

JAVELINA ALUMNI ASSOCIATION
BYLAWS

**ARTICLE 1
NAME AND PURPOSE**

1.1 Name: The name of the organization shall be the Javelina Alumni Association, Inc. (hereinafter called the Association).

1.2 Mission: Engaging alumni in the life of the university.

**ARTICLE 2
MEMBERSHIP**

2.1 Eligibility of Membership:

- I. **Member.** A student who attended Texas A&M University-Kingsville, Texas A&I University, Texas College of Arts and Industries, South Texas State Teachers College, or Texas Normal College at Kingsville (herein noted as Javelina Nation).
- II. **Lifetime Member.** All members who have made a monetary contribution of a \$1,000 or more to the Association's Alumni Fund for Excellence.
- III. **Associate Member.** All current and former faculty and staff of Javelina Nation who cannot otherwise qualify as a Member.

2.2 Dues: As of September 2014, membership dues were waived.

**ARTICLE 3
BOARD OF DIRECTORS**

3.1 General Powers: The direction and management of the affairs of the Association and the control and disposition of its assets shall be vested in a Board of Directors. They shall:

- I. Develop and approve an annual budget for the operation the Association.
- II. Work closely with the top administrator of the Office of Alumni Services and Giving to approve any non-budgeted expenses as needed.
- III. Determine and approve all policies and programs of the Association while providing coordination of programs with the University's mission.
- IV. Endeavor to assist the University and to secure the interest and cooperation of its alumni and friends.
- V. Formulate and implement annual alumni programs and events including but not limited to:
 - a. The criteria, process, and selection of recipients of the Distinguished Alumnus and Rising Star awards;
 - b. The planning and implementation of alumni programs and functions at Homecoming;

- c. The coordination of efforts to award student scholarships from the Association's Alumni Fund for Excellence;
- d. Oversee the coordination of efforts to award Distinguished Teaching and Research awards to deserving faculty.

3.2 Composition:

- I. The Board of Directors shall be a graduate of Javelina Nation.
- II. Board of Directors shall be comprised of the following voting members:
 - a. No more than sixteen (16) At-Large members;
 - b. The University's Student Government Association President.
- III. The Board of Directors may include the following as a non-voting Ex-Officio member, representing the following:
 - a. A representative of the Javelina Club Leadership Council;
 - b. The Chairman of the Board of Trustees of Texas A&M University-Kingsville Foundation, Inc.;
 - c. The Director of Alumni Affairs;
 - d. The Executive Director/CEO of the Texas A&M University-Kingsville Foundation, Inc.;
 - e. Immediate Past President, who shall serve in an advisory capacity to the President and the Board of Directors.

3.3 Qualifications:

- I. Each member must be in and maintain good standing with the University and the Association to hold a position on the Association's Board of Directors.
- II. Each Board of Director must pledge an annual monetary donation to Javelina Nation or be a Lifetime Member.

3.4 Duties:

- I. Participate in Board of Directors meetings of the Board of Directors. Meetings and travel-related expenses shall be the responsibility of the Director.
- II. Attend a minimum of 50% of annual Board of Directors meetings including the orientation session during the initial year on the Board of Directors, unless absence is unavoidable and is excused by the President and the top administrator of the Office of Alumni Services and Giving.

ARTICLE 4 GENERAL OFFICERS

4.1. Composition: The Executive Committee shall include the President, Vice President, Treasurer, Secretary, President-elect, and Parliamentarian.

4.2. Qualifications:

- I. Must have completed one full year on the Board of Directors of the Association.
- II. May not be an employee of the University.
- III. Must be in good standing with the Association as determined by the current Board.

4.3. Officers' Duties:

I. President. The President shall but not limited to:

- a. Preside and prepare the agenda for all meetings of the Alumni Association Board of Directors, selected committees, and special meetings/sessions;
- b. Guide the general direction of the Association and its Members;
- c. Appoint executive board members to chair a committee and appoint directors to a committee;
- d. Represent the Association at University functions (i.e. commencement ceremonies, Homecoming, etc.);
- e. Serve as a mentor to the President-elect and instruct the President-elect in the duties and responsibilities pertaining to the office of President;
- f. Serve as a non-voting, ex-officio member to all committees.

II. Vice President. The Vice President shall:

- a. In the absence of the President, the Vice President shall perform the duties of the President;
- b. In the long-term absence of the President, assume the office of President for not longer than the current term of the President.

III. Treasurer. The Treasurer shall:

- a. Review and present the current records of the association's operating account and Alumni Fund for Excellence at each Board of Director meeting;
- b. Present the annual budget recommendations to the Board of Directors with the aid of the Director of Alumni Affairs;
- c. Conduct periodic reviews of all accounting records of the Association.

IV. Secretary. The Secretary shall:

- a. Record the official minutes of the Association's meetings and shall supervise the maintenance of all the Association's records;
- b. Take attendance at each official board meeting;
- c. Be responsible for distributing the minutes to all Directors for review within 2 weeks of any form of meeting (regular, special, annual, or any form of telecommunication).

V. President-elect. The President-elect shall:

- a. Assume the office of the President at the end of the President's term;
- b. Assist the President in his/her duties in preparation for assuming the role of President.

VI. Parliamentarian. The Parliamentarian shall:

- a. Keep all meetings in compliance with Democratic Rules of Order (latest edition);
- b. Keep all meetings running in a timely and efficient manner.

4.4 Terms of office: The President, Vice President, Secretary, Treasurer, President-Elect, and Parliamentarian shall be elected for two (2) years.

4.5 Removal: Any officer elected by the Board of Directors may be removed by 2/3 vote at any meeting in the best interests of the Association would be served.

ARTICLE 5 OFFICE OF ALUMNI SERVICES AND GIVING

5.1 The top administrator of the Office of Alumni Services and Giving: The top administrator of the Office of Alumni Services and Giving shall:

- I. Be the chief administrative liaison of the Association;
- II. Integrate and implement Board strategic plans and initiatives in accordance with Texas A&M University-Kingsville's Institutional Effectiveness and Strategic Plans while supporting the mission and vision of the University and the Association;
- III. Issue notices of all meetings of the Association and attend such meetings;
- IV. Keep custody of all the equipment and properties of the Association, solicit and accept all contributions, grants, trusts and gifts to the Association;
- V. Keep a permanent record of all proceedings (i.e. minutes and agendas); ensure meeting documents are circulated to Directors prior to each meeting; Assist the Association's secretary and treasurer as needed.

ARTICLE 6 COMMITTEES

6.1 Committee Assignments: The President of the Javelina Alumni Association Board of Directors shall appoint each Director to at least one of the standing committees.

6.2 Standing Committees: The committees to which members may be appointed including their responsibilities are as follows:

- I. Nominating Committee - the criteria, process, and selection of recipients of the Distinguished Alumnus and Rising Star awards; vetting of all potential Board of Directors applications.
- II. Finance Committee - develop and approve an annual budget for the operation of the Association; work closely with the top administrator of the Office of Alumni Services and Giving to approve any non-budgeted expenses as needed.
- III. Engagement Committee - develop and implement strategies and programs utilizing the four pillars of engagement (Connect, Go, Help and Give) for alumni and students.
- IV. Homecoming Committee - assist with the annual creation and implementation of Javelina Nation's signature engagement experience.
- V. By-laws Committee - adhere, maintain, and implement the Association's by-laws.
- VI. Executive Committee - develop and implement an Association strategic plan.

ARTICLE 7 MEETINGS

7.1 General Membership Meetings and Quorum:

- I. An annual meeting of the general membership of the Association will be held in conjunction with Homecoming festivities of the University. The Board of Directors will determine the exact time and place of such meeting.
- II. A quorum is 50% plus one of the JAA Directors will constitute a quorum with each present JAA member that attended the university having one vote.
- III. Other general meetings of the membership of the Association may be held at the call of the President of the Association acting with the consent of a majority of the Board of Directors.
- IV. The top administrator of the Office of Alumni Services and Giving will notify the general membership of the exact time and place of all meetings of the general membership at least ten (10) business days in advance of such meetings.
- V. No vote by proxy allowed unless in form of telecommunication.

7.2 Alumni Board of Directors Meetings:

- I. The Board of Directors shall hold at least four (4) regular meetings throughout each calendar year as determined by the President of the Association with consent of a majority of the Board of Directors.
- II. The President of the Association will call any special meetings of the Association.
- III. Notification of the Board of Directors meetings will be received from the top administrator of the Office of Alumni Services and Giving at least ten (10) business days in advance and at least five (5) business days in advance of all special meetings.
- IV. The President shall have the authority to schedule an executive session as an item on the agenda of a Board of Directors meeting.
- V. Upon announcement that the Board of Directors is about to enter executive session, all guests, and ex-officio members of the Board of Directors shall be required to depart the meeting room.

7.3 Selection of Board of Directors Members:

- I. The President, Vice President, Secretary, Treasurer, President-elect, and Parliamentarian shall be elected and hold office in accordance with the provision of Article 8 of these By-laws.
- II. With the exception of Ex-Officio members and the Student Government Association President, Directors will be elected by the general membership in accordance with the provision of Article 8 of these bylaws.
 - a. Individuals elected in this manner will serve for a term of three (3) years.
 - b. An individual may serve a second three-year term upon the recommendation of the President of the Association with consent of a majority of the Board of Directors.
 - c. No Director may serve more than two (2) consecutive, three (3) years terms as a member of the Board of Directors.
 - d. Ideally, the terms of one-third (1/3) of such members shall expire each year so that there will be new Directors elected prior to the beginning of each term according to Article 8.

- III. The Student Government Association President and ex-officio members shall serve as long as they hold their position with the entities that determine their membership.

7.4 Resignations and Vacancies: In the event of resignation or other action resulting in a vacancy on the Association's Board of Directors prior to the regularly schedule end of a member's term, the procedures outlined in the Article 8 shall be followed.

ARTICLE 8 ELECTIONS

8.1 Parties Elected: All new members of the Board of Directors shall be nominated by the Nominating Committee of the Association and elected during the annual General Membership meeting of the Association. The new Directors shall be elected by the general membership present at the General Membership meeting.

8.2 Officers: The Board of Directors shall also elect officers at the General Membership meeting.

- I. The President, Vice President, Secretary, Treasurer, President-Elect, and Parliamentarian will be elected.
- II. If neither the President nor the President-elect can serve, the Board of Directors will hold a Special Election at a regular or special meeting to elect new officers.

8.3 Assumption of Duties: Officers and Board of Directors shall assume duties at the first Board of Directors meeting following the General Membership meeting.

8.4 Parliamentary Authority: Parliamentary authority for this organization shall be the Democratic Rules of Order (latest edition).

ARTICLE 9 AMENDMENTS

9.1 Proposal:

- I. Amendments to these Bylaws shall be adopted by a 2/3 majority vote of the members of the Board of Directors following two consecutive readings of the proposed amendment.
- II. Any Director may propose an amendment of these bylaws ten (10) days prior to Board of Director's meeting. Proposal(s) must be submitted in writing to the bylaw committee for approval for the specific amendment(s) to be considered.
- III. All proposed amendments to these bylaws must be submitted for a reading and review at the Board of Director's meeting.

9.2 Amending Procedure: Upon adoption, amendments shall be inserted in the place of these bylaws, which they change. The portions amended shall be deleted.

ARTICLE 10
RELEASE OF LIABILITY FOR OFFICERS AND DIRECTORS

10.1 Hold Harmless: The Association shall hold harmless any Director or Officer or any former Director or Officer (for actions arising while the former Director or Officer was active on the Board of Directors) while acting on the Board of Directors of the Association against reasonable personal expenses.

ARTICLE 11
GENERAL PROVISIONS

11.1 Fiscal Year: The fiscal year of the Association shall begin on the 1st day of September and end on August 31 of each calendar year.

11.2 Legal Authorities Governing Construction of Bylaws: These Bylaws shall be construed in accordance with the laws of the State of Texas. All references in these bylaws to statutes, regulations, or other sources of legal authority shall refer to the authorities cited, or their successors, as they may be amended from time to time.

11.3 Legal Construction: If any Bylaw provision is held to be invalid, illegal, or unenforceable in any respect, the invalidity, illegality, or unenforceability shall not affect any other provision and the Bylaws shall be construed as if the invalid, illegal, or unenforceable provision had not been included in the Bylaws.

11.4 Headings: The headings used in the Bylaws are used for convenience and shall not be considered in construing the terms of the Bylaws.

11.5 Gender: Whenever the context requires, all words in the Bylaws in the male gender shall be deemed to include the female gender, all singular words shall include the plural, and all plural words shall include the singular.

11.6 Seal: The Board of Directors may request design of a corporate seal and/or Association mark through the University Department of Alumni and Development.

11.7 Power of Attorney. A person may execute any instrument related to the Association by means of a power of attorney if an original executed copy of the power of attorney is provided to the Director of Alumni Affairs to be kept with the Association records.

11.8 Parties Bound: These Bylaws are binding upon and inure to the benefit of the Directors, Officers, committee members, and agents of the Association and their respective heirs, executors, administrators, legal representatives, successors, and assigns.

11.9 Non Discrimination: The Association may not discriminate against any member on the basis of race, color, religion, sex, sexual orientation, gender identity, national origin, disability, age, genetic information or veteran status.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Secretary of the Javelina Alumni Association, and that the foregoing Bylaws constitute the Bylaws of the Association. These Bylaws were duly amended at a meeting of the Board of Directors held in January 2017.

Signature: Debbie Lee Winslow
Secretary

Printed Name: Debbie Lee Winslow
Secretary

Date: January 21, 2017
Secretary