

# **BYLAWS of the MISSISSIPPI UNIVERSITY FOR WOMEN ALUMNI ASSOCIATION**

As Amended, June 15, 2025

## **I. NAME AND PURPOSE**

A. Name: The name of this organization shall be the Mississippi University for Women Alumni Association (Association). The Association is incorporated in the State of Mississippi and has supported the Mississippi University for Women (MUW) since 1889.

B. Purpose: The Association supports and promotes MUW and its mission, keeping former students informed about Association and University activities by promoting programs, academic excellence, and the University's vision through a mutually beneficial relationship between the University and the Association.

## **II. MEMBERSHIP**

A. Membership Categories: Membership in the Association is divided into the following categories.

1. Active Member: A former student who has completed at least twelve (12) semester hours at the University and has made an annual contribution in the fiscal year for the fiscal year to the MUW Foundation from July 1 to June 30. Active members are eligible to vote and hold office subject to the eligibility requirements provided in VI.C of these bylaws.

2. New Graduate Member: Each graduate will be granted a complimentary active membership from the University's graduation date through the following fiscal year, ending June 30. New Graduate Members are eligible to vote but not hold office.

3. Life Member: A life member is currently recognized as a Life Member by the Association and wishes to be listed in this category. Life membership is granted to graduates who attended before 1979. No additional Life Memberships will be granted. Life Members are eligible to vote and hold office.

4. Inactive Member: A former student who has completed at least twelve (12) semester hours at the University but has yet to make an annual contribution (July 1 - June 30) to the MUW Foundation. Inactive members are ineligible to vote and hold office.

5. Associate Member: A friend of MUW who is not a former student may join as an Associate Member by making an annual contribution to the MUW Foundation and submitting an official request for Associate Member status to the MUW Office of Development and Alumni. Associate members are not eligible to vote or hold office.

6. Ex-officio Member: Ex-officio members are individuals who, by the position they hold or have held, bring valuable experience and knowledge, a resource that can assist the Board of Directors in an advisory capacity. The Chair of the MUW Foundation or the Chair's designee

shall be an ex-officio member and is eligible to vote. The University President and the Director of Alumni Relations shall be ex officio Board members but are not eligible to vote or hold office. Ex-officio members can be added by majority vote of the Board of Directors.

B. Membership Status: Any person will automatically become a member at the level to which they are entitled when the membership categories defined in Paragraph II.A. are achieved. Members shall make an annual (defined as fiscal year) monetary contribution to the Foundation. Members are expected to give to the best of their means and at a level they consider generous. Renewal of active membership occurs from July 1 to June 30, from one fiscal year to the next. Persons may request to have their membership vacated (i.e., opt out) by communicating their intent to the Director of Alumni Relations.

C. Contribution: The Association will promote the engagement of all groups within the Association, the University, and the communities served by both the Association and the University.

D. Membership Benefits: The Association may define varying types of benefits for its members based on membership categories as stated in the Policies and Procedures approved by the Board. (see II. A. Membership Categories).

E. Meetings:

1. Annual Meetings: An annual Association membership meeting shall be held during Homecoming at a time designated by the University. Only if the Board of Directors establishes another time for the yearly meeting is it required to give notice of the meeting to the general Association membership.

2. Special Meetings: The Association's President may call special meetings upon the request of ten percent (10%) of the voting members or thirty (30) voting members, whichever is less. Members shall receive no less than fifteen (15) days' notice before special meetings. The notice shall be given by telephone or electronically, and the purpose of the special meeting shall be stated.

F. Electronic Voting: The membership may vote electronically (e.g., via telephonic conference call, electronic survey, or email) during the annual election of the President-elect and the Board of Directors or for any matter upon which a special meeting of the membership is called and by paper ballot, where electronic means are unavailable.

### **III. ORGANIZATION**

A. Board of Directors: A Board of fifteen (15) Directors elected from voting members in the Association membership will govern the Association and may act on the Association's behalf in any matter consistent with any bylaw. The Directors, as the Board, will supervise and control the business and activities of the Association, except as otherwise expressly provided by these Bylaws. The Directors of the Association, operating as a Board, shall be the primary governance authority of the Association, promoting the best interests of the Association and the University, and representing the wishes of the voting membership.

1. Eligibility: To serve on the Board of Directors, a member (i) must be a current active member of the Association for two (2) consecutive fiscal years immediately preceding nomination, (ii) must agree to abide by the Bylaws of the Association, and (iii) must agree to abide by the Affiliation Agreement between the University and the Association.

2. Meetings:

a. The Board will hold a minimum of three (3) meetings a year, with one (1) of the three (3) being the annual business meeting held during Homecoming at a time designated by the University. Ten (10) days' notice shall be given for each regular meeting, and notice shall be given electronically.

b. The President may schedule additional meetings upon no less than forty-eight (48) hours' notice. Any necessary meeting of the Board of Directors may be held electronically to facilitate communication and aid in effective Association management.

c. All Association members may attend Board meetings.

3. Duties and Powers:

a. The President of the Board or a majority of the Directors may call special meetings, provided that at least thirty (30) days' written notice is given to the Directors and the University. Such notice shall include the time, date, place, and purpose of the called meeting.

b. In extenuating circumstances, the president of the Board may call emergency Board meetings without thirty (30) days' notice, with the approval of at least two (2) Directors and notification to the other Directors and the University.

c. Each Director shall attend at least two (2) Board meetings annually unless excused by the President due to extenuating circumstances. A Director may attend Board meetings in person, by telephone, or electronically. Failure to meet this obligation shall result in the Director's position on the Board being declared vacant by a majority vote of the Board members.

d. Directors shall vote on all proposed Board actions before they are implemented unless the Board expressly approves selected members to act on its behalf on specific, routine, and non-controversial matters.

e. Directors shall submit to the membership's vote, through the approved election procedure, any proposed actions by the Board that would change or amend the Association's Affiliation Agreement or these Bylaws.

f. Directors shall collaborate with the University's Director of Alumni Relations to initiate and develop projects and activities to achieve the Association's and the University's purposes.

- g. Directors shall vote as a Board to establish the required contribution level to determine Association membership.
- h. Every Director shall serve on at least one committee as a liaison between the Board and that committee.
- i. Directors shall approve recommendations by Association committees before action can be taken by the committees.
- j. All incoming Directors shall participate in the annual Directors' Orientation Session, which will be held before the initial meeting of the new Association year. An alternate date may be scheduled if necessary.
- k. Directors shall select the Secretary and Treasurer from the Board of Directors at the initial meeting of the new Association year.
- l. Directors shall oversee and manage the Association's resources, including financial assets. The Board will review the Association's financial status at each scheduled business meeting and any other meeting where such review is deemed necessary.
4. Length of Term: Board members will serve staggered three-year terms. A Board member may serve two (2) consecutive terms and must remain off the Board for two (2) years before returning to a term on the Board. The service of Board members shall coincide with the fiscal year of MUWAA.
5. Removal: When the Board determines that it is in the Association's best interest, the Board may remove a member or an officer listed in III. B. 1. a-d, with or without cause. The removal may be only by a three-fourths (3/4) vote of the elected Board and officers at a special meeting called for that express purpose.
6. Vacancies: Vacancies on the Board of Directors that occur for reasons other than the expiration of a term shall be filled by a voting member recommended by the Association's Nominations and Elections Committee and approved by the Board of Directors. The appointed director shall serve temporarily until the next annual election, when their appointment will be submitted to the voting membership for ratification. Any Director so appointed shall serve the unexpired portion of that term.
7. Quorum: The quorum for an Association meeting is the number of voting members present. The physical or electronic presence of two-thirds (2/3) of the voting Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.
8. Manner of Acting: Except as otherwise expressly required by these Bylaws, the affirmative vote of a majority of the Directors in attendance physically, telephonically, or electronically at any meeting at which a quorum is present shall be the act of the Board of Directors. Each Director shall have one (1) vote. Voting by proxy shall not be permitted. Action authorized in any Board poll must be ratified at the next meeting and included in the meeting's minutes.

9. Unanimous Written Consent in Lieu of a Meeting: The Board may take action without a meeting if the original signatures of all directors provide written consent. The action must be recorded in the minutes of the next meeting.

B. Officers: The officers of the Association shall be the President, President-elect, Secretary, Treasurer, and Immediate Past President.

1. Selection:

a. President-elect: The President-elect shall automatically assume the role of President and shall be elected by the Association's voting members. The President-elect shall serve a term for one (1) year and shall serve as a voting member of the Board of Directors.

b. Secretary: The Secretary shall be elected by the Board from within the Board to serve a one-year term. The Secretary may be re-elected for the following term by the Board and may serve a maximum of two (2) consecutive years. The Secretary shall serve as a voting member of the Board.

c. Treasurer: The Treasurer shall be elected by the Board from within the Board to serve a one-year term. The Treasurer may be re-elected for the following term by the Board and may serve a maximum of two (2) consecutive years. The Treasurer shall serve as a voting member of the Board.

d. Immediate Past President: The Immediate Past President of the Association shall serve as a voting member of the Board of Directors.

2. Duties:

a. President:

i. Preside at all meetings and functions of the Association and the Board of Directors.

ii. Appoint the Parliamentarian, subject to approval by the Board of Directors. The Parliamentarian is a non-voting member of the Board of Directors and shall serve a term concurrent with the Association President. The Parliamentarian shall advise the Board on points of parliamentary procedure upon request when conducting the Board's business. The Parliamentarian shall use the most current edition of Robert's Rules of Order as the Association's parliamentary authority. The Parliamentarian may be reappointed by the President, approved by the Board annually at the first board meeting after July 1, and may serve without term limitations.

iii. Act as the general representative and official spokesperson of the Association.

iv. Assure that the Association's purposes and mandates are carried out and that all duties usual to the office are performed.

v. Make a report at the Association's annual meeting informing the membership of the past year's accomplishments.

vi. Serve as immediate past president on the board of directors to provide continuity of leadership and assist the incoming President during the following year.

vii. Sign contracts or other instruments, which the Board of Directors has authorized to be executed and perform all duties incident to the office of President as may be prescribed by the Board of Directors.

viii. Appoint committee chairs with input from the University's Director of Alumni Relations, subject to approval by the Board. The chair of each Standing and special committee does not have to be a board member, but a board member will serve on each committee.

b. President-elect:

i. Understudy the President and succeed the President at the end of the term of office.

ii. If the office of President is vacated, serve as President for the unexpired term.

iii. At the end of the term as President-elect, prepare and present a one-year plan of action to the Board of Directors for the coming year.

iv. Assist the President in the general conduct of the association's work and perform all office duties in the President's absence.

v. Perform such duties as assigned by the President or the Board.

c. Secretary:

i. Prepare or cause the minutes of the meetings of the Board of Directors to be prepared.

ii. Ensure that all notices are duly given per the provisions of these Bylaws.

iii. Collaborate with the Director of Alumni Relations to ensure that Association records are properly maintained.

iv. Perform all duties incident to the office of Secretary and other duties as may be assigned by the President or the Board of Directors.

v. Within two weeks of the meeting, provide the President of the Board with a written copy of the minutes.

vi. Arrange for the minutes to be distributed to members of the Board of Directors and, after that, to the membership.

d. Treasurer:

i. Ensure proper records are maintained and financial accounts are made following Association, Foundation, and University guidelines.

ii. Prepare or cause to be prepared a report on the specific Association accounts in the MUW Foundation.

e. Immediate Past President:

i. Serve as Chair of the Nominating Committee.

ii. Serve in an advisory capacity to the President.

iii. Serve as Board liaison to the Past Presidents Committee.

iv. Organize and implement an annual Board orientation and retreat in coordination with the Director of Alumni Relations.

3. Term of Office:

a. Officers shall hold office for one year following their installation.

b. No officer shall serve two (2) consecutive terms in an office, except for the Treasurer and Secretary, or in the case of the President's inability to serve a full term, necessitating the President-elect to assume the office of President for the remainder of that term and the selection of a new President-elect. Officer service shall coincide with the fiscal year of the MUWAA.

4. Succession:

a. When the office of President becomes vacant, the President-elect automatically assumes the role of President of the Association.

b. If the President-elect is required to fill the president's unexpired term, the President-elect shall be eligible to continue in office until the end of his/her elected Board term.

c. If the President-elect cannot assume the position, the Directors will elect a President from among the remaining Directors.

5. Resignation:

a. Any officer may resign at any time by giving written notice to the President of the Board or the President-elect in the case of the resignation of the President.

b. The resignation shall take effect at the time specified in the notice, or if no time is specified, then at the time the notice was received.

#### **IV. COMMITTEES**

A. There shall be two types of committees: Standing and Special. All committee activities should support the University.

B. Standing Committees: A Standing Committee shall consist of at least five (5) members but no more than eight (8) members, with at least one (1) member of whom must be a Board

Member. No more than two (2) Board members shall serve on any Standing Committee. No one shall serve as Chair for more than one (1) Standing Committee. Except as otherwise provided herein, the President shall appoint at least one (1) and up to two (2) Board members to each Standing Committee. Except as otherwise provided herein, the Chair shall appoint the remaining members of the committee, who shall be voting members of the Association. Any member of the Association who contributes to the MUW Foundation during the fiscal year in which the committee operates shall be eligible to serve on a standing committee. All Standing Committee appointments are subject to approval by the Board.

The Standing Committees are as follows:

1. Nominations and Elections Committee: This Committee shall be chaired by the Association's Immediate Past President. The Board of Directors will elect four (4) voting members of the Association to serve on this Committee, with input from the University's Director of Alumni Relations.
  - a. This Committee shall be responsible for identifying, contacting, and nominating at least one (1) candidate for the position of President-elect and every vacant Board directorship from among the Association's voting members. An open process for receiving suggestions for each position from the membership will be followed.
  - b. The Committee will consider all groups within the Association when forming its slate of candidates.
  - c. The Committee shall prepare for the orderly and timely conduct of elections and ensure that voting methods are efficient, coordinated effectively, and validated.
2. Bylaws Committee: This Committee shall review the Bylaws and the Policies and Procedures and recommend changes to the Board of Directors when necessary.
3. Recruitment and Retention Committee: This Committee shall support the University in recruiting and retaining students and faculty in coordination with the vice president for student services.
4. Chapters/Constituency Groups Committee: This Committee shall work to increase active participation in the Association and shall develop chapters and constituent groups in coordination with the University's Director of Alumni Relations.
5. Special Events Committee: This Committee shall assist in coordinating the participation of Association members in support of formal programs and special activities planned by the Association President or the University. The committee will discuss these events with the University's Director of Alumni Relations.
6. Finance Committee: This Committee shall develop and manage the Association's budget and ensure that the Association complies with the provisions in the Affiliation Agreement related to finance. The committee shall include the Treasurer, who shall act as committee

chair, and four (4) other members appointed by the Association President, subject to approval by the Board of Directors.

7. Public Relations Committee: This Committee shall, in coordination with the university's Director of Alumni Relations, create, produce, and disseminate information on behalf of the Association and work to project a positive image of MUW, the Association, and former students.

8. Past Presidents Committee: This Committee shall serve as a support and advisory group for the current President and Board of Directors.

C. Special Committees: The President or the Board of Directors shall determine the need for special committees as circumstances warrant. A special committee's activities are limited to accomplishing the task for which it was created. The chair of a special committee shall be appointed by the President from the voting membership, subject to approval by the Board of Directors. The members of a special committee shall be chosen from the voting membership by the chair, subject to approval by the Board of Directors. Any member of the Association who contributes to the MUW Foundation during the fiscal year but before being appointed shall be eligible to serve on a special committee. See: (Appendix G: Policies and Procedures) for descriptions of special committees.

## **V. CHAPTERS AND CONSTITUENCY GROUPS**

A. The Association supports the organization of chapters and constituency groups.

B. Any group of former students may petition the Board of Directors for approval to organize a new chapter or constituency group.

## **VI. ELECTIONS**

A. Before the annual meeting, the membership shall elect a President-elect. The outgoing President becomes the Immediate Past President and shall be succeeded automatically by the President-elect to enable orderly succession.

B. The Immediate Past President serves as chair of the Nominations and Elections Committee, which has four (4) members elected by the Board at its first meeting following the annual election. This committee will initiate an open call for nominations from the general membership and prepare a slate of nominees from those submissions.

C. Active members of the Association who have made contributions during the present fiscal year and the immediate previous fiscal year (two years in a row) are eligible to be members of the board or board officers.

D. Write-in candidates will be accepted on the ballot during the voting period. Any write-in candidate who receives a majority of the votes cast must be determined eligible to serve in the position before the Nominations and Elections Committee certifies the election results. If a write-in candidate is not eligible, the eligible candidate with the highest number of votes cast in the election will be selected.

E. Unless otherwise specified in the Bylaws, elections are decided by a majority of the votes.

## VII. MISCELLANEOUS

A. Fiscal Year Term: The Association's fiscal year begins on July 1 of each year and ends on June 30 of the following year. Contributions will be based on this fiscal year.

B. Conflict of Interest: The Association has adopted a conflict of interest policy consistent with the Affiliation Agreement between the University and the Association. This policy is attached as an appendix to these Bylaws.

C. Indemnification: The Association's Officers and Board of Directors shall not be personally liable for the Association's debts or obligations.

D. Affiliation Agreement: The relationship with MUW is outlined in an Affiliation Agreement between the University and the Association. The Affiliation Agreement takes precedence over any provision of the Association's Bylaws, Policies, Procedures, and any other actions of the Association.

E. Amendments to Bylaws: Proposed amendments to these Bylaws may originate from the Bylaws Committee or from any active member of the Association who presents a proposal in writing to the Bylaws Committee two (2) weeks before distribution to the Board of Directors for action. The Board-approved amendment shall be presented to the active members for ratification by a two-thirds (2/3) vote of the members voting.

F. Non-profit 501(c)(3) status: The Association obtained non-profit status, effective April 14, 1994, the date of its incorporation with the Secretary of State of Mississippi.

This organization is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code or corresponding section(s) of any future federal tax code.

No part of the net earnings of the organization shall inure to the benefit of or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes outlined in the purpose clause of the organization in its Articles of Incorporation. No substantial part of the organization's activities shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the organization shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other purposes not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions of which are deductible under section 170(c)(2) of the Internal Revenue code, or corresponding section of any future federal tax code.

Upon dissolution of this organization, assets shall be distributed to the University or its designee that qualifies as a non-profit organization consistent with section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code or shall be distributed to the federal government, or a state government, for a public purpose.

G. Director of Association: The University's Director of Alumni Relations will serve as Director of the Association. The Director of the Association shall work with the Association's Board of Directors to carry out the strategic plans and policies as established by the Board of Directors and to perform the day-to-day operations of the Association, including receipt and disbursement of Association funds, following Association, Foundation, and University guidelines.

H. Policies and Procedures: To comply with the specific provisions of the Association Bylaws, the Board of Directors may, from time to time, establish Policies and Procedures that shall be binding upon the Board. Policies and Procedures may be amended or rescinded by a two-thirds (2/3) margin of the Board of Directors votes cast without previous notice or by a majority vote with such notice.

I. Formatting and Transcription Changes: The Board shall be allowed to correct and amend any formatting or transcription errors contained in any provision of these bylaws that do not change the substance or intent of any of the provisions above. A majority vote of the Board shall approve any formatting or transcription errors in any provision requiring a change.