BYLAWS OF NC STATE UNIVERSITY ALUMNI ASSOCIATION INC.

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 current and former students and friends a sentiment of regard for one another and a continuing connection to their alma mater.

ARTICLE III. ORGANIZATION
Section 1. Membership
A. Regular membership in the Association is open to all friends and graduates who have an interest in NC State and pay annual or lifetime dues as determined by the Board of Directors.

B. Honorary members shall consist of such distinguished persons as are nominated and duly elected for honorary membership by the Board of Directors of the Association. Honorary members elected in any year shall not exceed two.

Section 2. Board of Directors
A. The members of 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 members. The 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 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 Nominating Committee shall select and recommend new candidates(s) for those positions not filled. Should a vacancy occur on the Board, the 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. Those students will be the President of the Alumni Association Student Ambassadors and a current Caldwell Fellow.
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, 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 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 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 President. Further, the Secretary-
Treasurer must call a meeting following a written request for a special meeting signed by at
least 25 percent of Directors. In the event of a special meeting, Directors must be notified at
least five days in advance.

I. No person who has served on the Board for more than two full consecutive four-year terms
or more than six consecutive years may be renominated for another term unless he/she
becomes an officer or unless a period of no less than one year has passed from the beginning
of the term such person is renominated for to the end of such person’s last term on the Board.

J. The Board can remove a member for good cause with a two-thirds vote of members present
where there is a quorum.

K. The names of Board members shall be published in NC State magazine, the official
publication of the Association.

Section 3. Officers
A. The officers of the Association shall be a President, Vice President, Secretary-Treasurer,
Assistant Treasurer, Immediate Past President and such additional Assistant Secretaries,
Assistant Treasurers and other officers as may be directed by the Board.

B. Such officers shall serve for a period of one year, commencing on January 1 of each year, or
until their successors are duly appointed. All officers, except the President, are eligible for
renomination at the discretion of the Nominating Committee. The President is only eligible
for renomination for a second consecutive one-year term if he/she agrees to be renominated.
C. Individuals serving in the following roles at North Carolina State University shall serve as ex-officio officers of the Association: The Associate Vice Chancellor for Alumni Relations and Executive Director shall serve ex-officio as the Assistant Secretary of the Association. The Associate Vice Chancellor for Finance and Administration and University Treasurer and the Chief Fiscal Officer of the Association shall serve ex-officio as Assistant Treasurers of the Association without a vote.

D. The President shall be the presiding officer and shall have general supervision over all affairs of the Association. He/she shall perform such other duties as are incidental to the office and as may be assigned to him/her by the Board of Directors. He/she shall preside at all meetings of the Board and the Executive Committee. In his/her absence, the Vice President shall preside. If neither of these two senior officers is present, the members shall designate a presiding officer. On or before January 31 of his/her term, the President shall appoint for a term ending December 31 of the current year standing committees and other committees and the chairpersons of these committees as may be required. The President shall be an ex-officio member of all such committees.

E. The Vice President, in the absence of the President, shall exercise the authority and perform the duties of the President.

F. The Secretary-Treasurer or his/her duly authorized staff representative (normally Executive Director) shall issue a notice of all meetings of the Association, the Board of Directors and the Executive Committee and shall attend and keep the minutes of such meetings. He/she shall 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.

G. The Secretary-Treasurer, along with the Executive Director of the Association, shall see that full and accurate accounts of receipts and disbursements are kept in the books of the Association. He/she or the duly authorized representative shall see that all monies and other valuable properties are deposited in the name and to the credit of the Association in such depositories as may be approved by the Board of Directors or the Executive Committee.

H. The Executive Director of the Association serves as the Associate Vice Chancellor for Alumni Relations of NC State University, reporting to the Vice Chancellor for University Advancement. The annual performance appraisal and related salary review of the Executive Director is performed jointly by the Vice Chancellor for University Advancement and the President or Immediate Past President, depending upon who has the best knowledge of performance during the rated period. The Executive Director is a member of the senior management team of University Advancement and also serves on the Chancellor’s University Council.

I. The Associate Vice Chancellor/Executive Director is an employee of the state of North Carolina and is chosen through the selection process used for the appointment of senior University administrators. A search committee is convened consisting of alumni and University administrators appointed by the President of the Association and the Vice Chancellor for University Advancement. The President and the Vice Chancellor shall jointly appoint the chair and charge the committee. The Vice Chancellor for University
Advancement will select the Associate Vice Chancellor for Alumni Relations from one or more recommended candidates provided by the search committee after consultation and candidate interview with the Chancellor. The selection will then be reviewed and endorsed by the Association Board of Directors and a formal appointment letter sent by the Vice Chancellor of University Advancement to the individual.

J. The Executive Director shall supervise and direct the business affairs of the Association and shall be responsible for the performance of all programs and services to the Association. As a senior officer of the University Advancement staff, he/she is responsible for the selection, employment and supervision of all staff personnel. The Executive Director 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 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 him/her by the Vice Chancellor for Finance and Business. He/she shall perform such other duties as may be assigned by the Board of Directors, the Executive Committee or the Vice Chancellor for University Advancement. He/she shall serve until replaced by the process outlined in Section 3G above.

K. The President, Vice President, Secretary-Treasurer and Immediate Past President shall all be members of the Board of Directors.

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 President, Vice President, Immediate Past President, Secretary-Treasurer and such additional members of the Board as are appointed by the President, not to exceed ten. Members of the Executive Committee shall serve until December 31 of the current year or until their successors are duly chosen and qualified. The Executive Director shall be a member.
   2. The Executive Committee shall possess and is authorized to exercise all powers of the Board of Directors and shall be responsible for conduct and affairs of the Association in the interim between Board meetings, except the following:
      Article III, Section 1B—Election of Honorary Members
      Article III, Section 2A—Filling Vacancies Among Elected Officers
      Article VII, Section 2—Administration and Management of Permanent Funds
      Article VII, Section 3—Making Agreements Relative to Gifts or Bequests
      Article IX—Adopting or Amending Bylaws
   3. The Executive Committee shall meet at such time and place as may be designated by the President. Notice of the meeting of the Executive Committee shall be communicated to members through commonly accepted communication methods (e-mail, mail, fax, telephone) 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. Nominating Committee
   The Nominating Committee shall be composed of three Past Presidents and two members appointed by the President. The Immediate Past President shall serve as chair of the committee. The Nominating Committee’s duties are expressed in detail in Article 5.

C. Finance and Audit Committee
   1. Members of the Finance and Audit Committee shall be appointed by the President and shall include two representatives from each class of elected members of the Board of Directors. Each appointee shall serve on the Committee until the expiration of his/her term as Director of the Association. In the event of a vacancy by reason other than the expiration of a member’s normal term as Director, the President shall appoint a replacement who shall be selected from the same class as the representative being replaced and who shall serve the balance of the unexpired term. The Chair of the Committee shall be appointed by the President. At the discretion of the President, subject to the approval of the Executive Committee, additional appointments to the Committee may be made from the membership of the Association provided that such appointments shall be for a term not exceeding one year and such additional members shall not exceed three in number. 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 Executive Director 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 supervising the administration of permanent and endowed funds as defined in Article VII Section 2.

5. The Committee shall review proposals and make recommendations to the Executive Committee as it relates to the acceptance, use or disposition of real estate gifts. 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. Magazine Advisory Committee

The Magazine Advisory Committee supports and provides direction to NC State magazine through its editor. The Committee is chaired by a member of the Alumni Association Executive Committee, as appointed by the President, and its membership includes four alumni representatives, a faculty member and two Chancellor Appointees. The members are appointed based on their expertise in the publishing and public affairs industries. Their expertise helps to establish and review the magazine’s mission statement, goals, objectives and editorial policies and to offer counsel on editorial content, design, advertising, production, distribution and finances. The Committee meets twice a year in Raleigh and via teleconference as needed.

E. Other Committees

Other committees for the operation of the Association will be formed as required and appointed by the President for one-year terms. Maximum input by alumni volunteers and Board members will be solicited and committee membership with appropriate constituent representation incorporated. As needed, but not limited to, the following committees may be formed:

1. Awards
2. Membership / Marketing—membership services, marketing, affinity programs and merchandising
3. NC State Alumni Networks
4. College and Special-Interest Programs
5. Young Alumni and Student Programs
6. Scholarship and The Caldwell Fellows program
7. Long-Range Planning
8. Bylaws
9. The State Club

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 members of the Alumni Association Board of Directors.

ARTICLE V. NOMINATIONS AND ELECTIONS

A. The Nominating Committee shall nominate: candidates for the offices of President, Vice President, Secretary-Treasurer, and five or more members of the Board of Directors to succeed those whose terms of office will expire on the 31st day of December next. In addition, the Committee shall nominate, at its Spring Meeting if any vacancy exists, one representative to the Council on Athletics for a three-year term beginning on July 1 of each year.

B. The Nominating Committee shall place in nomination the names of Board members and one candidate each for the offices of President, Vice President, and Secretary-Treasurer for presentation to the Board of Directors at its fall meeting. In addition, the Nominating Committee shall place in nomination one candidate for the office of Council on Athletics Representative for presentation to the Board of Directors at its spring meeting if any vacancy exists. The Board shall elect the candidates for the offices of President, Vice President and Secretary-Treasurer and recommend a candidate to the Chancellor for appointment to the Council on Athletics, at the appropriate meeting. It shall approve the nomination of candidates for membership on the Board of Directors from the list of nominees submitted by the Nominating Committee or shall elect a substitute candidate(s) of its choice.

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. CONSTITUENT ORGANIZATIONS

The Association shall encourage and promote the establishment of college/school societies (Affiliated Program Groups or APGs) in furtherance of the purposes and mission of the University and the Association, particularly with respect to annual membership in the Association. Such societies 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 societies shall be in furtherance of the mission of the Association and as mutually agreed upon by the appropriate Dean and the Executive Director of the Alumni Association in memoranda of understanding approved by the Alumni Association Board of Directors.
ARTICLE VII. FINANCES

Section 1. Operating Budget
It shall be the responsibility of the Executive Director/Associate Vice Chancellor for Alumni Relations to prepare an annual operating budget for the Association/Alumni Relations program for University Administration and Board approval. The Executive Director 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)
A. 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. The custody and administration of such funds shall be the responsibility of the Finance and Audit Committee.

B. The capital or income from designated funds or properties shall be utilized in accordance with terms and conditions of the contributions or bequest as determined by the donor.

Section 3. Bequests
The Board of Directors may make any agreements with any donor/trustee or his/her executor of any last will and testament relative to the receipt, maintenance, administration and condition or any bequest or trust instrument provided, however, that the Association may not obligate the University in any such action.

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 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 President.
B. When a written proposal for an amendment has been received by the President, it shall then be referred to the Bylaws Committee, appointed by the President, 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. PUBLICATIONS
A. The official publication(s) of the Association shall be issued in such form(s) and at such intervals as the Board of Directors may decide and as resources permit. The Magazine Advisory Committee, chaired by a member of the Executive Committee, will provide counsel on editorial content, design, advertising, production, distribution and finances.
B. A copy of the “NC State” magazine shall be sent to each member of the Association.
ARTICLE XI. FISCAL YEAR
The fiscal year of the Association shall be from July 1 to June 30.

Adopted on February 2, 2018.

[Signature]
Signed by: Paige Allen Harris, President
NC State University Alumni Association, Inc.