

Bylaws of The Jack C. Massey Graduate School Of Business Alumni Association

Article I. Name and Nature

The name of the organization shall be the “Jack C. Massey Graduate School of Business Alumni Association”.

Article II. Purposes

1. To promote the mission and on – going success of The Jack C. Massey Graduate School of Business.
2. To promote mutually beneficial relationship between the alumni of The Jack C. Massey Graduate School of Business, its administration, faculty, students and the Belmont Community.
3. To maintain closer relationships among The Jack C. Massey Graduate School of Business alumni.
4. To promote closer relationships between The Jack C. Massey Graduate School of Business and the business community.
5. To provide alumni with opportunities for career networking.
6. To provide alumni with further educational opportunities on topical business issues.

Article III. Membership

The membership in The Jack C. Massey Graduate School of Business Alumni Association shall include:

1. All graduates of The Jack C. Massey Graduate School of Business, who shall be designated as full members and may vote at all elections.
2. Any person from the following who indicates an interest in the organization:
 - a. Present or former faculty or staff of The Jack C. Massey Graduate School of Business, who shall be designated affiliate members.
 - b. Contributors to The Jack C. Massey Graduate School of Business who (at the Board’s discretion) be designated affiliate members.

All affiliate members may not vote, but shall enjoy all other rights and privileges of The Jack C. Massey Graduate School of Business Alumni Association.

Article IV. Board of Advisors and Executive Committee

Section A. Board of Advisors

1. The Jack C. Massey Graduate School of Business Alumni Board of Advisors shall meet at least six times per years. The membership of the Board shall be set at a minimum of 15 members. The Board will elect a President, President – Elect,

- Secretary and Treasurer. Additionally, the Dean of the Jack C. Massey Graduate School of Business shall designate a liaison to serve on the Board as a representative of the school. After proper notification of a meeting of the Board of Advisors, that number of voting members attending such properly convened meeting shall constitute a quorum for the transaction of business.
2. Have three standing committees with appointed chairpersons. These committees shall be Networking, Recruiting, and Development. The chairpersons shall develop the goals intended to be accomplished within their respective committees by December for implementation in the following calendar year. These shall be presented to the entire Board by December for approval.
 3. The Board will stimulate interest in and coordinate activities of growth, development and leadership, which serve to promote the Graduate School of Business and fellowship among Alumni. It shall:
 - a. Serve as an advisory body to the Dean of The Jack C. Massey Graduate School of Business.
 - b. Have the Advisors available to interface with the appropriate community business and public leaders.
 - c. Have the Advisors available for recruiting activities with respect to prospective students and faculty.
 - d. Provide and facilitate an active network for career opportunities.
 - e. Appoint ad hoc committees as necessary to carry out its intended goals.
 - f. Promote and provide support for development activities.
 - g. Oversee the development and disbursements of the Alumni Endowment Fund.
 - h. Actively participate in carrying out the purposes of the Alumni Association.
 4. Advisors shall be elected by a majority vote of the members of the Massey Graduate School of Business Alumni Board of Advisors for three – year terms. If during the term of office any Advisor decides not to complete his term of office, he/she may serve notice to the Executive Committee and the Nominating Committee will select a person to serve out the remaining term. The Board of Advisors will be elected by majority vote of the Board based on recommendations of the Nominating Committee.
 5. Except for those Advisors who are nominated to serve as offices of the Board, no alumnus may be nominated to the Board for than more than two consecutive three – year terms. By selection of the Advisors, those individuals elected, as officers shall be permitted to serve beyond the six consecutive year period cite therein to permit and ensure continuity of leadership within the Board of Advisors. After their term of office, the President, President – Elect, Secretary and Treasurer shall serve as ex officio members for one year.
 6. Two (2) consecutive absences of any member of the Board of Advisors, which are not excused in a manner and time satisfactory to the Board, shall, at the discretion

of the Board and by a majority vote of the Board, automatically effect a vacancy as to the absent and unexcused member's place on the Board of Advisors. Voting privileges may be exercised only by those members who are present at the meeting. Voting by proxy is prohibited.

7. If it is the belief that a Advisor and/or Executive Committee officer is not representing the Board and/or the Association in professional and responsible manner, the Board by a two-thirds vote may remove said Advisor/Officer.

Section B. The Executive Committee

The Executive Committee shall consist of the President, President – Elect, Secretary and Treasurer and shall act for the Board of Advisors between meetings of the full board. The Dean or his/her designee shall serve as an ex officio member of the Executive Committee. The Executive Committee will meet as needed.

Section C. The Nominating Committee

1. The Nominating Committee shall be appointed by the President and shall include the President, President – Elect, and the Immediate Past President of the Association.
2. Until the Board reaches the size of 15, the committee shall solicit, from each class, nominations for the Board of Advisors and send ballots to each class member for the majority election.
3. After the Board reaches the size of 15, the Committee shall solicit from members of the Association nominations for vacant positions. The Nominating Committee's slate of Advisors shall be reviewed and accepted by the Executive Committee prior to the Election at a General Meeting.
4. The Committee shall solicit nominations, from the Board of Advisors, for the Executive Committee no later than September each year for the following year's term. The slate of Executive Committee nominations shall be presented to the Board of Advisors for approval by October.
5. The Committee will be called into special session by the President to nominate an individual to fill a vacated office.

Article V. Officers (Executive Committee)

Full voting members of the Association shall be eligible to serve as officers.

Section A. The President

1. The President shall be elected by the Advisors annually and shall serve a one – year term, or until his/her successor assumes office. If the President – Elect becomes President prior to his/her elected term, is shall be choice of the then President to determine whether to serve only that term or to serve the initially elected term as well.
2. Duties:
 - a. To preside at all meetings of the Board and of the Association at large.
 - b. To appoint all committees and chairpersons.
 - c. To guide and direct the activities of the Association.
 - d. To prepare a report to be presented at the general meeting of the Association.
 - e. To oversee the maintenance of a balanced representation among past classes.
 - f. To perform such other duties as may be outlined hereinafter or that normally appertain to the office.

Section B. The President - Elect

The President – Elect shall be elected by the Advisors annually and shall serve as one – year term, or until his/her successor assumes office. He/she shall be responsible for duties of the President in the President’s absence. The President – Elect shall coordinate General Meeting activities and perform other duties as normally expected of the office.

Section C. The Secretary

The Secretary shall be elected by the Advisors annually and shall serve as one – year term, or until his/her successor assumes office. The Secretary shall serve as recorder for all General Meeting activities and perform other duties as normally expected of the office. He/She shall be responsible for distribution and ensure acceptance by the Board of previous meeting’s minutes. He/She shall ensure that all business conducted by the Advisors and the Association are in compliance with these Bylaws.

Section D. The Treasurer

The Treasurer shall be elected by the Advisors annually and shall serve a one – year term. He/she shall be responsible for promoting participation and growth of the Massey Endowment Fund. He/she shall prepare an annual report on the status of the Massey Endowment Fund and present the report at a general meeting. He/she shall also perform such other duties as are normally expected of the office.

Article VI. General Meetings

It is the interest of the Board to have at least six general meetings per year.

Article VII. Amendments

The Bylaws may be amended by a majority vote of the Executive Committee and confirmed by a majority of those Advisors present and voting at a meeting of the Association's Board of Advisors. Advisors shall receive notification of proposed amendments at least two weeks prior to their meeting. All amendments shall be reviewed and approved by the Dean of the Jack C. Massey Graduate School of Business.

Article VIII. Advisor and Officer Indemnification

Pursuant to Tennessee Code Annotated Section 48-58-507(2), Belmont University shall indemnify an individual who is made a party to a lawsuit because such individual is or was a advisor or officer of the organization. The indemnification shall be for any liability incurred in the proceeding and, prior to the disposition thereof, advance the reasonable expenses incurred by such individual to the extent permitted under Sections 48-58-502 and 48-58-504 of the Tennessee Code. The determination of entitlement to indemnification and advancement of expenses shall be made in accordance with Section 48-58-506 of the Tennessee Code.

Article IX. Waiver of Notice

A Advisor may waive any notice required to be given by the Tennessee law, the charter or these Bylaws before or after the date and time stated in the notice. The waiver must be in writing, signed by the Board member entitled to the notice and delivered to the organization and filed in the organization's minutes or records, except that a Board member's attendance at or participation in a meeting will constitute waiver of notice. Neither the business to be transacted at, nor the purpose of, any meeting of the Board of Advisors need be specified in any waiver of notice.

These Bylaws are made and entered into as of the 12 day of May, 2003.

By: _____
Damon T. Hininger
President

By: _____
Meredith Glasgow Palmer
Secretary

Reviewed by:

James Clapper
Dean, Jack C. Massey Graduate School of Business