

# NationsU Alumni Association Bylaws

## Article I – Name and Purpose

- A. Name** – The name of this organization shall be the NationsUniversity Alumni Association (NUAA).
- B. Purpose** - *To foster a spirit of loyalty to NationsUniversity and its mission that brings about another source of support, greater awareness for NU and a network for Kingdom Service.*
- C. Description** - An NUAA will work to meet the needs of both the alumni and NationsUniversity toward the following goals:
- Promote the School** – Get the Word Out, International Ambassadors
  - Support the School** – Both Financial and Other Edification
  - An Online Community** – Encouragement to Each Other
  - Job Networking** – A Network for Career Opportunity
  - Kingdom Collaboration** – A Network of Mission Minded People
  - Recruitment** - New Students and Qualified Volunteer Faculty for NationsU
  - School Improvement** – Retention/ Increase Student Involvement / Graduations/Services/Traditions
- D. Non-Profit Compliance**- Notwithstanding any other provisions of these articles, the organization is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Service (IRS) Code of 1986, and shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under IRC 501(c)(3) or corresponding provisions of any subsequent tax laws.

## Article II - Membership

Association membership shall be open to all persons who have completed a course at NationsUniversity and to all who work for the University either on a volunteer or paid basis.

## Article III – Association Membership Meetings

### A. Association Meeting Dates and Times

The Annual Meeting of the Association (hereafter referred to as Annual Meeting) shall be held online on a date designated by the Chair of the Board (hereafter referred to as “Chair”) during the first quarter of each year at such hour as the Chair shall designate.

A special meeting of Association members may be held upon call by the Board.

## **B. Quorum**

Fifteen Association members, in good standing, shall constitute a quorum at any annual or special meeting of the Association. All NUAA members shall be entitled to vote at any such meeting. Except as otherwise provided by law or in the Articles of Incorporation of Nations University or the NUAA Bylaws, all matters coming before any meeting shall be decided by a majority of Association members present (by either video conference or by viewing the recorded meeting video within three days).

## **C. Notice of Annual Meeting**

Notice of the Annual Meeting or any special meeting of Association members shall be given at least 30 days prior to the meeting.

# **Article IV – Board of Directors**

## **A. Board Member Eligibility**

The members of the Board shall be drawn from the membership of the Association and must have been Association members in good standing at the time their terms commence and must remain Association members in good standing for the duration of their terms.

## **B. Board Composition**

The Board shall be composed of all NUAA Ambassadors and ex-officio members. The Board shall be constituted as follows:

Five (5) elected Officers of the Association (hereafter referred to as “Officers”); and No less than nineteen (19) Directors. Directors are NUAA Ambassadors and the following ex-officio members. The following ex-officio members are immediate past NUAA president, the CEO of NU, the chancellor/president, compliance officer, and the NUAA staff liaisons. Ex-officio members cannot be elected as officers but do have full voting privileges. Up to three (3) nonvoting members who provide needed perspective, expertise or relationship with a key external entity may be appointed by the Chair with the advice and consent of the board with terms of either one- or two-years’ duration.

## **C. Directors’ Terms of Office**

Directors / NUAA Ambassadors shall serve terms of four (4) years’ duration. The terms shall be staggered, so that at least twelve (12) expire each two-year period. Directors shall have served no more than 8 consecutive years at the time of election. In the event of a vacancy the board will appoint someone to fill that position (a previous board member who has exhausted their 8 years will be still be eligible).

## **D. Characteristics of Officers and Directors**

Officers and Directors should possess leadership qualities and skills/experience in key areas of need for the Association that might arise from time to time.

## **E. Nominating Committee Composition and Procedures**

There shall be a Nominating Committee consisting of five (5) to seven (7) members of the Board reflecting a fair representation of the full Board. The committee shall include at least two of these three: one person with previous service on the Nominating Committee, one ex-officio member and/or the staff NUAA liaison. The Chair shall appoint all members and the chairperson of the Nominating Committee.

The Nominating Committee shall make nominations for Directors/Ambassadors of the Association, who are elected just prior to the Annual January Meeting. The nominees for Ambassadors shall be communicated to Association members at least 30 days prior to the election, so there is time to submit their photos and bios for the online program inclusion. Additional nominations for Ambassadors may be received from NUAA members in writing, provided they are received by the chairperson of the Nominating Committee at least prior to the election and include the written support of two Association members for each nominee. Online elections occur during the week prior to the January annual meeting where the election winners are announced.

The Nominating Committee shall make nominations for all Officers and submit them for election by the Board. The slate of nominees for Officers shall be communicated to each Director no later than 15 days prior to the meeting of the Board at which their election will occur.

The Nominating Committee shall make nominations to University committees and boards upon request from the University. These shall include making nominations to the University committee for the two main alumni awards: The Change Your World Distinction and the NationsU Alum of the Year.

The Nominating Committee shall strive to achieve diversity among the Board and all other positions for which it nominates, considering factors that include but are not limited to specific areas of expertise, geography, Association program participation, degree, race, age, gender, etc.

## **F. Elections**

Elections for NUAA Ambassadors/Directors shall be held online just prior to the Annual January Meeting, and terms of office shall begin immediately following the election results announcement at the meeting.

## **G. Board Vacancies**

Any vacancies occurring in the Board may be filled by appointment by the Chair, provided that the succeeding Director shall serve as a Director for the unexpired term of his or her predecessor.

## **H. Resignation; Removal**

A Director may resign at any time by giving written notice of resignation to the Board, the Chair, or the President of the Association. A resignation shall take effect at the time specified in the notice or, if no time be specified, upon receipt thereof. Acceptance of a resignation shall not be necessary to make it effective. A resignation of the Board position will result in forfeiture position of NUAA Ambassador and vice versa.

Any Director may be removed, with or without cause, by a two-thirds vote of Association members present at the Annual Meeting, or for cause by a vote of not less than two-thirds of the entire Board (not

including the Chair), provided that in either case notice of the proposed removal shall have been given to such Director in writing or by other legally permissible means at least 30 days prior to the taking of such action, and if such proposed removal shall be for cause, such notice shall include a statement of such cause. A director's removal from the Board also means no longer holding the title of NUAA Ambassador.

## **I. Board Meetings**

Regular meetings of the Board shall be held at least two (2) times in each fiscal year, presided over by the Chair and at such time and place and in such manner as may be designated by the Chair. Because of the international nature of NationsU and the variety of world time zones represented, each online meeting may be conducted twice on the same day, each with equal content and weight, proportionally, in voting matters. These video conferencing online meetings will be recorded each time and voting should be done within three days' time after each meeting. Results of board voting should be sent out by the secretary within one week.

Each elected or appointed Board member is expected to attend (either by video conference or by remotely reviewing the recorded video conference at a later time) at least one of the meetings held in each twelve-month period.

Special meetings of the Board may be held at such time and place as the Chair shall designate, provided that written or electronic notice of such meetings shall be sent to each Ambassador/Director at least 15 days in advance of the meeting. The Chair, or in the case of the Chair of the Board's absence or neglect to act, the Vice President of the Association, shall call a special meeting of the Board upon the written request of a majority of Directors then in office. At all meetings of the Board, one-third of the Directors shall constitute a quorum of the Board.

Meetings of the Board and any of its committees may be held at any place through online conferencing. Participation in a meeting through the use of such communications equipment shall constitute presence at the meeting.

## **J. Board Duties**

1. Meets at least two (2) times per year.
2. Elects Officers and Directors-at-Large; selects any un-elected members of the Executive Committee in accordance with these bylaws.
3. Approves all bylaw changes.
4. Addresses such other matters as may be presented by the Executive Committee, Director of Development, or other appropriate representatives of NationsUniversity.
5. See Article I. Section C.

## **Article V – Officers**

The elected Officers shall be Association members at the time their terms of office commence. Officers elected by the Board are, by virtue of their election, members of the Board. Officers and their duties shall be as follows:

## **A. Chair/President of the Board of Directors**

The Chair/President shall take office in even numbered years for a term of two years. In the event of the Chair's death, removal or resignation, the Board shall elect a new Chair at its next regularly scheduled meeting. In that event, the new Chair shall remain in office until he or she has completed the remaining portion of his or her predecessor's term. Until the new Chair is elected, the Chair-Elect, in a year in which there is a Chair-Elect, will preside until a new chair is elected. In years in which there is not a Chair-Elect, the Secretary will preside until the new Chair is elected.

The Chair shall preside at all meetings of the Association and the Board; shall appoint members of committees as provided in Article VI and shall act as ex-officio member of all committees. The Chair shall exercise the usual powers and perform the usual duties incident to the office of the Chair, and such other powers and duties as may from time to time be delegated to the Chair by the Board. In the event of the Chair's temporary inability to perform his or her duties for reasons other than death, removal or resignation, he or she shall designate a member of the Board to fulfill those duties.

With the exception of a person who completes his or her predecessor's term as the result of a death, removal or resignation, as set forth above, a person may serve only one consecutive term as Chair.

## **B. Chair-Elect/Vice President of the Board of Directors**

The Chair-Elect shall be elected by the Board in even numbered years also for a term of two years to prepare for his or her term as Chair. After two years, the Chair-Elect shall automatically succeed to the position of Chair and shall serve in that position for two (2) years.

## **C. Additional Vice Presidents of the Board of Directors**

Additional Vice Presidents may be added to the Board of Directors on an ad hoc basis to be ratified by two-thirds majority vote of membership at the next annual meeting. Regular elections of Vice Presidents

## **D. Secretary and Treasurer**

The Secretary/Treasurer will work within the existing and current fundraising opportunities that NationsUniversity presents and can liaison with the school over fundraising events and plans for NAAA involvement.

The Secretary/Treasurer shall be elected by the Board in odd numbered years to serve for a term of two years. He or she shall be responsible to see that meeting announcements, agendas and minutes of all Board and Board committee meetings are properly prepared, distributed in a timely manner and maintained for archival and business records purposes.

The Secretary shall serve as a parliamentarian at every meeting of the Board and Association and shall maintain and have on hand an up-to-date copy of the Association bylaws and any policies or governance procedures adopted by the Board, as well as a copy of Robert's Rules of Order Newly Revised.

The Secretary shall review and ensure the board of director's conflict of interest policy is fully followed.

## **F. Immediate Past Chair of the Board**

The Immediate Past Chair of the Board shall serve until the current President's term ends.

## **Article VI – Committees of the Board**

### **A. Nominating Committee**

The Nominating Committee is described in Article IV, Section E.

### **B. Ad Hoc Committees**

The Board shall have the authority to appoint one or more ad hoc committees it deems appropriate for current issues. Such committees may continue from meeting to meeting or year to year if the Board deems it necessary. The Chair shall appoint all members and the chairperson(s) of ad hoc committee(s) and may include Association members who are not currently on the Board.

## **Article VII – Amendments**

Any proposed amendment to these Bylaws may be presented in writing at a regular meeting of the Board, and vote thereon shall be taken at the next regular meeting of the Board, unless such amendment is subsequently withdrawn. Changes to a proposed amendment that do not substantively alter its original purpose may be considered and adopted at the second meeting without the original amendment having to be resubmitted for an initial reading. A three-quarters affirmative vote of those present is required for amendment.

These Bylaws and all amendments therein shall be reviewed at least every other year by a committee appointed by the Chair and chaired by the Secretary.

## **Article VIII – Roberts' Rules of Order**

Roberts' Rules of Order Newly Revised shall govern in all cases not provided for by the foregoing Bylaws.

## **Article IX – Indemnification of Directors, Officers, and Employees; Insurance**

### **A. Indemnification**

The Alumni Association shall indemnify its Directors and Officers to the maximum extent permitted by U.S. law. Without limiting the foregoing, the Alumni Association shall indemnify, to the fullest extent authorized or permitted by U.S. law, any person, and such person's heirs and legal representatives, who is made or threatened to be a party to any action, suit or proceeding (whether civil, criminal, administrative or investigative) whether brought against, by or in the right of the Alumni Association or otherwise, by reason of the fact that such person is or was a Director, officer, employee or agent of the Alumni Association or such person served on any formally constituted advisory body or committee of the Alumni Association or the Board, or any such person served at the request of the Alumni Association as a trustee,

shareholder, member, officer, director, employee or agent of any other corporation, business corporation, partnership, joint venture, trust, association, or any other enterprise, against expenses (including attorney's fees), judgments, penalties, fines, and amounts paid in settlement, actually and reasonably incurred by the person in connection with such action, suit or proceeding if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Alumni Association or NationsUniversity and, with respect to any criminal action or proceeding, had no reasonable cause to believe that the conduct was unlawful.

## **B. Liability Insurance**

Notwithstanding the foregoing, the indemnification provided to any person described in Section A above shall be only in excess of any valid and collectible insurance or other source of indemnification available for the benefit of such person, including, without limitation, any benefit available under any insurance of NationsUniversity, and no rights of subrogation are intended to be created hereby. Notwithstanding any limit on indemnification under applicable law, the Alumni Association may purchase and maintain insurance on behalf of any person described in section A above against any liability asserted against her or him or incurred by her or him in any capacity or arising out of her or his status as such, whether or not the Alumni Association would otherwise have the power to indemnify under the circumstances.

## **Article X – Inclusion**

The Association does not and shall not discriminate on the basis of race, color, religion (creed), gender, age, national origin (ancestry), disability, marital status, or military status, in any of its activities or operations. These activities include, but are not limited to, hiring and firing of staff, selection of volunteers and vendors, and provision of services. We are committed to providing an inclusive and welcoming environment for all alumni, members of our staff, volunteers, and vendors.

*Revised October 1, 2020*