

**BY-LAWS OF THE
BAINBRIDGE COLLEGE ALUMNI ASSOCIATION**

ARTICLE I.

INTRODUCTION

Section 1. Definition of Bylaws. These By-laws constitute the code of rules adopted by the Bainbridge College Alumni Association ("the association") for the regulation and management of its affairs. Unless otherwise designated, references to "the President" within these By-laws mean the president of the association.

ARTICLE II.

MEMBERSHIP

Section 1. Definition of Membership. The members of the association are those individuals who are former students of Bainbridge College. Members may be active or inactive. Active members are those whose dues, as established by the Board, are paid up to date. In addition to the above, the Board may award honorary memberships in the association at its discretion.

Section 2. Members' Dues. The annual dues payable to the association will be \$10.00 per year or starting at \$30.00 for a lifetime membership. The Board may establish special membership categories and dues at its discretion.

Section 3. Privileges of Membership. Active members are entitled to participate in such activities as planned by the Board.

ARTICLE III.

THE BOARD

Section 1. Number, Qualifications and Term of Office. The business and affairs of the association shall be managed by a Board of not less than three (3), nor more than ten (10) officers. Board members shall be graduates of Bainbridge College. In the event of

vacancies on the board, appointment by the President shall be made to fill the seat vacated by an existing officer and the new appointee shall serve only for the unexpired term of the officer whose seat was filled. Subject to the foregoing limitations, the number of officers shall be set by the Board. However, no more than two (2) elected board members may be employees of the College.

Section 2. Compensation. Officers shall not receive a salary for their services as officers.

Section 3. Removal. Any individual officer, may be removed from office by affirmative vote of a majority of the remaining officers.

Section 4. Nominating Committee. The officers, by resolution, will designate and appoint a Nominating Committee. Said committee will be responsible for the preparation of the slate of nominees for the election of officers to the board at each biannual meeting. The Nominating Committee shall prepare the slate of nominees by not less than thirty (30) days prior to the biannual meeting in March. The President of Bainbridge College shall be an ex-officio of the Nominating Committee.

ARTICLE IV.

MEETINGS OF THE BOARD

Section 1. Place of Meetings. The meetings of the Board may be held at any place that the President designates.

Section 2. Annual Meeting. The Board shall meet each year in March at such time and place as the President designates to either elect members of the Board and officers and to consider other business.

Section 3. Regular Meetings. Regular meetings of the Board will be held at times and at places designated by the President on proper notice.

Section 4. Special Meetings. Special meetings of the Board may be called at any time by the President or by any three members of the Board.

Section 5. Notice of Meetings. Notice of the annual and regular meetings of the Board shall be given to each board member. Written notice of each special meeting, setting forth the time and place of the meeting, shall be given to each officer at least twenty-four hours before the meeting. This notice may be given either personally, or by sending a copy of the notice through the United States mail, by fax, or e-mail, to the address of each officer appearing on the books of the association.

Section 6. Waiver of Notice. A director may in writing waive notice of a special meeting of the Board either before or after the meeting; and such waiver shall be deemed the equivalent of giving notice. Attendance of an officer at a meeting shall constitute waiver of notice of that meeting.

Section 7. Quorum. At meetings of the Board one-third of the officers in office shall be necessary to constitute a quorum for the transaction of business. If a quorum is present, the acts of a majority of the directors in attendance shall be the acts of the Board.

Section 8. Adjournment. A meeting of the Board may be adjourned to be resumed at a later time. Notice of the resumption of the adjourned meeting or of the business to be transacted there, other than by announcement at the meeting at which the adjournment is taken, shall not be necessary. At the resumption of an adjourned meeting at which a quorum is present, any business may be transacted which could have been transacted at the meeting originally called.

Section 9. Informal Action. If all the officers severally or collectively consent in writing to any action taken or to be taken by the association and the writing or writings evidencing their consent are filed with the Secretary of the association, the action shall be as valid as though it had been authorized at a meeting of the board. Members of the Board (or an executive committee) shall be deemed present at any meeting if a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other is used.

ARTICLE V.

OFFICERS, AGENTS, AND EMPLOYEES

Section 1. Officers. The executive officers of the association shall be chosen by the Nominating Committee and membership, and shall consist of a President, Vice President, and Secretary/Treasurer. Other officers, chairs, and agents that the Board from time to time may deem necessary may be elected by the Board or be appointed in a manner prescribed by the Board.

Two or more offices may be held by the same person except that one person shall not at the same time hold the offices of President and Vice President or the offices of President and Secretary/Treasurer. Officers shall hold office for two years or until their successors are chosen and have qualified, unless they are sooner removed from office as provided in these By-Laws.

Section 2. Vacancies. When a vacancy occurs in one of the executive offices by death, resignation or otherwise, it shall be filled by the Board. The officers so selected shall hold office until his successor is chosen and qualified.

Section 3. Compensation. The officers of the association shall receive no salaries. The compensation of agents and employees of the association may be fixed by the Board or by an officer or officers to whom that function has been delegated by the Board.

Section 4. Removal of Officers and Agents. An officer or agent of the association may be removed by a majority vote of the Board whenever in their judgment the best interests of the association will be served by the removal. The removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 5. President: Powers and Duties. The President shall have general supervision of the business of the association. The President shall preside at all meetings of the Board and discharge the duties of a presiding officer, shall present at each annual meeting of the Board a report of the business of the association for the preceding fiscal year, and shall perform whatever other duties the Board may from time to time prescribe. The President may direct expenditures of up to \$500.00 per year in addition to approved budgets at his/her discretion, but shall report all such expenditures to the Board at the next board meeting.

Section 6. Vice President: Powers and Duties. The Vice President, shall, in the absence of disability of the President, perform the duties and exercise the powers of the

President. The Vice President also shall perform whatever duties and have whatever powers of the Board may from time to time assign.

Section 7. Secretary/Treasurer: Powers and Duties. The Secretary/Treasurer shall attend all meetings of the Board and shall keep or cause to be kept a true and complete record of the proceedings of those meetings. The Secretary/Treasurer shall give, or cause to be given, notice of all meetings of the officers or of the membership and shall perform whatever additional duties the Board and the President may from time to time prescribe. The Secretary/Treasurer shall keep full and accurate accounts of receipts and disbursements, and shall deposit all moneys and other valuable effects in the name and to the credit of the association in the Alumni Association account in the Business Office. At the request of the President, the Secretary/Treasurer shall disburse the funds of the association and shall render to the President or the Board, whenever they may require it, an account of his transactions as Treasurer and of the financial condition of the association. A fiscal agent shall assist the Treasurer in keeping the financial records of the association. The Vice President of Business Affairs of Bainbridge College shall serve as the fiscal agent.

Section 8. Delegation of Duties. Whenever an officer is absent or whenever for any reason the Board may deem it desirable, the Board may delegate the powers and duties of an officer to any other officer or officers.

ARTICLE VI.

FISCAL AFFAIRS

Section 1. Fiscal Year. The fiscal year of the association shall be from July 1 through June 30, in order to be concurrent with the fiscal year of Bainbridge College.

Section 2. Expenditures. Checks, notes, drafts, and demands for money shall be signed by the fiscal agent. Expenditures must be authorized by the Board. This requirement can be changed by a meeting of the Board.

ARTICLE VII.

EXECUTIVE COMMITTEE

The Board may, by resolution, designate two or more of their number to constitute an Executive Committee, who, to the extent provided in such resolution, shall have and may exercise the powers of the Board. If an Executive Committee is appointed, in the absence or disqualification from voting of a member of the committee, the member or members thereof present at any meeting and not disqualified from voting, whether or not he or they constitute a quorum, may unanimously appoint another member of the Board to act at the meeting in the place of such absent or disqualified member.

ARTICLE VIII.

AMENDMENT

Upon notice given to each of the Officers in office, these By-Laws may be amended, or repealed, wholly or in part, by the Board at its regular meetings or at special meetings called for said purpose by a majority of the Officers.

ARTICLE IX

ANNUAL REPORT OF THE ASSOCIATION

An Annual Report on the financial state of the association shall be prepared and made available after the end of the fiscal year.

ARTICLE X

PARLIAMENTARY AUTHORITY

The rules contained in the most current edition of Roberts' Rules of Order shall govern the Association in all cases to which they seem applicable and in which they are not inconsistent with these By-Laws.