PRESENTED TO THE BOARD AND APPROVED AT THE ASSOCIATION ANNUAL MEETING
OF OCTOBER 8, 2021

BYLAWS
OF
THE ALUMNI ASSOCIATION OF
THE NORTH CAROLINA SCHOOL OF SCIENCE AND MATHEMATICS

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ARTICLE I: Name

The name of the organization shall be The Alumni Association of The North Carolina School of Science and Mathematics (hereinafter referred to as the “Association.”)

ARTICLE II: Purpose

The purpose of the Association shall be to promote positive, active relationships among NCSSM alumni and the larger NCSSM community in support of the school’s educational mission, and to focus such relationships towards volunteerism, financial giving, and stewardship of NCSSM.

ARTICLE III: Office

The Association shall continuously maintain a principal office within the NCSSM External Relations Office, 1219 Broad Street, Durham, North Carolina, 27705. Other offices of the Association as may be established shall be located at such place(s) as designated by the Board of Directors.

ARTICLE IV: Board of Directors

Section 1. Composition of the Board. The number and composition of the Board of Directors shall be as provided in Article V of the Association’s Constitution.

Section 2. Election and Terms of Board Members.

A. At-Large Members of the Board of Directors shall be nominated by the Board of Directors and elected by acclamation or ballot and majority vote of the voting members of the Association who are present, either in person or by official approved proxy, at the annual meeting. The term of an At-Large Member shall be for two (2) years. An At-Large Member may not serve more than three (3) terms consecutively.

B. The Board of Directors may appoint interim Directors to fill vacancies that occur prior to an annual meeting of the Association by acclamation or ballot and majority vote of the sitting members of the Board of Directors who are present, either in person or by official approved proxy. Interim Directors may serve until the conclusion of the next annual meeting of the Association. Said members must be put forward for election at the next
annual meeting of the Association for their full term of directorship to begin.

C. The officers of the Board (defined in Article V) shall be elected by acclamation or ballot and majority vote from among the voting members of the Board of Directors present, either in person or by official approved proxy. Each officer shall be elected for a term of two (2) years. Officers are elected by the Board of Directors in advance of the Annual Meeting. An elected officer may serve up to three (3) consecutive terms.

D. The President and Vice President are ineligible to succeed themselves in said office.
E. Terms for all officers and Board members shall begin at the conclusion of the annual meeting and shall expire at the conclusion of the annual meeting two (2) years thereafter.

Section 3. Powers and Duties. The Board of Directors shall be responsible for the control and management of the affairs, properties and interests of the Association, and may exercise all powers of the Association, except as are expressly conferred upon or reserved to the members of the Association. The nature of the business and purposes of the Association shall encompass:

A. Maximum use of the abundant resources of the alumni, including the talents, services and appropriate financial assistance, to the attainment of the purposes of The North Carolina School of Science and Mathematics;

B. Promotion, establishment and maintenance of appropriate communications and other relationships between NCSSM and the Association;

C. Promotion of a unifying interest and loyalty of present, former and prospective students interested in the welfare of NCSSM, and the stimulation of their willingness to participate actively in the programs and activities of NCSSM and its organizations;

D. Assistance to NCSSM in attracting prospective students, faculty, and administrators;

E. Assistance in projecting NCSSM, including its goal, activities, accomplishments and position of leadership to the community, state, nation, and the world;

F. As alumni representing former NCSSM students, the Board of Directors may redirect unspent senior gift monies as accepted first by the NCSSM Foundation Board of Directors.

Section 4. Director Duties.
A. Each Director must attend every scheduled meeting of the Board or communicate the absence and grounds therefore in a timely manner.

B. Each Director must volunteer for at least two events per year.

C. Each Director must contribute financially to NCSSM in some amount at least once each fiscal year.
Section 5. Board Independence: The Board’s task of representing the alumni to the school means that key roles on the board must be independent of the school’s staff.

A. Aside from the ex officio, non-voting members, no more than three alumni who are also members of the school staff shall be allowed to serve on the Alumni Association Board of Directors. This number may be increased to a maximum of ten (10) percent of the board’s voting members, rounding to the nearest person.

B. The Chancellor and any direct reports to the Chancellor are prohibited from serving on the Board of Directors except in designated ex officio roles.

C. Senior officers at NCSSM are prohibited from serving on the Board of Directors except in designated ex officio roles. Such senior officers include the Vice Chancellor for Institutional Advancement, NCSSM Foundation President, Head of Constituent Relations, Director of Development, and Head of Communications and any future successor functions to these.

D. No current employee of the school shall serve as an officer, except in an ex officio role.

E. Alumni whose jobs would exclude them from membership from the Board of Directors due to clauses (b) and (c) above shall not be allowed to join the Board of Directors for a period of at least one year after leaving from such jobs.

F. Board members who join the school staff may remain on the Board of Directors if their continuing on the Board of Directors does not violate any of the terms above.

Section 6: Meetings of the Board. The Board of Directors may provide by resolution for the holding of regular meetings of the Board, and may determine the time, place, and frequency thereof for conducting the business of the Association.

Section 7. Chairperson. At all meetings of the Board of Directors, the President of the Association shall preside as chairperson of the Board. If they are absent, or are unable to perform the duties of the office, the Vice President shall preside.

Section 8. Quorum.

A. At all meetings of the Board of Directors, a majority of Board members must be present, either in person or by electronic teleconference, to constitute a quorum for the transaction of business.

B. As provided in Article V of the Association’s Constitution, in the absence of a quorum of the Board of Directors at a scheduled meeting, the Executive Committee shall transact all business of the Association. The Executive Committee shall keep minutes of its proceedings and shall report said proceedings to the Board of Directors at the next
scheduled Board meeting. All actions taken by the Executive Committee shall be subject to review by the Board.

Section 9. Manner of Acting.
A. At all meetings of the Board of Directors, each member present shall have one vote. Voting by proxy shall not be permitted. The Executive Secretary of the Association, Chancellor, Vice Chancellors, and the Student Liaisons shall be non-voting ex officio members of the Board of Directors.

B. Except as may otherwise be provided by the Constitution or these Bylaws, the action of a majority of the Board members present at any meeting at which a quorum is present shall be the act of the Board.

Section 10. Resignation. Any Director may resign at any time by giving written notice to the President, or to the Executive Secretary of the Association. Unless otherwise specified in such written notice, the resignation shall take effect upon receipt thereof by the Board, and the acceptance of said resignation shall not be necessary to make it effective.

Section 11. Removal. Any Director may be removed for good cause at any time by the members of the Association at a special meeting of the Association called for that purpose, and may also be removed for good cause by action of the Board. A Board member, who shall be absent from three consecutive meetings of the Board, shall be considered to have given good cause for their removal unless said absence is satisfactorily explained and is determined by the Board to be an excused absence.

Section 12. Vacancies. Any vacancy on the Board of Directors may be filled for the remaining portion of the term by a majority vote of the remaining Board members at a meeting of the Board called for that purpose.

ARTICLE V: Officers

Section 1. Officer Positions. As provided in Article V of the Association’s Constitution, the standing officers of the Association shall be the President, Vice President, Secretary, Treasurer, and the Immediate Past President of the Association. The Board may also designate other officers based on the needs of the Board. No more than one (1) officer’s position may be held by the same person at the same time.

Section 2. Duties. Officers of the Association shall, unless otherwise provided by the Board of Directors, each have such powers and duties as generally pertain to their respective offices as well as such powers and duties as are hereinafter set forth in these Bylaws, or as may from time to time be specifically conferred or imposed by the Board.

A. President. The President shall act as chairperson and shall preside at all meetings of the Association, of the Board of Directors and of the Executive Committee. The President shall preserve order; shall enforce the Constitution and Bylaws of the Association; shall direct and appoint all committees; and shall be an ex officio member of all committees. The President shall not be entitled to vote at the annual meeting of the Association or for
the election of officers except, in the event that the votes on any matter are equally divided, they shall cast the deciding vote. The President shall present an annual report to the Association.

B. Vice President. The Vice President shall act in the place of the President and perform the above duties during the absence or disability of the President.

C. Secretary. The Secretary shall record all business proceedings of the Association, of the Board of Directors and of the Executive Committee. They shall be the custodian of all books, papers, documents and records of the Association not otherwise provided for, and at the expiration of their tenure, the Secretary shall promptly surrender the same to their successor.

D. Treasurer. The Board may appoint a Treasurer, who shall serve as an officer on the Executive Committee. The Treasurer shall be the fiscal officer of the Association. Under the direction of the Board, the Treasurer shall collect and disburse all funds of the Association. The Treasurer shall have custody of all properties of the Association except as otherwise specifically allocated to another custodian. The Treasurer shall keep a true and exact account of all such property, monies and receipts for disbursements, and expenditures of any monies entrusted to them. The Treasurer shall, at all reasonable times, exhibit their books of account to the Executive Committee. The Treasurer shall also submit a written report at the annual meeting of the Association for any fiscal year that Association funds are collected or disbursed.

E. Executive Secretary of the Association (Ex Officio). The NCSSM Director of Constituent Relations shall also serve as Executive Secretary of the Association. They shall be the chief administrative officer of the Association and shall be charged with the duty of carrying out the orders of the Board of Directors and the policies of the Association as set forth in its Constitution. The Director of Constituent Relations shall report to and receive advice from the Vice Chancellor of External Relations. In their capacity as Executive Secretary, they will work to support the Association's officers and Board of Directors.

F. Immediate Past President. The Immediate Past President shall serve as the chair of the Nominating Committee and as a member of the Executive Committee. They shall be available for advice and counsel to the President and Board of Directors as a non-voting member of the board.

G. Other Officers. The Board may also designate other officers based on the needs of the Board, such as Parliamentarian or Head of Technology.

Section 3. Resignation. Any officer may resign at any time by giving written notice of such resignation to the Board of Directors, to the President or to the Secretary of the Association. Unless otherwise specified in such written notice, such resignation shall take effect upon receipt thereof by the Board, and the acceptance of such resignation shall not be necessary to make it effective.
Section 4. Removal. Any officer may be removed for good cause, and a successor elected by the Board of Directors at any time.

Section 5. Vacancies. A vacancy in any office by reason of death, resignation, inability to act, disqualification, or any other good cause, may at any time be filled for the remaining portion of the term by the Board of Directors. These vacancies shall be filled within 90 days of the creation of the vacancy at a regular meeting or at a special meeting of the Board of Directors called for that purpose.

ARTICLE VI: Committees

Section 1. Executive Committee. The Board of Directors, by resolution adopted by a majority of the Board, shall designate an Executive Committee of the Board of Directors which shall be composed of the President, the Vice President, the Secretary, the Treasurer, if one be appointed, and the Immediate Past President of the Association, as well as Chairs of Standing Committees (see Section 2.) During the intervals between meetings of the Board of Directors, the Executive Committee shall be empowered to transact business for the Association, provided, however, that all actions of the Executive Committee shall be subject to review of the Board of Directors.

Section 2. Standing Committees. The President shall appoint the chairperson and other members of the following standing committees from among the Board of Directors:

A. Communications
B. Fundraising
C. Nominating and Governance
D. Engagement (formerly Social and Volunteerism)

Section 3. Special Committees. The Executive shall appoint a Board Director to serve as Chair for each Special Committee, which will carry out a series of tasks on an annual basis. Special Committees will be chaired by a Board Director and may comprise alumni and other volunteers who are not members of the Alumni Association Board of Directors.

E. Alumni Scholarship
F. Alumni Weekend (Reunions)

Section 4. Ad Hoc Committees. The Board of Directors may create other committee(s) consisting of Directors or other persons, and the President shall appoint the chairperson and members of such other committees as they or the Board of Directors deem appropriate.

ARTICLE VII: Association Membership

Section 1. Voting Members. As set forth in Article IV of the Association’s Constitution, all graduates of NCSSM shall be recognized as alumni of the school and automatically entitled to voting membership in the Association.

Section 2. Honorary Members.

A. Honorary membership in the Association shall be extended to persons in the following categories:
1. Former NCSSM students;
2. Parents and family of alumni and former students;
3. Current and former members of the NCSSM faculty and staff; and
4. Members of the governing boards of NCSSM.

B. Persons in the above categories (1), (2), (3) and (4) shall be granted honorary membership at any time by written request to the Board of Directors or to the Executive Secretary of the Association.

C. Friends and other associates of NCSSM may be elected to honorary membership by a three-fourths vote of those present at any duly constituted meeting of the Board of Directors or by voting members at the annual meeting of the Association.

D. All honorary members shall be entitled to attend all meetings of the Association, but shall not be entitled to vote at such meetings.

Section 3. Director Emeritus. Director Emeritus status may be conferred on any former board member who has made significant contributions over time to the Association. Nominations may be made by any board member. Election to Director Emeritus status requires a majority vote of the Executive Committee. Director Emeritus is an honorary position and carries no voting rights.

Section 4. Active Membership. Active membership shall be required to receive advance notice of Association meetings to receive the communications and publications of the Association. Active membership status shall be designated to all members who have registered their valid contact address information with the Association’s principal office, either online at the Association’s public website, in person or by mail, and who maintain such information as current and up-to-date.

Section 5. Qualification for Elected Office. Only alumni of NCSSM and who are members in good standing with the Association shall be eligible to serve in any of its elected positions.

Section 6. Withdrawal of Membership. Any Association member may, with written notice to the Executive Secretary or the Board, resign or withdraw from the Association. A member who withdraws from the Association while they are not in good standing, must, in reapplying for admittance, correct all deficiencies. No additional penalties shall apply.

ARTICLE VIII: Meetings of the Association

Section 1. Annual Meeting. The annual meeting shall be held at a time and place as selected by the Board of Directors with thirty (30) days written notice of such meeting being given to the active membership. The purpose of the annual meeting shall be the election of the Association’s Officers and Board members, presentation of the annual report of the Association, and the transaction of such business as may properly come before the meeting.

Section 2. Special Meetings. Special meetings of the Association may be called at any time by the President or upon the request of at least one-third of the Board of Directors or by demand in writing of voting members representing in number one (1) percent or more of the total membership.
Section 3. Place of Meetings. All meetings of the Association shall be held at such place or places as shall be designated in the notices of such meetings.

Section 4. Notice of Meetings. Written notice of each annual meeting of the Association, stating the time when and the place where it is to be held shall be served either by U.S. Postal mail, by electronic mail, or by electronic posting on the Association’s public website, not less than thirty (30) days before the annual meeting, upon each active member of the Association entitled to vote at such meeting. Written notice of a special meeting of the Association, stating the time when and the place where it is to be held, shall be served by the same means as described above, not less than fifteen (15) days before the meeting, upon each active member entitled to vote at such meeting. Notice of a special meeting shall also state the purpose(s) for which the meeting is called, and shall indicate that it is being issued by, or at the direction of, the person(s) calling the meeting. If mailed either by U.S Postal or electronic means, such notice shall be directed to each active member’s address as it appears on the official records of the Association, unless such member shall have previously filed with the Secretary of the Association a written request that notice be mailed to an alternate address, in which case notice shall be mailed to the alternate address so designated in such request. The lowest cost methods of communication to active members, in general by electronic means, will be preferred to other methods in order to keep expenses of the Association at a minimum.

Section 5. Quorum. Quorum regulations shall be waived for annual or special meetings of the Association membership and the majority shall rule.

Section 6. Voting.

A. Except as otherwise provided by the Association’s Constitution, any Association action shall be authorized by a majority of votes cast at a meeting of the Association by the members entitled to vote thereon.

B. A proxy vote or a written ballot may be taken, by U.S Postal and/or electronic means, on any question upon which it is necessary or desirable to secure prompt action. The official form and text of all proxy or ballot documents shall be determined and approved by the Board of Directors. The vote of the majority of the members responding within twenty-one (21) days shall be as binding and conclusive as though taken at a meeting duly called for that purpose. The results of such proxy vote or written ballot shall be entered in proper order in the minute books of the Association. In the event that a majority vote has not been recorded in favor of or against the matter being voted upon within twenty-one (21) days, a second notice in regard thereto shall be given to all members not having voted, and, in the event that after ten (10) additional days, no majority vote has been obtained, the question shall be deemed to have been tabled.

Section 7. Procedure. At all meetings of the Association, the Board of Directors and the Executive Committee, the conduct of said meeting shall be in accordance with the provisions of the Association’s Constitution and of these Bylaws.
ARTICLE IX: Fiscal Year

The fiscal year of the Association shall commence each July 1st and terminate the following June 30th in concurrence with NCSSM’s fiscal and academic years.

ARTICLE X: Amendments

The Board of Directors shall have the power to establish and amend these Bylaws. The Board shall review these bylaws on at least an annual basis. The review will be led by the Chair of the Nominating and Governance Committee. Any voting member of the Association may request a vote of approval on such amendments by the members of the Association at the next annual Association meeting. Any such request must be submitted in writing to the Board at least thirty (30) days before the annual meeting.