

**Bylaws of
The University of Georgia
College of Agricultural and Environmental Sciences
Alumni Association**

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Article I Name

The name of this organization shall be The University of Georgia College of Agricultural and Environmental Sciences Alumni Association hereinafter referred to as the “Association.”

Article II Purpose

The purpose of the Association is to support the mission of the College of Agricultural and Environmental Sciences (CAES) and to foster and maintain close relationships between its students, alumni, and friends.

Article III Membership

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| Section I | All degreed alumni from The University of Georgia College of Agricultural and Environmental Sciences are considered members of the Association, including those who received minors or certificates from CAES. |
| Section II | Other members may include individuals, groups or businesses that show interest in and support the agricultural and environmental sciences industry. Such members will be referred to as “Friends of CAES.” |
| Section III | The Association shall operate within the designee of the CAES dean and CAES Director of Alumni Relations. |

Article IV Board of Directors

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| Section I | Number. The Association Board of Directors, hereinafter referred to as the “Board,” shall have no more than twenty-four (24) members in total. |
| Section II | Composition. Members of the Board shall be degreed CAES alumni. The Governance Committee shall seek membership from a broad array of candidates |

to include individuals who are demographically and geographically dispersed to serve on the Board.

The Board may also invite one representative from the CAES undergraduate programs and one representative from the CAES graduate programs to serve a one (1) year term as ex-officio, non-voting members.

The CAES Dean and Director shall serve as an ex-officio, non-voting member of the Board. The CAES Director of Alumni Relations shall serve as the Executive Director of the Board responsible for steering the organization and managing its operations.

The Board shall ensure that no conflict of interest occurs between its members and the activities of CAES and UGA.

Section III **Election and Terms of Office.** Subject to Article V, Section II, Members of the Board shall be elected by the Association at the annual meeting to serve staggered three (3) year terms and, subject to Section V hereof, shall be eligible for re-election if in good standing.

The board calendar operates on a fiscal year beginning annually on July 1. Board membership concludes June 30 for all members whose term expires in that year. Election of Board Members and the Officers shall require a majority vote of the Board members.

Section IV **Nominations.** Nominations for the next fiscal year class of Board members shall be solicited by the Governance Committee. The upcoming class shall be voted on at each annual meeting. New members of the Board start their three (3) year term on July 1.

Section V **Term Limitations.** No elected member of the Board shall serve more than two (2) full consecutive terms; however, a member subject to such limitation shall be eligible for re-election after a break in service from the Board of at least one (1) year.

Section VI **Vacancies.** In the case of a vacancy caused by a Board member's inability or unwillingness to serve for a full term, including an officer's refusal to assume the next successive role (such as Vice-Chair declining to ascend to Chair or President-Elect declining to ascend to President), such Board member or officer vacancy may be filled at the beginning of the next fiscal year and included as part of the slate. Executive Board vacancies occurring during the current fiscal year shall be appointed by the President with Board approval.

Section VII **Good Standing & Removal.** To remain in good standing, Board members shall:

- (a) Be actively engaged in advancing the purpose of the Association, including, but not limited to, serving as an officer or committee member.
- (b) Commit to an annual gift of at least \$500 to CAES on a fiscal year basis (a fiscal year shall commence on July 1 and end on June 30 of the following year).
- (c) Attempt to attend all meetings, conference calls and events. A Member, unless otherwise excused or approved in advance by the president, absent from two (2) Board meetings in any fiscal year shall be considered resigned from the Board;
- (d) Promote CAES among other alumni including recruiting to the Board and/or nominating alumni for the Alumni Awards;
- (e) Participate in mentoring activities including registration in the UGA Mentor Program; and
- (f) Provide feedback and suggestions to the Executive Director on ideas for alumni engagement;

Any Board member that has not fulfilled their annual gift requirement by the end of the fiscal year shall be considered past due in payment, shall be notified by the Board President of this status, and have 90 days from the start of the new fiscal year to complete their gift requirement from the previous fiscal year. Any member that does not resolve their past due status within 90 days of the new fiscal year shall be considered to have resigned from the Board.

A Board member may be removed at any time, with or without cause, by recommendation of the Governance Committee and approved by majority vote of the Executive Committee in consultation with the Executive Director.

Section IX Annual and Regular Meetings. There shall be a minimum of two (2) scheduled meetings of the Board each year, to correspond with the fall and spring semesters, on such dates and at such times as the Executive Director shall determine.

In addition to the regularly scheduled meetings of the Board, special meetings may be held at the discretion of the Executive Committee or upon the request of five (5) or more board members, provided the Board be given no less than ten (10) days written notice of such meeting.

Meetings may be conducted in person, via video conference, teleconference, or any other means of communication.

Special meetings of the membership may be called by a majority vote of the Executive Committee.

Section X Quorum. A simple majority plus one of the members of the Board, Executive Committee, or any Standing Committee shall constitute a quorum at their respective meetings.

In the event a quorum is not present, whether in person or by proxy, the meeting may continue; however, no motions or votes may be made.

Article V Officers

Section I Election. The Governance Committee shall present to the Board the slate of officers described in Article VI, Section I, Paragraph (d) and board members for consideration. A majority vote of the board members shall be required for their election. The terms of officers shall officially commence on July 1.

Section II Officers of the Alumni Association.

- a) **President.** The president shall serve as a member of the Board of Directors, as a member of the Executive Committee and shall serve for a single, one-year term. The president shall provide leadership for initiatives of the Association. The president shall be well informed of the goals and priorities of CAES.

The president shall appoint chairs of various ad-hoc Committees, with Executive Committee approval, to carry out the activities of the Association. The president shall issue the call for, and preside at all meetings of the Board and shall see that all decisions of the Board are carried out.

In the event of the absence of the president, the president-elect shall preside and perform other presidential duties.

Upon the expiration of the president's term of office, he/she shall continue to serve the Board as the "immediate past president" by participating on the Executive Committee.

- b) **President-elect.** The president-elect shall serve as a member of the Board and as a member of the Executive Committee, advancing to the office of president for the next term of office. The president-elect shall be acquainted with all duties of the president. The president-elect shall, in absence of the president, exercise the powers and perform the duties of the president. The president-elect shall serve as the chair of the Governance Committee.
- c) **Secretary.** The secretary shall serve as a member of the Board and as a member of the Executive Committee and shall serve for a one-year term. Subject to term limitations set forth in Article IV, Section V, a member of the Board may be elected to serve as Secretary for successive one-year terms. The secretary shall work with the Executive Director to ensure that minutes and attendance of Executive Committee and Board meetings are recorded and kept in the permanent files of the Association. The secretary shall present the previous meeting's minutes for corrections and approval at all Board meetings.
- d) **Eterna Chair.** The Eterna chair shall serve as a member of the Board and as a member of the Executive Committee and shall serve for a one-year term. The Eterna Chair shall, with the assistance of the Executive Director, review the Eterna fund budget and advise

the Executive Committee of the fund's financial status. The Eterna Vice Chair shall move to Eterna Chair after a one-year term.

- e) **Immediate Past President.** The immediate past president shall serve as a member of the Executive Committee for one year upon the conclusion of the President's term. The immediate past president shall perform other duties as assigned by the president or Board.

Article VI Committees

Section I The Board shall have the following standing Committees:

- (a) **Executive Committee.** The members of the Executive Committee shall be the immediate past president, the president, the president-elect, the secretary and the Eterna chair. The responsibilities of the Executive Committee shall include planning, organizing the Board meetings, and outlining specific projects for consideration by the Board. The Executive Committee shall have the authority to form ad-hoc Committees when deemed necessary in its discretion and shall be empowered to call upon other members of the Board for assistance in furtherance of the purposes of the Board. The Executive Committee, along with the Executive Director, are accountable for the strategic plan.
- (b) **Eterna Committee.** The CAES Alumni Association Eterna Endowed Fund, hereinafter referred to as "Eterna," was established November 28, 2000, with the University of Georgia Foundation. The purpose of the Eterna is to support activities of the CAES Alumni Association and the College of Agricultural and Environmental Sciences. All expenditures from the Eterna shall adhere to UGA Foundation policies and guidelines.

Elected "Eterna trustees" of the Association shall recommend projects for spending from the Eterna Fund for approval by the Board. Expenditures shall adhere to the spending limit policy as set forth by the UGA Foundation. The "Eterna trustees" shall be responsible for developing and promoting donations to the CAES Alumni Association Eterna Fund.

Only members of the Board who have contributed to the Eterna fund shall be eligible to serve as Trustees. There shall be five (5) "Eterna trustees" and a minimum of one (1) new trustee will be nominated by the Governance Committee and elected at the slate presentation for Officers and Members.

- (c) **Governance Committee.** The Governance Committee shall be composed of a minimum of three (3) Board members. The president-elect shall serve as chair of the Governance Committee.

The Governance Committee shall provide for the Board's effectiveness and continuing development. The Governance Committee shall oversee the election of

officers and Members to the Board in accordance with the provision of these Bylaws, as well as suggest amendments to the Bylaws.

Prior to the end of the fiscal year, the Governance Committee will prepare a slate of officers and Board members for the Board's approval. The slate will include president-elect, secretary, Eterna chair, Eterna vice-chair, three (3) "Eterna trustees," and vacant or expiring at-large board positions.

Section II Ad-hoc Committees. The president shall appoint such ad-hoc committees as needed to facilitate the mission of the Association. The president shall appoint a chair and vice-chair for each ad-hoc committee from the Board with approval by the Executive Committee. Ad-hoc committee members may include non-Board members of the Association.

Article VII Amendments

Section I Revisions and amendments of any section of the bylaws shall be revised by the majority of the Board membership present at any duly authorized meeting providing that notice of such change shall be sent to the membership ten (10) days prior to the meeting.

Amended May 13, 2026

Previously amended May 3, 2024

Previously amended May 6, 2021

Originally adopted November 11, 2016