



**University of Massachusetts Amherst  
Alumni Association, Inc.  
By-Laws**

**Article I  
Name and Seal**

The Name of the Corporation shall be the "University of Massachusetts Amherst Alumni Association, Inc." doing business under the name and style "the Alumni Association." The Corporation shall have a seal, which shall be circular in form and have inscribed thereon the name of the Corporation and the year of its incorporation.

**Article II  
Purposes**

The purpose of the Alumni Association shall be to promote through its alumni and membership the interests of the University of Massachusetts at Amherst ("the University") and its alumni. The Alumni Association shall act independently to provide services and programs that enlighten, strengthen and develop the student, faculty, staff and alumni bodies.

Further, the mission of the Alumni Association shall be to:

- Provide the leadership, service and financial support necessary to enrich the academic, intellectual and social experience of the University's students;
- Enhance, strengthen and develop the academic reputation of the University and to reinforce and validate the worth and pride in the University academic experience;
- Continue to develop and reinforce the bonds between the University and its alumni and to promote fellowship and collaboration among alumni;
- Encourage alumni to actively support the University's mission through membership, advocacy and volunteerism;
- Seize upon every opportunity to elevate and heighten the University's image and to instill pride within the greater university community of students, faculty, staff, parents, and alumni, as well as within the citizens of the Commonwealth;
- Promote diversity within the University family;
- Serve as the University's advocate and champion before the political leadership of the Commonwealth of Massachusetts and the nation.

This is to notify all that the Alumni Association does not discriminate against persons because of their religion, creed, race, color, national origin, sexual orientation (which shall not include persons whose sexual orientation involves minor children as the sex object), sex, age, disability, or marital status in the provision of, or access to, employment, services, programs and activities.

This is in accordance with applicable federal and state laws including but not limited to, Section 504 of the Rehabilitation Act of 1973, as amended, the Civil Rights Act of 1963, as amended, the Americans with Disabilities Act, as amended, Article 114 of the Massachusetts Constitution, Chapter 151B and 272, Section 92, 98 and, 98 AS, of the Massachusetts General Laws and Executive Orders 227, 246, and 253, as amended.

The Executive Director of the Alumni Association is designated to administer compliance with these laws and regulations.

### **Article III The Association**

#### **Section 1. Membership**

- a. **Regular Members.** All persons holding degrees from any part of the University of Massachusetts Amherst, the Massachusetts State College, the Massachusetts Agricultural College, and all those who have been enrolled as a matriculated student at said University and said colleges for a period of two semesters, and whose classes have graduated, shall be eligible for regular membership in the Alumni Association.
- b. **Sustaining Members.** Those persons who qualify as Regular Members and who have paid Sustaining membership dues as established by the Executive Committee, and approved by the Board of Directors, shall be considered Sustaining Members.
- c. **Life Members.** Those persons who qualify as Regular Members and who have paid Life membership dues as established by the Executive Committee, and approved by the Board of Directors, shall be considered Life Members.
- d. **Legacy Members.** Those persons who qualify as Regular Members and who have paid Legacy membership dues as established by the Executive Committee, and approved by the Board of Directors, shall be considered Legacy Members.
- e. **Associate Members.** Those persons who wish to receive the same benefits of membership as Regular Members but who do not otherwise qualify as Regular Members may become Associate Members upon the payment of Life or Legacy membership dues as established by the Executive Committee, and approved by the Board of Directors.
- f. **Honorary Members.** Those persons who have rendered meritorious service to the University or to the Alumni Association, and who are recommended by the Board of Directors, may be elected as honorary Life Members of the Alumni Association.

Sustaining Members in good standing, and Life and Legacy Members of the Alumni Association shall be entitled to vote on any matter or to serve on the Board of Directors. A Sustaining Member is in good standing when said member has paid all required dues on a current annual basis as established by the Executive Committee, and approved by the Board of Directors. Associate and Honorary Members shall not be eligible to hold office in the Association nor shall they be eligible to vote in any Alumni Association matter or election.

#### **Section 2. Meetings**

- a. **Annual Meeting.** An Annual Meeting of the Alumni Association shall be held each year at the University in the spring or fall, at a date and location to be determined by the Board of Directors. A notice of the date and location of the Annual Meeting shall be published and distributed to all members by whatever means are most practicable at least thirty (30) days prior to the meeting.

The purposes of the Annual Meeting shall be:

- To receive the election results for the Board of Directors and Officers of the Association;
  - To receive reports and notice of By-Law amendments;
  - To address any other business brought before it consistent with the By-Laws.
- b. **Special Meetings.** Special meetings of the Alumni Association shall be called upon the written petition of seventy-five (75) members, or by a vote of an absolute majority of the Board of Directors. The purpose of the special meeting shall be stated as part of the petition or vote and no business shall be transacted except that for which the meeting has been called. Notice of the time, place and purpose of the meeting shall be disseminated by whatever means are most practicable to each member of the Association. This notice shall be published at least one (1) week prior to the meeting.
- c. **Quorum.** The quorum for a meeting of the Alumni Association shall be forty (40) members present in person.

## **Article IV Board of Directors**

### **Section 1. Responsibilities**

- a. The control and administration of the Alumni Association shall be vested in the Board of Directors and shall be exercised by the Executive Committee.
- b. The Executive Committee shall be authorized to conduct the daily business of the Alumni Association with the same authority and effect as vested in the Board of Directors, subject to the authority of the Board to supersede any action of the Executive Committee by appropriate vote at the next duly convened meeting of the Board, except where otherwise provided herein.
- c. The Board of Directors shall establish and oversee nomination and election procedures for its membership. Officers of the Alumni Association shall be elected by the membership of the Board of Directors.

### **Section 2. Composition**

The Board of Directors shall typically not exceed thirty-four (34) voting members, as enumerated below:

- a. The Immediate Past President for a term coterminous with the President's term;
- b. Eighteen (18) Director positions elected at large from the membership of the Alumni Association and divided into three (3) equal and staggered terms;
- c. Twelve (12) Director positions appointed by the President to serve a two (2) year term coterminous with the President's term, including, nine (9) appointments from the general membership; two (2) appointments from chartered alumni clubs or affiliate groups; and one (1) alumni appointment from the university faculty or staff;
- d. One (1) representative of the chartered alumni clubs as nominated by their respective groups and elected by the officers of said groups;
- e. Two (2) enrolled students of the University appointed by the President, of which at least one (1) student shall be from the Student Alumni Association (SAA) or its successor.

The Vice Chancellor of Development and Alumni Relations and Assistant Vice Chancellor for Alumni Relations shall both serve as *ex officio*, non-voting members of the Board of Directors.

All duly elected Officers shall be considered voting members of the Board of Directors throughout the entirety of their Officer term(s).

Emeriti directors consisting of non-voting, former members of the Board of Directors whose terms have expired may be selected, from time to time, by the Executive Committee to represent the Association as members of administrative committees throughout the university community. They shall serve a three (3) year term from the date of appointment, but shall not be entitled to vote or hold office. In all other respects, they shall have the same rights and privileges as the other members of the Board of Directors. The number of Emeriti Directors shall not be considered in computing the number of persons serving on the Board of Directors.

### **Section 3. Meetings**

- a. **Regular Meetings.** There shall be at least three (3) regular meetings of the Board of Directors annually which shall be held at such time and place as the Board of Directors may decide, provided the meetings must be held within the Commonwealth. Notice of the time, place, and general purpose of each meeting shall be disseminated by whatever means are most practicable to each member of the Board of Directors not less than seven (7) days prior to the meeting.
- b. **Special Meetings.** Special meetings of the Board of Directors shall be called by the President or upon the written petition to the Secretary of fifteen (15) members of the Board of Directors. The purpose of the special meeting shall be stated as part of the petition and no business shall be transacted except that for which the meeting has been called.

Notice of the time, place and purpose of the meeting shall be disseminated by whatever means are most practicable to each member of the Board of Directors. This notice shall be published at least one (1) week prior to the meeting.

- c. **Open Meetings.** Meetings of the Board of Directors and its committees shall be open to all members of the Alumni Association, provided that the Board of Directors (or a committee) may, by majority vote, enter into closed session to discuss matters which it deems best discussed under such conditions. In any event, all meetings shall be conducted and documented in accordance with standing rules determined by the Board of Directors.
- d. **Quorum.** A minimum of one half of the filled positions of the Board of Directors must be present to constitute a quorum for the transaction of business at regular and special meetings of the Board.

### **Section 4. Indemnification and Insurance**

Except as provided below, and to the extent permitted by law, any Director, officer, employee or agent of the Association (each of said persons being hereinafter referred to as the "indemnitee") shall be indemnified in full by the Association against expenses, including attorney's fees, and against the amount of any judgment, money decree, fine or penalty, or against the amount of any settlement deemed reasonable by the Board of Directors of the Association and paid or incurred by the indemnitee in connection with or arising out of any claim made, or any civil or criminal action, suit or proceeding of whatever nature brought against the indemnitee, or in which the indemnitee is made a party, or in which the indemnitee is otherwise involved, by reason of being or having been such Director, officer, employee, or agent of the Association. The indemnitee shall be so indemnified even though at the time of such claim, action, suit or proceeding, the indemnitee is no longer a Director, officer, employee or agent of the Association.

In the event the Association deems the amount of such expense, judgment, money decree, fine or penalty to be unreasonable, it shall, nevertheless, indemnify as provided herein and shall be subrogated to the right, if any, of the indemnitee to refuse to pay any amount in excess of a reasonable amount or to recover any such excess payment or to take any other similar action including, without limitation, moving to alter or amend any such judgment or taking and pursuing an appeal therefrom, and the indemnitee shall execute such documents and take such other action as the Association shall require to enable the Association to exercise such rights. Expenses incurred of the character described above may, with approval of the Board of Directors, be advanced by the Association pending final disposition of the action

or proceeding involved, whether civil or criminal, upon receipt of an undertaking by the recipient to repay all such advances in the event the recipient is not entitled to indemnification hereunder.

No indemnification shall be provided for any person with respect to any matter as to which such person shall have been adjudicated in any proceeding not to have acted in good faith. If the person seeking indemnification has not been so adjudicated, such person shall be entitled to indemnification unless the Board of Directors determines that such person did not act in good faith.

Any rights of indemnification hereunder shall not be exclusive, shall be in addition to any and all rights which a director, officer, overseer, employee or agent may have or obtain, and shall accrue to such person's estate.

The Association may purchase and maintain insurance on behalf of any person who is or was an indemnitee against any liability incurred by him in any such capacity, or arising out of his status as such, whether or not the Association would have the power to indemnify him against such liability.

## **Article V Officers**

### **Section 1. Officers.**

The Officers of the Corporation shall be a President, three (3) Vice Presidents, a Treasurer, and a Secretary, all of whom shall be serving as an elected or appointed member or current Officer of the Board of Directors at the time of his or her nomination for office.

### **Section 2. Responsibilities**

- a. **President.** The President shall be the Chief Executive Officer, and shall preside at all meetings of the Association, the Board of Directors and the Executive Committee. Further, the President shall serve as Chair or Co-Chair of the Board of Directors and the Executive Committee.
- b. **Vice Presidents.** The Vice Presidents, in the absence, or at the request of the President, shall perform the duties of the President.
- c. **Treasurer.** The Treasurer shall collect and, by order of the Board of Directors or of the President, shall disburse the monies of the Alumni Association and shall oversee the creation and ongoing operation of the membership reserves fund and investment portfolio of the Association. The Treasurer shall keep proper books of accounts, shall make reports at the Annual Meeting of the Association, and, from time to time, to the Board of Directors, and shall discharge such other duties as may be required by the Board of Directors or by the President.
- d. **Secretary.** The Secretary shall keep a record of all proceedings of the Board of Directors and shall notify Officers and Directors of their election or appointment. The Secretary shall issue the notice of all meetings and shall keep the seal of the Corporation, and shall discharge such other duties as may be required by the Board of Directors or by the President.

## **Article VI Nominations and Elections**

### **Section 1. Nominations**

All nominations and elections, as provided for in the By-laws, shall be conducted in accordance with standing rules determined by the Board of Directors.

The Nominating Committee shall file with the Secretary, as provided for in the standing rules, a slate(s) containing nominations for such offices as may be vacant, including one (1) or more nominations for President; one (1) or more nominations for each Vice President vacancy; one (1) or more nominations for Treasurer; one (1) or more nominations for Secretary, one (1) or more nominations for Clubs Representative, one (1) or more nominations for the Board of Directors, and one (1) or more nominations for each Executive Committee member-at-large vacancy.

- a. **Board of Directors.** The Nominating Committee shall take all reasonable steps necessary to engage the full alumni body in the effort to solicit names for consideration for all vacancies. Only Sustaining Members in good standing, and Life and Legacy Members of the Alumni Association shall be considered for nomination. Persons serving as an elected or appointed member of the Board of Directors at the time of his or her nomination as a Director, and whose term of service as a Director will not exceed the maximum allowable years of Board service, shall be eligible for nomination.
- b. **Officers.** Only persons serving as an elected or appointed member or current Officer of the Board of Directors at the time of his or her nomination for office, and with a minimum of one year of Board service at the beginning of his or her elected officer term, and whose term of service as an Officer will not exceed the maximum allowable years of Board service, shall be eligible for nomination as an Officer. Persons may be nominated for more than one (1) Office; however, no person may be included as a candidate on the proposed slate for more than one (1) Office. An employee of the University shall not be eligible for nomination as President of the Alumni Association.
- c. **Executive Committee Members-at-Large.** Only persons serving as an elected or appointed member of the Board of Directors at the time of his or her nomination, and with a minimum of one year of Board service at the beginning of his or her elected member-at-large term, shall be eligible for nomination as a member-at-large of the Executive Committee.

## *Section 2. Elections*

- a. **Board of Directors.** The nominations for the Board of Directors shall be incorporated into a ballot which shall attempt to contain a balanced number of men and women and shall attempt to reflect the size and diversity of the University community.

The eighteen (18) Director positions shall be elected by the eligible membership of the Alumni Association and one third of the Directors shall be elected each year. The ballot shall be disseminated to Alumni Association members with voting privileges by whatever means are most practicable. Each Alumni Association member shall be entitled to one (1) vote for each vacancy on the ballot.

Following conclusion of the voting period and count of the ballots, performed in accordance with standing rules determined by the Board of Directors, the results of the election shall be summarized in a report which shall be submitted forthwith to the Board of Directors at least one (1) month prior to the Annual Meeting by whatever means are most effective and practicable.

- b. **Officers.** Six (6) Officers shall be elected every two (2) years by the Board of Directors. The vote shall be by secret ballot.
- c. **Executive Committee Members-at-Large.** Three (3) members-at-large of the Executive Committee shall be elected annually by the Board of Directors. The vote shall be by secret ballot.

The report of the election of Board Members by the eligible Alumni Association membership and Officers by the Board of Directors shall be presented to the Alumni Association at the Annual Meeting.

### Section 3. Terms

- a. **Board of Directors.** Elected Directors shall be elected by the eligible membership of the Alumni Association for terms of three (3) years, and shall be elected to no more than two (2) consecutive full terms. Appointed Directors shall be appointed by the President of the Alumni Association for terms of two (2) years, divided into two (2) equal and staggered terms, and shall be appointed to no more than three (3) consecutive terms.

Any Director or Officer whose combined consecutive terms of service as a voting member of the Board of Directors equals eight (8) or more years, with the exception of the President until the conclusion of his or her term as Immediate Past President, shall not be eligible for election or appointment to the Board of Directors until after a lapse of three (3) years.

The term of office for elected and appointed Directors shall begin on the first day of the next fiscal year of the Alumni Association following the meeting at which the Board of Directors receives and approves the election results.

- b. **Officers.** The Officers shall be elected by the Board of Directors for terms of two (2) years as follows:
  - i. **President** – for one (1) term of two (2) years or until a successor is elected;
  - ii. **Vice Presidents and Secretary** – up to two (2) consecutive terms in any one office; and
  - iii. **Treasurer** – shall be permitted to serve up to two (2) consecutive terms subject to the satisfactory annual audits of the books and records of the Alumni Association by an independent accounting firm.
- c. **Executive Committee Members-at-Large.** Elected members-at-large shall serve on the Executive Committee for terms of one (1) year.

### Section 4. Vacancies

- a. **Board of Directors.** The Board of Directors shall fill vacancies in its elected membership and the President shall fill vacancies in the appointed membership until the completion of a vacated term.
- b. **Officers.** A vacancy in any office shall be filled by a vote of the Board of Directors until the next officer election cycle when the Board of Directors shall receive the report of the Nominating Committee.
- c. **Executive Committee Members-at-Large.** A vacancy in any Executive Committee member-at-large position shall be filled by a vote of the Board of Directors until the next member-at-large election cycle when the Board of Directors shall receive the report of the Nominating Committee.
- d. A person who has served more than half a term, as set forth under this Article, shall be considered to have served the full term for the purpose of determining eligibility to serve additional terms.

### Section 5. Removal

Any member of the Board of Directors or Officer of the Alumni Association may be removed for a just and stated cause by a vote of not less than two-thirds of the Board of Directors voting in any duly convened meeting of the Board of Directors provided that this intention is incorporated in the notice of the meeting.

## **Article VII Volunteer Code of Conduct**

The Officers of the Alumni Association and members of the Board of Directors owe a fiduciary obligation and strict duty of loyalty to the Alumni Association. Officers and Directors shall conduct themselves in accordance with the Alumni Association's Volunteer Code of Conduct. All persons nominated or proposed for appointment to the position of Director shall sign said Code as a prerequisite to their name being placed on the ballot or to their appointment, or anytime thereafter as revisions are made to said Code and approved by the Board of Directors. Refusal to sign said Code shall result in the nullification of the Director's nomination, election or appointment, whichever the case shall be.

## **Article VIII Committees of the Alumni Association**

### **Section 1. Standing Committees**

The Alumni Association shall have permanent standing committees of the following titles:

- a. Executive Committee
- b. Audit Committee
- c. Finance and Investment Committee
- d. Nominating Committee

Notwithstanding the provisions of this article, the Board of Directors may establish and give powers to such standing and special committees as it sees fit. The President, with the approval of the Executive Committee, shall appoint the members of those committees from among the membership of the Alumni Association, provided that, in all cases, the chairperson of a committee shall be a member of the Board of Directors. In addition, the President shall review and use as appropriate the recommendations of the Nominating Committee to appoint persons to represent the Alumni Association on the Board of Directors and various faculty, student and University committees.

### **Section 2. Executive Committee**

#### **a. Meetings**

- i. **Regular Meetings.** Regular meetings of the Executive Committee shall be held at least four (4) times per year. Notice of time, place, and purpose of the meeting shall be given each member of the Committee by whatever means are most practicable not less than seven (7) days before the meeting.
- ii. **Special Meetings.** Special meetings of the Executive Committee may be called by the President and shall be conducted by the most practicable means. The purpose of the meeting shall be stated in the call for the meeting, and no business shall be transacted except that for which the meeting has been called. Notice of the meeting shall be given to each committee member by whatever means is most practicable.
- iii. **Quorum.** A minimum of one half of the filled positions of the Executive Committee must be present to constitute a quorum for the transaction of business.

#### **b. Responsibilities.**

The Executive Committee shall work in partnership with the Executive Director of the Alumni Association to coordinate development and implementation of the Alumni Association's strategic plan and related goals, and shall formulate recommendations for Board approval and action. This Committee shall assist the President in setting agendas for meetings of the Board of Directors and shall distribute approved minutes to all members of the Board as soon as practicable after each meeting and by whatever means are most practicable.

The Executive Committee shall meet in the interim between meetings of the Board of Directors and carry out policies as established by the Board including, but not limited to, the creation of *ad hoc* committees as may be necessary to meet the needs of the Alumni Association.

This Committee shall appoint seven (7) members of its Committee to each act as Chairperson of one of the remaining permanent standing committees, with the exception of the Audit Committee, and shall receive regular reports from each Chairperson on committee assignments.

The Executive Committee at its discretion may authorize expenditure of funds as authorized by vote of the full Board of Directors. Appropriation of funds shall require a two-thirds vote of those committee members present and voting.

**c. Composition.**

The Executive Committee shall consist of the President, three (3) Vice Presidents, Treasurer and Secretary of the Alumni Association, the Immediate Past President, three (3) members-at-large elected annually by the Board from the appointed and elected membership, and one (1) representative of the chartered alumni clubs as nominated by their respective groups and elected by the officers of said groups.

The Executive Director of the Alumni Association shall serve as an *ex-officio*, non-voting member of the Executive Committee. The Executive Director shall have general supervision and control over the business of the corporation, except as otherwise provided by law, these by-laws or by the Board of Directors, and shall have and perform such other powers and duties as may be prescribed by the Executive Committee.

**Section 3. Audit Committee**

The Audit Committee shall provide independent oversight for all accounting and financial reporting procedures, internal control systems, and annual audit processes of the Alumni Association. The Committee shall assure that audited financial statements and tax reports are prepared and submitted to the proper regulatory agencies.

**Section 4. Finance and Investment Committee**

The Finance and Investment Committee shall formulate, and recommend to the Board of Directors, policies regarding the Alumni Association's financial planning and investment strategies, and shall direct the monetary affairs and oversee investment of the funds of the Alumni Association.

**Section 5. Nominating Committee**

The Nominating Committee shall establish and oversee nomination and election procedures and develop and recommend nominee slates for all director and officer vacancies on the Board of Directors.

**Article IX  
Finances**

**Section 1. Fiscal Year**

Each fiscal year shall end with the thirtieth day of June. A summary report of the financial operation of the Alumni Association shall be made at least annually to the membership and to other necessary groups.

## **Section 2. Approved Signatures**

All contracts, checks, and orders for the payment, receipt, or deposit of money, and access to the securities of the Alumni Association, shall be as provided by resolution of the Board of Directors. The Executive Director and/or the President or Treasurer shall execute, in the name of the Alumni Association, all contracts and other instruments authorized generally or specifically by the Board of Directors.

## **Section 3. Allocation of Dues**

The Executive Committee shall recommend, and the Board of Directors shall approve, the dues structure for the Alumni Association at a duly convened meeting of the Board. The dues structure shall include, but not be limited to, three (3) categories: Sustaining, Life and Legacy level dues.

All membership dues received shall be so identified on the records of the Alumni Association, with a portion of these dues allocated annually to the membership reserves fund, as recommended by the Finance and Investments Committee, and approved by the Board of Directors. The principal amount of these reserve funds, shall remain invested, and shall not be available for the general use and purposes of the Alumni Association, unless approved for expenditure by a vote of not less than two-thirds of the Board of Directors voting in any duly called meeting of the Board.

## **Section 4. Dissolution**

In the event that the Alumni Association is dissolved, annulled, or otherwise ceases to function as an Alumni Association, or in the event that at least two-thirds of the Board of Directors by vote at a meeting called for that purpose determine that the general purposes for which the Alumni Association was organized can no longer be accomplished by the Alumni Association, all, a portion, and/or the proceeds of, the property and assets of the Alumni Association, after payment of, or provision made for, the liabilities due from the Alumni Association, shall be given and transferred to the Trustees or to the governing body of the University of Massachusetts Amherst, by whatever name such body might be designated, when, as or upon the terms authorized by a majority of the Board of Directors at a meeting called for that purpose. None of the Alumni Association's property or assets shall be distributed to the members of the Alumni Association.

## **Article X Parliamentary Authority**

Robert's Rules of Order, Revised shall be the parliamentary authority governing meetings of the Alumni Association, Board of Directors, Executive Committee, and all committees, subject to state laws, the articles of incorporation, these By-laws, and such standing rules as the Board of Directors may adopt to serve as guidelines for the conduct of business and operations for the Alumni Association and its committees. The By-Laws and standing rules of the Alumni Association shall be reviewed by the Board of Directors from time to time.

## **Article XI Amendment of By-laws**

These By-laws, and/or all provisions therein, may be amended, altered, waived, or repealed, or a new set of By-laws may be substituted therefore by a vote of not less than two-thirds of the Board of Directors voting in any duly called meeting of the Board of Directors. No action shall be taken upon any By-Law amendment unless notice of the proper amendment, alteration, repeal or proposed new set of By-laws has been disseminated to each member of the Board of Directors by whatever means are most practicable at least fifteen (15) days immediately preceding said meeting. New By-laws shall become effective on such date as provided for in the vote approving said new By-laws.