

BYLAWS
OF THE
NC STATE ALUMNI ASSOCIATION, INC.
A NORTH CAROLINA NONPROFIT CORPORATION
[AS AMENDED AND RESTATED EFFECTIVE JANUARY 31, 2025]

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NC STATE UNIVERSITY ALUMNI ASSOCIATION INC.
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[AS AMENDED AND RESTATED EFFECTIVE JANUARY 31, 2025]

ARTICLE I. NAME AND LOCATION

The name of this Corporation shall be the NC State University Alumni Association Inc. (the Association) and shall be located in Raleigh, North Carolina

ARTICLE II. MISSION AND PURPOSE

Mission

The NC State Alumni Association engages alumni and friends through programs and services that foster pride and enhance a lifelong connection to NC State University ("NC State").

Purpose

- A. To promote the growth, progress and general welfare of NC State.
- B. To foster among its students, alumni, and friends a sentiment of regard for one another and a continuing connection to their alma mater.

ARTICLE III. ORGANIZATION

Section 1. Participation

- A. The Association is open to all friends and graduates who have an interest in NC State.

Section 2. Board of Directors

- A. The Association shall be represented in the management of the affairs for the Association by a Board of Directors consisting of a minimum of fifteen and a maximum of thirty directors. The Governance and Nominating Committee shall recommend to the Board a slate of Directors to serve for a term of four years and to replace the Directors whose terms are expiring. The Governance and Nominating Committee may nominate Directors for less than a four-year term if increasing the size of the total Board in order to balance the expiration of the terms of the new Board members. If less than the entire proposed slate of Directors is elected, then the Governance and Nominating Committee shall select and recommend new candidates(s) for those positions not filled. Should a vacancy occur on the Board, the Governance and Nominating Committee shall make a recommendation to the Board for consideration at their next regularly scheduled meeting. The Board shall approve or disapprove the new candidates(s) by a simple majority vote.

- B. Two student representatives will be appointed by the Board each year for a one-year, non-voting term from July 1 to June 30. Student representatives will be selected via the Board nomination process. One representative would be selected from the Caldwell Fellows Program and one from the Student Alumni Association.
- C. At least one Senior Academic Officer or Senior Administrative Officer of NC State, or a designee of the Chancellor, must sit as an ex-officio voting regular member of the Association's Board. The Associate Vice Chancellor for Finance and University Treasurer of North Carolina State University shall serve in this capacity and on any standing committee or other committee that has delegated authority to act on behalf of the Board.
- D. The Board of Directors shall hold at least two regular meetings during each fiscal year at such times and places as determined by the Executive Committee or the Chair for the transaction of official business of the Association.
- E. A member of the Board absent for two or more consecutive meetings without an excused absence by the Executive Committee shall be notified that his/her membership on the Board may be forfeitable. Vacancies may be filled in accordance with Section 2A above.
- F. A simple majority of the members of the Board of Directors shall constitute a quorum at a meeting for the transaction of official business. An act of the simple majority of the Directors present at a meeting at which there is a quorum shall be an act of the Board, except as otherwise stated in these Bylaws.
- G. The Board of Directors shall have the authority to adopt Bylaws for the Association or amend them as provided by Article IX.
- H. Special meetings of the Board may be called by the Chair or by 25% or more of the Directors. In the event of a special meeting, Directors must be notified at least five days in advance.
- I. Directors shall serve for a term of four (4) years. Directors may be elected for a second term of service but may not serve more than eight years consecutively. After a year of non-service, an individual may be elected to another term. A director may serve beyond the eight-year limitation up to another half-term (two years) if elected as an officer of the board, however, if the officer role is immediate past chair, they can only serve in that immediate past chair role for one year followed by a year of non-service.
- J. The Board can remove a member for good cause with a two-thirds vote of members present where there is a quorum.

Section 3. Officers

- A. The officers of the Association shall be a Chair, Vice Chair, Immediate Past Chair, Secretary, the Associate Vice Chancellor for Alumni Engagement and Annual Giving

(AEAG) as ex-officio President (Voting), The Assistant Vice Chancellor for Finance, Administration and Talent Management as ex-officio Vice President (non-voting), the Executive Administrative Assistant for Alumni Engagement and Annual Giving, as ex-officio Assistant Secretary (non-voting), the Associate Vice Chancellor for Finance and University Treasurer as ex-officio Treasurer (voting), and the Senior Director, Foundations Accounting and Investments as ex-officio Assistant Treasurer (non-voting), and other officers as may be directed by the Board.

- B. Such officers shall serve for a period of one year, commencing on July 1 of each year, or until their successors are duly appointed. All officers, except the Chair, are eligible for renomination at the discretion of the Governance and Nominating Committee. The Chair is only eligible for renomination for a second consecutive one-year term if he/she agrees to be renominated.
- C. The Chair shall preside at all meetings of the Board of Directors and be the presiding officer. The Chair shall perform such other duties as may be directed by the Board of Directors. In the Chair's absence, the Vice Chair shall preside. If neither of these two senior officers is present, the directors shall designate a presiding officer. The Chair shall appoint for a one-year term ending **June 30** the committees and the chairpersons of these committees as may be required.
- D. The Vice Chair shall be elected by the members of the Board of Directors. In case of a vacancy or absence/disqualification of the Chair, the Vice Chair shall perform all of the duties with all of the authority of the Chair and shall perform such other duties as may be assigned to them by the Board of Directors.
- E. The Secretary shall attend all meetings of the Board of Directors. The Secretary shall ensure committee chairs are communicating activity within the committees to the board and advise on the documentation and record-keeping for the Association.
- F. The Assistant Secretary, the Executive Administrative Assistant for Alumni Engagement and Annual Giving as ex-officio (non-voting), is the duly authorized staff representative and shall issue a notice of all meetings of the Association, the Board of Directors, and the Executive Committee. The Assistant Secretary shall attend and keep the minutes of such meetings and have charge of all corporate books, records and papers and shall perform all duties as may be assigned by the Board of Directors, Executive Committee, or the President and Chair.
- G. The Treasurer, ex-officio the Associate Vice Chancellor for Finance and University Treasurer, along with the President, shall keep an accurate and detailed record of all receipts and disbursements of the funds of the Association, which records shall be submitted to inspection by any Board of Directors as provided by statute. The Treasurer shall deposit all funds of the Association coming into their hands in such bank or banks as may be approved by the Board of Directors, and generally shall perform all acts incident to the office of the Treasurer, and shall have further powers and duties as may be assigned to them by the Board of Directors.

H. Associate Vice Chancellor for Alumni Engagement and Annual Giving and Executive Director of the NC State Alumni Association serves ex-officio as the President. The President shall have such authority and perform such duties as the Board of Directors from time to time may determine. The President shall be the chief executive officer of the Association, and, subject to the instructions of the Board of Directors, shall have general charge of the business, affairs, and property of the Association and control over its agents and employees. The President is an employee of NC State University and as such shall not also be an employee and receive compensation from the Association. The President shall adhere to guidelines and policies established by the Board and ensure: (1) the Association conducts its affairs in compliance with Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding section of any future Internal Revenue Code; and (2) the Association conforms to the requirements of any applicable University of North Carolina Regulations, as may be amended, and maintains the status of the Association as an Associated Entity of NC State pursuant to any applicable University of North Carolina Regulations, as may be amended, or any Operating Agreement with NC State. The President is vested with full executive and administrative power to negotiate and sign leases, contracts, and other agreements on behalf of the Association for the performance of the Association business as authorized by the Board of Directors or the Executive Committee. No authority is given to sign contracts on behalf of NC State University, unless such authority is delegated to the President by the Executive Vice Chancellor for Finance and Administration.

Section 4. Conflict of Interest

If any matter should come before the Board of Directors, or any of its committees, in such a way as to give rise to a conflict of interest under N.C. Gen State 55A-8-31 (as amended from time to time or the corresponding provision of any future law) , any interested Director shall make full disclosure of the material facts of the matter and the Director's interest involving the conflict and, if requested, the interested Director withdraw from the meeting for so long as the matter shall continue under discussion, except to answer any questions that might be asked regarding the situation. If the matter involves an item of business for which a Special Meeting was called, the interested Director shall not be counted to establish a quorum, nor shall the interested Director participate in the deliberation or vote on it. Furthermore, any corporate transaction in which a Director has a direct or indirect interest must be authorized, approved or ratified in good faith by a majority, not less than two (2) of the Directors who have no direct or indirect interest in the transaction even though less than a quorum; provided, however, no such transaction shall be authorized, approved or ratified by a single Director. For purposes of this section, a Director has a direct or indirect interest in a transaction if: (a) another entity in which he/she has a material financial interest or in which he/she is a general partner is a party to the transaction; or (b) another entity of which he/she is a director, officer or trustee is party to the transaction and the transaction is or should be considered by the Board of Directors of the Association.

Section 5. Committees

A. Executive Committee

1. The Executive Committee shall be composed of the Chair, Vice Chair, Immediate Past Chair, President, Secretary, Treasurer and such additional members of the Board as are appointed by the Chair, not to exceed ten. Members of the Executive Committee shall serve until **June 30** of the current fiscal year or until their successors are duly chosen and qualified.
2. The Executive Committee shall possess and is authorized to exercise all powers of the Board of Directors and shall be responsible for the conduct and affairs of the Association in the interim between Board meetings, except the following:
 - A. Adopt, amend, or repeal the Articles of Incorporation or Bylaws.
 - B. Filling Vacancies Among Elected Officers
 - C. Administration and Management of Permanent Funds
3. The Executive Committee shall meet at such time and place as may be designated by the Chair or President. Notice of the meeting of the Executive Committee shall be communicated to members through commonly accepted communication at least five days in advance of such meeting. If the Committee meets by teleconference, notice shall be issued to the members as soon as possible in advance of the teleconference. Two-thirds of the Executive Committee members shall constitute a quorum for the transaction of official business and an affirmative vote of the simple majority will constitute an act of the Executive Committee. The Executive Committee shall also be empowered to act by the written consent of the simple majority of the Executive Committee, although not formally convened. In the event the Executive Committee shall be equally divided on any matter, such matter shall be referred to the Board of Directors.

B. Governance and Nominating Committee

The Governance and Nominating Committee shall be appointed by the Chair. The Immediate Past Chair shall serve as chair of the committee. The Governance and Nominating Committee's duties are expressed in detail in Article V.

C. Finance and Audit Committee

1. Members of the Finance and Audit Committee shall be appointed by the Chair. The committee shall be composed of up to 10 directors each of whom shall remain in office at the will of the Board of Directors. The Chair of the Committee shall be appointed by the Board of Directors Chair. No employee of NC State can be a member of the Committee. If possible, the Committee should have a member who has financial expertise.

2. This Committee shall serve as the Official Audit Committee of the Association as required by the Operating Agreement between the Association and the University.
3. The Committee shall work with the President and Vice President to develop a proposed General Fund budget for the Association and shall submit such proposed budget with recommendations to the Executive Committee and Board of Directors for approval at its regular spring meeting subject to completion of the University budgeting process.
4. The Committee shall be responsible for governing the administration of permanent and endowed funds as defined in Article VII Section 2.
5. Acceptance of a gift of real property must follow University Standard Operating Procedures for Gift Acceptance currently in place, if there are any restrictive terms, and/or conditions, that impose an obligation on NC State, or the state of North Carolina, to expend resources in addition to the gift.
6. The Committee shall meet at least biannually and more frequently if such additional meetings are determined to be in the best interest of the Association by the Committee Chair. Adequate minutes of all meetings shall be kept and shall become part of the permanent files of the Association. All actions of the Committee shall be reported to the Board of Directors at its meeting following such actions.

D. Other Committees

Other committees for the operation of the Association will be formed as required and appointed by the Chair for a one-year term. Maximum input by alumni volunteers and Board members will be solicited and committee membership with appropriate constituent representation incorporated.

ARTICLE IV. COUNCIL ON ATHLETICS

The Board of Directors shall recommend to the Chancellor for consideration and appointment two alumni representatives to the University Council on Athletics following the procedures used for Board nominations as described in Article V. Each member shall serve for a period of three years, and the appointment of members will be staggered so both will not be serving for the same three-year period. Each member shall be eligible for re-election to the Council for one succeeding three-year term. Council representatives are ex-officio non-voting members of the Alumni Association Board of Directors.

ARTICLE V. NOMINATIONS AND ELECTIONS

- A. The Governance and Nominating Committee shall nominate candidates for the offices of Chair and Vice Chair from current members of the Board of Directors to succeed those whose terms of office will expire on the **30th day of June** of that fiscal year. In

addition, the Committee shall nominate a slate of candidates at a designated meeting if any Board of Director vacancy exists.

- B. The Board shall elect the candidates for the offices of Chair, Vice Chair and recommend a candidate to the Chancellor for appointment to the Council on Athletics, at the appropriate meeting.
- C. Candidates for membership on the Board of Directors should, as far as possible, reflect the diversity and composition of the alumni body and University community. Candidates should be solicited from Deans, key University administrators and key volunteers.

ARTICLE VI. VOLUNTEER COMMUNITIES

The Association shall encourage and promote the establishment of constituent groups, affinity groups, networks, councils, and college/school groups, known as Volunteer Communities in furtherance of the purpose and of the mission of the University and the Association. Such Volunteer Communities shall be an adjunct element of the Association that functions under its Charter and Bylaws and is overseen by its Board of Directors. The formation, operation, funding, and programs of the Volunteer Communities shall be in furtherance of the mission of the Association and as mutually agreed upon by the appropriate Dean and the President in an outline approved by the Alumni Association Board of Directors. Representatives of the Volunteer Communities will be invited to attend the Board of Directors meeting. The Chair may appoint one ex-officio (non-voting) role on the Board of Directors to represent a Volunteer Community to serve a two-year term.

ARTICLE VII. FINANCES

Section 1. Operating Budget

It shall be the responsibility of the President and Vice President to prepare an annual operating budget for the Association for University Administration and Board approval. The President will keep the Executive Committee informed of budget proceedings and the Finance and Audit Committee will present the proposed operating budget to the Executive Committee and the Board of Directors for approval at the spring meeting subject to completion of the University budgeting process.

Section 2. Permanent Funds (Endowments)

The permanent funds or endowments of the Association shall comprise those of The Caldwell Fellows program, need and merit-based endowments, and all other monies, securities and other properties owned by the Association, whether for designated use or not, other than those budgeted and appropriated for the routine, current, day-to-day expenses of the Association or designated as temporarily restricted funds

ARTICLE VIII

Section 1. Officer, Director, Employee, and Agent Indemnification

- A. The Alumni Association will indemnify and hold harmless any Director, officer, board member, or other employee or agent of this Association in any legal proceeding brought against that person because of actions they took in an official capacity on behalf of the Association. Indemnification will be to the full extent allowed under the North Carolina Nonprofit Corporation Act (the "Act"). If the Act is amended, the Association will indemnify to the full extent allowed under the amended law. If the person seeking indemnification was the instigator of the legal proceeding, the Association will only indemnify that person if the Board approved of the proceeding prior to its actual commencement.
- B. The indemnification right granted in this Article is a contract right and includes the right to be paid by the Association for expenses incurred before a final disposition is made in the proceeding. However, if the Act requires, funds will only be advanced to the indemnified party if he/she delivers an undertaking to the Association to repay all amounts that he/she was advanced if the proceeding ultimately determines that he/she is not entitled to indemnification under the Act.

Section 2. Right of Claimant to Bring Suit

If a claim for indemnification, as set out in this Article, is not paid in full within ninety (90) days of receipt by the Association of a written claim, the claimant may bring suit to recover against this Association for the unpaid amount. If the claimant is successful in whole or in part, he/she may also recover the expenses that were necessarily and reasonably incurred to prosecute such claim. If the claimant is not entitled to indemnification under this Article or the Act, it shall be a complete defense for the Association. However, the burden of proving that the claimant is not entitled to indemnification will be on the Association.

Section 3. Non-Exclusivity of Rights

The right to indemnification and the advancement and payment of expenses conferred in this article shall not be exclusive of any other right that any person may have or hereafter acquire under any law.

Section 4. Insurance

The Association may maintain insurance, at its expense, to protect itself and any person who is or was serving the Association in any capacity, against any liability asserted against and incurred by that person in any such capacity, whether or not the Association would have the power to indemnify that person against such liability under the Act.

Section 5. Savings Clause

If any part of this article is struck down or invalidated by a court of competent jurisdiction, the Association will, nonetheless, indemnify and hold harmless each Director, officer, board member, or other employee or agent, to the full extent still permitted under this article or under any applicable law.

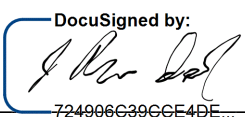
ARTICLE IX. AMENDMENTS

- A. Amendments to these Bylaws may be proposed by any member of the Association by submitting such amendment in writing to the Chair.
- B. When a written proposal for an amendment has been received by the Chair, it shall then be referred to the Governance and Nominating Committee, appointed by the Chair, and prepared for submission at the next meeting of the Board of Directors. Approval of an amendment requires a vote by two-thirds of members present when there is a quorum of the Board of Directors. Text of amendment(s) to be considered shall be delivered to the Board of Directors no fewer than five days prior to the meeting.
- C. The sponsor of each amendment shall be notified of the decision of the Board.

ARTICLE X. FISCAL YEAR

The fiscal year of the Association shall be from **July 1 to June 30**.

Adopted on January 31, 2025

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Signed by: Ryan de Jong, Chair
NC State University Alumni Association, Inc.