

CONSTITUTION
OF THE
NORTH GEORGIA COLLEGE & STATE UNIVERSITY ALUMNI ASSOCIATION, INC.

Article I: Name

The name of this corporation shall be "The North Georgia College & State University Alumni Association, Inc.", referred to hereinafter as the "Association." Whenever the singular or plural number of the masculine, feminine or neuter gender is used in this Constitution, it shall equally apply to and include the others.

Article II: Nature of the Association

The Association shall be the representative of the graduates and former matriculates of North Georgia College and North Georgia College & State University, hereinafter referred to as the "University", and shall be the accredited medium for consideration, determination, and transaction of matters pertaining to the alumni and their relations as a whole to the University.

Article III: Objects and Purposes

The specific object and purpose of the Association shall be to support North Georgia College & State University and the educational programs of the University designed for its students, former students, and potential students. Furthermore, it shall promote social interaction among its members and between its membership and the public in general; promote the interests and welfare of the University; establish programs of student recruitment; foster student friendships during campus years; perpetuate ties of affection and esteem formed in University days; raise funds for the University; cooperate with University programs of vocational guidance, and job placement; extend to the University the experience and skill of its former students in meeting institutional problems; keep the University informed of alumni sentiment; assist the University in providing programs of continuing alumni education and intellectual cooperation; support the preservation of North Georgia College & State University as a Senior Military College; and publicize the good name and prestige of the University.

Article IV: Membership and Voting Rights

Section 1. The membership of the Association shall consist of Active, Honorary, and Associate Members.

Section 2. The Active membership shall consist of every person who shall have either graduated from or discontinued his education at the University after having held the status of a matriculated student in good standing at the University for at least two full semesters and who is not delinquent in the payment of dues assessed by the Executive Director and approved by the Council.

Section 3. The Honorary membership shall consist of those friends and/or benefactors of the University whose services the Association has desired to recognize and who shall have been elected to Honorary membership by the Council.

Section 4. The Associate membership shall consist of individuals who are not eligible for Active membership and who have not been elected to Honorary membership and who shall have requested and been elected to Associate membership by the Council.

Section 5. Election to Honorary or Associate membership shall be by a majority vote of the Council and shall be for life unless otherwise terminated in writing by the individual or for cause by a majority vote of the Council.

Section 6. (a) Only Active members of the Association shall have voting rights. Only Active members of the Association, who are not employed by the University, shall have the privilege of being a nominee for election to any office of the Council and Association, or of being appointed to complete the unexpired term of any elected officer who is unable to complete his term. An Active member shall not be eligible to serve in any elected officer position, which he has previously served in for a total period of two years.

(b) Because of, and in evidence of, the arms-length relationship between the Association and the University, employees of the University, including the President, who serve as ex-officio members on the Council and provide a vital channel of communication between the University and the Council, shall not have voting rights in the Council. This applies to those who do, and those who do not, qualify as Active members of the Association.

(c) Voting on all matters, except amendments to this constitution, by the Active members of the Association, the Council, or any committee of the Association or Council shall be by voice vote unless the Chairperson thereof rules otherwise or unless any Active member present shall request a vote by secret ballot on that particular matter. When time is of the essence, voting may be accomplished by mail.

(d) Voting by proxy shall not be allowed.

Article V: Meetings

Section 1. The Association shall meet at least annually, at a time and place set by the Council.

Section 2. The President of the Association shall, at the request of the Council or any 100 members of the Association, call a special meeting of the Association. Written notice of the time, place, and purpose thereof shall be published in the most timely issue of the Alumni Bulletin or sent by mail to all alumni eligible to vote on Association affairs under Section 6 of Article IV above not less than ten days nor more than ninety days prior to the date of the meeting.

Section 3. All actions of the Association members taken at the annual or any special meeting shall be presented, in the form of a recommendation of which a majority of those Active members present approve, to the Council with a request for enactment, except as otherwise provided for herein.

Section 4. The order of business at the annual meeting of the Association shall be determined by the President of the Association but will include a report by the President as Council Chairperson on the actions of the Council and a financial report by the Treasurer.

Section 5. Parliamentary procedure in all meetings of the Association and the Council or any Committee of the Association shall be in accordance with Roberts' Rules of Order, revised edition.

Article VI: Council

Section 1. The governance of the Association shall be vested in a Council composed of eighteen (18) members. The Council shall be the governing body of the Association and shall serve as the representative forum of the membership in all matters relating to the Association. It shall have the exclusive power to pass upon, approve or disapprove, or initiate policies and programs on behalf of the Association.

Section 2. The membership of the Council shall be composed of thirteen (13) elected Council members and five (5) ex-officio members. The ex-officio members shall be the President of the University, the Vice President for Business and Finance of the University, the Commandant of the Corps of Cadets of the University, and the current President and Vice President of the

Association. The positions of Treasurer and Secretary of the Association will be performed by two of the elected Council members.

Section 3. Vacancies in the elected membership of the Council due to the expiration of the terms of office of any Council members shall be filled for a term of two (2) years, provided, however, that no elected Council member may serve for more than two (2) consecutive elected terms. Nominations for Council membership shall be submitted to the Council and approved during the Winter meeting and voted upon at the annual meeting of the Association. Vacancies in the membership of the Council due to death or resignation of any council members shall be filled for the unexpired portion of the vacant term by appointment by the President of the Association.

Section 4. To become eligible for election to a second two year term on the Council, a Council member must have attended not less than five (5) quarterly meetings during the previous two year term.

Section 5. The Council shall meet at least quarterly, or in the event of the existence of a situation which, in the discretion of the President as Council Chairperson, constitutes an emergency in the affairs of the Association or the Council, the President as Council Chairperson may call an emergency meeting of the Council upon twenty-four (24) hours notice to all of the Council members and a quorum at any such emergency meeting shall consist of five (5) members who have voting rights.

Section 6. The Council may appoint an Executive Director, who need not be a member of the Association, and such assistants as the duties of the Executive Director may reasonably require. The Executive Director, if one be appointed, shall be responsible to the Council for the daily administration of the Association and the implementation of its objects, policies and programs. The Executive Director shall employ and supervise such other staff members of the Association as may be authorized by the Council and shall be the Editor of all Association publications.

Article VII: Officers

Section 1. The Association shall have a President who shall be the presiding officer (Chairperson) of the Council, a Secretary; a Treasurer; a Vice President who shall serve in the capacity of President of the Association in the absence of the President; and such other officers as the Council deems necessary to carry out the objects, policies, and programs of the Association. The

President and Vice President shall be elected for two-year terms. All other officer positions will be elected for one-year terms. Officers of the Association will serve in the same officer positions on the Council. Officers shall be nominated and approved at the Winter Council meeting.

Section 2. In the event of a vacancy in any office, except the offices of the President and the Vice President of the Association, either by death or resignation, the vacancy must be filled by appointment by the President of the Association for the unexpired portion of the term. Should a vacancy occur either by death or resignation in the Office of the President, the Vice President shall succeed to the Presidency. In the event of his succession or in the event of the death or resignation of the Vice President, the Council shall fill the vacancy in the Office of the Vice President by election at its next regular or called meeting.

Section 3. Committees and their membership and chairperson shall be recommended by the President and the Executive Director and approved by the Council, as deemed necessary for the effective administration of the Association.

Article VIII: Local Alumni Chapters

Section 1. The Council may establish in cities and towns throughout the United States of America local alumni chapters, for the fulfillment of the purposes of the Association.

Article IX: Bylaws of the Council

Bylaws of the Council not inconsistent with this Constitution embodying additional provisions for the governing of the Association and for the purpose of carrying out all provisions of this Constitution may be adopted, altered, changed and amended by the Council at its discretion.

Article X: Seal

The Association shall have a seal which shall be circular in form having around its outer edge the words "The North Georgia College & State University Alumni Association, Inc.," and within the circle the words "Corporate Seal" and the number "1971" which number is the year of incorporation.

Article XI: Amendments

Section 1. Amendments to this Constitution may be proposed: (a) By petition filed with the President of the Association and signed by at least one hundred (100) members all of whom must be eligible to vote on Association affairs under Section 6 of Article IV above; or

(b) By resolution of the Council upon proposal by at least three (3) Council members provided all members of the Council have been given formal written notice of the proposed resolution at least thirty (30) days before the date of the Council meeting at which the proposed resolution is to be considered.

Section 2. Upon receipt of a copy of a resolution of the Council passed pursuant to Section 1(b) above which is certified by the Secretary or upon receipt of a petition pursuant to Section 1(a) above, the President of the Association shall cause ballots on the proposed amendment to be printed and presented to all members of the Association eligible to vote on Association affairs under Section 6 of Article IV above at the next annual or called meeting of the Association. Amendments to this Constitution shall become effective only by an affirmative vote of at least two-thirds of the total vote cast.

Article XII: Funds

Section 1. All funds of the Association not otherwise employed shall be deposited from time to time to the credit of the Association in such depositories as the Council shall direct.

Section 2. The Council and Executive Director will establish procedures for management of funds which are consistent with generally accepted standards of financial management for business and non-profit organizations.

Amended and Revised
By Action of the Association
at its Annual Meeting on
April 22, 2006