In order to give strength to the friendships formed amongst us while at university; to strengthen the attachment of each of us to our chosen profession; to render positive service to Bridgewater State University (University); and to act in all practicable ways as an auxiliary to the cause of public education; we do form ourselves into an association with the following bylaws.

ARTICLE I. NAME and PURPOSE

Section 1. This organization shall be called the Bridgewater Alumni Association (“BAA”).

Section 2. The BAA shall be exclusively scientific, educational, and charitable within the meaning of Section 501C (3) of the Internal Revenue Code of 1954, as amended from time to time.

Section 3. The BAA is dedicated to promoting the welfare, interest, and excellence of Bridgewater State University (“University”) by the following means:

1. Establishing a medium through which BAA members, as defined in Article III herein, can contribute, personally and financially, to the welfare of the University.

2. Fostering a mutually helpful relationship among the alumni, the faculty, the student body and the University’s president.

3. Maintaining a spirit of loyalty among alumni.

4. Participating in fundraising, through gifts, endowments, scholarships, and/or other means to benefit of the University.

5. Advocating for the University within and outside the campus community.

6. Engaging in any lawful act or activity in furtherance of this Article I, as permitted of a tax-exempt organization under applicable law.

ARTICLE II. ORGANIZATION

Section 1. The BAA shall be governed by these BAA Bylaws (“Bylaws”), as amended from time to time, as provided herein.

Section 2. The BAA shall consist of members who are organized into a Board of Directors, as defined under Article IV for governance purposes.
Section 3. All meetings shall be conducted according to the parliamentary procedures outlined in the most recently published edition of Robert’s Rules of Order. Such edition shall be available in the Office of Alumni Relations.

A quorum is required to transact all business. A quorum shall consist of 2/3 voting members present at a Board of Directors or committee meeting.

Section 4. All business of the BAA shall coincide with the University’s fiscal year.

ARTICLE III. MEMBERSHIP

Section 1. A BAA member shall be designated as a member or an honorary member.

   a. Member: A member shall be a University graduate honorary degree recipient, or a former University student who completed at least one (1) semester of academic work at the University.

   b. Honorary Member: An honorary member shall be eligible for membership based upon extraordinary and meritorious service to the University and/or the BAA. Candidates for honorary membership shall be nominated by the Nominating Committee at a regular meeting of the Board of Directors and for election must receive a majority vote of those members present.

Section 2. All members shall share the same membership rights except for non-degree holding members, who cannot vote or hold office.

ARTICLE IV. GOVERNANCE

Section 1. The governing organization of the BAA shall include the following:

The Board of Directors, the Officers Committee and other committees legally constituted in Article IX as provided in these Bylaws.

Section 2. The Board of Directors shall elect its own officers (hereby known as the “Officer’s Committee”) and initiate and transact all business necessary for the administration of the BAA, except as outlined in Article IV, Section 4.

Section 3. The Officers Committee shall perform such duties between meetings of the Board of Directors as the Board of Directors may authorize. They shall have the power to act upon questions requiring immediate decision, provided that none of its acts shall exceed the authority granted by the Board of Directors.

Section 4. The BAA shall vote on all changes in the Constitution and Bylaws and initiate such business as it deems desirable.
Section 5. Policies, attached herein as Appendix A, shall govern the obligations and activities of the BAA.

ARTICLE V. FINANCE

Section 1. The BAA receives its funding through the University budget with the understanding that the BAA retains the right to seek funds from the University Foundation (“Foundation”) if necessary.

Section 2. No part of the net earnings of the BAA shall be used for the benefit of, or to the advantage of, any member, sponsor, donor, creator, trustee, officer, employee, or, without limitation, any other private individual. No part of the net earnings shall be used for the benefit of any corporation or organization in which any private individual might benefit, or in which a substantial part of the activities of such corporation or organization is the carrying on of propaganda or otherwise attempting to influence legislation, provided that this restriction shall not prevent payment of reasonable compensation for services rendered to or for the BAA in effecting its purposes.

ARTICLE VI. BOARD OF DIRECTORS

Section 1. The Board of Directors shall consist of no less than 15 and no more than 20 members.

Section 2. There shall be at least four (4) meetings of the Board of Directors during the fiscal year. One meeting shall be designated the annual meeting of the BAA. The remaining meetings should be distributed throughout the academic year. Additional meetings may be called by the President or Director of Alumni Relations as needed.

Section 3. Upon a majority vote, the Board of Directors may confer a lifetime appointment to the Board of Directors in recognition for extraordinary service to the BAA.

Section 4. The Board of Directors shall include the president or a duly appointed designee of each alumni affinity group (“Affinity Group Representative”). Affinity Group Representatives shall have non-voting rights through the expiration of their terms.

ARTICLE VII. ELECTIONS

Section 1. Nominees for the Board of Directors, and Alumni Trustee shall be selected by the Nominating Committee consisting of at least four (4) BAA members. Nominees must have demonstrated an interest in the University by donations of time, talents and/or financial support.

Members of the Nominating Committee shall not be candidates for President-Elect or Alumni Trustee. The Director of Alumni Relations, or designee, shall serve as an ex-officio, non-voting member of the committee.
Section 2. In the fall the Nominating Committee shall publish in a University publication, which may include web postings and on-line publications, and procedures to be followed in submitting nominations. Any member of the BAA or University community may submit a nomination.

Section 3. Annually, the Nominating Committee shall submit to the Board of Directors a slate of names to fill all open slots on the Board of Directors. Every fifth year the Nominating Committee shall submit a slate of at least one (1) name for election to Alumni Trustee, who shall serve a five (5) year term.

Following the presentation of the slate from the Nominating Committee to the Board of Directors, the BAA President shall call for nominations from the floor. A candidate nominated from the floor must meet the qualifications for the right to hold office as specified in these Bylaws.

Section 4. In the event that the election is contested, a majority of votes cast is required to be elected to office. If there is more than one candidate for an office, and a majority is not obtained, another vote will be taken among the candidates with the highest number of votes, eliminating the candidate with the fewest votes. This procedure shall be repeated until a majority is obtained.

Section 5. No member of the Board of Directors shall be elected to more than two (2) consecutive terms as a voting member, unless that person is completing a term as an Officer or has stepped in to fill an un-expired term or vacant office.

Section 6. No person shall hold more than one (1) elective office at the same time nor shall any person be a final slate candidate for more than one (1) elective office during any election meeting.

Section 7. The student member of the Board of Directors shall be elected from the student body according to the rules of the Election Committee of the Student Government Association, to serve a single one-year term as a non-voting member.

ARTICLE VIII. TERMS OF OFFICE / ATTENDANCE and REMOVAL

Section 1.
  a. Board of Directors: A maximum of two consecutive three year terms, except as specified in Article VII, Section 5 above.

  b. President: A three year term.

  c. President-Elect: A three year term.

  d. Past President: A two year term, with the option for a third year, following their term as President, except as specified in Article IX, Section 1 [Officers]; or Article X, Section 3 [Permanent Vacancies in Office].

  e. Secretary: A three year term.
f. Treasurer: A three year term.

g. Treasurer-Elect: A three year term.

h. Alumni Trustee: A five year term.

Section 2. Participation Guidelines for Board of Directors include: BAA members who have committed to serve on the Board of Directors and/or any committee of the BAA are required to attend regularly scheduled meetings of their respective organization(s).

Participation guidelines for directors include:

1. Attendance at a minimum of two (2) regularly scheduled Board of Directors meetings per year.

2. Annual financial support of the University according to one’s own personal means.

3. Participation in a sub-committee of the BAA as appropriate.

Directors who fail to fulfill any or all of the above guidelines may be asked to step down.

ARTICLE IX. DUTIES OF OFFICERS/OFFICERS COMMITTEE

Section 1. The President, President-Elect, Treasurer, Treasurer-Elect, Secretary, immediate Past President, Alumni Trustee and the Director of Alumni Relations (non-voting) shall constitute the Officers Committee of the BAA. If the President, President-Elect, Alumni Trustee or Treasurer, is unable to serve over an extended period of time, the current/most recent Past President who is able and willing to serve shall be called upon to fill the temporary vacancy.

Section 2. The President shall act as presiding officer of the Board of Directors and Officers Committee. The President may be asked to appoint members of committees.

Section 3. The Officers shall perform all such duties as specified in their respective operating codes and, as the Officers Committee, such other duties between meetings of the Board of Directors as the Board of Directors may authorize. They shall have the power to act upon questions requiring immediate decision, provided that none of the Committee's acts shall exceed authority granted by the Board of Directors or shall conflict with action taken by the Board of Directors.

Actions of the Officers shall be reported to the Board of Directors. The Board of Directors shall have the authority to rescind the actions of the Officers Committee except in cases of contractual agreement. A majority vote of the Board of Directors is required to rescind an action of the Officers Committee.

Section 4. The Secretary shall keep a record of all proceedings of the Board of Directors.
Section 5. The Treasurer shall be the custodian of all the funds of the BAA and shall cause all funds to be deposited promptly in one (1) or more accounts as determined and directed by the Board of Directors and shall make only such disbursements as have been properly authorized by the Board of Directors or the President. The Treasurer shall cause a complete record to be kept of all receipts and disbursements and shall make regular reports of such to the Board of Directors and an annual report shall be published in a University publication.

Section 6. The Treasurer-elect shall assist the Treasurer as needed.

Section 7. The President-Elect shall succeed to the office of President immediately following her/his term.

Section 8. The Alumni Trustee shall serve as the alumni representative to the Bridgewater State University Board of Trustees.

ARTICLE X. PERMANENT VACANCIES IN OFFICE

Section 1. The President-Elect shall act for the President in her/his absence, and in the case of death, resignation, or removal of the President. The President-Elect shall succeed her/his for the un-expired term and then shall serve the term for which she/he was elected. The office of President-Elect that was vacated by this procedure will be filled by a special election of the Board of Directors.

Section 2. The Treasurer-Elect shall act for the Treasurer in her/his absence, and in the case of death, resignation, or removal of the Treasurer, the Treasurer-Elect shall succeed her/hin for the un-expired term and then shall serve the term for which she/he was elected. The office of Treasurer-Elect that was vacated by this procedure will be filled during a special election of the Board of Directors.

Section 3. If vacancies occur in the office of President and President-Elect or Treasurer and Treasurer-Elect during the same term of office, the Board of Directors shall elect successors to these officers.

Section 4. If a vacancy occurs in any other office, a replacement may be appointed or, if necessary, an election is held to fill the remainder of the term.

ARTICLE XI. COMMITTEES

Section 1. There shall be standing committees and ad hoc committees.

Section 2. Standing committees shall be constituted to perform continuing functions and shall be governed by their operating codes. The standing committees shall consist of the following:

a. Alumni Awards;

b. Alumni Scholarships;
c. By-Laws;
d. Finance/Investment;
e. Long-Range Planning;
f. Nominating;
g. Shea Scholar Committee

Section 3. Ad hoc committees shall be appointed as the need arises, shall be assigned to specific tasks, and shall dissolve upon completion of the task(s). Ad hoc committees shall be indefinite in number.

Section 4. Committee membership is determined on a volunteer basis and coordinated by the Director of Alumni Relations in consultation with the President.

Section 5. The functions, organization and methods of procedure of the standing committees shall be set forth in their BAA Handbook with the principles and procedures outlined in these Bylaws.

ARTICLE XII. AFFINITY GROUPS

Section 1. An Affinity Group of alumni must be recognized by the Director of Alumni Relations and the BAA.

Section 2. Affinity Group Representatives may attend the Annual Meeting.

ARTICLE XIII. AMENDMENTS

Section 1. These Bylaws may be amended at any meeting of the Board of Directors. All proposed changes shall be made available to all Board of Directors at least 21 days prior to the meeting.

ARTICLE XIV. DISSOLUTION

Section 1. On the dissolution of the BAA, the Board of Directors, after paying or making provisions for the payments of all liabilities of the BAA, shall dispose of its assets exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) as the Board of Directors shall determine.
Approved Policies of the Bridgewater Alumni Association

I. EXECUTION OF INSTRUMENTS

Except as the Board of Directors may generally or in particular cases authorize
the execution thereof in some other manner, all documents relating to any trust
or gift, and all deeds, leases, contracts, notes, transfers or assignments of securities,
or otherwise, and other obligations of the Alumni Association, shall be signed by
either the President, the Treasurer, or the Assistant Treasurer of the Alumni
Association. Checks drawn on any bank account of the Alumni Association shall
be signed by the Treasurer or an Assistant Treasurer and countersigned by
another director of the Alumni Association as directed by a vote of the Officers
Committee of the Alumni Association.

II. GIFTS TO AND BY THE ALUMNI ASSOCIATION

All gifts made to and accepted by the Alumni Association shall be made and accepted for
the purposes of this Alumni Association and be subject to administration pursuant to its
constitution and these bylaws as from time to time lawfully amended; but the Alumni
Association may decline to accept any particular gift as the Board of Directors shall deem
advisable.

Gifts may be accepted on terms and conditions imposed by the donors limiting the use
thereof to a specific objective or objectives within the general purposes of the Alumni
Association, or limiting the use of the income or principal thereof, all such gifts being
hereinafter referred to as II designated gifts. II All gifts accepted without any such special
limitations are hereinafter referred to as II undesignated gifts.
By accepting a designated gift, the Alumni Association undertakes to use and administer it pursuant to its specific terms and conditions, subject to these bylaws as from time to time amended; provided, however, that, if in the judgment of all of the members of the Board of Directors the objective or objectives specified for such gift shall have ceased to be materially beneficial to or in the best interests of Bridgewater State University, or to be possible or practicable or accomplishment, the Board of Directors may, subject to the law of the Commonwealth, by an eighty percent (80%) vote determine that such gift shall thenceforth be used for other objectives within the general purposes of the Alumni Association or be administered as an undesignated gift.

All moneys and property received and held by the Alumni Association shall be held by it in its own right and not as a trustee of any other express trust.

The Alumni Association has authority to apply and make gifts out of either the income or the principal of its funds and other property for any or all the purposes authorized in its constitution as from time to time lawfully amended; provided that the use of income and principle of funds received as designated gifts shall be governed by their respective terms and conditions. The operating and incidental expenses of the Alumni Association shall be payable out of its income or out of the principal of funds received as gifts designated for payment of expenses; provided, that the proportion of income from funds received and held as a particular designated gift, which may be applied to particular expenses in any fiscal year, shall not exceed the proportion which the income of such particular designated gift funds for such years bears to the total income of all funds of the Alumni Association for such year. The Alumni Association may in its discretion accumulate income from its funds and other property, and hold and invest the same, pending future use thereof; provided, that the income of funds received and held as a designated gift shall, if so accumulated, be dealt with in like manner as such particular designated gift.

All gifts to be used for the conduct of activities under the control of the governing body of Bridgewater State University by whatever name such governing body may be designated (such body being presently designated as The Trustees of Bridgewater State University) or for providing building, equipment or other facilities shall be approved for acceptance by and use or expended under the direction of such governing body.

III. MANAGEMENT OF FUNDS OF THE ALUMNI ASSOCIATION

The use of the funds and properties of the Alumni Association for its purposes shall be determined and authorized from time to time by vote of a majority of all the members of the Board of Directors at a meeting duly held.

The management and investment of the funds and other property of the association, and the payment of its operating and incidental expenses and for investments, shall be in the charge of the budget and finance committee, subject to the direction of the Board of Directors.
Funds received and held as separate designated gifts may be invested as separate investment funds, or, in the absence of express terms and conditions of gift to the contrary, may be mingled as participation in a common investment fund together with other such designated gift funds or both. No particular designated gift funds shall be so mingled, or subsequently withdrawn, except in such a manner that the proportionate participation thereof in the common fund can readily be determined and except at a time when the proportionate participation and the total fair value of such common fund are actually determined. Income of such common investment fund, and capital increase and decreases, shall be apportioned pro rata among the respective participations and the fair value of the common fund and of each participation therein shall be determined at least as often as quarter-annually. Such fair values shall be determined by the Budget and Finance Committee, or by an officer or fiscal agent authorized by the committee, in such manner as the committee shall establish as equitable and proper for the purpose.

The Budget and Finance Committee shall have authority, in their absolute discretion, subject to the direction of the Board of Directors, to direct the investment and reinvestment of the funds of the Alumni Association in stocks, bonds and other securities of all kinds, of private corporations, trusts, associations and investment companies as well as of governments, and in secured loans and other obligations, and in other property, exercising such care and skill as a person of reasonable prudence, discretion and intelligence would exercise in dealing with his/her own property. No member of the Budget and Finance Committee shall have responsibility for any vote, act or omission of any other member.

Registered stocks and other securities owned by the Alumni Association may be held by it registered in its name, or in the name of any bank or trust company appointed and acting as a fiscal agent of the Alumni Association or in the name of any nominee of such fiscal agent.

No loan of any funds of the Alumni Association shall be made to any trustee or officer of the Alumni Association (including ex officio), or to any member of the immediate family of any governor or officer, or to any business or corporation which is owned or controlled by a governor or officer of this Alumni Association or a member of his/her immediate family in which any such person is substantially interested financially; and no distribution of Alumni Association funds, whether in the form of gift, loan, or scholarship to any student of Bridgewater State University, shall ever made to any trustee/director or officer of the Alumni Association or to any member of his/her immediate family.

IV. AUDITS

The books of this Alumni Association shall be audited annually by an independent public accountant or organization of public accountants.