

Millersville University

ALUMNI ASSOCIATION

By-Laws of the Millersville University Alumni Association

Millersville, Pennsylvania

ARTICLE ONE: NAME

The name of this organization shall be The Millersville University Alumni Association (MUAA) hereafter referred to as the "Association". [Incorporated: October 24, 1961. The MUAA Office is located at 207 N. George Street, Duncan Alumni House, Millersville, PA 17551; mailing address: Office of Alumni Engagement, Millersville University, PO Box 1002, Millersville, PA 17551-0302.]

ARTICLE TWO: MISSION

Out of gratitude for the education received at Millersville University and a belief in the value of public higher education, the Millersville University Alumni Association is committed to supporting and advancing the mission of the University.

The Association promotes a meaningful dialogue and exchange of ideas between the University and its alumni. Through a diverse program of volunteer services and financial assistance, the Association is committed to strengthening alumni engagement in support of the University's mission. These include keeping the alumni informed about important advances at the University, sponsoring a variety of activities of interest to alumni and providing alumni with personal and professional development opportunities through networking and volunteer service.

GOALS

- Provide opportunities for alumni to be actively engaged in the life of the University
- Communicate meaningful information about Millersville University to alumni and friends of the University on a regular basis.
- Increase participation in MUAA-sponsored programs.
- Expand opportunities for alumni to create and maintain relationships with one another.
- Enhance and enrich the experiences of students through interaction with alumni.
- Elevate Millersville's reputation and raise its visibility at the local, regional and national levels.
- Create and maintain University traditions that represent what it means to be a Marauder.

ARTICLE THREE: MUAA MEMBERSHIP

Section 1. Any graduate of Millersville University shall be recognized as a member of the Association.

Section 2. All members shall be entitled to:

- A. Participate in alumni functions organized by the Association;
- B. Serve on Association committees, both standing and ad hoc;
- C. Receive information on and participate in incentives, programs, and services offered by the Association; and,
- D. Be eligible to hold office on the MUAA Board of Directors.

ARTICLE FOUR: INDEMNIFICATION

Section 1. The MUAA shall indemnify its Directors, Officers, employees, and volunteers to the fullest extent permitted by the law of the Commonwealth of Pennsylvania. Directors, including its elected Officers, shall stand in a fiduciary relation to the organization and shall perform his or her duties in good faith. Absent breach of fiduciary duty, lack of good faith, or self-dealing, actions taken as a Director or as an Officer, or any failure to take any action, shall be presumed to be in the best interests of the organization, and such individual shall not be personally liable for monetary damages in those circumstances. The organization shall indemnify each Director or Officer against all expenses and liabilities, including counsel fees, reasonably incurred or imposed, in connection with any threatened, pending, or completed action, suit or proceeding, or any settlement thereof, unless such individual is adjudged to have breached his or her fiduciary duty, acted not in good faith, or engaged in self-dealing, except that in the event of a proposed settlement the Board must first determine such settlement as being in the best interest of the organization for the indemnification to apply. The provisions of this section shall not apply to the responsibility or liability of any individual pursuant to any criminal statute, or to the liability of any individual for the payment of taxes pursuant to local, State, or Federal law. The organization may meet its obligation in this section through the purchase of appropriate insurance.

ARTICLE FIVE: BOARD OF DIRECTORS

Section 1. Composition and Duties

- A. The Board shall consist of four (4) officers, (21) Directors-at-Large, and the following: *ex officio advisors*, the immediate past president, the Director of Alumni Engagement and other advisors as designated by the Executive Committee.
- B. The officers of the Association are elected by the Board of Directors and shall be: President, President-Elect, Secretary, and Treasurer. Officers must be members of the Association. Alumni who have served on a Standing Committee of the Board for a minimum of one (1) year are eligible to be elected to the offices of Treasurer or Secretary and alumni who have previously served or are currently serving on the Board are eligible to be elected to the office of President-Elect.

- C. Members of the Board of Directors must be members of the Association. The Board of Directors shall be responsible for the control and management of the business and property of the Association including:
 - 1. Adopting and implementing policies, projects and procedures which are, in its judgment, best calculated to advance the interests of the Association, the University and the public.
 - 2. Serving as the liaison agency for conveying to the University accurate and timely information reflecting sentiments of the public on matters relating to public education and the program and policies in operation at the University, and at the same time, to serve as a medium for informing alumni and the public about Millersville University and its activities.
 - 3. Approving an annual budget for the coming fiscal year at the spring meeting.
 - 4. Electing Officers and Directors-at-Large to the Board of Directors.
 - 5. Determining the disposition of gifts and bequests made to the Alumni Association.
- D. The Board shall serve without pay, though the members may be reimbursed for properly documented expenses incurred in the performance of their duties as Directors as approved by the Board.
- E. The Board may establish standing and ad hoc committees of the Board, and each Director shall serve on at least one such committee.
- F. Each member of the Board shall have one vote.

Section 2.

Duties of Officers

A. The **President** shall:

- 1. Plan and conduct productive meetings of the MUAA Board of Directors.
- 2. Serve as representative of the Board.
- 3. Share with MUAA Board any correspondence received.
- 4. Demonstrate leadership in the continuing cultivation of MUAA programs.
- 5. Work with the Treasurer and the Director of Alumni Engagement in the development, review, and activity of the MUAA budget and the investment of MUAA funds.
- 6. Develop agendas for Board meetings, in consultation with the Director of Alumni Engagement.
- 7. Report to MUAA Board, at each regular meeting, regarding activities as President.
- 8. Appoint MUAA Committee Chairs.
- 9. Solicit and monitor annual gifts to the University from MUAA Board members and committee chairs, with assistance from the Development Office.
- 10. Serve as an advisor to the President of Millersville University.
- 11. Serve as an *ex-officio* member on all MUAA committees.

12. Serve as an *ex-officio* member on the MU Council of Trustees and Council of Trustees Resource Committee.
 13. Appoint designees to Boards or committees as necessary.
 14. Serve as a member of the MUAA Executive Committee.
 15. Schedule, plan, and conduct MUAA Executive Committee meetings.
 16. Sign relevant correspondence to alumni and other entities.
 17. Sign or co-sign MUAA documents or contracts as necessary.
 18. Assist the Director of Alumni Engagement in preparation of the Annual Report of the MUAA.
 19. Participate in MU commencement rehearsals and ceremonies.
 20. Address each graduating class about entry into the MUAA at an appropriate event.
 21. Present Alumni Awards at an appropriate alumni or university event.
 22. Make a yearly financial contribution to Millersville University.
 23. Participate in such events as the Community University Parade, Homecoming, dedications, groundbreaking, etc., as invited.
 24. Submit to the President-Elect all appropriate files and materials, at the close of presidential term.
 25. Effectuate a smooth transition to the incoming President.
- B. The **President-Elect** shall:
1. Assist the President in maintaining the flow and productivity of the Association.
 2. Succeed the President at the completion of the President's term.
 3. Carry out the responsibilities of the President during his/her absence.
 4. Attend events as appropriate and available.
 5. Assume the office of President in the event that the President is unable to complete his/her term.
 6. Serve as liaison between the Association standing committees and the executive committee:
 - a. Attend at least one meeting of each committee per year.
 - b. Work with the committee chairs to implement committee guidelines.
 - c. Deliver updates at the Board meetings in the absence of a committee chair or designated alternate.
 7. Serve as Chair of the Board Membership Committee
 8. Oversee the training component of new and existing Board members with the Director of Alumni Engagement.
 9. Develop and carry out a process to contact nominees not elected to the Board to encourage and discuss ways they can become involved in the Association.
 10. Serve as the MUAA representative to the Millersville University

Foundation Board.

11. Sign or co-sign MUAA documents or contracts as necessary.
12. Perform special duties as assigned by the Association President.
13. Serve as a member of the MUAA Executive Committee.
14. Make a yearly financial contribution to Millersville University.
15. Effectuate a smooth transition to the incoming President-Elect.

C. The **Secretary** shall:

1. Record minutes of all MUAA Board and Executive Committee meetings and submit to Board President and Director of Alumni Engagement within two weeks of meeting.
2. Verify and record attendance at MUAA Board meetings. Monitor attendance at committee meetings and investigate absences. Determine appropriate actions in consultation with MUAA President, Chair of the Board Membership Committee and Executive Committee.
3. Accept Director notices of resignation. Inform the Executive Committee and Board of Directors of any resignations by their respective next regularly scheduled meetings.
4. Working with the Director of Alumni Engagement, determine a process and conduct electronic votes, as needed
5. Sign or co-sign MUAA documents and contracts as necessary.
6. Serve as a member of the MUAA Executive Committee.
7. Make a yearly financial contribution to Millersville University.
8. Effectuate a smooth transition to the incoming Secretary.

D. The **Treasurer** shall:

1. Work directly with the Financial Planning Committee chairperson and the Director of Alumni Engagement to develop an annual budget.
2. Review the budget and monitor Association expenses regularly, in consultation with the Director of Alumni Engagement.
3. Receive, hold, invest and disburse MUAA funds as directed and approved by the MUAA Board.
4. Authorize expenditure of funds, as follows:
 - a. Authorize by himself or herself expenditures up to \$5,000.
 - b. Request and secure approval from Board of Directors or Executive Committee for expenditures between \$5,000 and \$25,000.
 - c. Request and secure approval from Board of Directors for expenditures in excess of \$25,000.
 - d. Generate report for each Executive Committee meeting, detailing expenditure since the previous Executive Committee meeting, for review and approval of expenditures, post issuance.
5. Maintain financial reports and present them quarterly at MUAA Board meetings.

6. Organize and deliver materials for the yearly audit and ensure that required tax returns are filed on a timely basis.
 7. Sign or co-sign MUAA documents or contracts as necessary.
 8. Ensure that the appropriate paperwork regarding MUAA accounts is accurate and up-to-date.
 9. Change the name on Association accounts to that of the incoming Treasurer and appropriate signatories, prior to the conclusion of his or her term.
 10. Serve as a member of the MUAA Executive Committee.
 11. Serve as a member of the Financial Planning Committee
 12. Make a yearly financial contribution to Millersville University.
 13. Effectuate a smooth transition to the incoming Treasurer.
- E. The **Immediate Past-President** shall:
1. Attend or participate in events (upon invitation and when appropriate).
 2. Advise the current MUAA President.
 3. Advise the Director of Alumni Engagement.
 4. Serve as a member of the MUAA Executive Committee.
 5. Make a yearly financial contribution to Millersville University.
 6. Effectuate a smooth transition to the incoming Past-President.
 7. Oversee the annual revision of the Alumni Board Manual, if necessary, with the Director of Alumni Engagement.
 8. Serve as coordinator of the group of past presidents.
- F. The **Directors** shall:
1. Attend four regularly scheduled MUAA Board of Directors meetings, in person or remotely
 2. Serve on at least one MUAA committee. Attend, either in person or remotely, at least three out of four regularly scheduled committee meetings, and participate in committee activities.
 3. Attend and participate in events, programs, and activities sponsored, organized, coordinated or supported by MUAA and/or the University, as geographically able.
 4. Assist the Director of Alumni Engagement and the Office of Alumni Engagement staff, when called upon, to offer event or site suggestions, invite local alumni, provide transportation for visiting staff and help in any other ways needed.
 5. Make a yearly financial contribution to Millersville University.
 6. Serve in other capacities as directed by the MUAA President.

Section 3. Elections and Term of Office

- A. The Board, informed by recommendations from the Board Membership Committee, shall adopt a nomination and election process for officer and director-at-large positions, and may amend it as needed.

- B. Members of the Board of Directors shall be elected from the Regular membership of the Association. Alumni who have served on a Standing Committee of the Board for a minimum of one (1) year are eligible to be elected to the offices of Treasurer or Secretary and alumni who have previously served or are currently serving on the Board are eligible to be elected to the office of President-Elect.
- C. The President-Elect, Secretary and Treasurer of the Association shall be elected by ballot at the spring meeting of the Board of Directors occurring in odd-numbered years. A majority vote shall elect.
- D. The Directors-at-Large shall be elected by ballot at the spring meeting of the Board of Directors. Approximately half the Directors are elected each year. A plurality vote shall elect.
- E. Members of the Board shall serve staggered two (2) year terms or until successors are elected and assume office. Their term of office shall begin on July 1 of the year in which they are elected. Any part of a term in excess of nine (9) months shall be considered a full term.
- F. No member shall hold more than one (1) position on the Board at a time. No member shall be eligible to serve more than four (4) consecutive terms as a member of the Board. A member reaching this limit must wait for a period of at least one (1) year before being eligible to return to the Board of Directors with the exception of the President Elect who will be permitted to complete his/her term as President and the secretary and/or treasurer who will be permitted to complete his/her officer term. While not a voting position on the Board, the position of immediate past president will be considered a board term, and if he/she has reached the four (4) consecutive term limit, he/she must wait for a period of at least one (1) year after the completion of his/her past president term before being eligible to return to the Board of Directors.

Section 4. Removal and Resignation

- A. Any member of the Board may be removed by the Board of Directors if said member:
 - 1. Has failed to adhere to the duties of a Board member;
 - 2. Has knowingly violated the rules and policies of the Association, or;
 - 3. Has carried out activities without Board authorization that have legal or financial consequences for the Association.
- B. Notice of the intent to remove a member of the Board of Directors, along with the "just cause" for removal, must appear in the call for the regular or special meeting in which such action shall be taken. Notice of the meeting must follow the standard procedure for meeting notice.
- C. An affirmative vote of two-thirds of the Board members present and voting at a quorate meeting is required to remove a member from the Board.
- D. Any elected member of the Board may resign from the Board by providing a written notice to the Secretary. Such resignation shall take effect with its acceptance by the Board at the next regular meeting.

Section 5. Director of Alumni Engagement

- A. Millersville University shall provide, a full-time, year-round paid professional employed by the University, to serve as the Director of Alumni Engagement

- B. The Director of Alumni Engagement shall serve as a non-voting *ex-officio* member of the Board of Directors and of all of its standing and ad-hoc committees.
- C. The Director of Alumni Engagement shall perform the following duties as well as those duties determined by the Board of Directors from time to time:
 - 1. Maintain all historical records of the proceedings of the Board of Directors and the general Association.
 - 2. Provide official meeting minutes and annual roster of members of the Board of Directors to the University Archives.
 - 3. Have surveillance of the books and accounts of the MUAA.
 - 4. Be responsible for the proper acknowledgment of all contributions to the MUAA.
 - 5. Distribute unofficial minutes of each Board meeting to all members of the Board of Directors no later than two weeks prior to the next regular meeting of the Board.
 - 6. Assist the Treasurer with preparation of the annual budget and other accounting duties as required.

Section 6. Meetings

- A. Meetings of the Board of Directors may be held in person or remotely.
- B. Meetings may be held through electronic or telephonic means provided that a majority of the Directors can access the meeting. All persons participating in the meeting must be able to simultaneously hear and respond to each other. Participation by such means shall constitute presence at such meetings. Those Directors without access must waive their right to participate as a condition for electronic and telephonic meetings.
- C. Regular Meetings of the Board of Directors shall occur no less than quarterly each calendar year unless varied by a majority vote of the Board. All regular meetings of the membership shall be open to the public.
- D. Notice of each meeting shall be given to each Director not less than ten (10) days prior to the date of the meeting, by or at the direction of the President, Secretary, or Directors calling the meeting.
- E. The President, or other officer as designated, shall preside at all meetings, which shall be conducted according to the current edition of *Robert's Rules of Order Newly Revised*.
- F. The presence of at least thirteen (13) voting members of the Board shall constitute a quorum. The decision of a majority of the Directors present and voting at a meeting at which a quorum has been attained shall be the decision of the Board of Directors.
- G. Special meetings of the Board of Directors may be called by the President or by written request of seven (7) members of the Board to the Secretary of the Association.
 - 1. Notice, leadership and conduct of special meetings shall follow the policies set forth herein for regular meetings.
 - 2. All special meetings of the membership shall be open to the public.
 - 3. Board members present at a special meeting, either in person or remotely, shall constitute a quorum. The decision of the majority of

the Board membership present and voting at a meeting at which a quorum has been attained shall be the decision of the membership.

- H. Any action, which may be taken at a meeting of the Board of Directors, may be taken without a meeting if consent is provided in writing, setting forth the action so taken, and is signed by a majority of the Directors. Consent may be executed in one or more counterparts, all of which together will constitute the unanimous consent of the Board of Directors. The Secretary shall file the consent with the minutes of the next meeting of the Board of Directors. Such consent shall have the same force and effect as a unanimous vote, and may be stated as such in any articles or documents filed with the State of Pennsylvania, as required by law.

Section 7. Procedures

- A. Prior to each election the Membership committee will review upcoming vacancies and inform the Alumni population of these vacancies.
- B. The Board Membership Committee will develop and implement a recruitment plan that seeks to inform the Alumni about open board positions. It may also develop recommendations on candidates or conduct other pre-election activities that seek to provide the Board with information to aid in their election decisions.
- C. The Board Membership committee will contact Board members who are eligible to run again and determine if they will seek reelection.
- D. Each person seeking election or reelection to the Board or Board officer position must complete the required information by the mandated deadline along with other background materials.
- E. The Board Membership committee will receive a copy of the ballot for informational purposes prior to the election. The Director of Alumni Engagement will present a slate to the Board for election. All candidates who express interest in any position will be included on the ballot, as long as all materials are submitted by the deadline.
- F. The Board Membership Committee will provide all candidate information and materials to all voting members of the Board 10 days in advance of the election.
- G. Following the election, the President-Elect will contact all new and returning Board members, as well as candidates not selected, and determine an appropriate committee for their assignment, if not already serving.

Section 8. Elections

- A. The Chair of the Board Membership committee, with the assistance of Alumni Office staff, will conduct the election. In the event the Chair is running for a position, the President will appoint an alternate.
- B. Prior to the election, each voting Board member will receive an election packet. This packet will include a list of the offices and/or at-large positions available for election, and a profile for each candidate.

- C. Each voting Board member will receive a ballot for Board officers and vacant Board positions.
- D. The persons receiving the greatest number of votes will be elected to the position. In the event there are both two and one year terms open, the candidates with the greatest number of votes will be elected to the two year terms, the persons receiving the next number of votes will be elected to the one year terms.
- E. In the event of a tie, another ballot will be held for those who were tied. This process will continue until the tie is resolved.

Section 9. Post-Election

- A. Each candidate, whether successful or unsuccessful, will be contacted by the President of the Alumni Association and/or the Board Membership Committee Chair officially informing them of their status relative to the results of the election and inviting them to join a committee.

Section 10. Vacancies

- A. In the event of an insufficient number of candidates running for a member at large position, the Board Membership committee will advertise the position and an election will be held before or at the next Board meeting. The committee will repeat steps B, C, D, E under Procedures above.
- B. In the event a resignation occurs prior to the next regular election, which is held in spring, the Board Membership committee will contact those individuals who were unsuccessful in their attempt to capture a seat at the last election and determine if they are interested in being considered for election. The committee will repeat steps B, C, D, E under Procedures above. Candidates who are elected to fill a position will serve until the end of term for the Board member he/she is replacing. (Any part of a term in excess of nine (9) months shall be considered a full term...Article 5, Section 3, F) In the event, there are no additional candidates on the previous ballot, a vacancy on the Board of Directors shall be filled by a majority vote at a regular or special meeting of the Board of Directors for which notice of the vacancy has been given, except the office of President, which shall be filled by the President-Elect. A President-Elect who fills the unexpired term of a President shall automatically become President of the MUAA for the next regular term of office.

ARTICLE SIX: EXECUTIVE COMMITTEE

Section 1. There shall be an Executive Committee composed of the President, President-Elect, Immediate Past President, Secretary, Treasurer and the Director of Alumni Engagement. The Director of Alumni Engagement shall serve as *ex officio* to this committee.

Section 2. The Executive Committee shall:

- A. Set annual goals for the Board of Directors prior to the first meeting of the academic year.
- B. Approve the date, time and location of Board meetings, as

recommended by the Director of Alumni Engagement.

- C. Approve unbudgeted expenditures up to \$25,000.
- D. Make recommendations to the Board of Directors.
- E. Perform such other duties as specified in the By-Laws of the MUAA.
- F. Approve committee recommendations as per Policies and Practices of active committees.
- G. Be subject to the orders of the Board of Directors and none of its acts shall conflict with action taken by the Board of Directors.
- H. Meet monthly and may conduct special meetings as necessary. Special meetings may be requested, in writing, by at least three committee members to the Director of Alumni Engagement.

Section 3. Unless otherwise ordered by the Executive Committee, meetings of said Committee may be called by the President. A majority of the voting members of the Executive Committee present shall constitute a quorum under which business may be conducted.

ARTICLE SEVEN: CONFLICTS OF INTEREST

Section 1. Purpose: A conflict of interest may be defined as an interest, direct or indirect, with any persons, firms, or organizations other than the Millersville University Alumni Association. Members of the board, officers, and management employees have the responsibility of administering the affairs of the Millersville University Alumni Association, honestly and prudently, and of exercising their best care and judgment for the sole benefit of the organization. The interests of the organization must be the first priority in all decisions and actions. Members shall exercise the utmost good faith in all transactions involved in their duties and they shall not use their positions with outside organizations or knowledge gained therefrom for their personal benefit.

Section 2. Persons Concerned: Anyone (board members, officers, and management employees) with a conflict of interest (or who think they may have a conflict) should disclose the conflict or potential conflict at any discussion of an issue that might involve the conflict.

Section 3. Areas in which conflict may arise: Conflicts of interest may arise in the relations of board members, officers, and management employees with any of the following situations:

- A. Persons and firms supplying goods and services to the organization.
- B. Competing or affinity organizations.
- C. Donors and others supporting the organization.
- D. Agencies and associations with which the board members or officers are affiliated.
- E. Family members, friends and other employees.

Section 4. Nature of Conflicting Interest

- A. Holding office, serving on the board, participating in management, or being otherwise employed with any third party dealing with the Millersville University Alumni Association.

- B. Using the Millersville University Alumni Association Board's time, personnel, equipment, supplies, or good will for other than the Board's approved activities, programs, and purposes.
- C. Receiving personal gifts or loans from third parties dealing or competing with the Board. No personal gift of money should be accepted.

Section 5. Interpretation of this statement of policy

- A. Conflicts other than those listed in Section 3 and Section 4 might arise in other areas or through other relations.
- B. The existence of any of the interests described in Section 4 shall be disclosed before any transaction is discussed. It shall be the responsibility of the board, officers, and management employees to scrutinize the person's transactions and outside interests and relationships for potential conflicts and to make such disclosures.

Section 6. Disclosure Policy and Procedure: Transactions with parties with whom a conflicting interest exists may be undertaken only if the following are observed:

- A. The conflicting interest is fully disclosed.
- B. The person with the conflict of interest is excluded from the discussion and approval of such transaction.
- C. The Board or a committee has determined that the transaction is in the best interest of the MUAA.
- D. Disclosure of a conflict should be made to the President who shall bring the matter to the attention of the Board or a committee.
- E. The Board or a committee shall determine whether a conflict exists and in the case of an existing conflict whether the contemplated transaction may be authorized as just, fair, and reasonable to the Millersville University Alumni Association. The decision of the Board or a committee on these matters will be determined by its concern for the welfare of the Millersville University Alumni Association and the advancement of its purpose.

ARTICLE EIGHT: COMMITTEES

Section 1. Each committee will consist of a chairperson, appointed by the President, a Co-Chairperson appointed by the President or Chairperson, and a minimum of six (6) and maximum of fifteen (15) voting members. All Alumni are eligible to serve as a voting member of a committee. Any person who has attended the University but has not received a degree may serve on a committee in a nonvoting role at the discretion of the President of the Alumni Association. The chairperson and members serve renewable 2-year terms for a maximum of four (4) consecutive terms. Alumni reaching the term limit must wait for a period of at least one (1) year before being eligible to return to that committee as a voting member. Exceptions for committee size, eligibility and members' length of service may be granted by the Executive Committee. The appointment will begin on July 1 of the year in which the committee member is appointed. Any part of a term in excess of nine (9) months shall be considered a full term. The chairperson of each committee in consultation with the Director of Alumni Engagement and/or the Association President or President-Elect shall select its members. Any member of the Association expressing an interest in serving the

Association is eligible to serve as a chairperson or member of a committee. The Director of Alumni Engagement or his/her representative and the Association President or his/her representative shall be a non-voting *ex-officio* members of all Association standing and ad-hoc committees.

- Section 2. Committee Members must attend at least three out of four meetings of their committee annually unless otherwise stated.
- Section 3. All committee meetings are open meetings, and any members of the Association may attend. The Committee Co-Chairs, with a majority of voting members voting in the affirmative, may designate all or part of a meeting as closed to the public to discuss confidential matters as needed.
- Section 4. The **Financial Planning Committee** is responsible for the fiscal management of the Alumni Association's accounts including developing an annual budget to be adopted by the Board of Directors. The Association Treasurer serves as a permanent voting member of this committee.
- Section 5. The **Scholarships, Grants and Awards Committee** reviews and recommends to the Board for approval all Distinguished Alumni, Honorary Alumni, Board Member emeriti, Outstanding Volunteer Service and other Alumni Association awards. It is also responsible for overseeing and administering all MUAA scholarship and grant programs. .
- Section 6. The **Board Membership Committee** is responsible for establishing relevant deadlines and procedures for the election of officers and Directors, promoting open Board positions, drafting a slate of nominees for each election; and ensuring the proper preparation of the ballot for each election. It may also promote Committee membership and make recommendations to the Executive Committee on Committee Chairs, potential Executive Committee members and other Board candidates.
- Section 7. The **Alumni Engagement Committee** assists the Advancement Division with initiatives including reunion giving, campaign giving, and the annual fund. The committee also supports engagement programs and events including students and alumni, and it supports the efforts of Alumni Regional Coordinators. The committee works with various departments and organizations across campus, including Admissions, the Experiential Learning and Career Management Office and the Student Alumni Association.
- Section 8. The **Alumni Events Committee** reviews and approves activities submitted for consideration by the Millersville University Alumni Engagement office, including events to encourage the involvement of alumni in the Association and its programs. Members assist with the implementation of programs and recommend ideas for increasing attendance at alumni events. They also assist with the development of activities for alumni affinity groups.
- Section 9. The **Communications and Technology Committee** assists with developing and implementing technology applications, social network activities, on-line services and electronic communications that support other programs of the Millersville University Alumni Association. The committee works closely with the University Alumni Engagement Office.
- Section 10. Such other committees, standing, special or ad hoc, shall be appointed by the President of the Association, the Board of Directors or the Executive Committee as deemed necessary to carry out the work of the Association.

ARTICLE NINE: BOARD AND COMMITTEE PARTICIPATION BY ELECTRONIC MEANS

Section 1. Policy Intent:

- A. Provide a suitable option for members to access and participate in orderly proceedings.
- B. Encourage alumni to serve as members regardless of their geographic location.
- C. This policy shall be used in good faith for remote attendance.

Section 2. Key Elements for Consideration:

- A. At least three (3) Board officers should be present at all Board meetings to ensure an orderly flow of the agenda.
- B. The means of electronic participation should be tested by the Communications and Technology Committee and approved by the Executive Committee prior to use.
- C. All members attending a meeting, whether in person or remotely, must be able to simultaneously hear and respond to each other.
- D. A member participating via electronic means, using an approved method, is considered present and may vote on any matter properly brought before the Board or Committee.
- E. At all meetings where a member is participating by electronic means, all votes regarding expenditure of funds shall be taken by roll call. Voice votes will be allowed for all non-financial decisions.

ARTICLE TEN: PARLIAMENTARY AUTHORITY

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Association may adopt.

ARTICLE ELEVEN: AMENDMENTS

These bylaws may be amended by the Board of Directors with a majority vote provided two weeks notice of the specific bylaw amendment is given to the members by first class mail or one week notice by electronic mail to the most recent address on record.

ARTICLE TWELVE: DISSOLUTION

In the event of the dissolution of the Association, the Board of Directors shall have the authority to transfer said assets to such non-profit organization(s) or foundation(s) qualifying for a tax exempt status under the provisions of the Internal Revenue Code of the United States of America, and whose objective is to aid students in furthering educational goals.



Adopted September 18, 2004

Revised/Approved: September 10, 2008

Approved: September 25, 2008

Revised/Approved: April 17, 2010

Revised/Approved: April 14, 2012

Revised/Approved: September 27, 2014

Revised/Approved: April 16, 2015

Revised/Approved: November 16, 2019