

**BYLAWS  
FOR  
HAGERSTOWN COMMUNITY COLLEGE  
ALUMNI ASSOCIATION**

**ARTICLE I -- NAME AND LOCATION**

Section 1. The name of this organization, formerly known as the Hagerstown Junior College Alumni Association, shall be the Hagerstown Community College Alumni Association, hereinafter referred to as "The Association."

Section 2. Offices of the Association shall be located in Maryland at Hagerstown Community College (hereinafter referred to as "the College") and/or in such other localities as may be determined by the Board of Directors.

**ARTICLE II -- MISSION AND PURPOSES**

Section 1. The Association will advance, support and promote the interests of the College, its students, alumni and Association members.

Section 2. The objectives of the Association shall be:

- A. To foster community support for the College.
- B. To maintain communication and contacts between the College, it's Board of Trustees and its Alumni.
- C. To participate in the decision-making processes pertaining to the College.
- D. To represent interests of Alumni within the College.
- E. To solicit, publish or furnish information as required to further the mission.
- F. To encourage and support the development of transfer alumni chapters and their members.
- G. To assist students and alumni in the achievement of their academic goals.
- H. To acknowledge the achievements of students and alumni.
- J. To assist students in creating a fulfilling educational experience.

## **ARTICLE III --- MEMBERSHIP**

A requirement for all classes of membership is paying appropriate dues as established by the Board of Directors and which are in accordance with these Bylaws, in addition to completing an application form. Blank application forms must be approved by the Board of Directors. An active member is defined as a regular, or an associate member whose dues are currently paid to date.

Section 1. Regular. All graduates of certificate and degree programs who have submitted an application accompanied by the appropriate fees and who agree to abide by these Bylaws shall be regular voting members. Regular voting members shall be eligible to hold elective office. Graduates shall be exempt from paying dues for one fiscal year following graduation from the College.

Section 2 -A. Associate. All persons, including undergraduates in at least one class, faculty and staff of the College, and parents of undergraduate and alumni, who complete an application, submit the appropriate dues payment and agree to abide by these Bylaws shall be Associate members. An Associate member may serve as a member of the Board of Directors if nominated and elected. Associate members may serve on all committees other than the Budget, Nominating and Executive Committees. Policies governing the participation of Associate members shall be determined by the Board of Directors. Undergraduates enrolled in at least one class each semester shall be exempt from paying dues.

*Section 2-B.* The Corporate Associate Membership. The Corporate Associate Membership is open to all corporations or firms. These corporations, who complete an application, submit the appropriate dues payment and agree to abide by the Bylaws, shall be Associate Corporate members. These corporations must name two persons from their organization known as appointees, who will have member status and benefits, and who may serve as members of the Board of Directors if nominated and elected. Association Corporate member appointees may serve on all committees other than Budget and Finance, Nominating and Executive Committees. Policies governing the participation of Corporate Association member appointees shall be determined by the Board of Directors.

Section 3. Life. Regular and Associate members may elect to become life members at such time and under such condition as the Board of Directors may determine.

Section 4. Honorary Life. Honorary life membership, without voting rights, may be conferred upon members of the Association at such time and under such terms as the Board of Directors shall determine.

Section 5-A. Joint. Two regular members who are married to each other, or a regular member and an associate member spouse may elect to become joint members at such time and under such conditions as the Board of Directors may determine.

Section 5-B. Joint Association/Booster Club Membership. Alumni Association/Booster Club Membership both Regular or Associate, depending on status of applicant, shall include all rights and policies governing Regular or Associate members of the Alumni Association and shall also include a full Booster Club membership for a period from September of each year until the following August. The dues payment for this membership will be divided equally between the two organizations. Dues will be determined by the two organizations

Section 6. Chapter. Association members may hold memberships in such chapters of the Association as may be established by the Board of Directors.

Section 7. Delinquency and Cancellation. Any member of the Association who shall be delinquent in dues for a period of sixty (60) days from the time dues become due shall be notified of such delinquency and suspended from further services. If payment of dues is not made within the next succeeding thirty (30) days, the delinquent member shall be dropped from the rolls and thereupon forfeit all rights and privileges of membership unless such suspension, at the request of the member, is waived by affirmative vote of the Executive Committee.

Section 8. Resignation. Any member may resign by filing a written resignation with the President, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, or other charges theretofore accrued and unpaid.

#### **ARTICLE IV -- ORGANIZATIONAL STRUCTURE**

Section 1. To achieve the objectives of the Association, the Board of Directors may at its discretion establish organizational units, such as chapters, councils, or task forces to serve the interests of College alumni and students.

Members of chapters may have a vote in the affairs of that chapter subject to overall Board of Directors' control. The Board of Directors shall exercise authority over policies, services, programs and budgets of all organizational units, including qualification for membership, unless these are otherwise stated in these Bylaws.

#### **ARTICLE V -- DUES**

Section 1. Establishment of Dues. Dues for all classes of membership shall be established by the Board of Directors.

Section 2. Installment Payments. The Board of Directors shall determine the terms, if any, for installment payments of lifetime memberships. No installment payments will be refunded, in the event that a lifetime membership is not fully completed.

Section 3. Refunds. No dues shall be refunded to any member whose membership terminates for any reason.

#### **ARTICLE VI -- OFFICERS**

Section 1. Elected Officers. The elected officers of the Association shall be a President, a President-Elect, three Vice-Presidents, a Treasurer, and a Secretary. The President-Elect shall automatically succeed to the Presidency.

Section 2. Qualifications for Office. Any regular active member in good standing shall be eligible for nomination and election to any elective office of this Association, provided the member shall have served at least one (1) year as a member of the Board of Directors at any time prior to an elective term of office.

Section 3. Nomination and Election of Officers. In accordance with Article X, Section 1, the Nominating Committee shall prepare and submit to the members a nomination for President-Elect, three (3) Vice-Presidents, Secretary and Treasurer of the Association. Any person so nominated shall have given prior consent to nomination and election as an officer.

Section 4. Term of Office. Each elected officer, [other than president and vice presidents, who will serve for a term of two years each] shall take office immediately upon installation and shall serve for a term of one (1) year or until a successor is duly elected and qualified. Each elected officer shall serve concurrently as a member of the Board of Directors and as a member of the Executive Committee.

Section 5. Reelection. No elected officer who has served one (1) full term, excepting the Secretary and Treasurer, shall be eligible for reelection to the same office, until at least one term has elapsed.

Section 6. Vacancies - Removal. Vacancies in any elective office may be filled for the balance of the term thereof by the Board of Directors upon recommendation of the Nominating Committee. The Board of Directors, by two-thirds vote of all of its members, may remove any officer from office.

## **ARTICLE VII -- DUTIES OF THE OFFICERS**

Section 1. President. The President shall be the chief elected officer of the Association and serve as Chairman of both the Board of Directors and the Executive Committee. He or she shall preside at meetings of the Board of Directors, the Executive Committee and the membership. The President shall serve as an ex-officio member of all committees except the Nominating Committee, shall make all required appointments of standing and special committees, and may remove any member for cause, with the Board of Directors approval, at any time. He or she shall see that all orders and resolutions of the Members and Directors are carried into effect and act. The President shall promote the welfare and further the objectives of this Association as set forth in Article II of these Bylaws. He or she shall serve as spokesperson for the Association to the press, legislative bodies, groups or organizations within the College and the public at large. He or she shall perform such other duties as are necessarily incident to the office of President or as may be prescribed by the Board of Directors.

The President shall have the authority to sign and execute in the name of the Association all authorized deeds, mortgages, contracts or other instruments.

Section 2. President-Elect. The President-Elect shall succeed to the Presidency. The President-Elect shall perform such duties as are delegated or assigned by the President or the Board of Directors, and shall perform the duties of the President in the event that the individual is unable to serve.

Section 3. Vice-Presidents. There shall be three (3) Vice-Presidents, who shall be responsible for such duties as are individually assigned to them by the President. Each Vice-President shall advise one or more committees and report the committee activities at each meeting of the Executive Committee. A Vice-President also shall act as liaison to one of the following groups: students, faculty, administration and other college employees shall be assigned a responsibility by the president to coordinate with the Alumni Office one of the following: Association membership, Association social activities, and Alumni Amphitheater programming, for their term of office. Vice-presidents will serve a two-year term and may be reelected to office, when their term expires, if the nominating committee so elects.

Section 4. Treasurer. The Treasurer shall, regularly, review the Association's spending and records in conjunction with the Alumni office and their personnel. He or she shall also review the collection of members' dues and shall work with the Alumni Office and HCC's Finance Office to establish proper accounting procedures for the handling of the Association funds. He or she shall report on the financial condition of the Association at all meetings of the Board of Directors and at other times as called upon by the President. The Treasurer shall serve as a chairman of the Budget and Finance Committee and shall work with the Alumni Association Coordinator to establish an Alumni Association Annual Budget. He or she shall have the authority, along with the President, to sign all authorized instruments of the Association when needed. The Treasurer will serve a two-year term and may be reelected to office, when his/her term expires, if the nominating committee so elects.

Association Annual Budget. He or she shall have the authority, along with the President, to sign all authorized instruments of the Association when needed.

Section 5. Secretary. The Secretary shall oversee the proper recording of proceedings of meetings of the Association and the Board of Directors, and shall ensure that accurate records are kept of all members. The Secretary will serve a one-year term and may be reelected to office, when his/her term expires, if the nominating committee so elects.

## **ARTICLE VIII -- BOARD OF DIRECTORS**

Section 1. Authority and Responsibility. The governing body of this Association shall be the Board of Directors. The Board of Directors shall have supervision, control and direction of the affairs of the Association, its committees and publications; shall determine its policies or changes therein; shall actively prosecute its objectives and supervise the disbursement of its funds. The Board may adopt such rules and regulations for the conduct of its business as shall be deemed advisable, and may, in the execution of the powers granted, delegate certain of its authority and responsibility to the Executive Committee.

Section 2. The Board of Directors shall consist of the officers of the Association (named in Article VI), the Immediate Past President of the Association, and no more than thirty (30) directors elected at large by the voting membership, and the alumni coordinator, if any, who shall be an ex-officio member without the right to vote. The number of Directors fixed at thirty (30) above may be increased or decreased by a two-thirds vote of the entire Board of Directors and any such vote shall specify the terms of the directors to assure continuity on the Board of Directors.

Section 3. Term of Office and Manner of Election. Directors at large shall serve for a term of three (3) years or until their successors have been elected and assume office. Directors at large shall be elected in accordance with the provisions of Article X, Section 1.

Section 4. Reelection. No member of the Board of Directors who has served a full three (3) year term shall be eligible for reelection until at least one (1) year shall have elapsed with the exception of those Board members being elected to officer positions.

Section 5. Nominations. The Nominating Committee acting in accordance with Article X, Section 1 shall present one (1) nominee to each seat on the Board, which is vacant or is about to expire.

Section 6-A. Voting - Quorum of the Board. At any meeting of the Board of Directors, a quorum shall consist of one quarter of voting members of the Board of Directors. Without this quorum present, no business shall be transacted. When a quorum is present, any business transacted shall be valid provided it is affirmatively passed by a simple majority of those present and voting.

Section 6-B. Voting. A simple majority of those present and voting is necessary to transact business for the Association, except in those situations specified in these Bylaws requiring greater majority. Voting rights of a Director shall not be delegated to another nor exercised by proxy.

Section 7. Meetings of the Board. A regular meeting of the Board of Directors shall be held no less than one (1) time each year. Notice of all such meetings shall be given to the Directors not less than thirty (30) days before the meeting is held. Special meetings of the Board may be called by the President or at the request of twenty-five percent (25%) of the Directors, by notice mailed, delivered, telephoned, or faxed to each member of the Board of Directors.

Section 8. Voting by Mail. Action taken by a mail ballot of the members of the Board of Directors shall be a valid action and shall be reported at the next meeting of the Board.

Section 9. Vacancies and Removal. Any vacancy occurring on the Board of Directors between annual meetings shall be filled in accordance with Article X, Section 1. The Director so elected shall serve the unexpired term of his or her predecessor. The Board of Directors may remove any Director by an affirmative two-thirds vote present at any regular or special meeting.

Section 10. Compensation. Directors and elected officers shall not receive any compensation for their services.

Section 11. Personal Liability. The officers, directors, committee chairpersons, director of institutional advancement, assistant to the director of institutional advancement, and alumni coordinator, if any, shall not be liable to the Association for any mistake of judgment, negligence, or otherwise, except for their own individual willful misconduct or bad faith. The officers, directors, committee chairpersons, and alumni coordinator, if any, shall have no personal liability with respect to any contract or other commitment made by them, in good faith, on behalf of the Association. The Association shall indemnify and forever hold each free and harmless against any and all liability to others on account of any such contract or commitment.

## **ARTICLE IX -- EXECUTIVE COMMITTEE**

Section 1. Authority and Responsibility. The Executive Committee may act in place and instead of the Board of Directors between Board meetings on all matters, except those specifically reserved to the Board by the Bylaws. The Committee shall oversee the financial affairs of the Association. Actions of the Executive Committee shall be reported to the Board by mail or at the next board meeting.

Section 2. Composition and Election. The Executive Committee shall consist of: The President, the President-Elect, the three (3) Vice-Presidents, the Secretary, the Treasurer, the Immediate Past President, and the alumni coordinator who shall serve without vote. Four additional nonvoting members *may* represent the following groups: faculty, administration, student body and other college employees.

Section 3. Quorum - Call of Meetings. A majority of the Executive Committee shall constitute a quorum at any duly called meeting of the Committee. The President shall call such meetings of the Executive Committee as the business of the Association may require, or a meeting shall be called by the President on request of three (3) members of the Committee.

Section 4. Attendance. Any elected officer who shall have been absent from two (2) consecutive regular meetings of the Executive Committee shall automatically vacate the seat on the Executive Committee and the vacancy shall be filled as provided by Article X, Section 1. However, the Executive Committee shall consider each absence of an elected officer as a separate circumstance and may expressly waive such absence by an affirmative vote of a majority of its members. Any member of the Board of Directors who misses two consecutive regular meetings of the Board, without adequate excuse, shall receive written reprimand from the Alumni Association secretary and may be asked to vacate their board seat, by the president, who will, at that time, appoint a replacement to finish out their term on the Board.

Section 5. Vacancies. Any vacancy occurring on the Executive Committee shall be filled in the manner as provided in Article X, Section 1.

## **ARTICLE X -- SPECIAL AND STANDING COMMITTEES**

Section 1. Nominating Committee: The President shall appoint with the approval of the Board of Directors a Nominating Committee which shall consist of seven (7) regular members, one (1) of whom shall be the Immediate Past President of the Association, but of whom not more than three (3) shall be the past presidents of the Association. At least one member of the Nominating Committee shall be reappointed to the following year's Nominating committee to insure continuity.

The Nominating Committee shall nominate a candidate to the Board whenever a vacancy occurs in the elected officers of the Board with said candidate to be elected by a majority vote of the remaining members of the Board. No member of the Nominating Committee is eligible to be nominated for any elected position. The Nominating Committee shall nominate a candidate for each position of elected officers for the ensuing year and for the new Board of Directors and shall notify, in writing, the membership of its choice no less than sixty (60) days before the Annual Business Meeting. Thirty (30) days shall be allowed for nominations from the membership, except for the office of President, which is automatically filled in accordance with Article VII, Section 2 of the Bylaws. Any member nominated by petition of ten (10) percent of the voting membership shall be placed on the ballot.

The ballot shall indicate those nominees recommended by the Nominating Committee and those recommended by petition. The Nominating Committee shall conduct an election by mail ballot in which each active member will have one vote to cast for each officer position and each directorship position to be elected. Candidates receiving the highest number of votes for each officer shall be declared elected. If, however, no nominations are made by petition, the Secretary shall cast a unanimous vote for the candidates of the Nominating Committee. Results of the election shall be announced no later than the next Annual Business Meeting.

Section 2. Budget and Finance Committee. The Budget Committee shall consist of the President, the President-Elect, the Treasurer, the Immediate Past President and the alumni coordinator, if any, as ex-officio without vote. The Treasurer shall serve as chairperson. The Committee shall recommend an annual budget to the Executive Committee and Board of Directors and assist them in oversight and implementation. The Committee may perform such other duties in connection with the finances of the Association as the Board may determine from time to time.

Section 3. Creation and Dissolution of Committees. The President shall monitor actions of the committees, chapters and task forces of the Association and shall recommend to the Board of Directors on a regular basis the creation, dissolution, and consolidation of these bodies.

Section 4. Organization and Attendance. All committees shall be of such size and shall have duties, functions, and powers as assigned by the Board of directors, except as otherwise provided in the Bylaws. Any committee member who fails to attend three (3) consecutive regular or special meetings of the committee, without excuse acceptable to the chairperson of the committee or the Association President, shall be deemed to have resigned from the committee and the vacancy shall be filled by appointment of the President as provided in Article VII, Section 1.

## **ARTICLE XI -- MEETINGS OF MEMBERS AND VOTING**

Section 1. Annual Business Meeting. The Annual Business Meeting of the Association shall be held at such place and on such dates as may be determined by the Board of Directors.

Section 2. Special Meetings. Special meetings of the Association may be called by the Board of Directors at any time, or shall be called by the President upon receipt of a written request by ten (10) percent of active members, within thirty (30) days of filing the request with the President or alumni coordinator. The business to be transacted at any special meeting shall be stated in the notice thereof, and no other business may be considered at that time.

Section 3. Notice of Meetings. Written notice of any business meeting of the Association at which official Association business is to be transacted shall be mailed to the last known address of each member no less than ten (10) days nor more than forty (40) days before the date of the meeting.

Section 4. Voting. At all business meetings of the Association each active member shall have one (1) vote, and may take part and vote in person only. Unless otherwise specifically provided by these Bylaws, a majority of those regular members present and voting shall govern.

Section 5. Voting by Mail. Proposals to be offered to the members for a mail vote, excepting election ballots, shall first be approved by the Board of Directors unless the proposal is endorsed by ten (10) percent of the active members in which case Board approval shall not be necessary. On any mail vote, a majority of those voting shall determine the action.

Section 6. Quorum. At an annual business meeting or special meeting of members, a quorum shall consist of no less than two and one half percent (2 1/2%) of the active members. All action taken by said members shall be implemented by the Board of Directors.

Section 7. Cancellation of Meetings. The Board of Directors may cancel any Annual Business Meeting for cause.



## **ARTICLE XII -- FINANCE**

Section 1. Fiscal Period. The fiscal period of the Association shall be prescribed by the Budget Committee with the approval of the Board of Directors.

Section 2. Budget. With recommendations of the Budget Committee, the Board shall adopt an annual operating budget covering all activities of the Association. Within sixty (60) days following completion of the financial review or audit, the Treasurer shall furnish the membership with a financial report for the fiscal year just concluded.

Section 3. Audit or Financial Review. The accounts of the Association shall be reviewed annually, as part of Hagerstown Community College's audit by a Certified Public Accountant. A copy of information pertaining to the Alumni Association's financial review shall be furnished to the Association's President who will present it to the Board of Directors for their approval.

## **ARTICLE XIII -- AMENDMENTS**

Section 1. Proposing. Amendments to or a repeal of the Bylaws may be proposed by the Board of Directors on its own initiative or upon petition by ten (10) percent of the active members. The Board of Directors shall present all such proposals to the active members with or without endorsement.

Section 2. Approval. Amendments to Article I -- Name and Location; Article II -- Mission and Purposes; Article III -- Membership or a repeal of these Bylaws shall be approved by: a two-thirds affirmative vote of the regular members present and voting at any Annual Business Meeting or special meeting of the Association duly called, provided written notice of proposed changes have been sent to the active members thirty (30) days before such meeting; or by a majority vote of the active members voting by a thirty (30) day mail ballot. All other Amendments to these Bylaws may be made by the Board of Directors provided sixty (60) days prior notice is published.

## **ARTICLE XIV -- DISSOLUTION**

The funds of the Association shall be used only to achieve the organizational directives stated in these Bylaws, and no part of these funds shall inure or be distributed to the members of the Association. The dissolution of the Association shall be in conformity with the directives of the Hagerstown Community College Board of Trustees. Any funds remaining after the payments of all debts shall be donated to the Hagerstown Community College Foundation, Inc. in the name of the Association.

## **ARTICLE XV -- RULES OF PROCEDURE**

The current edition of Roberts Rules of Order shall be the final source of authority for parliamentary procedure for the Association. The President shall function as parliamentarian for matters concerning interpretation of Roberts Rules of Order as they relate to the resolution of any procedural dispute.