

BYLAWS OF THE AUBURN ALUMNI ASSOCIATION, INC.

MISSION STATEMENT

The Auburn Alumni Association is dedicated to enhancing the engagement and connection of all Auburn University alumni and friends.

ARTICLE I

Name

The name of the Association is the “Auburn Alumni Association, Inc.” (hereinafter sometimes called “Association”).

ARTICLE II

Purposes

The purposes of the Association are: to promote the growth, progress, and general welfare of Auburn University; to foster mutually beneficial relationships between Auburn University and its alumni and friends; to foster and encourage improved educational enterprises, programs and services of Auburn University; to enhance the general welfare of Auburn University through the formation, implementation, and management of development programs; to solicit and encourage alumni and friends of Auburn University to make gifts, devises, bequests and contributions of whatsoever nature to the Auburn University Foundation, Auburn University, and/or the Auburn Alumni Association to perpetuate the traditions, purposes, growth and progress of Auburn University.

ARTICLE III

Registered Agent and Principal Office

Section 1. Registered Agent. The Association shall at all times maintain on file with the office of the Secretary of State of the State of Alabama, the name of its registered agent, and the address of its registered office, in all respects as required by the Alabama Nonprofit Corporation Act. The successive registered agents and registered addresses shall be designated by resolutions of the Board of Directors (hereinafter the “Directors”) as defined in Article VII herein. The Directors shall customarily designate as the registered agent the person who holds the office of Executive Director and as the registered address for the Association the principal office of the Association.

Section 2. Principal Office. The principal office of the Association shall be located on or near the campus of Auburn University.

ARTICLE IV
Seal

The Directors shall provide a suitable corporate seal for use by the Association.

ARTICLE V
Members

Section 1. Classes of Membership. The membership of the Association shall consist of four classes namely: “General Members”, “Contributing Members”, “Associate Members”, and “Honorary Life Members”.

A. General Members. General Members shall be graduates of Auburn University and its predecessors. There are no membership contribution requirements. General Members are not voting members of the Association.

B. Contributing Members. Contributing Members shall be all graduates of Auburn University and its predecessors who have paid their Life Membership contributions, become a Sustaining Life Member, or who are current in payment of their annual contributions to the Association. All past regularly registered students of Auburn University and its predecessors who have remained a student at Auburn University as long as one quarter or semester and who are current with their membership contributions to the Association are also considered contributing members. Each Contributing Member shall be entitled to one vote on all matters brought properly before the Members of the Association.

C. Associate Members. Associate Members shall consist of individuals who have never attended Auburn University or have not fully met the specified requirements for Members but pay and are current in paying their contributions to the Association. Associate Members are not voting members of the Association.

D. Honorary Life Members. Honorary Life Members shall consist of those elected to such status by the Association in recognition of outstanding and meritorious services to Auburn University, the Association, the State of Alabama, or the United States of America. A resolution honoring a person as an Honorary Life Member must be passed by majority vote of the Directors. Honorary Life Members are not voting members of the Association.

ARTICLE VI
Meetings of Members

Section 1. Annual Meeting. The Annual Meeting of the Members of the Association shall be held during Homecoming week at such place and at such specific time as may from time to time be designated by the Directors for the purpose of such business as may and should properly be brought before the meeting. If, however, the date of Homecoming is set before October 1 or after October 31, the board may select an alternative date for its annual meeting to align with the association's fiscal year more closely. Notice of the time and place of the Annual Meeting shall be served upon each Member of record by mail, email and/or by publication in any official Association communication (electronic or print) and/or by posting on the Association website no fewer than ten (10) days before the meeting of the Association.

Section 2. Special Meetings. Special meetings of Members may be held upon call of the President of the Association or a majority of the voting Directors at such place as may be stated in the notice thereof and at such time and for such purpose as may be stated in the notice.

Section 3. Notice of Special Meetings. Notice of the time, place, and purpose of each special meeting of Members shall be served by mail, email and/or by publication in any official Association communication (electronic or print) and/or by posting on the Association website upon each Member of record no fewer than ten (10) days before the meeting of the Association, provided that no notice of adjourned meetings need be given. If mailed, the notice shall be sufficient if contained in an Association publication of general distribution and any mailing shall be directed to each Member entitled to notice at his/her address and/or his or her email address as it appears on the membership book or records of the Association unless he/she shall have filed with the Executive Director a written request that notices intended for him/her be mailed to some other address, in which case it shall be mailed to the address designated in such request. It shall be sufficient for one notice to be mailed to two or more Members living at the same address.

Section 4. Quorum for Meetings of Members. At least forty (40) Contributing Members of the Association present in person and/or participating via video/audio platforms to meet accessibility requirements, shall constitute a quorum at all meetings of Members. If there is no such quorum, a majority of Members present or represented may adjourn the meeting from time to time to a further date without further notice other than the announcement at such meeting, and when a quorum shall be present upon such adjourned day, any business may be transacted which might have been transacted at the meeting as originally called.

Section 5. Conduct of Meetings of Members. Meetings of the Members shall be presided over by the President of the Association, or if he/she is not present, by the Vice President; if neither the President nor Vice President can attend, the President will designate a chairman of the meeting from the Directors. The Secretary of the Association or a person designated by the Secretary shall act as secretary of the meeting, and the meetings shall follow procedures contained in the latest revision of Robert's Rules of Order, except to the extent that they may conflict with these Bylaws.

ARTICLE VII
Directors

Section 1. Number and Qualification. The Directors shall consist of not more than twenty-six (26) members and not less than sixteen (16) members, including ex-officio members, and all officers, including President, Vice President, and Treasurer. Each Director must be a Contributing Member who has paid their Life Membership Contribution to the Association as defined in Article V(1)(B). The exact number of Directors who shall serve on the Association's Directors shall be fixed from time to time by the action or resolution of a majority of the Directors then in office. The property, business, and affairs of this Association shall be managed by its Directors. All of the elected Directors shall have reached the legal age of majority in the State of Alabama, and all shall be Sustaining Life Members of the Association during their term as a Director.

Section 2. Ex-Officio Members. The Executive Director of the Association, the President of Auburn University or Chief Executive Officer of Auburn University, the Chair of the Auburn University Foundation, the Senior Vice President for Advancement, the Chief Financial Officer of Auburn University, and the Assistant Treasurer of the Association, shall be non-voting Directors during their respective terms of office. The Immediate Past President of the Association shall be a non-voting Director.

Section 3. Voting Directors' Election and Term of Office. The voting Directors shall be selected as follows:

A. President and Vice President. The President of the Association and the Vice President of the Association shall be elected as stated in Article XI and serve as voting Directors of the Association. The President of the Association and Vice President of the Association shall be formally introduced at the applicable Annual Meeting which signifies the beginning of their term.

B. Voting Directors. The voting Directors shall consist of sixteen (16) members who shall be elected as provided in Article XI and begin their term at the next Annual Meeting following their election. Four (4) Directors shall be elected annually for terms of four (4) years from the date of the Annual Meeting at which their term begins. All shall hold office for the term so elected and until their successors have been elected. These elected Directors shall be voting members.

C. Treasurer. The Treasurer of the Association shall be elected as stated in Article VIII(C) herein and shall be a voting Director of the Association.

Section 4. Vacancies of Voting Directors. A vacancy of the Directors (other than President, Vice President, or Treasurer) may be filled by vote of a majority of the continuing voting Directors, provided that there are ten (10) or more such continuing Directors. If there be fewer than ten (10) continuing Directors at the time of such vacancy, the Directors shall call a Special Meeting of the Members of the Association for the purpose of electing persons to fill all such vacancies then existing on the Directors. A vacancy may remain unfilled if ten (10) or more elected Directors are still serving. Each Director elected to fill a vacancy shall serve the remaining portion of the unexpired term or until his/her successor is elected and qualified.

Section 5. Removal from Office of Voting Directors. Any voting member of the Directors who fails to attend more than five (5) consecutive regular or Special Meetings of the Directors shall be considered as being automatically removed from the Directors, unless the remaining Directors by the affirmative vote of a majority thereof, determine that the absences of said Director were reasonable under the circumstances, in which event the absences shall be deemed waived. Any Director may be removed at any time with or without cause by vote of two thirds (2/3) majority of the voting Directors.

Section 6. Executive Committee. The Directors shall have an Executive Committee consisting of the President of the Association, Vice President of the Association, Treasurer of the Association, Immediate Past President of the Association, Executive Director of the Association, and the chairs of the committees of the Directors. The Immediate Past President of the Association and Executive Director of the Association shall serve as ex-officio members of this committee. The Executive Committee shall be empowered to act in emergencies upon the vote of 2/3 of the membership of the Executive Committee.

Section 7. Annual Meeting of the Directors. The Annual Meeting of the Directors shall be held on or near the campus of Auburn University the same weekend of the Annual Meeting of Members of the Association and no notice shall be required of the Annual Meeting of the Directors.

Section 8. Regular Meetings of the Directors. Regular meetings of the Directors shall be held at a time established by the President in coordination with the Executive Director.

Section 9. Special Meetings of the Directors. Special Meetings of the voting Directors may be called by the President or by four (4) voting Directors to be held at any place within or without Alabama, at the hour designated, but notice of the time and place of such meeting shall be transmitted to each voting Director at his/her last known place of residence via electronic mail at least five (5) days before the time of the meeting. Such notice shall state the special purpose for the meeting. A majority of voting Directors may waive the five-day notice.

Section 10. Quorum. A majority of all the voting Directors shall constitute a quorum for the transaction of business at all meetings of the Directors.

Section 11. Conduct of Meetings. Meetings of the Directors shall be presided over by the President of the Association, the Vice President of the Association, or if he/she is not present, by the President's designate from the Directors. The Secretary, or a person designated by the Secretary, shall act as secretary of the meeting.

ARTICLE VIII Officers

The officers of the Association shall include a President, a Vice President, the Executive Director, a Secretary, a Treasurer, an Assistant Treasurer, and such other officers as the Bylaws shall state. All officers shall be Life Members of the Association.

Section 1. Election or Appointment. The officers of the Association shall be elected or appointed in the following manner:

- A. *President and Vice President.* The President and Vice President of the Association shall be elected as stated in Article XI and begin their term at the Annual Meeting of the Association.
- B. *Executive Director.* The Vice President for Alumni Affairs of Auburn University (or person holding the equivalent position with Auburn University) shall be the chief administrative officer of the Association unless two-thirds (2/3) of the voting Directors elect to employ a different person to serve as Executive Director of the Association.
- C. *Treasurer.* The Directors of the Association shall elect a Treasurer of the Association, who shall serve at the pleasure of the Directors and shall participate as a voting Director. The treasurer shall be appointed for a term of up to five (5) years from the date of the Annual Meeting at which their term begins.
- D. *Assistant Treasurer.* The Directors shall elect an Assistant Treasurer, who shall serve at the pleasure of the Directors. The Assistant Treasurer shall be the controller of the Association. The Assistant Treasurer shall be a non-voting member of the Directors.
- E. *Secretary.* The Secretary of the Association shall be the Executive Director.
- F. *Other Officers/Agents.* The Directors of the Association may also appoint such other officers and agents as they may deem necessary for the transaction of the business of the Association.

Section 2. Term of Office of President and Vice President. The term of President and Vice President shall be one (1) two-year term from the Annual Meeting at which their selection was announced or until their respective successors are chosen, but any officer may be removed from office by the Directors by the affirmative vote of a two thirds (2/3) majority of the voting Directors then in office.

Section 3. Vacancies. A vacancy occurring prior to the expiration of the term of the position of President shall be filled by the Vice President. A vacancy prior to the expiration of the term of the Vice President shall be filled by vote of a majority of the elected voting Directors. Each officer elected to fill a vacancy shall serve the remaining portion of the unexpired term or until his/her successor is elected and qualified. The election of a member of the Directors to fill the un-expired term of the Vice President shall not be deemed to create a vacancy on the Directors nor affect that Director's term as a member of the Directors. Vacancies in un-elected positions shall be filled as stated in Section 1 of this Article.

ARTICLE IX

Duties of Officers

Section 1. President. The President shall preside at the Annual Meeting, at all meetings of the Directors, and any Special Meetings of the Association. He/she shall work with the Executive Director to see that the program of work is carried out as approved by the Directors. He/she shall serve as chief executive officer of the Association and perform such other duties as usually pertain to the office of President including executing legal documents on behalf of the Association. The President shall serve as an ex-officio member of all committees of the Directors with the right to vote, except that the President shall not vote in the Nominating Committee's selection of nominees for the offices of President and Vice-President as defined and expressly set forth in Article XI (1).

A. Chairperson in Absence of President. The President may appoint the Vice President or a member of the Directors to act in his/her position at such times as may be required, except for such action as may legally require the President to act.

B. Committee Appointments. The President shall appoint such committees as may be required with the approval of the Directors. Any committee appointments made by the President shall be subject to ratification by a majority of the voting Directors.

Section 2. Vice President. The Vice President shall assist the President in carrying out the programs and activities of the Association at the discretion of the President. The Vice President shall serve in the absence of the President of the Association and with the same powers and duties as the President of the Association when serving in his/her absence.

Section 3. Executive Director. The Executive Director of the Association shall be the chief administrative officer of the Association and shall be charged with the administration of the day-to-day affairs of the Association and its principal office. He/she shall implement directives of the Directors in accordance with Auburn University policies and procedures and shall support the missions and goals of the Association and Auburn University. As long as the Executive Director is an employee of Auburn University assigned to serve the Association, in the event that a conflict exists between directives from the President or Chief Executive Officer of Auburn University and the President and/or Directors of the Association, the Executive Director shall notify the chief executive officers of Auburn University and the Association for their resolution of the conflict. He/she shall issue notices of all meetings of the Association and shall attend such meetings. He/she shall prepare and keep appropriate records of all alumni of Auburn University and its predecessors. He/she shall have custody of all the equipment and properties of the Association. He/she shall (i) collect all contributions of the members of the Association; (ii) solicit; and (iii) accept all contributions, grants, trusts, and gifts to the Association and its special funds; and (iv) deposit these contributions, grants, trusts, and gifts with the Assistant Treasurer. He/she shall be responsible for the financial records of the Association and all special funds and the system(s) for efficient financial administration. He/she shall perform such other duties as are incident to this office. The Executive Director shall be placed under such bond as the Directors may require and shall be required to present at each Annual Meeting for audit by the Association a complete financial statement of the funds and property in his/her custody. The Executive Director shall also act as Secretary at all meetings of the Association. It shall be his/her duty to keep a permanent record of its proceedings.

Section 4. Treasurer. The Treasurer shall have complete access to all Association financial records which shall be maintained by the Assistant Treasurer. The Treasurer shall review the financial records of the Association and make recommendations from time to time regarding the finances of the Association. The Treasurer shall be available for consultation with the Assistant Treasurer on an as needed basis. In addition, the Treasurer will review the internally generated financial statements prepared by the Assistant Treasurer of the Association and the financial statements of the Association prepared by the Association's independent accountants. The Treasurer may authorize the Assistant Treasurer to act in his/her behalf at such time as the Treasurer may require.

Section 5. Assistant Treasurer. The Assistant Treasurer of the Association shall perform all duties delegated by the Treasurer and the Executive Director. The custody of all funds of the Association, and of all gifts and contributions of whatsoever nature, shall be the duty and responsibility of the Assistant Treasurer of the Association. The Assistant Treasurer of the Association shall keep all funds in his/her charge separate and in an official depository approved by the Directors of the Association. He/she shall pay out money for the Association by checks, signed by himself/herself as Assistant Treasurer, only upon vouchers signed by the Executive Director, or by another person designated by the Executive Director, and in accordance with the Bylaws of the Association.

Section 6. Other Duties. All officers shall perform such other duties as may be assigned to them by the Directors, and the Directors may delegate any of the duties enumerated above to other qualified individuals.

ARTICLE X

Fiscal Matters

Section 1. Fiscal Year. The fiscal year of the Association shall be from October 1 to September 30 or shall coincide with the fiscal year of Auburn University.

Section 2. Contributions. The annual contributions of the Association shall be determined from time to time by the Directors.

Section 3. Contracts. The Directors may authorize any officer or officers, agent or agents, in addition to the officers so authorized by the Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances. Contracts and instruments executed outside of the regular course of business of operating the Association shall be approved by a majority vote of the Directors and executed by the Executive Director and attested by the Secretary or Treasurer under the seal of the Association.

ARTICLE XI
Selection Process for Officers and Directors

Section 1. Nominating Committee. As soon as practicable after a President of the Association takes office, he/she shall appoint the Nominating Committee to consist of the Immediate Past President of the Association, the President of the Association, five other voting Directors and the Executive Director. The Immediate Past President shall serve as a voting member and chairperson of the Nominating Committee of the Association. The Executive Director shall serve as an ex-officio, non-voting member. However, any person being considered for nomination to any position being considered by this committee shall recuse themselves from all deliberations and voting of the Committee relating to themselves. The President may fully engage and participate in all discussions and deliberations of the Nominating Committee, including discussions and deliberations relating to candidates for President and Vice President; however, the President shall not vote in the selection of nominees for the offices of President and Vice-President. Appointments to the Nominating Committee by the President must be ratified by a majority vote of the elected Directors. Said ratification may be conducted by mail, or email to avoid the necessity of a formal meeting.

Section 2. Duties of Nominating Committee. It shall be the duty of the Nominating Committee to nominate one candidate for President, Vice President, and each of the vacancies on the Directors. Candidates for President and Vice President must be current or former Auburn Alumni Association Board of Directors elected by the Members. All candidates must be a Contributing Member of the Association who have paid their Life Membership Contribution and otherwise comply with the requirements of a "Contributing Member" as set forth in Article V(1)(B) herein. In selecting nominees for service as Officers or Directors of the Association, it shall be the duty of the Nominating Committee to solicit names from all alumni and friends of Auburn University. The Nominating Committee shall also nominate candidates to fill vacancies for unexpired terms as well as nominate candidates for Treasurer. Solicitations for nominations shall also be posted on the Association website. The Nominating Committee shall establish a timeline to ensure that the notice requirements set forth in this Article will be met.

It shall also be the duty of the Nominating Committee to appoint or reappoint representatives of the Association to serve on the Auburn University Board of Trustee appointing committee established by the Alabama Constitution.

Section 3. Report of the Nominating Committee. The Nominating Committee shall submit its nominations to the Directors for ratification by a simple majority. Said ratification may be conducted via mail, email, or other means to avoid the necessity of a formal meeting. Once approved by the Directors, the Directors shall announce the nominations to the Members by publishing them, along with a biography on each nominee, on the Association website and by mail or by publication in an official Association publication. At the time of the announcement, the

Members shall be advised of the provisions of Section 4 of this Article.

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Section 4. Nominations from Members at Large. Contributing Members may propose other candidates for any position provided that (1) the name and a biography of their proposed candidate is submitted in writing to the Secretary of the Association by the time specified in the notice which can be no sooner than thirty (30) days from the day of the announcement; (2) the submission specifies which candidate submitted by the Directors the new candidate opposes; (3) the submission bears the new candidate's signed consent; and (4) the submission of the new candidate contains the signed endorsement of at least seventy-five (75) Contributing Members. Mail or email transmissions of this information will be accepted.

Section 5. Automatic Selection of Nominees. If no nominations are received from Contributing Members pursuant to Section 4 of this Article opposing a candidate proposed by the Nominating Committee and approved by the Directors, the unopposed candidate(s) shall be deemed automatically elected effective as of the next Annual Meeting.

Section 6. Contested Elections. If nominations are received from Contributing Members which comport with Section 4 of this Article, then on or before forty-five (45) days before the Annual Meeting, there shall be mailed to the Contributing Members and/or published in an official Association publication a ballot containing the names and biographies of the opposed candidate(s) nominated by the Directors, as well as the names and biographies of the competing candidate(s) nominated pursuant to Section 4 from the Contributing Members. Each Contributing Member shall be entitled to cast one vote on each matter presented by written ballot. No ballot shall be deemed operative until signed by the Member and received by the Association at least by 5 p.m., central time, ten (10) calendar days prior to the Annual Meeting. Mail, or email copies of ballots shall be accepted. The Secretary or a designee of the Secretary shall count and certify the votes and notify all candidates of the results prior to the Annual Meeting. The results of the Contested Election shall be announced at the Annual Meeting, posted on the Association website and published in the next issue of an official Association publication.

ARTICLE XII Indemnification

The Association shall, to the full extent allowed by, permissible under and provided for by the Laws of Alabama, indemnify any individual made a party to a proceeding because such individual is or was a Director or Officer of the Association against liability and reasonable expenses incurred in the proceeding in accordance with the provisions of the Alabama Nonprofit Corporation Code (or the future provisions of any future Alabama law governing indemnification of officers and directors of a nonprofit Corporation).

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ARTICLE XIII
Conflicts of Interest

The Directors shall be authorized to adopt a policy governing conflicts of interest between the Association and its Officers, Directors and staff, and such other persons as it deems appropriate, which policy shall at all times comply with Alabama Nonprofit Corporation Code (or the future provisions of Alabama law governing conflicts of interest between a nonprofit corporation and its officers and directors). In lieu thereof, the Directors of the Association shall adhere to the same conflict of interest policy governing the Auburn University Board of Trustees.

ARTICLE XIV
Amendments

Section 1. Proposal of Amendment(s). Amendment(s) to the Bylaws shall be proposed only by a majority of the elected Directors present at a Regular, Special or Annual Meetings of the Directors.

Section 2. Notice of Proposed Amendment(s). Once approved by the Directors, the Secretary shall immediately post the entire verbatim proposed amendments on the Association website and shall mail, email and/or publish in any official Association communication (electronic or print) an accurate summary of the proposed amendment(s) to Members at least ten (10) days prior to any Annual Meeting or Special Meetings of the Members called for the purpose of amending the Bylaws.

Section 3. Adoption of Amendment(s). A two-thirds (2/3) majority of Members of the Association present at any Special or Annual Meeting may adopt amendments to the Bylaws. No amendments to the Bylaws may be proposed from the floor.

ARTICLE XV
Auburn Clubs and Affiliates

Section 1. Local Auburn Clubs. The Association shall organize, coordinate, promote, and support local Auburn Clubs, to provide a medium through which the individual members of the Association and loyal friends of Auburn University contribute to the objectives and purposes of the Association.

Auburn Alumni Association Bylaws

Section 2. Application. Any alumni group desiring a charter as a local Auburn Club shall first apply to the Office of Alumni Affairs – Auburn Clubs and Affiliates Program, as designated by the Executive Director of the Association. Upon receiving such application, the Office of Alumni Affairs – Auburn Clubs and Affiliates Program shall conduct an organizational meeting in the given city, county, or area which will create the framework for an informal Auburn Club. After thorough review of the club’s activities by the Executive Director and the establishment of the club’s bylaws, the charter may be issued for a formal Auburn Club.

Section 3. Name. Each local Auburn Club shall be known as the (name of city, county, area or interest to be inserted) Auburn Club.

Section 4. Membership. Members of an Auburn Club must be Members of the Association. Membership dues to the local club are not permitted.

Section 5. Governing Guidelines. Before a local Auburn Club may be chartered, it must have its own bylaws, subject to the terms, provisions, and restrictions of the bylaws of the Association. A local Auburn Club must follow the guidelines and commitments established by the Auburn Alumni Association Auburn Clubs Committee, which are reviewed annually.

Section 6. Officers. Local clubs are authorized to elect officers and engage in such activities as will further the aims and purposes of the Association. The local Auburn Club President, Vice-President, Secretary, and Treasurer, as applicable, shall be a Contributing Member or an Associate Member of the Association.

Section 7. Surrender of Charter. If any or all of the provisions of this policy are not fully complied with, then at the discretion of the Executive Director, such club may lose its right to be chartered.

Section 8. Auburn Alumni Affiliates. The Association shall recognize, coordinate, and support Auburn Alumni Affiliates. These affiliate groups offer a platform for Auburn University alumni and loyal friends with similar interests and common bonds to connect and network beyond the traditional geographic club structure as well as contribute to the objectives and purposes of the Association.