

UMBC Alumni Association CONSTITUTION

ARTICLE I. NAME & LEGAL STATUS

The name of the organization shall be the UMBC Alumni Association (hereafter known as the "Association"). The Association is an Internal Alumni Association as recognized by the Board of Regents of the University System of Maryland, Policy IX-4.00 (approved August 27, 1993), and is an activity of and operated by the UMBC Office of Alumni Engagement.

ARTICLE II. PURPOSE

The purpose of the Association shall be to serve the interests of the alumni through educational, charitable or cultural programs and involve the alumni in the promotion, advancement and support of the University of Maryland, Baltimore County (hereafter known as "UMBC"). The Association shall represent the interests of alumni in developing and implementing the mission and policies of the University. Some of the means shall be by:

- A. Strengthening the relationship between alumni and UMBC.
- B. Perpetuating and strengthening the bonds of loyalty and friendship among alumni.
- C. Assisting the University Office of Admissions in its recruiting and retention efforts.
- D. Providing financial assistance to students through scholarships.
- E. Supporting UMBC-sponsored activities, including those of faculty, staff, and students, on and off campus, to enrich the lives of UMBC students and the community.
- F. Actively soliciting financial support for UMBC from alumni and the community at large.
- G. Being the resource for communication between the University and its alumni.
- H. Taking such other actions may be deemed appropriate to promote the interests and welfare of UMBC and its alumni.

ARTICLE III. MEMBERSHIP

The following constitute membership in this Association:

- A. Regular Members shall include all recipients of undergraduate and graduate degrees from UMBC.
 - i. Only Regular Members may be voting members of the Board of Directors or Standing Committees
- B. Auxiliary Members shall include:
 - i. Spouses and domestic partners of Regular Members.
 - ii. Former students who were enrolled full-time for at least one semester and whose entering class has graduated.
 - iii. Currently enrolled UMBC students.
 - iv. Parents of:
 - a. Currently enrolled UMBC students;
 - b. Former students who were enrolled full-time for at least one semester and whose entering class has graduated; and
 - c. Alumni
 - v. Employees of UMBC, including faculty, administrative staff, and professional staff.
 - vi. Donors to UMBC.
 - vii. Persons representing business affiliates of UMBC.
- C. Honorary Members shall include:
 - i. Recipients of honorary degrees from UMBC.
 - ii. Persons recommended to and elected by the Board of Directors for such membership.

UMBC Alumni Association
BY-LAWS

ARTICLE I. MEMBERSHIP OF THE ASSOCIATION

It shall be the policy of the UMBC Alumni Association (hereafter known as the "Association"), to inform all alumni of programs and activities of the Association on an annual basis. Members of the Association shall have the benefits and privileges that will be determined and published from time to time by the Association's Board of Directors (hereafter known as the "Board") as approved in coordination with the Office of Alumni Engagement.

ARTICLE II. BOARD OF DIRECTORS

Section 1. Structure

The management of the Association shall be vested in a Board that shall conduct the business of the Association.

- A. The Board shall establish the policies governing the operation of the Association and shall have the authority to take appropriate action on all matters of general concern and interest to UMBC alumni. Additionally, the Board shall serve as the representative body for alumni interests.
- B. The Board shall be constituted as follows:
 - a. At least twenty-one (21) and not more than forty (40) representatives shall be elected from the Association's regular membership to represent the interests of all alumni members.
 - b. As ex-officio, non-voting members:
 - i. The Immediate Past President
 - ii. Any other Past President of the Board whose term has expired.
 - iii. No more than five (5) students of UMBC may be selected by the Executive Committee to be on the Board for input and assistance as non-voting members. The students will be recommended to the Executive Committee by the leadership of the University.
 - iv. UMBC Alumni Engagement Staff members.
 - v. UMBC Office of Institutional Advancement Staff members.

Section 2. Board Member Responsibilities

- A. Board Members shall:
 - a. Be regular Members of the Association
 - b. Attend alumni and University events, functions, and activities.
 - c. Serve on at least one committee of the Board.
 - d. Represent the University to the community and other alumni.
 - e. Otherwise contribute to the success of the University.
- B. Board Members serve as ambassadors, advocates, and leaders in fostering engagement, supporting philanthropy, and advancing the ongoing and long-term success of UMBC. Their duties and commitments are outlined in the Board Member Commitment Agreement, which each Board Member signs at the start of their term.

Section 3. Board Member Terms

- A. The term of each Board Member shall be two (2) years, beginning July 1 after successful election to the Board.
- B. Board Member may serve no more than four (4) consecutive terms, except if:
 - a. The Member is appointed to fill a vacancy mid-term which will only occur on rare occasions when Board Membership dips below the mandated minimum of twenty-one (21) representatives.
 - b. The Board consists of fewer than the maximum number of elected representatives established in Section 1 and the Member is invited by the Executive Committee and elected by the Board to serve

- an additional consecutive term; or
- c. If a member is elected to serve as an Officer, they may serve up to a maximum of five (5) two-year terms, provided that their service also complies with the provisions of Article III, Section 2 of these bylaws.
- C. Board Members who have served four (4) consecutive terms—or five (5) consecutive terms if they served as an officer—are not eligible for reappointment to the Board until twenty-four (24) months have passed since the end of their last eligible term.

Section 4. Nomination and Election to the Board

- A. Any Board Member, member of the Association, or UMBC staff or faculty member may nominate a candidate to serve as a Board Member. Nominations shall be submitted in the form and manner determined by the Board.
- B. After receiving a nomination, the Membership Committee shall convene to:
 - a. Review the nomination based on candidates' involvement in the Alumni Association, involvement in the advancement of UMBC, community involvement, willingness and availability to serve on the Board and the committees of the Board, and previous involvement with UMBC as a student; and
 - b. Make a recommendation to the Board regarding the nomination.
- C. The Board shall hold elections at least once annually during the second quarter of the calendar year (fourth quarter of the fiscal year) to vote on all duly received nominations..
 - a. The method and schedule of voting shall be determined jointly by the Governance Committee and the Membership Committee prior to the annual retreat. The Governance Committee shall tally the results of all elections.
 - b. To be elected to the board, a candidate must receive at least a majority vote of the board. If the number of candidates exceeds the number of vacancies on the board, candidates receiving the highest number of votes shall be elected to fill the vacancies.

Section 5. Vacancies

- A. Any mid-term vacancy shall be filled by appointment of the Executive Committee for the remainder of the unexpired term if the vacancy causes the Association's membership to fall below the required minimum of twenty-one (21) members. If the minimum membership threshold is still met, the seat may remain vacant until the next regularly scheduled election.
- B. Any regular member of the Association may recommend a candidate to the Executive Committee for consideration.
- C. Service in a partial term shall count toward the maximum allowable term limits if the member serves more than twelve (12) months, or more than half of the full term, in that position.

Section 6. Termination of Board Membership

- A. Any Board Member may be removed from the Board for cause by a two-third (2/3) vote of the Board Membership, provided that a written statement of the charge, brought by no less than one-third (1/3) of the Board Membership or a majority of the Executive Committee, has been furnished to the Board Member prior to the meeting at which the vote is taken. The Board Member shall be given the opportunity to be heard in defense prior to the vote. A charge for the removal of a Board Member must be submitted no fewer than fourteen (14) days prior to the meeting at which the vote on removal will be considered.
- B. The absence of any Board Member from three (3) consecutive meetings shall be cause for removal from the Board unless, in the judgment of the Board, the reason for the absence warrants continuation on the Board.

ARTICLE III. GOVERNANCE

Section 1. Officers

The officers of the Association shall be the President, Vice President of Engagement, Vice President of Development, and the Vice President of Communications.

A. The President

- a. Presides over meetings of the Board and the Executive Committee
- b. Directs the activities of the Association
- c. Possesses signatory authority on behalf of the Association, in conjunction with the Office of Alumni Engagement
- d. Appoints Committee Chairs in consultation with their fellow officers
- e. Represents the alumni at UMBC functions and ceremonies
- f. Performs other duties as deemed appropriate

B. The Vice President of Engagement

- a. Serves as liaison between the Board and the Association's chapters and recognized alumni groups
- b. Leads engagement with Committee Chairs and coordinates meetings regularly, no fewer than three (3) times per year
- c. Represents the alumni at UMBC functions and ceremonies at the request of the President, in their absence, or as coordinated by the Office of Alumni Engagement
- d. Performs other duties as may be assigned by the President

C. The Vice President of Development

- a. Serves as permanent Chair of the Standing Development Committee
- b. Reviews and reports on the status of the Association's fundraising efforts at Executive Committee and regular Board meetings
- c. Represents the alumni at UMBC functions and ceremonies at the request of the President, in their absence, or as coordinated by the Office of Alumni Engagement
- d. Performs other duties as may be assigned by the President

D. The Vice President of Communications

- a. Maintains official meeting minutes of the Association, with support from staff
- b. Provides guidance to staff on communications priorities, including the Association's digital presence
- c. Solicits content and contributors, and produces the Association's annual report by the end of January each year
- d. Represents the alumni at UMBC functions and ceremonies at the request of the President, in their absence, or as coordinated by the Office of Alumni Engagement
- e. Performs other duties as may be assigned by the President

Section 2. Term of Office

- A. Each Officer shall be elected to a single two-year (2-year) term. If an Officer's term extends beyond their regular Board term and they are otherwise ineligible for reappointment due to term limits, their Board term shall be extended solely for the purpose of completing their full two-year Officer term. A member may serve no more than three (3) terms in any Officer role, and no more than two (2) terms as President.

Section 3. Nomination and Election

- A. Candidates for Officer positions shall be nominated by a member of the Board and elected by majority vote of the Board.
- B. Each Board Member may run for only one Officer position per election cycle.
- C. All Officer candidates must be current Board Members in good standing.
- D. The election shall be conducted by secret vote. Proxy voting is not permitted.
- E. The election may be held in person or electronically during a Board meeting.

- F. If three or more candidates are running for an Officer position and no candidate receives a majority of the votes, a runoff election shall be conducted between the two candidates who received the highest and second-highest number of votes.
- In the event of a tie between the two candidates in the runoff election, a second vote shall be held. If the tie persists after the second vote, the Officer position shall be decided by a runoff vote conducted exclusively by the current members of the Executive Committee. Candidates involved in the tie shall be ineligible to participate in this Executive Committee vote.

Section 4. The Executive Committee

The Board shall be directed by an Executive Committee.

- A. The Executive Committee shall manage the ongoing Association activities, develop and lead the strategic planning process, and report all activities to the Board.
- B. The Executive Committee may not commit the Association to an activity without the approval of the Board.
- C. The Executive Committee shall consist of:
- a. The President, Vice President of Engagement, Vice President of Development, Vice President of Communications, and any Board Members currently serving as Chairs of standing and ad hoc committees.
 - b. As ex-officio non-voting members
 - i. Immediate Past President (only if still a regular Board Member in good standing)
 - ii. UMBC Alumni Engagement Staff members
 - iii. UMBC Office of Institutional Advancement Staff members

Section 5. Vacancies

- A. Vacancy in office of President occurring mid-term shall be filled by election of the Board at the next Board meeting. The successful candidate shall serve for the duration of the unexpired term.
- B. For all other officer vacancies, the President may appoint a replacement, subject to ratification by a simple majority vote of the Executive Committee.
- C. A President or Officer elected or appointed to fill a mid-term vacancy who serves more than fifty percent (50%) of the position's two-year term shall be considered to have served a full term. If the individual serves fifty percent (50%) or less of the term, they may subsequently serve up to two (2) additional consecutive two-year terms as President, or up to three (3) total two-year terms in Officer roles, in accordance with the term limits established in these Bylaws.

Section 6. Removal of Officers

- A. Any Officer may be removed from office for cause by a two-thirds (2/3) vote of the Board, provided that a written statement of the charges—brought by no fewer than one-third (1/3) of the Board Members—has been furnished to the Officer in advance of the meeting at which the vote will be taken.
- B. The Officer shall be given the opportunity to respond to the charges before the vote occurs. A charge for the removal of an Officer must be submitted no fewer than fourteen (14) days prior to the meeting at which the vote on removal will be considered.
- C. An Officer who misses more than 25% of Executive or Regular meetings in a fiscal year—or who misses three (3) consecutive meetings—may be removed from office, unless the Board determines the absences were justified.

ARTICLE IV. COMMITTEES

Section 1. Committee Structure

- A. The Association shall have Standing Committees to meet the ongoing strategic needs of the Association. The Standing Committees of the Board shall be as follows:
- The **Alumni Awards Committee** charged with annually overseeing the selection of alumni award recipients and the planning of the Alumni Awards Ceremony and Reception.
 - The **Governance Committee** charged with annually reviewing and recommending amendments to these By-Laws and the Constitution of the Association and overseeing election processes.
 - The **Membership Committee** is responsible for engaging alumni, increasing membership, and fostering a strong and active alumni network.
 - The **Development Committee** is responsible for developing and executing strategies to secure financial contributions from alumni and donors, supporting scholarships, programs, and institutional initiatives.
- B. At the request of the President, the Executive Committee may recommend—and the Board may approve by vote—the creation, combination, or dissolution of Ad Hoc Committees. These committees are established to address short-term needs of the Association, typically lasting up to one year, and focused on specific projects, programs, or issues.

Section 2. Committee Membership and Chairs

- A. Each Board Member shall serve on at least one (1) Standing or Ad Hoc Committee of the Board. All Regular members of the Association are encouraged to participate in committee work.
- B. The President shall appoint a Board Member to serve as Chair of each Standing and Ad Hoc Committee.
- C. Each Chair shall be responsible for:
- Organizing and conducting meetings as needed.
 - Requesting budget assistance and planning events as needed.
 - Submitting written reports to the Chief Engagement Officer for distribution to members of the Board.
- D. All Standing and Ad Hoc Committees shall receive staff support as needed from the UMBC Office of Institutional Advancement.

ARTICLE V. MEETINGS

A. Regular Meetings

- The Board shall meet no fewer than four (4) times per fiscal year, including the annual Board Retreat. A meeting schedule shall be established by the Executive Committee and presented to the Board at its first meeting of the fiscal year.
- Notice of Board meetings shall be emailed to all Board Members.
- Summaries of Board meetings shall be distributed to all Board Members.
- Special meetings of the Board may be called by the President or by a two-thirds (2/3) vote of the Board, with at least ten (10) days' notice.
- Meetings may be conducted in person, virtually, or in a hybrid format, as determined by the Executive Committee.

B. Executive Committee Meetings

- The Executive Committee shall meet at the call of the President or by majority vote of the Executive Committee and shall meet no fewer than four (4) times per fiscal year, in addition to regular Board meetings.

C. Quorum

- At any duly called Board meeting, a quorum shall consist of fifty percent (50%) plus one (1) of the

total Board Membership.

- b. At any duly called Executive Committee meeting, a quorum shall consist of fifty percent (50%) plus one (1) of the members of the Executive Committee.

D. Minutes

- a. Minutes of each meeting shall be recorded by designated UMBC staff, reviewed by the Vice President of Communications, and distributed electronically to all Board Members prior to the next scheduled meeting.

ARTICLE VI. FISCAL YEAR AND FINANCES

Section 1. Fiscal Year

The UMBC Alumni Association election year and fiscal year shall coincide with the fiscal year of the University (currently July 1 through June 30).

Section 2. Accounts

- A. The Association may maintain a monetary account within the University and/or the University's affiliated foundation. The Association may not open private bank accounts in the name of the University or the Association. Accounts shall be maintained and the funds disbursed in accordance with applicable University and Foundation policies and procedures. All Association accounts will require the signature of the Vice President of Institutional Advancement or designee.
- B. All contracts and agreements, checks, and orders for the payment of money on behalf of the Association shall, unless otherwise required by law, be authorized by the Director of Alumni Engagement or Vice President of Institutional Advancement. All contracts and payments by the University relating to Association business or activities shall be in accordance with University policies and procedures and State procurement law, if applicable. The Director of Alumni Engagement shall be responsible for ensuring that procurement law and University policies and procedures relating to contracts or payments are followed as applicable.

Section 3. Fundraising and Gifts

The Association shall work closely with the Director of Alumni Engagement, Director of Annual Giving, and Vice President of Institutional Advancement in the implementation of special alumni fundraising programs that are directed specifically toward developing alumni support. All gifts and other revenues generated by the Association and payable to the University System of Maryland Foundation are to be held within the Association's Foundation account (separate from the Alumni Engagement operating account). Members of the Association are encouraged to support the University System of Maryland Foundation in fund-raising efforts for the University.

ARTICLE VII. ASSOCIATION CHAPTERS, SOCIETIES, AND AFFILIATED GROUPS

- A. The Association may recognize such Chapters, Societies, and Affiliated Groups as the Board deems most advantageous to the welfare of the Association and the University.
 - a. Chapters represent regional or constituency organizations of alumni that shall be affiliated with academic colleges.
 - b. Societies are organizations that represent specific academic or department or professional alumni constituents.
 - c. Affiliated Groups represent alumni interests of campus student groups and organizations.

- B. Chapters, Societies, and Affiliated Groups must be recognized officially by the Board and the Office of Alumni Engagement in order to use the University and Association name and to receive the benefits of affiliation with the Association. A Chapter, Society, or Affiliated Group may not open a private bank account in the name of the University, the Association, or the Chapter, Society, or Affiliated Group.
- C. Each Chapter, Society, and Affiliated Group shall comply with the Requirements for Chapters, Societies, and Affiliated Groups, as approved by the Association, and as revised from time to time, in order to maintain their status as an approved Chapter, Society, and Affiliated Group. The Association will provide guidelines for Chapters, Societies, and Affiliated Groups for compliance and assign a member of the Board of Directors of the Alumni Association for monitoring and support.
- D. The Board reserves the right to withdraw the recognition of any Chapter, Society, or Affiliated Group should it not comply with University or Association policies and procedures.
- E. Representatives of a Chapter or Society who are members of the Board by virtue of their membership in the Chapter, Society, or Affiliated Group are to abstain from voting on fiscal issues involving their Chapter, Society, or Affiliated Group.

ARTICLE VIII. AMENDMENTS

- A. The By-Laws may be amended by two-thirds (2/3) vote of the Board Members present at any duly called meeting of the Board, if a quorum is present, and if all members are notified in writing of the meeting and proposed changes prior to the Board meeting. Notice must be sent to all members in writing no less than twenty (20) days prior to the Meeting date at which said change is to be voted upon.
- B. Any member of the Association may propose in writing an amendment to the Board for consideration.

ARTICLE IX. TORT LIABILITY

Pursuant to 12-101(a)(3)(ii) of the State Government Article, Maryland Annotated Code, and applicable regulations adopted by the Maryland State Treasurer, and only for the purposes of coverage under the Maryland Tort Claims Act, the President of UMBC recognizes as "State personnel" those non-University employee volunteers who hold elected office in the governance of the Association, as specified in the Association By-Laws. Pursuant to the Aforementioned Maryland Code provision, such individuals are immune from tort liability for their acts or omissions, committed without gross negligence or malice, and during the scope of their duties and responsibilities as Officers of the Association.

ARTICLE X. DISSOLUTION

All matters of dissolution must be coordinated and reviewed with the Vice President of Institutional Advancement. Upon a two-thirds (2/3) affirmative vote from the Board, a motion for dissolution will be presented in writing to the general membership of the Association. The Association may be dissolved after an affirmative vote of two-thirds (2/3) of the general membership who respond in writing within sixty (60) days.