

Rural Leadership North Dakota Alumni Association

Bylaws

ARTICLE I

Purpose and Distribution

Section 1.1 *Purpose* The purpose of the Rural Leadership North Dakota Alumni Association is to enrich the leadership skills of all RLND alumni members and to provide continuing education for graduates of the RLND, support RLND and educate the public regarding the economic, cultural, and social importance of agriculture, food and farming to the people of ND, and the United States.

Section 1.2 *Distribution* To accomplish this purpose, the following activities will be undertaken:

- A) Support a network that encourages graduates to maintain and build upon the friendships developed during leadership programs.
- B) Recommend alumni member(s) to be a member of the Rural Leadership North Dakota Advisory Council.
- C) Assist with funding of Rural Leadership North Dakota program.
- D) Encourage outstanding men and women to apply for membership in RLND.
- E) Represent RLND in worthwhile educational activities and continue to improve entrepreneurial and leadership skills.
- F) Value and encourage diversity in our public involvement.

Section 1.3 *Principal Office.* The principal office for the Director of the RLND Program and RLNDAA is located at:

Rural Leadership North Dakota
Morrill Hall Suite 307
NDSU Dept 7050, PO BOX 6050
Fargo, ND 58108-6050

ARTICLE II

Member

Section 2.1 *Class of membership and rights* RLND Alumni Association shall have four (4) classes of members as follows:

- A) Professional members – include RLND alumni who have completed the full course with dues, voting rights, reduced registration fees, access to cohort members, newsletters, and activities.
- B) Associate members – include short course participants, council members, individuals who did not complete the full course with dues, no voting rights, registration fees at associate members level (double professional member level), newsletters and activities.
- C) Lifetime members – includes all professional membership with a onetime due payment.

1 D) Honorary member – includes members selected by the Executive Committee, a member for
2 life.

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4 Section 2.2 *Dues* The dues shall be determined by the Board of Directors and shall be enough to
5 cover necessary expenses. Dues may be increased or decreased by a two-thirds majority vote of the
6 Board of Directors. Dues will be sent out by mail 60 days prior to yearend and due by February 15th
7 for the consecutive year.

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9 Section 2.3 *Non-liability of members* No member of RLND Alumni Association will be personally
10 liable for the debts, liabilities, or obligations of the Association.

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12 Section 2.4 *Fiscal Year* The fiscal year of the organization shall run the calendar year, starting
13 January 1 ending on December 31 of each year.

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16 **ARTICLE III**
17 **Meeting of Members**

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19 Section 3.1 *Annual Meeting* The annual meeting of the organization shall be held once per fiscal
20 year. Annual meetings may coincide with other events such as November/December graduations
21 and January Legislative Social every other year

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23 The annual conference of RLND Alumni Association is designed to provide an opportunity for
24 members to come together in learning and teaching, to re-energize, and generally to re-identify the
25 mission of RLND. Ideally, conferences/annual meetings should rotate around the state to maximize
26 attendance.

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28 Annual meeting quorum constitutes of two thirds (2/3) majority
29 in attendance of all professional members in person, or utilize technological options such as video,
30 phone call or teleconferencing to participate.

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32 Notice shall be mailed to each member at least 30 days before said meeting. The membership shall
33 elect Board of Directors members and handle any other business, which may come before it.

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35 The order of business at the annual meeting shall be:

- 36 1. Roll call
- 37 2. Proof of notice of meeting
- 38 3. Reading of minutes
- 39 4. Reports of officers and committees
- 40 5. Election of Board of Directors
- 41 6. Unfinished business
- 42 7. New Business
- 43 8. Adjournment

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45 Section 3.2 *Executive Meetings* The Board of Directors shall hold no less than four (4)
46 Executive meetings held at least once per quarter in a physical year. Meeting dates/locations shall
47 be fixed by the Board President. Additional meetings may be called at the discretion of the
48 president. Members may attend meeting in person or utilize technological options such as video
49 and teleconferencing to participate.

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2 Section 3.2 3 *Special Meetings* Special meetings may be called by the Board of Directors from
3 time to time. Notice of a special meeting shall be given by the Communications Officer or other
4 person designated by the President, which shall describe the purpose, location date and time of the
5 meeting and shall be postmarked or by email date stamp to each member at least 7 days prior to the
6 special meeting. Notice of meetings of members shall specify the place, the day, and the hour of the
7 meeting and the general nature of the business to be transacted.

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9 Section 3.3 4 *Quorum* The presence of a 2/3rd majority of Board of Directors shall constitute a
10 quorum for the transaction of business.

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12 Section 3.4 5 *Social & Professional Development* Thee Social & Professional Development of
13 RLND Alumni Association is designed to provide an opportunity for members to come together in
14 learning and teaching, to re-energize, and generally to re-identify the mission of RLND. Ideally,
15 Social & Professional Development should rotate locations around the state to maximize
16 attendance.

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18 The President shall nominate a Social Chairman and volunteers will be nominated at the Annual
19 meeting of members.

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21 Section 3.6 *Committee Meetings* Committee meetings may be called any time by the committee
22 chair.

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24 Section 3.7 *Voting* Each Professional Member who has paid dues for the current year is entitled to
25 one vote in each matter submitted to a vote of the members. Members must be present, or available
26 by teleconferencing, or by phone to vote. Proxy voting **will not** be allowed. In case of a tie vote,
27 roll call of the paid professional members will be done, and ballet voting will take place. Secretary
28 will collect ballots and in the presence of two (2) board members vote(s) will be tabulated and
29 confirmed. Result will be shared with President and then shared at said meeting.

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32 Section 3.8 *Conduct of Meetings* All meetings shall be governed by the Robert's Rules of Order,
33 as may be revised from time to time, insofar as the rules are not inconsistent with or in conflict with
34 these bylaws. Members of the Board shall conduct themselves according to the highest possible
35 standards of professionalism and integrity when representing and conducting the business of the
36 membership.

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38 Section 3.9 *Virtual Meetings* Members of the Board of Directors may participate in a meeting by
39 means of telephone, IVN or similar communications equipment, by means of which all person
40 participating in the meeting can hear or otherwise communicate with each other and participate in
41 the meeting.

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43 Section 3.9 *Notice of Meetings* Notice of the date, time, place and the general purpose of the
44 meeting and general business to be transacted (with exception of Annual meeting) shall be given
45 orally, or by electronic transmission or in writing to each Director at least 7 days prior and no less
46 than forty-eight (48) hours to all meetings.

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ARTICLE IV

Officers

Section 4.1 *Positions and Titles* The officers of RLND Alumni Association shall be President, President- Elect, Past President, Secretary, Treasurer, Communications Officer, and two (2) IT Website Admin.

Section 4.2 *Qualifications* Any paid professional member of the RLND Alumni Association is qualified to be an officer of the Association.

Section 4.3 *Election and Term of Office* Officers shall be elected annually by present voting members and terms will be for one year except as follows: The Secretary, Treasurer, Website Administrator and Communications Officer will be elected for a maximum of consecutive two (2)-year terms with the Secretary elected in odd years and the Treasurer and Communications Officer in even years. The President-Elect may be elected yearly. The President and the President-Elect will normally serve a total of three (3) years [this will begin in 2013]. The first will be as President- Elect, the second as President, and the third as Past-President. This will enable continuity in leadership and knowledge within the context to remain with the organization.

Section 4.4 *Vacancies* A vacancy caused by the death, resignation, disqualification, or removal occurring in the office of President shall be filled for the unexpired term by the Vice President-Elect. A vacancy occurring in any other office shall be filled for the unexpired portion of the term by a majority vote of the board present of a meeting thereof.

Section 4.5 *Duties of the President* The President shall be the chief executive officer of the association. He/She shall perform all duties incident to the office or which the Board may prescribe from time to time. The President shall act as the official representative of RLND Alumni Association in all matters unless the Board designates another person to so act. The president shall be an ex officio member of all committees.

- a) Always know how all funds and securities of RLND Alumni Association are being handled by regular contact with the Treasurer and by having access and checking all the account funds on a regular basis.

Section 4.6 *Duties of President-Elect* In the absence of the President, the President-Elect shall perform all duties of the President, and when so acting, shall have all powers of and be subject to all restrictions of the President.

- a. Always know how all funds and securities of RLND Alumni Association are being handled by regular contact with the Treasurer and by having access and checking all the account funds on a regular basis.

Section 4.7 *Duties of the Secretary* The secretary shall:

- a. Certify and keep the Bylaws.
- b. Preserve the minutes of all meetings of the Directors and the Annual Meetings and any Special Meetings.
- c. Provide the previous meetings to the President within 20 days post meeting. Once minutes are approved by Board at meeting. Secretary will post on RLNDAA website within one (1) week of meeting date.

Section 5-4.7 8 *Duties of the Treasurer* The Treasurer shall:

- a. Have charge and custody of and be responsible for all funds and securities of RLND Alumni Association.
- b. Receive and disburse funds in the name of RLND Alumni Association as required.
- c. Provide an updated financial statement to the President for distribution to the board.
- d. Maintain all records and accounts.
- e. Responsible for presenting balance sheet at each scheduled executive board meeting and for presenting at the yearend Annual meeting for membership.
- f. Maintain a membership roster containing the name and address of each member.
- g. Treasurer will sit on the Endowment Committee. Endowment committee will consist of the treasurer and a professional member Chairing the Endowment committee.

Section 5 4.8 9 *Duties of the Communications Officer* The Communications Officer shall:

- a. Serve notice of upcoming board meetings.
- b. Produce communications with all alumni members through the newsletter, website, email, social media, etc. The Communications Officer will solicit RLND Alumni for news, articles, information, special recognition, opinion, and general information of interest to Alumni membership.

Section 5 4.9 10 *Duties of the Past President* The Past President shall:

- a. Ensure a smooth transition for the new President
- b. Advise the new President
- c. Other duties to be determined

Section 4.11 *Duties of the Website Administrator(s)* The Website Administrator (s) may consist of one (1) or two (2) Professional members. Duties would include:

- a) Update website of all current standings of RLNDAA. Minutes, Members, etc.
- b) Manage and update website weekly.
- c) Work with President & Communications Officer to keep events statistics current.
- d) Keep President or Treasurer apprised of any expenses or future needs that are needed to keep website functioning efficiently.

Section 4.12 *Dismissal of Director* A board member may be removed for failure to carry through on assigned responsibilities (as identified in Article V Duties), and / or three (3) consecutive on-excused attendances at Board meetings without prior notice and reasonable cause. Removal may take place at a regular or special meeting. Notice sent for this meeting must include an indication that the removal vote will be made for consideration by the board. Upon a motion for removal – which has been dully made and seconded- the Board will vote. A majority vote by the Board is required for removal, provided the meeting where the motion has been made has a quorum. Final decision by the Board shall be captured in the meetings minutes.

Section 4.13 *Resignation* A director may resign at any time by giving written notice to the Board of Directors, or the Secretary of the RLNDAA. Any such resignation shall take effect on the date of receipt of the notice or at any later date specified therein, and unless otherwise specified in the notice, acceptance of such resignation shall not be necessary to make it effective.

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3 **ARTICLE V**
4 **Committees**
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6 Section 5 6.1 *Nomination Committee* Thee Nominating Committee shall consist of three
7 individuals appointed at the Annual Meeting. The Committee shall present a slate of one
8 nomination for each vacancy on the Alumni Association Board of Directors. This does not preclude
9 nominations from the floor. The board shall distribute the nominations, in writing, to the
10 membership at least 30 days before the annual meeting.

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12 Section 5 6.2 *Committee Appointments* The President will appoint committees such as are
13 necessary to conduct the affairs of RLND Alumni Association.
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15 Section 5.3 *Endowment Committee* The Endowment Committee will oversee maintaining
16 documentation of the Endowment account and its activity.

- 17 a) Will consist of the Treasurer and a Professional member of the RLNDAA.
- 18 b) Will report to the President monthly.
- 19 c) Will draft scholarship forms for project applications and present to Executive Board for
20 approval.
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23 **ARTICLE VI**
24 **Amendments to the Bylaws**
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26 Section 6.1 *Amendments* These bylaws may be amended by a two-thirds (2/3) vote of members
27 present at any annual meeting. Bylaws shall be reviewed annually by the Board of Directors and
28 voted on at the annual meeting by all members. Any members wishing to propose amendments to
29 the bylaws for action at the annual meeting shall submit the amendments to the secretary and
30 president in writing at least 60 days prior to the annual meeting. Proposed amendments shall be
31 postmarked or by email date stamp to regular members by itself or with official meeting notice.
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40 Effective the _____ day of _____, 2018
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45 Past President

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45 President

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49 President- Elect

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Treasurer

State of North Dakota

)SS:

County of _____)

On this, the _____ day of _____, 20____, before me a notary public, this document was acknowledged before me as a legitimate document created and presented for the purposes therein contained.

In witness hereof, I hereunto set my hand and official seal.

Notary Public