

**Amended and Restated 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

- Section I All degreed alumni from The University of Georgia College of Agricultural and Environmental Sciences are considered members of the Association.
- Section II Other members may include matriculates, 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 operates within the designee of the CAES dean with leadership of the alumni director.

Article IV Board of Directors

- Section I **Number.** The Association Board of Directors, hereinafter referred to as the “Board,” shall be composed of and include the five (5) Executive Committee members, five (5) Eterna trustees, and at-large board members. 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, and may reside within or without the state of Georgia at the time of their election. The

Governance Committee will 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 will also serve as an ex-officio, non-voting member of the Board.

The Board will 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, will 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 Association members present at the annual meeting.

Section IV **Nominations.** Nominations for the next fiscal year class of Board members will be solicited by the Governance Committee. The upcoming class will be voted on at each annual meeting. New members of the Board will start their first 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. A person who is elected to serve as president-elect, president, and past president may continue to serve as a member of the Board while he or she holds such office notwithstanding the fact that he or she may have served two (2) full consecutive three-year terms as a Board Member.

Section VI **Vacancies.** In the case of a vacancy caused by a Board member's inability to serve for a full term or if a current Board member is elected to serve as President-elect pursuant to Article V, Section I, such Board member or officer vacancy may be filled by appointment through the Governance Committee and approved by a majority vote of the Executive Committee. Each officer and Board member so elected shall hold office until the end of such unexpired term and until his or her successor has been appointed.

Section VII **Good Standing & Removal.** To remain in good standing, Board members must be actively engaged in advancing the purpose of the Association, including, but not limited to, serving as an officer or committee member. Additionally, unless otherwise excused or approved in advance by the president, any Board member absent from two (2) consecutive Board meetings shall be required to resign 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 director of alumni engagement.

Section VIII **Financial Support of the College.** Each Board member shall be required to contribute annually during his/her elected term of service a financial gift in support of the College of Agricultural and Environmental Sciences. Any Board member who does not contribute financially annually shall be required to resign from the Board.

Section IX **Annual and Regular Meetings.** There shall be a minimum of two (2) scheduled meetings of the Board each year, to correspond generally with the fall and spring semesters, on such dates and at such times as the Executive Committee 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 that the Board be given no less than twenty (20) days written notice of such meeting.

Meetings may be conducted in person, via videoconference, teleconference, or any other means of communication as long as a quorum is present.

In addition to Board meetings, there shall be an annual meeting of the Association. The date and location will be set by the Executive Committee. Twenty (20) members shall compose a quorum for the annual meeting.

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 and motions may be made. The results of said motions will be recorded and shared with those absent within five (5) business days of the close of the meeting, along with meeting minutes. At that time, absent members will be asked to submit votes for the motions presented in order that the work of the Committees can continue prior to the next meeting.

Article V Officers

Section I **Election.** The Governance Committee shall present to the Association at its annual meeting the slate of officers described in Article VII, Section I, Paragraph (d) and board members for consideration. A majority vote of members present at the annual meeting will 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.
- 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.
- c) **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. Subject to term limitations set forth in Article IV, Section V, a member of the Board may be elected to serve as Eterna chair for successive one-year terms.
- d) **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.
- e) **Immediate Past President.** The immediate past president shall serve as a member of the Board and as a member of the Executive Committee for one year upon the conclusion of the president's term.

Article VI Officer Duties

Section I **President.** 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.

Section II **President-elect.** 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 chair the Governance Committee.

Section III **Eterna Chair.** The Eterna chair shall, with the assistance of the director of alumni engagement, review the Association's budget and advise the Executive Committee at each meeting of the Association's financial information and financial status.

Section IV **Secretary.** The secretary shall work with the director of alumni engagement 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 will present the previous meeting's minutes for corrections and approval at all Board meetings.

Section V **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 will perform other duties as assigned by the president or Board.

Article VII Committees

Section IThe 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 Eterna chair and the secretary. The responsibilities of the Executive Committee shall include determining the dates of meetings for the upcoming year and for 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.

- (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/committee will be responsible for developing and promoting donations to the CAES Alumni Association Eterna Fund.

Eterna trustees will be members of the Board and will serve on the ad hoc Resource Development Committee. There shall be five (5) Eterna trustees serving staggered terms. A minimum of one (1) new trustee will be nominated by the Governance Committee and elected at each annual meeting of the Association. Pursuant to Article IV, Section VI, in the case of a vacancy caused by an Eterna trustee’s inability to serve for a full term or if a current Eterna trustee is elected to serve as President-elect, the Eterna trustee vacancy will be filled by appointment through the Governance Committee and approved by a majority vote of the Executive Committee. Only those persons who have contributed to the Eterna fund shall be eligible to serve as Trustees.

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

The Governance Committee provides for the Board’s effectiveness and continuing development. The Governance Committee shall solicit candidates for office, obtain written acceptance from the nominee, and present the slate of officers.

The Governance Committee will continually recruit and nominate suitable Board members, ensuring a ready pool of candidates are vetted and ready to be invited to replace members whose terms will expire. The Governance Committee will provide orientation and training programs for board members and will evaluate the performance of individual members and the board as a whole.

Prior to the Association’s annual meeting, the Governance Committee will prepare a slate of officers and Board members for the Association’s approval. The slate will include president-elect, secretary, Eterna chair, Eterna vice-chair, three (3) Eterna trustees, vice-chair of the Governance Committee, 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 and guided by a committee

plan reviewed and adopted by the board every 3-5 years. 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 VIII Amendments

Section I These bylaws shall annually be reviewed by the Governance Committee who will recommend that the president appoint an ad-hoc bylaws committee should substantive changes be required. The Executive Committee or membership may request a bylaws review at any time.

Section II Revisions and amendments of any section of the bylaws may be revised by the majority of the Association membership present at the annual meeting, providing that notice of such change shall be sent to the membership ten (10) days prior to the meeting. The posting of the proposed changes on the Association website with an email notification to each member with a valid email address should be considered adequate notification of the proposed changes in the bylaws.

Adopted November 11, 2016

Amended May 6, 2021