



**BY-LAWS
OF THE
GREATER BIRMINGHAM AUBURN CLUB
CHARTER MEMBER OF
THE AUBURN ALUMNI ASSOCIATION**

ARTICLE 1: MEMBERSHIP

Membership in the Greater Birmingham Auburn Club is based solely on membership in the Auburn Alumni Association and the current membership status in that organization as maintained by the Association. The levels of membership are defined by the Auburn Alumni Association and are outlined on their website and in literature from the Association. Any current member of the Auburn Alumni Association is by definition a member of the Greater Birmingham Auburn Club.

ARTICLE 2: DUES

~~All membership dues are paid to the Auburn Alumni Association. The fee schedule is maintained and published by the Association and all dues collected by the Greater Birmingham Auburn Club will be forwarded to the Association for processing of the membership in the Association.~~ No membership dues will be charged by the Greater Birmingham Auburn Club. **All graduates will remain General Members of the Auburn Alumni Association, with no monetary contribution required. Life Memberships will be available from the Auburn Alumni Association and those gifts will support Auburn University.**

ARTICLE 3: EXPENSES

No expenses that cannot be met by the funds on hand shall be incurred by the Club except with the approval of two-thirds (2/3) of the members of the Board of Directors at the meeting where such is proposed, and then only when the ways and means for meeting the obligations so incurred are provided for with a plan for repayment. Where funds are available, the President is empowered to authorize the Treasurer to process an expenditure of up to \$1000 for any purpose consistent with the Constitution without any additional authority being necessary. Any payments over \$1000 will require double signatures by the current President and Treasurer of the Greater Birmingham Auburn Club. All expenses (no matter the amount) will be reviewed by the Board of Directors each month via monthly expense and income reports to ensure accountability for any payments made to any vendor or person. All income will be verified by a minimum of two officers in the Club.

ARTICLE 4: DUTY OF THE OFFICERS

The Club shall be governed by an Executive Committee consisting of the following Officers, each of which shall have the following duties:

Section 1: The President shall preside at all meetings at which he/she is present; shall exercise general supervision over the affairs and activities of the Club; shall appoint standing and special committees and shall serve as ex officio of all standing committees.

Section 2: The Vice President shall assume the duties of the President during his/her absence. The Vice President shall assist the President in carrying out the programs and activities of the Club at the discretion of the President. Additional duties include overall management of the Donor Society fund raising for the year. Activities include managing Donor Society member lists, corresponding to prospective Donor Society members, providing means for joining the Donor Society at each appropriate event and contacting potential Corporate Donor Society members.

~~**Section 2:**~~ **Section 3:** The Treasurer shall receive all club funds, keep them in a bank or depository selected or approved by the Club and shall pay only receipted funds in accordance with actions of the President, Board of Directors or of the Club as a whole. The Treasurer shall serve as Chairman of the Finance Committee. ~~The Treasurer shall assume the duties of the President during his/her absence.~~

~~Section 3: Membership and Donor Society Chair~~ **Section 4: The Engagement Officer** shall be in charge of all matters pertaining to the ~~procurement recruitment~~ of new members to the Auburn Alumni Association **involvement in The Greater Birmingham Auburn Club** and the maintenance and preservation of the total membership. ~~Membership and Donor Society Chair shall also work closely with the Auburn Alumni Association in keeping accurate and up-to-date lists of Auburn students and alumni in the area. Additional duties include overall management of the Donor Society fund raising for the year. Activities include managing Donor Society member lists, corresponding to prospective Donor Society members, providing means for joining the Donor Society at each appropriate event and contacting potential Corporate Donor Society members.~~

~~Section 4:~~ **Section 5:** The Secretary shall keep the minutes of all meetings of the Club and the Board of Directors which shall be an accurate and official record of all business transacted. The Secretary shall also be the custodian of all Club records. The Secretary will provide all end of the year reports required by the Auburn Alumni Association.

Section 6: The Communications Officer shall also work closely with the Auburn Alumni Association in keeping accurate and up-to-date lists of Auburn students and alumni in the area. The Communications Officer will develop and implement communications by designing and executing communications projects and distributing communications media. The Communications Officer will be responsible for ensuring internal communications is maintained and will manage the organization's social media communications, websites, newsletters, press releases and develop working relationships with journalists, media outlets and other stakeholders.

~~Section 5:~~ **Section 7:** The Past President/Officer at Large shall serve in a supporting role and perform such duties as assigned by the President. This position shall vote on the Executive Committee only in the event of a tie vote. The Past President/Officer at Large will chair the nomination committee for the year and make recommendations to the Board and the Officers on Board Committee Members.

Section 8: A Special Officer may be appointed by the President. Their duties will be defined by the President.

ARTICLE 5: QUORUM

The presence of greater than ~~fifty percent (50%)~~ **forty percent (40%)** of the members of the Board of Directors shall constitute a quorum for the transaction of business.

ARTICLE 6: ORDER OF BUSINESS

The conduct of business at all meetings of the Club shall be governed by the Roberts Rules of Order.

ARTICLE 7: AMENDMENTS

Amendments to the By-Laws shall be proposed only by a majority of the Board of Directors **and Advisory Committee** present at a board meeting. Once approved by the Board of Directors **and Advisory Committee**, notice of the proposed change shall be posted on the Club's website and in any official Club publication (newsletter, e-mail, or other), at least ten (10) days prior to a meeting of the full Club membership called for the purpose of amending the By-Laws. A two-thirds (2/3) majority of members of the Club present at such meeting may adopt amendments to the By-Laws.

Resolution to Amend to be presented on November 13, 2012 for a majority vote at a meeting of the Board of Directors, to then to be submitted to a vote of the membership at a meeting of the membership in January 2013.

**CONSTITUTION AND
ARTICLES OF ASSOCIATION
OF THE
GREATER BIRMINGHAM AUBURN CLUB
CHARTER MEMBER OF
THE AUBURN ALUMNI ASSOCIATION**

ARTICLE 1: NAME

The name of the club shall be the Greater Birmingham Auburn Club, hereinafter called "The Club", which **The** Club is created by the merger of the Birmingham-Jefferson County Auburn Club and the Shelby County Auburn Club.

ARTICLE 2: PHILOSOPHY AND OBJECTIVES

The Auburn Alumni Association, recognizing the need to communicate and involve at the grass roots level, is in the process of organizing and chartering Auburn Clubs throughout the United States. The chartered clubs will provide an opportunity to foster the Auburn spirit and make possible firsthand contact with Auburn University and its alumni throughout Alabama, the nation and the world.

The objectives of the chartered club are as follows:

- (a) to provide the means whereby all Auburn alumni and the friends of Auburn in the geographic area of Jefferson and Shelby Counties, Alabama may join together to further the "Auburn Spirit";
- (b) to support the activities of Auburn University towards the achievement of its educational goals;
- (c) to establish and promote goals and club activities which strengthen the ties between the alumnus, the Club, the community, and Auburn University;
- (d) to encourage support of the athletic programs of Auburn University;
and

(e) to encourage support by alumni and friends of Auburn for the Auburn Alumni Association to perpetuate the traditions, purposes, growth, and progress of Auburn University.

ARTICLE 3: MEMBERSHIP

The membership will consist of all active members of the Auburn Alumni Association and shall consist of all ~~dues-paying~~ graduates and former students of Auburn University and other ~~dues-paying~~ friends of Auburn University, living in the geographic area of the chartered club and interested in the objects, objectives and activities of The Club.

ARTICLE 4: EXECUTIVE OFFICERS

Section 1: The Executive Officers of the Club shall consist of a President, a **Vice President**, a Treasurer, ~~a Membership and Donor Society Chair~~ **an Engagement Officer**, a Secretary, **a Communications Officer**, ~~and~~ a Past President/Officer at Large, **and a Special Officer if appointed by the President**. The Executive Officers shall be elected by a majority vote of the members in attendance at a regular meeting held in November or December of each year, and shall assume office on the first day of each calendar year for a term of one year. The President, **Vice President**, Treasurer, ~~Membership and Donor Society Chair~~ **Engagement Officer**, ~~and~~ Secretary, **Communications Officer** shall be elected to a one year term, with the option of serving ~~one~~ **additional years** in the position, if desired, re-nominated and re-elected. The Past President/Officer at Large shall be elected to a one year term ~~only~~. **with the option of serving additional years in the position, if desired, re-nominated and re-elected.**

Section 2: The Past President/Officer at Large position shall be filled by the person who served as President for the immediate preceding calendar year, assuming such person did not succeed himself as President, if willing, and if elected, otherwise the position shall be filled by a member of the Advisory Committee. To be eligible to serve as **Vice President**, Treasurer, ~~Membership and Donor Society Chair~~, **and Engagement Officer**, Secretary, and **Communications Officer** a person must have served a minimum of ~~two years~~ **one year** on the Board of Directors. To be eligible to serve as President, a person must have served a minimum of two years in an officer position. **One of the 2 years can be at another Auburn Alumni Association Chartered Club**. Candidates for all such positions must be a current member of the Auburn Alumni Association, the Board of Directors of The Club, and must show consistent attendance at Board of

Directors meetings and events and shall have demonstrated support and commitment to all areas of the Club. In the event there is no willing candidate who meets the above requirements for President, a Past President who has shown continuous commitment and support to the Club by regular attendance at Board functions and Club events may be elected to serve.

Section 3: In the event of a vacancy for any office, the Nominating Committee, hereinafter defined, shall appoint a temporary successor for the unexpired term, said appointment being by majority vote of the Board of Directors **present at a Board Meeting**, hereinafter defined.

ARTICLE 5: BOARD OF DIRECTORS

Section 1: The Board of Directors shall consist of the ~~Five~~ **Seven** Executive Officers, **and any Special Officers appointed by the President, up to** twenty (20) members serving ~~four (4)~~ **two (2)** year terms **and may be re-elected to another two (2) year term** ~~with five (5) members rolling off each year,~~ and any Board Members serving extended terms as provided for in Section 2 below.

Section 2: ~~Five (5)~~ New board members will be slated by the Nominating Committee, herein defined, by October 15 and will be presented along with the Executive Officers at a regular meeting of the full membership to be held in November or December of each year. They shall assume office on the first day of the next calendar year. All recommendations for service on the Board of Directors must be made in writing to the Nominating Committee by ~~August~~ **September** 15. Board Members completing their term may formally petition the Nominating Committee for one ~~two (2)~~ year extension of their term as a Board Member. Such petition should be in the form of a letter to the Nominating Committee from the Board Member. The Nominating Committee shall vote on granting such extension request utilizing the same voting procedures as used to select new Board Members. Board Members whose terms are extended shall have the same privileges and obligations as other Board Members.

Section 3: Any previous Board member having served a full term may be reconsidered for the Board of Directors after a two (2) year waiting period. In the event of a vacancy for a board position, the Nominating Committee shall appoint a temporary successor for the unexpired term, said appointment being by majority vote of the Board of Directors. Board Members serving as a temporary successor for an unexpired term for ~~three (3) years~~ **(1) year** or less are eligible for reconsideration for the Board without a two (2) year waiting period.

Section 4: All Board of Directors will become members of the Donor Society each year at least at the minimal level to continue to serve on the Board. Not meeting this requirement may result in removal from the Board of Directors for subsequent years of a term as determined by the Nominating Committee. Any Board member that is included in this group will be notified of the decision by the Nominating Committee.

ARTICLE 6: NOMINATING COMMITTEE

Section 1: The Nominating Committee will be slated by the Executive Officers and voted on by the Board of Directors by ~~March~~ **September** 1st. This committee will present the slate of Executive Officers and new Board Members by October 15th. The Past President/Officer at Large will chair the nominating committee each year.

Section 2: The Nominating Committee will have five (5) members and consist of the Past President/Officer at Large, who shall serve as Chair, two current Board members (preferably with three years prior Board service) and two past Presidents of the Club (preferably with at least one having served on the Auburn Alumni Association Board). One Board member and one Advisory Committee member shall be selected as alternates.

ARTICLE 7: ADVISORY COMMITTEE

Section 1: The Advisory Committee shall be a non-voting Advisory Board **except for voting on Amendments to the GBAC Constitution and By-Laws** consisting of persons to advise the Executive Officers and Board of Directors with financial, procedural, and directional insights as to the fulfillment of the goals and objectives of a chartered club within the framework of the Auburn Alumni Association. The Advisory Committee shall consist of people who **continually** support the Club and Auburn University through **significant** financial and/or service contributions.

Section 2: The Advisory Committee will be chosen by the Executive Officers and the Nominating Committee by ~~March~~ **December** 1st and serve a term of one (1) year with no limit of terms served. The outgoing President of the Club will serve on the Advisory Committee for a term of one (1) year if approved by the Executive Officers and Nominating Committee.

Section 3: All Advisory Committee members, with the exception of Past Presidents, will become members of the Donor Society each year at least at the minimal level to continue serving on the Advisory Committee. Not meeting this requirement will result in non-renewal to the Advisory Committee for subsequent years. All Past Presidents are expected to continue to contribute to the Donor Society, but will remain on the Advisory Committee unless the Past President asked to be removed from the Committee.

ARTICLE 8: MEETINGS

Section 1: The full membership of the Club shall meet regularly at times and places to be determined by the Executive Officers.

Section 2: Special meetings may be called by the Executive Officers at such times as are deemed advisable. Such special meetings may transact only such business as is specified in the call, and may not supersede regular meetings except where specially provided for.

ARTICLE 9: AMENDMENTS

Amendments to the Constitution shall be proposed only by a majority of the Board of Directors **and Advisory Committee** present at a board meeting. Once approved by the Board of Directors **and Advisory Committee**, notice of the proposed change shall be posted on the Club's website and in any official Club publication (newsletter, e-mail, or other), at least ten (10) days prior to a meeting of the full Club membership called for the purpose of amending the Constitution. A two-thirds (2/3) majority of members of the Club present at such meeting may adopt amendments to the Constitution.

Resolution to Amend to be presented on November 13, 2012 for a majority vote at a meeting of the Board of Directors, to then to be submitted to a vote of the membership at a meeting of the membership in January 2013.