

AUP-GWDC Chapter Bylaws

The American University of Paris Alumni and Friends Chapter of the Greater Washington Area (AUP-GWDC)

Article 1

Purpose and Mission

1.01 The purpose of the AUP American University of Paris Alumni and Friends Chapter of the Greater Washington area (hereinafter referred to as AUP-GWDC) is to promote the welfare of AUP and to establish a mutually beneficial relationship between AUP, its alumni and friends within the area.

1.02 The mission of the AUPGW-DC is to:

- (a) Conduct fundraising activities for AUP as well as be a presence for regional alumni and friends of AUP
- (b) Promote a lifelong community of personal, professional and intellectual connections among alumni and to the University.
- (c) Strengthen connections within the AUP international community, the Greater DC community and across academic and professional sectors.
- (d) Facilitate communication between the chapter and AUP
- (e) Through ongoing and special programs, support alumni, friends of AUP-GWDC and student events that support our mission
- (f) Facilitate the development of regional AUP networks and support their operation
- (g) Promote direct alumni involvement in many facets of AUP's operation, including admissions and development
- (h) Support the AUP alumni speakers program to invite DC Chapter alumni to AUP to share experiences with current students and faculty
- (i) Provide summer internship opportunities to current AUP students
- (j) Promote the continuing professional education of the alumni in the Greater Washington area.

Article 2

Membership

2.01. Any person who has attended or graduated from AUP as a student, or served as a member of the faculty, or has served on AUP's Board of Trustees and who has paid annual membership dues may become an **Alumni Member** of AUP-GWDC.

2.02. Any other person, including a person who has attended or graduated from AUP as a student, graduates of other university programs and has not paid membership dues, may be an **Affiliate Member**.

2.03 Any other person who would like to support the efforts of the AUP-GWDC, may be a **Friend** of the chapter.

2.04 Only Alumni Members may serve on AUP-GWDC's Board of Directors.

Article 3

Meetings of Members

3.01 An annual meeting of the membership shall be held during the year.

3.02 Special meetings of the members may be called by the President or by resolution of the Board of Directors.

3.03 Notice of the time, place, date, and general nature of the business to be transacted of every meeting shall be posted electronically or sent in writing at least seven (7) days before the meeting.

3.04 (a) Meetings of the members shall be presided over by the President of AUP-GWDC, or in the absence of the President, by the Vice President, or in the absence of both, by a chairman chosen by a majority of the active members present. The Secretary of AUP-GWDC shall act as the Secretary of all meetings of the members, provided that in the absence of the Secretary the presiding officer shall appoint another person to act as Secretary of the meeting.

(b) The rules contained in the current Roberts Rules of Order shall govern the organization in all cases to which

they are applicable and in which they are not inconsistent with the Bylaws and any special rules of order adopted by the organization.

Article 4

Non-discrimination

4.01 In compliance with the policy of AUP, AUP-GWDC does not discriminate on the basis of race, color, national origin, religion, sex, sexual preference, handicap, age, or marital status. This non-discrimination policy covers membership selection, activities, policies and practices of the organization.

Article 5

Board of Directors

5.01 AUP-GWDC shall have up to seven (7) Directors and no fewer than three (3) Directors. They shall consist of the President, Vice-President, Secretary and Treasurer, and three (3) Directors-at-large. The Directors and other designated ex-officio members will collectively be known as the Board. The President of AUP (or designee), the Associate Dean of Alumni Affairs at AUP (or designee), the immediate Past President, may serve as ex-officio members of the Board. All Board members shall have voting rights.

5.02 The Directors shall exercise the powers of AUP-GWDC and conduct its affairs.

5.03 The Directors shall have the following duties and powers:

- (a) Meet at such times and places as required by these Bylaws.
- (b) Register their addresses with the Secretary of the Association, and notices of meetings mailed to them at such addresses shall be valid notice thereof.

5.04 Directors shall serve a three-year term.

5.05 Directors shall serve without compensation.

5.06 (a) There shall be at least three (3) regular meetings of the Board of Directors each year.

(b) Special meetings of the Board of Directors may be called by the President. If the President is absent or is unable or refuses to act, special meetings may be called by the Vice-President or by any two (2) Directors.

(c) The President of The Chapter or other person designated by the President shall deliver notice of the time, place, date of the regular meeting and general nature of the business to be transacted of every regular meeting of the Board of Directors to each Director at least seven (7) days before the regular meeting.

(d) The rules contained in the current Roberts Rules of Order shall govern the organization in all cases to which they are applicable and in which they are not inconsistent with the Bylaws and any special rules of order adopted by the organization.

(e) A quorum consists of fifty percent (50%) of the existing directors.

5.07 Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if two-thirds (2/3) members of the Board shall individually or collectively consent in writing or electronic communication to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as the vote of such Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by written consent of the Board of Directors without a meeting and that the Bylaws of AUP-GWDC authorize the Directors to so act, and such statement shall be evidence of such authority.

5.08 (a) Vacancies in the Board of Directors shall exist (1) on the death, resignation, or removal of any Director; (2) whenever the number of Directors authorized is increased; or (3) on failure of qualified candidates to come forward.

(b) The Board of Directors may declare vacant the office of a Director (1) within sixty (60) days after notice of his/her appointment if he/she does not accept the office either in writing or by attending a meeting of the Board of Directors; or (2) if a Director fails to attend three (3) meetings of the Board of Directors in any one year.

(c) Vacancies on the Board of Directors shall be filled by a majority vote of the remaining Directors though less than a quorum.

(d) A person elected Director to fill a vacancy as in this section provided shall hold office for the remaining term of his predecessor.

5.09 The Directors shall not be personally liable for the debts, liabilities, or other obligations of The Association.

Article 6

Officers

6.01 The officers of AUP-GWDC shall be President, Vice-President (President-Elect), Secretary and Treasurer.

6.02 The terms of the officers shall be for a minimum of one (1) year and shall begin on January 1st following their appointment, subject to the renewal of their term. An officer can serve in more than one office during their three (3) year term.

6.03 The President shall:

- (a) Call meetings in accordance with these Bylaws.
- (b) Preside at meetings of the Board.
- (c) Gather agenda items and set the agenda of Board meetings.
- (d) Preside at the annual general meeting of the membership.
- (e) Appoint the Chairs of standing committees, with the approval of the Board of Directors and appoint special committees.

6.04 The Vice-President shall:

- (a) In the absence of the President perform all the duties of the President, and when so acting, shall have the powers of and be subject to all restrictions on the President.

6.05 The Secretary shall:

- (a) Maintain the Bylaws as amended or otherwise altered to date.
- (b) Record and distribute minutes of all Board of Directors meetings.
- (c) Give notice in accordance with these Bylaws or as required by law.
- (d) Notify new Board members of their appointment.

6.06 The Treasurer shall:

- (a) Keep an accurate record of all current and new Alumni Members as well as monies received and disbursed and shall deposit monies as soon as possible in a bank account in the name of the Chapter without any deductions or offsets.
- (b) He/She shall make authorized disbursements only by checks signed by her/himself and the President. He/She shall maintain a system of accounts approved by the Chapter and shall preserve all receipts and checks made for payment.
- (c) He/She shall make a monthly report of receipts and expenditures to the Chapter no later than the next regular meeting of the Chapter.
- (d) The Treasurer shall make a report on Chapter finances at each meeting and records shall be open to any member when a request is made in writing through the Executive Committee.
- (e) An annual financial report shall be submitted to Board within ninety (90) days after the closing of the financial year of the Chapter.

6.07 In general, each officer shall perform all duties incident to the office and such other duties as may be required by law, or which may be assigned by the Board of Directors.

Article 7

Committees

7.01 AUP-GWDC shall have the following standing committees appointed by the President with the approval of the Board of Directors:

- (a) The Membership Committee under the direction of the Membership Chair shall be responsible for developing strategies to identify new members of the organization
- (b) The Communications Committee under the direction of the Communications Chair shall be responsible for

writing and editing the AUP-GW Newsletter, publicizing the newsletter to the membership and making sure that stories and photographs of the Chapter are timely submitted to the AUP newsletter.

(c) A Nominating Committee shall solicit nominees for Board positions and provide information on nominees to the Board.

(d) An Events Committee under the direction of the Events Chair shall be responsible for planning special events under the sponsorship of AUP-GWDC

7.02 The President may appoint special committees for specific purposes or activities.

Article 8

Bylaws

8.01 These Bylaws shall become effective immediately on their adoption. Amendments to these Bylaws shall become effective immediately upon their adoption.

8.02 These Bylaws may be amended by approval of two-thirds (2/3) of the Board of Directors at any regular or special meeting of the Directors provided that written notice of such meeting and intent to change Bylaws including the exact text of such change is given to all members fourteen (14) days prior to the date of such meeting as provided in Section 3.03 of these Bylaws.

8.03 The original, or a copy of the Bylaws as amended or otherwise altered to date, certified by the Secretary of The Association, shall be recorded and kept in a "Bylaws Book," and such book shall be open to inspection by the members at all reasonable times.

Adopted March 6, 2007

Interim board members voting to adopt bylaws include:

Peggy Montgomery ('75), interim President

Darryl Crompton ('69), interim Vice President

Judith Ogilvie ('65), interim Secretary

submitted by Judith Ogilvie, Interim Secretary