

Articles of Governance The Richmond MBA Alumni Society

Article 1. MEMBERS OF THE SOCIETY

1.1 Membership. All graduates of the Richard S. Reynolds Graduate School of Business MBA Program shall be eligible to participate in The Richmond MBA Alumni Society (“**The Society**”).

1.2 Vision. The Richmond MBA Alumni Society believes a strong network is a critical component of the ongoing and potential value of an MBA. The Society aims to maintain and grow this network through various means as defined in the Mission.

1.3 Mission. The mission of The Society is to:

1.3.1: Develop and strengthen The Richmond MBA alumni community by facilitating networking opportunities, collaboration, and mentorship with the alumni and greater relevant community.

1.3.2: Leverage the talent and resources of The Richmond MBA alumni community to promote the MBA Program.

1.3.4: Provide The Richmond MBA alumni community an appropriate channel to uphold and maintain a meaningful lifelong relationship with the University.

Article 2. BOARD of DIRECTORS

2.1 General Powers. The Society shall be governed by the Board of Directors (“**The Board**”). The business and affairs of The Society will be managed under the direction of The Board, subject to any limitation set forth in these Articles of Governance, the University of Richmond Alumni office or The Richmond MBA office.

2.2 Composition. The Board will be composed of a President, Vice President (aka President-Elect), and Secretary, as well as chair positions for the following two committees: 1) Events and 2) Membership. There shall be five (5) elected Board Members, each serving up to two one-year terms. After a one-year hiatus, a person may serve an additional two years on The Board.

Additional society members are **Alumni Captains** and a floating Committee Member body to advise and assist with the activities of the Board. The current President of the MBA Student Leadership Council will be an at-large member of The Society to serve as a liaison between current students and alumni.

Alumni Captains will represent The Richmond MBA in specified regions and at identified local companies. Captains will serve in a variety of capacities including welcoming new alumni to your region or company, aiding with alumni events in your area or at your company, and collaborating with The Society for engagement opportunities.

2.3 Qualification and Term. The Board members shall be persons who are members in good standing in The Society, have demonstrated leadership, interest in assisting The Society in growing its presence in the community, and a desire for The Society to make a significant impact in the school, alumni, and business community. The members of The Board and Committees shall also be members of The Society.

When a vacancy occurs, the incumbent Board shall select a successor member by a majority vote. If the vacancy occurs as the result of the expiration of a term, the appointment shall be for a one-year term. If the vacancy occurs because of a resignation or removal, the successor appointee shall complete the remainder of the unexpired term. The incumbent Board member may be re-elected to serve no more than two full consecutive one-year terms. Despite the expiration of a Board Member’s term, such member may continue to serve at The Board’s discretion until a successor is appointed and approved. No individual shall be named or appointed as a member of The Board without the individual’s prior consent.

The “nominating committee” (comprised of the current Board members) will develop the slate of officers with input from the committee members. Once a slate has been determined, it will be presented to The Board and sent via email to all committee members for a vote.

2.4 Resignation; Removal. Any Board member may resign at any time by giving written notice to the President. Any member of The Board may be removed for violating any provision of these Articles. The removal may occur at any meeting of The Board, upon a two-thirds vote.

2.5 Attendance. Board Members are expected to participate (in person or via conference call) in all meetings. Any board Member with absences deemed excessive (more than three (3) consecutive) shall be reviewed and may be removed from The Board.

2.6 Regular and Annual Meetings. An annual meeting of The Board shall be held at a time designated by The Board for the purpose of electing officers, reviewing bylaws and for carrying on such other business deemed necessary. Regular meetings shall be held as scheduled by The Board.

2.7 Special Meetings. Special Meetings of The Board may be called at any time by the President or other Board members.

2.8 Notice. Notice of the date, time and place of regular meetings shall be given to each member of The Board, not less than seven (7) days before the meeting. Notice of special meetings of The Board shall be given to each member not less than forty-eight (48) hours before the meeting.

2.9 Quorum; Voting. A majority vote of three (3) or more Board members shall constitute a quorum for the transaction of business. If a quorum is present when a vote is taken, the affirmative vote of a majority of The Board present is valid. In the event of a tie, the tie will be broken by the President.

2.10 Telephonic or Electronic Meetings. The Board may permit any or all of the members to participate in any regular or special meeting by phone or electronic meeting. A member participating in a meeting by such means is deemed in-person for the meeting. Upon approval of the President, action items may be approved, by a majority of Board, via electronic communications if the committee records are maintained pursuant to Article 4.

2.11 Conduct of Meeting. The Vice President shall preside over meetings of The Board. If the Vice President is not present, the President shall preside over meetings. If neither is present, The Board members present shall elect a member to preside over the meeting. No official business may be voted upon without a quorum of Board members present.

2.12 Procedure at Meetings. Meetings of The Board may be conducted generally in accordance with Robert's Rules of Order. At a minimum, meetings shall be conducted with an agenda and shall be facilitated such that all members have an opportunity to participate and contribute to Society business and decisions. Simple decisions can be finalized by the President at his/her discretion unless a member present calls for a vote, in which case a majority is required to determine a final decision. This applies to all general business except where otherwise provided in these Articles.

2.13 Compensation. No member of The Board or Committee shall be entitled to any compensation for service.

2.14 Budget. The Board will not have direct access to any funds for acceptance or disbursement; any financial transactions must be done in accordance with and directed by the MBA Office.

Article 3. BOARD DUTIES

3.1 President. The President shall oversee the functions of The Society, and serve as a liaison between The Society and the University. Additionally, the President shall perform, to the extent consistent with these Articles, such duties as may be conferred upon him or her by the MBA Office. This position interacts regularly and seeks guidance from the Alumni office and the Richmond MBA office. The President shall be an ex-officio member of all Committees except as otherwise provided in these Articles or in the resolutions establishing such committees. To be eligible for the office of President, nominees must previously have served on The Board.

3.2 Vice President. The Vice President shall preside over meetings of The Board, including the creation of meeting agendas and facilitation of meetings. The Vice President shall have such powers and duties as may from time to time be assigned to him or her by The Society, including leading ad hoc committees/initiatives when applicable. The Vice President, in the absence of the President, shall perform all duties of the President.

3.3 Secretary. The Secretary shall maintain all records of meetings, Society membership, and attendance. The Secretary shall schedule Board meetings, record and distribute Board meeting minutes, and communicate pertinent messages to Board members. In addition, the Secretary shall maintain non-MBA Office communication channels (e.g., LinkedIn page).

3.4 Membership Chair. The Membership Chair shall promote Society membership throughout the year by identifying and recruiting new Board and Committee members and Alumni Captains.

3.5 Events Chair. This position oversees and coordinates academic year events hosted by The Richmond MBA Alumni Society.

**Article 4.
COMMITTEE RECORDS**

4.1 Minutes of Meetings and Records of Actions. The Society shall keep minutes of all meetings and actions of The Board and The Society. This includes telephonic meetings and all actions taken by a Committee of The Society.

**Article 5.
MISCELLANEOUS**

5.1 Amendments. Except as otherwise provided Articles may be amended or repealed, and new Articles may be made at any regular or special meeting of The Board by a two-thirds vote provided, however, at least ten (10) days written notice of any proposed changes shall be given to each member of The Board in the manner provided in these Articles.

Last update: 04/01/2019

Approved by board via majority vote: April 2019