



# Bylaws

FINAL Edition  
Alumni Society

**Contents**

Preamble ..... 4

Article I Organization ..... 4

Section I. Name ..... 4

Section II. Purpose ..... 4

Section III. Corporate Office ..... 4

ARTICLE II Membership ..... 4

Section I. General Membership ..... 4

Section II. Honorary Membership ..... 4

Section III. Active Membership ..... 5

Section IV. Newly awarded degree/certificate recipients ..... 5

Section V. Lifetime Membership ..... 5

Section VI. ADA Policy ..... 5

ARTICLE IV Board of Directors ..... 5

Section I. Members of the Board of Directors ..... 5

Section II. Code of Ethics ..... 5

Section III. Classes of Directors ..... 6

Section IV. Term of Directors ..... 6

Section V. Compensation ..... 6

Section VI. Vacancies ..... 6

Section VII. Elections ..... 6

Section VIII. Special Meetings ..... 6

Section IX. Quorum ..... 6

Section X. Proxy Voting ..... 6

ARTICLE V Committees..... 7

Section I. Executive Committee ..... 7

Section II. Nominating Committee ..... 7

    A. Elections ..... 7

Section IV. Membership Committee ..... 7

Section V. Alumni Events Committee .....7

Section VI. Outstanding Alumnus Award Committee ..... 8

ARTICLE VI Business Meetings ..... 8

Section I. Meeting Schedule .....	8
Section II. Meeting Notices .....	8
Section III. Vote Rights .....	8
Section IV. Special Membership Meetings .....	8
Section V. Quorum .....	8
Section VI. Rules .....	8
ARTICLE VII Limitations on Liability and Indemnification .....	8
ARTICLE VIII Conflict of Interest .....	8
ARTICLE IX Operations .....	9
Section I. Management of Funds .....	9
Section II. College of Information Alumni Society Fund (UNT Foundation)-Lady Kate Medders Endowment Fund .....	9
Section III. College of Information Alumni Society Operating Fund (UNT) .....	9
Section IV. Scholarship Fund .....	9
Section V. Execution of Documents .....	9
Section VI. Records .....	9
Section VII. Inspection of Books and Records .....	9
Section VIII. Deposits .....	9
Section IX. Loans .....	9
Section X. Fiscal Year .....	10
ARTICLE X Amendments .....	10
Section I. Articles of Amendment .....	10
Section II. Bylaws .....	10
ARTICLE XI Dissolution or Sale of Assets .....	10

These bylaws shall be effective as of 11-3-2009  
(Revised, presented to and approved by UNT Alumni Association on 11-11-2010)

## **Preamble**

The purpose of this Society shall be to advance the interests of the College and promote a closer association between the College and its Alumni. The UNT College of Information Alumni Society is not affiliated with the UNT Alumni Association but is its own separate entity.

## **Article I Organization**

### **Section I. Name**

The name of the College of Information Alumni Society shall be College of Information Alumni Society of the University of North Texas (UNT). (Hereafter referred to as COI Alumni Society).

### **Section II. Purpose**

- COI Alumni Society exists as an organization formed under the parent organization of the University of North Texas and the University of North Texas Foundation a registered 501(C) (3). It is not a freestanding non-profit organization nor is it incorporated.
- The purpose of COI Alumni Society shall be to advance the interests of the College, and promote a closer association between the University of North Texas, the College of Information and its alumni.
- COI Alumni Society will also serve to formally recognize outstanding alumni for their professional accomplishments in the disciplines of the College of Information.
- COI Alumni Society maintains a university operating account and a UNT Foundation endowment account designated for students' scholarship.

### **Section III. Corporate Office**

The principal office of the COI Alumni Society shall be located at the College of Information Executive Offices.

## **ARTICLE II Membership**

### **Section I. General Membership**

Anyone who has been awarded a degree or certificate from the University of North Texas College of Information is eligible for membership in the COI Alumni Society. Faculty, current students and other friends of the College, as recommended by the Dean, are also eligible.

### **Section II. Honorary Membership**

Honorary membership may be extended to individuals by unanimous vote of the Executive Board. 5

### **Section III. Active Membership**

Active members pay a yearly membership fee of \$25.

### **Section IV. Newly awarded degree/certificate recipients**

Anyone who has received a degree or certificate from the University of North Texas College of Information is eligible to join the COI Alumni Society for \$10.00 within the first year of graduation.

### **Section V. Lifetime Membership**

Dean's Club Lifetime Members shall pay a one-time membership fee of \$1,000.  
Regular Lifetime Members shall pay a one-time membership fee. (Payment may be paid in installments.)

### **Section VI. ADA Policy**

It is the policy of the University of North Texas not to discriminate on the basis of race, color, religion, sex, age, national origin, disability (where reasonable accommodations can be made), disabled veteran status or veteran of the Vietnam era status in its educational programs, activities, admissions or employment policies. In addition to complying with federal and state equal opportunity laws and regulations, the university through its diversity policy declares harassment based on individual differences (including sexual orientation) inconsistent with its mission and educational goals.

## **ARTICLE IV**

### **Board of Directors**

#### **Section I. Members of the Board of Directors**

The Board of Directors will consist of 7 to 15 Directors. Upon majority resolution of the Board of Directors, the number of Directors may be increased or decreased from time to time, but in no event shall a decrease have the effect of shortening the term of an incumbent Director, or decreasing the total number of Directors to less than three Directors. Members of the Board of Directors shall consist of members representing a variety of geographic areas. The Board of Directors shall include representatives from Learning Technologies, Library and Information Sciences, and other disciplines from the College of Information.

#### **Section II. Code of Ethics**

COI Alumni Society will comply with the following Code in all of their actions:

No Director or Officer will:

- Do any act in violation of these bylaws or binding obligation of the COI Alumni Society;
- Do any act with the intention of harming the Society or any of its operations;
- Do any act that would make it unnecessarily difficult to carry on the intended or ordinary business of the COI Alumni Society;
- Receive an improper personal benefit from the operation of the COI Alumni Society;

- Use the assets of the COI Alumni Society, directly or indirectly, for any purpose other than carrying on the business of the group;
- Wrongfully transfer or dispose of COI Alumni Society property, including intangible property such as goodwill; and use the name of the COI Alumni Society (or any substantially similar name) or any trademark or trade name adopted by the Society, except on behalf of the Society in the ordinary course of the Society mission.

### **Section III. Classes of Directors**

- Officers: President, President Elect, Past President (ex-officio without the privilege of vote), Secretary, Treasurer, and at least two Members at Large (representing each department discipline).
- One member from the UNT Alumni Association Board (with privilege of vote).
- The Executive Officer of the College of Information Office of External Affairs (ex-officio without the privilege of vote).
- One member from the alumni publication of the UNT College of Information shall serve as (ex-officio without the privilege of vote).

### **Section IV. Term of Directors**

Directors shall serve terms of two years. A Director may succeed himself for only one consecutive term. After serving two consecutive terms, a Director must vacate his position for at least one year before seeking re-election to another term.

### **Section V. Compensation**

Directors and officers shall not receive any salaries or other compensation for their services, but by resolution of the Executive Committee, may be reimbursed for any actual expenses incurred in the performance of their duties for the COI Alumni Society. The Board shall establish a policy governing such potential reimbursements at the time it adopts its annual budget. COI Alumni Society shall not loan money or property to, or guarantee the obligation, to any Director or Officer.

### **Section VI. Vacancies**

If a Board of Director position of an elected officer or director becomes vacant, the position shall be filled by appointment by the Executive Committee.

### **Section VII. Elections**

The annual meeting will be designated as the meeting for the purpose of electing officers.

### **Section VIII. Special Meetings**

Special meetings of the Board of Directors for any purpose may be called at any time by the President or by three Executive Committee members by written request to the Executive Committee. Notice of special meetings shall be given by U.S. mail, telephone, RSS feed, and/or electronic mail at least two (2) weeks prior to the meeting.

### **Section IX. Quorum**

A majority of the incumbent Directors (not counting vacancies) shall constitute a quorum for the purposes of convening a meeting or conducting business. At Board meetings where a quorum is present, a majority vote of the Directors present and voting shall constitute an act of the Board.

### **Section X. Proxy Voting**

Proxy votes shall not be allowed.

## **Article V Committees**

### **Section I. Executive Committee**

The President, Past President, President – Elect, Secretary, Treasurer, and at least two Members at Large shall constitute the Executive Committee. The Executive Committee shall have the authority to act on behalf of the organization in between Regular Meetings of the Board of Directors. The Board of Directors must validate the actions of the Executive Committee at its next Regular or Special Meeting. Any such action not so validated will not be legally binding on the organization. The President shall act as chair of the Executive Committee. A majority of the Executive Committee shall constitute a quorum for the transaction of business, and all decisions shall be by majority vote of those present and voting. The Board of Directors may from time to time designate and appoint additional standing or temporary committees by majority vote of the Board of Directors. Such committees shall have and exercise such prescribed authority as is designated by the Board of Directors. The Directors may authorize these committees to exercise any powers, responsibilities, and duties consistent these bylaws.

### **Section II. Nominating Committee**

One member of the Board of Directors, appointed by the President, shall chair on the Nominating Committee. The Nominating Committee comprised of members of the general membership shall nominate one candidate for all elective offices.

#### **A. Elections**

- The Nominating Committee shall present a slate of candidates by U.S. mail, RSS feed, electronic mail or at a physical meeting as determined by the Board of Directors. Additional nominations may be made in the same manner.
- Official ballots will be distributed to the general membership at a date determined by the Board of Directors.
- Ballots shall be returned to the Nominating Committee on or before the date specified on the ballot. Those received with postmarks of a later date will not be counted.
- The ballot count shall be ratified by the Nominating Committee and the results of the election shall be published in the spring issue of the College of Information alumni publication.
- A majority of votes cast elects the new Board of Directors. In the case of a tie, the Executive Committee has the authority to resolve the tie.

### **Section IV. Membership Committee**

A membership committee shall be composed of members of the Board of Directors, general members, and selected students for the purpose of increasing and maintaining membership.

#### **Section V. Alumni Events Committee**

The Board of Directors shall appoint an Alumni Event Committee to assist the College in arranging alumni activities.

#### **Section VI. Outstanding Alumnus Award Committee**

The Board of Directors shall appoint an Outstanding Alumnus Award committee to assist in providing recognition for outstanding achievements in professional accomplishments in the disciplines of the College of Information.

### **ARTICLE VI**

#### **Business Meetings**

##### **Section I. Meeting Schedule**

There shall be two regular business meetings of COI Alumni Society each year. These meetings may be held via teleconference, web conference, “cyber meeting” or face-to-face. Meeting times and venues are to be determined by the Executive Board

##### **Section II. Meeting Notices**

Notice of the date, place and hour shall be provided to each member at least four weeks prior to the meeting. Notice shall be given by U.S. mail, telephone, RSS feed and/or electronic mail.

##### **Section III. Vote Rights**

Voting rights shall be afforded to all dues paying members in good standing.

##### **Section IV. Special Membership Meetings**

The Executive Board may call special meetings. The purpose of special meetings must be specified. Notice of special meetings shall be given by U.S. mail, telephone, RSS feed and/or electronic mail at least two (2) weeks prior to the meeting and not earlier than 60 days prior to the meeting date.

##### **Section V. Quorum**

A majority of the members present and voting shall constitute a quorum. The vote of the majority of the votes entitled to be cast by the members present at a meeting at which a quorum is present is the act of the members meeting, unless law or these Bylaws require the vote of a greater number.

##### **Section VI. Rules**



Robert's Rules of Order shall govern the procedure in membership meetings.

## **ARTICLE VII**

### **Limitations on Liability and Indemnification**

Limitations on liability and indemnification of officers and directors of the COI Society shall be as provided by the University.

## **ARTICLE VIII**

### **Conflict of Interest**

All officers and directors shall, as a condition of qualifying and continuing to qualify within their current position, abide by such conflict of interest policies as adopted by the Board of Directors. Each member of the Board of Directors shall complete a conflict of interest disclosure statement to be filed with documents on an annual basis.

## **ARTICLE IX**

### **Operations**

#### **Section I. Management of Funds**

All funds shall be in the custody of the University of North Texas and the UNT Foundation for the benefit of the COI Alumni Society.

#### **Section II. College of Information Alumni Society Fund (UNT Foundation)-Lady Kate Medders Endowment Fund**

The principle of the Lady Kate Medders fund is composed of gifts to membership and is not to be used for operating expenses and must be maintained within the fund. Interest from this fund may be used to award scholarships.

A portion from the receipts from Lifetime Memberships and a portion of receipts from each annual membership fee (as determined by the Board of Directors) will be used for the alumni scholarship fund. Remaining portions of membership gifts will be transferred to the operating fund.

#### **Section III. College of Information Alumni Society Operating Fund (UNT)**

The COI Alumni Society Operating Fund shall be the working capital of the Society. The operating fund can be expended on activities, and programs identified by the Board of Directors, or transferred to the Society's UNT interest bearing account.

#### **Section IV. Scholarship Fund**

The scholarship fund is the interest bearing account created from the Lady Kate Medders Endowment fund.

#### **Section V. Execution of Documents**

Unless specifically authorized by the Board of Directors or as otherwise required by law, all final contracts, promissory notes or legal written instruments executed in the name of and on behalf of the COI Alumni Society shall be signed and executed by the University of North Texas General Counsel, pursuant to the general authorization of the Board.

#### **Section VI. Records**

The COI Alumni Society will keep correct and complete records of accounts and minutes of the proceedings of the Board meetings, General meetings and Committee meetings. The documents will be kept at its principal place of business. A copy of its bylaws, including amendments to date certified by the Secretary.

#### **Section VII. Inspection of Books and Records**

All books and records of the COI Alumni Society may be inspected by any Director for a purpose at any reasonable time on written demand. Correct and complete books and records of account will be kept by the UNT Foundation.

#### **Section VIII. Deposits**

All funds of the COI Alumni Society shall be deposited to the UNT Foundation.

#### **Section IX. Loans**

No loans shall be made to any Directors or Officers or members.  
The fiscal year of the COI Alumni Society shall be the University's academic year.

#### **Section X. Fiscal Year**

The fiscal year of the COI Alumni Society shall be the University's academic year.

### **ARTICLE X**

#### **Amendments**

##### **Section I. Articles of Amendment**

The Board of Directors may adopt Articles of Amendment by a vote of two-third of the Board of Directors present and voting at a meeting where a quorum is present.

##### **Section II. Bylaws**

These bylaws may be altered or amended in whole or in part, or repealed and new bylaws may be adopted by a majority of the Board of Directors present and voting at any general or special called meeting, if at least three (3) days written notice is given of an intention to alter, amend, or repeal these bylaws or to adopt new bylaws at such meeting, and such notice contains a statement of the nature of the proposed amendment(s), and shall become effective upon adoption.

## **ARTICLE XI**

### **Dissolution or Sale of Assets**

A unanimous vote of the Board of Directors shall be required to dissolve the COI Alumni Society. Upon dissolution, any assets remaining after payment of or provision for its debts and liabilities shall, consistent with the purposes of the organization, will be held by the UNT Foundation, exempt under the provisions of Section 501(C) (3) of the U.S. Internal Revenue Code or corresponding provisions of subsequently enacted federal law. No part of the net assets or net earnings of the group shall inure to the benefit of or be paid to or distributed to an officer, director, member, or donor of the group.