Alumni Association Bylaws

Article I - Name and Legal Status

This organization shall be known as the University of Baltimore Alumni Association (the "Association"). The Association is an internal Alumni Association, as recognized by the Board of Regents of the University of Maryland System, Policy IX-4.00 (Approved August 27, 1993), and is an activity of and operated by the University Alumni Relations office ("Alumni Relations"). The University of Baltimore Foundation is responsible for the management of the Association’s fiscal affairs under the direction of the director of Alumni Relations. The principal office of the Association is the University’s Alumni Relations office.

Article II - Mission and Purpose

The mission of the University of Baltimore Alumni Association is to promote superior life-long learning and academic excellence at the University of Baltimore by coordinating and strengthening the support of the University’s alumni and friends. Our purpose is to ensure the continued excellence of the University and to enhance the pride and loyalty of its alumni.

Article III - Membership

Graduates of the University, honorary degree recipients and any legal predecessor are automatically members of the Association.

Article IV - Meetings and Quorum

The annual meeting of the Association shall be the last meeting of the fiscal year (July – June), usually in May, in a location to be decided by the Office of Alumni Relations and the Association’s Board of Governors. Two-thirds of the board membership is required to constitute a quorum for the transaction of business at all meetings. Meetings will be held three (3) times per academic year in September, March and May. Special meetings of the Association may be called as necessary at the discretion of the Board of Governors president.

Article V - The Alumni Relations Office

Section 1

The Alumni Relations office has day-to-day responsibility for overseeing the business and fiscal affairs and activities of the Association, and developing alumni programs consistent with state and University policies. The director of Alumni Relations or his/her designee will prepare and submit to the Executive Committee a comprehensive program of alumni activities each fiscal year no later than August 1 of that fiscal year. The plan is approved by the Executive Committee by August 31 of that same year. The Alumni Relations office shall also maintain alumni and Association records and files.

Section 2

While the director shall be responsible and accountable to the University's vice president for Institutional Advancement, the director will be expected to be responsive to the needs, interests and intents of the Executive Committee and Board of Governors of the Association.
Article VI - Officers

Section 1

The elected officers of the Association, who shall be named the Executive Committee, shall be comprised of president, executive vice president, vice president School of Law, vice president Merrick School of Business, vice president Yale Gordon College of Liberal Arts, and secretary/treasurer. No paid staff member of the Office of Institutional Advancement may serve on the Board of Governors or Executive Committee. The director of Alumni Relations and the vice president for Institutional Advancement shall serve as ex-officio members.

Section 2

Each officer shall be elected for a term of two (2) years. No officer may serve more than two (2) consecutive terms in the same office. The executive vice president shall automatically be nominated to become president at the expiration of the president's term. Upon the president's resignation, the executive vice president shall automatically become president and serve the balance of the term. The president must have served in another position on the Executive Committee before becoming president.

Article VII - Duties of Officers

Section 1

The duties of the president shall be to:

- Attend regular and special meetings of the Association and Board of Governors and Executive Committee and preside at all meetings of the Board of Governors, and the Executive Committee.
- Represent the Association at University and/or public affairs requiring alumni representation when called upon to do so or designate a representative to act in this capacity.
- Appoint a Nominating Committee three (3) months before the last meeting of the academic year to prepare a slate of officers for presentation at the annual meeting of the Association.
- Perform all the duties normally pertinent to the office and duties as suggested by the director of Alumni Relations or his/her designee.

Section 2

The duties of the executive vice president (president-elect) shall be to:

- Perform the duties of the president in the absence, unavailability, or resignation of the president.
- Perform other duties as assigned by the president and/or the director of Alumni Relations.
- Serve as chairperson of the Alumni of the Year and Annual Awards Program.

Section 3

The duties of the vice presidents of each school including the Yale Gordon College of Liberal Arts, the Merrick School of Business and the School of Law within the University shall be to:
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- Represent the interests of their respective schools (business, law, liberal arts) to the Executive Committee and Board of Governors.
- Serve on their respective school's Advisory Board, Committee, or Council as an ex-officio member.
- Work with their respective school's dean, alumni committees and student representatives, as necessary, to identify opportunities for alumni support and participation.

Section 4

The duties of the secretary/treasurer shall be:

- Carry on such correspondence of the Association as shall be necessary.
- Keep a roll of the officers and the Board of Governors of the Association including a record of their attendance at all meetings of the Association.
- Assist the director of Alumni Relations in keeping accurate records and proceedings of the Association.
- Create and distribute minutes after each board meeting.
- Make a regular report of the income generated through affinity partnerships with the Association's accounts at Executive Committee meetings as necessary.
- Work closely with the Alumni Relations office to evaluate and approve prospective affinity partnerships.

Article VIII - Executive Committee

Section 1

The elected officers and the immediate past president of the Association shall constitute the Executive Committee. Term of service for all Executive Committee members is two (2) years. Officers can serve for a maximum of two (2) consecutive terms in the same position.

Section 2

The Executive Committee is empowered to act for the Association in case of emergency between meetings of the Board of Governors. The Executive Committee shall report its actions to the Board of Governors as soon as practicable.

Article IX - Board of Governors

Section 1

The Association's Board of Governors shall be composed of:

- Not less than twenty (20) but not more than forty (40) members of the Association, inclusive of the Executive Committee.
- New board members shall be nominated and selected by the Executive Committee with the assistance of the Membership Development Committee and the director of Alumni Relations. In selecting the membership of the Board an effort shall be made to have representation from as many different divisions of the University, and from as many different graduating classes, as possible. Special effort shall be made to diversify board membership so it is reflective of the University and alumni community.
The current Chairperson or a representative of each Association chapter/society, The University president, the vice president for Institutional Advancement and the director of Alumni Relations or his/her designee serve as ex-officio non-voting members.

Section 2

The terms of the Board of Governors members shall begin July 1 and shall be for three (3) years ending June 30 of the third year. Members may serve up to three (3) consecutive terms. After one (1) complete fiscal year of non-membership, board members may serve for three (3) additional terms.

Section 3

Any member of the Board of Governors who is absent from three (3) consecutive meetings of the Board of Governors shall be considered to have resigned, and the resulting vacancy may be filled by the Executive Committee. The new appointee shall serve for the balance of the term.

Section 4

Any action required or permitted to be taken at any meeting of the Board of Governors may be taken without a meeting if written consent to such action is signed by a majority of the Board of Governors and such written consent is filed with the minutes of the next meeting.

Article X - Duties of the Board of Governors

Section 1

The duties of the Board of Governors shall be to:

- Provide direction and assistance to the Office of Institutional Advancement and attend the activities, programs and services of the Association;
- Attend two (2) Association events and invite two (2) alumni to attend Association events per academic year;
- Monitor and review Association and board policies and bylaws;
- Attend Association meetings;
- Actively promote the Association;
- Serve on at least one (1) Board of Governors committee;
- Actively recruit new volunteers;
- Collaborate with the president, deans and Office of Institutional Advancement to support and further the University’s mission;
- Perform other duties as necessary for the proper functioning of the Association; and
- Make an annual financial contribution to the University of Baltimore Foundation.

Section 2

Fund Raising and Gifts:

The Alumni Association shall work closely with the director of Alumni Relations and the vice president for Institutional Advancement in the design and implementation of special alumni fund-raising programs that are directed specifically toward developing alumni support and University campaign initiatives. All gifts and other revenues generated by the Association and
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payable to the University or the Association are to be held in the Association’s account within the University of Baltimore Foundation. Members of the Association are encouraged to support the University Foundation in fund-raising efforts for the University.

Article XI - Elections

Section 1

Nominations shall be solicited and elections for officers shall be held at the annual meeting each spring. The terms of the new officers shall begin July 1. Nominees who receive the highest number of votes cast for that office shall be elected. The president-elect and officers-elect shall convene as a newly elected Executive Committee as soon as practicable for planning purposes.

Section 2

Any vacancies caused by death, illness, or non-attendance at meetings shall be filled by the Executive Committee.

Article XII - Committees

Section 1

The standing committees of the Association shall be Nomination, Membership Development and Events and Programs, including any chapters/societies.

- The Nominating Committee shall be appointed by the president three (3) months before the annual meeting. This committee shall present the names of the candidates for officers at the annual meeting. Nominations may also be made from the floor with the consent of the nominee.

- The Membership Development Committee shall contact members to encourage and propose new Board of Governors members including recruiting members, reviewing nominations and presenting a new board member slate to the Executive Committee. The committee shall conduct exit surveys for outgoing board members and generate a report to the Executive Committee.

- The Events and Programs Committee shall direct all Alumni Association sponsored events and programs. Selection of chairpersons shall be at the discretion of the president and director of Alumni Relations or his/her designee.

The school-specific chapters/societies shall be comprised of at least one (1) Association board member and additional volunteers who are graduates of that school. These chapters/societies shall direct programs and events specific to the students and graduates of that school as directed by the dean, the dean's Advisory Council, the Director of Alumni Relations or his/her designee and the Board of Governors.

Additional committees may be created as necessary by the Executive Committee.

Section 2

Committee members shall be members of the Association who have demonstrated interest in
supporting the University and who have expressed a desire to become actively involved in the Association.

Article XIII - Fiscal Affairs

Section 1

The Association may only maintain a monetary account within the University and/or the University of Baltimore Educational Foundation. The Association may not open private bank accounts in the name of the University or the Association. Accounts shall be maintained and funds disbursed in accordance with applicable University and University of Baltimore Educational Foundation policies and procedures. All Association accounts will require the signature of the director of Alumni Relations or his/her designee.

Section 2

All contracts and agreements, checks, drafts, and orders for the payment of money on behalf of the Association shall, unless otherwise required by law, be authorized by the director of Alumni Relations or his/her designee. Unless otherwise required by law, all contracts and payments by the University relating to Association business or activities shall be in accordance with the University's policies and procedures and state procurement law, if applicable. The director of Alumni Relations or his/her designee shall be responsible for ensuring that procurement laws and the University's policies and procedures relating to contracts or payments are followed.

Article XIV - Association Chapters and Affiliated Groups

Section 1

The Association may recognize such chapters and affiliated groups as the Board of Governors deems most advantageous to the welfare of the Association and the University. Such chapters are to be known as chapters, societies or committees of the University of Baltimore Alumni Association and must be in compliance with the rules and regulations set forth in these bylaws.

Section 2

Chapters or societies are formed by at least ten (10) members of the Association. The chapter/group must be recognized by the Board of Governors and the director of Alumni Relations or his/her designee in order to utilize the University and the Association name and to receive chapter benefits. A chapter/society may not open a private bank account in the name of the University, the Association, or the chapter of the Association, nor may it collect dues from its members.

Section 3

When a chapter/society has been organized, its designated chairperson shall submit a complete list of the names and addresses of its members to the secretary of the Association and thereafter any changes as they occur.

Section 4

In addition to those activities related to the common interest, chapters/societies are encouraged to participate in activities related to the general enhancement of the mission and goals of the University.
Section 5

A representative from each chapter/society shall serve as a member of the Association’s Board of Governors. That representative shall communicate chapter/group activities to the vice president of the respective school on the Executive Committee. The Executive Committee, by a vote of two-thirds of the entire committee, may extend voting privileges to representatives from those chapters/societies which have proved that the activities and development of the chapter/group meet the criteria established by this Article XIV. The representative is required to attend at least three (3) Board meetings a year. The voting certification process may be reversed by a like vote.

Section 6

Each chapter/society shall submit to the Board of Governors a set of bylaws governing the operation of the chapter/society; such bylaws shall be consistent with the bylaws of the Association.

Section 7

The Board of Governors reserves the right to withdraw its recognition of any chapter/society should the chapter/society not comply with University or Association policies and procedures. Chapters shall be added at the direction of the Executive Committee, as needed.

Article XV - Amendment to Bylaws

Proposed amendments to the bylaws may be presented by any member of the Board of Governors and must be endorsed by two (2) other members in order to receive consideration. Amendments must be presented to the Board of Governors no less than seven (7) days prior to the meeting of the Board of Governors at which time the proposed amendment to the Bylaws will be considered. Proposed amendments shall be published and copies will be made available upon request to the membership prior to the meeting of the Board of Governors. Action on proposed amendments shall be taken at the meeting of the Board of Governors at which time a majority of the votes must be cast in the affirmative for the adoption of the proposed amendment. Notice of proposed amendments to the bylaws shall be made to the membership and provided upon request.

Article XVI - Rules of Order

Robert's Rules of Order, as amended, shall be the authority on all questions of procedure at all meetings.

Article XVII - Tort Liability

Pursuant to the Maryland Tort Claims Act (the “Act”) MD Code ANN., State Government 12-101, et seg. as amended, and as otherwise provided under Maryland law, all persons who are providing their services without payment to the Association are entitled to the immunity provided for under the Act for any tortious act or omission without malice or gross negligence within the scope of their duties on behalf of the Association.

Article XVIII - Dissolution

In the event of dissolution of the Association, all of its assets and net income, current and
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accumulated, remaining after the payment of its just debts, obligations and claims, shall be
transferred to its successor organization recognized by the University.

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