



BYLAWS OF THE FEDERAL EXECUTIVE INSTITUTE ALUMNI ASSOCIATION

ARTICLE I Government Section I. General

Control of the affairs of the Federal Executive Institute Alumni Association (FEIAA or Association) shall be vested in its full members and shall be exercised, subject to the control of said members, through its officers and Board of Directors.

ARTICLE II Membership

Section 1 Membership

Until such time as the Board of Directors votes to amend the membership structure and associated bylaws, there are four categories of membership as described below. The services received from FEIAA vary by category. The Board of Directors reserves the right to revoke any person's membership status and refund any amounts paid if that person demonstrates behavior detrimental to the mission of the FEIAA as determined by a majority vote of the Board of Directors.

Section 2. Full Membership

Full membership in good standing shall be limited to those individuals who:

- (a) Have graduated from any Federal Executive Institute (FEI) program, or are current or former FEI faculty or non-faculty professional staff;
- (b) Have graduated from a federal executive leadership development program designated by the FEIAA Board of Directors;
- (c) Have been designated by the FEIAA Board of Directors as an advocate, ally, or as part of an allied program;
- (d) Have submitted a completed Invitation to Membership form; and
- (e) Have paid any applicable annual dues, as determined by the Board of Directors.

Section 3. Alumni Members

Any individual who has graduated from a Federal Executive Institute program is considered an alumni member regardless of whether they pay for Full Membership. As such they may be entitled to a subset of membership benefits at the discretion of the Board of Directors.

Section 4. Honorary Members

The Board of Directors may admit persons to honorary membership. Honorary members shall not have the right to vote or hold office, nor shall they pay dues. The Board of Directors shall determine criteria for honorary membership.

Section 5. Lifetime Members

This category is no longer open to new members. The FEIAA will honor all active Lifetime Memberships with all benefits and standing afforded Full Members.

ARTICLE III

Board of Directors

Section 1. Composition

The Board of Directors shall be nine (9) in number including the officers. They shall be elected for a term of three calendar years. Terms shall be staggered so that three are elected each year. If not still a member of the Board of Directors, the immediate Past President will serve as an *ex-officio* member of the Board with full voting privileges.

Section 2. Election of Directors

- a) The President shall, at the appropriate time, appoint an Elections Committee composed of at least three additional full members of the Association, none of whom need to be members of the Board of Directors, whose duty it shall be to solicit nominations for Board membership from the full membership and execute the annual election cycle. Members of the Elections Committee cannot be nominated for election while serving on the committee.
- b) All nominees for Board of Directors must currently be full members of the Association, must have indicated they will serve if elected, and must be willing to participate in activities of the organization and attend Board meetings.
- c) A ballot listing the names of the nominees and a summary of their background data shall be furnished to all full members in good standing with their annual statement for membership renewal for the succeeding calendar year. If membership has previously been paid for the year, a ballot and background data will be furnished. All ballots received during the announced election period from members in good standing for the succeeding calendar year shall be included in the tally.
- d) In case of temporary or permanent vacancy occurring on the Board, the President shall name as the successor the individual who has the highest tally on the residual listing from the last election of directors. If more than one vacancy occurs, the individual shall fill the position with the longest unexpired term; the next highest shall fill the next longest, etc. If no one is available from this pool, the President may appoint from the full members.
- e) No Board member shall serve for more than two consecutive terms and must leave the Board for at least one year before becoming again a Board member.

Section 3. Cumulation of Votes

In all elections for directors, every member entitled to vote shall have the right to cumulate his/her vote multiplied by the number of directors to be elected, or by distribution of such votes on the same principle among any number of candidates.

Section 4. Quorum

(a) A majority of the incumbent members of the Board, excluding vacancies, shall constitute a quorum. Once a quorum has been established, a duly called meeting may continue to do business until adjournment, notwithstanding the departure of sufficient directors, in the interim, resulting in less than a quorum.

- When deemed essential by the President or the Board, Directors may be polled with a minimum quorum of a majority of the incumbent members of the Board, excluding vacancies, shall be required to pass a motion. In such cases, the minutes of the next

succeeding Board meeting shall report the outcome of such a poll with the affirmative or negative vote shown for each director.

Section 5. Responsibilities of Directors

Board members must be active in the direction and operation of the Association. Board members are expected to attend monthly meetings (in person or by teleconference); serve as a chair, co-chair or active member of a committee, or serve as an officer.

Section 6. Removal of Directors

The President may propose to remove a Board member who does not fulfill his/her responsibilities as outlined above. Reasons for removal include, but are not limited to: non-participation in Board meetings (missing, without prior notification, either three meetings in a row or three of the last six meetings), failing to perform the responsibilities of assigned positions, or engaging in behavior that is detrimental to the image or operations of FEIAA. The Executive Committee will vote on the removal proposal. The proposal for the removal will be approved with at least three officers voting for removal. The vacancy thus created is filled as outlined in Section 2(d) above.

ARTICLE IV Officers

Section 1. General

The officers of the Association shall consist of a President, Vice President, Secretary, and Treasurer. All officers must be members of the Board of Directors and graduates of a Federal Executive Institute (FEI) program. If no qualified candidates are available for any officer position, the Board of Directors may waive the FEI graduate requirement by a two-thirds ($\frac{2}{3}$) vote.

Section 2. Election

The officers of the Association shall be elected annually by the Board of Directors as soon as convenient after December 31 for the new Board to convene. The responsibility for calling for the vote for new officers falls to the current President, if that person's Board term has expired, otherwise it will fall to the Immediate Past President. Any Board member can make additional nominations for officers. The officers shall serve for the current calendar year and until such time as their successors are duly elected, with the exception of the Treasurer as outlined in Section 3(d) below.

Section 3. Officer Duties

- a) **President:** The President shall exercise general executive control over the affairs of the Association; shall preside at all meetings of the Association and Board of Directors; shall sign all deeds and other instruments for the conveyance of real estate; and shall have such other powers and do such other things as may be required by the Board of Directors, by the Bylaws, or as are usually incidental to the Office. The President shall appoint chairperson(s) of standing committees, and chairperson(s) of ad hoc committees, as necessary, from the full membership. The President may also appoint Special Advisors as non-voting members of the Board when the Board requires their specific expertise.

- b) Vice President: In the event of the death, resignation, absence from meetings, or inability of the President, his/her duties shall be performed by the Vice President. In the event of a vacancy in the office of the Vice President, the Board shall vote via a quorum for an Acting Vice President from among the Board members who shall perform the duties of the Vice President during the period of the vacancy.
- c) Secretary: The Secretary shall keep minutes of all meetings of the Association and the Board of Directors; shall be the custodian of its corporate seal; and shall affix the seal of the Association onto all papers requiring it and attest it. The Secretary shall review the FEIAA bylaws and propose updates or changes if needed at least every five years in the following sequence: 2030, 2035, 2040, 2045 and so on. This review of the bylaws shall be presented to the Board by October 31st of each noted year.
- d) Treasurer: The Treasurer shall serve in term as an officer for two years. If the treasurer's term on the Board ends prior to the completion of the two-year term, they shall serve ex officio and maintain full voting privileges until their elected term ends. The Treasurer will be the custodian of the funds of the Association, shall collect all dues from members and money from all other sources owing to the Association, and shall pay out the same when instructed to do so by the Board of Directors. In addition, the Treasurer shall maintain, oversee or coordinate the fiscal and/or administrative services for the Association, assuring that the necessary fiscal records and data are maintained as prescribed by the Board of Directors or required by law. The Treasurer shall maintain a list of the Association's fiscal policies and procedures and shall periodically supply the list to Board members and Committee Chairs for them to follow (at least annually). The treasurer shall initiate independent financial audits at the Board's discretion every three years.
- e) Executive Committee: An Executive Committee shall be established composed of the current officers of the Association and the Immediate Past President. The Executive Committee may make operational decisions on behalf of the Board between meetings but shall not make policy changes or major financial commitments without full Board approval.

ARTICLE V

Chapters

Section 1. Creation

The Board of Directors may provide for the creation of affiliated subunits of ten (10) or more members, each designated as an FEIAA (city, state, regional, or other name) Chapter.

Section 2. Chapter Bylaws

Chapters will develop their own bylaws, which must be approved by the Board of Directors. As a minimum, such bylaws must contain the following:

- a) That the chapter is organized to heighten the responsiveness of members to national needs and goals; to increase the members' appreciation of the totality of the governmental system; to aid, strengthen, and expand in every proper and useful way the Federal Executive Institute and its work; and to develop, strengthen, and utilize the bonds existing between the Institute and its alumni, and among the alumni themselves. (These provisions are in accordance with the Charter of the Association and may only be modified to conform to any subsequent change to the Association's Charter).

- b) All members of a chapter must be full members, alumni, honorary or lifetime members of FEIAA.

Section 3. Approval

A chapter cannot take a public position that has not been approved by or is contrary to that of the FEIAA Board of Directors.

Section 4. Board Liaison

One director shall be designated annually by the President to be responsible for liaison, communication, and coordination between and among the various chapters and the Board.

Section 5. Chapter Meetings

Each chapter must hold at least one chapter meeting per year. In the case of chapters whose geographic area covers two or more major concentrations of members (e.g., California—Los Angeles and San Diego; Pacific Northwest—Portland and Seattle), chapter meetings should be held in these different locations on a rotating basis.

Section 6. Executive Development Activities

Each chapter must conduct at least one such activity per year, which is in addition to any such activity held in conjunction with the annual meeting in Section 5 above.

Section 7. Chapter Membership

New and renewing members will designate their chapters of choice on the FEIAA application and renewal forms. Members who reside in areas where there are established chapters may identify themselves as members of those chapters. Chapter officers will receive timely lists of the names, addresses, and telephone numbers of their members from the national office.

Section 8. Chapter Finances

Chapters are expected to be financially self-sufficient. The FEIAA Board may elect to provide financial assistance to help chapters develop and operate.

ARTICLE VI Voting

Section I. General

Only full members in good standing shall be permitted to vote on any issue put forward to the membership. This may be done in person, or by such ballot as shall be provided for by the Board of Directors, or by electronic voting in a manner prescribed by the Board of Directors. If the Board chooses to proceed with voting by ballots, then only those ballots received by the Board not less than forty-eight (48) hours prior to the date and time specified for the meeting in the call or, in the case of the election of Directors, as prescribed in Article III, Section 2 (c), shall be accepted for counting.

ARTICLE VII Membership Meeting and Quorum

Section 1. General

Should the Board see fit to call an annual or special meeting of members, twenty-five (25) of the members entitled to vote, represented in person or by validly received mailed ballots, shall constitute a quorum. Unless otherwise provided in these Bylaws, the affirmative vote of the majority of the votes entitled to be cast by the members present and by validly received mailed ballots, at a meeting at which a quorum is present, shall be necessary for the adoption of any matter voted on by the members. Should there be a tie in voting, the current President will cast the deciding vote.

Section 2. Continuation of Business

The members present at a duly called meeting may continue to do business until adjournment, notwithstanding the departure of members in the interim so that less than a quorum remains.

Section 3. Notice of Meeting

Written or printed notice stating the place, date, and hour of a meeting, and in case of a special meeting the purpose for which the meeting is called, shall be delivered, not less than thirty (30) days before the date of the meeting, either personally or by other means, or at the direction of those authorized in Section 2 above to call the meeting, to each full member in good standing. Such notice shall be deemed delivered when received at the member's address as it appears on the records of the Association.

ARTICLE VIII Finance and Dues

Section 1. Fiscal Year

For financial purposes, the Association shall function on a calendar year basis with the following milestones:

- The Treasurer shall present to the Board a draft budget by August 31st of the preceding year.
- The Treasurer shall present a final annual budget to the Board by October 31st of the preceding year.
- The Board must vote/accept an annual budget by December 31st of the preceding year.

Section 2. Dues

The amount and dates of payment of all dues to the Association shall be as determined by the Board of Directors through a quorum vote.

ARTICLE IX Seal

Section 1. Official Seal

The following described device shall be the official seal of the Federal Executive Institute Alumni Association: A regular corporate seal with the name, "The Federal Executive Institute Alumni Association," the date of incorporation, and "District of Columbia."

Article X

Amendment of Articles of Incorporation

Section 1. Amendment Procedures

Amendments to the Articles of Incorporation shall be made in the following manner:

- a) The Board of Directors shall adopt a resolution setting forth the proposed amendment and directing that it be submitted to a vote at a meeting of members having voting rights, which may be either an annual or special meeting.
- b) Written or printed notice setting forth the proposed amendment or summary of the changes to be effected thereby, shall be given to each member entitled to vote at such meeting within the time and in the manner provided in Article VII, Section 3.
- c) The proposed amendment shall be adopted upon receiving the affirmative vote of at least two thirds of the votes entitled to be cast by members present at such meeting and as represented by validly received ballots.
- d) Any number of amendments may be submitted and voted upon at any one meeting.

Article XI

Amendment of Bylaws

Section 1. Board of Directors

These Bylaws may be altered, amended, or repealed by the Board of Directors at any meeting of the Board of Directors provided:

- a) That any proposed change must be approved by at least a majority of the incumbent members of the Board, excluding vacancies, and
- b) That the text of such change or a fair summary thereof shall have been set forth in the notice of such meeting.

These bylaws will be reviewed by the Secretary as noted in Article V, Section 3.

Section 2. Annual or Special Meeting

These Bylaws may be altered, amended, or repealed at any annual or special meeting of the members, provided notice of the general character of the changes shall have been given to each member entitled to vote at such meeting within the terms and in the manner provided in Article VII.