

**ARTICLE I
ALUMNI ASSOCIATION**

1. Name.

The name of this association is **The American University in Bulgaria Alumni Association** (AAA). It is referred to in this Constitution as the Association.

2. Entity.

The Association is a not-for-profit non-governmental organization, registered as such under Bulgarian Law, and a separate structure from the American University in Bulgaria (referred to in this Constitution as AUBG or the University).

3. Mission and Purpose.

The mission of the AAA will be defined and quoted as follows:

(3.1) *The mission of the AUBG Alumni Association is to function as a representative and organizational structure for the AUBG alumni body, acting constructively in its common interests and development. The Association will promote the values of the American University in Bulgaria.*

The objectives of the Association are:

(3.2) To promote interaction among alumni through developing a communications network, projects and programs that enrich their professional, cultural and personal lives.

(3.3) To enhance the continued growth and development of AUBG as a leading higher education institution in Southeast Europe by providing financial support and by contributing to the life and community of AUBG.

4. Membership

(4.1) General Membership. All graduates of the University and those who have received from the Association Board of Directors an Honorary Degree shall be members of the Association.

(4.2) Associate Membership. New alumni become associate members of the Association when they officially graduate. The Association formally recognizes this step when the AUBG Office of the Registrar forwards the names of individuals eligible for membership to an Alumni Association Board member.

(4.3) Regular Membership. Regular members of the Association are those general members that have paid the respective annual membership fee as approved by the Board within its annual budget. The membership fee is paid in advance before each fiscal year for current alumni and within a month of graduation for new alumni during the fiscal year.

(4.4) Honorary Membership. The Association Board will award honorary membership to individuals who have given extraordinary service to the University or the AAA, as selected by a simple majority vote.

5. Termination of Membership

General Membership is discontinued upon death. Regular Membership is reversed to Associate Membership upon failure to submit the membership fee for the next fiscal year to the Association.

6. Officers.

The officers of the Associations are as follows: a President, Vice-President, and a Treasurer. These are elected by direct vote by the general membership and hold office for three years and until their successors are elected.

(6.1) President. The President presides at all meetings of the AUBG Alumni Association General Assembly or Board of Directors and can put issues for voting before the membership of the Association as provided for in this Constitution. The President chairs the Alumni Fund committee and serves as an ex-officio member of all committees created by the AUBG Alumni Association Board of Directors and has the right to membership to all committees or similar groups, which plan and operate programs sponsored by the Association. The President represents the Association on the AUBG Board of Trustees. The President approves operational expenditure within the Association's approved budget and reports on all activities of the Association to the General Assembly.

(6.2) Vice-President. The Vice-President serves as acting President in the absence of the President and in this capacity presides at meetings of the AUBG Alumni Association General Assembly or Board of Directors as well as other official functions of the Association. The Vice-President chairs the Nominating Committee of the Association. The Vice-President is in charge of all grassroots structures (local chapters, classes, and special interest groups), and provides information of opportunities to join such structures to new members. The Vice-President carries out duties as delegated by, and reports to, the President.

(6.3) Treasurer. The Treasurer is responsible for the keeping of full and accurate accounts of all receipts and disbursements of the Association in accordance with the law and this Constitution. The Treasurer is responsible for tracking paid membership fees, general membership and associate/regular membership status of all members. The Treasurer presents for approval annual fiscal reports (past year) and annual budgets (next year plan) to the AUBG Alumni Association Board of Directors and makes available these reports to the general membership of the Association. The Treasurer chairs the Budgetary Committee.

7. Directors at large.

Elected in the same fashion as the Association officers are also nine Board Directors at large. They have the right to vote and are involved in all matters standing before the Board.

8. Secretary.

A Secretary is appointed by the President and approved by a simple majority of the Board members. The Secretary maintains the records of the AUBG Alumni Association Board of Directors and the Association, gives notice of meetings of the Association, and performs other duties as assigned by the President. The Secretary files reports as requested by the AUBG Alumni Association Board of Directors and the University.

**ARTICLE II
BOARD OF DIRECTORS**

1. Object.

The Association is governed by an executive body known as the AUBG Alumni Association Board of Directors. The object of the AUBG Alumni Association Board of Directors is to

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CONSTITUTION (Approved by AAA on Dec. 16, 2004)

transact the business of the Association. It is referred to in this Constitution as "the Board".

2. Powers.

The General Assembly delegates to the Board all the powers of the Association, except those relating to the nomination and election of alumni directors.

(2.1) The Board approves the creation of chapters of the Association upon being furnished with the necessary documentation by the chapters (*see Art. III*).

(2.2) The Board approves the annual budget and fiscal report as presented by the Treasurer.

(2.3) The Board shall consider any matters that may be brought to its attention by the American University in Bulgaria Board of Trustees, alumni, faculty and administration, current students, or other stakeholders, and, when so requested, give its opinion thereon and take such action as seems advisable.

3. Alumni Fund.

The Board is specially charged with the responsibility of developing and increasing the Alumni Fund of AUBG. Gifts to the fund may be either unrestricted, restricted, or for additions to the Endowment Fund.

4. Composition.

The Board is comprised of the three officers and nine directors at large.

5. Committees.

To facilitate execution of its powers and duties, the Board will have committees, appointed from within its own members. The Board may appoint standing or special (ad hoc) committees, as the Board may deem necessary. The President appoints chairs of all Board committees except for the Nominating Committee that is chaired by the Vice-President.

(5.1) Nominating Committee. The Nominating Committee organizes, oversees and certifies on an annual basis the elections of new Association officers and directors at large at the end of their respective three-year term in accordance with this Constitution. The Nominating Committee shall solicit nominations from among the Association membership for the Board and make available a list of all nominees for all positions—officers and directors at large - to be elected by direct vote by the general membership.

(5.1.1) Members. The Nominating Committee is comprised of the Vice-President who chairs it, two other Board of Directors members and an AUBG SG or faculty representative (not a member of the AAA Board). The members of the NC are appointed by the Board, except the outsider to the Board, who is appointed by the AUBG Student Government. Disputes within the committee are resolved by simple majority vote. In tied votes the Vice-President's vote counts double with the possibility of recourse to the Board.

(5.2) Alumni Fund Committee. The Alumni Fund Committee works closely with AUBG to assist in seeking additional financial support for the University, particularly through the development of the Alumni Fund. The Association President chairs the Alumni Fund Committee.

(5.3) Budgetary Committee. The Budgetary Committee prepares and operates the Association budget. The Budgetary Committee is chaired by the Treasurer and

presents to the Board annually a budget and a fiscal report (Annual Report) on the past year. The Annual Report, as accepted by the Board, is made available to the general membership.

(5.4) Special Events Committees and Ad Hoc Committees. Special Events Committees and Ad Hoc Committees are to provide for educational enhancement and social interaction among alumni.

6. Meetings and voting of the Association Board of Directors and committees.

(6.1) Board Meetings. The meetings of the Board shall take place at least twelve times during the year to conduct the business of the Alumni Association. Board Meetings shall be called by the President or by petition of at least two Board members. All Board meetings, with the exception of executive sessions, will be open to the full Association membership, other members of the AUBG community and representatives of relevant institutions and media.

(6.2) Board Voting Procedure. Simple majority decides board voting. The three officers and nine directors at large are the voting members of the Association Board. In case of a tie, the President's vote is counted double. E-mail voting is opened at least 24 hours.

(6.3) Committee Meetings and Voting. Meetings of the AUBG Alumni Association Board committees shall be held at the discretion of the committee chair and will be open to all interested Association members, with the exception of executive sessions. Committee chairs are obliged to prepare and present activity reports as well as proposed texts for resolutions to the whole Board for information or Board action at the regularly scheduled Board meetings.

(6.4) Executive sessions. Meetings of the Board or its committees can be closed to non-members in executive sessions when the Board or committees deem necessary. Executive sessions can be called in case of (but not limited to): impeachment of members, honorary membership approval, discussion and/or vote on sensitive information, etc. Budgetary and fiscal issues cannot be the subject of an executive session.

(6.5) Quorum. Three Board members and half of committee members attending a meeting will constitute a quorum of the Board and committee meetings, respectively.

7. Elections, General Membership Voting and Impeachment Procedures

(7.1) The Association President and Board may submit any issue for a vote to the general membership. Voting is initiated by sufficient notice to the general membership by an Association officer or director at large, forwarded as approved by a simple majority vote by the Board. In this case, and in any other type of voting on the activity of the Association, be it Board, committee, or general voting, the voting procedure may be electronic, provided that the Association Board deems such course of action allows a larger number of members to be involved in the election. In such case, e-mail sent at least 20 days in advance of voting to the general membership of an existing alumni contact database is considered sufficient notice. Matters subject to voting by the membership are:

- Constitution Amendments (see article IV, p.4) and strategic changes
- Installment of new Board members at the end of term in office
- Impeachment of Board members
- Any other matters the Board deems deserving of a general vote

- (7.2) **5%** of general members of the Association participating (valid votes) in a vote will constitute a quorum for decision-making. Honorary members cannot vote.
- (7.3) Elections for AAA Board members will be carried out in November and the newly elected officers will assume their positions on Jan 1st of the following year. In each vote a part of the Board directors at large and officers' seats are put to election in the following manner:
- (7.3.1) **First year of the election cycle** – three Board Director at Large seats are elected (those whose three-year term expires).
- (7.3.2) **Second year of the election cycle** – other three Board Director at Large seats are elected (those whose three-year term expires).
- (7.3.3) **Third year of the election cycle** – the remaining three Board Director at Large seats are elected, together with the three Officer positions (President, Vice-President and Treasurer).
- (7.4) The elections timeline is as follows:
- (7.4.1) **Collection of nominations** – The NC announces to the general members the start of gathering of nominations for the positions up for election – **Start October 1st – End October 31st.**
- (7.4.2) **Nominees information** – The NC informs nominees of the necessary information (CV and letter of intent) to be provided for their entry – **Start November 1st – End November 20th.**
- (7.4.4) **Elections** – The NC announces the start of voting to the general members and makes available to them the submitted nominees' details. Voting period is exactly one calendar week. – **Start November 23rd – End November 29th.**
- (7.4.4) **Results** – The NC announces the results of the voting to the general members. **By December 5th.**
- (7.5) Elected Board members assume their positions on the Board in the beginning of the new calendar year following the election. If a Board member resigns prior to the completion of his/her term, her/his position will be offered to the candidate with the next-most votes in the running for his or her position, if there is such a person, if not, the position remains unfilled and is filled at the next elections. Board members replacing resigned members serve for the remainder of the three-year Board members term and are subject to the conditions set in 7.3.
- (7.6) **Impeachment of Board Members (Officers and Directors at Large).** The impeachment of Board members is initiated by a petition of 5% of general members or by 6 Board Members. The petition is introduced before the Board through any Association member. The impeachment proposal has to be forwarded to a general electronic vote within 20 days of its presentation before the Board and a two-thirds majority of valid votes "in favor" passes it.

ARTICLE III CHAPTERS OF THE ASSOCIATION

1. General Guidelines.

Chapters of the Association may be accredited where there are sufficient members to support a local chapter, a class organization or a special interest group to support a demonstrated interest or need. A class, local chapter or special interest group will be recognized to be *IN FORMATION* when it has identified a coordinator.

2. Recognition Requirements

(2.1) Classes. A graduated class of the University will be recognized as an organized class when it has designated to the Board at least 2 persons from the *RESPECTIVE* class to serve as a Class Chair and a Treasurer, Constitution, when it has identified members comprising no less than 10% representation of all alumni from that class, and when it has identified 10 regular Association members from its members.

(2.2) Special Interest Groups (Clubs). A special interest group will be recognized as an organized group when it has designated to the Board at least 2 persons to serve as a Club Chair and a Treasurer, a Constitution, and when it has identified 10 regular Association members from its members.

(2.3) Local Chapters

(2.3.1) A COUNTRY chapter will be recognized as an organized group when it has designated to the Board at least 2 persons to serve as a Country Chapter Chair and a Treasurer, a Constitution, and when it has identified 10 regular Association members from its members.

(2.3.2) A CITY chapter will be recognized as an organized group when it has designated to the Board at least 2 persons to serve as a City Chapter Chair and a Treasurer, a Constitution, and when it has identified 5 regular Association members from its members.

3. Accreditation Process

(3.1) When a proposed local chapter/class/club identifies to the Board a coordinator, it gains a status of *IN FORMATION*. When it has designated the above officers, reported to the Association the required number of regular members, and produced a Constitution in writing to the Association Board, the Board votes to provisionally accredit this organization (simple majority vote).

(3.2) When a member pays the Association membership fee through the class/chapter/special interest group where s/he wants to activate, that member is considered a regular member of the AAA. Association membership fees are collected **ONLY** by or on behalf of the Association itself and cannot be redistributed and disposed with by the chapters.

(3.3) Classes/chapters/special interest groups *IN FORMATION* (not yet accredited) can propose candidates for the Association's officers and directors at large, and can offer ideas for projects, either at grassroots or umbrella levels, but cannot run their own projects, unless explicitly commissioned by the Board to do so.

(3.4) (*PROVISIONALLY*) ACCREDITED Classes/local chapters/special interest groups can promote candidates for the Association's officers and directors at large; can initiate their own projects, finance and run them, having only the obligation to inform the Vice-President and the Board, as well as report on overall finances in an annual report to the Board; can initiate impeachment procedures related to poor performance or misadministration related to their own projects.

(3.5) *ACCREDITED* Classes/chapters/special interest groups are *provisionally* accredited for the first year of existence. If no dispute arises for 1 year regarding either leadership or name/title of the chapter/club/class the organization becomes fully accredited.

(3.5.1) Disputes regarding either leadership or name/title of local chapter/ club/ class are to be resolved by the Vice-President, with possibility of recourse to the Board - the advised solution for dispute resolution should be merger and/or elections.

(3.6) Only the Board can decide to retrieve accreditation (by simple majority vote).

ARTICLE IV GENERAL

1. **Finances.**

(1.1) Financial means necessary for the activities of the Association are:

(1.1.1) Contributions

(1.1.2) Profits from publications

(1.1.3) Proceeds of special events

(1.1.4) Proceeds from special projects and services

(1.1.5) Membership fees

(1.2) Financial records are maintained by the Treasurer.

(1.3) The Treasurer presents an annual fiscal report that includes all receipts and disbursements by the Association and its accredited, provisionally accredited and in formation organizations for Board approval and the approved report is made available to general members in January after each full year of the Association officers' term.

2. **Dissolution.**

The dissolution of the organization is decided by two-thirds of the votes of the total general membership.

3. **Policy Conflicts.**

The Board will immediately take whatever action is necessary to rectify any contradiction between this Constitution and University and alumni interest and policy.

4. **Amendments to the Constitution.**

The Constitution may be amended provided a notice of the proposed amendment(s) has been made available to all members of the association at least *TWENTY* (20) days prior to the vote. Amendments are "passed" when votes "in favor" represent no less than 2/3 of the total valid votes casted. Any association member may vote.