



BYLAWS OF THE SCHOOL OF PROFESSIONAL AND CONTINUING STUDIES ALUMNI ASSOCIATION

*Effective **May 19, 2022**, these amended and restated Bylaws now constitute the complete, controlling, and operative Bylaws of the School of Continuing and Studies Alumni Association. All former revisions of this document are hereby obsolete.*

Article 1 – 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 – Purpose

Section 1. Mission Statement

The University of Richmond School of Professional and Continuing Studies Alumni Association (SPCSAA) seeks to enhance the engagement of alumni with SPCS, its students, and fellow alumni to sustain the University's legacy of excellence and spirit of community for generations to come.

Section 2. The purpose of the Association is to enlist and encourage the interest of alumni in the School of Professional and Continuing Studies (the "University"), in accordance with the Association's Mission statement, and to promote, advance and foster the welfare and interests of the University and its alumni. The SPCSAA has been organized exclusively for charitable and educational purposes, including distribution of resources to the University of Richmond as a qualified exempt organization under Section 501(c)(3) of the IRS Code. No part of the net earnings of this Association shall inure to the benefit of, or be distributable to its members, directors, officers, or private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of Section 501(c)(3) purposes.

No substantial part of the activities of the Association shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the Association shall not participate in, or intervene in any political campaign on behalf of any candidate for public office (including the publishing and distribution of literature). Notwithstanding any other provisions of these articles, the Association shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from Federal Income Tax under Section 501(c)(3) of the IRS Code (or corresponding provisions of any future IRS Law) or (b) by an organization, contributions to which are deductible under Section 170(c)(2) of the IRS Code (or corresponding provisions of any future U.S. IRS Law).

Article III – Membership

Section 1. Classification

A. Active Members

Master's degree graduates, Bachelor's degree graduates, Associate degree graduates and academic Certificate graduates of University College, School of Continuing Studies, and/or School of Professional and Continuing Studies shall be active members and shall be entitled to all the rights and privileges of the body.

B. Honorary Members

Members of the SPCS community who do not otherwise meet the criteria established for membership can be designated honorary members with the approval of a majority vote of the Board of Directors. The selection of honorary members shall be exclusively the purview of the Association but based on careful consideration of service by individuals on behalf of SPCS or the Association. Honorary members shall have all the rights and privileges of membership except for voting or holding a position on the Board of Directors.

C. Emeritus Status

There shall be a category of Alumni Association Board Member known as a Board Member Emeritus, which is an honorary title, who is nominated and elected by the Board of Directors. Board Members Emeritus shall be selected from those Board members who have served on the Board of Directors with distinction and excellence.

A Board Member Emeritus shall be entitled to receive all written notices and information which are provided to the Board of Directors, to attend all board meetings, to participate in meetings of the committees in which they serve and encouraged to attend all other events conducted by the organization. A Board Member Emeritus shall not be subject to any attendance policy counted in determining if a quorum is present at a meeting, entitled to hold office, or entitled to vote at any Board meeting.

In order to be considered for designation as a Board Member Emeritus, a person must be a current or former member of the University of Richmond School of Professional & Continuing Studies Alumni Board of Directors who has: 1) served the organization's Board of Directors with distinction, 2) held an important leadership role and made significant contributions, 3) engaged in major volunteer or advocacy activities in his or her service on the board, 4) Alumni who fulfill at least two consecutive terms (4 years) on the Association Board for which he or she was appointed, 5) participated in one or more of the organization's activities (e.g., events, volunteerism, fundraising, government relations, networking, etc.).

Annually, with the recommendation of the Board Nominating Committee, the Executive Committee of the Board will consider potential candidates and may nominate one or more individuals for a Board Emeritus position. The Executive Committee will present the nomination(s) along with supporting statements to the Alumni Board of Directors for its consideration. A simple majority vote of Directors at a meeting at which a quorum is present is sufficient to approve an appointment. The Secretary shall maintain a list of all Alumni Board of Directors with Emeritus status.

Any Director appointed to the Alumni Board of Directors prior to June 1, 2022, is exempt and grandfathered under the previous Emeritus Status requirements.

Article IV - Duties and Purposes of the Board of Directors

Section 1. The Directors of the Association shall:

- A. Represent and advocate for the membership of the Association.
- B. Partner with University of Richmond employees to advance the mission of the Association.
- C. Exercise Duty of Care and Duty of Loyalty.
 - a. Duty of Care is the obligation to be informed, ask questions, participate in deliberations, and exercise judgment.
 - b. Duty of Loyalty is to act in the best interest of the Association which includes use of the Association's funds and resources to advance the Mission Statement of the Association rather than private interests.

- D. Serve on Standing, Ad Hoc, and Special Committees as appointed by the President.
- E. Nominate and elect honorary members of the Association.
- F. Commit to an annual gift to the SPCS Annual Fund or an SPCS scholarship to ensure 100% Board participation.
- G. Review and approve annual budget.
- H. Elect Directors to the positions of President, Vice President, Secretary, and Treasurer annually.

Section 2. Members

- A. The Board of Directors shall consist of the Executive Committee (President, VP, Sec, Treasurer) and the Directors.
- B. The size of the Board of Directors shall be no more than twenty (20) members but not less than (12) members. Each member of the Board shall have one vote.
- C. Dean of the School of Professional of Continuing Studies (or designee) shall be an ex officio member and non-voting. At least once a year the Dean should fully brief the Board on the current strategic planning and objectives of the University of Richmond's SPCS

Section 3. Term

As outlined in Article IX - Elections, Section 2. Directors.

Section 4. Vacancy

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 V - Duties and Purposes of Officers

Section 1. Officers

The officers of the association shall be President, Vice President, Secretary, and Treasurer. The Immediate Past President serves as an advisor.

Section 2. President

The President shall be the chief executive officer of the Association and shall:

- A. Preside over all meetings of the Association, the Board of Directors, and the Executive Committee.
- B. Represent the Association at official University functions, which shall be deemed consistent with the purpose of the Association.
- C. Appoint all standing and special committee chairs from members of the Board of Directors.
- D. Call such special meetings of the Board of Directors and the Executive Committee as deemed necessary.

E. Notify the Board of Directors and Executive Committee of upcoming meetings as otherwise specified within these bylaws.

F. Be an ex officio member of all committees; except for the Governance Committee.

Section 3. Vice President

The Vice President shall:

A. Fulfill the duties of the president in their absence and shall assume the presidency should that office become vacant.

B. Will oversee the standing and special committee chairs, except for the Governance Committee.

C. Be an ex officio member of all committees; except for the Governance Committee.

Section 4. Secretary

The Secretary shall:

A. Keep minutes of all meetings of the Board of Directors (Regular, Annual, Special) and the Executive Committee

B. Conduct correspondence as directed by the President.

C. Maintain a list of Board of Director members including contact information.

D. Distribute copies of minutes prior to the next meeting as otherwise specified within these bylaws.

Section 5. Treasurer

The Treasurer shall:

A. Submit a budget for approval to the Board of Directors prior to the first scheduled meeting of the fiscal year.

B. Deposit funds and disburse expenses from a University of Richmond account bearing the name of the Association.

C. Shall submit a financial statement at each meeting of the Board of Directors and shall make an annual accounting to the Board of Directors.

Section 6. Immediate Past President

The Immediate Past President shall serve in an advisory capacity to the executive committee.

Section 7. Term of Office

These officers, except for the Immediate Past President, shall be elected for a term of one year; but not more than two terms in the same position. The President shall serve as the Immediate Past President for a non-renewable term of one (1) year upon the completion of his/her term as President.

Section 8. Vacancy

For the office of President, the Vice President shall assume the presidency should the office become vacant.

For any other office, the President may appoint a replacement which would be confirmed by a majority vote of the Board of Directors at the next subsequent meeting of the Board of Directors.

Article VI - Committees

Section 1. Standing Committees

The Standing Committees shall include, but not be limited to, Executive Committee, Governance Committee, and Engagement Committee.

Section 2. Executive Committee

- A. The Executive Committee shall consist of the President, Vice President, Secretary, Treasurer, and the Immediate Past President.
- B. Supervise the affairs and conduct the business of the association between business meetings.
- C. The Executive Committee shall have all the powers of the Board of Directors between meetings of the Board of Directors.
- D. The Director of Volunteer Board Relations (or designee) shall serve as an ex officio member. Each Committee member shall have one vote.
- E. 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. The President shall appoint at least three (3) members of the Board to the Governance Committee, including its Chair.
- B. The Governance Committee shall bear responsibility for nominations for the positions of Director and Officers to the Board of Directors and for all amendments to the Bylaws as needed.

Section 4. Engagement Committee

The Engagement Committee shall spearhead the development and implementation of successful programs of the association through planning, executing, and communicating engagement opportunities in accordance with the Association's Mission Statement.

Section 5. Special Committees

Special Committees may be appointed by the President and/or The Board of Directors as deemed advisable and necessary to the purpose and objectives of the Association. Such committee(s) shall be considered terminated upon the completion of the purpose or objective to which they were created.

Section 6. The chairs and/or vice-chairs of all committees shall be appointed annually by the President.

Section 7. The President and the Dean of School of Professional and Continuing Studies (or designee) shall be ex officio members of all committees, except for the Governance Committee.

Article VII - Meetings

Section 1. Regular Meetings.

The regular meetings of the Board shall be held once a month but not less than once a quarter.

Section 2. Annual Meeting.

The regular meeting in May shall be known as the annual meeting and shall be for the purpose of electing directors and officers, receiving reports of the officers and committees, and for any other business that may arise.

Section 3. Special Meetings.

Special meetings may be called by a) the President, or b) by written request of three Directors, or c) the written request of ten voting members of the Association. Notification of the special meeting requested by the Directors or voting members of the Association must be presented to the President. The purpose of the meeting shall be stated in the call. Except in cases of emergency, at least three days' notice of the meeting shall be given to the Board of Directors.

Section 4. Electronic Meetings and Electronic Voting

A. Electronic Meetings - may be conducted through the use of, any means of communication by which all Directors participating may simultaneously hear each other in all matters before the Board. This provision allows teleconferences and web-based conferencing that combines voice and video communication. Acceptable media include telephone conference calls, videoconferencing systems such as Zoom and WebEx, and assistive technologies meant to facilitate participation by persons with hearing loss. Meetings shall not be held through a time-delayed medium, such as email. A quorum of the Board must be present at a telephone or videoconference meeting for action taken during the meeting to be valid. Minutes of telephone or videoconference meetings shall be taken and retained in the same manner as minutes of regular in-person meetings.

B. Electronic Voting - may be permitted when the Board is unable to hold meetings in-person according to normal procedures, due to severe weather, "shelter in place" orders, or social distancing recommendations issued by state and local authorities. Votes of the Board shall be taken live during a meeting. The President may call for voice votes on matters expected to be noncontroversial. For controversial matters, the President shall take votes by roll call or other procedures established to tally votes individually. All votes shall be tallied by the President and recorded in the minutes by the Secretary. As with in-person meetings of the Board, Board members shall not vote through proxies.

Section 5. Notification of Meetings

A. Regular Meetings – within five (5) calendar days of the meeting, the following documents should be sent to the Board of Directors: meeting agenda, minutes of the prior meeting, treasurer's report, committee reports to be presented, and any additional information requiring a Board vote.

B. Committee Meetings – within three (3) calendar days of the meeting, the following documents should be sent to the Committee members: meeting agenda, minutes of the prior meeting, and any additional information requiring a vote by the Committee.

Section 6. Attendance

A member of the Board of Directors may not miss more than 50% of all meetings each year (including committee meetings). Extreme absenteeism, without cause, and without approval will result in dismissal from

the Board. Board members may occasionally miss meetings due to circumstances beyond their control such as illness, travel schedules, jury duty, major life event, or holidays. These will generally be considered "excused" absences. In all cases, board members are expected to notify the Board of meetings they know they will miss. "Silent failure" (i.e., missing a meeting without notification) is unacceptable.

Article VIII - Quorums

Section 1. A Quorum of any meeting of the Board of Directors shall be seven (7) Board members.

Section 2. A Quorum of a meeting of the Executive Committee shall be three (3) Executive Committee members.

Section 3. A Quorum of any committee meeting shall consist of a majority of the number of members present and voting.

Article IX – Elections

Section 1. Elections of Directors to the Board of Directors to fill vacant seats, and the selection the Officers to the Board – President, Vice-President, Secretary, Treasurer – who will serve during the next fiscal year, shall be conducted during the Association’s Annual Meeting, held during May of each year. The election process shall provide that:

- A. All candidates for election at this meeting must be vetted through the Governance Committee to ensure that all requirements within these Bylaws have been satisfied, which includes candidates reviewing the Association’s Conflict of Interest Policy and obtaining a signed, Disclosure of Interest Statement from each applicant. Motions during the Annual Meeting to place into nomination persons who have not been vetted shall not be valid.
- B. All voting members of the Association may attend the Annual Meeting and vote during these elections. Proof must be provided of voting member status in the Association.
- C. Decisions will be made based on a simple majority of those qualified to vote and who are in attendance at the meeting location. Proxy voting is not allowed.
- D. During the regular board meeting, scheduled immediately before the Annual Meeting, the Governance Committee Report will contain the rules for the election process.

Section 2. Directors

The Governance Committee review of new applicants and board members whose current term is ending but are still eligible to serve an additional term(s) as established within these Bylaws include:

- A. A determination of good standing with the University of Richmond and the School of Professional and Continuing Studies. A determination of “good standing” will be decided by the Governance Committee on a case by case basis. For current Board Members, this determination may include confirming that they completed, during the previous term(s), the responsibilities outlined within the Bylaws.
- B. Each fiscal year, the full Board may determine gaps in the knowledge, skills, abilities, and representation of SPCS Academic Programs among the Board of Directors. Upon a vote of the full Board, conducted at least 60 days before the Annual Meeting, the Governance Committee can additionally consider these identified needs when vetting applicants.

C. To encourage participation and representation among the diverse membership of the Association and to increase connections beyond the University of Richmond, current employees of the University may represent no more than 1/3 of the Directors serving on the Board of Directors during any fiscal year.

D. Directors shall be elected for a term of two (2) years. All terms of service on the Board will begin on July 1 and end on June 30 of each year – to correspond with the Association’s fiscal year. Persons filling a vacancy on Board of Directors will complete if any, the time remaining in that term. Directors may serve three (3), two-year terms for a total of six years. At the end of each two-year term, Board Members who are eligible to serve another term and want to continue serving should, before April 1, submit to the Chairperson of the Governance Committee a request to be considered for inclusion in the slate of nominees that will be presented during the Annual Meeting.

E. Applicants will be notified of their status – either inclusion among the slate of nominees or not selected – no less than five (5) calendar days before the Annual Meeting of the Association. Determining a cutoff date for accepting applications is at the discretion of the Governance Committee but should be based on the circumstances and capacity to vet applicants adequately. However, if there are more vacancies on the Board than vetted and approved applicants, the Governance Committee should make every effort to continue receiving applications until four business days before the election.

F. Directors, after completing three, two-year terms of service on the Board of Directors, may not be elected to the Board of Directors for six years from the end date of their last term. Former Directors who have served less than five years may, at any time, submit their name to the Chairperson of the Governance Committee to be considered for election to the Board of Directors to complete any remaining terms of service. Neither class – those who have completed six years of service and those who wish to complete any remaining terms – may:

- a. Not be appointed by the President to serve a vacancy on the Board of Directors.
- b. Not be elected to the office of President or Vice-President until completing two consecutive years of service after their return to the Board.
- c. Serve in the offices of Secretary, Treasurer, and Chairpersons of Committees.

Section 3. Officers

The Governance Committee is tasked with determining that current Board Members who wish to be considered a nominee to the positions of President, Vice-President, Secretary, or Treasurer shall meet all qualifications listed within these Bylaws.

A. Nominees must be in good standing with the University of Richmond and the School of Professional and Continuing Studies. A determination of “good standing” will be decided by the Governance Committee on a case-by-case bases. This determination may include confirming that candidates completed, during the previous term(s), the responsibilities outlined within the Bylaws.

B. Nominees for President and Vice-President must have served on the Board of Directors for two or more years. Nominees for Secretary or Treasurer must have served at least one year on the Board of Directors.

Section 4. The title of Immediate Past-President is an ex-officio position serving on both the Board of Directors and Executive Committee. If, while serving as Past-President, that person is concurrently serving an elected term as a Director, they will exercise all the rights and responsibilities of a Director, while remaining an ex-officio member of the Executive Committee.

Section 5. Using all due diligence and in full compliance with these Bylaws, the President may recruit and nominate candidates to fill vacancies on the Board of Directors. The President's nominee must be confirmed by a majority vote held during a regular or special meeting of the Board of Directors, where a quorum is present.

Article X – Conflict of Interest

Section 1. The Association's Directors and Officers, and University of Richmond employees who are conducting business with, or on behalf of the Association, are required to disclose any conflict of interests as outlined in the Association's Conflict of Interest Policy.

Section 2. Annually, each Director and Officer shall file with the Chairperson of the Governance Committee a signed Disclosure of Interest Statement, which is included in the Association's Conflict of Interest Policy.

Article XI – Fiscal Year

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

Article XII – Amendments of Bylaws

The Bylaws of the Association may be altered, amended, or repealed, in whole or in part, or new Bylaws may be adopted during any regular or special meetings of the Board of Directors where a quorum is present, five (5) days proper notice has been provided to all members of the Board of Directors, and 2/3 of those in attendance at the meeting approve the presented motion. Proxy votes that have been reviewed and affirmed by the Governance Committee are included in the determination that a quorum is present. Any voting member of the Association's Board of Directors may request a change to the Bylaws of the Association. The proper notice includes:

- A. Presenting suggested changes during a regular or special meeting of the Board of Directors and providing copies of proposed changes within 72 hours to any board member not in attendance at the meeting location. Forwarding copies to board members in the manner of communication each member has registered with Secretary of the Association will satisfy this requirement; the Secretary will forward these documents.
- B. Providing fifteen (15) calendar days after this meeting for Board Members to submit comments to the Chairperson of the Governance Committee. How comments will be communicated to the Chairperson will be confirmed during this meeting.
- C. The Governance Committee will review the suggested changes and the comments received from the Board Members. The Governance Committee shall take the necessary time needed to ensure due diligence during the review process; however, all reasonable efforts should be made to complete the process within thirty (30) days.
- D. The Governance Committee's findings after the review process shall be distributed to all Board members no less than ten calendar days before a regular or special meeting of the Board of Directors when a vote of the suggested changes will be included in the agenda of that meeting. The distribution of documents to board members in the manner of communication each member has registered with Secretary of the Association will satisfy this requirement; the Secretary will forward these documents.
- E. Failure to comply with these provisions for proper notice must be disclosed to the full Board of Directors. Further, how proper notice was not provided to board members must be acknowledged within any motion to adopt the alteration, amendment or repealed, in whole, or in part, of the Association's Bylaws.

Article XIII – Parliamentary Authority

The most current version of Roberts Rules of Order IN BRIEF, shall govern the Association in all cases to which it is applicable and consistent with these Bylaws.

Article XIV – Dissolution

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 relevant section of the Federal Tax Code.

Article XV – Indemnification

Section 1. The Association shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as a Director or Officer of the corporation against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties, and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he, she, or they may become involved by reason of his, her, or them service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he, she, or them shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the Association; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of Directors who are not at that time parties to the proceeding.

Section 2. The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled.

Section 3. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified person under this Article shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person.

Section 4. This Article constitutes a contract between the Association and the indemnified Directors and Officers. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified Director or Officers under this Article shall apply to such Directors and Officers with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.