PREAMBLE

ARTICLE I

Name, Purpose, Term of Office and Location

Section 1 Name The name of the organization shall be the Michigan State University Alumni Association (hereinafter, the “Association”).

Section 2 Mission Statement The Michigan State University Alumni Association supports and enhances the university’s world-grant mission by achieving a lifelong connection between alumni and the university community.

Section 3 Background The Association is a group of members, Academic Associations, Regional Alumni Clubs, and Alumni Interest Groups. It is authorized by the Board of Trustees of Michigan State University to undertake alumni relations and programming for the University.

Section 4 Purpose The purpose of the Association is to serve as a portal to Michigan State University (the “University” or “MSU”) and to promote goodwill between alumni and friends of MSU and the University community. Authority of the Association is extended to the Executive Director by the Office of the President of the University. The MSUAA International Advisory Board (as defined herein) shall advise the Executive Director on matters of the Association and policies governing the conduct of alumni programs for MSU. The Association shall promote efforts to ensure inclusion and equal opportunity for all.

Section 5 Term of Office The term of office for all officers, board members, and committee members shall be July 1 through June 30.

Section 6 Location The principal office of the Association shall be on the East Lansing campus of Michigan State University as determined from time to time.

ARTICLE II

Membership

Section 1 Eligibility for Association Membership All graduates and former students, current and former faculty and staff, parents of students, and friends of the University are eligible for Association membership.

Section 2 Membership Categories Categories for membership shall be the following:

a) Regular Members Regular members shall include all annual and life members in good standing.

b) Complimentary Members From time to time, upon the approval of the Executive Director of the Association, a membership may be granted to an individual not otherwise a Regular Member.
c) **New Graduate Members**  Upon earning an undergraduate degree from MSU, all graduates will be extended a two year complimentary membership in the Association.

**ARTICLE III**

**Membership Dues and Good Standing**

**Section 1 Dues and Good Standing**  Members shall pay dues that are recommended by the Executive Director and approved by the Voting Members (as defined herein). A Regular Member shall be in good standing so long as his or her membership dues are paid in full. Good standing for New Graduate Members and Complimentary Members shall be determined by the Executive Director.

**ARTICLE IV**

**Composition and Functions**

**Section 1 Composition**  The Association shall be composed of the following groups:

**Section 1.1 Association Membership**  An Association membership automatically grants membership in an Academic Association (if selected by the member), and where applicable, a regional or international club. Additionally, Alumni Interest Groups (as defined herein) are chartered by the University.

**Section 1.2 Regional Alumni Clubs**  Regional Alumni Clubs shall be chartered by the University through the Association on a geographical basis to help serve alumni and friends and help promote and enhance the objectives of MSU.

a) **Regional Alumni Club Bylaws & Charter**  A group of university alumni and friends residing in a geographical area, wishing to organize an alumni club where no club presently exists or where an existing club is not adequately serving the interest of the group, may request a charter from the University through the Association. The Association shall from time to time establish the terms and conditions for charter eligibility, which shall be consistently applied. The group shall adopt bylaws satisfactory to the Association, and record such approved bylaws with the Association. When the Association provides formal written notification of approval of said bylaws, the Executive Director of the Association shall charter the Regional Alumni Club as an official club on behalf of the University. Revisions to Regional Alumni Club bylaws shall be submitted to the Association for review and approval as directed by the Association.

b) **Regional Alumni Club Status**  To maintain its charter, each Regional Alumni Club shall satisfy criteria as established by the Association from time to time. Additionally, Regional Alumni Clubs are encouraged to conduct a variety of club activities that appeal to the club’s diverse membership. In addition to other criteria established from time to time by the Association, each Regional Alumni Club shall: annually submit to the Association a summary of its past year’s activities and a financial statement as approved by its Board of Directors and acceptable to the Association; directly communicate with their local alumni and friend base by written or electronic means at least twice annually; hold at least two events per year in which all local alumni and friends are invited to participate; make membership growth in the Association a primary objective of the club’s mission; and, require each member of its ’board to maintain good standing in the Association.
c) **Regional Alumni Club Membership**  Membership in the Association is a prerequisite to membership in the Regional Alumni Club. Regional Alumni Clubs may not charge membership dues, or other amounts for participation in the club. Regional Alumni Clubs may however charge participating individuals for specific club activities (e.g., an admission fee charged to all participants who attend a club event). Regional Alumni Clubs are encouraged to undertake activities that will ensure financial sustainability and stability needed to achieve the goals of the Regional Alumni Club.

Section 1.3 **Academic Association**  The University, through the Association, may charter the organization of Academic Associations, in college or other appropriate units of the University, to help serve the members and promote and enhance the objectives of MSU.

a) **Academic Association Bylaws & Charter**  A group of university alumni, in concert with the appropriate Dean, may organize an Academic Association as defined herein by requesting a charter from the University through the Association. The Association shall from time to time establish the terms and conditions for charter eligibility, which shall be consistently applied. The group shall adopt bylaws satisfactory to the Association, and record such approved bylaws with the Association. When the Association provides formal written notification of the approval and adoption of said bylaws, and upon written approval of the Dean, the Executive Director shall charter the Academic Association as an official organization on behalf of the University. Revisions to Academic Association bylaws shall be submitted to the Association for review and approval.

b) **Academic Association Status**  To maintain active status, in addition to satisfying other criteria established from time to time by the Association, each Academic Association shall hold at least one meeting per calendar year. Academic Associations are encouraged to conduct a variety of activities that appeal to their membership. Additionally, each Academic Association shall submit to the Association each year a summary of its past year’s activities and a financial statement as approved by its Board of Directors and acceptable to the Association.

c) **Academic Association Membership**  Membership in the Association is a prerequisite to membership in an Academic Association. Academic Associations may not charge membership dues, or other amounts for participation in the Association. Academic Associations may however charge participating individuals for specific club activities (e.g., an admission fee charged to all participants who attend a club event). Academic Associations are encouraged to undertake activities that will ensure financial sustainability and stability needed to achieve the goals of the Academic Association.

Section 1.4 **Alumni Interest Groups**  Alumni Interest Groups (also referred to as Affinity Groups) shall be chartered by the University through the Association on a common interest basis to serve members and promote and enhance the objectives of MSU. Alumni Interest Groups may require members to pay dues/fees to participate.

a) **Alumni Interest Groups Bylaws & Charter**  A group of university alumni and friends having a common interest, and wishing to organize an Alumni Interest Group, may request a charter from the University through the Association. The Association shall from time to time establish terms and conditions for charter eligibility, which shall be consistently applied. The group shall adopt bylaws satisfactory to the Association and record such approved bylaws with the Association. When the Association provides formal written notification of the approval and adoption of said
b) **Alumni Interest Group Status**  To maintain its charter, in addition to satisfying other criteria established from time to time by the Association, each Alumni Interest Group shall hold at least one meeting each calendar year. Alumni Interest Groups are encouraged to conduct a variety of activities that appeal to the group’s diverse membership. Additionally, each Alumni Interest Group shall submit to the Association each year a summary of its past year’s activities and a financial statement as approved by its Board of Directors and acceptable to the Association.

**Section 1.5 Young Alumni**  Young Alumni, as defined herein and/or by the Association’s policies and procedures, shall be organized under the guidance and supervision of the Regional Alumni Clubs and Academic Associations. Regional Alumni Club and Academic Association bylaws shall govern Young Alumni within their respective constituencies. Alumni Interest Groups shall also develop young alumni programming consistent with the Regional Alumni Clubs and Academic Associations.

**Section 2 Association Functions**  The following functions shall be the responsibility of the Association:

**Section 2.1**  The Association shall facilitate and, where appropriate, coordinate Alumni Interest Groups, Academic Associations, Regional Alumni Clubs and Young Alumni activities.

**Section 2.2**  The Association shall maintain several central functions and provide services to Alumni Interest Groups, Academic Associations, Regional Alumni Clubs, Young Alumni groups, and the at-large membership. Functions maintained and/or coordinated centrally may include, without limitation:

1. Alumni records and files
2. Accounting and financial records
3. University-wide alumni publications
4. Membership drives
5. Central university programs, such as homecoming, reunions and alumni leadership weekend
6. Coordination and consultation with all member units
7. Other services
8. Liaison with the Student Alumni Foundation
9. Additional roles and functions as established from time to time as may be appropriate to its mission and purpose

**ARTICLE V**

**MSUAA International Advisory Board**

**Section 1 Purpose**  The MSUAA International Advisory Board (hereinafter, “Advisory Board”) shall be comprised of a broad and diverse cross section of members in good standing who understand and support the Association’s core values, goals, mission, and purpose. Advisory Board members shall stay informed of Association and University issues in order to actively serve as advocates for MSU and the Association. Advisory Board members shall advise the Executive Director on issues of organizational structure, policies and programs that help ensure that the Association remains a dynamic, effective, relevant, and efficient organization that provides value to alums and friends of the University worldwide. In addition, members of
the Advisory Board shall be required to serve on standing or ad-hoc committees and/or serve as Officers of the Advisory Board.

Section 2 Members - Number and Classification  The Advisory Board shall consist of thirty-five (35) members, comprised as follows: five (5) officers; six (6) standing committee chairs; and, twenty-four (24) committee members. All Advisory Board members shall be Association members in good standing. Candidates for Advisory Board members may be nominated by individuals, Regional Clubs, Alumni Interest Groups, Academic Associations, and/or the Executive Director of the Association. The Nominating Committee (as described herein) shall recommend Advisory Board members to the then current Voting Members of the Advisory Board. The Nominating Committee shall recommend Advisory Board members based upon their respective skill sets and experience, with an end goal of ensuring that the board is comprised of members representing the diversity of various constituencies in the Association. At least one (1) member of the Advisory Board shall be a member of the Student Alumni Foundation (the “SAF”). That individual may be the current President of the SAF, or such other member duly appointed by the SAF and elected by the then current Voting Members of the Advisory Board (the “SAF Member”). The SAF Member shall hold a position on the Student and Young Alumni Committee (see Article VII Section 2e).

Section 3 Voting Members  There shall be eleven (11) Voting Members (the “Voting Members”) on the Advisory Board comprised of the five (5) Executive Officers and six (6) committee chairs.

Section 4 Meetings  The Advisory Board shall meet in person at least two (2) times annually. Special meetings may be called by the President of the Advisory Board, the Executive Director of the Association, or upon the written request of three (3) Voting Members. Special meetings may be held via telephonic means. Notice of the time, place and the subject matter of each regular and special meeting shall be given to each Advisory Board member at least ten (10) days, and not more than sixty (60) days, before the meeting date. Notice shall be mailed via first class or electronic mail to each member at his or her last known mailing or electronic address, as the same appears on the records of the Association. Notice shall be deemed given by depositing same in a post office box, postage prepaid, or sent via electronic means. Notice of regular or special meetings to any member shall be deemed waived by the attendance of the member at the meeting, unless the member appears solely for the purpose of objecting at the beginning of the meeting to the transaction of any business at the meeting because the meeting is not lawfully called or convened. The record date for determining members entitled to vote at a meeting shall be the date of mailing or transmitting of the notice of meeting.

Section 5 Parliamentary Procedures  Roberts Rules of Order shall govern Advisory Board meetings.

Section 6 Quorum and Manner of Acting  Six (6) Voting Members shall constitute a quorum for the transaction of business at any regular or special meeting. A majority of the Voting Members present at a meeting at which a quorum is present shall be the act of the Advisory Board. Any meeting, whether or not a quorum is present, may be adjourned from time to time by vote of a majority of the Voting Members present. It shall not be necessary to give notice of the adjourned meeting other than by announcement at the noticed meeting. However, if after the adjournment the Board fixes a new record date for determining entitlement to vote at the adjourned meeting, a notice of the adjourned meeting shall be given to each member as of the new record date. At any adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally notified.

Section 7 Voting  Each voting member shall be entitled to one (1) vote. Unless a greater percentage is required elsewhere herein, all elections shall be had, and all questions affecting the Association and Advisory Board shall be decided, by a majority vote of the Voting Members present at a meeting at which a quorum is present.
Section 8 Minutes  No later than fifteen (15) days before the next regularly scheduled meeting, a complete set of minutes of any regular or special meeting, precisely describing the decisions made and action taken shall be distributed to the Advisory Board. Such minutes shall be reviewed and adopted by the Voting Members at the ensuing meeting.

Section 9 Terms  All Advisory Board members defined by these bylaws shall serve a term of two (2) years. No member shall serve more than two (2) consecutive terms on the Advisory Board unless filling a vacated term without the passage of an intervening two (2) years, or serving as an Executive Officer (see Article VI). Committee chair terms shall be one (1) year and shall be considered concurrent with Advisory Board terms. All terms shall begin on July 1.

Section 10 Non-Executive Officer Vacancies  A vacancy in a non-voting Advisory Board position caused by reason other than expiration of term of office shall be appointed by the Executive Director. The appointment shall be for the remainder of the vacated term. A vacancy in a committee chair position caused by reason other than expiration of term of office shall be filled from the current Advisory Board upon the recommendation of the Nominating Committee and majority vote of the Voting Members. Said term shall be for the remainder of the vacated term.

Section 11 Removal  Any Advisory Board member may be removed from office by a two-thirds (2/3) majority vote of Voting Members whenever, in their sole and exclusive judgment, it serves the best interests of the Association and the University.

Section 12 Resignation  A member of the Advisory Board may resign by delivering notice of his/her resignation to the Executive Director and the President of the Advisory Board, which resignation shall be effective upon receipt.
ARTICLE VI

Executive Officers

Section 1 Executive Officers - Number and Classification  The Executive Officers of the Advisory Board shall be comprised of the following:

a) President
b) 1st Vice President
c) 2nd Vice President
d) Secretary
e) Immediate Past-President (President Emeritus)

Each year, after seeking input from the Executive Director and the Association staff, the Nominating Committee shall propose new Executive Officer candidates from the current Advisory Board and present them to the current Voting Members for vote at the regular spring meeting of the Advisory Board. Nominees shall be members in good standing of the Association and must have served at least one (1) full term on the Advisory Board before becoming eligible to serve as an Executive Officer. The individuals nominated to serve as President, 1st Vice President, and 2nd Vice President may fulfill terms as President and Immediate Past President even if doing so would require that those individuals serve more than four (4) years. It is anticipated, but not required, that after serving one (1) term as 1st Vice President, that member will succeed to the office of President. Similarly, after serving one (1) term as 2nd Vice President, it is anticipated, but not required, that said member succeed to the 1st Vice President position.

Section 2 Terms  Concurrent with, or in addition to, their term as Advisory Board members, the term for each Executive Officer position shall be one (1) year.

Section 3 Vacancies  A vacancy in an Executive Officer position caused by reason other than expiration of term of office shall be filled by from the remaining Advisory Board upon the recommendation of the Nominating Committee and majority vote of the Voting Members. Said term shall be for the remainder of the vacated term.

Section 4 Duties  The duties of the Executive Officers of the Advisory Board shall include without limitation, the following:

a) The President shall preside at all meetings of the Voting Members and Advisory Board. The President shall perform the usual duties incident to the office and have such other powers and responsibilities as may be delegated by the Voting Members. The President shall be elected with the expectation, but not the requirement, that he/she will succeed to the office of Immediate Past President at the end of his/her term. The President shall meet regularly with the Executive Director of the Association. The President shall review all minutes in conjunction with the Secretary and the Executive Director before distribution.

b) The 1st Vice President shall have such responsibilities and powers as may be assigned by the Voting Members. In the absence of the President, the 1st Vice President shall preside over all Voting Members. The 1st Vice President shall be elected with the anticipation, but not the requirement, that he/she will succeed to the office of President at the end of his/her term. The 1st Vice President shall serve as chairperson of the Awards Committee.
c) The 2nd Vice President shall have such Association responsibilities and powers as may be assigned by the Voting Members. In the absence of the President and 1st Vice President, the 2nd Vice President shall preside over voting member meetings. The 2nd Vice President shall be elected with the anticipation, but not the requirement, that he/she will succeed to the office of 1st Vice President at the end of his/her term.

d) The Secretary, together with the President and the Executive Director of the Association, shall be responsible for reviewing minutes before distribution, maintaining records, and recording and distributing minutes of all meetings that include the Voting Members to Advisory Board.

e) The Immediate Past President is expected to provide guidance to the Executive Officers and Advisory Board, and shall serve as a member of the Nominating Committee.

ARTICLE VII

Advisory Board Committees

Section 1 Executive Committee The Executive Committee shall consist of the President, 1st Vice President, 2nd Vice President, Secretary, and Immediate Past President. The Executive Director of the Association shall serve as an ex-officio member without vote. The President of the Advisory Board shall serve as Chairperson of the Executive Committee. The Secretary will act as Executive Committee Secretary.

Section 2 Standing Committees The following committees shall be standing committees and the chair of said committees shall be a voting member.

a) Marketing and Communication The Marketing and Communications Committee shall undertake and support efforts to increase and maintain the size of this Association. The committee shall also assist with outreach to the Association membership through support of work requested from the Office of Governmental Affairs by all appropriate electronic means of online engagement and technology. Said online engagement should create more efficient and effective communications; aggregate audience; target markets; and elevate the creativity and sophistication of partnership opportunities. The focus shall be on social/professional networking, including websites, interactive branding, search engine optimization (SEO) ensuring top keyword search placement on web browsers, online public relations, virtual programming, blogging and evolving online tools. Recommendations shall be based on economic feasibility.

b) Alumni Association Programs The Alumni Association Programs Committee will work with staff and other University units (when and where applicable) to develop and coordinate functions including without limitation Homecoming, class reunions, Alumni Weekend, Speaker’s Bureau, Lifelong Education and other events/programs as they may occur.

c) Engagement and Leadership Development The Engagement and Leadership Development Committee shall be responsible for, among other things, assisting the Executive Director, the Director of Alumni Relations and Regional Alumni Clubs in identifying, developing and promoting talented leaders for the Advisory Board. The committee shall: develop criteria to assist in the identification and recruitment of these individuals who have potential to be effective leaders to serve in various roles; develop and implement training, development, and
engagement activities aimed at enhancing the skills and abilities of existing leaders and Regional Alumni Clubs; assess the factors that enhance or inhibit the commitment and motivation of leaders and recommend activities to improve the Association’s effectiveness in motivating superior performance from its volunteer leaders; and, identify and/or develop logical development paths for volunteer leaders such that subsequent appointments make use of experience gained in previous positions.

d) **Student and Young Alumni** The Student and Young Alumni Committee will advise the Voting Members on matters relating to the organization and involvement of students and young alumni within the Association. The Committee shall strive to promote the mission of the Association by way of a framework that engages and supports students and young alumni in building a relationship with the University beyond graduation. Young Alumni shall be defined as that group of individuals who have received their first undergraduate degree from the University in the preceding ten (10) years.

e) **Career Services** The Career Services Committee shall be responsible for assisting Association staff towards continually improving existing programs, recommending new programs and/or initiatives, and increasing alumni engagement utilizing entrepreneurial creativity and innovative technological integration.

f) **Nominating Committee** The Nominating Committee shall be responsible for recommending members to serve on the Advisory Board and for recommending the Officers from members of the Advisory Board. The Executive Director of the Association shall serve as an *ex-officio* member without vote. The Voting Members shall appoint not fewer than three (3), and no more than five (5), members to be selected from members of the standing committees to serve on the Nominating Committee. The Past President shall serve as a member of the committee.

Section 3 Ad-Hoc Committees The Voting Members or the President may create additional ad-hoc committees, which may include, but are not necessarily limited to, the below listed. The chairperson of an ad-hoc committee shall not be a voting member of the Advisory Board solely by virtue of chairing the ad-hoc committee.

a) **Awards Committee** The Awards Committee shall undertake and support efforts to, develop, maintain, and facilitate a comprehensive awards program recognizing both individuals and programs. It shall have the further responsibility to select honorees for the Grand Awards program. Members of the Awards Committee shall be selected from members of the standing committees and be appointed annually by the Voting Members. The 1st Vice President shall serve as Chairperson of the committee.

b) **Bylaws Committee** The Bylaws Committee shall be charged with periodically forwarding suggested revisions to the Bylaws to the Executive Committee for discussion, who may then present same for adoption consistent with the provisions contained herein.

Section 4 Appointment of Committee Members and Election of Committee Chairs The Executive Director, in consultation with the Executive Committee, shall establish committee assignments after the Advisory Board and Voting Members are confirmed. Committee member positions shall be filled from the Advisory Board and/or as needed from elsewhere within or outside the Association. The Executive Director, in consultation with the Executive Committee, shall propose Committee Chairs from those advisory board members who have served at least one term. Said recommendations shall then be
forwarded to the Executive Committee for discussion and voting. A chair shall be deemed elected upon the vote of a majority of the members of the Executive Committee. No individual shall serve as the chair of more than one committee, unless that committee shall be an ad-hoc committee.

Section 5 Committee Chairs When recommending incoming Advisory Board members, the Nominating Committee shall indicate which standing and/or ad hoc committee they propose each member serves. Committee assignments for Voting Members may be changed by a majority vote of the Executive Committee.

ARTICLE VIII

Amendments to Bylaws

Section 1 Amendments to Bylaws Amendments to these bylaws may be enacted by a two-thirds (2/3) majority vote of the Voting Members in attendance at any regular or special meeting, provided all Voting Members have received prior written notice thereof accompanied by a copy of the proposed revisions at least ten (10) days prior to a vote. The Executive Director shall prepare a memo generically describing the substantive changes of the proposed amendments and shall submit same to the President of Michigan State University.

ARTICLE IX

Effective Date of Bylaws