



UNIVERSITY *of*
ST AUGUSTINE *for*
HEALTH SCIENCES
ALUMNI

Bylaws of the University of St. Augustine for Health Sciences Alumni Association

Article I

The Organization

The name of this organization is the University of St. Augustine for Health Sciences Alumni Association (USAHS Alumni Association). The USAHS Alumni Association is a part of the University structure and is subject to the oversight of the University CEO/President and the Board of Directors.

Article II

Principal Office

The principal office of the USAHS Alumni Association is in the city of St. Augustine, Florida. All records of the USAHS Alumni Association will be maintained by the USAHS Director of Alumni Engagement.

Article III

Purpose

It is the goal of the USAHS Alumni Association to provide opportunities for our alumni to engage with the University to create meaningful relationships. We help our alumni stay connected with the University, with our students and with each other. The University's alumni engagement program, launched in 2021, is designed to provide meaningful opportunities for volunteerism, service, and partnership, as well as continuing professional education and personal development.

Article IV

USAHS Alumni Association Membership

- **Section I.** The governing authority of the affairs of the USAHS Alumni Association shall be vested in its active members and shall be exercised, subject to their control, by an Advisory Board of Directors.
- **Section II.** All graduates of the University of St Augustine for Health Sciences shall be considered members of the USAHS Alumni Association.
- **Section III.** Special meetings of the USAHS Alumni Association may be held on call of the Advisory Board.
- **Section IV.** Notice of all meetings of the USAHS Alumni Association, whether annual or special, shall be given by the President of the USAHS Alumni Association or the Office of Alumni Engagement by email not less than 30 days prior to the date of the meeting. Notice of any special meetings shall state the purposes of the meetings. No business shall be transacted at a special meeting that does not relate to the purpose(s) stated in the notice.

Article V

Membership of the Advisory Board of Directors

Members are elected for terms of 3 years. No member can serve more than two (2) consecutive terms except in the case of officers who continue to serve on the Advisory Board as long as they hold an office. Partial terms are excluded when considering two (2) consecutive terms. A member may be re-elected to the Board after one (1) year has elapsed following the expiration of the second term.

- **Section I.** Powers: The Advisory Board of Directors shall be empowered to act on behalf of the USAHS Alumni Association in all matters and adopt rules governing all members of the organization, insofar as such rules are not inconsistent with the provisions of the University of St. Augustine for Health Sciences.
- **Section II.** Membership: The membership of the Advisory Board of Directors shall be representative of the USAHS Alumni Association and of the campus community and shall include the following:
 - The officers of the USAHS Alumni Association are elected by the Advisory Board and comprise the Executive Committee of the Association.

- As many as twenty-one (21) members at large (including officers), one-third to be elected annually by the Advisory Board of Directors for terms of three years. The terms shall be staggered so that each year one-third of the new members will be elected by the Advisory Board.
- Ex-officio members may include: the CEO/President of the University; the Chief Academic Officer; the Chief Experience Officer; a faculty representative (preferably an alum); a student representative; and each of the staff members of the Office of Alumni Engagement.
- Advisory Board Representation: The goal is to ensure a balanced representation of the alumni body, based on representation by decades and each of the university's programs and campuses.
- **Section III.** Vacancies: When membership vacancies occur, the Executive Committee of the Advisory Board may appoint an interim representative.
 - Consistent meeting absence over a year without a reasonable excuse, as determined by the Executive Committee, will be grounds for replacing a member.
- **Section IV.** Officers: The officers of the Advisory Board of Directors shall be a President, First Vice President, Second Vice President, Third Vice President, and Immediate Past President. President and Vice Presidents are elected by the Advisory Board of Directors for two-year terms.

An Advisory Board member will automatically serve additional years if elected as an officer even though his/her three-year Advisory Board term may end while he/she is holding office. The head of the Office of Alumni Engagement is an ex-officio officer of the Advisory Board. The officers and their respective duties shall be as follows:

- The term of office shall be from January 1 through December 31 spanning a two-year period.
- The President exercises a general executive control of the affairs of the USAHS Alumni Association; presides at all meetings of the Association, the Advisory Board and the Executive Committee; appoints members of committees; serves as an ex-officio member of all committees; performs all duties incident to the office; and such other powers and duties as may from time to time be delegated to the President by the Advisory Board.

- The First Vice President, in the absence or disability of the President, shall perform the duties of the President. He/she shall chair one of the major committees and such other duties as the Advisory Board may from time to time prescribe.
 - The Second Vice President, in the absence or disability of the President, and the First Vice President, shall perform the duties of the President. He/she shall chair one of the major committees and such other duties as the Advisory Board may from time to time prescribe.
 - The Third Vice President, in the absence or disability of the President, the First Vice President, and the Second Vice President, shall perform the duties of President. He/she shall chair one of the major committees and such other duties as the Advisory Board may from time to time prescribe.
 - The Immediate Past President will serve on the Advisory Board and the Executive Committee, and act as counsel in their deliberations. The Immediate Past President will serve on the Executive Committee for a term of two (2) years.
 - The Director of Alumni Engagement oversees the Office of Alumni Engagement and is responsible on a day-to-day basis for operation of the USAHS Alumni Association.
- **Section V. President:**
 - The President shall serve one term of two years with no option to be re-elected.
 - If appointed as President in the middle of a vacated presidential term, the time will not be included as part of the elected two-year term.
 - The President-elect will be selected from a candidate list of Vice Presidents who have served at least one term.
 - The President will be elected by the executive committee in consultation with the current President and the Director of Alumni Engagement.
 - The Director of Alumni Engagement will make the final President-elect decision.

- **Section VI.** Vice President:
 - The Vice President positions shall be elected for two-year terms and can be re-elected for a second term.
 - If appointed as Vice President in the middle of a vacated Vice-President term, the time will not be included as part of the elected two-year term.
 - Vice Presidents will be elected by a majority vote of the USAHS Alumni Association Advisory Board.

- **Section VII.** Executive Committee: The Executive Committee of the USAHS Alumni Association shall be empowered to act on behalf of the Advisory Board on all matters in the interim between Board of Directors meetings. The Executive Committee is composed of the officers listed in Article V, Section IV.

- **Section VIII.** Meetings: The Board of Directors shall hold meetings in the fall and spring based on the academic calendar of the University and its planned activities and events. The dates of the meetings shall be determined by the Executive Committee, which may also call other meetings at its discretion.

- **Section IX.** Quorum: A simple majority of the members of the Advisory Board of Directors shall constitute a quorum.

Article VI

Election of Directors and Officers

- **Section I.** The election of members of the Advisory Board of Directors shall be as follows:
 - The President of the USAHS Alumni Association shall appoint a Nominating Committee consisting of up to five active members of the Association, of whom at least three are currently members of the Advisory Board.
 - The Nominating Committee shall confer and consider all names which have been suggested and upon receiving the consent of the suggested persons chosen, shall nominate one (1) person for each vacancy which shall occur on the Advisory Board.

- The chair of the Nominating Committee shall present the nominees at the annual meeting of the Advisory Board (at which time nominations from the floor may be accepted, and the election shall proceed). A majority of votes cast shall elect the new members. The new members' terms begin on January 1 of each year.
- When possible, the Immediate Past President shall serve as chair of the Nominating Committee.
- **Section II.** The election of the Officers of the USAHS Alumni Association shall be as follows:
 - The Nominating Committee chair and the Executive Board Committee shall confirm the slate of officers of the USAHS Alumni Association.
 - The chair of the Nominating Committee shall present the slate of officers at the designated Advisory Board of Directors meeting at which time nominations from the floor may be accepted, and the election shall proceed. A majority of votes cast shall elect the officers. The term of office shall begin on January 1 of each year, or as otherwise determined by the Advisory Board of Directors.
 - If a vacancy should occur in the role of President or one of the Vice President positions, the President of the USAHS Alumni Association may appoint a current board member to the remaining vacancy for the unexpired term.

Article VII

Board Meetings

- **Section I.** The regular semi-annual meetings of the Board of Directors shall be held at a time and place recommended by the Executive Committee. A portion of each regular meeting may be reserved for a meeting of the Executive Committee.
- **Section II.** Special meetings may be called at any time by the USAHS Alumni Association President and any two (2) members of the Executive Committee; or upon the request of one-third (1/3) of the Directors.

The objectives of the meeting must be set forth in both the call for and the notice of the meeting. No business is transacted at a special meeting that does not relate to the purposes for which it was convened.

- **Section III.** A quorum at any meeting of the Advisory Board of Directors shall consist of a majority of the membership of the Advisory Board. Meetings may be conducted through telecommunications equipment, provided all Directors participating can hear each other simultaneously.
- **Section IV.** Any member of the Advisory Board who is absent from two (2) consecutive regular meetings of the Board, except for reasons accepted as sufficient by the Executive Committee, or ceases to be an active member relinquishes membership from the Board. The President of the USAHS Alumni Association may appoint a member to the vacancy for the unexpired term.

Article VIII

Committees

Vice Presidents of the Advisory Board will serve as a chair of one of the major committees. Committee chairs are free to recruit committee members who are not members of the Advisory Board.

- **Section I.** Executive Committee. There shall be an Executive Committee of the Advisory Board of Directors to be composed of the officers and the head of the Office of Alumni Engagement. The Executive Committee supervises the affairs of the USAHS Alumni Association and the Advisory Board between meetings of the Advisory Board. The Executive Committee meets at least two (2) times each year, and the President or the head of the Office of Alumni Engagement may call special meetings if required. The Executive Committee may act on behalf of the Advisory Board as necessary in a situation requiring immediate action. Minutes of all Executive Committee actions are reported for approval at the next meeting of the Advisory Board of Directors. The Advisory Board President serves as chair of the Executive Committee.
- **Section II.** General Committees. There are an Executive Committee and a minimum of three major committees of the Advisory Board. The major committees shall be those most desired and required at any specific time. Examples are, but not limited to: Alumni Engagement, Governance, Admissions, Scholarships and Advocacy. The Executive Committee shall have the power and responsibility for determining the three major committees required. The Advisory Board, the Executive Committee, the President, or the head of the Office of Alumni Engagement may create and, in turn, abolish special or ad hoc committees it may establish for the discharge of duties.

Article IX

Rules of Procedure

The rules contained in the latest revision of *Robert's Rules of Order* shall govern all meetings of the Advisory Board of Directors except to the extent that the same may conflict with these bylaws.

Article X

Amendments

These bylaws may be amended by a vote of two-thirds of the members present and voting at any regular or called meeting of the board at which a quorum or one-half of the membership is present or by two-thirds of the members of the Advisory Board voting by mail or electronic communication. A written notice, whether by mail and/or electronic communication, of the proposed amendments shall be submitted to all members of the Advisory Board of Directors at least thirty (30) days prior to the time that a vote is required.