



BYLAWS
of the
UNIVERSITY OF CENTRAL FLORIDA
ALUMNI ASSOCIATION

AMENDMENTS APPROVED: June 7, 2016



Table of Contents

ARTICLE I NAME, PURPOSE, GOAL, and LOCATION	3
ARTICLE II DEFINITIONS	4
ARTICLE III BOARD OF DIRECTORS	5
ARTICLE IV OFFICERS	7
ARTICLE V COMMITTEES	8
ARTICLE VI MEETINGS, RULES, and PROCEDURES	13
ARTICLE VII CHAPTERS	14
ARTICLE VIII AMENDMENTS	15

ARTICLE I
NAME, PUPOSE, GOAL, and LOCATION

Section 1. Name. The name of this organization will be the UNIVERSITY OF CENTRAL FLORIDA ALUMNI ASSOCIATION (the “Association”), and it will exist under the legal auspices of the University of Central Florida Foundation, Inc., a Florida not-for-profit corporation (the “Foundation”).

Section 2. Purpose and Goal. The purpose of the Association is to support and enhance the mission of the University of Central Florida (the “University”). The Association will be consistent with the policies and procedures of its parent organization, the Foundation. The goals of the Association will include:

- (a) Developing a sense of community by involving and engaging its alumni, students, and friends;
- (b) Fostering pride in the University community;
- (c) Promoting philanthropy and fundraising to support the mission of the University; and,
- (d) Recognizing the accomplishments and achievements of active alumni.

Section 3. Location. The principal location of the Association will be at 12676 Gemini Blvd. N. in Orlando, Florida.

Section 4. Amendment and Dissolution. The President of the University has the right to amend the purpose and goals of the Association or dissolve the organization in its entirety at his/her sole discretion.

ARTICLE II DEFINITIONS

Section 1. Definitions

- (a) **Alumni.** Any former student of the University who attended at least two (2) semesters and is not currently enrolled as an undergraduate.
- (b) **Active Alumni.** An alumnus or alumna who makes an annual gift to the Foundation in any amount.
- (c) **Friends.** All employees, donors, associates, friends and advocates, as well as the family of the foregoing and the family of current students at the University, who wish to participate in and support Association activities.
- (d) **Emeritus Member.** A past board member who has served the board with distinction and has been appointed through nomination by the Directorship Committee and majority vote of the Board.
- (e) **Honorary Alumni.** Individuals or organizations whom the Board of Directors so declares by written acknowledgement.

Section 2. Right to Hold Office. All Directors, other than Ex-officio Directors, and all Officers must be Active Alumni or Friends, except as otherwise provided in these Bylaws. Staff of the Foundation or the University may only serve as non-voting Ex-officio Directors as set forth in these Bylaws.

Section 3. Admission to Membership. The Board of Directors will establish, from time to time, the form and manner in which persons may apply for membership.

Section 4. Property Rights. No Member will have any right, title, or interest in any of the property or assets, including any earnings or investment income, of this Association, nor will any of the property or assets be distributed to any Member on its dissolution or winding up.

Section 5. Liability of Members. By sole virtue of membership, no Member will be personally liable for any of the Association's debts, liabilities, or obligations, nor will any Member be assessed for the debts, liabilities, or obligations of the Association.

Section 6. No Compensation. By virtue of membership, no Member will receive any compensation for services.

ARTICLE III BOARD OF DIRECTORS

Section 1. Purpose. The Association will maintain an advisory board comprised of a Board of Directors (the “Board”), which will be empowered, under the direction of the Sr. Associate Vice President of Alumni Engagement and Annual Giving, to advise on all business of the Association as set forth in these Bylaws. The Board of Directors, in coordination with the Sr. Associate Vice President of Alumni Engagement and Annual Giving, may delegate the performance of any duties or the exercise of any powers to the officers, committees, or other designees by resolution. Each individual Board Member may be referred to as a “Director.”

Section 2. Number of Directors - The Board will consist of the following Directors:

- (a) Elected Directors. Directors will be nominated by the Directorship Committee and elected by the Board to serve a four-year term. There will be no more than 31 Elected Directors.
- (b) Ex-Officio Officers. The following individuals will serve as Ex-Officio Officers, but shall not be a member of the Board:
 - 1. President of the University
 - 2. Sr. Associate Vice President of Alumni Engagement and Annual Giving
 - 3. Chief Executive Officer of the Foundation
 - 4. Chair of the Foundation Board of Directors
 - 5. Vice President of University Relations
 - 6. Student Chairman of the 4EVER Knights
 - 7. President of the Student Government Association
 - 8. Chair of the Young Alumni Leadership Council
- (c) Emeritus Members: Any Elected Director who has served two full terms may be nominated and appointed as an Emeritus Director following a six-month period after the completion of two terms. The Directorship Committee will nominate Elected Directors who have served the University with distinguished service. The Board will serve as the final body to approve the nomination(s).

Section 3. Voting Rights. All Ex-Officio Officers and Emeritus Members will be non-voting. All Elected Directors will have one vote on each matter.

Section 4. Eligibility.

- (a) Directors will be Active Alumni.
- (b) Directors must make an annual gift to the Foundation at a minimum level stipulated by the Board.

Section 5. Terms of Office.

- (a) Elected Directors. Each Elected Director will serve a term of four (4) years (or until the end of the respective term of his or her predecessor if elected to succeed a person who has not completed a four-year term). Three years of a term will constitute a full term of service. No Elected Director is eligible to serve more than two consecutive terms unless the director has been elected to serve as an officer on the Board, in which case the term may be extended by the Board to accommodate the time required for fulfillment of the term of the office. An Elected Director who has served two terms consecutively may be re-elected to the Board after the expiration of one year following the end of his or her last term and will have the status of a newly Elected Director. The President of the University has the right to add and remove Directors at his/her sole discretion.
- (b) Ex-officio Officers. An Ex-officio Officer will serve so long as he or she holds the office or the position which resulted in placement on the Board, the term designated by the President or until removed by the President of the University.
- (c) Emeritus Directors. The selection of an Emeritus Director is for life.

Section 6. Removal. Directors, other than Ex-Officio Officers, may be removed from office after two (2) regular Board meeting absences in one fiscal year, unless excused by the Chair. A Director, who fails to meet the minimum giving requirement set forth by the Board in a fiscal year, will be removed from the Board. Emeritus Directors may be removed at any time with cause by majority vote of the Board at a properly noticed meeting where a quorum is present. Any Director may be removed by the University President at his/her sole discretion.

Section 7. Resignation. A Director may resign at any time by submitting a written resignation to the Chair.

Section 8. Vacancies. At its next regular meeting, the Board may fill any vacancy that occurs. The Directorship Committee will propose one (1) or more candidates for each vacancy to the Board, and the position will be filled by a majority vote of those in attendance where a quorum is present.

Section 9. Property Rights. No Director will have any right, title, or interest in any of the property or assets, including any earnings or investment income, of this Association, nor will any of the property or assets be distributed to any Member on its dissolution or winding up.

Section 10. Liability of Directors. By virtue of membership, no Director will be personally liable for any of the Association's debts, liabilities, or obligations, nor will any Director be assessed for the debts, liabilities, or obligations of the Association.

Section 11. Compensation. By virtue of membership, no Director will receive any compensation for services.

Section 12. Responsibilities. The Directors will:

- (a) Promote the good welfare of the Association in a manner that is consistent with the University and Foundation's direction;
- (b) Raise funds consistent with the purpose of the Association;
- (c) Periodically review the mission of the Association;
- (d) Amend or revise these bylaws as needed;
- (e) Work with staff to revise the Association's Strategic Plan, consistent with the mission of the Association;
- (f) Advise on the Association's signature events to ensure they align with the mission and vision of the Association;
- (g) Approve selection of recipients of Alumni Awards provided through the Association;
- (h) Maintain appropriate representation for the Association on the Foundation's, Board of Directors; and
- (i) Work diligently to promote and preserve the best interests of the University and its alumni body.

**ARTICLE IV
OFFICERS**

Section 1. Election of Officers. At the final meeting of the fiscal year, the Board will vote on a slate of officers submitted by the Directorship Committee. The Officers will serve two-year terms each commencing immediately following their election and continuing through the meeting closest to the end of two years.

Section 2. Term. All officers will take office on the first day of July after their election or on the date of their appointment, whichever date occurs first, and will serve for (2) fiscal years. The Chair-Elect will automatically succeed to the office of Chair at the beginning of the subsequent fiscal year and will serve as Chair for (2) fiscal years.

Section 3. Duties of Officers.

- (a) The Chair will serve as the executive head for meetings of the Board. The Chair will appoint committee chairs;
- (b) The Chair-Elect will assume the office of Chair for two (2) years following his/her term as Chair-Elect. He/she will be the Vice-Chair of the meetings of the Board and have full authority to act for the Chair in his or her absence or incapacity. In the event of a vacancy in the office of the Chair, he/she will assume the duties of the office without impairing the right to his/her regular term as Chair;
- (c) The Treasurer will review the philanthropic efforts of the Association and serve as Chair of the Philanthropy Committee. The Treasurer will also attend meetings of the Foundation Board of Directors' Finance Committee;
- (d) The Secretary will be responsible for the minutes of the Board and Executive Committee meetings. The Chair of each Board Committee is responsible for the minutes of each of their respective committee meetings.

Section 4. Vacancies. In the event of a vacancy in any office, the Directorship Committee will propose a replacement, subject to ratification by majority vote of the Board at a properly noticed meeting where a quorum is present.

Section 5. Removal of Officer. Any Officer may be removed at any time with or without cause by majority vote of the Board at a properly noticed meeting where a quorum is present. Any Officer may be removed for cause or unacceptable performance by the University President.

Section 6. Resignation of Officer. Any officer may resign at any time by submitting a written resignation to the Chair. The Chair may resign by submitting a written resignation to the Sr. Associate Vice President of Alumni Engagement and Annual Giving.

ARTICLE V COMMITTEES OF THE BOARD

Section 1. General

- (a) The Association will have five (5) standing committees and other such committees as the Chair and the Board deems necessary or desirable.
- (b) The Board Chair will appoint the chair and the members of each committee except for those committees whose chair is specifically appointed in the bylaws.
- (c) Standing Committees:
 - 1. Executive

2. Directorship
3. Engagement
4. Advocacy
5. Philanthropy

Section 2. Executive Committee

- (a) The Executive Committee is a standing committee consisting of the following: Chair, Chair-Elect, Secretary, Treasurer, Immediate Past Chair, Advocacy Committee Chair, and Engagement Committee Chair;
- (b) All Officers except the Chair will have one vote on each matter coming before the Executive Committee; however, in the event of a tie, the Chair will have one vote;
- (c) The Chair, or in his or her absence the Chair-Elect, will preside at meetings of the Executive Committee;
- (d) The Executive Committee is authorized and empowered to act for, in the name of and on behalf of the Board at all times when the Board is not meeting; and
- (e) The Executive Committee will meet at the call of the Chair. The presence of the majority of Officers will constitute a quorum of the committee. Once a quorum has been established, the affirmative vote of a majority of Officers present is required for approval of any actions items.

Section 3. Directorship Committee

- (a) The Directorship Committee is a standing committee and is charged with the responsibility of annually receiving and placing in nomination the names of individuals to be considered for membership to the Board, preparing a slate of officers every two years, or upon the resignation of an Officer and succession planning. The committee is also charged with annually reviewing the Association's bylaws, memberships, committee assignments, and leading a board self-assessment process;
- (b) The Directorship Committee will be composed of seven (7) Directors: the Chair-Elect who will serve as the Committee Chair and six (6) persons appointed by the Committee Chair with the approval of the Executive Committee. These six (6) appointed positions will consist of six (6) current Directors;
- (c) The committee will establish guidelines which will be approved by the Board;
- (d) The committee will assist staff with nominations of award recipients for all Association awards and will provide a slate of recipients to be approved by the Executive Committee and Board;

- (e) The committee will meet with new Directors to make certain they are acquainted with Board procedures, committee functions, and their role and responsibilities;
- (f) The committee will also work with current Directors to verify they are meeting their minimum requirements associated with their appointment;
- (g) A quorum will consist of a majority of the voting members of the Directorship Committee. Action may be taken on any business by majority vote of those present and voting.

Section 4. Engagement Committee

- (a) The Engagement Committee is a standing committee whose purpose is to foster and support engagement through discovery, cultivation, and stewardship with the University community and beyond;
- (b) The Engagement Committee will be composed of seven (7) Directors: the Committee Chair who will be selected by the Board Chair and six (6) persons appointed by the Committee Chair with the approval of the Directorship Committee. These six (6) appointed positions will consist of six (6) current Directors. Non-voting volunteers from the Active Alumni population may be appointed as members of the Engagement Committee at the committee Chair's discretion and by approval of the Directorship Committee;
- (c) The Engagement Committee will provide strategic guidance and advice regarding engagement strategies and recommendations on methodology to measure current and future levels of engagement throughout the University Community;
- (d) The Engagement Committee will assist staff with implementation of engagement strategies as outlined in the Association's strategic plan;
- (e) The Engagement Committee will assist with building and fostering beneficial Engagement opportunities within the Central Florida Business community, University community and beyond;
- (f) The Engagement Committee will render an annual report to the Board for each fiscal year, which may be made available to all alumni in a manner directed by the Board;
- (g) A quorum will consist of a majority of the voting members of the Engagement Committee. Action may be taken on any business by majority vote of those present and voting.

Section 5. Advocacy Committee

- (a) The Advocacy Committee is a standing committee with goals of advancing legislation, policy and government funding to support the University and its initiatives. Additionally this committee promotes the University's academic, research and economic impact on the University community and beyond. The Advocacy Committee is also responsible for raising awareness about issues affecting higher education and the University;
- (b) The Advocacy Committee will be composed of seven (7) Directors: the Committee Chair who will be selected by the Board Chair and six (6) persons appointed by the Committee Chair with the approval of the Directorship Committee. These six (6) appointed positions will consist of six (6) current Directors. Non-voting volunteers from the Active Alumni population may be appointed as members of the Advocacy Committee at the committee Chair's discretion and by approval of the Directorship Committee;
- (c) The Advocacy Committee will collaborate with staff to communicate with University Relations to promote and disseminate information regarding issues facing the University community;
- (d) The Advocacy Committee will, with support from staff, annually submit objectives and a work plan for the committee as part of the University and Association's advocacy priorities;
- (e) The Advocacy Committee will, with support from staff, annually evaluate its work as a committee and the objectives it has committed itself to and report on same to the Board of Directors;
- (f) The Advocacy Committee will promote beneficial partnerships as directed by the University's goals and priorities and the Association's Strategic Plan;
- (g) A quorum will consist of a majority of the voting members of the Advocacy Committee. Action may be taken on any business by majority vote of those present and voting.

Section 6. Philanthropy Committee

- (a) The Philanthropy Committee is a standing committee and is charged with the responsibility of creating a culture of philanthropy among alumni, students, parents, and friends.
- (b) The Philanthropy Committee will be composed of seven (7) Directors: the Treasurer who will serve as the Committee Chair and six (6) persons appointed by the Committee Chair with the approval of the Executive Committee. These six (6) appointed positions will consist of six (6) current Directors. Non-voting volunteers from the Active Alumni population may be appointed as members of the Philanthropy Committee at the committee Chair's discretion and by approval of the Directorship Committee;

- (c) The Philanthropy Committee, in conjunction with the Directorship Committee, will develop and recommend a plan to attain 100% Board giving participation;
- (d) The Philanthropy Committee will assist staff with soliciting annual gifts for the Foundation by utilizing personal and corporate networking and relationships;
- (e) The Philanthropy Committee will promote philanthropy to support the mission of the University;
- (f) The Philanthropy Committee will serve as a resource to the office on Annual Giving and Parent Philanthropy and provide support for the fundraising initiatives for the Foundation;
- (g) The Philanthropy Committee will demonstrate the impact of alumni participation for students and the University at large;
- (h) The Philanthropy Committee will assist in encouraging annual giving with Alumni Chapters and Clubs;
- (i) A quorum will consist of a majority of the voting members of the Philanthropy Committee. Action may be taken on any business by majority vote of those present and voting.

Section 8. Special Committees. Special committees may be created and disbanded by the Chair, as required, to develop and conduct authorized activities as approved by the Association. The chair of any special committee and the number of members will be designated by the Chair.

Section 9. Authority. The authority of any committee will be limited to that set forth in these Bylaws.

Section 10. Procedures. The committee chair, or in the committee chair's absence the vice-chair, will preside at all meetings of any committee.

Section 11. Reports. Each committee will make periodic reports to the Board, at such frequency that may be set by the committee or Board. Any official actions or recommendations will be documented in writing.

Section 12. Minutes. The Chair of each Board Committee is responsible for the minutes of each of their respective committee meetings.

ARTICLE VI MEETINGS, RULES, AND PROCEDURES

Section 1. Meetings. Regular meetings of the Board will be held at least once each fiscal quarter, one of these being the annual meeting in the spring, no later than June 30, for the purpose of electing new Board Members and Officers. Notification will be in writing at least fifteen (15) days before the meeting. Committee meetings will be called by the Chair of the committee.

Section 2. Special Meetings. Special meetings of the Board may be called by the Chair of the Board, the Sr. Associate Vice President of Alumni Engagement and Annual Giving, Chief Executive Officer of the Foundation, or upon written petition of a majority of the Board. Notification will be in writing with the time, place and subject matter given at least three (3) business days before the meeting.

Section 3. Quorum. A majority of the Directors will constitute a quorum for the transaction of business.

Section 4. Voting. All voting must be cast by voice or roll call. No ballots or proxy votes are permitted. Except for voting requirements otherwise specifically provided by these bylaws, a majority of the votes cast at any meeting where a quorum is present will be sufficient to decide business matters.

Section 5. Minutes. Minutes of the Board meetings and committee meetings will follow the Foundation's board minutes guidelines.

Section 6. Public Notice. Public notice of any meeting of the Board or any committee will be made as required by Florida law.

Section 7. Telephonic Meetings. Meetings may be conducted by telephone, video conference or similar communications equipment, provided all persons participating in such meetings are able to communicate with each other.

Section 8. Confidentiality of Records. Public access to the Association and Board records will be governed by Section 1004.28, Florida Statutes.

Section 9. Rules of Order. Rules of order in all situations, unless otherwise specified by the bylaws, will be Robert's Rules of Order.

ARTICLE VII CHAPTERS

Section 1. Composition.

(a) **Chapters.** University Alumni Chapters are chartered on the following basis:

1. Any previously chartered alumni group in a geographic area where 1,000 or more alumni reside and deemed strategic by the Association;
2. Any College of the University; or School of the University when deemed strategic by the Association and when the request for such a charter has the approval of the dean and director having jurisdiction in that College and School.

(b) **Clubs.** University alumni clubs are chartered on the following basis:

1. Any geographic area where fewer than 1,000 alumni reside and deemed strategic by the Association. All newly established club charters will automatically be granted a Tier 2 Club operating status with the possibility of re-categorization after one year;
2. Any 250 plus self-identified alumni constituency with a special interest and a connection to a special purpose organization that originated as a University campus registered student organization (RSO), not specific to a college, school or major, and deemed strategic by the Sr. Associate Vice President of Alumni Engagement and Annual Giving.

Section 2. Names. “UCF Alumni Chapter” will be included in the name of each chapter. “UCF Alumni Club” will be included in the name of each club.

Section 3. Charters. Each chapter may adopt a charter defining the organization and operation of the chapter, which will be effective upon approval of the Board. Clubs are not required to adopt a charter.

Section 4. Chapter Charters. Chapter Charters will be subject to review by the Board in July of each year. Chapters are required to:

- (a) Adherence to the objectives of the Association and provisions of the chapter’s charter;
- (b) A minimum of one (1) meeting a year;
- (c) A minimum of one (1) program or event per year.

Section 5. Funds. Chapters and clubs will not levy dues.

**ARTICLE VIII
AMENDMENTS**

Section 1. Authority. These bylaws may be amended, altered or rescinded by the Board upon majority approval of those present at any meeting where a quorum is present. Notice of bylaw changes must be issued in writing at least fifteen (15) days before the meeting in which they are to be considered.

Section 2. Publication. A copy of these bylaws, and any amendments or revisions thereto will be available to any active member of the Association for the cost of duplication.

APPROVED BY BOARD ACTION ON: _____ (Date)

By: _____ {SEAL}

[NAME]
*Secretary
University of Central Florida Alumni Association
Board of Directors*