

**CONSTITUTION AND BYLAWS OF THE
ALUMNI ASSOCIATION OF WINTHROP UNIVERSITY**

Amended on June 30, 2016

Article I

Name

Section 1: The name of this organization shall be the Winthrop University Alumni Association.

Section 2: The location of the principal office of the Association is at Winthrop University in the City of Rock Hill, York County, South Carolina.

Article II

Purpose

Section 1: The purpose of the Winthrop University Alumni Association shall be

A. To promote the growth, progress, and general welfare of Winthrop University.

B. To foster among its former and current students a sentiment of regard for one another and a continuing attachment to their Alma Mater.

C. To interest prospective students in attending Winthrop University.

D. To prosecute properly the objects and purposes above set forth, the Corporation shall have full power and authority to purchase, lease, and otherwise acquire, hold, mortgage, convey, and otherwise dispose of all kinds of property, both real and personal, both in this state and in all other States, territories, and dependencies of the United States, and generally to perform all acts which may be deemed necessary or expedient for the proper and successful prosecution of the objects and purposes for which the Corporation is created. The Corporation shall also have power to receive donations, bequests and devises, and to expend funds in the furtherance of the objects and purposes for which the Corporation is organized subject to any provisions in the bylaws concerning the designation, receipt, management, and distribution of such funds. The Corporation is a non-stock, non-profit, charitable, and educational corporation. No part of the net earnings of the Corporation shall inure to the benefit of the any member or officer thereof.

Section 2: The Association's fiscal year is January 1-December 31, inclusive, unless otherwise defined by the Association.

Section 3: It is the intent of this Association that it have perpetual existence. In the event of dissolution, however, its governing board shall, after making provisions for payment of all liabilities, transfer assets to Winthrop University Foundation or its successor to be used as determined by the Foundation's Board of Directors.

Article III

Composition

Section 1: Membership in the Winthrop University Alumni Association is limited to the alumni of the college or university now known as Winthrop University.

Section 2: Membership will be divided into two classes to determine eligibility.

A. Regular Alumnus- Such individuals regularly enrolled at Winthrop University for at least one year shall be an alumnus. A person who has completed less than a year of enrollment may request to be listed as an alumnus. This may be done by submitting a request to the Alumni Association.

B. Honorary- An individual who renders outstanding service to the University may be elected to Honorary Alumni status by the Alumni Association Executive Board, or may be conferred an Honorary Degree by action of the Board of Trustees.

Section 3: An alumnus in good standing is one who positively reflects the mission and vision of the university.

Section 4: All alumni shall be members of the Association and shall be entitled to vote, hold office, and otherwise to enjoy the privileges of the Association. Alumni members of the Winthrop University faculty and staff shall not be eligible to hold office or chair Association committees but may be members of committees.

Article IV

Meetings of the Alumni Association

Section 1: An annual meeting of the Association may be held at such time and place as set by the Executive Board.

Section 2: Any number of members present at a meeting of the Association shall be considered a quorum, and a majority of votes cast at a regularly convened meeting shall be sufficient to approve all matters of business.

Section 3: The rules of procedure in all meetings of the Association and its Executive Board shall be governed by the latest edition of Robert's Rules of Order.

Section 4: In meetings of the Association, the Board, or the Executive Committee, any business may be transacted that is presented in written agenda form and pre-

approved by the President of the Association with counsel by the Executive Director of Alumni Relations.

Section 5: Special meetings of the Association may be held at any time or place at the call of the President of the Association with the approval of a quorum of the Executive Board, or by the decision of the Executive Board. Communication to the membership will be made by various communication methods.

Article V

Association Executive Board

Section 1: The Executive Board (hereinafter referred to as “Board”) shall be the primary body of organization of the Alumni Association, and shall be charged with providing leadership, ideas, input, and goodwill to help the Association more effectively carry out its mission.

No action shall be taken by the Board or any officer or subdivision of the Alumni Association which shall cause this Constitution to be inconsistent with the Articles of Incorporation or the laws of the state of South Carolina.

Section 2: The Board shall consist of no fewer than 12 members and no more than 20 members.

Section 3: The Board shall be composed as follows:

A. At least 12 and not more than 20 persons elected by the Board from nominations provide by the membership. The Executive Director for Alumni Relations and President of the Student Alumni Council shall serve as ex-officio members of the Board with voting privileges.

B. The Board’s 12-20 elected board members will each serve for a term of three years, beginning on July 1. The board will be structured through its elections so that approximately one-third rotate off each year to provide for continuity. Members of the Board will not be eligible for election to more than two consecutive terms. Nominations for membership to the board will be presented at the spring board meeting each year for election. Members of the board prior to the enactment of these bylaws will continue as members of the board.

C. The Board will meet at least two times each year, at a time and place to be determined by the Board and announced to members at least 30 days in advance.

D. A simple majority of the whole number of elected board members and officers shall constitute a quorum, and a majority of the votes cast at a regularly convened meeting shall be sufficient to approve all matters of business.

E. The Board may act through the Executive Committee, which is comprised of the officers of the Association and the Executive Director of Alumni Relations.

The Executive Committee shall have all the powers of the Board during the interim between Board meetings.

F. If for any reason, a board member fails to uphold the standards of Winthrop University and the Alumni Association Board of Directors, his/her membership on the board may be terminated by a two-thirds vote of those present and voting thereon.

G. Each board member shall make a charitable gift to Winthrop in an amount that is meaningful to them.

Article VI

Officers

Section 1: The officers of the Association shall be: President, President-elect, Secretary, and Treasurer. Excluding the Treasurer, these officers shall serve for a term of two years. A person will be limited to holding the office for a maximum of two consecutive terms. The Treasurer will hold a four year term with a maximum of two consecutive terms. An Assistant Treasurer can be selected to assist the Treasurer.

Section 2: Duties of Officers

President- Shall be responsible for carrying out the purposes of the Association. The President shall be a member of all committees except the nominating the committee and shall serve on the Executive Committee for one year following the term of office. The president is the presiding officer and chief ambassador of the Association, Board, and the Executive Committee, appoints the standing committees and any special committees deemed appropriate; serves as a member of the Winthrop Foundation Board.

President Elect- Shall serve in the absence of the President and shall succeed to the office of President upon expiration of the term as President. Serves as a member of the Winthrop Foundation Board, and chairs the Honors and Awards Committee.

Secretary- Shall take all minutes of the Executive Board and the other Association meetings, and shall correspond for the Board at the President's request.

Treasurer-Shall serve as the financial liaison for the Board and provide annually in writing a report of the financial affairs of the Association.

Section 3: Any Executive Committee member may be removed from official capacity with or without cause by a two-thirds vote of the Board membership present at either a regularly scheduled meeting or a special meeting called for that specific purpose.

Section 4: In the event the President is unable to fulfill the term of office, the President-elect shall immediately assume the duties of the office of President for the duration of the unexpired term.

Section 5: In the event of a vacancy in office, the nominations committee shall have 90 days to present a nominee to the Board for approval.

Section 6: The following positions are voting ex-officio members on the Winthrop University Foundation Board:

- President of the Winthrop University Alumni Association
- President-Elect of the Winthrop University Alumni Association
- Treasurer of the Winthrop University Alumni Association

Article VII

Elections of Officers

Section 1: Election of the members of the Board shall be held annually at the spring meeting.

Section 2: Nominations from the membership of the Board shall be received by the nominating committee.

Section 3: The Alumni Association Executive Board President shall appoint the nominating committee. The committee will review candidates for the officer positions. During the spring meeting of the Board, the Nominations Committee will present to the Board a recommendation for each vacant seat on the Executive Committee. The Chair of the Nominating Committee shall then make a request for any additional nominations from the floor prior to proceeding with the elections. Once all nominations have been voiced and received by the Board, the nominations process shall be declared closed and the election may proceed.

Section 4: Nominees shall be elected to their respective posts by a majority vote of a quorum present during the spring meeting of the Council. Voting shall be conducted by ballot.

Section 5: It is the intention and expectation of the Board that the President-Elect shall succeed the President as the presiding officer of the Alumni Association at the completion of his/her term of office.

Article VIII

Committees

Section 1: Committees shall be appointed by the President of the Alumni Association.

Section 2: There shall be the following standing committees appointed by the President:

- a. Honors and Awards
- b. Credentials
- c. Constitution
- d. Nominating

Section 3: The President of the Association shall be an ex-officio member of all committees except the nominating committee. The Executive Director of Alumni Relations or designee shall serve as an ex-officio member of all committees.

Section 4: Such other committees shall from time to time be found necessary or advisable shall be appointed by the Association President with the approval of the Board.

Section 5: Non-Board members may be appointed to standing and special committees of the Association.

Article IX

Election of Board of Trustees Seats

Section 1: At the annual meeting of the Alumnae Association in 1958, two alumnae trustees were elected to the University Board of Trustees. In 2006, per the South Carolina General Assembly, the person elected by the Winthrop University Alumni Association to serve the trustee positions would be elected to hold a six year term. These two positions will serve as a member of the University Board of Trustees. An alumni trustee may serve for no more than two consecutive six-year elective terms, exclusive of service of a successor in an unexpired six-year term.

Section 2: In order to be elected to a seat on the Board of Trustees, a person must reside in South Carolina. No two candidates for election may reside in the same congressional district.

Section 3: Candidates for the position of Board of Trustee must complete an application form approved by the Alumni Association Executive Board. The applications will be submitted to the Credentials Committee to be reviewed. The committee will recommend candidates for the nominating committee to consider. The Nominating Committee will select two candidates to be submitted for approval

by the Executive Board of the Alumni Association. Once approved, the candidates for the position will be notified.

- Section 4: Elections for the Board of Trustees seats will be held through secret ballot. Electronic voting will be used, however a paper ballot may be requested from the Alumni Relations Office. Members will be notified 30 days prior to the start of the election and provided with background and supporting information for the two candidates. Members will have a period of no less than 30 days to cast a vote by electronic means or through paper. The final date to vote shall be publicized through various means.
- Section 5: The Executive Director of Alumni Relations shall be responsible for ensuring that all eligible Alumni Association members are allowed to vote. The voting procedures shall be established and approved by the Board and shall be distributed to all eligible alumni.
- Section 6: Association members and candidates for the position of Board of Trustees will be notified of the time and place the votes for the election will be counted. The candidate for Trustee may be present or be represented by an alumnus of his/her choice.
- Section 7: In the event that the elected Trustee is unable to fulfill the elected term and a vacancy exists, the following will be the process for filling the unexpired term. The Executive Committee shall have 30 days to appoint a person to fill the unexpired term.
- A. The Executive Committee of the Association will announce the vacancy.
 - B. The Executive Committee will accept applications for the vacant position. The application will be approved by the Board.
 - C. Candidates for the position must meet the same requirements for the position.
 - D. At the conclusion of the application and review process, the Executive Committee shall announce a recommendation for the position . A final approval must be made by a vote of the Executive Board with a majority of Board members voting to approve. Once approved by a vote of the Executive Board, the person will complete the term of Trustee position.
- Section 8: The two elected seats of the Winthrop University Alumni Association will serve as ex-officio members of the Winthrop University Alumni Executive Board.
- Section 9: If a current member of the Alumni Association Executive Board is elected to the Winthrop University Board of Trustees that board member will resign their position on the Alumni Association Executive Board.

Article X

Amendments

- Section 1: This Constitution and By-laws may be amended at any meeting, annual or special provided the proposed amendments have been advertised for at least 30 days prior to the meeting in which voting will occur.
- Section 2: The Board will determine the manner in which voting shall occur.
- Section 3: An amendment is approved when two thirds of the members present at the appointed meeting vote for approval in which a quorum is present.
- Section 4: Unless otherwise provided prior to adoption or in motion to adopt, an amendment to the Constitution shall take effect at the close of the balloting.