Bylaws of the University of Alaska Fairbanks Alumni Association

ARTICLE I. OFFICE

The Association shall maintain its office at Fairbanks, Alaska.

ARTICLE II. SEAL

The Association may have a seal.

ARTICLE III. MEMBERSHIP

Section 1. Classes of Members: The Association shall have three classes of members.

A. Regular Members: Any individual holding a degree or having earned a minimum of nine (9) credits in any college, school or department of the UAF and whose class has been graduated, shall be eligible for membership as a Regular Member. Only active Regular Members may be elected to serve on the UAFAA Board of Directors, may vote in elections for Directors and vote on changes to the Association constitution. (Amended 1/18/2003; 4/29/2016)

B. Honorary Members: Those individuals who, in the opinion of the Board of Directors, have exhibited outstanding service to the UAF and/or its alumni may be granted Honorary Membership by unanimous vote by the members of the Board of Directors present and voting at any regular or special meeting. Recipients of UAF honorary degrees, distinguished alumnus awards, and all outgoing UAF employees given emeritus status will automatically be eligible for Honorary Membership in the Association. They will be granted a complementary one-year membership. Honorary Members are not eligible to serve on the Board of Directors, vote in elections for board members or vote on changes to the Association constitution or bylaws. (Amended 1/18/2003; 1/26/2008)

C. Associate Members: Any individual who does not qualify as a Regular or Honorary member, but who shows an active interest in the affairs of the UAF and/or this Association through volunteerism or monetary support, may be granted an associate membership at the discretion of the Executive Director. In addition, alumni of other units of the University of Alaska, and individuals granted associate membership in an authorized UAFAA chapter may be granted associate membership in the Association. Associate members are not eligible to serve on the Board of Directors, vote in elections for board members or vote on changes to the Association constitution. (Amended 10/24/1987; 1/18/2003; 4/29/2016)

Section 2. Active Members: Any Regular, Honorary or Associate Member of the Association may become an Active Member by payment of annual dues each year or through life membership subscription. The minimum dues level will be set in Association policy. Complimentary one-year active membership is granted to degree recipients following receipt of that person’s initial degree from UAF. An annual membership card shall be provided to Active Members. Active membership entitles the member to all membership benefits, except for the exclusions set forth in Sections 1.B and 1.C. (Amended 5/11/1987; 10/24/1987; 1/18/2003; 1/26/2008; 4/29/2016)

Section 3. Committee Members: Persons serving on committees may vote on matters presented to the committee for vote, whether or not they are Active members of the Association.
Section 4.  **Transfer of Membership:** Membership in the Association is not transferable or assignable.

**ARTICLE IV. ASSOCIATION MEETINGS**

Section 1.  **Annual Meeting:** The annual meeting of the Association shall be held at a time specified by the Board.  No notice is required for annual meetings. (Amended 5/06/1989)

Section 2.  **Special Meetings:** Special meetings of the members of the Association may be called by the President of the Board of Directors and shall be called by the President at the written request of 50 active members.

Section 3.  **Notice of Special Meetings:** Notices stating the place, day, hour and purpose(s) of special meetings, as established by the Board of Directors, shall be published as appropriate by the Executive Director.  (Amended 1/26/2008; 4/29/2016)

Section 4.  **Quorum:** A quorum for an Association meeting shall be 50 Active Members represented in person.

Section 5.  **Proxies:** A voting member may vote only one written proxy provided by another Active Member.

Section 6.  **Right to Vote:** Active Members must have their membership verified in order to vote at any regular or special meeting of the Membership.

**ARTICLE V. BOARD OF DIRECTORS**

Section 1.  **General Authority:** The business and property of the Association shall be managed by and controlled by the Board of Directors, subject to the restrictions imposed by law, the Constitution of the Association, and these bylaws. The Board of Directors may exercise all the powers of the Association.

Section 2.  **Qualifications:** A person must be an Active Member to run for and/or serve on the Board of Directors.  (Amended 1/18/2003)

Section 3.  **Classification:** Members of the Board of Directors shall serve three-year terms. These terms shall be staggered to provide for the election of four directors in classes A and C, and three directors in class B; one class election in each of three different years, so that class A will be elected one year, class B the next, and class C the following year, after which class A elections will be held again. Members of the Board of Directors who are in good standing shall hold office until their successors have been duly elected and election results certified by the Board of Directors.  A member may serve a maximum of two consecutive full terms, after which the member shall be ineligible to serve for three years.  A member who has served for more than eighteen (18) months of a three (3) year term is considered to have served a full term.  A former Executive Director of the Association is not eligible to run for a seat on the Board of Directors until three years following his or her separation of service.  (Amended 5/2/1992; 1/13/1996; 1/18/2003; 1/26/2008; 4/29/2016)

Section 4.  **Representation:** The Board of Directors shall consist of eleven elected directors who shall be eligible to cast votes on all Board business. The elected directors will be divided into three groups, of which two will have three members and one will have four members. There shall be at least
one director elected from Southeastern Alaska; one director from an area outside Alaska; two directors from Southcentral Alaska; three directors from the Fairbanks North Star Borough (FNSB); one director from Rural Alaska; and three directors elected at large. Residents of Alaska living in the Municipality of Anchorage, the Kenai Peninsula Borough, the Matanuska-Susitna Borough and the Kodiak Island Borough are eligible to hold the Southcentral seat. Residents of Alaska residing outside of those areas designated above are eligible to hold the Rural seat. Members who reside outside Alaska are eligible to hold the Outside seat. Additionally, the presidents of each chapter shall be ex-officio, non-voting, members of the Board of Directors and shall maintain that seat on the Board of Directors during his or her term as a chapter president. The At-Large seat can be filled by any Active Member. Directors shall be elected by position with the location requirements and class for such positions as follows: (Amended 1/26/2008; 4/29/2016)

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<tr>
<th>Position</th>
<th>Class</th>
<th>Location</th>
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An elected director may fill out his or her term if he/she has had to relocate out of their original location area. (Amended 4/29/2016)

Section 5. Initial Election: For the initial election, the Association directors shall be elected to positions one through three for a one year term; to positions four through seven for a two year term; and to positions eight through eleven for a three year term.

Section 6. Elections: A candidate shall run for a specified seat, either an at-large or an area seat. Active Members shall cast ballots to elect the Directors. Ballots shall be cast no later than the date specified on the ballot. The Board Governance Committee will certify the election results. Directors elected shall assume office at the point in the agenda of the spring meeting which marks the conclusion of old business and the beginning of new business. (Amended 5/11/1987; 4/29/2016)

Section 7. Nominations: Nominations for directors shall be solicited from the chapters, the active membership and board members. (Amended 10/30/1993)

Section 8. Recall: A recall election shall be held at the written request of 50 Active Members of the Association. One or more of the directors may be recalled by a majority vote of the ballots received from the active Association members voting. Elections for new Directors to serve unexpired terms shall be held concurrently. In the event of a recall of over 75% of the total board, an interim committee of one to five Association Members, selected by the Chancellor, shall join with the remaining Directors (if any) to oversee the election and shall act as a caretaker committee until the new Directors are elected and the elections certified by the caretaker committee. Those Board members whose names appear on a recall ballot will not participate in the supervision of the recall election. (Amended 4/29/2016)

Section 9. Regular Meetings: Three regular meetings of the Board of Directors shall be held annually, one in the fall, one in winter, and one in the spring. (Amended 10/30/1993)

Section 10. Special Meetings: Special meetings of the Board of Directors may be called by the President or by a majority of the Directors.

Section 11. Notice: Notice of regular meetings shall be announced publicly and posted at the UAF Alumni Office at least three weeks prior to the meeting. Notice by telephone, fax or electronic
transmission of any Special Meeting of the Board of Directors shall be given to the board members at least three days (72 hours) prior to the meeting. The purpose(s) of a Special Meeting of the Board of Directors must be specified in the notice of the meeting. No action shall be taken on any issue(s) not specified in the notice. (Amended 1/18/2003; 4/29/2016)

Section 12. Quorum: A simple majority of the elected Directors shall constitute a quorum for the transaction of business at any Regular or Special Meeting of the Board. A simple majority of the quorum will be required to take any action and that action shall be the act of the full Board of Directors. (Amended 1/26/2008; 4/29/2016)

Section 13. Vacancies: Any vacancy occurring on the Board of Directors shall be filled by the President by appointment and approved by a majority vote of the remaining Directors present at a Regular meeting, Special meeting, or by electronic vote even if there is less than a quorum of the Board of Directors remaining or voting. (Amended 1/26/2008) A Director elected to fill a vacancy shall serve out the unexpired term of that seat. (Amended 5/06/89) The President will first consider candidates in the active nomination file, with consideration given to board profile criteria. (Amended 10/30/93)

Section 14. Compensation: Directors, with the exception of the Executive Director, shall not receive any salaries for their board services. Directors may be reimbursed for transportation, lodging, and paid per diem. The Board of Directors shall maintain Policies and Procedures regarding the circumstances under which transportation and lodging are reimbursed, and per diem paid. No other expenses will be reimbursed unless approved in advance of a meeting by the Executive Committee for extraordinary circumstances. (Amended 1/26/2008; 4/29/2016)

Section 15. Removal of Directors: If a Director fails to attend at least two meetings of the Board of Directors in one 12-month period without being excused, or if a Director breaches the Director’s fiduciary obligations to the Association or the Board, materially breaches these bylaws or the UAFAA Board Policies and Procedures, or otherwise materially fails in the Director’s obligations as a member of the Board of Directors, then the Board shall provide written notice to the Director that the Board intends to remove the member, specifying the reasons therefore. Prior to voting to remove the member, the Board shall provide the Director the opportunity to respond in writing and, if the Director chooses, to address the Board of Directors at its next Regular Meeting. If the Board determines, after considering the Director’s response (if any) to the reasons for the intended removal, that the Director in question cannot or will not fulfill the Director’s duties, the Board may, by unanimous vote of the Directors present, but not including the vote of the Director in question, remove the person as a Director of the Association. (Amended 1/18/2003; 4/29/2013)

Section 16. Powers: Without limiting the general powers conferred by these bylaws and provided by law, the Board of Directors shall have in addition, the following powers:

A. To amend Association bylaws;

B. To establish and approve written Association policies;

C. To lease, purchase or otherwise acquire, for and in the name of the Association, any real estate, personal property, letters, patents, concessions, licenses, inventions, bonds, debentures, securities and other property rights or privileges;
D. To sell or otherwise dispose of any of the Association’s assets or acquisitions;
E. To enter into agreements and contracts with individuals, corporations or governments;
F. To participate in and jointly approve the selection of the Executive Director of the UAF Alumni Office;
G. To appoint, direct, and remove at its pleasure any and all officers and agents of the Association and to prescribe duties for officers and agents;
H. To borrow money and otherwise incur indebtedness, and to mortgage the property of the Association;
I. To keep a complete record of all membership and Board minutes;
J. To conduct and administer fund drives. (Amended 1/18/2003)

Section 17. Limitation on Powers: No board member may incur any liability for the Association without prior authorization by the Board of Directors.

ARTICLE VI. OFFICERS

Section 1. Number: The Officers of the Association shall include an elected President, an elected Vice President, an elected Secretary, an elected Treasurer and the Executive Director. Ex-officio Directors are ineligible to serve as Officers. (Amended 5/3/1997; 1/26/2008; 4/29/2016)

Section 2. Election and Term of Office: After the initial election, the Officers of the Association shall be elected annually by a majority vote of the Board of Directors at the spring meeting. If such election of Officers is not held at the spring meeting, an officer shall hold office until his/her successor has been duly elected, except as hereinafter provided.

Section 3. Removal: The President, Vice President, Secretary and Treasurer may be removed by a majority vote of the Board of Directors whenever, in the Board’s judgment, the best interests of the Association would be served. (Amended 1/26/2008)

Section 4. Vacancies: The Board of Directors may fill a vacancy in any office by a majority vote of Directors present at any Special Meeting or at the next Regular Meeting of the Board of Directors. (Amended 4/29/2016)

Section 5. President: The President shall be the principal Officer of the Association and shall supervise the business and affairs of the Association. The President shall preside at all meetings of the membership and of the Board of Directors. The President or any other proper Officer of the Association authorized by the Board of Directors shall sign with the Executive Director any deeds, mortgages, bonds, contracts or other instruments that the Board of Directors has authorized to be executed. In general, the President shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors.

Section 6. Vice President: In the absence of the President, the Vice President shall perform the duties of the President, and when so acting shall have all the powers and be subject to all of
the restrictions upon the President. The Vice President shall perform such other duties as may be assigned by the President or by the Board of Directors.

Section 7. Secretary: The Secretary shall work with the Executive Director to review the minutes for accuracy. The Secretary shall prepare an annual report of historical documentation, board resolutions, board member changes and other duties as may be assigned by the President or by the Board of Directors. (Amended 1/26/2008; 4/29/2016)

Section 8. Treasurer: The Treasurer shall oversee the management of all funds and securities of the Association; prepare budgets; oversee the preparation of financial statements; and perform all duties incident to the office of Treasurer and other duties as may be assigned by the President or by the Board of Directors. (Amended 5/3/1997; 1/26/2008; 4/29/2016)

Section 9. Executive Director: The Executive Director shall coordinate, administer and expedite the programs of the Association as determined by the Board of Directors; keep minutes of the meetings of the membership and of the Board of Directors; see that all notices are duly given in accordance with the provisions of these bylaws; be custodian of the Association records; edit and publish all publications of the Association; prepare and submit all reports of the Association; assist all recognized chapters of the Association; serve as non-voting, ex-officio, member of the Board of Directors; and in general perform all duties incident to the office of Executive Director and such other duties as may be assigned by the President or by the Board of Directors. (Amended 5/3/1997)

ARTICLE VII. COORDINATION WITH THE UNIVERSITY OF ALASKA

In matters that directly concern UAF and/or the Association, the Board of Directors may seek the advice of the University of Alaska through the UAF Chancellor, the President, University Counsel, and the Board of Regents.

ARTICLE VIII. COMMITTEES

Section 1. Standing Committees. The Board shall have the following standing committees:

A. Executive Committee: Members: President, Vice President, Treasurer, Secretary and the immediate Past President (if still on the board). If the immediate Past President is no longer on the Board, then at least one other member of the Board of Directors, as appointed by the President. Executive Director shall serve as ex-officio, non-voting member. Chair: President. Charge: shall transact business of the Association in intervals between board meetings. Shall possess and may exercise any and all powers of the Board, but shall not overrule, reverse, or change substantial acts of the Board. Minutes of all Executive Committee meetings shall be kept and submitted at the next Board of Directors’ meeting. All Executive Committee actions shall be subject to revision and alteration by the Board. (Amended 4/29/2016)

B. Awards Committee: Members: a minimum of three Active Members of the Association, appointed by the President, and confirmed by the Board. One member shall be a member of the board. Chair - appointed by the President. Charge: shall be responsible for soliciting, compiling, and submitting nominations for annual alumni awards. (Amended 10/30/1993; 1/18/2003; 4/29/2016)
C. **Finance Committee:** Members: a minimum of three Active Members of the Association appointed by the President. Chair: Treasurer. Charge: shall review and prepare the Association’s budget, financial statements, and administer any fund drives. (Amended 1/18/2003; 4/29/2016)

D. **Legislative Committee:** Members: committee shall consist of representatives from Southcentral, Southeastern, Northwestern and Interior Alaska appointed by the President from the active Association membership. Chair: shall be appointed by the President and serve as the legislative liaison. Charge: shall be responsible for passing on relevant alumni and UAF concerns to legislators, and relevant legislative actions.

E. **Board Governance Committee:** Members: at least one active Board Member of the association appointed by the President and confirmed by the Board. Charge: support Board training, development, new board member recruitment and administering elections in accordance with the Association’s policies and procedures. The Board Governance Committee shall present the slate of candidates for Board approval prior to Board elections. (Added 1/26/2008; 4/29/2016)

F. **Scholarship Committee:** Members: at least one active Board Member of the Association appointed by the President and confirmed by the Board. Charge: review applicants and make recommendations for Association scholarship recipients, including the Audrey Stanfield Loftus Scholarship, Alumni Association scholarship and the Jay Hammond Memorial scholarship. Make recommendations on scholarship policies to the Board. Participate in scholarship fundraising efforts. (Added 1/26/2008)

Section 2. **Ad Hoc Committees:** The Board of Directors may create any ad hoc committees that it deems appropriate for the general purposes of the Association, and designate their members. The members of an ad hoc committee may or may not be Directors.

**ARTICLE IX. RULES OF CONDUCT**

Rules of conduct for all meetings shall be the current edition of *Roberts’ Rules of Order*.

**ARTICLE X. FISCAL YEAR**

The fiscal year of the Association shall begin on the first day of July in each year and end on the last day of June in each year.

**ARTICLE XI. PUBLICATIONS**

Alumni Publication. The Association shall cause to be published a semi-annual publication, the aim of which shall be to inform the members of the Association of general alumni events and undertakings, matters of particular interest to individuals or groups of alumni, and of UAF affairs in general. All UAF alumni shall receive two issues annually of the university publication, *Aurora*. Additionally, Active Members will receive two issues annually of the association publication, *Alumnus*. (Amended 1/26/2008)
ARTICLE XII: CHAPTERS (Amended 1/11/1992)

Section 1. Recognition: The Board of Directors may recognize new chapters of the UAFAA upon receiving the following:
(A) Written petition of eight (8) active alumni Members of the UAFAA, and
(B) Written objectives which are consistent with the purposes and policies of the UAFAA as set forth in the UAFAA constitution.

The chapter shall be called the (insert name) chapter of the UAFAA. (Amended 4/29/2016)

Section 2. Chapter Meetings: A recognized Chapter shall conduct at least one meeting annually. Minutes of any and all Chapter meetings, not including committee meetings, shall be submitted to the Association. (Amended 1/18/2003)

Section 3: Chapter Activities: A recognized Chapter shall only sponsor activities which will not encumber UAF or UAFAA. Chapters will notify the Executive Director of the UAFAA of any proposed activities.

Section 4: Chapter Finances and Property: Subject to the policy of the U of A Board of Regents and the limitations imposed by these bylaws, a recognized Chapter shall have the right to control property, accumulate assets and be autonomous in its activities and operations. Funds accumulated by a Chapter may be expended only for purposes consistent with Association and Chapter objectives. Funds or property held by a chapter at a time when the Chapter ceases to exist shall become the property of the UAFAA. Chapters will submit a budget to the UAFAA at the beginning of each fiscal year. No Chapter shall be authorized to financially obligate UAF or the UAFAA. (Amended 1/18/2003)

Section 5: Withdrawal of Recognition: The Board of Directors may withdraw recognition of a Chapter which fails to hold a meeting for two consecutive years or fails to meet the requirements of its bylaws or those of the UAFAA. After the Board of Directors withdraws the Association's recognition, the Chapter shall be considered to be nonexistent.

Section 6: Coordination: The UAFAA shall provide coordination for recognized chapters.

Section 7: Assistance: The Executive Director will provide assistance to recognized Chapters at a level approved by the Board of Directors.

Section 8: UAFAA Board participation. Chapter presidents shall be ex-officio members of the UAFAA Board of Directors. (Amended 1/18/2003; 1/26/2008; 4/29/2016)
ARTICLE XIII: AMENDMENTS (Amended 1/11/1992)

These bylaws may be amended and new bylaws may be adopted by a two-thirds vote of the entire Board of Directors at any Regular Meeting or at any Special Meeting. A notice of intention to amend, the proposed amendment, and the date of the meeting at which the proposed amendment(s) will be reviewed and voted on must be included in (1) a notice presented in the alumni publication, and (2) a letter of notification sent to each Chapter president and UAFAA Directors at least 30 days prior to the meeting at which the amendment will be reviewed.

Adopted by the Board of Directors of the University of Alaska Fairbanks Alumni Association on the 16th day of May, 1986.