

# **Bylaws of the** **St. Petersburg College Alumni Association, Inc.**

## **Article I.**

### **INTRODUCTION**

**Section 1. Definition of Bylaws.** These Bylaws constitute the code of rules adopted by the St. Petersburg College Alumni Association, Inc. (“the Association”) for the regulation and management of its affairs. Unless otherwise designated, references to “the President” within these Bylaws mean the President of the Association.

**Section 2. Purposes and Powers.** The Association will have the purposes or powers as stated in its Articles of Incorporation and such powers as are now or may be granted by law.

## **Article II.**

### **MEMBERSHIP**

**Section 1. Definition of Alumni.** Alumni of St. Petersburg College are those individuals who are former students of St. Petersburg College. Though all former students are considered alumni, they are not all members of the Association.

**Section 2. Definition of Membership.** To be a member of the Association, an alumnus must request membership in the Association, which includes providing the Association with personal information deemed necessary by the Board or the Executive Director of the Alumni Association. In addition, the person requesting membership must choose a type of membership (annual or lifetime) and pay the dues at the time the membership form is submitted. Graduates may receive a free, one-year membership at the time of their graduation, if they request such a membership in writing.

Friends of the college who wish to formally affiliate with St. Petersburg College may join the Association as members by requesting membership in the Association, which includes providing the Association with personal information deemed necessary by the Board or its agents. In addition, the person requesting membership must choose a type of membership (annual or lifetime) and pay the dues at the time the membership form is submitted.

**Section 3. Member Dues.** The annual dues payable to the Association will be \$10 per year or \$50 for a lifetime membership. The Board may establish special membership categories and dues at its discretion. Annual members who do not renew their membership are not considered members of the Association until such time as they renew their annual membership or become lifetime members.

**Section 4. Privileges of Membership.** Dues-paying members are entitled to participate in such activities and take advantage of such privileges as planned by the Board of Directors.

### **Article III.**

## **THE BOARD OF DIRECTORS**

**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) or more than fifteen (15) directors and shall include the member of the SPC District Board of Trustees appointed to serve on the Alumni Association Board. In addition to the fifteen (15) directors, the most recent Apollo Award winner will hold an honorary seat on the Board for a period of one fiscal year, beginning with the first meeting of said year. Board members shall be graduates of St. Petersburg College. Up to fourteen (14) of The directors shall be elected to serve a term of three years on a staggered basis and only one-third (1/3) of the Board shall be elected in any given year. The fifteenth (15) member of the Board, who is also a member of the SPC District Board of Trustees, shall serve on the Board for the term identified by the District Board of Trustees. In the event of vacancies on the Board, appointment by the President shall be made to fill the seat vacated by an existing director and the new appointee shall serve only for the unexpired term of the director whose seat was filled. Subject to the foregoing limitations, the number of directors shall be set by the Board. However, no more than three (3) elected Board members may be employees of the College.

**Section 2. Compensation.** Directors shall not receive a salary for their services as director.

**Section 3. Removal.** Any individual director may be removed from office by affirmative vote of a majority of the remaining directors.

**Section 4. Nominating Committee.** The Board of Directors, 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 office of directors to the Board at each annual meeting. The Nominating Committee shall prepare the slate of nominees by not less than thirty (30) days prior to the annual meeting. The President of St. Petersburg College shall be an ex-officio member of the Nominating Committee.

## **Article IV.**

### **MEETINGS OF THE BOARD**

**Section 1. Place of Meetings.** The meetings of the Board of Directors may be held at the office of the Association or at any place within or without the State of Florida that the President designates.

**Section 2. Annual Meeting.** The Board of Directors shall meet each year in or around the month of May at such time and place as the President designates to elect members of the Board and officers and to consider other business. The newly elected members shall be inducted at the first regular Board meeting of the new academic year.

**Section 3. Regular Meetings.** Regular meetings of the Board of Directors will be held at times and at places designated by the President on proper notice. They shall generally be called in or around the months of August, November, January and April, with the April meeting being called for the express purpose of picking that year's Apollo Award winner.

**Section 4. Special Meetings.** Special meetings of the Board of Directors 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 of Directors 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 director at least twenty-four (24) hours before the meeting. This notice may be given either personally, by telephone, by mail, by e-mail, or in any other manner determined by the board.

**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 a director at a meeting shall constitute waiver of notice of that meeting.

**Section 7. Quorum.** At meetings of the Board of Directors, one-third (1/3) of the directors 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 of Directors 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 directors, 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 of Directors (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 I. Officers.** The executive officers of the Association shall be chosen by the Board of Directors and shall consist of a President, Vice President, Secretary and Treasurer. Other officers, assistant officers, agents and employees that the Board of Directors 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. No person holding two or more offices shall execute any instrument in the capacity of more than one office except if one person shall hold the office of Secretary/Treasurer. This combined office shall be deemed only as one capacity. Officers shall hold office for one year or until their successors are chosen and have qualified, unless they are sooner removed from office as provided in these Bylaws.

**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 of Directors. The officer 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 corporation may be fixed by the Board of Directors or by an officer or officers to whom that function has been delegated by the Board.

**Section 4. Attendance at Meetings.** The officers of the Association must attend three (3) of the four meetings each year.

**Section 5. Removal of Officers and Agents.** An officer or agent of the Association may be removed by a majority vote of the Board of Directors whenever, in their judgment, the best interests of the Association will be served by the removal, including failure to attend three (3) of the four meetings in one year. The removal shall be without prejudice to the contract rights, if any, of the person so removed.

**Section 6. President: Powers and Duties.** The President shall be the chief executive officer of the Association and 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 of Directors may from time to time prescribe. The President may direct expenditures of up to \$500 per year in addition to the approved budgets at his/her discretion, but shall report all such expenditures to the Board at the next Board meeting.

**Section 7. Vice President: Powers and Duties.** The Vice President shall, in the absence or 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 the Board of Directors may from time to time assign.

**Section 8. Secretary: Powers and Duties.** The Secretary 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 shall give, or cause to be given, notice of all meetings of the directors or

of the membership and shall perform whatever additional duties the Board of Directors and the President may from time to time prescribe.

**Section 9. Recording Secretary: Powers and Duties.** The Recording Secretary shall assist the Secretary in keeping the records of the Association. **Alumni Officer of St. Petersburg College.** The alumni officer, also known as the Executive Director of the Alumni Association, shall serve as Recording Secretary and shall be an ex-officio member of the Board. Records of the Association, including minutes of Board meetings, will be kept by the Alumni Officer or his/her designate.

**Section 10. Treasurer: Powers and Duties.** The Treasurer shall have custody of corporate funds and securities, shall keep full and accurate accounts of receipts and disbursements, and report them to the Board of Directors at their regular meetings. shall deposit all corporate monies and other valuable effects in the name and to the credit of the Association in a depository or depositories designated by the Board of Directors. At the request of the President, the Treasurer shall disburse the funds of the Association and shall render to the President or the Board of Directors, whenever they may require it, an account of his transactions as Treasurer and of the financial condition of the Association. The college's associate vice president for Financial and Business Services A fiscal agent shall assist the Treasurer in keeping the financial records of the Association. The Vice President of Business Services of St. Petersburg College shall serve as the fiscal agent and shall deposit all corporate monies and other valuable effects in the name and to the credit of the Association in a depository or depositories designated by the college. The fiscal agent shall disburse the funds of the Association as lawfully directed by the Alumni Officer or his/her designate.

**Section 11. Ex-officio Member.** The president of the College shall serve as an ex-officio member of the St. Petersburg College Alumni Association Board of Directors.

**Section 12. Delegation of Duties.** Whenever an officer is absent or whenever, for any reason, the Board of Directors may deem it desirable, the Board may delegate the powers and duties of an officer to any other officer or officers or to any director or directors.

## **Article VI.**

**SEAL**

The corporate seal shall have the name of the Association and the word "seal" inscribed thereon, and may be facsimile, engraved printed, or an impression seal.

## **Article VII.**

### **FISCAL YEAR**

The fiscal year of the Association shall be from July 1 through June 30 April 1 through March 31.

## **Article VIII.**

### **FISCAL RESPONSIBILITY**

**Section 1. Receiving and Depositing money.** Checks shall be issued and deposited in accordance with regular college procedures. The college's associate vice president for Financial and Business Services A fiscal agent shall assist the Treasurer in serve as the Association's fiscal agent.

**Section 2. Payment of Bills.** Checks will be issued by the Association's fiscal agent at the direction of the Alumni Officer in accordance with regular college procedures. fiscal agent or designee with the joint signature of the President, the Vice President, the Secretary or the Treasurer, and no check, note, draft or demand for money on any accounts of the Association shall be valid until said check, note, draft or demands for money has the signatures as aforementioned. Expenditures over \$500 must be authorized by the Board. This requirement can be changed by a meeting of the Board of Directors.

## **Article IX.**

### **EXECUTIVE COMMITTEE**

The Board of Directors may, by resolution, designate three 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 of Directors. If appointed member or members of the Executive Committee shall be unable to participate in Executive Committee proceedings, a replacement or replacements shall be named by the President.

## **Article X.**

### **AMENDMENT**

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

## **Article XI.**

### **INDEMNITY OF DIRECTORS AND OFFICERS**

Any person made a part to any action, suit or proceeding by reason of the fact that he, his Testator, or intestate, is or was director, officer or employee of the Association, or any corporation which he served as such at the request of the Association shall be indemnified by the Association against the reasonable expenses, including attorney's fees, actually and necessarily incurred by him in connection with the defense of such action, suit or proceeding, or in connection with any appeal therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such officer, director or employee is liable for negligence or misconduct in the performance of his duties.

The foregoing right of indemnification shall not be deemed exclusive or any other rights to which any officer or director or employee may be entitled apart from the provisions of this section.

A director shall not be liable for dividends illegally declared, distribution illegally made to members, or any action taken in reliance and good faith upon financial statements of the Association represented to him to be correct by the President of the Association or the officer having charge of the books of account, or certified by an independent or certified public accountant to clearly reflect the financial condition of the Association; nor shall be liable if in good faith in determining the amount available for dividends or distribution he considers the assets to be of ample value.

## **Article XII.**

### **ANNUAL REPORT OF THE ASSOCIATION**

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

**Article XIII.**

**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 Bylaws.