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**FROSTBURG STATE UNIVERSITY
ALUMNI ASSOCIATION
BY- LAWS
Effective as of October 6, 2019**

FROSTBURG STATE UNIVERSITY ALUMNI ASSOCIATION

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FROSTBURG STATE UNIVERSITY ALUMNI ASSOCIATION POLICY AND PROCEDURES

I. POLICY

Pursuant to the University System of Maryland (USM) Board of Regents Policy on Alumni Association (BOR IX-4.00), approved August 27, 1993, Frostburg State University (FSU) hereby recognizes the FSU Alumni Association as an Internal Alumni Association.

The purpose of the FSU Alumni Association (hereinafter referred to as the "Association") shall be to unite graduates, former students, and friends of FSU for mutual benefit and to promote the welfare and advance the interests of FSU.

The Association, as an internal alumni association under the USM Board of Regents policy, shall operate as an activity of the FSU Office of Alumni Programs. As an entity of FSU, the Association shall be assigned appropriate duties, based upon the needs of the Association and the resources of FSU, and may use FSU space for Association meetings and sponsored activities, as well as secretarial, clerical and other office support services as necessary to manage the operation of the Association. FSU staff, in coordination with the Executive Committee of the Board of Directors (BoD), may appoint directors of the Association to FSU committees as deemed appropriate.

The operation and activities of the Association shall be subject to applicable USM Board of Regents and FSU policies and procedures.

The President of FSU, as the "Responsible Official," shall be the official ultimately responsible for the Association and is responsible for monitoring compliance with USM Board of Regents policies.

The Director of Alumni and Donor Relations is charged with the day-to-day responsibility for managing the activities of the Association and, in coordination with the Association BoD, and its volunteers, developing alumni programs and services, as appropriate and consistent with state and FSU policies and procedures and the Association By-Laws, in order for the Association to carry out its mission.

It shall be the policy of FSU that FSU alumni may become members of the Association and support the Association's activities in accordance with (IAW) USM Board of Regents policy and the Association's By-Laws.

II. PROCEDURES OF THE ASSOCIATION

1. The Association may adopt By-Laws providing for an organization of FSU alumni, including, but not limited to: a) the organization's governing bodies and committees, their duties, responsibilities, etc.; b) rules for election of officers and/or the BoD and; c) meeting schedules. The Association By-Laws and any amendments thereto must be submitted to the Director of Alumni and Donor Relations for review.
2. The FSU President, Vice-President for University Advancement, the Director of Alumni and Donor Relations, the Alumni Relations and Event Specialist, and a representative from the Student Alumni Association (SAAs) shall be ex-officio, non-voting members of the BoD of the Association.
3. Once the By-Laws for the Association have been approved, the Association shall be known as the FSU Alumni Association, and references herein to the Association shall apply to the organization established by the approved By-Laws. This usage does not in any way alter the intent that the Association is to be a part of FSU.
4. The Association may not open private bank accounts in the names of FSU or the Association. The Association may submit funding proposals to secure funding for Association approved projects and initiatives.
5. All Association accounts with FSU and/or the FSU Foundation, Inc. will be overseen by the Office of Alumni Programs in coordination with the Association BoD and the FSU Foundation, Inc. as outlined in the Association's By-Laws. All Association accounts will require the signature of the Director of Alumni and Donor Relations. All payments made to the Association, should be made payable to its FSU Foundation, Inc. account.
6. All fees, gifts, or other revenue generated by the Association and payable to FSU or the FSU Alumni Association are to be held within an FSU account established through the Office of Alumni Programs. Such funds may not be subsequently transferred to any non-FSU account, including any accounts managed and/or held by the FSU Foundation, Inc. State funds, including any budget provided to the Association, may not be transferred to any non-FSU account.
7. State procurement law and related FSU procurement policies and procedures shall be followed for all procurement funded by the Association accounts established pursuant to item 6 above, including funds given to FSU for the Association's use from an Association account managed by the FSU Foundation, Inc. The Director of Alumni and Donor Relations shall be responsible for ensuring that procurement law and FSU policies and procedures relating to contracts and/or payments are followed when applicable.

8. The Director of Alumni and Donor Relations shall, unless otherwise required by law, authorize all contracts and agreements, checks, drafts, and orders for payment of money on behalf of the Association.
9. All FSU related benefits or privileges provided to alumni, such as library privileges, parking, use of facilities, etc. must be approved by the Office of University Advancement and are subject to withdrawal or modification at any time. These benefits or privileges are not automatic and will only be for use when acting in official capacity of the BoD.
10. Pursuant to 12-101(3) (ii) of the State Government Article, Maryland Annotated Code, and applicable regulations adopted by the Maryland State Treasurer, and only for purposes of coverage under the Maryland Tort Claims Act, members of the BoD are recognized as "state personnel" and, therefore, are immune from tort liability for their acts or omissions, committed without gross negligence or malice and during the scope of their duties and responsibilities as officers and/or directors of the Association.

FSU ALUMNI ASSOCIATION BY-LAWS

ARTICLE I: IDENTIFICATION

Section 1: Name

The name of the organization is the FSU Alumni Association (hereinafter referred to as the Association). The Association is an internal alumni association as recognized by the USM Board of Regents and FSU and is an activity of and operated through the Office of Alumni Programs.

Section 2: Purpose

The purpose of the Association shall be to unite graduates, former students, and friends of FSU for mutual benefit and to promote the welfare and advance the interests of FSU.

Section 3: Principal Office

The principal office of the Association shall be the Office of Alumni Programs, 101 Braddock Road, Frostburg State University, Frostburg, Maryland, 21532.

Section 4: Fiscal Year

The fiscal year of the Association shall be from July 1st through June 30th.

ARTICLE II: MEMBERSHIP AND MEMBERSHIP MEETINGS

Section 1: General Membership

The membership shall consist of the following: all graduates and former students (who have completed twelve semester hours) of FSU, Frostburg State College, Frostburg State Teachers College, and Frostburg State Normal School.

Section 2: Rights and Privileges of General Membership

- a. May attend all regularly scheduled meetings of the Association.
- b. May vote on referendum issues pertaining to the Association.
- c. May hold office and/or serve on committees of the Association, when appointed or elected, subject to the qualifications of these By-Laws.
- d. Are invited to Association activities, as applicable.
- e. Shall receive appropriate mailings and other communications of the Association.

Section 3: Honorary members

Active and retired faculty, staff and administrators of FSU, community leaders, and friends of FSU and the Association, may be selected by the Association's BoD to receive the Honorary Alumnus/Alumna Award. The Honorary Alumnus/Alumna Award is given to an individual for years of dedicated service to FSU students and alumni. Recipients of the Honorary Alumnus/Alumna Award are honorary members of the Association who are eligible to serve on committees. Honorary members are not eligible to be elected as an officer of the Association or to be elected as a Committee Chair.

Section 4: Membership Meetings and Election of Directors and Officers

The annual meeting of the Association shall be held on the FSU campus and, when practical, on a date and time during *Leadership & Homecoming Weekend*. In addition, there are three scheduled meetings of the BoD, which are open to all Association members/alumni. One of the meetings of the BoD shall be held in the spring prior to June 30. All meetings of the Association will be conducted under the applicable rules in the current edition of Robert's Rules of Order. The nomination of directors and officers may only occur prior to the annual meeting and the spring meetings. Nominations for officers and directors are submitted to the Governance Committee at least thirty (30) days prior to these meetings. The Governance Committee is responsible for developing the slate of officers and directors for BoD's approval. The election of directors and officers may occur during the annual meeting and spring meetings only. Additional meetings may be called at the discretion of the BoD President in coordination with the Executive Committee and Director of Alumni and Donor Relations. To the best of the BoD ability, all BoD meetings will be scheduled as far in advance as possible. Notice of upcoming BoD meetings may be in writing, by electronic transmission and/or posted on the University's website.

Section 5: Quorum and Voting at Meetings

- a. One-third (1/3) of the Directors currently serving in office shall constitute a quorum for the transaction of business at any meeting of the BoD.
- b. The vote of a majority of directors present at any duly constituted BoD meeting shall be sufficient to approve motions IAW these By-Laws. Each director shall have one vote. Voting may occur electronically through email throughout the year when deemed appropriate by the Executive Committee to address matters requiring BoD's approval.
- c. To the extent that resources are available at the meeting location, a member is deemed present if participating by means of teleconference call provided all persons can verbally communicate with all other persons at the same time.

Section 6: Referendum

Any member may petition a decision or ruling of the BoD for a referendum of the membership at the next annual meeting by obtaining the signatures of at least 1% of alumni members who

have maintained a current address with the Office of Alumni Programs. The petition must clearly state the decision or ruling being questioned and must be presented to the Director of Alumni and Donor Relations and the President of the Association BoD at least thirty days prior to the annual meeting of the Association.

ARTICLE III: BOARD OF DIRECTORS

Section 1: Responsibility

The BoD shall implement the policies and procedures of the Association and shall act as a liaison committee between the alumni and FSU in supporting the mission of FSU.

Section 2: Composition

The BoD shall be composed of:

- a. Not less than nine (9) nor more than twenty-six (26) alumni elected by the BoD of the Association; and
- b. The Officers of the Association as described in Article V, Section 1.

Section 3: Qualification and Term of Office

- a. Directors shall be members of the Association who have actively demonstrated their support for FSU.
- b. Each director elected shall serve a three (3) year term of office. The term of a Director begins at the meeting when the Director is elected. No director may serve more than three (3) consecutive terms of office; however, this does not include time spent as an officer of the Association. Therefore, a full director's term (not including time spent as an officer of the Association) shall be a maximum of nine (9) years.
- c. Alumni who previously served as a director on the BoD may be re-elected as a director after being off the BoD for at least one full calendar year (twelve (12) months).
- d. From time to time, a Director of the Association might be asked to serve as a Director on the FSU Foundation Inc. BoD. Should the Director want to remain on the Association BoD and serve on both boards concurrently, this, in and of itself, shall not be construed as a conflict of interest.

Section 4: Resignation and Removal

- a. The BoD, by a majority of all those present and eligible to vote at a duly called meeting, may remove any member of the BoD with or without cause.
- b. Any vacancies on the BoD caused by resignation, death, illness, and/or removal may be filled by a majority vote of the BoD. Directors appointed in this manner shall serve for the balance of the term of the vacated position.

Section 5: Duties & Expectations

The BoD's success depends upon the personal commitment of a select group of dedicated alumni who understand the privilege to serve and the responsibility to lead. Each director is expected to be a contributing, active member of the BoD. The expectations for each director are to:

- a. Attend all meetings of the BoD. Although professional, personal, or family commitments may periodically conflict, directors are expected to make regular attendance a high priority. Directors are expected to attend a minimum of two (2) BoD meetings per year with one of those meetings being the spring Retreat meeting or the annual Homecoming weekend meeting.
- b. Respond promptly to mail, emails and other communications received from the Director of Alumni and Donor Relations, the BoD President and other directors.
- c. Serve on a committee and contribute to committee discussions by being prepared and informed about committee activities, and by actively participating in committee initiatives, and projects supporting the Association.
- d. Represent the Association, when and where appropriate, in a manner that supports the goals and missions of the Association and of FSU.
- e. Promote the interests of FSU in the community as outlined in the mission and goals of FSU.
- f. Support the FSU Foundation, Inc. financially by including FSU in their personal annual philanthropic priorities, at whatever confidential amount is comfortable for each director. The goal of the Association's BoD is to have 100% of its directors contribute annually to the Annual Fund and/or to a designated fund of their choosing.

ARTICLE IV: DIRECTOR OF ALUMNI AND DONOR RELATIONS

Section 1: Responsibilities

- a. The Director of Alumni and Donor Relations has the day-to-day responsibility of overseeing the business and fiscal programs and activities of the Association and developing alumni programs and services consistent with USM Board of Regents and FSU policies.
- b. The Director of Alumni and Donor Relations is responsible for annually preparing a comprehensive program and budget plan for review by the BoD. The Director of Alumni and Donor Relations, in coordination with the BoD Secretary/Treasurer, maintains the records and files for the Association and its membership.

Section 2: Accountability

While the Director of Alumni and Donor Relations is responsible and accountable to the Vice President for University Advancement, the Director of Alumni and Donor Relations is also responsive to the needs and interests of the BoD.

ARTICLE V: OFFICERS

Section 1: Officer Positions

The officers of the BoD shall be: President, Vice-President, Immediate-Past President, and Secretary/Treasurer.

Section 2: Term of Office

Each officer serves a term of three (3) years. No officer may serve more than one term, unless elected to serve in a different officer position. The President, Vice-President and Secretary/Treasurer will be elected from among directors who have served on the Board for at least one-calendar year (twelve (12) months). If a Director is returning to the BoD and has served at least one full term in the last five (5) years as a Director, the one (1) year service requirement is waived. The Immediate Past President is not an elected officer position. The last director who served as President of the Association assumes the duties and responsibilities as the Immediate Past President.

Section 3: Duties of Officers

1. The President:
 - a. Calls and chairs all regular and special meetings of the BoD and the Executive Committee.
 - b. Develops the agenda for meetings of the Executive Committee and/or BoD in coordination with the Director of Alumni and Donor Relations and the Executive Committee.
 - c. Represents the Association at FSU and/or public programs requiring alumni representation when called upon to do so or designates another officer to represent the Association BoD on his/her behalf.
 - d. Serves as an ex-officio non-voting member of the FSU Foundation, Inc. BoD.
 - e. Agrees, upon the completion of his/her term as President, to serve as Immediate Past President.
 - f. Provides a summary of Executive Committee meeting activities at BoD meetings as part of the President's Report.
 - g. Performs all other duties normally pertinent to the office, which these By-Laws do not assign to another officer.

2. The Vice-President:

- a. Performs the duties of the President in the absence, unavailability, or resignation of the President.
- b. Serves as Chair of the Governance Committee.
- c. Agrees, upon the completion of his/her term as Vice-President, to have his/her name placed on the ballot to serve as President if elected.
- d. Performs periodic assessments of Directors using an established criteria-based form IAW Article III, Section 5 of these By-Laws.
- e. Performs other duties and responsibilities as assigned by the President and/or Executive Committee.

3. The Immediate Past President:

- a. Provides oversight/management of the BoD's Awards and Recognition (A&R) program and is a voting member of the Distinguished Alumni Achievement Award (DAAA) Award Selection Committee along with the President of the BoD.
- b. Performs the duties of the President in the absence, unavailability, or resignation of the President when the Vice-President is unavailable or unable to perform these duties.
- c. .Provide oversight/management of the Association Advocacy program in coordination with the Association BoD Executive Committee, Office of Alumni Programs and the Vice-President for University Advancement.
 1. Works with FSU staff, the FSU Foundation, Inc. BoD and the Association's BoD to identify public policy issues which have relevance to FSU, solicit inputs on FSU advocacy issues.
 2. Recommends to the BoD advocacy actions (lobbying efforts) on behalf of FSU. Advertise emerging and/or general issues of concern to alumni concerning FSU.
 3. Reaches out to FSU community and other relevant stakeholders (business, government, community leaders, FSU Foundation, Inc. BoD, etc.) on issues of common concern under the direction of FSU's leadership.
- d. Performs other duties and responsibilities as assigned by President and/or the Executive Committee

4. The Secretary/Treasurer:

- a. Completes all correspondence of the Association as shall be necessary and appropriate.
- b. Maintains accurate minutes and records of the proceedings of the Association, both the Executive Committee and quarterly business meetings of the BoD, as well as special meetings of the BoD.

- c. Works with the Director of Alumni and Donor Relations in maintaining the records and files for the Association's BoD.
- d. Records attendance at meetings of the BoD.
- e. Works closely with the Director of Alumni and Donor Relations in overseeing the financial status of the Alumni Office budget for alumni programs, and Association's accounts.
- f. Ensures a report on the financial status of the Association's accounts is provided at each BoD meeting.
- g. Performs other duties and responsibilities as assigned by the President and/or the Executive Committee.

Section 4: Vacancies and Removal

If an officer position (with the exception of the Immediate Past-President position) becomes vacant by reason of death, resignation, removal from office, or otherwise, the Executive Committee shall request the Governance Committee to submit one (1) or more names of Directors qualified to fill the vacancy. From the submitted list, a ballot will be developed by the Governance Committee and approved by the Executive Committee to be submitted to the BoD for their approval. The elected successor shall hold office for the remainder of the term. This shall not infringe upon the right of the Director to hold office in his or her own right for a subsequent full term.

ARTICLE VI: EXECUTIVE COMMITTEE STRUCTURE

Section 1: Composition

The Executive Committee shall consist of the President, Vice-President, Immediate Past President, Secretary/Treasurer, and Standing Committee Chairs. The Director of Alumni and Donor Relations shall be an ex-officio, non-voting member of the Executive Committee. Other Board members may be invited by the BoD President with the concurrence of Executive Committee members to participate in Executive Committee meetings as non-voting members.

Section 2: Meetings

The BoD President shall schedule Executive Committee meetings as necessary to prepare for the regularly scheduled BoD meetings which are open to all Association members. The Director of Alumni and Donor Relations or the BoD President shall provide the date, time, and place of each meeting to members of the Executive Committee at least two (2) weeks prior to the meeting, if possible. These meetings may be conducted via teleconference as needed. Should the need arise, emergency meetings of the Executive Committee may be scheduled by the BoD President and notice thereof will be communicated as expeditiously as possible. Notice of such meeting may be in writing and/or by electronic transmission.

Section 3: Quorum and Voting

- a. A quorum shall consist of more than 50% of the voting members of the Executive Committee for the transaction of business. A member is deemed present if participating by means of conference call or other communications means provided all members can verbally communicate with all other members at the same time.
- b. The vote of a majority of voting members of the Executive Committee present at a duly constituted meeting shall be sufficient to approve any official business taken by the Executive Committee.

Section 4: Responsibilities

The Executive Committee shall have the responsibility to:

- a. Advise the Director of Alumni and Donor Relations in the daily administration of the association.
- b. Establish or terminate standing committees and appoint members and chair(s) as required to these committees to ensure the viability of all committees. If a committee is established or terminated, the By-Laws of the Association will be revised to reflect the new committee structure and the duties and responsibilities of each committee. The BoD will approve changes to the By-Laws IAW Article X of the By-Laws.
- c. Establish Ad Hoc committees as may be necessary and approve the membership and chairs of such committees. Refer to Article VII, Section 5 Ad Hoc Committees.
- d. Act on behalf of the Association in case of an emergency.
- e. Perform any and all other duties necessary for the proper functioning and administration of the Association IAW these By-Laws.

ARTICLE VII: COMMITTEE STRUCTURE

Section 1: Membership

Membership of committees shall be comprised of Directors and/or active members of the Association including Honorary Alumnus/Alumna members, who have demonstrated interest in supporting FSU and who have expressed a desire to become actively involved in the Association, unless otherwise specified in Committee descriptions. The BoD President is an ex-officio non-voting member of all committees.

Section 2: Committee Chair

1. The Executive Committee shall appoint committee chairs (or co-chairs as appropriate), unless otherwise determined per the By-Laws, to serve a three (3) year term.

2. Committee chairs /co-chairs are responsible for:
 - a. Scheduling committee meetings.
 - b. Drafting written committee reports for submission to the Executive Committee at each of BoD meetings.
 - c. Developing program plans of action in concert with the Director of Alumni and Donor Relations and the Executive Committee using guidelines contained in the Directors Handbook.
 - d. Coordinating the activities of their committee with the Executive Committee.

Section 3: Vacancies and Removal

The Executive Committee shall elect a successor to serve as committee chair/co-chair , if any position becomes vacant. The Executive Committee may remove any committee chair/co-chair from his/her position with or without cause at any time.

Section 4: Standing Committees

1. Governance Committee
 - a. Works closely with the Executive Committee, BoD directors, and the Director of Alumni and Donor Relations in soliciting nominations to the BoD and in developing a slate of candidates for both officer and director positions.
 - b. Directors and the Director of Alumni and Donor Relations may submit nominations for alumni to be elected to the BoD by submitting their names to the Governance Committee at least thirty (30) prior to the spring and annual BoD meetings.
 - c. This slate shall be presented to the BoD at least ten (10) days in advance of the election for a vacant Director position on the BoD
 - d. Conducts a periodic review of the governance structure and By-Laws of the Association and recommends changes, as appropriate. The BoD will approve changes to the By-Laws IAW Article X of these By-Laws.
 - e. Assists the Governance chair as requested in completing the periodic assessments of Directors using criteria contained in Article III, Section 5 of these By-Laws.
 - f. Provides orientation training to new members of the BoD.
2. Student Outreach Committee
 - a. Works with the Student Alumni Association (SAA) and other student organizations to develop mentorship and networking opportunities.
 - b. Develops and enhances lines of communication between the Alumni and students to better understand the needs of the student body and identify areas wherein alumni outreach will make a difference.
 - c. Works with the Office of Alumni Programs to assist in planning, implementing and supporting/attending student programs as appropriate.

3. Alumni Outreach Committee
 - a. Utilizes committee members' circles of influence to assist with the recruitment of new students and members to serve on the BoD in support of the Governance Committee.
 - b. Identifies active alumni who are willing to volunteer and help FSU advance its missions and achieve its goals through the programs and activities of the Office of Alumni Programs.
 - c. Works with the Office of Alumni Programs in developing and supporting programs and initiatives that connect and engage a broader percentage of alumni.
 - d. Promotes FSU events and programs to alumni.

Section 5: Ad Hoc Committees

1. The BoD President may establish, with the approval of the Executive Committee, Ad Hoc Committees as needed to evaluate or to address issues which are temporary in nature and are not an on-going initiative of the Association. Ad Hoc Committees are terminated after their work is completed by a vote of the Executive Committee. Ad Hoc Committees will not duplicate the work of a standing committee.
2. For an Ad Hoc Committee to become a standing committee of the Association, a proposal will be presented to the Executive Committee. If the proposal is approved by the Executive Committee, the By-Laws of the Association will be revised to reflect the new standing committee and its duties and responsibilities. The BoD will approve changes to the By-Laws IAW Article X of the By-Laws.

ARTICLE VIII: FUNDRAISING AND GIFTS

Section 1: Fundraising

- a. The Association shall work closely with the Director of Alumni and Donor Relations and the appropriate FSU staff members in designing and implementing any special fundraising programs that are designed specifically for developing alumni support.
- b. Members of the Association are encouraged to support the fundraising efforts of FSU and the FSU Foundation, Inc.

Section 2: Funds and Their Administration

Funds generated by the Association or given on behalf of the Association should be made payable to its FSU Foundation, Inc. and will designate the account in which the funds are to be deposited unless the gift is an unrestricted gift. Such funds shall be administered by the FSU Foundation, Inc. IAW the FSU Foundation, Inc. and FSU rules and regulations, and these By-Laws.

ARTICLE IX: AMENDING THESE BY-LAWS

These By-Laws may be amended by a vote of the BoD present at the next annual membership meeting, at any regularly scheduled BoD meeting or at any special meeting convened for that purpose. The Director of Alumni and Donor Relations and/or the BoD President shall give written notice of such meetings to the BoD and provide an electronic copy of the revised By-Laws for their review at least ten (10) days in advance of the BoD meeting. Notice of meetings may be in writing, by electronic transmission and/or posted on FSU's website.

ARTICLE X: DISSOLUTION

In the event of dissolution of the Association, it is the fiduciary responsibility of the BoD to entrust all of the Association's assets and net income, current and accumulated, remaining after the payment of its just debts, obligations and claims, in a manner that most directly benefits FSU and the attainment of its mission.