

BYLAWS

Atlanta Spartans

Also known as the MSU Alumni Club of Greater Atlanta, Inc.

A 501c(3) Not for Profit Corporation

Adopted October 2020

Article I: NAME

The name of this organization shall be the Atlanta Spartans, also known as the MSU Alumni Club of Greater Atlanta, Inc.

This organization is a volunteer-based alumni club affiliated with the MSU Alumni Association of Michigan State University.

ARTICLE II: PURPOSE AND OBJECTIVES

The objectives of the Atlanta Spartans shall be:

1. Fellowship: Providing opportunities for Spartans to find, connect and engage with fellow Michigan State University alumni in the great Atlanta community through a variety of programs, events, and experiences.
2. Service: Participating in and creating service initiatives connected to causes Spartans care about in their local community, and encouraging them to get to know fellow alumni
3. Invest: Supporting current and future Spartans with gifts of time, insight, connections, and the funding of scholarships at Michigan State University.

Article III: MEMBERSHIP

The MSU Alumni Association is no longer a dues-based organization. All alumni, current students, faculty and staff, former faculty and staff, parents of alumni and students, and friends living in the Greater Atlanta area are considered members of the Atlanta Spartans.

The Atlanta Spartans encourages all alumni, faculty and staff (past and present) parents of alumni, students and friends living in the Atlanta Chapter Metropolitan area to contribute to Michigan State University at a minimum of the "Spartan Loyal" level (annual gift of \$100 or more).

ARTICLE IV: BOARD OF DIRECTORS AND OFFICERS

Section 1: Board of Directors

The governing body of this organization shall be a Board of Directors consisting of up to five officers and up to ten additional members-at-large, for a total of 15 members.

Section 2: Officers of the Board of Directors

Five of the directors shall serve as officers of the Board of Directors in the following roles: President, Vice President of Events, Vice President of Communications, Secretary and Treasurer. The officers' responsibilities include leading the Atlanta Spartans and efforts to revise these bylaws, as needed.

General responsibilities for each officer position are set forth below.

Duties of the President. The President shall act as chief executive officer as the Atlanta Spartans and shall preside over the meetings of the Board of Directors. The President shall have all the general powers and duties which are incident to the office of the President organized under the Georgia Nonprofit Code, including but not limited to the power to appoint committees from the Board members and other members as at his or her discretion to assist in the conduct of the Atlanta Spartans.

Duties of the Vice President of Events. The Board of Directors shall elect such Vice President as is necessary to assist in carrying out the duties of the Board of Directors. The Vice President shall have such duties as are delegated to him or her by the Board of Directors or President.

Duties of the Vice President of Communications. The Board of Directors shall elect such Vice President as is necessary to assist in carrying out the duties of the Board of Directors. The Vice President shall have such duties as are delegated to him or her by the Board of Directors or President.

Duties of the Secretary. The Secretary shall authorize official documents and keep the minutes of all meetings of the Board and shall have charge of such papers. The Secretary shall also perform all duties incident to the office of the Secretary of the Atlanta Spartans organized under Georgia law. The secretary shall have custody of the corporate seal of the Corporation, if any; and shall have authority to affix the same to any instrument requiring it; and, when so affixed, it may be attested by his or her signature. The Board of Directors may give general authority to any officer to affix the seal of the Corporation, if any, and to attest the affixing by his or her signature.

Duties of the Treasurer. The Treasurer shall have the responsibility over funds and shall be responsible for keeping full and accurate financial records. These records shall include disbursements, for preparing all required financial statements and tax returns, and for the deposit of all moneys and other valuable effects in the name of the Atlanta Spartans. The Treasurer shall be responsible for the reporting of the financial position of the Atlanta Spartans as of June 30, the end of the university's fiscal year.

Section 3: Terms of Office

Directors are elected for an initial one-year term and may be re-elected for an additional term(s).

Officers are elected for an initial one-year term and may be re-elected for multiple additional term(s).

All new terms begin July 1 and end June 30.

Section 4: Elections

Members of the Board of Directors, including officers, shall be elected by a majority vote that is comprised of general Michigan State University alumni and the Board of Directors at the June meeting.

The board may choose to include an open invitation for Atlanta Spartans to attend the meeting as guests.

The nomination and election process will have clearly communicated timelines agreed upon by the Board of Directors to encourage the highest level of engagement by all Atlanta Spartans.

The President shall appoint a Nominating Committee consisting of not less than three and no more than five members of the Board of Directors no later than the April meeting of each year for the purpose of selecting candidates for the Board of Directors.

The Nominating Committee will prepare a slate of candidates for election to the Board of Directors at the June meeting of each year.

The Atlanta Spartans shall notify the MSU Alumni Association of the results of the election of the Board of Directors and shall record these changes in the Club Admin Panel within thirty days of such election.

Section 6: Removal, Resignation, and Vacancies

The Board of Directors may remove any member, with or without cause, by a majority vote of the remaining members.

Attendance at the Board of Directors meetings is of vital importance and shall be mandatory and effective. A board member who misses three consecutive meetings of the Board of Directors within a one-year period may be requested by the President to resign.

Any member of the Board of Directors may resign at any time, by delivery of written notification to the President or Secretary. Such resignation shall become effective upon its delivery to the President or Secretary or at the time specified therein.

Between annual elections, the Board of Directors shall, by a majority vote of its members, fill all vacancies on the board that occur due to removal, resignation, or for other reasons, until the next annual meeting at which time a replacement will be elected for the remainder of the unexpired term.

Section 7: Quorum and Voting

A quorum for the Board of Directors shall consist of at least half (50%) of the directors plus one, including at least one officer. Attendance may also be telephonic or video. In the absence of a quorum, no formal action shall be taken except to adjourn the meeting to a subsequent date.

Action(s) by the board/passage of a motion requires a simple majority of a quorum, unless otherwise stated in these bylaws.

Section 8: Compensation

Members of the Board of Directors shall serve without compensation, with the exception that reasonable expenses incurred related to the mission of the Atlanta Spartans are allowed to be reimbursed with the approval of the board.

ARTICLE V: COMMITTEES

It shall be the duty of the President, and of the other officers of the Atlanta Spartans at the beginning of their terms, to review the need for continuing the previous year's standing committees and the need for ad hoc or additional standing committees.

With approval of the Board of Directors, the President shall create and dissolve committees necessary for the proper function/to assume responsibility for certain tasks of the Atlanta Spartans. The President shall appoint all committee chairs these appointments shall be presented to the Board of Directors.

Committees shall be composed of various Atlanta Spartans, including Michigan State alumni and nonalumni.

ARTICLE VI: MEETINGS

The Board of Directors shall meet at least six times each year – in the months relevant to planning for effective future events and administrative functions.

Meetings shall be held at a reasonable time and location to accommodate attendance by as many members of the Board of Directors as possible, with adequate notice given to all board members.

Roberts' Rules of Order shall govern any parliamentary questions that arise at any board meetings.

Additionally, the President may call a meeting of the Board of Directors at any time business of the club may require, giving a minimum seven-day advance notice for any such ad hoc meeting and requiring a quorum to be officially valid.

The Secretary shall keep a record of the proceedings of all board of director meetings and distribute afterward to all members of the Board of Directors. Records may include attendance, all decisions made, identified action items and owners, and results from all votes.

ARTICLE VII: FINANCIAL ADMINISTRATION

Section 1: Fiscal Year

The fiscal year of the Atlanta Spartans (also known as the MSU Alumni Club of Greater Atlanta, Inc.) shall be January 1 – December 31.

Section 2: Corporate Seal.

The corporate seal, if any, shall be circular in form, shall have the name of the Corporation inscribed thereon and shall contain the words "Corporate Seal" and "Georgia" and the year the Corporation was formed in the center, or shall be in such form as may be approved from time to time by the Board of Directors.

Section 3: Checks, Notes, Contracts.

The Board of Directors shall determine who shall be authorized from time to time on the Corporation's behalf to sign checks, drafts, or other orders for payment of money; to sign acceptances, notes, or other evidences of indebtedness; to enter into contracts; or to execute and deliver other documents and instruments.

Section 4: Books and Records.

The Corporation shall keep at its office correct and complete books and records of account, the activities and transactions of the Corporation, minutes of the proceedings of the Board of Directors and any committee of the Corporation, and a current list of the directors and officers of the Corporation and their residence addresses. Any of the books, minutes and records of the Corporation may be in written form or in any other form capable of being converted into written form within a reasonable time.

Section 5: Amendment of Articles of Incorporation and Bylaws.

The Articles of Incorporation of the Corporation may be adopted, altered, or repealed in whole or in part by a majority vote plus one of the directors of the Corporation. The Bylaws of the Corporation may be adopted, altered, or repealed in whole or in part by a majority vote plus one of the directors of the Corporation.

Section 6: Indemnification and Insurance.

The Corporation may indemnify any director who has been successful, on the merits or otherwise, in the defense of any proceeding described below against reasonable expenses incurred by the director in connection with the proceeding, or as a court of competent jurisdiction shall determine. The Corporation may indemnify any director, or any former director, any person who may, while a director of the Corporation, have served at its request as a director, officer, partner, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise and may, by resolution of the Board of Directors, indemnify any officer, employee or agent against any and all expenses and liabilities actually and necessarily incurred by him or imposed on him in connection with any threatened, pending or completed action, suit, or proceeding (whether civil, criminal, administrative, or investigative) to which he may be or is made a party by reason of being or having been such director, officer, employee or agent; subject to the limitation, however, that there shall be no indemnification in relation to matters as to which it shall be proved that the act or omission of the director, officer, employee or agent was material to the cause of action adjudicated in the proceeding and was either (1) committed in bad faith or was the result of active and deliberate dishonesty, or (2) the director, employee or agent actually received an improper personal benefit in money, property or services, or (3) in the case of any criminal proceeding, the director, officer, employee or agent had reasonable cause to believe that the act or omission was unlawful.

Amounts paid in indemnification of expenses and liabilities may include, but shall not be limited to, judgments, penalties, fines, settlements and reasonable expenses actually incurred by such director, officer, employee or agent. The Corporation may pay or reimburse reasonable expenses in advance of the final disposition of the proceeding upon written receipt by the Corporation of a written affirmation by the director of the director's good faith belief that the standard of conduct necessary for indemnification by the Corporation has been met, and a written undertaking by or on behalf of the director to repay the amount if it shall ultimately be determined that the standard of conduct has been met.

The provisions of this Article shall be applicable to claims, actions, suits, or proceedings made or commenced after the adoption hereof, whether arising from acts or omissions to act occurring before or after adoption hereof.

The indemnification provided by this Article shall not be deemed exclusive of any other rights to which such director, officer, employee or agent may be entitled under any statute, Bylaw, agreement, vote of the Board of Directors, or otherwise and shall not restrict the power of the Corporation to make any indemnification permitted by law.

The Board of Directors may authorize the purchase of insurance on behalf of any director, officer, employee, or agent of the Corporation. The Board of Directors may authorize the purchase of insurance on behalf of same who, while a director, officer, employee or agent of the Corporation, is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust, other enterprise, or employee benefit plan against any liability asserted against and incurred by him arising out of such person's position, whether or not the Corporation would have the power to indemnify such person against that liability under law.

In no case, however, shall the Corporation indemnify, reimburse, or insure any person for any taxes imposed on such individual under chapter 42 of the Internal Revenue Code of 1986, as now in effect or as may hereafter be amended ("the Code").

If any part of this Article shall be found in any action, suit, or proceeding to be invalid or ineffective, the validity and the effectiveness of the remaining parts shall not be affected.

Section 7: Prohibition Against Sharing in Corporate Earnings.

No director, officer or employee of or person connected with the Corporation, or any other private individual shall receive at any time any of the net earnings or pecuniary profit from the Corporation; provided, however, that this prohibition shall not prevent the payment to any person of reasonable compensation for services rendered to the Corporation (other than solely as a director) in effecting any of its purposes or reimbursement and indemnification as provided in Section 6.6 hereof.

Section 8: Exempt Activities.

Notwithstanding any other provision of these Bylaws to the contrary, no director, officer, employee or representative of this Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by any organization exempt from income taxation under Code Section 501(c)(3) and the United States Department of Treasury Regulations promulgated

thereunder as they now exist or as they may thereafter be amended, or by an organization, contributions to which are deductible under Code Section 170(c)(2) and the United States Department of Treasury Regulations promulgated thereunder, as they now exist or as they may hereafter be amended.

Section 9: Private Foundation.

Notwithstanding anything in these Bylaws to the contrary, if for any taxable year the Corporation is determined to be a “private foundation” as defined in Code Section 509, then with respect to such taxable year of the Corporation, the following shall apply:

- (i) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Code Section 4942, or corresponding provisions of any subsequent federal laws.
- (ii) The Corporation shall not engage in any act of self-dealing as defined in Code Section 4941(d), or corresponding provisions of any subsequent federal tax laws.
- (iii) The Corporation shall not retain any excess business holdings as defined in Code Section 4943(c), or corresponding provisions of any subsequent federal tax laws.

Section 10: Conflicts.

In the event of conflicts between the Articles of Incorporation and these Bylaws, the order of precedence shall be first the Articles of Incorporation, then these Bylaws.

Section 11: Dissolution of the Corporation

Upon the dissolution or winding up of the affairs of the Corporation, whether voluntary or involuntary, the remaining assets of the Corporation, after all debts have been satisfied, shall be distributed, transferred, conveyed, delivered and paid over to the now unincorporated MSU Alumni Association affiliated group the Atlanta Spartans.

In the event of the dissolution of the Atlanta Spartans, any and all remaining assets shall be submitted to the MSU Atlanta Scholarship Fund held at Michigan State University for awarding to deserving incoming Spartan students.

ARTICLE VIII: AMENDMENTS

These Bylaws may be repealed or amended by a majority vote plus one of the members of the Board of Directors.

Written notice of the proposed amendment(s) shall be sent to all board members at least seven days prior to the meeting where such action shall take place.

When any changes are made to these Bylaws, Atlanta Spartans shall provide a copy to all members of the Board of Directors and the MSU Alumni Association, and shall upload the new bylaws in the Club Admin Panel within thirty days of such vote.