing committees required by the Constitution and Bylaws as deemed necessary to properly carry out the activities of the Association. The creation of a special, advisory, or ad hoc committee must be approved by a majority of Directors then in office. Such committees shall perform such duties as the Board may direct. Such committees, by design, should be considered dissolved by the end of the fiscal year, unless they are renewed by a majority vote of the Board.

### **Section 5.2 APPOINTMENT OF COMMITTEE MEMBERS**

The Executive Secretary shall have the power to appoint the members and chairs of committees. Committee chairs shall be held exclusively by Directors; however, committee members may or may not be Directors. Non-Director committee members are entitled to fully participate in their committee and shall have the power to vote on matters before their committee.

### **Section 5.3 LIMITATION OF AUTHORITY**

No committee shall be authorized to:

- A. Approve any action that requires the approval of the Directors pursuant to the North Carolina Nonprofit Corporation Act or the Association's Constitution and Bylaws;
- B. With the exception of the Executive Committee pursuant to Article III of the Constitution and Bylaws, elect, appoint or remove officers of the Board of Directors or fill vacancies on the Board or any committee;
- C. Adopt, amend, or repeal the Association's Constitution and Bylaws;
- D. Approve any plan of dissolution, the distribution of assets, or any merger, sale, pledge, or transfer of all or substantially all of the Association's assets; or
- E. Approve any self-dealing transaction.

### **Section 5.4 REGULAR AND SPECIAL COMMITTEE MEETINGS**

The Board may provide by resolution the day, hour, place, and means for holding of regular meetings of the committees without further notice as required by Section 5.5 below. Special meetings of the committees may be called by or at the request of the Board or the committee chair. The person or persons authorized to call special meetings of a committee may fix the day, hour, place, and means for holding any special meeting.

## **Section 5.5 NOTICE OF COMMITTEE MEETINGS**

As provided in Section 5.4 above, regular and special meetings of the committees may be held without notice. To the extent possible and practicable, the person or persons authorized to call such regular and special meetings should give a minimum of three (3) days' notice.

## **Section 5.6 MINUTES**

All committees shall keep regular minutes of their proceedings and report the same to the Board at the next regular or special meeting of the Board.

## **Section 5.7 QUORUM**

A majority of the members of a committee entitled to vote shall constitute a quorum for the transaction of business at any committee meeting. However, when one or more vacancies occur on a committee, a majority of the existing committee members shall constitute a quorum.

## **Section 5.7 ATTENDANCE VIA ELECTRONIC COMMUNICATION**

Committee members may participate in a regular or special meeting of the committee by, or conduct the meeting through the use of, any means of electronic communication by which all committee member participating may simultaneously hear each other during the meeting. A committee member participating in a meeting by such means is deemed to be present in person at the meeting.

## **Section 5.8 VOTING**

The majority vote of the members of a committee entitled to vote at a meeting at which a quorum is present shall be the act of the committee. Committee members may not vote by proxy.

## **Section 5.9 RESIGNATION AND REMOVAL OF COMMITTEE MEMBERS**

Any committee member may resign by providing written notification of such resignation to the Executive Secretary, and such resignation shall become effective immediately upon receipt of such notification or at such later date as may be specified in the notification. Any committee member may be removed, with or without cause, by the Executive Secretary.

## **Section 5.10 VACANCIES**

Vacancies occurring on any committee may be filled by the Executive Secretary. Any committee member appointed to fill a vacancy occasioned by the removal, resignation, or death of a committee member may hold office until the expiration of said former member's term.



## **Section 5.11 NUMBER AND TENURE OF COMMITTEE MEMBERS**

Each committee shall be comprised of at least two (2) persons, who may or may not be Directors, appointed as provided in section 5.2 of the Constitution and Bylaws. The members and chair of each committee shall take office on the day of their appointment and hold office until the next annual meeting of the Board and their successors have been appointed, or until their earlier resignation or removal, or until the committee has been dissolved.

## **Section 5.12 EXECUTIVE COMMITTEE**

There shall be a standing Executive Committee composed of the following:

- A. The Board's President, Vice President, and Executive Secretary, who serve ex-officio with voting powers;
- B. The Vice Chancellor for Advancement and/or his or her designee, who serve without voting powers; and
- C. Other Directors or officers of the Board as appointed by the Executive Secretary.

During intervals between meetings of the Board, the Executive Committee may meet to conduct business on behalf of the full Board, subject to such limitations as may be required by law or by the Constitution and Bylaws. The Executive Committee shall have and may exercise all of the authority of the Board during such meetings. All minutes of meetings of the Executive Committee shall be submitted to the next regular or special meeting of the Board, but failure to submit the same or to receive the approval thereof shall not invalidate any completed or incomplete action taken upon authorization of the Executive Committee prior to the time at which the same should have been, or were, submitted as above provided.

## **Section 5.13 NOMINATING COMMITTEE**

The Nominating Committee shall operate as a standing committee and consist of no more than four (4) Directors appointed by and including the Executive Secretary. The President shall be an ex-officio member and serve as the committee chair. In addition, the University's Vice Chancellor for Advancement, and the University's Chancellor or his or her designee shall serve as ex-officio members with the power to vote.

The Nominating Committee is responsible for the following duties, without limitation: annually assessing the Board; maintaining a list of Directors' terms and term limits; developing a list of desired skills and attributes of potential Director-nominees; and identifying and presenting to the Board a list of qualified Director-nominees and Directors recommended for reappointment. Included with this listing shall be information pertaining to the background and qualification of the Director-nominees' availability and willingness to serve the Board. The Board, pursuant to Section 2.4 of the Constitution and Bylaws, shall elect Director-nominees through a majority vote.

## **Section 5.14 ADVANCEMENT COMMITTEE**

The Advancement Committee shall operate as a standing committee and consist of at least four (4) Directors appointed by but not including the Executive Secretary. In addition,

the University's Director of Annual Giving or his or her designee shall serve as an ex-officio member of the committee without the power to vote.

The Advancement Committee is responsible for the following duties, without limitation: developing expectations for philanthropic support for the Board; participating in the solicitation or stewardship of the Board; communicating and promoting to the Board and the Association the development priorities of the University's annual giving program; and fulfilling other objectives as requested by the President or as decided upon by the committee from time to time.

#### **Section 5.15 ENGAGEMENT COMMITTEE**

The Engagement Committee shall operate as a standing committee and consist of no fewer than four (4) Directors appointed by the Executive Secretary. In addition, the University's Director for Alumni Engagement or his or her designee or designees shall serve as ex-officio member(s) of the committee without the power to vote.

The Engagement Committee is responsible for developing, in concert with the University's Office of Engagement, annual strategies for promoting alumni participation in the life of the University through communication, volunteerism, and events. Further, the Engagement Committee shall receive annual reports from Alumni Clubs and Societies, which shall operate as sub-committees of the Engagement Committee as defined in Section 6.1 of the Constitution and Bylaws.

#### **Section 5.16 SPECIAL, ADVISORY, AND AD-HOC COMMITTEES**

The Alumni Association Board of Directors may create and appoint such special, advisory, or ad-hoc committees as it may deem necessary for the promotion of the purposes of the Association by a majority vote as defined in the bylaws of the Alumni Association.

#### **Section 5.17 COMPENSATION**

Committee members shall not be compensated for their services as such, however, the WCU Foundation may provide for a charitable gift credit in the amount of any or all expenses incurred by committee members in attending committee meetings. This shall not preclude committee members from serving the Association in other capacities and receiving compensation for such other services.

### **ARTICLE VI – Alumni Clubs and Societies**

#### **Section 6.1 PURPOSE**

The Board may form Alumni Clubs and Societies ("Clubs and Societies") to promote the objectives of the University and the Association, to actively serve their membership by providing leadership, information and services, and to promote the interests of the University in their appropriate constituent organizations. Such Clubs and Societies shall operate as sub-committees of the Board's Engagement Committee.

Clubs and Societies shall provide outreach to the Association with a primary focus toward a designated geographic area, academic area, or other established affinity and provide such constituents opportunities to engage with the University. Clubs and Societies should always seek to complement in good faith the overall objectives of the University and the Board and not supplant the mission of the Association.

## **Section 6.2 FORMATION**

The Board may form, through a majority vote, a Club or Society at any regular or special meeting.

Any Director, including the Director for Alumni Engagement, may offer a motion to form Club or Society. A group of six (6) or more members of the Association may also petition the Board of Directors to consider the formation of an alumni club or society.

## **Section 6.3 MEMBERSHIP**

For the purposes of membership within Clubs and Societies, any constituent qualifying as a member of the Association as determined by the Constitution and Bylaws shall be eligible to join any Club or Society.

## **Section 6.4 NAME**

Each Club or Society shall have a similar naming structure to designate the geographical location, academic discipline, or affinity group of the Club or Society and shall be known as the “[Designation Here] Club or Society of the WCU Alumni Association.” The names of all Clubs and Societies and any changes to existing Club and Society names must be approved by majority vote of the Board.

## **Section 6.5 CLUB AND SOCIETY LEADERSHIP**

Clubs and Societies may determine how and whether to elect a chair and vice-chair to provide leadership and organization for the benefit of the group. However, the Board reserves the right to establish rules, procedures, or other policy to provide a governance structure for any Club or Society as necessary.

## **Section 6.6 MEETINGS AND EVENTS**

To best serve constituents, Clubs and Societies should regularly gather for meetings or events to accomplish the Club or Society’s purpose. All meetings or events should be conducted within the oversight of and in partnership with the University’s Office for Engagement.

Clubs and Societies that fail to hold an organized gathering annually may be declared inactive by the Board. Inactive Clubs and Societies must then be reformed following the procedure in Section 6.2 of the Constitution and Bylaws.

## **Section 6.7 DISSOLUTION**

The Board may at any time and without cause close or dissolve any Club or Society through a majority vote of directors.

## **Section 6.8 FINANCES**

No Club or Society may charge dues or establish other financial requirements for membership unless approved by the Board. All Clubs and Societies will comply with all federal income tax regulations under section 501(c)(3) as a not-for-profit organization of the Internal Revenue Code as a support organization under the auspices of the Western Carolina University Foundation. Club and Society activities shall be self-supporting whenever possible.

## **ARTICLE VII – Administrative and General Provisions**

### **Section 7.1 ADMINISTRATIVE OFFICES**

The administrative offices of the Association and the Board shall be located within the University's Office for Engagement.

### **Section 7.2 FISCAL YEAR**

The fiscal year of the Association and the Board shall commence on the first day of July each year and end June 30 the year following.

### **Section 7.3 PROCEDURE**

Except as otherwise authorized by the Board, all meetings of the Board and its committees shall be conducted in conformity with the current edition of *Robert's Rules of Order*, as amended from time to time.

### **Section 7.4 AFFILIATES**

The Board shall have authority at any time by resolution adopted by a majority of the Board to establish any class or classes of persons who shall be affiliated with the Association and to determine the title and the terms, conditions, rights, responsibilities and privileges of such affiliation, provided that no such resolution may accord to such affiliates any right or status as members of the Board.

## **ARTICLE VIII – Constitution and Bylaws Review and Amendment**

### **Section 8.1 REVIEW**

The Constitution and Bylaws shall be reviewed every three (3) years at a minimum by members of the Executive Committee or a designated sub-committee.

**Section 8.2 AMENDMENT, RESTATEMENT, AND REPEAL**

The power to amend, restate, or repeal the Constitution and Bylaws shall be vested in the Directors, subject to final approval by the Western Carolina University Foundation Board of Directors.

**ARTICLE IX – Constitution and Bylaws Adoption**

**Section 9.1 ADOPTION**

The Constitution and Bylaws, as amended and approved by the Western Carolina University Foundation Board of Directors, shall be in effect at the next regular or called meeting of the Board.

This consolidated Constitution and Bylaws, as amended, is hereby adopted the 17th day of March, 2023.

**EXECUTIVE SECRETARY'S CERTIFICATION**

This is to certify that the foregoing copy of the Constitution and Bylaws is a true and complete copy of the Association's Constitution and Bylaws approved by the Board at a meeting duly held upon proper notice on the \_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_, to be effective for all purposes from and after the \_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_.

\_\_\_\_\_  
Executive Secretary