



GSSM ALUMNI

SOUTH CAROLINA GOVERNOR'S SCHOOL
FOR SCIENCE + MATHEMATICS

ALUMNI ASSOCIATION BY-LAWS

ARTICLE I: Name

The name of the organization is the South Carolina Governor's School for Science + Mathematics Alumni Association.

ARTICLE II: Office

Headquarters of the Alumni Association shall be in the South Carolina Governor's School for Science + Mathematics (GSSM) Foundation office, in the City of Columbia and County of Richland, State of South Carolina. The Alumni Association may also maintain offices at such other places as the Board of Directors may, from time to time, determine.

ARTICLE III: Purpose

The general purpose of the Alumni Association is to support the mission of GSSM; provide fellowship for alumni; maintain a relationship between the alumni body and the School; generate community awareness through alumni; and to support the financial welfare and development of GSSM.

ARTICLE IV: Membership

Section A: Voting Members. All graduates of the South Carolina Governor's School for Science + Mathematics shall be eligible for full voting membership in the Alumni Association. The procedure for admission to membership shall be as provided in the by-laws.

Section B: Honorary Members. Honorary membership shall consist of those persons who are not alumni of the School and who fall into one of these categories:

- (1) Former SCGSSM students.
- (2) Parents and family of alumni and former students.
- (3) Members and former members of School faculty, staff, and administration.
- (4) Member of the governing boards of SCGSSM.

Honorary members may not vote in Alumni Association elections.

Section C: Enrollment. Graduating students shall be enrolled in the Alumni Association annually at graduation. Persons may also be admitted to membership at any time via direct petition to the GSSM Foundation, Alumni Association Board, or Chapter leadership. Petitions will be considered on a rolling basis at quarterly alumni association meetings.

Section D: Elective Positions. Only voting members in good standing of the Alumni Association shall be eligible to serve in any of its elective positions.

Section E: Equal Opportunity. Membership in the Alumni Association shall be available without regard to race, sex, color, creed, or national origin, age, or handicap.

ARTICLE V: Meetings of the Alumni Association

Section A: Annual Meetings. The annual meeting will be held at a time, manner, and place that includes a virtual environment selected by the Board with 30 days written notice of such meeting being given to the Association. The purpose of the annual meeting will be the election of Board members, presentation of the annual report of the Alumni Association and the transaction of such business as may properly come before the meeting.

Section B: Special Meetings. Special meetings of the Alumni Association may be called at any time by the President or upon the request of at least one-third of the Board of Directors or by demand in writing of active members representing in number one percent or more of the total membership.

Section C: Notice of Meetings. Written notice of each annual meeting of the Alumni Association, stating the time when and the place where it is to be held shall be served either personally, by mail or email, not less than thirty days before the annual meeting, upon each member of the Alumni Association entitled to vote at such a meeting. Written notice of a special meeting of the Alumni Association, stating the time when and the place where it is to be held, shall be served either personally, by mail or email, not less than fifteen days before the meeting, upon each member entitled to vote at such meeting. Notice of a special meeting shall also state the purpose or purposes for which the meeting is called, and shall indicate that it is being issued by, or at the direction of, the person or persons calling the meeting. If mailed, such notice shall be directed to each such member at its address as the name appears on the records of the members of the Alumni Association, unless such member shall have previously filed with the Secretary of the Alumni Association a written request that notices intended for it to be mailed to some other address, in which case it shall be mailed to the address so designated in such request.

Section D: Quorum.

- (a) Except as otherwise provided herein, at all meetings of the Board of Directors, the presence at the commencement at such meeting of members constituting a majority shall be necessary and sufficient to constitute a quorum for the transaction of business.
- (b) Quorum regulations shall be waived for annual meetings and special meetings of the general membership and the majority shall rule.

Section E: Voting.

- (a) Any Alumni Association action shall be authorized by a majority of votes cast at a meeting of the Alumni Association by the members entitled to vote thereon.
- (b) An email vote or a written ballot may be taken on the question upon which it is necessary or desirable to secure prompt action with a seven (7) day notice. The vote of the majority of the members shall be as binding and conclusive as though taken at a meeting duly called for that purpose. The results of such an email vote or written ballot shall be entered in proper order in the minute books of the Alumni Association. In the event that a majority vote has not been recorded in favor of or against the matter being voted upon within fourteen days, a second notice in regard thereto shall be mailed to all members not having voted, and, in the event that after ten additional days, no majority vote has been obtained, the question shall be deemed to have been tabled.

ARTICLE VI: Board of Directors

Section A: Number. The number of the Board of Directors shall be no less than 11; no more than 25 and will include two members from the last five most recent graduating classes.

1. The Executive Committee will do research, including reaching out to prospective board members to confirm commitment to attending meetings and participation throughout their terms, to present qualified candidates to the board for approval. This research can include asking the President of SCGSSM or other faculty/staff for suggestions.

Section B: Election and Term. The members of the Board of Directors shall be elected by the voting delegates of the Alumni Association by electronic ballot prior to the annual meeting. The term of a Board member shall be three years. A Board member may not serve more than two terms consecutively unless the number of current Board members plus the number of newly nominated Board members equals less than 12 people.

Section C: Powers and Duties. The Board of Directors shall be responsible for the control and management of the affairs, properties, and interests of the Alumni Association, and may exercise all powers of the Alumni Association, except as are expressly conferred upon or reserved to the members of the Alumni Association. The nature of the business and purposes of the Alumni Association shall encompass:

- (a) Maximum use of the abundant resources of the alumni, including the talents, services, and financial assistance, to the attainment of the purposes of the School.
- (b) Promotion, establishment, and maintenance of communications and other relationships between the School and the Alumni Association.
- (c) Promotion of a unifying interest and loyalty of present, former and prospective students and others interested in the welfare of the South Carolina Governor's School for Science + Mathematics, and the stimulation of their willingness to participate actively in the programs and activities of the School and its organizations.

- (d) Assistance to the School in attracting outside students, faculty, and administrators.
- (e) Assisting to project and interpret the South Carolina Governor's School for Science + Mathematics, including its goals, activities, accomplishments, and position of leadership to the community, state, nation, and the world.

Section D: Meetings and Notices of Meetings.

- (a) The annual meeting of the Alumni Association, held around the fiscal year turnaround, shall include a formal business meeting of the members, where newly voted-on Board members are inducted, and new officers are either voted on or a plan is set in motion to recruit and then induct at the next regular Board meeting.
- (b) The Board, from time to time, may provide by resolution for the holding of other regular meetings of the Board and may determine the time and place thereof.

Section E: Chairman. At all meetings of the Board, the President of the Alumni Association shall preside. If there is no President, or if the President is absent, then the President-Elect shall preside.

Section F: Quorum and Adjournments. At all meetings of the Board, the presence of a majority of the entire Board shall be necessary and sufficient to constitute a quorum for the transaction of business, except as may be otherwise provided in these By-Laws.

Section G: Manner of Acting.

- (a) At all meetings of the Board, each Board Member present shall have one vote. Voting by proxy shall be permitted.
- (b) Except as may otherwise be provided by these By-Laws, the action of a majority of the Board members present at any meeting at which a quorum is present shall be the act of the Board.

Section H: Vacancies. Any vacancy in the Board: death, resignation, disqualification, removal, inability to act of any Board member, or otherwise, shall be filled for the unexpired portion of the term by a majority vote of the remaining Board members, though less than a quorum, at any meeting of the Board called for that purpose

Section I: Resignation. Any Board member may resign at any time by giving written notice to the Board, the President, or the Secretary of the Alumni Association. Unless otherwise specified in such written notice, such resignation shall take effect upon receipt thereof by the Alumni Association or such officer, and the acceptance of such resignation shall not be necessary to make it effective.

Section J: Removal. Any Board member may be removed for cause at any time by the members of the Alumni Association at a special meeting of the Alumni Association called for that purpose and may be removed for cause by action of the Board. A Board member who shall be absent from three consecutive meetings of the Board shall be considered to have given cause for his removal unless the said absence is satisfactorily explained.

Section K: Executive Committee. There shall be an Executive Committee of the Board which shall be composed of the President, the President-Elect, the Secretary, the Parliamentarian, the Chairs of standing committees, the Immediate Past President of the Alumni Association, and the

Executive Secretary. During the intervals between meetings of the Board, the Executive Committee shall be empowered to transact business for the Alumni Association, provided, however, that all actions of the Executive Committee shall be subject to review by the Board.

Section L: Committees. The Board, by resolution adopted by a majority of the entire Board, may from time to time designate from among its members such committees as they deem desirable with such powers and authorities as may be provided in such resolution. Each such committee shall serve at the pleasure of the Board.

ARTICLE VII: Officers

Section A: Election. The officers of the Alumni Association shall be elected immediately after the induction of new members of the Board. The nominees for new Board members and vote may be completed online. The officer nominations can be submitted prior to the meeting and then voted on in person or virtually. The President-Elect shall be elected from among and by the active members of the Board of Directors with at least two years remaining on their term. Each officer shall be elected for a term of one year. Except for the Parliamentarian and Secretary, no officer shall be eligible to succeed himself in said office. Both the newly elected officers and Board members will officially assume office during the annual meeting election or at the first regular Board meeting.

Section B: Term. Each officer shall hold office until the election and qualification of his successor, or until his death, resignation, or removal.

Section C: Resignation. Any officer may resign at any time by giving written notice of such resignation to the Board or to the President or Secretary of the Alumni Association. Unless otherwise specified in such written notice, such resignation shall take effect upon receipt thereof by the Board or by such officer, and the acceptance of such resignation shall not be necessary to make it effective.

Section D: Removal. Any officer may be removed for cause, and a successor elected by the Board at any time.

Section E: Vacancies. A vacancy in any office by reason of death, resignation, inability to act, disqualification, or any other cause, may at any time be filled for the unexpired portion of the term by the Board. These vacancies shall be filled at a special meeting of the Board called for that purpose within 90 days of the creation of the vacancy or, if a regular meeting of the Board shall occur before 90 days after the creation of the vacancy, then at that meeting.

Section F: Duties. Officers of the Alumni Association shall unless otherwise provided by the Board, each has such powers and duties as generally pertain to their respective offices as well as such powers and duties as are hereinafter set forth in these By-Laws, or as may from time to time be specifically conferred or imposed by the Board.

- (a) President: The President shall act as Chairman and shall preside at all meetings of the Alumni Association, of the Board, and of the Executive Committee. The President shall preserve order, enforce the By-Laws of the Alumni Association, direct and appoint all committees, appoint a parliamentarian, and be an ex-officio member of all committees.

The President shall not be entitled to vote except at the annual meeting of the Alumni Association and for the election of officers, and, in the event that the votes on any other matter are equally divided, the President shall cast the deciding vote. The President shall make an annual written report to the Alumni Association.

- (b) President-Elect: The President-Elect shall act in the place of the President during the absence or disability of the President.
- (c) Secretary: The Secretary shall record all business proceedings of the Alumni Association, of the Board, and of the Executive Committee. The Secretary shall be the custodian of all documents and records of the Alumni Association not otherwise provided for, and at the expiration of the Secretary's tenure, the Secretary shall promptly surrender the same to the Secretary's successor.
- (d) Parliamentarian: The Parliamentarian will serve as the member responsible for ensuring that the Board of Directors for GSSM's Alumni Association is adhering to the bylaws of the Board. They should also have a working order on Robert's Rules of Order and will assist the President in the orderly running of meetings. The Parliamentarian will chair an ad hoc committee annually to review the bylaws.

Section G: Ex-Officio Members. The Foundation's Director of Alumni Relations shall also serve as Executive Secretary of the Alumni Association. The Director of Alumni Relations shall be the chief administrative officer of the Alumni Association and shall be charged with the duty of carrying out the orders of the Board and the policies of the Alumni Association as set forth in these By-Laws. The Director of Alumni Relations shall report to and receive advice from the Chief Executive Officer, the Alumni Association's Officers, and the Board of Directors. In addition, the following are ex-officio members:

- The Executive Director of the GSSM Foundation.
- The President of GSSM.
- The Faculty Representative.
- The Staff Representative.
- The Representative from the Student Council; and
- The Alumni Association's immediate past president.

Ex-Officio members shall be non-voting members, except for the immediate past president who is still serving an active term as a general member of the Board.

1. The Faculty and Staff Representatives will be recruited by the Executive Committee and then voted on by the Board.
2. Their service will run a full year starting in January to allow a new Executive Committee, whose offices start on July 1st, to have adequate time to recruit without losing valuable updates from those members.

ARTICLE VIII: Committees

Section A: Standing Committees. The President shall appoint the Chair(s) of the following standing committees from among the Board members:

- (a) Programming and Development
- (b) Awards
- (c) Membership and Engagement

Section B: Other Committees. The President or the Board shall appoint the Chair(s) of such other committees as they may deem appropriate.

ARTICLE IX: Chapters

Section A: Purpose. The purpose of GSSM alumni chapters is to foster continued “Govie” spirit among GSSM alumni and friends regardless of residence after graduation.

Section B: Membership. Chapter membership will be composed of all voting and non-voting members of the Alumni Association.

Section C: Establishment. Upon a majority vote, the Board can designate the creation and operation of chapter groups of the alumni association. In order to qualify for establishment, the chapter should meet the following criteria:

- (1) At least 10 alumni living within a 50-mile radius of the central city designated as the Chapter host city.
- (2) A designated chapter president and a core leadership team of two additional members.

Section D: Governance. Chapters will be under the jurisdiction of the GSSM Alumni Association by-laws. Any additional guidelines created for the governance of the chapter shall be subject to the approval of $\frac{3}{4}$ membership of the full alumni board.

Section E: Chapter Presidents. Chapter presidents will be considered ex-officio members of the Alumni Board Membership Committee and will submit written reports at least one time per year after completion of the minimum update, being one.

ARTICLE X: Fiscal Year

The fiscal year of the Alumni Association shall commence on July 1 and terminate on June 30.

ARTICLE XI: Procedure

At all meetings of the Alumni Association, the Board, and the Executive Committee, the conduct of said meeting shall be in accordance with the provisions of these By-Laws.

ARTICLE XII: Amendments

These By-Laws may be amended by a majority vote of the board present at one of the five regular meetings during the fiscal year or at a duly constituted and convened meeting of the Alumni Association; provided, however, that no proposed amendment to these By-Laws may be voted upon at a meeting unless the exact language therein shall have been submitted to the Board not less than thirty days prior to the date of the meeting.

ARTICLE XIII: Privileges

Members shall be entitled to attend and vote at all annual and special meetings of the Alumni Association, shall receive reasonable advance notice of such meetings, and shall receive the publications and the annual report of the activities of the Alumni Association.