

UNIVERSITY OF THE DISTRICT OF COLUMBIA NATIONAL ALUMNI SOCIETY BYLAWS

ARTICLE I NAME

Section 1. Name

The official name of this organization shall be the University of the District of Columbia National Alumni Society, hereinafter referred to as (“UDCNAS”) or (“the Society”).

ARTICLE II PURPOSE AND MISSION

Section 1. Mission

In consistency with mission of the University of the District of Columbia, hereinafter (“UDC” or “University”), the mission of UDCNAS is to advocate for and support the alumni of UDC for the benefit of UDC and in furtherance of the Society’s purposes.

Section 2. Purposes

2.1 To plan, organize, lead, and execute fundraising activities, which shall inure to the benefit of UDC.

2.2 To promote the values and interests of alumni through outreach activities.

2.3 To gather, cultivate, and preserve the legacy of UDCNAS and its role in supporting UDC.

2.4 To perpetuate the history and memories of UDC and its predecessor institutions, UDCNAS will conduct itself to preserve the history of UDC and its predecessor institutions and to encourage and assist the growth and development of the University.

2.5 To plan and execute programs or events, on its own or in conjunction with the University, to promote enrollment and retention of students at the University.

ARTICLE III MEMBERSHIP

Membership within UDCNAS shall be as follows:

Section 1. Eligibility

Alumni: Membership will be open to all alumni holding an academic degree, diploma, or certificate awarded by UDC, or its predecessor institutions, including the David A. Clark School of Law and its predecessor. Also included are all persons who were enrolled in classes (for credit) who attended UDC or its predecessors for at least one semester, including summer sessions, and left in good standing.

Section 2. Categories of Membership

2.1 Active Members: Active Members are those members who have met the eligibility requirements established in Section 1 for Eligibility, and who meets the requirements set forth in this section. An Active Member in good standing has the privilege of voting. Active Members are also eligible to hold any position as a member of the Board of Directors (“the Board”), as an elected or appointed Officer, and as a Committee Chair. To maintain good standing, an Active Member shall be required to:

- 2.1.1. meet all financial obligations, to include payment of regular dues when imposed and in the amounts set by the Board of Directors in its published guidelines. The Board of Directors has the right to increase or decrease membership dues based on the needs of the Society;
- 2.1.2. perform satisfactory volunteer service to satisfy requirements outlined by the Membership Committee in its published guidelines;
- 2.1.3. consistently support UDCNAS-sponsored and UDCNAS-hosted events including through regular attendance—if able, assistance—monetary and otherwise, and positive promotion of all events, within guidelines set by the Membership Committee; and
- 2.1.4. attend, at a minimum, the Regular Biannual meetings, virtually or in person, within the Society’s fiscal year, between July 1 and June 30.

2.2 Inactive Members: Inactive members are those members who have met the eligibility requirements established in Section 1 for Eligibility and pays regular dues when imposed and in the amounts set by the Board of Directors (“the Board”) in its published guidelines. An Inactive Member in good standing has the privilege of voting. Inactive Members are not eligible to hold any position as a member of the Board, as an elected or appointed Officer, and as a Committee Chair. An Inactive Member is in good standing only when that member is not delinquent in the fulfillment of their financial obligations to UDCNAS.

2.3 Lifetime Members: Not affecting the Lifetime Membership status and privileges of members who attained such status prior to the effective date of this section, Lifetime Membership shall be granted to any alumni, in good standing, who pay the required fee as set by UDCNAS Board of Directors. The Board of Directors shall have the right to change the fee structure.

2.4 Emeritus Membership: Emeritus Membership shall be granted upon written request to the Board of Directors, to any Lifetime or Active Member who has reached the age of sixty-two (62) years or older, and who has requested Emeritus Membership. Upon being granted Emeritus Membership, the member shall no longer have a dues requirement to UDCNAS. An Emeritus Member in good standing has the privilege of voting. An Emeritus Member is in good standing when the member consistently supports UDCNAS-sponsored and UDCNAS-hosted events including through regular attendance, assistance, or positive promotion of all events, within guidelines set by the Membership Committee; and attend, at a minimum, the Regular Biannual meetings within the Society’s fiscal year, between July 1 and June 30.

Section 3: Membership Privileges

3.1 Member Privileges: All members, including inactive members, are eligible to attend regular UDCNAS Board meetings and other meetings, attend UDCNAS events, and volunteer to serve on committees and subcommittees. All members will be eligible for additional privileges from time to time as provided by the Board of Directors in its published guidelines.

3.2 Special Privileges: The Board of Directors has the discretion to decide which membership group(s) is eligible for additional privilege(s), if any.

Section 4: Resignation, Removal, and Reinstatement

4.1 Resignation: Any member in good standing deciding to resign as a member of the Society must submit written notice of their intent to resign to the Chair of the Membership Committee. Members who resign will not be refunded any dues already paid.

4.2 Removal: Any member may be removed by the Board of Directors by a majority vote favoring removal for any of the following reasons:

- (a) Delinquency in payment of any dues associated with their membership.
- (b) Failure to fulfill any obligations as specified in their respective membership classification.
- (c) Any conduct deemed injurious to the interest, character, or welfare of the Society and UDC.

4.2.1. The Chair of the Membership Committee shall bring all removal requests to the President, who will bring the matter before the Board of Directors for a vote. In the case of a vote for removal, the accused member shall receive written notice of the charge proffered against the member at least thirty days prior to the vote. Upon written request not more than ten (days) after notice was sent to the accused member, the member shall be given a hearing before the Board prior to any vote on the removal request. At any removal hearing, the accused member shall present evidence to defend against the allegation(s) against the member. If an accused member chooses not to request a hearing, the member may submit any written evidence the member wishes for the Board to consider before taking the vote no later than seven (7) days before the Board votes on the removal.

4.3 Reinstatement: Any member, having resigned in good standing or having been removed, must submit written request to be reinstated to the Chair of the Membership Committee in order to be considered for reinstatement.

- 4.3.1. If the member resigned in good standing, the member can be reinstated with a majority vote of the Membership Committee.
- 4.3.2. Members who were removed can submit a request to be reinstated no sooner than one year from their date of removal to the Chair of the Membership Committee. The request will be voted on in the Membership Committee and if the majority votes in favor of reinstatement, the Chair of the Membership Committee shall submit the removed member's request to be reinstated to the President of the Society along with the Committee's recommendation for reinstatement. Notwithstanding a recommendation for reinstatement from the Membership Committee, only the Board of Directors has the authority to approve the removed member's request by majority vote.

ARTICLE IV GOVERNANCE

Section 1: Board of Directors (the “Board”)

1.1 Authority of the Board of Directors: UDCNAS is the officially recognized non-profit alumni organization of the University of the District of Columbia. Official recognition is granted to UDCNAS by the University pursuant to DC Law. The Board of Directors is the policymaking and overseeing body of UDC National Alumni Society (“UDCNAS”) and may exercise all the powers and authority granted to it by the Bylaws, the Articles of Incorporation, or DC Law.

1.2 Board Composition: UDCNAS shall be governed by:

- (a) four (4) elected Officers of the Society (the President, Vice-President At-Large, Treasurer, and the Recording Secretary),
- (b) the immediate past president of the Society shall serve for one year after leaving office—if able and willing to serve,
- (c) four (4) members of the UDC Board of Trustees, to include the three (3) Alumni Representatives on the UDC Board of Trustees,
- (d) three (3) appointed Active or Lifetime Members of the Society in good standing who are not already serving in some capacity within the Executive Body, and
- (e) UDC’s Director or Acting Director of Alumni Affairs and Outreach, who shall be an ex-officio member of the Board of Directors (hereinafter, the “Ex Officio Director”), who shall only vote in the event of a tie.

1.3 Board of Directors Duties: The Board of Directors shall have the authority to vote on and decide all matters not otherwise reserved to the Executive Officers, Executive Committee, or members by these Bylaws or UDCNAS Articles of Incorporation. At the first Board meeting of the calendar year, the Board shall elect a chairperson. The chairperson shall preside over all meetings of the Board and be the signatory authority for the Board.

1.4 Removal of Board Directors:

- 1.4.1. Any Director, who is not a member of the UDC Board of Trustees or the Direct of Alumni Affairs, may be removed by the Board of Directors by a majority vote favoring removal for any of the following reasons:
- (a) Being absent from three (3) consecutive regular Board of Directors meetings without adequate excuse, or
 - (b) Any conduct deemed injurious to the interest, character, or welfare of the Society and UDC.
- 1.4.2. Except as provided by subsection 1.4.3 of this section but consistent with subsection 1.4.1 of this section, the Chair of the Board shall request for the removal of a Director. The accused Director shall receive written notice of the proposed removal, which shall proffer the reason for the Director’s proposed removal, at least thirty days prior to the vote. Upon written request, not more than ten (days) after notice was sent to the accused Director, the Director shall be given a hearing before the Board prior to any vote on the removal request. At any

removal hearing, the accused Director shall present evidence to disprove the allegation(s) against the Director. If an accused Director chooses not to request a hearing, the Director may submit any written evidence the Director wishes for the Board to consider before taking the vote no later than seven (7) days before the Board votes on the removal. If the removal concerns the Chair of the Board, the Director of Alumni Affairs shall request their removal.

1.4.3. Removal due to Vote of No Confidence by the Membership: Active, Inactive, and Lifetime Members can request for the removal of any Director who fails to abide by the provisions of these Bylaws by petition bearing the names and signatures of at least 60% of voting Society members. The Board of Directors shall conduct removal proceeding as outlined in subsection 1.4.2 of this section.

1.5 Resignation: Any Director may elect to resign their position on the Society's Board. A Director shall submit written notice of their intent to resign to the Corresponding Secretary and the Director of Alumni Affairs, who will share the notice electronically with the remaining Board of Directors. At the discretion of the Board of Directors, a special meeting of the Society may be called to notify the membership of the resignation. In the absence of a special meeting, the Board of Directors shall provide written electronic notice of the Director's resignation to the membership.

1.6 Term of Office: Except the Director of Alumni Affairs and the four members of the Board of Trustees, each Director shall be elected or appointed to the Board of Directors to serve a term of no more than three (3) years. Directors who are not members of the Board of Trustees or the Director of Alumni Affairs may be reelect to serve additional 3-year terms; however, a Director's service shall not exceed eight (6) consecutive years.

1.7 Vacancies: Vacancies existing by reason of resignation, death, incapacity, or removal before the expiration of a Director's term shall be filled by a well-qualified candidate, whose appointment shall be in alignment with the composition of the Board as detailed in these Bylaws. The Board shall approve any such appointment by majority vote. A Director elected to fill a vacancy shall be elected for the unexpired term of that Director's predecessor in office. In the event of a tie vote, the Director of Alumni Affairs' vote shall be the tiebreaker in electing the succeeding Director.

Section 2: Executive Body

2.1 Executive Body Composition: The Executive body shall consist of the elected and appointed officers of UDCNAS, as outlined in the Bylaws.

2.2 Executive Duties: It shall be the duty of the Executive Body to conduct all business of their office as described in these Bylaws.

2.3 Removal from Office: Any executive officer may be removed by the Board of Directors by a majority vote favoring removal for any of the following reasons:

- (a) Delinquency in payment of any dues associated with their membership in the Society,
- (b) Failure to fulfill any obligation or responsibility of their office or role,
- (c) Being absent from three (3) consecutive regular Executive Committee meetings at which their presence was required, without adequate excuse,
- (d) a Vote of No Confidence by the Active, Inactive, and Lifetime Membership, or
- (e) Any conduct deemed injurious to the interest, character, or welfare of the Society and

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- 2.3.1 Except as provided in subsection 2.3 of this section, the President shall request for the removal of an Executive Officer. The Officer shall receive written notice of the proposed removal, which shall proffer the reason for the Officer's proposed removal, at least thirty days prior to the vote. Upon written request not more than ten (days) after notice was sent to accused officer, the officer shall be given a hearing before the Board prior to any vote on the removal request. At any removal hearing, the accused officer shall present evidence to defend against the allegation(s) against the officer. If an accused officer chooses not to request a hearing, the officer may submit any written evidence the officer wishes for the Board to consider before taking the vote no later than seven (7) days before the Board votes on the removal. If the removal concerns the President, the Director of Alumni Affairs shall request removal.
- 2.3.2 Removal due to Vote of No Confidence by the Membership: Active, Inactive, and Lifetime Members can request for the removal of any Officer who fails to abide by the provisions of these Bylaws by petition bearing the names and signatures of at least 60% of voting Society members. The Board of Directors shall conduct removal proceeding as outlined in subsection 2.3.1 of this section.

2.4 Resignation: Any executive officer may elect to resign their position on the Society's Executive Body. An Officer shall submit written notice of their intent to resign to the President to be shared electronically with the remaining Executive Body. At the discretion of the President, a special meeting of the Society will be called to notify the membership of the resignation. In the absence of a special meeting, the President shall provide written notice of the officer's resignation to the membership. If the President elects to resign their position, the president shall submit written notice of their intent to resign to the Director of Alumni Affairs.

2.5 Term of Office: Each Officer shall be elected or appointed to the Executive Body to serve a term of no more than three (3) years. Each Officer may be reelect to serve additional 3-year terms; however, an Officer's service shall not exceed eight (6) consecutive years.

- 2.5.1 If the position of the President becomes vacant by reason of resignation, death, incapacity, or removal before the expiration of the President's term, the role of the President shall be filled by the Vice-President-at-Large, who will hold the position for the remainder of their predecessor's term. A special election will be held to fill the position of Vice-President-at-Large for the remainder of their term.
- 2.5.2 Except the President, all other officer vacancies existing by reason of resignation, death, incapacity, or removal before the expiration of an officer's term, shall be filled by a well-qualified candidate by election or appointment. Any appointment shall be approved by the Board by majority vote. In the event of a tie vote, the Director of Alumni Affairs' vote shall be the tiebreaker in electing the succeeding officer. An officer elected or appointed to fill a vacancy shall be elected or appointed for the unexpired term of that Officer's predecessor in office.

Section 3. The Role of the Director of Alumni Affairs

As the Ex-Officio member of the Board of Directors, the UDC Director of Alumni Affairs' involvement in the governance and operations of UDCNAS is limited to the provisions in these Bylaws and any applicable District of Columbia Law.

Section 4: Rules of Order

Robert's Rules of Order (newly revised) shall govern all proceedings of all Board, executive committee, regular, and special meetings, unless otherwise noted in these Bylaws.

Section 5: Conformity to Law

If any provision of these Bylaws shall be contrary to law, such provision shall not be applicable, performed or enforced, except to the extent as permitted by law.

ARTICLE V OFFICERS AND DUTIES

Section 1: Officers

1.1 Officers: The elected Officers shall be the President, the Vice President-at-Large, Regional Vice-President (where applicable), Treasurer, Financial Secretary, Recording Secretary, Corresponding Secretary, and Sergeant-at-Arms.

1.2 Duties: Officers shall have the following duties:

1.2.1 **The President** is responsible for the management of UDCNAS to include providing leadership to the Board of Directors and Officers, overseeing the function of UDCNAS, and serving as a signatory for UDCNAS. Specified duties include:

Operations:

- (1) Comparing the Society's performance to that of similar organizations.
- (2) Ensuring that the financial structure of the Society will adequately support the current needs and long-range strategy.
- (3) Providing constructive criticism, advice, and comments on any and all aspects of the Society's operation.
- (4) Providing input into the strategic planning and market research initiatives of the Society.
- (5) Working with the Vice President-at-Large to oversee the development of members and membership in UDCNAS and overseeing initiatives around volunteers.
- (6) Holding a minimum of four (4) meetings per year for the Board of Directors and a minimum of twelve (12) meetings of the Executive Committee per year.
- (7) Preside over all Executive Committee meetings.
- (8) Adhering to the Board's Attendance Policy.

- (9) Conduct the appointment of Chairs of all Standing Committees and of Special Committees and a Parliamentarian, when not in conflict with these Bylaws.
- (10) Serving on the UDCNAS Executive Committee, and serving Ex Officio as a member of each other Committee, except for the Nominating Committee.
- (11) Assisting staff at selected alumni activities, on/off campus.
- (12) Maintaining the confidential nature of Executive Committee deliberations and avoiding acting as spokesperson for the entire Board unless specifically authorized to do so by the Chair of the Board.
- (13) Overseeing the production and maintenance of minutes of meetings of the Board of Directors.
- (14) Presenting a report of UDCNAS's work to the Membership at the Annual Business Meeting.
- (15) Overseeing the timely submission of the biennial report required to be filed with the DC Corporations Office, or any other DC requirements for corporate status.
- (16) Ensuring that UDCNAS maintains a registered agent who meets the requirements of the DC Corporations Office.
- (17) Ensuring that UDCNAS maintains its nonprofit tax-exempt status under section 501(c)(3) of the Internal Revenue Code.
- (18) Planning and overseeing UDCNAS events and programming and overseeing the UDCNAS marketing plan.
- (19) Exercising management responsibility for ongoing compliance monitoring to ensure compliance with these Bylaws, the Articles of Incorporation, and applicable laws, including applicable DC laws.
- (20) Responsible for overseeing the development of members and membership in UDCNAS and overseeing initiatives around volunteers.
- (21) Performing other such duties as prescribed by the Board of Directors, the Executive Committee, or the Bylaws of the Society.

Fiduciary:

- (1) Ensuring that the Executive Committee and other committees are adequately informed of the financial condition of the Society and its operation through reports or any other appropriate method.
- (2) Ensuring that published reports properly reflect the operating results and financial condition of the Society.
- (3) Ensuring that the Board has established appropriate policies to define and identify conflicts of interest throughout the Society and is diligent in its administration and enforcement of those policies.

- (4) Approving the findings of any independent audit or internal financial compilation.
- (5) In conjunction with the Treasurer, sign all documents authorizing disbursement(s) of funds.
- (6) Sign all bonds, contracts, or other instruments on behalf of the Society which the Board of Directors has authorized, except where signing and execution of such documents are expressly delegated by the Board of Directors or by these Bylaws, to another officer or agent of the Society, or shall by law be otherwise signed or executed.
- (7) Acting as a signatory for UDCNAS's checks and other financial instruments.
- (8) Being bonded at the expense of UDCNAS.

1.2.2 **The Vice President-at-Large** assists the President in carrying out the responsibilities of the presidency. The Vice President-at-Large serves in the absence of the President; therefore, the Vice-President-at-Large shall stay abreast of all actions by the President on behalf of the Society. The Vice President-at-Large shall perform other such duties as prescribed by the Board of Directors, the Executive Committee, or the Bylaws of the Society.

1.2.3 **The Regional Vice-President** shall oversee the operations of authorized Chapters of UDCNAS in specific regions of the United States of America or in foreign countries. The Regional Vice-President shall keep the Executive Committee and the Board of Directors informed about the activities of regional UDCNAS Chapters and shall coordinate with Chapter presidents to ensure that all funds collected by regional Chapters in excess of Chapter expenditures are provided to UDCNAS. The Regional Vice President shall assist the President and the Vice President-at-Large to perform their duties as prescribed by the Board of Directors, the Executive Committee, or the Bylaws of the Society.

1.2.4 **The Treasurer** is responsible for the financial affairs of UDCNAS to include providing oversight of UDCNAS's Budget, financial activities and reporting, and audits, and serving as a signatory for UDCNAS as authorized. Specified duties include:

- (1) Overseeing UDCNAS's financial activities.
- (2) With the assistance of the President and Financial Secretary, File all necessary tax documents yearly and on time, to maintain the Society's tax-exempt under section 501(c)(3) of the Internal Revenue Code.
- (3) Being trained in UDCNAS accounting procedures and any relevant software prior to assuming duties as the Treasurer, but in no event later than thirty (30) days after assuming such office.
- (4) Collecting and having charge of the funds of UDCNAS and depositing such funds in the designated financial account(s).
- (5) Maintaining an accounting of all funds of UDCNAS including the income and expenditures of UDCNAS.
- (6) Disbursing funds as properly directed by the Executive Committee and Board of Directors.

- (7) Assisting the UDCNAS President and the Executive Committee in preparing the annual report and budgets, including preparing a financial report to present to members at the annual business meeting.
- (8) Serving as the contact person for any independent audit.
- (9) Presenting financial information to the Executive Committee during its regular meetings.
- (10) Answering the Board and Executive Committee members' questions about the financial statement of the Society.
- (11) Assisting the UDCNAS President and Vice Presidents in the development of relevant and meaningful financial reporting tools to aid them in the day-to-day management of Society activities.
- (12) Acting as a signatory for UDCNAS checks and other financial instruments when authorized by the President or the Board of Directors.
- (13) Being bonded at the expense of UDCNAS.
- (14) Performing other such duties as prescribed by the Board of Directors, the Executive Committee, or the Bylaws of the Society.
- (15) Produce the annual financial report of UDCNAS to be published prior to and presented at the spring regular meeting.

1.2.5 **The Financial Secretary** will assist the Treasurer in performing the duties and responsibilities of that role. The Financial Secretary serves in the absence of the Treasurer; therefore, the Financial Secretary shall stay abreast of all actions by the Treasurer on behalf of the Society. The Financial Secretary shall perform other such duties as prescribed by the Board of Directors, the Executive Committee, or the Bylaws of the Society.

1.2.6 **The Recording Secretary** is responsible for overseeing the production and maintenance of records relating to UDCNAS, including supervising the preparation of specific meeting minutes, maintaining the corporate records of UDCNAS, including making all filings required by the District of Columbia, and making UDCNAS records available for inspection by the Board of Directors. Specified duties include:

- (1) Producing the meeting minutes of the bi-annual, quarterly Board, and special meetings of the general memberships.
- (2) Issuing or overseeing issuance of all notices for Board of Directors meetings and Membership Meetings.
- (3) Making or overseeing the making and preservation of a record of all proceedings of the meetings of the members of UDCNAS Board of Directors and the Executive Committee;
- (4) Overseeing the timely submission of the biennial report required to be filed with the DC Corporations Office, or any other DC requirements for corporate status.

- (5) Maintains all UDCNAS records including these Bylaws, the Articles of Incorporation, yearly tax records, and all other documents related to the operation and governance of UDCNAS.
- (6) Performing other such duties as prescribed by the Board of Directors, the Executive Committee, or the Bylaws of the Society.

1.2.7 **The Corresponding Secretary** shall prepare correspondence pursuant to the directions of the Board of Directors and Executive Body, and Executive Committees. Specific duties include:

- (1) Distribution of notices, resolutions, and other documents as necessary to specific persons or the general membership as directed by the Board of Directors and the Executive Committee.
- (2) Ensure that the Society's website is maintained and contains current information about the affairs of UDC and the Society.
- (3) Performing other such duties as prescribed by the Board of Directors, the Executive Committee, or the Bylaws of the Society.

1.2.8 **The Sergeant-at-Arms** shall maintain order in meetings conducted by the Board of Directors and the Executive Body.

ARTICLE VI MEETINGS

Section 1: Board of Directors Meetings

1.1 Training: All newly elected or appointed members of the Board of Directors and Officers shall be required to attend a training retreat to occur annually in July. The agenda, date, and location for this training will be determined and prepared by the incoming President of the Society. Notice of the date and location must be submitted thirty (30) days in advance to all incoming Board Directors and Officers.

1.2 Regular Board of Director Meetings: The Board of Directors shall hold quarterly meetings. The dates for these meetings shall be scheduled not less than thirty (30) days in advance of the meeting date.

Meeting dates shall be selected and agreed upon by a majority vote of the Board of Directors. At the discretion of the Board Chair, meetings can be held in-person, via telephone conference, and or via video conference. Meetings of the Board of Directors shall be open to general members, unless otherwise determined by majority vote of the Board of Directors.

Section 2: Regular UDCNAS Meetings

2.1 The Society's general membership body shall meet with the Board of Directors and the Executive Committee biannually in May and November. The May Meeting shall be designated as a mandatory annual business meeting. Meeting locations, agendas, and meeting times will be determined by the Board of Directors and submitted in writing to the membership no less than thirty (30) days in advance of the meeting date. Meeting materials will be made available electronically by the Corresponding Secretary unless otherwise determined by the Board of Directors. At the discretion of the Society's President, these meetings can be held in-person, via telephone conference, and or via video conference.

Section 3: Executive Meetings

3.1 The Executive Committee shall hold monthly meetings. The dates for these meetings shall be scheduled not less than thirty (30) days in advance of the meeting date.

3.2 Meeting dates shall be selected and agreed upon by a majority vote of the Executive Committee. At the discretion of the President, meetings can be held in-person, via telephone conferencing, and or via video conferencing. Executive Meetings shall be open to general members, unless otherwise determined by majority vote of the Executive Committee.

Section 4: Committee Meetings

4.1 Committees shall meet, at a minimum, monthly. Agendas and meeting space shall be prepared and secured by the appointed committee chair(s). In their absence, all agendas and space shall be prepared and secured by the President or the officer or committee member the President designates to carry out the duties of the chair(s) in their absence. Committee Meetings shall be closed to general members, unless otherwise determined by majority vote of the Committee members. At the discretion of the Committee Chair(s), these meetings can be held in-person, via telephone conferencing, and or via video conferencing.

4.2 Meeting dates and times shall be selected by a majority vote of the respective committee members.

Section 5: Leadership Retreats

The Board of Directors and the Executive Committee shall hold Leadership Retreats twice per year. Once in the fall and one in the spring. The agenda, date, and location for these Leadership Retreats will be determined and prepared by the President of the Society and the Chair of the Board. Notice of the date and location must be submitted thirty (30) days in advance to all directors and elected and appointed officers.

Section 6: Special Meetings

6.1 Special Meeting by the President or the Board of Directors. Special meetings may be called by the Board of Directors or the President. Such meetings will be held at a time and place designated by the Board of Directors or the President, and may be conducted in person, via telephone conferencing, or video conferencing, or by any other method determined to be appropriate by the Board or the President. The reason for calling the special meeting will be provided in writing at the time of the request, and the business of the special meeting will be limited to the subject matter of the request.

6.2 Special Meeting Requested by General Membership. The Board of Directors shall call a special meeting upon the request of twenty-five percent (25%) of the members of the Society who are eligible to vote, provided that the Board of Directors be given no less than thirty (30) day written notice of such meeting. The request must state the reason for and the subject of the meeting and the proposed date, and time of the meeting. The subject of the meeting can pertain to any matter that are not prohibited by the Articles of Incorporation, these Bylaws or by D.C. law. The Board of Directors has the authority to select a different date and time from the one proposed in the request and will hold such meeting at a time and place designated by the Board of Directors. Such meeting may be conducted in person, via telephone conferencing, or video conferencing, or by any other method determined to be appropriate by the Board. The business of this special meeting will be limited to the subject matter of the request.

Section 7: Notice of Meetings.

Notice of the time, place and purpose or purposes of any meeting will be served by the Corresponding Secretary. Service shall be made upon each member either personally, by mail (including electronic mail), or by publication (including electronic publication) in an appropriate UDC or UDCNAS publication sent to alumni or announced in a national media release not less than thirty (30) days before any annual meeting, and not less than ten (10) days before a special meeting.

Section 8: Meeting Minutes and Reports

The minutes of all meetings held by the Society pursuant to this Article and any reports produced at these meetings, with redactions where appropriate, shall be readily available on UDCNAS's website. Unredacted meeting minutes and reports can be obtained by eligible members upon written request to the Recording and Corresponding Secretaries.

ARTICLE VII ATTENDANCE OF MEETINGS

Section 1: Active Member, Inactive Members, and Lifetime Members Meeting Attendance

1.1 100 Mile Rule: If regular meetings are scheduled to be in-person, members who reside within a one hundred (100) mile radius of a meeting location is encouraged to attend such meetings in-person if they are able to do so.

1.2 Members who choose to attend meetings via telephone conferencing, video conferencing and or via some other permitted electronic method shall be counted towards quorum. The Votes of Members who attend meetings electronically shall be collected and counted.

Section 2: Board of Directors, Officers, and Committee Members Meeting Attendance

1.1 **100 Mile Rule:** If meetings are scheduled to be in-person, directors, officers, and committee members who reside within a one hundred (100) mile radius of a meeting location is encouraged to attend such meetings in-person if they are able to do so.

1.2 Directors, officers, and committee members who choose to attend meetings via telephone conferencing, video conferencing and or via some other permitted electronic method shall be counted towards quorum. The votes of directors, officers, and committee members who attend meetings electronically shall be collected and counted.

ARTICLE VIII VOTING

Section 1: Voting by Directors

Directors shall be governed by the following terms.

1.1 Quorum: A quorum of a meeting of the Board of Directors shall consist of two thirds of the total members of the Board of Directors then eligible to vote.

1.2 Voting: An affirmative vote requires the vote of a majority of the Directors present when a quorum is formed.

1.3 Means: For meetings at which Directors are permitted to participate telephonically or by other virtual means, such attendance will count towards the quorum of the Board of Directors, and they may vote by such telephonic or electronic means.

Section 2 Voting by Executive Committee

The Executive Committee members shall be governed by the following terms:

- 2.1 Quorum:** A quorum at an Executive Committee Meeting shall consist of two thirds of the total executive officers and the chairs of the committees, as of the record date.
- 2.2 Voting:** An affirmative vote requires the vote of a majority of the Executive Committee members present when a quorum is formed.
- 2.3 Means:** For meetings at which Executive Committee members are permitted to participate telephonically or by other virtual means, such attendance will count towards the quorum of the Executive Committee meetings, and they may vote by such telephonic or electronic means.

Section 3: Voting by Standing or Special Committees

- 3.1 Quorum:** A quorum at Committee meetings shall consist of two thirds of the total committee members, as of the record date.
- 3.2 Voting:** An affirmative vote requires the vote of a majority of such Committee members present when a quorum is formed.
- 3.3 Means:** For meetings at which Committee members are permitted to participate telephonically or by other virtual means, such attendance will count towards the quorum of the Committee meetings, and they may vote by such telephonic or electronic means.

Section 4: Votes by the Membership

The Membership: Members shall be governed by the following terms.

- 4.1 Quorum:** A quorum at a regular biannual meeting shall consist of twenty-five percent (25%) the total members eligible to vote in the Society as of the record date.
A quorum at a special meeting shall consist of all eligible members, in good standing within the Society, who attends the special meeting in person or virtually.
- 4.2 Voting:** Except the vote concerns a proposed amendment to the Bylaws, an affirmative vote requires the vote of a majority of the eligible members present when a quorum is formed.
- 4.3 Means:** For meetings at which members are permitted to participate telephonically or by other virtual means, such attendance will count towards the quorum of the regular or special meetings, and they may vote by such telephonic or electronic means.

Section 5: Proxy Votes

Proxy vote: The Board of Directors reserves the right to determine for which meetings members may vote by proxy. If proxy vote is allowed, the Board shall publish instructions at least ten (10) days before the vote, and ensure that such voting otherwise conforms with these Bylaws, the Articles of Incorporation, and applicable laws in the District of Columbia. Proxy vote is not allowed for elections.

ARTICLE IX ELECTIONS

Section 1: Eligibility

- 1.1** In order to be eligible to run for an elected position to serve on the Executive Body, one must
- (a) be an active member or Lifetime member in good standing for a minimum of one (1) complete year,
 - (b) have obtained a degree from UDC or its predecessor institutions,
 - (c) attend a minimum of 50% of scheduled open meetings of the Board of Directors in person or virtually, and
 - (d) attend a minimum of 50% of the regular biannual meetings in person or virtually.
- 1.2** The sitting Board of Directors shall have the authority to waive any or all of these eligibility requirements in the event that fewer candidates are nominated/run than positions are available.

Section 2: Time of Elections

The general elections shall be held between March and April, electronically and or by mail, every three years. The Results of the election will be announced at the May bi-annual meeting.

Section 3: Election Procedures

3.1 Nominations: All members, including inactive members, are eligible to nominate candidates for office. Members can self-nominate, and current officers can seek re-election. The Elections Committee Chair, with advice and consent from the President, shall set a deadline by which to receive all nominations. After the close of nominations, Members shall receive a list of eligible nominees, the election schedule and procedures, and a ballot not less than thirty (30) days prior to the last day ballots shall be received to be valid.

3.2 Limitations: Limitations include:

- (a) No person shall run for more than one office in any given election.
- (b) Any Chapter officer, who is nominated and elected for office in UDCNAS must resign their office in that Chapter.

3.3 Ballots

3.3.1. The official ballot shall be distributed to each Society and Chapter member electronically or be mailed to a member upon their written request to the Nominating Committee, not less than thirty (30) days prior to the last day ballots may be received to be valid.

3.3.2. The Official Ballot must be returned as instructed electronically or the paper ballot be returned

through the U.S. Mail or in person, in a sealed envelope postmarked no later than the last day of voting.

3.3.3 The next business day following the close of voting, the Nominating Committee shall tally the votes. The Votes shall be tallied in person and broadcasted virtually via video or telephone conferencing so the candidates for office may observe the tallying of the ballots themselves if they elect to do so.

ARTICLE X COMMITTEES

The UDCNAS shall be composed of the committees detailed immediately below in this Article to facilitate the purposes of the Society. Each committee, at the discretion of the Board of Directors, shall present a written report at the bi-annual meetings and at other times as directed by the Executive Committee and or the Board of Directors. All chairperson appointments made by the President are subject to the approval of the Board of Directors.

Section 1: Committee Descriptions

1.1 Executive Committee: The Executive Committee, reporting to the Board of Directors, shall consist of all elected and appointed officers of the Executive Body and the Chairs of the Committees. This Committee perform duties to manage the responsibilities of the Society as directed by the Board of Directors. The President shall chair the Executive Committee.

1.2 Finance and Budget Committee: The Treasurer shall Chair the Finance and Budget Committee. The Finance and Budget Committee, reporting to the Executive Committee and the Board of Directors, shall assist the Treasurer and Financial Secretary to develop and present an annual budget no later than 30 calendar days prior to the annual business meeting. The Budget Committee shall recommend to the Board of Directors whether to approve or disapprove of requests for funding outside of the annual budget cycle. The Committee shall monitor and report on the Society's budget and the financial condition of the Society. This Committee shall provide quarterly financial updates and an end-of-year report to the Board of Directors within thirty (30) business days of the end of each applicable quarter. This Committee shall determine and recommend the actions that the Board may take to secure the current and future assets and investments of the Society. The Finance and Budget Committee will also be responsible for working with the Treasurer and Financial Secretary to ensure the proper filing of all financial documents on behalf of the organization, including but not limited to documents required by the U.S. Internal Revenue Service and the D.C. Office of Tax and Revenue in order to maintain active tax-exempt status in each jurisdiction and to comply with all applicable local and federal tax and financial laws. The Committee is further responsible for maintaining records of all income and expenses and having records reasonably available for inspection by the Board of Directors. The Committee shall ensure that the Treasurer is bonded and covered by a Directors & Officers insurance policy and shall report any lapses in coverage to the Board of Directors immediately.

1.3 Audit Committee: The President shall appoint the chair(s) of the Audit Committee, and this Committee reports to the Executive Committee and the Board of Directors. The Audit Committee shall be responsible for executing or overseeing audits of the Society, at a minimum, the Committee shall submit a written request to the Board of Directors to procure an external audit every three years, and the Committee shall

conduct an internal financial review for each non-audit year and provide a report to the Executive Committee and the Board of Directors.

1.4 Records and Compliance Committee: The President shall appoint the chair(s) of the Records and Compliance Committee, and this Committee reports to the Executive Committee and the Board of Directors. The Records and Compliance Committee shall be responsible for assisting the Recording Secretary to maintain all documents regarding the Society, including but not limited to its incorporation status in the District of Columbia, and maintain current contact information for a registered agent with the District of Columbia. The Committee shall assist the Recording Secretary to make the biennial filing and all other required filings with the District of Columbia.

1.5 Marketing and Events Committee: The President shall appoint the chair(s) of the Marketing and Events Committee, and this Committee reports to the Executive Committee and the Board of Directors. The Committee shall be responsible for marketing, planning and executing all Society special events as well as creating and distributing Society marketing materials. The Marketing and Events Committee shall work with the Finance and Budget Committee to request funding for all events and initiatives, and shall submit requests to for additional funding to the Budget Committee.

1.6 Membership Committee: The President shall appoint the chair(s) of the Membership Committee, and this Committee reports to the Executive Committee and the Board of Directors. This Committee works closely with The Ex Officio Director of Alumni Affairs to acquire the contact information for alumni. The Membership Committee shall be responsible for maintaining all membership records, ensuring members fulfill membership obligations and working with other committees to determine volunteer opportunities. The Membership Committee shall be responsible for maintaining the list of all members and their voting status, and the Membership Committee shall provide the record date list to the Board of Directors in advance of any regularly scheduled meeting or special meeting. The Membership Committee shall be responsible for proposing changes to annual dues to the Board of Directors for approval, sending written notices to members to remind them of any dues owed on at least an annual basis, and coordinating with the Treasurer to maintain a list of who has paid dues. The Membership Committee shall publish a Membership Guidelines document for members, approved by the Board of Directors, which shall include instructions for new members.

1.7 Nominating Committee: From time to time, the Board of Directors shall call for a Nominating Committee that will be responsible for setting and publishing the guidelines for campaigning and elections and conduct the bi-annual elections. If for any reason there is not a Nominating Committee, the Board of Directors shall be responsible for setting and publishing guidelines for campaigning and elections and conduct the tri-annual elections.

1.8 The Alumni Assets Committee: The President shall appoint the chair(s) of the Alumni Assets Committee, and this Committee reports to the Executive Committee and the Board of Directors. This Committee shall engage and organize the Society members to use their political power to further the mission and goals of UDC by working collectively with civic associations, businesses, non-profit organizations and governmental entities. In partnership with the Membership Committee, this Committee shall also be responsible for conducting outreach to Alumni from all UDC predecessor institutions and curate creative solutions to include Alumni who have already organized themselves into informal groups to join UDCNAS as authorized Chapters. This Committee shall not engage in any conduct that would adversely affect the Society's tax-exempt status under Section 501(c)(3) of the Internal Revenue Code of 1954.

1.9 Annual Fund-Raising Committee: The President shall appoint the chair(s) of the Annual Fund-Raising Committee, and this Committee reports to the Executive Committee and the Board of Directors. This Committee is responsible for planning, promoting, and executing a campaign to raise funds through individual, Chapter, and Corporate giving to assist in carrying out UDC's mission through scholarships, awards, and donations.

1.10 Strategic Partnerships & Sponsorships Committee: The President shall appoint the chair(s) of the Strategic Partnerships & Sponsorships Committee, and this Committee reports to the Executive Committee and the Board of Directors. This Committee is responsible for creating and fostering relationships with UDC officers and departments, community businesses, and organizations.

1.11 Bylaws and Rules/ Legislative Committee: The President shall appoint the chair(s) of the Bylaws and Rules/ Legislative Committee, and this Committee reports to the Executive Committee and the Board of Directors. This Committee shall maintain the Society's Bylaws and make recommendations for revisions to the Bylaws. All proposed amendments shall be handled by this Committee. Proposed Amendments shall be reviewed and defended or rejected in writing by this Committee. The Amendment process is addressed in more detail in Article Ten. This Committee will also keep abreast of legislations before the DC Council that are likely to impact UDC and shall offer appropriate recommendations relative to the proposed laws.

1.12 Publication Committee: The President shall appoint the chair(s) of the Publication Committee and this Committee reports to the Executive Committee and the Board of Directors. This Committee is responsible for publishing, editing, and distributing information to alumni via the UDCNAS website, newsletter, and or other publication methods. This Committee shall maintain the UDCNAS website and the website shall contain a link(s) to the official UDC website. The UDCNAS website shall contain, at a minimum, the mission and purpose of the Society, the information about its offers, minutes of the Board of Directors' meetings, and a calendar of UDC and Society scheduled events.

1.13 Scholarship Committee: The President shall appoint the chair(s) of the Scholarship Committee and this Committee reports to the Executive Committee and the Board of Directors. This Committee works closely with the Annual Fundraising and Alumni Assets Committees to fundraise for scholarships. This Committee is responsible for creating the guidelines for students to access Society Scholarships, and plan and implement the Society's application process to grant scholarship to incoming or current UDC students. This Committee recommends to the Executive Committee and the Board which students should get a Scholarship. The Board has the sole authority to approve scholarship awards.

1.14 Class Reunion Committee: The President shall appoint the chair(s) of the Class reunion Committee and this Committee reports to the Executive Committee and the Board of Directors. In conjunction with the Director of Alumni Affairs, this Committee is responsible for planning, organizing, and implementing annual reunion programs and projects.

1.15 Homecoming Committee: The President shall appoint the chair(s) of the Homecoming Committee and this Committee reports to the Executive Committee and the Board of Directors. In conjunction with the Director of Alumni Affairs, this Committee is responsible for planning, organizing, and implementing annual Homecoming programs and projects.

1.16 UDC & Predecessor Institutions History Committee: The President shall appoint the chair(s) of the UDC & Predecessor Institutions History Committee and this Committee reports to the Executive Committee and the Board of Directors. This Committee shall conduct research to gather and preserve the history and

memories of UDC and its predecessor institutions, to encourage and assist the growth and development of the University. In partnership with the Director of Alumni Affairs, this Committee shall undertake, promote, develop, and conduct an educational program, including historical research exclusively of an educational character, about UDC and its predecessor institutions. This Committee shall prepare the information and documents for the historical information section of the UDCNAS Website.

1.17 Volunteer Recruitment and Outreach Committee: The President shall appoint the chair(s) of the Volunteer Recruitment and Outreach Committee and this Committee reports to the Executive Committee and the Board of Directors. This Committee collaborates with the Membership Committee and, from time to time, the Director of Alumni Affairs, to determine, plan, and execute volunteer opportunities at UDC and in the wider community.

1.18 Ad Hoc Committees: The President may establish ad hoc committees to address specific needs of the Society.

ARTICLE XI AMENDMENTS

The UDCNAS Bylaws may be amended by addition, deletion, or revision through the following process:

Section 1: Amendment Proposed by General membership:

1.1: The proposed amendment must be submitted in writing by a member to the President who shall provide the proposed amendment to the Bylaws and Rules Committee at least sixty (60) days prior to a regularly scheduled biannual meeting or Special meeting.

1.2: The Bylaws and Rules Committee shall review the proposed amendment submitted pursuant to subsection 1.1 of this Article. The Bylaws and Rules Committee shall hold a meeting to discuss and vote on the proposed amendment. After committee discussion, the Committee will vote to either defend or reject the proposed amendment by a majority vote. In the event of a tie, the President shall be the tie-breaker. The Committee shall communicate its decision to the Executive Committee and the Board of Directors. If the decision was to reject the proposed amendment, the President shall notify the member(s) who propose the amendment, the decision of the Bylaws and Rules Committee along with the written denial that that the Committee provided.

1.3 If the Bylaws and Rules Committee voted to defend the proposed amendment, the proposed amendment shall be provided to the general membership electronically at least thirty (30) days prior to the regularly scheduled biannual or special meeting. The proposed Amendment shall be placed on the UDCNAS website. The membership will have a 30-day review and comment period. Comments shall be submitted to the Chair(s) of the Bylaws and Rules Committee via the means provided. The Membership will be notified of expiration of the comment period and that the proposed amendment(s) will be discussed at the upcoming regular biannual meeting or special meeting.

1.4 During one of the Regular Biannual Meetings or a Special Meeting, the Chair(s) of the Bylaws and Rules Committee shall read the proposed amendment or a set of proposed amendments on the record along with its reasons why the Committee defends the proposed amendment(s). After the reading and defense of a proposed amendment(s), an open discussion will follow in compliance with Robert's Rule of Order.

1.5: If a quorum is present, all members in attendance, in person or electronically, will vote on the proposed amendment. If a quorum is not present, the proposed amendment shall be tabled for voting

until the next regularly scheduled meeting or special meeting called for the purpose of voting on the proposed amendment.

1.6: A proposed amendment or set of amendments must receive two-thirds of the votes cast by the voting membership present at the biannual meeting or special, attending in-person or virtually, in order for the proposed amendment to pass.

1.7: Bylaw changes must be submitted to the UDC Board of Trustees within thirty days of their adoption by the membership.

1.8: No amendment to the Bylaws shall become effective until approved by the University of the District of Columbia Board of Trustees.

1.9: Severability: In the event that multiple amendments are submitted to the UDC Board of Trustees in one document and the Board of Trustees will not approve all the amendments submitted in the one document, the UDC Board of Trustees may sever the unapproved provision from the document by striking it from the document, and the remainder of amendments proposed in the document can be voted on and approved.

1.10: In the event the voting members do not vote to approve a set of proposed amendments, or if a particular amendment is not approved by the UDC Board of Trustees, such amendment may be brought back to the UDC Board of Trustees for a vote at a later date.

1.11: The Board of Directors or the Committee to whom the Board will delegate this assigned task, shall review and amend the Society's Articles of Incorporation where necessary to ensure consistency with these Bylaws and DC and federal laws/ regulations. Notice of any amendment to the Articles of Incorporation shall be electronically provided to membership within 30 days of the amendment, enclosed with the amended Articles of Incorporation.

1.12: The current Bylaws and Articles of Incorporation shall be available via UDCNAS's website and shall be available to members upon request.

