

BYLAWS
The University of North Carolina at Chapel Hill
Gillings School of Global Public Health Alumni Association

Article I. NAME

The name of the organization shall be The University of North Carolina at Chapel Hill Gillings School of Global Public Health Alumni Association, hereafter referred to as the "Alumni Association."

Article II. MISSION

The mission of the Alumni Association is:

- To be an indispensable and engaged partner of the Gillings School of Global Public Health, hereafter referred to as the "School."
- To enhance the School, and its communities, as leaders in public health education, service, and research.
- To maximize connectivity among students, alumni, faculty, staff and friends of the School.

Article III. ALUMNI ASSOCIATION MEMBERSHIP

- A. General - All graduates of any degree or certificate-granting program of The University of North Carolina at Chapel Hill Gillings School of Global Public Health are members of the Alumni Association.
- B. Honorary - Non-graduates who are or have been faculty or staff of the School and financial contributors to the School may be elected as members by majority vote of the Governing Board.

Article IV. DUES

The Alumni Association is open to membership without requirement of payment of dues. Constituent chapters also are open to membership without the requirement of payment of dues.

Article V. GOVERNING BOARD

The Governing Board shall constitute the responsible governing body of the Alumni Association. The Governing Board shall manage the business and affairs of the Alumni Association. It shall have the powers necessary to carry out the mission of the Alumni Association as set forth in Article II.

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- A. Composition.** The Alumni Association Governing Board, hereafter referred to as the “Board,” is composed of voting and non-voting members.
- (i) The **voting** members shall include: the elected officers, a minimum of four (4) at-large directors, one designated leader of each chapter (as described in Article IX), and others as approved by a majority vote of the Board.
 - (ii) The **non-voting** ex officio members shall include the following staff of the Gillings School of Global Public Health: Director of Alumni Relations, Dean, Associate Dean for Advancement, Assistant Dean for Student Affairs, Co-Presidents of the Student Government, Co-Presidents of the Minority Student Caucus, current Department Chairs, current Program/Curricula Directors, and others as approved by a majority vote of the Board.
- B. Duties of Governing Board Members**
- (i) Voting members of the Board shall attend Board meetings and participate in one or more committees of the Board.
 - (ii) Non-voting members of the Board shall be informed of and remain eligible to attend Board meetings and be eligible to serve on one or more committees of the Board.
- C. Meetings of the Governing Board.** At least four regular meetings shall be held each year, the time and place to be set by the Board. Special meetings of the Board may be called by the President. In both cases Board members shall receive at least a two-week notice of the meeting. This notice may be given in writing, by e-mail or by any other reasonable method. One-third of the voting members of the Board may request, in writing, additional meetings.
- D. Quorum.** A quorum shall be 50 percent of the voting members.
- E. Meeting Attendance by Telephone or Videoconference.** If a member is not reasonably able to attend the meeting in person, participation may be by telephone or videoconference, so long as the member can hear, or be advised of the discussion of business, and the other members can hear, or be advised of the absent member’s votes or comments. A member participating by telephone or videoconference may count toward a quorum.

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- F. Election of Officers and Directors at Large.** Candidates for open positions shall be nominated by the membership of the Alumni Association. Nominating Committee members may also nominate candidates for the vacant positions. The Nominating Committee shall select a candidate for each position from those nominated and present the slate to the Board for approval. Election shall be by a majority vote of the current members of the Board. The vote may be taken at a meeting or via e-mail.
- G. Terms of Office.** No voting member shall serve more than two consecutive terms in the same position, unless the Nominating Committee is unable to find a replacement and the member is re-nominated. Terms of office for the Governing Board members shall be:
- (i) President: Two (2) years.
 - (ii) President Elect: One (1) year.
 - (iii) Immediate Past President: One (1) year.
 - (iv) Secretary/Treasurer: Two (2) years, beginning in the second year of a presidential term.
 - (v) At-Large Directors: Two (2) years
 - (vi) Leaders of each Chapter: As decided by the group they represent.
- H. Resignations.** Any voting member may resign at any time by giving notice of resignation to the President.
- I. Vacancies.** Vacancies created by the death, resignation, or disqualification of Officers or Directors shall be filled by appointments from among the Alumni Association membership by majority vote of the Board for the unexpired portion of the term.

Article VI. OFFICERS

- A.** The **Officers of the Governing Board** shall include the President, President-Elect or Past President, and Secretary/ Treasurer.

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B. Duties of the Officers.

- (i) The *President* shall preside at all meetings of the Board and the Executive Committee. The President shall appoint members of the standing and ad hoc committees. In addition the President serves as a member of the Board of Directors of the General Alumni Association of the University of North Carolina at Chapel Hill and the Board of Directors of the Public Health Foundation.
- (ii) In alternate years the *President-Elect* shall assume the duties of the President when the President is absent or incapacitated, shall have the same power and duties when acting in that capacity and shall perform whatever duties the Board may from time to time assign.
- (iii) In alternate years the immediate *Past President* shall assume the same duties as the President-Elect.
- (iv) The *Secretary/Treasurer* shall:
 - (a) have charge of such books, documents and papers as the Board may determine; shall keep, or cause to be kept, a true and complete record of the meetings of the Board and Executive Committee; shall give, or cause to be given, notice of all meetings of the Board; shall keep, or cause to be kept, a listing of all persons who are members of the Board.
 - (b) shall keep, or cause to be kept, full and accurate accounts of receipts and disbursements in the name of the Alumni Association; shall give to the President or Board, whenever they require it, an account of transactions as Treasurer and of the financial condition of the Alumni Association; and shall, in general, perform all duties incident to the office of Secretary/Treasurer, subject to the control of the Board. [See also Article VIII, Finances].

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Article VII. COMMITTEES

A. Standing Committees

- (i) The *Executive Committee* of the Board shall be composed of the President, President-Elect or Past President, Secretary/Treasurer, and the At-Large Directors. The Director of Alumni Relations shall serve as an ex-officio member of the Alumni Association Executive Committee. The Executive Committee shall meet via conference call or e-mail as needed to plan the Board's work, approve chapter allocations when requested, and fulfill other tasks assigned to them by the Board.
- (ii) The *Awards Committee* shall annually conduct the communication and selection process for the Greenberg Award, Barr Award, and such other awards as may be established or delegated to it. The Chair and Co-chair of the committee must be members of the Board but other members may or may not be members of the Board. The committee will perform its duties in accordance with procedures that are or may be specifically established for the awards.
- (iii) The *Bylaws Committee* shall annually review the Bylaws to ensure the document is consistent with the needs and activities of the Alumni Association and the School. All members of this committee must be voting members of the Board.
- (iv) The *Nominating Committee* shall be composed of the President, President-Elect or Past President and three other members who are either current or past voting members of the Board. This committee shall prepare a slate consisting of one nominee for each vacancy. This slate shall try to make the Board broadly representative of the UNC Gillings School of Global Public Health alumni body.

- B. Ad Hoc Committees** may be appointed and have duties as defined by the President and approved by the Board. They shall be dissolved at the end of the term of office of the appointing President unless their commission is completed at a sooner date, or unless continued by the new President.

Article VIII. FINANCES

- A. Fiscal Year.** The Gillings School of Global Public Health shall establish the Board's fiscal year.

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- B. **Budget.** A budget shall be prepared annually by the Executive Committee and approved by the Governing Board.
- C. **Financial Statements.** The Secretary/Treasurer shall provide a financial statement for distribution to board members at each quarterly meeting.
- D. **Audits.** The Alumni Association funds are held within the Public Health Foundation, which is audited annually.

Article IX. AFFILIATION

- A. The Alumni Association is affiliated with the *UNC at Chapel Hill Public Health Foundation, Inc.*, an independent 501(c) 3 organization established to aid and promote the UNC Gillings School of Global Public Health, its departments and programs to enrich the learning, discovery and service mission of the School.
- B. The Alumni Association maintains an informal affiliation with the *General Alumni Association of The University of North Carolina at Chapel Hill*, a dues-based membership organization.
- C. Affiliated *chapters* of the Alumni Association may be created by application to and approval of the Board.
 - (i) Affiliated chapters may represent current or historic academic departments or programs of the School; or they may also be geographically or constituently-based.
 - (ii) The bylaws and mission of the affiliated chapters shall not be in conflict with the bylaws of the Alumni Association. The affiliated chapter shall elect or appoint its own officers.
 - (iii) The official name of the affiliated chapter shall be the [Name] Chapter of The University of North Carolina at Chapel Hill Gillings School of Global Public Health Alumni Association.

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Article X. AMENDMENTS

These bylaws and the component articles may be amended, supplemented, or repealed by the affirmative vote of at least two-thirds of all alumni who return the mail or email ballot regarding the amendments by the specified date. The Board shall send, or make available on line to the members of the Alumni Association a copy of the proposed amendments at least thirty days prior to the voting deadline. The bylaws shall become effective upon approval by the alumni responding.

Any alumna or alumnus of the UNC Gillings School of Global Public Health may submit a proposed amendment for consideration by the Bylaws Committee and the Governing Board. The proposed amendment must be submitted in writing to an officer of the Alumni Association.

Previously Amended:

March 29, 1979
March 20, 1980
March 25, 1982
March 29, 1984
March 20, 1986
March 30, 1989
March 24, 1992
March 29, 1996
March 10, 1997
April, 1997
June, 1998
April, 2000
March, 2003
July, 2004
October, 2007
August, 2010
June 25, 2012
June 13, 2014