

**BYLAWS**  
**OF**  
**COUNCIL OF ALUMNI MARKETING AND MEMBERSHIP PROFESSIONALS, INC.**

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**ARTICLE 1**

**NAME AND PURPOSES**

**1.1 Name.** The name of the corporation shall be **Council of Alumni Marketing and Membership Professionals, Inc.** (the "Corporation" or "CAMMP").

**1.2 Purpose.** The Corporation is organized and shall be operated exclusively as a business league within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (the "Code"). The purposes of the Corporation include:

(a) to promote the common business interests of higher education alumni associations;

(b) to improve the business conditions for higher education alumni associations;

(c) to provide to higher education alumni associations and to the membership and marketing officers of such higher education alumni associations various policies, programs, technology and networking necessary to enhance and promote (i) alumni administration, (ii) alumni association membership and marketing programs, and (iii) alumni association officer professional development; and

(d) to otherwise engage in any lawful act and activity consistent with the foregoing for which corporations may be formed under the Act.

**ARTICLE 2**

**MEMBERSHIP**

**2.1 Members.** The Corporation shall have one class of members. Any individual whose primary role is serving as a membership or marketing officer of the alumni program of a four-year public or private institution of higher education and who supports the mission of the Corporation may become a member of the Corporation upon the satisfaction of the qualifications for membership adopted by the Board of Directors. The manner of admission into membership shall be prescribed by resolutions duly adopted by the Board of Directors of the Corporation or by such rules and regulations as may be prescribed by the Board of Directors.

Such resolutions or rules and regulations adopted by the Board of Directors may prescribe, with respect to all members, the amount and manner of imposing and collecting any dues or other fees, assessments, fines and penalties, the manner of suspension or termination of membership, and except as may otherwise be provided herein, the rights, liabilities and other incidents of membership.

**2.2 Transferability; Expulsion.** Membership in the Corporation shall be nontransferable, and shall be terminated upon the termination of an individual's position as a membership or marketing officer of an alumni program of a four-year public or private institution of higher education or by death or voluntary withdrawal or expulsion of the member. A member whose continuing membership would be inimical to the best interests of the Corporation or for any other cause or no cause may be expelled by the affirmative vote of a majority of the directors of the Corporation.

**2.3 Rights of Membership.** Members shall have the right to vote for the election and/or removal of the Corporation's directors. Members shall have no other rights.

**2.4 Member Voting.**

(a) Each member, not to exceed three (3) members from a single alumni program or institution, shall be entitled to one vote for or against each of the individuals to be elected or removed by the members; provided, however, that each of such voting member may not cumulate his or her votes for any one or more individual.

(b) Voting by proxy shall not be permitted.

(c) At the discretion of the Board of Directors, any membership vote may be taken by mail ballot, in which case the vote shall be determined from the number of members who actually vote by mail rather than from the number of members entitled to vote.

**2.5 Membership Meetings.**

(a) **Annual Meeting.** The annual meeting of the members of the Corporation for the election of directors and for such other business as may properly come before the meeting shall be held on such date as shall be fixed from time to time by the Board of Directors, such meeting to be at such time and at such place as the Board of Directors shall determine. Such annual meeting may be held in conjunction with the CAMMP annual conference. Written notice of the annual meeting shall be mailed to each member, electronically or by U.S. mail, postage prepaid, not less than ten (10) days prior to said meeting.

(b) **Special Meetings.** Special meetings of the members of the Corporation may be called at any time by of the Board of Directors, the President, any Vice President, or upon the written request of not less than one-half (1/2) of the members. Written notice of any special meeting thus called, stating the purpose thereof, shall be mailed to each member, electronically or by U.S. mail, postage prepaid, not less than ten (10) days prior to said meeting. At any special meeting, only the business stated in the notice of such meeting may be transacted thereat.

**2.6 Quorum.** The members present at any meeting of members duly held shall constitute a quorum for such meeting. A majority of the members present at any meeting may adjourn the meeting from time to time, whether or not they constitute a quorum, and any business which could have been transacted at any meeting may be taken at any adjournment thereof without the necessity of new notice of the adjourned meeting.

**2.7 Act of Members.** The act of a majority of members present at any meeting of members duly held and the act of a majority of members casting mail ballots in the case of a mail vote shall be the act of the members, unless a greater proportion is required by law or by the Corporation's Certificate of Incorporation. Whenever the vote of members is required or permitted, such action may be taken without a meeting by the written consent setting forth the action signed by all the members entitled to vote.

## ARTICLE 3

### BOARD OF DIRECTORS

3.1 **Powers and Duties.** The property and affairs of the Corporation shall be

(c) **Term of Office.** The terms of office of the directors shall be staggered as provided for in the Certificate of Incorporation of the Corporation. Except for the initial term of office of a director elected by the Incorporator, each director shall hold office for the two-year term he or she has been elected and until his or her successor has been duly elected and qualified. However if earlier, a director's term shall end upon his or her death, resignation, or removal as provided in these By-laws.

(f) **Term Limits.** No director shall be elected as a director if he or she has served as a director for more than six consecutive years (three consecutive two-year terms) immediately prior to the time of such election. The initial term of office of a director elected by the Incorporator shall not be counted toward the six-year (three term) limit. The six-year (three term) limit shall not apply to an Immediate Past President serving in his or her first two years as an ex-officio director. Any individual who has served as a director for six consecutive years (elected or ex-officio) may be elected as a director after not holding a directorship for a minimum of one year.

3.3 **Ex-Officio Directors.** The Immediate Past President of the Corporation and the chair of the next annual CAMMP Conference for the current membership year shall be ex-officio members of the Board of Directors. The Board of Directors may from time to time designate additional ex-officio directors. Ex-officio directors shall be entitled to attend any meeting of the Board of Directors and to present matters for consideration at such meetings, but shall not be taken into account for purposes of determining a quorum of directors and shall not be entitled to vote on any matter that is before the Board of Directors. Any ex-officio director shall cease to be a director immediately and automatically upon ceasing to hold the office from which his or her ex-officio status derives, without the need for any action by the Corporation or its directors. However if earlier, an ex-officio director's term shall end upon the elimination by the Board of Directors of the ex-officio director's position on the Board of Directors, in the Board of Directors' sole discretion and with or without cause.

3.4 **Board Meetings.** The Board may hold its meetings, annual, regular or special, at such place or places within or without the State of Connecticut as it may from time to time by resolution determine or as shall be specified or fixed in the notice or waiver of notice thereof.

(a) **Annual Meetings.** An annual meeting of the Board of Directors for the appointment of officers and for the transaction of such other business as may properly come before the Board of Directors shall be held without notice immediately following the annual meeting of the members of the Corporation in each year or at such other time as the Board of Directors may direct.

(b) **Regular Meetings.** Regular meetings of the Board of Directors shall be held at such times as shall be specified in a resolution adopted by the Board of Directors then in effect, or if there shall not be any such resolution then in effect, as shall be specified in a notice of such meeting.

(c) **Special Meetings.** Special meetings of the Board of Directors shall be held whenever called by the President or by at least two (2) of the directors then in office.

(d) **Notice.** At least two (2) days' written, oral or electronic notice of each special meeting stating the time and place of the meeting shall be given to each director by the President or the Secretary, or in the case of a special meeting that has been called by the directors, by the directors calling the meeting. Except as otherwise provided in these Bylaws or as otherwise required by the Act, neither the business to be transacted at, nor the purpose of, any special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

(e) **Waiver of Notice.** The attendance of a director at any meeting without protesting prior to the commencement of the meeting the lack of proper notice shall be deemed to be a waiver by him or her of notice of such meeting.

(f) **Telephonic Participation at a Board Meeting.** One or more directors may participate in a meeting of the Board of Directors by use of a conference telephone or similar communications equipment which allows all persons participating in the meeting to hear simultaneously each other and to communicate with one another.

(g) **Quorum.** A majority of the number of directors then in office shall constitute a quorum for the transaction of business.

(h) **Adjournment.** A majority of the directors present at any meeting of the Board of Directors, including a meeting at which a quorum is not present, may adjourn the meeting to another time and place. Notice of any adjourned meeting need not be given unless the meeting shall have been adjourned for more than three (3) days.

**3.5 Manner of Acting.** The act of a majority of the directors present at any meeting at which a quorum is present at the time of the act shall be the act of the Board of Directors, unless the vote of a greater or lesser proportion is otherwise required by the Act. If all the directors severally or collectively consent in writing to any action taken or to be taken by the Corporation, such action shall be the act of the Board of Directors with the same force and effect as though it had been authorized at a duly called and held meeting of the Board of Directors.

**3.6 Committees.** The Board of Directors may designate two or more persons to constitute a committee. Committees consisting solely of directors shall have and may exercise all such authority of the Board of Directors as shall be provided in resolutions of appointment. Committees not consisting solely of directors shall not have and may not exercise the authority of the Board of Directors, but shall only act in an advisory capacity. Notwithstanding the foregoing no committee shall have any power or authority prohibited by law or as to the following:

- (a) the filling of vacancies in the Board of Directors or any of its committees;
- (b) the amendment of the Certificate of Incorporation;
- (c) the adoption, amendment or repeal of these Bylaws;
- (d) the amendment or repeal of any resolution of the Board of Directors;
- (e) the approval of a plan of merger, a sale, lease, exchange or other disposition of all or substantially all of the property of the Corporation or of a proposal to dissolve the Corporation; or

(f) action on matters committed by these Bylaws or a resolution of the Board of Directors to another committee of the Board of Directors.

Except as provided in these Bylaws, members of committees shall be appointed at the annual meeting of the Board of Directors or at any regular or special meeting and shall serve at the pleasure of the Board of Directors and until their successors are elected. Each committee shall keep a record of its proceedings and shall report to the Board of Directors as requested. The term of office of a committee member shall be determined by the Board of Directors. Members or officers of a committee may be removed at any time by the Board of Directors.

**3.7 Resignation.** Any director of the Corporation may resign at any time by giving written notice to the President of the Corporation. In the event of a resignation of a director without written notice, the President shall confirm such resignation in writing. Such resignation shall take effect at the time specified therein. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

### **3.8 Removal.**

(a) **By Members.** Any director may be removed from the Board of Directors with or without cause by a majority vote of the members present at a meeting at which a quorum is present. Such action may be taken at any annual meeting of the members or any special meeting of the members, provided that due notice of the proposed removal shall have been duly given. Such removal may be accomplished with or without cause, but the director involved shall be given an opportunity to be present and to be heard at the meeting at which his or her removal is considered.

(b) **By Directors.** Any director may be removed from the Board of Directors with or without cause by a majority vote of the directors present at a meeting at which a quorum is present. Such action may be taken at any annual, regular or special meeting of the directors, provided that due notice of the proposed removal shall have been duly given. Such removal may be accomplished with or without cause, but the director involved shall be given an opportunity to be present and to be heard at the meeting at which his or her removal is considered.

**3.9 Vacancies.** In the event a director ceases to be in office, the Board of Directors shall have the power to fill the vacancy caused thereby, and the person elected to fill such vacancy shall hold office for the unexpired portion of the term of his or her predecessor.

## **ARTICLE 4**

### **OFFICERS**

**4.1 Number, Term and Election of Officers.** The Board of Directors shall appoint a President and a Secretary and may appoint one or more Vice Presidents, a Treasurer and such other officers as the Board of Directors may deem necessary or advisable for the efficient operation of the Corporation's affairs. Each officer shall hold office for the term for which he or she is elected, and until his or her successor shall have been duly elected and qualified. Unless otherwise provided in a resolution electing an officer, his or her term of office shall extend to and expire on the date of the next annual meeting of the Board of Directors following his or her election. However if earlier, an officer's term shall end upon his or her death, resignation or removal as provided in these Bylaws.

**4.2 President.** The President shall be the chief executive officer of the Corporation. Subject to the control of the Board of Directors, the President shall, in general, supervise and control all the business and affairs of the Corporation and shall have the power to sign, acknowledge and deliver on behalf of the Corporation all deeds, agreements and other formal instruments. The President shall preside at each meeting of the Board of Directors. The President shall see that all orders and resolutions of the Board of Directors and of the committees of the Board of Directors are carried into effect. In general, he or she shall perform all duties incident to the office of President and such other duties as may from time to time be assigned to the President by these Bylaws or by the Board of Directors.

**4.3 Vice Presidents.** Each Vice President, if any, shall have such general responsibilities as may be assigned to him or her from time to time by the Board of Directors or the President, and he or she shall perform all such other duties as from time to time may be assigned to him or her by the Board of Directors or the President. At the request of the President, or in case of his or her absence or inability to act, any Vice President designated by the Board of Directors or by the President shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. The Board of Directors may designate Vice Presidents in order of authority either by title, such as Executive Vice President, or by resolution.

**4.4 Treasurer.** The Treasurer, if any, shall have charge and custody of and be responsible for all the funds and securities of the Corporation; he or she shall keep full and accurate accounts of assets, liabilities, receipts and disbursements and other transactions of the Corporation in books belonging to the Corporation; and he or she shall deposit all moneys and other valuable effects of the Corporation in the name of and to the credit of the Corporation in such banks or other depositories as may be designated by the Board of Directors. The Treasurer shall disburse or oversee the disbursement of the funds of the Corporation as may be ordered by the Board of Directors, taking proper vouchers for disbursements, and shall render to the President and to the directors at the meetings of the Board of Directors, or whenever they may require it, a statement of all his or her transactions as Treasurer and an account of the financial condition of the Corporation. In general he or she shall perform all the duties incident to the office of Treasurer and such other duties as may from time to time be assigned to the Treasurer by the Board or by the President. If required by the Board of Directors, the Treasurer shall give such security for the faithful performance of his or her duties.

**4.5 Secretary.** The Secretary shall serve all notices for the Corporation that have been authorized by the Board of Directors; keep the minutes of the meetings of the members and the Board of Directors; be the custodian of the corporate records and of the seal of the Corporation; and in general, perform all the duties incident to the office of Secretary and such other duties as from time to time may be assigned by the Board of Directors or the President. In the event that the office of Treasurer shall not have been filled by the Board of Directors, the Secretary shall perform the duties incident to the office of Treasurer.

**4.6 Other Officers.** The Board of Directors may from time to time appoint such other officers as the Board of Directors may deem necessary or advisable for the efficient operation of the Corporation's affairs, each of whom shall hold office for such period, have such authority and perform such duties as the Board of Directors may from time to time determine.

**4.7 Removal of Officers.** Irrespective of term of office, but subject to any written contract rights, any officer of the Corporation may be removed with or without cause at any time by the Board of Directors.

**4.8 Vacancies.** Except as otherwise provided in these Bylaws, if the office of the President, any Vice President, the Treasurer, the Secretary or any other officer appointed by the Board of Directors becomes vacant due to death, resignation or removal, the vacancy may be filled for the unexpired term thereof by the Board of Directors.

**4.9 Resignations.** Any officer of the Corporation may resign his or her office at any time by giving written notice thereof to the President of the Corporation or to the Board of Directors. Such resignation shall take effect at the time specified therein, or if no time is specified therein, at the time of the receipt thereof, and the acceptance thereof shall not be necessary to make it effective.

## ARTICLE 5

### LOANS, CHECKS AND DEPOSITS

**5.1 Loans.** No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

**5.2 Checks, Drafts, Etc.** All checks, drafts or orders for the payment of money, notes, bills of exchange and other evidences of indebtedness issued in the name of the Corporation shall be signed or endorsed with the signatures or facsimile signatures of such officers or agents of the Corporation as the Board of Directors shall from time to time designate by name or title, or in lieu of any action by the Board of Directors, as the President shall designate.

**5.3 Deposits.** All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select or, in lieu of any action by the Board of Directors, as the Treasurer may select.

## ARTICLE 6

### CORPORATE RECORDS AND FINANCIAL STATEMENTS

**6.1 Corporate Records.** The Corporation shall keep at its principal place of business a copy of its Certificate of Incorporation and any amendments thereto; its bylaws, including all amendments thereto, certified by the Secretary; and an original or a copy of the minutes of the meetings of the members, the Board of Directors and any committees of the Board of Directors; and a list or record containing the names and addresses of all members.

**6.2 Financial Statements.** At intervals of not more than twelve months, the Corporation shall prepare a balance sheet showing its financial condition as of a date not more than four months prior thereto and a statement of receipts and disbursements with respect to its operations for the twelve months preceding such date. The balance sheet and statement shall be deposited at the principal office of the Corporation and be kept for at least ten years from such date.

## ARTICLE 7

### INDEMNIFICATION, CONFLICT OF INTEREST

**7.1 Indemnification.** The Corporation shall indemnify to the full extent authorized or permitted by the Act any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the name of the Corporation), by reason of the fact that he or she is or was a representative of the Corporation or is or was serving at the request of the Corporation as a representative of another corporation, partnership, joint venture, trust or other enterprise. This indemnification is not exclusive of any other rights to which such person may be entitled under any agreement, vote of the disinterested directors or otherwise.

**7.2 Conflict of Interest.** Any member of the Board of Directors or employee of the Corporation who may derive any profit or gain, directly or indirectly, by reason of membership on the Board of Directors or for services to the Corporation shall disclose such interest to the Corporation and will refrain from participating in any decision on such matters. The person shall also disclose any known significant reason or reasons why the transaction might not be in the best interest of the Corporation. The person's abstention from the vote and the reason for it will be recorded in the minutes of any meeting at which such matters are discussed.

## ARTICLE 8

### MISCELLANEOUS PROVISIONS

**8.1 Notice.** Any notice required or permitted to be given under these Bylaws in writing shall be deemed to have been delivered if delivered in person or if sent by United States mail, telegraph (charges prepaid), telex, facsimile, fax or other electronic means and addressed to such person at the address shown on the records of the Corporation or the address supplied by him or her to the Corporation for the purpose of notice. If such notice is sent by mail, it shall be deemed to have been given to the person entitled thereto when deposited in the United States mail.

**8.2 Amendments.** The Board of Directors shall have the power to make, alter or repeal from time to time the Bylaws of the Corporation, except that the Board may not amend or repeal any bylaw in which control thereof is vested exclusively in the members. Unless stated in a written notice of the meeting at which such action will be taken, no bylaw may be brought up for adoption, amendment or repeal.

**8.3 Execution of Contracts.** The Board of Directors may authorize any officer or officers and any agent or agents to enter into any contract or execute any instrument in the name of, and on behalf of, the Corporation, and such authority may be general or limited to specified instances. No officer, agent or employee shall have any power or authority to bind or obligate the Corporation by any commitment, contract or engagement, or to pledge its credit or render it liable for any purpose or in any amount unless duly authorized by the Board of Directors.

**8.4 Compensation for Services.** The Corporation may pay compensation to any person (except a government official), even if such person is also a director or officer of the Corporation, for personal services (including, but not limited to, education, artistic, legal, clerical, and investment management services) which are reasonable and necessary to carry out the purposes of the Corporation, and may reimburse any such person for expenses incurred in connection with the rendition of such services, provided that the amount of such compensation or reimbursement is reasonable and not excessive. The Board of Directors shall determine the amount of compensation or reimbursement that shall be paid.