



Slippy Rock University Alumni Association Constitution and Bylaws

Revised per board approval January 25, 2020

Article I – Identification

- A. This Constitution and these Bylaws are the code of rules adopted by the Slippy Rock University Alumni Association.
- B. **NAME** – The name of this Association shall be the Slippy Rock University Alumni Association (hereinafter referred to as the “Association”), an incorporated entity under the non-profit laws, P.L. 289, of the Commonwealth of Pennsylvania and as an exempt organization under section 501c(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law. No article of this constitution shall be construed to change or disagree with any part of the articles of incorporation.
- C. **PRINCIPAL OFFICE** – The principal office of the Association shall be located at the Russell Wright Alumni House on the campus of Slippy Rock University of Pennsylvania, Slippy Rock, Butler County, Pennsylvania.
- D. **SEAL** – The seal of the Association shall be circular in shape and shall be composed of the name of the Association arranged in a circular fashion about a setting of the building known as “Old Main.”
- E. **FISCAL YEAR** – The fiscal year of the Association shall begin on the first day of July of each year and shall end on the last day of June of the following year.

Article II – Purpose

The Purpose of the Association shall be to promote the welfare of Slippy Rock University and to keep its graduates and associates informed of alumni and university activities including but limited to the following:

- A. By providing scholarship assistance and the financing of special projects for the benefit of the University and the Association;
- B. By providing alumni publications to inform alumni of the activities of the Association and the University community;
- C. By assisting the University to maintain a current record of graduates;
- D. By sponsoring educational and social activities for its membership;
- E. By encouraging and developing individual and group interest in the University;
- F. By cooperating with the University in the establishment and implementation of programs for alumni; and
- G. By recognizing student, faculty, and staff and alumni excellence through appropriate publicity and/or awards.

Article III – Membership

- A. Definition of Membership** – The members of the Association are those persons having membership rights in accordance with the provisions of these Bylaws.
- B. Classes of Membership** – The Association shall consist of alumni, associate and honorary members.
1. An alumni member shall be any individual who has graduated or received a degree from Slippery Rock Normal School, Slippery Rock State Teachers College, Slippery Rock State College, or Slippery Rock University, and who has paid an annual or life membership fee.
 2. An associate member shall be any individual that attended the University; employed at the University or has a sincere interest in the University or Association and who has paid the annual associate membership fee. An associate member will receive alumni publications and other benefits.
 3. An honorary member shall be a friend or benefactor of Slippery Rock University whom the Association may desire to recognize. An honorary membership shall be granted by an affirmative two-thirds vote of the members of the Board of Directors present at a given meeting.
- C. Eligibility** – Only alumni members of the Association shall be eligible to vote, hold office, or otherwise conduct the activities of the Association. Neither, associate or honorary members shall have the aforementioned privileges.
- D. Membership Dues and Contributions:**
1. Membership dues for alumni and associate membership shall be established and may be changed by the Executive Committee with the approval of the Board of Directors.
 2. All members are encouraged to support the Association's assistance programs and provide for the needs of the University.
- E. Transferability of Membership** – Membership in the Association is non-transferable.
- F. Termination of Membership** - Membership will be terminated from the Association because of any of the following:
1. Receipt by the Board of Directors of the written resignation of a member, executed by such member or his duly authorized attorney-in-fact.
 2. The death of a member.
 3. The said member has not met the membership fee requirements in Article III.
 4. For cause, inconsistent with membership, after notice, trial, and conviction by the Board of Directors or any adjudicative body duly appointed by the said Board of Directors.

Article IV – Meetings of the Alumni Membership

- A. Association General Member Meetings** - A meeting of the entire alumni membership may be held at the discretion of the Executive Committee, Board of Directors or by petition of at least one hundred voting members of the Association.
1. Member Meeting Quorum – A quorum for a meeting of the entire alumni membership shall be a minimum of one hundred.
 2. Place of Members' Meetings – Meetings of the Association will be held at the Russell Wright Alumni House of Slippery Rock University of Pennsylvania, or at such place within the Commonwealth of Pennsylvania as the Board of Directors may designate from time to time.
 3. Notice of General Members' Meetings – Written or printed notice, stating the place, day, and hour of the meeting, and in the case of special meetings, the purpose or purposes for which the meeting is called, must be delivered not less than five (5) nor more than sixty (60) days before the date of the members' meeting, either personally or by the United States mail, postage prepaid, at the direction of the President, the Secretary, or the other persons or members calling

the meeting, to each member entitled to vote at such meeting. If mailed, the notice will be deemed delivered when deposited in the United States mail addressed to the member at his/her address as it appears on the records of the Association, with postage prepaid.

4. **Members' Proxy Voting** – Voting by proxy is not permitted.

B. Special Meetings – Special meetings of the Association may be called by any one of the following:

1. The Board of Directors
2. The Executive Committee
3. The President of the Association

Article V – Board of Directors and Officers

A. Governance – The Alumni Association shall be governed by a Board of Directors (The Board), none of whom may be an employee of Slippery Rock University.

B. Conflict of Interest – No person subject to the provision of the adverse interest law of the Commonwealth of Pennsylvania shall serve in a voting position on The Board.

C. Make up of the Board – The Board shall consist of the following voting members:

1. Fifteen elected directors
2. President of the SRU Alumni Association
3. President-elect of the SRU Alumni Association
4. Immediate Past President of the SRU Alumni Association
5. Treasurer of the SRU Alumni Association
6. Secretary of the SRU Alumni Association
7. President of the Golden Grad Class or his/her representative
8. Chairperson of the Past President's Advisory Council or his/her representative
9. Honorary executive committee status may be granted, but shall not exceed one in number. Members so honored shall have voting privileges.
10. Honorary board member status may be granted, but shall not exceed three in number. Members so honored shall have voting privileges.

D. Ex-officio Members – The president of the University shall be an ex-officio, non-voting member of the Board. The Board may appoint other ex-officio members as needed.

E. Executive Committee – An executive committee, consisting of the Association officers, is empowered to transact business of the Association between meetings of The Board. The executive committee shall consist of:

1. President of the Association, who will serve as chairperson of the executive committee.
2. President-elect of the Association
3. Immediate Past President of the Association
4. Treasurer of the Association
5. Secretary of the Association
6. Honorary Executive Committee Member

F. Terms of Office:

1. **Directors** – Five directors shall be elected annually by the membership of the Alumni Association. Directors shall hold office for a term of three years, and no director may serve more than two consecutive three-year terms.
2. **Officers** – The Board shall elect the officers of the Association, which shall be a president, a president-elect, a secretary and a treasurer. The terms of office shall be two years or until successors are/can be elected. The secretary and treasurer may serve no more than three consecutive two-year terms. The immediate past

president will serve a two-year term, but this is not an elected position. If an election is unavoidably delayed, the term of said officers shall continue until a successor is elected.

3. Special/honorary Members: The President/leader of the Golden Grad Class, the year prior to the Golden Grad Reunion, or his/her representative, will serve a one-year term. This term will be on a calendar year basis. The Chair of the Past President's Advisory Council or his/her representative will serve a three-year term. The Honorary Executive Committee member, appointed by the Executive Committee, will serve a three year term. Honorary members, elected by The Board, will serve a three-year term. At the conclusion of the term, the honorary member must be re-elected by The Board in order to continue to serve.

G. Membership Requirements – All officers and directors must hold annual or life alumni memberships when nominated and during their terms of office.

H. Duties and Responsibilities – The Board shall execute the administrative financial affairs of the Association.

1. The Board shall meet regularly four times a year in April, July, October and January. The Board may adjust the scheduled meeting dates if need be. The Executive Committee may call a separate meeting of The Board. Board members must attend at least 75% of the meetings during the year. This shall include attendance through teleconferencing technology on the designated dates. If you do not attend 75% of the meetings, you may be asked to discuss the issue with the Executive Committee for final decision on your alumni board status.
 - a. Notice of Meetings of The Board: Written, printed, e-mailed or teleconferenced notice stating the place, day and hour of any meeting of The Board shall be delivered to each Director not less than ten (10) days before the date of the meeting, either personally or by first class mail, by or at the discretion of the President or the Secretary, or by the Directors calling the meeting. If mailed, such notice will be deemed to be delivered when deposited in the United States mail addressed to the Director at his/her address as it appears on the records of the Association, with postage prepaid. Such notice need not state the business to be transacted at, or the purpose of such meeting, unless it is a special meeting. If faxed, the notice is deemed to be delivered upon printed confirmation through respective sending of facsimile machine or CPU under the direct operation of the Office of the Alumni Relations Director and the Association. If sent electronically, the notice is deemed to be delivered upon electronic confirmation of the message to the recipient.
 - b. Waiver of Notice: Attendance of a Director at a meeting of The Board will constitute a waiver of notice of such meeting except where such Director attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.
2. Attendance Requirements: The Board, by a majority vote, may replace any voting member of The Board who is absent without just cause from three consecutive meetings or who fails to fulfill his/her obligations at key Association events. This power may be delegated to the Executive Committee. (See the addendum that lists definition of just cause and key Association events.)
 - a. Video and teleconferencing capabilities will be offered to members during the October and January board meetings. Board members utilizing the conferencing software in October should be present at Homecoming Weekend.

3. Committee Involvement: All voting members shall actively participate in at least one (1) committee of The Board.
4. Remuneration: The officers of The Board or their representatives may receive remuneration for their expenses at the discretion of The Board.
5. Quorum: A quorum for The Board shall be ten (10)-voting members. The actions of the majority of the Directors present at a meeting at which a quorum is present will be the act of The Board unless a greater number is required under the provisions of the Nonprofit Corporate Law of 1972, the Articles of Incorporation of the Corporation or any provision of these Bylaws.

I. Election of The Board and Officers

1. Nominating Committee: A nominating committee will be made up of five (5) non-executive committee members of The Board. Any director seeking re-election or election as an officer may not serve. The Nominating Committee's consideration of possible nominees shall be conducted in a formal manner. The Nominating Committee is charged with presenting at least five (5), but no more than ten (10) candidates for directorships, and at least one (1) but no more than three (3) nominees for the offices of president-elect, secretary and treasurer. The Nominating Committee chairperson shall report at the January meeting of The Board.
2. Nominating Process: Any alumni member, who has paid annual dues or is a life member, may nominate another alumnus/a in good standing for a directorship. A nomination form must be completed and forwarded to the Nominating Committee. In the case of nomination of officers, any current Board member may be nominated for an officer's position by submitting his/her name to the Nominating Committee.
 - a. A nominee must meet the Association requirements in Article III to be nominated. The alumnus/a making the nomination must likewise meet these requirements.
 - b. A nominee must agree to complete an informational form that provides information on the nominee. The nominee must sign the form where indicated to confirm that the nominee is aware of the responsibilities of a board member. Nominees must also agree to take part in a personal or telephone interview conducted by the nominating committee if requested to do so. (The Board will develop and approve the nomination and informational forms.)
 - c. The committee chair shall present an official nomination report at the January meeting of The Board.
3. Voting Process:
 - a. Board of Directors: All Association members will be entitled to vote in the election of the five directors. The Nominating Committee shall prepare an official ballot that will be sent by direct mail, electronic capabilities and facsimiles to the Association membership. The ballot must be returned to the alumni office no later than March 31. All ballots will be verified by the nominating committee and the alumni staff. Write-in candidates will not be permitted. Voting for directors' positions shall be completed by March 31.
 - b. Officers: Officers of the Association shall be elected by a majority vote of The Board by secret ballot following the regular meeting in the month of January. Voting for officers shall be completed by March 31.

J. Term Limits of Directors and Officers:

1. The term of office for those elected in a given year shall begin on July 1 of that year.
2. Directors:

- a. Directors shall serve no more than two consecutive terms and no more than three nonconsecutive terms during a ten-year period.
 - b. An outgoing Director is eligible to run for an officer's position.
3. Officers:
- a. President/President-elect/Immediate Past President: Shall be eligible to serve a maximum of two terms, consecutive or nonconsecutive within a fifteen-year period. (For example, the immediate past president may be elected to the president-elect position if the term limits have not been maximized.)
 - b. Treasurer and Secretary: Shall hold a maximum of three consecutive two-year terms and no more than four nonconsecutive terms during a ten-year period.
 - c. An outgoing officer may be eligible to run for a director's position if the term limits have not been maximized.

K. Interim Terms of Office:

- 1. Board of Directors: Should a director of The Board be unable to complete an elected three year term for any reason, the executive committee shall have the sole authority to appoint an Association member to fill the vacancy and complete the term. This appointment shall not be considered an elected term and the interim director shall still be eligible for election to two (2) full consecutive terms.
- 2. Officers: Should an officer's position become vacant for any reason, the following procedure shall be followed for each office:
 - a. President: The president-elect shall assume the role of Acting President. Upon completion of this term, the Acting President shall begin his/her two-year term as president of the Association.
 - b. President-elect: The Board shall appoint an Association member to complete this term as Acting President-elect.
 - c. Immediate Past President: The president of the Association shall appoint a past president of the Association to complete this term.
 - d. Treasurer: The Board shall appoint a current board member to serve as Acting Treasurer. The acting treasurer shall not automatically assume the office of treasurer. The election process described in (I) shall be followed.
 - e. Secretary: The Board shall appoint a current board member as Acting Secretary. The acting secretary shall not automatically assume the role of secretary. The election process described in (I) shall be followed.

L. Duties of the Officers:

- 1. President: Shall be the chief executive officer of the Association and will represent the Association at University functions and is a member ex-officio of all committees except the nominating committee.
- 2. President-elect: Shall, in the absence, disability or resignation of the president, perform all the duties of the president, be in charge of Golden Grad activities and be a member of the executive committee.
- 3. Immediate Past President: Shall assist the president as needed, act as a mentor for newly elected members of the Board and be a member of the executive committee.
- 4. Secretary: Shall act as recorder of the meetings of The Board and be a member of the executive committee.
- 5. Treasurer: Shall supervise the collection and disbursement of all funds of the Association. The treasurer shall present a financial report at each meeting of The Board, shall be chairperson of the Fiscal Affairs Committee, shall work with the alumni affairs director in preparing the yearly budget to be presented to The Board at the July meeting, and be a member of the executive committee.

6. Honorary Executive Committee Member: Shall be a member of, and assist, the Executive Committee in an advisory role. Shall be a mentor to new Board members and Executive Committee members.

M. Nuclear Family Members

1. At any one time, no more than one nuclear family member can serve on the executive committee.

Article VI – Chapters and Related Advisory Groups

- A. Purpose** – Regional clubs or constituent societies (hereinafter referred to as chapters) shall stimulate and encourage loyalty in the graduates and friends of the University in their local region or area of special interest by forming an organization for their members within the Association. They shall establish programs to further the Association, the educational, social and charitable interest of the chapter and Slippery Rock University. Each chapter shall assist the Association in furthering the purposes of the Association.
- B. Related Groups** – Past Presidents’ Advisory Council shall be a “related group” and shall be represented by a member of their organization on the Board of Directors. Said member shall have voting privileges.
- C. Powers** – Chapters and related or advisory groups may establish programs and activities and may adopt a constitution and bylaws which are consistent with their objectives; provided, however, that they shall not conflict with the articles of incorporation or the constitution and bylaws of the Association. Any provision for the levying of any special assessment of members or the incurring of indebtedness beyond the budget of the chapter shall be subject to the approval of the Association Executive Committee. Chapters and related or advisory groups shall not enter into activities for which the Association may become liable without the prior consent of the Association Executive Committee, such consent to be reflected in the minutes of that committee.
- D. Eligibility** – A chapter may be formed within this Association by the filing of a petition and proposed constitution endorsed by the signature of not fewer than five alumni members of the Association. If the Board of Directors approves the petition, it shall issue a charter to that chapter. Only alumni members of the Association shall be eligible to hold office or to vote in that chapter.
- E. Term of Office** – The term of office for the chapters governing board shall be determined by each chapter.

Article VII – Committees

- A. Definition of Committees** – The Association may have certain committees, each of which will consist of three (3) or more Directors and will have some prescribed authority of the Board of Directors in the management of this Association. However, the creation of such Committees will not operate to relieve the Board of Directors, or any individual Director of their elected duties.
- B. Appointment of Committees** – At the July meeting, the president of the Association shall appoint standing committees of at least three (3) directors along with other alumni members with a chairperson from the Board. These will have primary responsibility for the following:

1. Fiscal Affairs
2. House and Special Projects
3. Membership and Marketing
4. Nominating
5. Scholarship and Awards
6. University Affairs
7. Constitution and Bylaws

C. Additional Committees – All other committees shall be appointed by the president of the Association and follow the designated procedure in Article VII-A.

Article VIII – Funds

- A. Fiscal Year** – The fiscal year of the Association is from July 1 to June 30.
- B. Execution of Documents** – Except as otherwise provided by law, checks, drafts, promissory notes, orders for the payment of money, and other evidences of indebtedness of this Association in the sum of \$500.00 or more are to be signed by two of the following three: President, Treasurer or Secretary. The signature of one of the above is sufficient for amounts less than \$500.00. Contracts, leases, or other instruments executed in the name of and on behalf of the Association should be signed by the President and Secretary.
- C. Books and Records** – This Association will keep correct and complete books and records of account, and will also keep minutes of the proceedings of its members, Board of Directors, and committees. This Association will keep at its principal place of business, a membership register giving the names, addresses, and showing classes and other details of the membership of each and the original or a copy of its Bylaws, including amendments to date certified by the Secretary of the Association.
- D. Inspection of Books and Records** – All books and records of this Association may be inspected by any member, or his/her agent or attorney, for any proper purpose at any reasonable time upon written request.
- E. Funds** – The Board of Directors shall establish funds for the recording of the transactions of the Association including, but not limited to, the following:
1. A general unrestricted fund shall be credited with gifts and proceeds and shall be charged with general expenditures of the Association and SRUAA Board determined needs of the University.
 2. Restricted funds shall be used in accordance with the intention of the donor.
 3. There are three classes of funds maintained by the Association. Those funds are defined in the audit report as unrestricted, temporary restricted and permanently restricted.
- F. Transfers** – The Board shall be authorized to make expenditures and transfers between unrestricted funds.
- G. Audit** – A certified audit of all Association funds shall be accomplished before September 1 of each year. The audit report shall be presented to the Board at the October meeting.
- H. Loans** – This Association will make no loans to any of its directors, officers or to any of its employees.
- I. Regulation of Association Activities** – The Association shall follow Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or that may be hereinafter amended. Contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and its regulations as they now exist or that may be hereinafter amended.

Article IX – Director of Alumni Relations

- A. Duties** – The Director of Alumni Relations shall be the chief liaison person between the University and the Alumni Association under the existing agreements with the University administration. The Director of Alumni Relations shall be the custodian of all books, records, papers and property of the Association.

In order to carry out the purposes and activities of the Association, this individual may be extended a discretionary account, the amount of which is to be established by the board of directors, the expenditure of which is to be monitored by the treasurer. The Director of Alumni Relations shall be empowered to act on behalf of the Board when necessary. The Director of Alumni Relations shall be the chief administrator of the Association and his/her duties shall include the general management and supervision of the affairs of the Association. He/she shall be editor of all Association publications.

- B. Authority** – The Director of Alumni Relations shall be appointed and removed by the President of Slippery Rock University. The terms and conditions of the current Memorandum of Understanding between the University and the Association shall be a guide for the Director of Alumni Relations to follow.

Article X – Prohibited Activities and Dissolution

- A.** Notwithstanding any other provisions of these articles, the organization is organized exclusively for one or more purposes as specified in Section 501(c)(3) of the Internal Revenue Code of 1986, and shall not carry on any activity not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent tax law.
- B.** No part of the net earnings of the organization shall inure to the benefit of any member, trustee, director, officer of organization, or any private individual (except that reasonable compensation may be paid for services rendered to or for the organization), and no member, trustee or officer of the organization or any private individual shall be entitled to share in the distribution of any of the organization's assets on the dissolution of the organization.
- C.** No substantial part of the activities of the organization shall be carrying on propaganda, or otherwise attempting to influence legislation, (except as otherwise provided by Section 501(h) of the Code), or participating in, or intervening, in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.
- D.** In the event of dissolution, all of the remaining assets and property of the organization shall after payment of necessary expenses thereof be distributed to such organizations as shall qualify under Section 501(c)(3) of the Internal Revenue Code 1986, or corresponding provisions of any subsequent Federal tax laws, or to the Federal government, a state or local government for public purpose, subject to the approval of a court of competent jurisdiction within the state of Pennsylvania.
- E.** In any taxable year in which the organization is a private foundation as described in Section 509(c) of the Internal Revenue Code, the organization shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942. Further, the organization shall not (a) engage in any act of self-dealing as defined in Section 4941(d); (b) retain any excess business holdings as defined in Section 4943; (c) make any investments in such manner as to subject the organization to tax under Section 4944; or (d) make any taxable expenditures as defined in Section 4945 or corresponding provisions of any subsequent tax law.

Article XI – Parliamentary Authority

The rule contained in Robert's Rules of Order (latest revision) shall govern the organization in all cases to which they are applicable and in which they are not inconsistent with this constitution and any special rules of order the Association may adopt.

Article XII – Amendments

This constitution may be amended by a two-thirds vote of the total voting membership of the Board at any Board meeting, provided that written notice of the change is given two weeks prior to the meeting.

ADDENDUMS

1. Just cause for absence from alumni meetings shall include, but not be limited to:
 - ~ Personal illness or injury which restricts travel or activity of the Director
 - ~ Death of an immediate family member of the Director
 - ~ Assigned work schedule for which Director is unable to change
 - ~ Guard or reserve military obligation
 - ~ Response to emergency situations related to employment or volunteer activity such as
 - fire, police, EMT, Public Works, Medical
 - ~ Hazardous or inclement weather occurring at the Director's location or between said location and SRU; In this situation, all attempts should be made to utilize video and teleconferencing technology to participate in the meeting.

2. Key Alumni Association events include:
 - ~ Alumni Weekend
 - ~ Homecoming
 - ~ Annual Scholarship and Awards Dinner

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