



BYLAWS OF THE SCHOOL OF PROFESSIONAL AND CONTINUING STUDIES ALUMNI ASSOCIATION

Effective September 20, 2018 these amended and restated Bylaws now constitute the complete, controlling, and operative Bylaws for the School of Professional and Continuing Studies Alumni Association. All former revisions of this document are hereby obsolete.

Article I – Name

The name of the Association shall be “The School of Professional and Continuing Studies Alumni Association” hereinafter referred to as the “Association.”

Article II – Mission

The mission of the Association is to support the School of Professional and Continuing Studies, students, and alumni through the adoption of projects that provide scholarship assistance for our students and will provide service and social opportunities for alumni.

Article III – Purpose

Section 1. The Association is organized exclusively for charitable and educational purposes, including, for such purpose, the making of distributions to the School of Professional and Continuing Studies and the University of Richmond, which qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or any future corresponding section of the Federal Tax Code.

Section 2. No substantial part of the activities of the Association shall be the carrying on propaganda, or otherwise attempting to influence legislation, and the Association shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

Section 3. Notwithstanding any provision of these articles, the Association shall not carry on any other activities not permitted to be carried on by an organization:

- (A) exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or future corresponding section of the Federal Tax code, or
- (B) contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or any future corresponding section of the Federal Tax Code.

Article IV – Membership

There shall be three classes of members – Active, Honorary, and Emeritus.

Section 1. Active Members. Master’s degree graduates, Bachelor’s degree graduates, Associate degree graduates and Certificate graduates of University College, the School of Continuing Studies, and/or

the School of Professional and Continuing Studies shall be active members and shall be entitled to all the rights and privileges of the body.

Section 2. Honorary Members. Honorary membership may be conferred upon any person, nominated to the Board of Directors of the Association and elected by a majority vote of the Board of Directors. Honorary members shall be entitled to all the privileges granted active members, as set out in Article V below. The Dean of the School of Professional and Continuing Studies and the Director of Volunteer Board Relations (or designee) shall be honorary members.

Section 3. Emeritus Status. Alumni who fulfill two full consecutive terms (4 years) on the Association Board will be entitled to Emeritus status which is an honorary title. The Secretary will maintain a list of all alumni with Emeritus status. The Board of Directors of the Association may vote to grant Emeritus status as an exception.

Article V – Board of Directors

Section 1. The Board of Directors of the Association shall be responsible for the overall planning and operation of the Association; have the power to establish and implement policy on behalf of the Association; shall nominate and elect Honorary members of the Association; support the mission of the SPCS through fundraising, and positive, proactive promotion. Members of the Board of Directors are active participants in the life of the School and University; are fully briefed on current strategic planning and objectives; attend meetings and events and volunteer for special projects; serve as an active participant on at least one committee/subcommittee; commit to and annual gift to the SPCS annual fund or and SPCS scholarship to ensure 100 percent Board participation; assist in fundraising efforts; and are ambassadors in the metropolitan Richmond community through business and recreational connections. The Board of Directors shall consist of no more than twenty members but not less than fifteen members, including the President, Vice-Presidents, Secretary, Treasurer, and immediate Past President. The Dean of the School of Professional and Continuing Studies (or designee) and Director of Volunteer Board Relations (or designee) shall be ex officio members. Each member of the Board of Directors shall have one vote; ex officio, honorary and emeritus members shall have no vote. Committee Chairs shall have such duties as directed by the President and the Board of Director.

Section 2. Executive Committee

(A) There shall be an Executive Committee which shall have all the powers of the Board of Directors between meetings of the Board of Directors.

(B) The Executive Committee shall consist of the President, Vice-Presidents, Secretary, Treasurer, and Immediate Past President.

(C) The Director of Volunteer Board Relations (or designee) shall serve as an ex officio member. Each Board member shall have one vote.

(D) Any action taken by the Executive Committee shall be reported to the Board of Directors at its next meeting or prior to by written communication delivered either via email or other correspondence.

Section 3. Governance Committee

(A) There shall be a Governance Committee which shall bear responsibility for Nominations to the Board of Directors and for all amendments to the Bylaws as needed.

(B) The President shall appoint at least three members of the Board to the Governance Committee including its Chair.

Article VI – Officers

Section 1. The elected officers shall be President, Vice-Presidents, Secretary, and Treasurer.

Section 2. President. The President shall be the chief executive officer of the Association and shall preside over all meetings of the Board of Directors, and the Executive Committee; the President shall appoint committee chairs and vice-chairs from the membership; shall call meetings of the Board of Directors and the Executive Committee; and shall serve as ex officio member of all committees, except the Governance Committee.

Section 3. Vice-Presidents. The Vice-Presidents, in the order of their seniority, shall fulfill the duties of the President on his/her absence and shall assume the presidency should that office become vacant. Vice-Presidents will oversee the committee chairs for those committees within the oversight. Vice-Presidents may serve on all committees except the Governance Committee.

(A) The Vice-President of Planning and Operations shall guide and direct the tactical activities of the Association. These include, but are not limited to, all fundraising and networking activities. He/She will work closely with the Treasurer to ensure that the financial impact of these activities is aligned with the mission of the Association.

(B) The Vice-President of Outreach and Communications shall guide and direct the strategic engagement efforts of the association. These include, but are not limited to, communicating alumni events, programs, benefits and initiatives, tracking alumni engagement, and maintaining the SPCS alumni database.

Section 4. Secretary. The Secretary shall keep minutes of all meetings of the Board of Directors and the Executive Committee. He/She may conduct such correspondence as directed by the President. The Secretary will distribute copies of minutes prior to the next meeting.

Section 5. Treasurer. The Treasurer shall be responsible for requesting the disbursement of funds to the Director of Volunteer Board Relations (or designee); shall submit a financial statement at each meeting of the Board of Directors and shall make an annual accounting to the of Directors. The Treasurer will also be responsible for developing a budget for the upcoming year and submitting it to the Board of Directors for approval.

Article VII – Committee

Section 1. There shall be standing committees, including but not limited to, the Executive Committee, as described in Article V, Section 2, and the Governance Committee, as described in Article V, Section 3.

Section 2. Special committees may be established by the President and/or the Board of Directors to meet specific needs.

Section 3. The chairs and/or vice-chairs of all committees shall be appointed annually by the President.

Section 4. The President and the Director of Volunteer Board Relations (or designee) shall be ex officio members of all committees, with the exception that the President and Vice-Presidents shall not be a member of the Governance Committee.

Section 5. The President shall present to the Board of Directors a description of the composition and duties of any and all committees, with the exception of the Executive Committee, which is described in Article V, Section 2.

Article VIII – Elections

Section 1. Officers and Directors shall be elected from a slate of nominees provided by the Governance Committee and elected by a majority vote of the Board of Directors present at the meeting prior to the fiscal year end meeting of the Board of Directors.

Section 2. Nominees for the offices of President and Vice-Presidents must have served on the Board of Directors for at least two years. The President, Vice-Presidents, Secretary, and Treasurer shall be elected for a term of one year. Directors shall be elected for a term of two years. At the end of the first two-year term, Board members are eligible to continue for another two-year term by vote of the Directors. Executive Committee members may be elected to serve up to two terms in the same Executive Committee position. No Board Member may serve more than six years on the Board of Directors. If a President is re-elected, the Immediate Past President will be asked to serve in that capacity for another term.

Section 3. No Director or Officer, with the exception of the Past President, can serve more than a total of six years, subject to review by the Executive Committee.

Section 4. Nominations may be made to the Governance Committee by any member of the Association. The Governance Committee shall screen all nominations for eligibility and will provide a slate of nominees to the Board of Directors no later than 90 days prior to fiscal year end.

Section 5. Any individual appointed by the President to fill a vacancy or complete a dismissed members' term shall be confirmed by majority vote of the Board of Directors at the next subsequent meeting of the Board of Directors.

Article IX – Meetings

Section 1. The President shall call meetings of the Board of Directors at least quarterly.

Section 2. The President may call meetings of the Board of Directors and the Executive Committee as deemed advisable to augment the mission and purpose of the Association.

Section 3. A member of the Board of Directors may not miss more than 3 meetings each year. Meeting attendance shall be in person unless exempted by the Executive Committee for scheduled and called meetings of the Board of Directors. Extreme absenteeism, without cause and without approval will result in dismissal from the board.

Article X – Quorums

Section 1. A Quorum of any meeting of the Board of Directors shall be seven Board members.

Section 2. A Quorum of a meeting of the Executive Committee shall be three Executive Committee members.

Article XI – Finances

Section 1. No part of the net earnings of the Association shall inure to the benefit of, or be distributed to, its members, officers, Board of Directors, or other private persons, except when the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments or distributions in furtherance of the purposes set forth in Article III hereof.

Section 2. All funds of the Association shall be deposited, and all expenses disbursed from a University of Richmond account bearing the name of the Association.

Section 3. Annual participation and giving, as set by the Board of Directors, may be requested from members for the furtherance of the purposes of the Association as set forth in Article III.

Section 4. The Treasurer will submit a budget for approval to the Board of Directors prior to the first scheduled meeting of the fiscal year.

Section 5. In the event of dissolution of the Association, the Board of Directors, after making

provision for the payment of all of the liabilities of the Association, shall distribute all of the remaining assets of the Association to the School of Professional and Continuing Studies for use for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or a corresponding section of any future corresponding section of the Federal Tax Code.

Article XII – Fiscal Year

The fiscal year of the Association shall commence July 1st of each calendar year and end of June 30th of the following calendar year.

Article XIII – Amendments

The Bylaws of the Association may be altered, amended or repealed, in whole or in part, or new Bylaws may be adopted at any time by a majority vote at any regular or special meeting of the Board of Directors.

Article XIV – Parliamentary Authority

Roberts Rules of Order Revised shall govern the Association in all cases to which it is applicable and consistent with these Bylaws.

Article XV – Electronic Voting

The President may call for an electronic vote between regular meetings and shall send to each member notice of such vote by written, printed, or electronic means not less than three business days prior to such vote, stating the final date that each member may vote. The regular quorum and voting requirements shall apply.

Revised Bylaws effective September 20, 2018,
voted on and approved by the Board on May
September 20, 2018 and emailed to the SPCSAA
Board on September 21, 2018.