



Leadership Rockwall Alumni Association Bylaws

Article I. Name and Mission

Section 1.01 Name

The name of the organization is the Leadership Rockwall Alumni Association. The Leadership Rockwall Alumni Association (“Alumni Association”) is organized as a committee of the Rockwall Area Chamber of Commerce (“Chamber”).

Section 1.02 Mission

Leadership Rockwall is dedicated to growing and maintaining a network of leaders in our community through the class program and the Alumni Association.

Article II. Membership

Section 2.01 Eligibility

Any person who has successfully completed the Leadership Rockwall Class Program requirements is eligible for membership in the Alumni Association. Such persons are hereinafter referred to as “Alumni”.

Section 2.02 Dues

Dues for membership in the Alumni Association shall be established annually by the Alumni Board (as defined below), and become effective upon notification to the members of the Alumni Association.

Article III. Structure

Section 3.01 Fiscal Year

The Fiscal Year for the Association shall be January 1st to December 31 of each year.

Section 3.02 Board of Directors

The governing body of the Alumni Association is a Board of Directors (“Alumni Board”). Only the Alumni Board, acting as a legitimately constituted body, shall have authority to act on behalf of or in any way commit or bind the resources or funds of the Alumni Association.

The Alumni Board shall be comprised of nine (9) voting members, plus the President of the Chamber of Commerce Board or her/his designee, who shall serve *ex officio*.

Seven (7) of the voting members shall be At-Large Members, elected from the Alumni. Two (2) of the voting members shall be elected from the Graduating Class, as provided in Section 4.

Each member of the Alumni Board shall accept the following responsibilities:

- Attend regular and special meetings of the Alumni Board and the Alumni Association.
- Serve on at least one committee.
- Be knowledgeable about the Association and the Leadership Rockwall Program, policies and events.
- Represent the Association and LR program in a suitable manner to the general public when requested or required to do so.
- Work to ensure fulfillment of the Alumni Association’s mission and purpose.
- Actively participate in the Association and support the association through personal contributions or fundraising activities.
- Conduct self with high ethical and moral standards, exhibiting integrity in all interactions on behalf of the Association.

Section 3.03 Officers

The Officers of the Alumni Board shall be Chair, Vice Chair, Secretary and Treasurer, with duties as follows:

(a) Chair

The Chair shall be the principal executive officer of the Alumni Association and shall, in general, supervise and direct all business and affairs of the Alumni Association. The Chair shall officially represent the Alumni Association at all

formal events. The Chair shall preside at meetings of the Alumni Board and Association and perform all duties incident to the office of Chair. The Chair, or his/her designee, shall be an ex-officio member of each Alumni Board committee. The Chair shall prepare and submit a full report of the activities and programs each year to the Alumni Association at the Annual Meeting. The Chair shall perform all other duties as assigned by the Alumni Board.

(b) Vice Chair/Program Chair

The Vice Chair, in the absence of the Chair, shall perform the duties of the Chair, and when so acting, have all the powers of the Chair. The Vice Chair, or his/her designee, shall serve as parliamentarian at all meetings of the Board and Association. As Program Chair, the Vice Chair shall oversee the Class Program. The Vice Chair will work with the Class Co-Chairs to facilitate and coordinate the program. The Vice Chair shall perform all other duties as assigned by the Chair and/or Alumni Board.

(c) Secretary

The Secretary shall be responsible for keeping minutes of the meetings of the Board and association, for all correspondence of the Board and for the safe-keeping of all records and documents of the Board and Association. The Secretary shall perform all other duties as assigned by the Chair and/or the Alumni Board.

(d) Treasurer

The Treasurer shall be responsible for maintaining financial records and preparing financial statements for the Alumni Board and Chamber. The Treasurer shall report at the Annual Meeting on the financial condition of the Association. The Treasurer shall reconcile the Leadership Rockwall Alumni Association's financial records in conjunction with the Chamber's Year-End. The Treasurer shall perform all other duties as assigned by the Chair and/or the Board.

Section 3.04 Vacancies

In the event of death, resignation or termination (collectively, "Terminating event") of any Board member as provided in Section 4.0 (c), the remaining Board Members may appoint a replacement from Alumni in good standing with the association. Such replacement Board member shall serve only until the next Annual Alumni Meeting, at which time a Member shall be elected to fill the unexpired term, if any, of the Terminating Member. The Board shall elect from its members to fill any Officer vacancy.

Section 3.05 Committees

The committees of the Alumni Board shall be Standing committees, ad hoc committees or Task Force Committees. Any Board member may serve as chair of a committee. The Alumni Board may establish ad hoc committees or Task Force committees when appropriate to accomplish the goals of the Alumni Association. The Alumni Board shall select the chair of each committee, and shall promptly fill any vacancy therein.

Committee chairs are empowered to assemble a group of volunteers from the Alumni Board and Alumni in good standing to meet the needs of the committee. Each chair is responsible for submitting a written report of activities, accomplishments and goals to the Alumni Board for presentation at the Annual Meeting. The Board may request other reports and recommendations from each chair as needed.

Each committee shall operate within the terms set by the Alumni Board, which shall define the committee's purpose, objectives, goals, and stakeholders. No committee shall have authority to act on behalf of or in any way bind the Alumni Board, Alumni Association or Chamber of Commerce without prior approval from the Alumni Board.

Standing Committees shall be:

(a) Governance Committee

The Governance Committee shall be responsible for the Alumni Association's bylaws, including periodic review and revision, for ensuring that proper nomination and election procedures are followed, and for recommending to the Alumni Board any changes or revisions it determines may be useful to the efficient conduct of business or the sound operation of the Alumni Association or Alumni Board. The Governance committee shall be responsible for conducting the annual election of Board members.

(b) Leadership Rockwall Program Committee

The Leadership Rockwall Program Committee shall be responsible for planning and implementing the annual program, in concert with the co-chairs. The Program Committee shall also organize the class graduation program. The committee may also provide recommendations related to the program to the Board.

The election of Class Co-Chairs shall be by the Alumni Board from eligible Alumni at the first Board meeting in June of each year. The duties of the Class Co-chairs are to facilitate and coordinate the class program under the direction of the Vice Chair/Program Chair.

(c) Sponsorship Committee

The Sponsorship Committee shall secure monetary and other forms of sponsorship for specific events of the Leadership Rockwall Program, as well as functions and events of the Leadership Rockwall Board and Alumni Association as deemed necessary and appropriate by the Board.

(d) Alumni Committee

The Alumni Committee shall act as the liaison between the Board, Class and Alumni. The committee shall maintain and update contact information on all Alumni as practicable, communicate events and information to Alumni in a timely fashion, and encourage Alumni participation. The Alumni committee is responsible for coordinating an annual Alumni event.

(e) Public Relations/Web Committee

The Public Relations/Web Committee shall provide information about the Board, Class and Alumni Association to media outlets in a timely fashion. The committee shall also maintain and update information on the Leadership Rockwall web page as needed.

Section 4.01 Terms of Office

The Alumni Board shall consist of nine (9) members with the following terms:

1. Two (2) Graduating Class Members, chosen annually in May by the graduating Leadership Rockwall Program class members, to serve a term of one year only, provided that this shall not later limit their ability to serve, or length of service, as an elected AT-Large member of the Alumni Board.
2. Seven (7) At-Large Members to serve staggered two-year terms in Place Numbers as follows:

Place 1, Place 2, Place 3, Place 4, Place 5, Place 6, Place 7.

In order to have staggered terms, Odd Place Numbers (1, 3, 5 and 7) shall be elected in odd calendar years, and the Even Place Numbers shall be elected in even calendar years. At-large members may not serve more than six (6) years continuously, but full eligibility for election shall be restored after a break in service of one (1) year.

3. As its first order of business each year, the Alumni Board shall elect its officers and class co-chairs.
4. All terms shall commence June 1st.

Section 4.02 Eligibility, Nominations, Elections and Termination of Membership

a. Eligibility

Each Alumni Board Member shall at all time during the term of office be a member in good standing of the Alumni Association. A Member in good standing shall be current on all dues payments and other financial obligations to the Alumni association, as well as satisfy all other requirements as may be determined by the Alumni Board.

b. Nominations and Elections

The at-large members of the Alumni Board shall be elected by a vote of the Alumni in good standing at the annual meeting. Ballots shall be mailed or e-mailed to each alumnus in good standing at least 30 days prior to the date of the annual meeting. Ballots shall be collected and tallied, and results will be reported, at the annual meeting. Members shall be elected in order by the number of votes. The governance committee shall solicit qualified nominations for the at-large positions and shall be responsible for the conducting of the election as set forth herein and announce the results as the last order of business at the annual meeting.

c. Termination of Membership

Membership on the Alumni Board may be terminated by death or voluntary written resignation. Membership may otherwise be terminated only by a vote of a majority of the other Board members upon the determination by a majority vote of the Alumni Board acting in their sole discretion that such Alumni Board member has:

- i. Engaged in conduct detrimental to the best interests of the Alumni Association;
- ii. Failed to attend, or has been absent without a legitimate excuse, from more than two regular meetings of the Alumni Board during one fiscal year; or
- iii. Failed to remain a member in good standing of the Alumni association, or to satisfy any other qualification for office, or otherwise to carry out his or her duties.

Section 4.03 Meetings

All meetings of the Alumni Board and Alumni association shall be conducted in accordance with the latest edition of Robert's Rules of Order. All meetings of the Board and Alumni association, except for matters concerning personnel, legal, or other privileged issues shall be open to all Alumni in good standing.

(a) Annual meeting

The annual meeting shall be held each year during the month of April. Written notice of the time and place of the annual meeting shall be given to each alumnus in good standing at least 30 days in advance.

(b) Regular meetings

The Alumni Board shall hold regular meetings at least quarterly at a time and place to be set by the Alumni Board for their convenience, and shall be posted for the membership on the Leadership Rockwall and/or the Chamber of commerce websites at least 10 days in advance of each meeting.

(c) Special meetings

Special meetings may be called at any time by the Chair or by any three (3) Alumni Board members, with notice to the Alumni if an when practicable. The minutes of any special meetings, except for matters concerning personnel, legal or other privileged issues, shall be posted or otherwise distributed to the Alumni in the event that adequate prior notice is not given.

(d) Quorum

A quorum for the transaction of business at any meeting of the Alumni Board shall be one-half the number of sitting Alumni Board members plus one.

(e) Committee meetings

Committees shall meet as needed with the chair responsible for scheduling such meetings. A majority of the committee members shall constitute a quorum for conduct of the committee's business.

(f) Meeting agenda items

Any item to be considered at the annual meeting must be received by the Chair at least fifteen (15) days prior to the annual meeting and approved by the Alumni Board prior to placement on the agenda. Any item considered at a regular meeting of the Alumni Board must be received by the Chair at least forty-eight (48) hours prior to the meeting.

Section 4.04 Amendments

- (a) These Bylaws may be amended by a two-thirds (2/3) majority vote of the Alumni Board, at any regular or special meeting of the Alumni Board, provided that all Alumni in good standing shall be given notice of the issues to be voted upon not less than ten (10) business days prior to the meeting.
- (b) Notice of proposed changes to the Bylaws and of the time and place of the meeting to consider those changes may be given by:
 - (1) Notice mailed, faxed or e-mailed to each member, at the address(es) on record with the Alumni association, and including a copy of the proposed changes, or
 - (2) Posting a copy of the proposed changes and the time and place the meeting to consider such changes at the offices of the Chamber of Commerce, and on the Leadership Rockwall and/or Chamber of Commerce website(s) at least ten (10) business days prior to, and which remain so posted until, the date of the meeting to consider those changes, provided each Alumni in good standing shall be given notice by mail, fax, or e-mail that the proposed changes are being posted and the time and place of the meeting at which the Alumni Board shall consider such changes.
 - (3) No amendment to these Bylaws may conflict with any by-law, resolution or written policy of the Chamber of Commerce.