

Bylaws of the
College of Engineering and Computing
Young Alumni Board

Article I. STATEMENT OF PURPOSE

The purpose of the College of Engineering and Computing Young Alumni Board (the Board) is to increase young alumni investment through the development of initiatives that link students to alumni, foster a culture of giving, and support the College of Engineering and Computing's (CEC) goal of excellence in education through and in collaboration with the Development Office.

Section 1.01 Goals of the College of Engineering and Computing Young Alumni Board. The Board will support alumni, students, parents, and friends by:

- Bridging the gap** between the student experience and greater alumni network
- Encouraging alumni** to contribute their time, talent, and financial support to the College;
- Understanding** where young alumni and CEC needs overlap and provide strategic opportunities of engagement for mutually beneficial partnership
- Providing and promoting** opportunities for volunteer engagement, professional association and career development/mentoring, leadership, and fellowship among alumni.

Section 1.02 Values of the College of Engineering and Computing Young Alumni Board.

1. **Make a Difference**
 - Student Mentoring
 - Panelist/Keynote Speaker
 - Create a Legacy – Fundraising
 - Community Service
2. **Professional Growth**
 - Networking
 - Leadership Experience – Board or Committee
 - Project/Event Organization
3. **Gain Access**
 - Access to Dean and College Leadership
 - Insider knowledge
 - VIP Status – Events, Strategic vision
4. **Learn Something**
 - Continuing Education
 - Personal Development – Financial Literacy, Health and Wellness, Social
5. **Connect with Peers**
 - Happy Hours and Social Events
 - Homecoming BBQ
 - Student/Alumni Recognition Events

Article II. MEMBERSHIP

Section 2.01 Membership. The membership of the Board consists of Alumni Members and ex-officio staff members of the Development Office.

Section 2.02 Alumni Members. Alumni members of the Board are open to:

- (a) All persons who are a College of Engineering and Computing graduate
- (b) 35 years or younger by the time of membership (August 1)
- (c) Will be an active member (defined as someone who will contribute their time and financial support, be a positive team player, be an active member on College of Engineering and Computing Young Alumni Board committee(s), be an active ambassador for the CEC in their local area)
- (d) Will add diversity to the College of Engineering and Computing Board in terms of geographic, location, gender, and ethnic background.

Section 2.03 Development Staff. Development staff are considered ex-officio members of the board are defined as any persons who have a fundraising or alumni relations role within the Development Office of the CEC.

Section 2.04 Alumni Defined. Except as otherwise provided, all references in these bylaws to alumni will be gender-neutral.

Article III. AUTHORITY OF THE ASSOCIATION

Section 3.01 Under the University’s Authority. The Association will operate under the authority of the College of Engineering and Computing through the Development Office and, as such, has no fiduciary obligation to govern or decide the actions of the College or its offices.

Section 3.02 Incorporation and Tax Status. As of the effective date of these bylaws, neither the Association nor any of its constituent organizations may be granted separate incorporation status or separate tax-exempt status.

Section 3.03 Compliance with Laws and Regulations. Constituent organizations must work with the Board and the University of South Carolina to comply with all state, federal and international laws and regulations.

Article IV. THE RELATIONSHIP BETWEEN THE BOARD AND THE DEVELOPMENT OFFICE

The Board recognizes the direct relationship it has with the College’s Development Office. Accordingly, the Board will seek the help, support, and assistance of the Development Office in any manner deemed appropriate in order to fulfill the purposes of the Board.

Article V. BOARD STRUCTURE

Section 5.01 Name. The College of Engineering and Computing Young Alumni Board may be referred to as the Board, the Young Alumni Board, or the YAB.

Section 5.02 Composition of the Board

- (a) The Board will be comprised of chairs, members, and ex-officio members.
- (b) Members. Each member will have one vote. Except as otherwise provided, each member will be elected by the Board to a three-year term.
- (c) Chairs. The chairs of the Board will be the Co-Chairs of the Board, Co-Chairs of the Professional Development Committee, Co-Chairs of the Alumni Relations Committee, Co-Chairs of the Development Committee, and the Secretary.
- (d) Ex-Officio Members. The ex-officio members will be the staff representatives of the Development Office. Except as otherwise provided, ex-officio members have no vote. Ex-officio members are not elected by the Board.

Section 5.04 Meetings of the Board and its Committees

- (a) The Board will hold at least two regular meetings each year. The Executive Committee will determine the time and place of each meeting.
- (b) The election to fill any officer or chair vacancy will be held at a regular Board meeting.
- (c) The Co-Chairs, or any chairs petitioning the Co-Chairs, may call a special meeting of the Board at any time, provided that notice of each special meeting is confirmed by each chair at least ten days before the meeting. The Executive Committee will determine the time and place of special meetings.
- (d) The Board will keep a record of its proceedings. It will be the responsibility of the Secretary to create and maintain this record at the University.
- (e) The meetings of the Board are closed to anyone who is not a member of the Board. Guests may attend Board meetings provided they are approved and invited by the President or the Executive Committee.
- (f) The meetings of any committee of the Board are closed to anyone who is not a member of that committee or a member of the Executive Committee. Guests may attend provided they are approved and invited by the committee chair or the committee.

Section 5.05 Voting

- (a) Each voting member will have one vote on each matter submitted to the vote of the Board.
- (b) In the event that a voting member is unable to attend a meeting, the member may participate and vote by conference call or similar means deemed appropriate, as provided by these bylaws.
- (c) Voting by proxy may be allowed, in limited circumstances, as deemed appropriate by the President.

Section 5.06 Quorum; Majority Rule

- (a) A majority of the voting members of the Board will constitute a quorum.
- (b) A majority vote at any regular or special meeting at which a quorum is present will constitute an act of the Board unless a vote of a greater number of members is required by these bylaws or other governing law.

Section 5.07 Participation of Chairs by Conference Call

- (a) Chairs may fully participate in any meeting of the Board or its committees by conference call or similar means deemed appropriate by the Executive Committee, on a case-by-case basis.
- (b) All chairs participating in such a manner must be able to communicate with each other. Participation in a meeting pursuant to this provision will be considered as if the chair were present in person at the meeting.
- (c) Records of such meetings will be prepared and maintained in the same manner as the records of other meetings of the Board and its committees.

Section 5.08 Written Communication

Any written communication referred to herein must be delivered by mail, in person, or electronically and will be considered sent when mailed.

Section 5.09 Notice of Meetings of the Board and its Committees

- (a) Except as otherwise provided, notice of each regular meeting of the Board will be sent to each member of the Board at least thirty (30) days before the meeting.
- (b) For all other meetings of the Board or any of its committees, appropriate notice will be provided to each member of the Board or convening committee. Appropriate notice is defined as a timely communication which provides the member of the group that is to meet sufficient time to make travel arrangements, make inquiries regarding the matters to be discussed, or otherwise reasonably prepare to be able to attend and fully participate in the meeting.
- (c) Any reference in these bylaws to a day will mean a calendar day; except, in a period of time measured in days, where the last day falls on a Saturday, Sunday, or a holiday, the last day will be the next day that is not a Saturday, Sunday, or holiday. For purposes of this subsection, holiday refers to any day where regular United States mail is not delivered.

Section 5.10 Fiscal Year

The Board will operate on a fiscal year that runs from July 1st through June 30th. Except as otherwise provided, all references in these bylaws to a year will mean the Board's fiscal year.

Section 5.11 Diversity

The Board will strive for diversity within its membership. In this effort, the Board will seek to have appropriate representation from various areas including, but not limited to, the following: gender; ethnicity; year of graduation; school attended; geographic representation; extracurricular activities; volunteer involvement; and special interest groups within the University.

Section 5.12 Conflicts of Interest

Each member of the Board is responsible for disclosing instances where the member's involvement in an alumni or University activity may provide or appear to provide an opportunity for personal gain for themselves or a member of their immediate family. In this instance, such member will not be present at the Board or committee meeting where a discussion or vote on such matters occurs. However, the member may provide, at the Board's or a committee's request, pertinent factual information in order to assist the Board or committee. The provisions of this section will also apply to any committee member who is not also a member of the Board.

Article VI. CHAIRS

Section 6.01 Chairs. Chairs will be alumni members of the Board.

Section 6.02 Nomination and Election of Chairs

- (a) The Nominating Committee will present candidates to the Board to be elected as chairs in the manner prescribed herein.
- (b) Candidates will be elected to the Board by majority vote of the current Board members.

Section 6.03 Terms of Chairs

- (a) Full terms
 - (i) A full term is a term of three years. An unexpired term is not a full term.
 - (ii) Except as otherwise provided, chairs will be elected to full terms.
 - (iii) Chairs may not be elected to more than two full terms.
 - (iv) Full terms will begin on the first day of the fiscal year.
- (b) Unexpired terms
 - (i) An unexpired term is the remainder of a full term that has had no chair elected to it or was vacated by the chair elected to it. An unexpired term is for a period of less than three years.
 - (ii) Chairs may be elected to complete unexpired terms, as provided within these bylaws.
 - (iii) It is possible that a chair may be elected to an unexpired term or terms consecutively with a full term. It is also possible that a chair may be elected to consecutive unexpired terms and never serve a full term.

Section 6.04 Responsibility and Conduct of Members

- (a) The responsibilities of each member include:
 - (i) Successfully serving a three-year term (beginning July 1);
 - (ii) Providing financial leadership by participating in the College of Engineering and Computing's annual giving campaign with a multi-year pledge (Sumwalt Society YA Member: \$1,801 over three year term minimum annual gift is encouraged);
 - (iii) Attending and participating in the Board and committee meetings (Fall and Spring);
 - (iv) Serving on a standing committee of the Board;
 - (v) Actively participating in the CEC's Strategic Initiatives;
 - (vi) Acting as a host and ambassador for CEC Events (e.g. YA Happy Hours, Senior Sendoff, Seminars, E-week, etc.);
 - (vii) Champion CEC Initiatives and the Dean's priorities to your company and community
- (b) Each member will conduct themselves in manner appropriate to the position. Each member must comply with all requirements set forth in these Bylaws, including but not limited to Section 5.12.

Section 6.05 Chair Vacancies

- (a) In the event of a vacancy in the position of chair, a replacement may be elected by the Board to serve out the remainder of that unexpired term.
- (b) Except as otherwise provided, the criteria and qualifications for an individual elected to fill a chair vacancy will be the same for an individual elected to a three-year term.

Section 6.06 Resignation or Removal of a Chair

- (a) At any time, a chair may resign by tendering their resignation to the President. Except as otherwise provided, resignation as a chair will also constitute resignation as a member of any committee of the Board.
- (b) The Executive Committee may warn a chair in writing who does not attend two consecutive Board meetings or does not otherwise actively represent the interests of the Board that they are failing to meet their obligations as a chair. The Executive Committee will warn a director in writing if their conduct does not represent the interests of the Board. The Executive Committee is empowered to request the resignation of any directors who are failing in their responsibilities as a director.
- (c) A chair may be removed at any time by the affirmative vote of two-thirds of the Board. Any voting member of the Board may bring such a motion before the Board. Removal as a chair will also constitute removal as a member of any committee of the Board.
- (d) When a vote to remove a chair is on the agenda, the chair in question may not vote on the matter. The chair will be allowed to participate in the meeting, or they may present a written position statement.

Article VII. OFFICERS AND COMMITTEES

Section 7.01 Officers. The officers of the Board will be the Co-Chairs of the Board, Co-Chairs of the Professional Development Committee, Co-Chairs of the Alumni Relations Committee, Co-Chairs of the Development Committee, and the Secretary.

Co-Chairs. The Co-Chairs will supervise the affairs of the Board under the direction of the Board and with the advice of the Executive Committee. Except as otherwise provided, the Co-Chairs will: preside at all meetings of the Board; approve the appointment and filling of vacancies on the Board, the Executive Committee, and on all committees, except for the Nominating Committee; serve as the official representative of the Board on any groups, boards or committees, inside or outside of the University. The Co-Chairs may choose another chair to serve as the official representative of the Board on any groups, boards or committees, inside or outside of the University.

The Co-Chairs of each committee are responsible for fulfilling the duties commonly pertaining to their offices as provided herein.

- (a) Professional Development Committee: (5-8 members)
 - Two-pronged objective to: 1. Provide opportunities for young alumni to engage with current students and arm them with the necessary skills and experiences to further their professional development as they transition to the workforce, and 2. Provide opportunities for young alumni to engage with the greater alumni network for mentorship and in education to grow as professionals and leaders
- (b) Alumni Relations: (10-15 Members)
 - Objective: Improve young alumni engagement with the College of Engineering and Computing by increasing awareness of opportunities such as student engagement, networking with other alumni young alumni, giving, etc. Alumni relations will also spearhead the alumni directory and CEC alumni ambassador initiatives.
- (c) Development/Corporate Relations: (5-8 members)
 - Objective: Increase giving participation rates amongst young alumni. The development committee is responsible for setting and executing a development plan in conjunction with the Development Team that fulfills funding needs of the College.

Secretary. The Secretary will serve as custodian of records, maintaining copies of these bylaws, list of chairs, and other Board documents. The Secretary is also responsible for recording the minutes of the meetings and distributing them in a timely manner.

The other duties of the chairs will be those commonly pertaining to their offices and as provided herein.

Section 7.02 Nomination and Election of Co-Chairs

- (a) The Nominating Committee will present candidate(s) to the Board to be elected as Co-Chairs in the manner prescribed herein. The candidate(s) will be a member of the current Board.
- (b) The candidate(s) for Co-Chairs will be elected to the Board by majority vote of the current Board members at least one year before their term is to begin.
- (c) In the event that the candidate(s) for Co-Chairs do not receive a majority vote of the members as set forth in subsection (b), the Nominating Committee will reconvene to reconsider the candidate(s).

Section 7.03 Terms of Officers. Except as otherwise provided, officers will serve three-year terms. Three-year terms will begin on the first day of the fiscal year.

Article VIII. EX-OFFICIO MEMBERS

Section 8.01 Development Office

- (a) Members of the Development Office will serve as ex-officio members of the Board. In this position, they will not have a vote.
- (b) Their terms will run concurrent with those person's employment in Development, regardless whether such term is interim or permanent in nature. Should the Development Officer positions be vacant, the ex-officio position given to it on the Board will also be vacant.

Section 8.03 Student Representative Appointed by the Development Office

- (a) A student representative appointed at the discretion of the Development Office may serve as an ex-officio member of the Board. In this position, the student representative will not have a vote.
- (b) The student representative's term on this Board will be one (1) year with the possibility of renewal.

Article IX. COMMITTEES OF THE BOARD

Section 9.01 Standing Committees

- (a) The Board will establish standing committees as it deems necessary to carry on the work of the Board. Except as otherwise provided, the Co-Chairs will appoint chairpersons for each committee. With the advice of the chairpersons, the Co-Chairs will assign the remaining members as needed to sit on these committees. All committees will serve the Board and report their activities in the manner prescribed by the Board.
- (b) The standing committees are the Executive Committee and the Nominating Committee
- (c) The chairpersons of each standing committee will serve on the Executive Committee.
- (d) The Executive Committee
 - (i) The Executive Committee will advise and work closely with the Co-Chairs of the Board, as well as the development staff, in carrying out the policies, goals, and objectives of the Board. The Executive Committee will address Board or committee agendas, the activities of the committees, or other items the Co-Chairs, Development Officers, or any other Executive Committee member may bring forward to the committee.
 - (ii) The Executive Committee will have full authority to act on behalf of the Board concerning all matters that may properly come before the Board when it is not convenient or practical to convene a full Board meeting, except that the Executive Committee will not have the authority to elect or remove chairs or amend the bylaws. Any such action taken by the Executive Committee must be ratified by the Board at the next Board meeting.
 - (iii) The Executive Committee will be composed of the officers of the Board and the chairpersons of each committee. The Co-Chairs may or may not appoint the chair of any working and/or ad hoc committee to the Executive Committee. Any such appointment must be approved by a majority of the Executive Committee. The officers and committee chairpersons sitting on the Executive Committee will have a vote.

- (iv) The Board Co-Chairs will lead the Executive Committee.
 - (v) The Executive Committee will meet at such time and place as it determines, provided that notice either by telephone or written communication is received by each Executive Committee member at least three days before each meeting.
- (e) The Nominating Committee
- (i) No later than the last meeting of each year, the Nominating Committee will submit a slate of directors for the next term to the Board for its approval.
 - (ii) The committee may solicit nominations as the Nominating Committee deems appropriate. The committee will review the nominations and submit a slate of chairs for election to the next term of the Board. The Board will then elect or reject the slate in whole or in part. Should the first slate of candidates be rejected in whole or in part, the Nominating Committee will, at the same meeting, propose additional candidates for approval until the Board has elected five individuals to serve as chairs for the next term.
 - (iii) No later than the last meeting of a sitting Co-Chairs elected term, the Nominating Committee will submit a nomination for Co-Chairs to the Board for its approval.
 - (iv) Where there is a vacancy in a position of a chair, at the request of the President, the Nominating Committee will submit a nomination for a chair for the unexpired term to the Board for its approval.
 - (v) Except as otherwise provided, where there is a vacancy in the position of Co-Chair, the Nominating Committee will submit a nomination for the unexpired position or positions to the Board for its approval.
 - (vi) Except as otherwise provided, the procedures the Nominating Committee follows for submitting nominations for unexpired terms will be the same procedures it follows for submitting nominations for expired terms.
 - (vii) The Nominating Committee will be composed of the officers of the Board, as described in section 7.01 of these Bylaws, and members appointed by the President and approved by the Executive Committee. The Secretary will chair the committee. Where there is no Secretary, the Co-Chairs of the Board will appoint the chair.

Section 9.02 Committees

- (a) Ad Hoc
 - (i) From time to time, the Co-Chairs may establish such ad hoc committees as may be helpful to the Board in carrying out its work. Ad hoc committees are to be appointed, as the need arises, to carry out specified tasks, at the completion of which it automatically ceases to exist.
 - (ii) An ad hoc committee may not be appointed to perform a task that falls within the assigned function of an existing standing committee.
 - (iii) The chairpersons of all ad hoc committees will be directors of the Board and appointed by the Co-Chairs. In addition to chairs, staff members of the Development Office may be appointed by the Co-Chairs to an ad hoc committee. Members of the university community may be appointed by the Co-Chairs to an ad hoc committee in a non-voting capacity.

- (iv) The chairperson of an ad hoc committee may be appointed by the Co-Chairs to serve on the Executive Committee. The Co-Chairs are not required to appoint an ad hoc committee chairperson to the Executive Committee and, where there is more than one ad hoc committee, may appoint the chairperson of one ad hoc committee and not appoint the chairperson of another. Such appointment will have effect only with the approval of a majority of the Executive Committee.
 - (v) Ad hoc committee will define their goals and objectives in a manner consistent with the objectives and directives of the Co-Chairs and the approval of the Board.
 - (vi) The Board may adopt regulations consistent with this document to govern the formation, selection, conduct, and operation of the ad hoc committees.
- (b) Working Committees
- (i) From time to time, the Co-Chairs may establish such working committees as may be helpful to the Board in carrying out its work. Working committees are to fulfill the goals and objectives set by the Board.
 - (ii) The chairpersons of all working committees will be directors of the Board and appointed by the Co-Chairs. In addition to directors, staff members of the Development Office may be appointed by the President to a working committee. Members of the university community may also be appointed by the Co-Chairs to a working committee in a non-voting capacity.
 - (iii) Working committees will define their goals and objectives in a manner consistent with the objectives and directives of the Co-Chairs and the approval of the Board.
 - (iv) The Board may adopt regulations consistent with this document to govern the formation, selection, conduct, and operation of the working committees.

Section 9.03 Manner of Acting by Committees

Each committee will be responsible for fulfilling the duties assigned by the bylaws, the Co-Chairs, the Board, or the Executive Committee. Acts of a majority of the committee members present at any meeting will constitute the act of the committee. Where a matter comes to the Board for action by the Board by a vote of a committee, and that vote came from a committee meeting where a majority of the committee members were not present, the Board will be informed of such.

Section 9.04 Committee Members and Their Term of Office

- (a) Except as otherwise provided, the Co-Chairs, with the advice of the committee chairperson(s), will select committee members taking their preferences of the committee member, the committee size, and other committee assignments into consideration.
- (b) Except as otherwise provided herein or in the resolution establishing the committee, the term of each standing committee member and working committee member will be one year. There is no limit on the number of terms, consecutive or otherwise, that a committee member may serve.
- (c) Except as otherwise provided herein or in the resolution establishing the committee, the term of each ad hoc committee member will be determined by the Co-Chairs.

Section 9.05 Committee Chairpersons

- (a) Except where otherwise provided, the Co-Chairs will appoint the chairs of each committee.
- (b) Where the chair of a committee is appointed by the Co-Chairs, the Co-Chairs may appoint more than one person to chair a committee. Where there is more than one chairperson appointed, both will be afforded the same privileges as if each were the sole chairperson.
- (c) If a chair of a committee is not present at a scheduled meeting of that committee where appropriate notice has been given as provided in these bylaws, where the absence is:
 - (i) anticipated, the chairperson will, in a timely manner, designate another committee member to act as chair for that meeting who will conduct and report upon the meeting as they were the chairperson of the committee;
 - (ii) unanticipated, the committee members present will select from amongst themselves a chair for that meeting who will conduct and report upon the meeting as they were the chairperson of the committee.

Section 9.06 Committee Vacancies

A vacancy in the membership of any committee may be filled by an appointment made in the same manner as the original appointment.

Section 9.07 Resignation or Removal of Committee Members

A member of any committee of the Board may resign at any time by tendering their resignation in writing to the Board. The Executive Committee may, at any time, remove any member from a committee.

Section 9.08 Advisory Nature of Committee Action

Any action recommended by any committee, other than the Executive Committee, will be reviewed by the Executive Committee and may require a vote of the Board before it takes effect.

Article X. POLICY OF NONDISCRIMINATION

The Association welcomes and encourages participation in its programs and services by all who may be interested, and abides by the same policy of nondiscrimination adopted by the University.

Article XI. AMENDMENTS

Section 11.01 Bylaw Review

- (a) Each Co-Chair will review these bylaws prior to becoming Co-Chair and will report the conclusions of this review to the Executive Committee.
- (b) Nothing in this Article limits any member of the Board from reviewing the bylaws or from proposing amendments to the bylaws.

Section 11.02 Rules for Amendment

These bylaws may be amended by a two-thirds vote of the full voting membership of the Board provided the proposed amendment has been sent to every member of the Board by the Co-Chairs for consideration at least thirty (30) calendar days prior to adoption.

Article XIII. EFFECTIVE DATE

These bylaws are in effect as of July 9, 2018 and supersede and are controlling over any and all previous bylaws; except to the extent that any previous set of bylaws will be controlling for any act or matter occurring during its effect, unless otherwise provided herein.