

This represents the proposed Constitution with several changes from the existing Constitution (copy enclosed) Voting “yes” or “no” can be done 3 ways: **1) return a signed note in the return envelope; 2) send an e-mail to [alumni@sdsmt.edu](mailto:alumni@sdsmt.edu); or 3) vote on-line at [alumni.sdsmt.edu](http://alumni.sdsmt.edu) → Communications → Constitution → “Vote here”.**

SOUTH DAKOTA SCHOOL OF MINES AND TECHNOLOGY ALUMNI ASSOCIATION  
CONSTITUTION  
ARTICLE I

Name and Purpose

Section 1. This Association shall be called SOUTH DAKOTA SCHOOL OF MINES AND TECHNOLOGY ALUMNI ASSOCIATION (Alumni Association).

Section 2. The Alumni Association advances the interests, influence, and reputation of the South Dakota School of Mines and Technology (SD Mines) by fostering a sense of community among students, faculty, and alumni, through meaningful engagement, contributing to institutional excellence.

ARTICLE II

Membership

Section 1. All persons who have received a degree, academic or honorary, from SD Mines are hereby constituted Alumni Members.

Section 2. Contributions to the Alumni Association shall be voluntary, and payment of dues shall not be a prerequisite to membership in good standing.

ARTICLE III

Composition of the Board of Directors and Committees

Section 1. BOARD OF DIRECTORS. There shall be a Board of Directors composed of the President, President Elect, Immediate Past President, Executive Director, Secretary, Treasurer, and twelve (12) Board Members.

Section 2. EXECUTIVE COMMITTEE. The Executive Committee of the Alumni Association shall consist of a President, President Elect, Immediate Past President, Executive Director, Secretary, Treasurer, and a Member at Large (one of the 12 Board Members).

Section 3. INVESTMENT COMMITTEE. The Board of Directors will appoint an Investment Committee each year from among its membership. The Board of Directors shall designate the Chairman, who shall report to the Board of Directors.

Section 4. NOMINATING COMMITTEE. The Board of Directors will appoint a Nominating Committee each year from among its membership. The Board of Directors shall designate the Chairman, who shall report to the Board of Directors.

Section 5. COMPENSATION AND POLICY COMMITTEE. The Board of Directors will appoint a Compensation and Policy Committee each year from among its membership. The Board of Directors shall designate the Chairman, who shall report to the Executive Committee.

Section 6. OPERATING COMMITTEES. The Board of Directors may appoint one or more Operating Committees from among its membership and may include Alumni Members who are not on the Board of Directors. Each Operating Committee will be assigned to support a program associated with the Alumni Association’s Strategic Plan. The Board of Directors shall designate a Chairman for each Operating Committee, who shall report to the Board of Directors.

ARTICLE IV

Duties of the Board of Directors and Committees

Section 1. BOARD OF DIRECTORS. Administration of the affairs of the Alumni Association, except as otherwise expressly provided by the Constitution, shall be vested in the Board of Directors.

The Board of Directors shall have the power to fill, for the remainder of the term, any vacancy occurring on the Board of Directors.

The Board of Directors shall negotiate funding from third parties, direct all solicitation of contributions and oversee all expenditures.

The Board of Directors shall have supervision and management of all assets of the Alumni Association and shall arrange for the annual audit of the accounts of the Alumni Association.

The President or the President’s designee will preside at duly called Board of Directors meetings.

Section 2. EXECUTIVE COMMITTEE. The duties of the President, President Elect, Immediate Past President, Executive Director, Secretary, Treasurer, and Member at Large of the Alumni Association shall be those commonly pertaining to such offices and such other duties as the Executive Committee may from time to time prescribe.

The Executive Committee shall set the agenda for Board of Directors Meetings.

The Executive Committee shall meet without the Executive Director present to set staff salary and discuss other business pertaining to the Executive Director's job performance.

The Executive Committee shall have the authority to act on behalf of the Board of Directors only when it is not convenient for the Board of Directors to be involved, in emergency situations, or in circumstances where simple action is required.

The Executive Director shall report to the President.

Section 3. INVESTMENT COMMITTEE. The Investment Committee shall direct and administer the funds for the Alumni Association in accordance with policies prescribed by the Board of Directors to which it shall report.

Section 4. NOMINATING COMMITTEE. The Nominating Committee shall recommend candidates to the Board of Directors annually for all open Board of Director positions.

Section 5. COMPENSATION AND POLICY COMMITTEE. The Compensation and Policy Committee will define the roles and responsibilities for employees, establish compensation policies, review the performance of employees, establish policies for operations, and resolve issues and concerns of the employees.

Section 6. OPERATING COMMITTEES. Operating Committees will report their findings with recommendations to the Board of Directors.

## ARTICLE V

### Alumni Chapters

Section 1. The Board of Directors shall approve Alumni Charters for and provide support for Alumni Chapters.

Section 2. The Board of Directors shall select alumni to organize Alumni Chapters throughout the world as needed for the purpose of engaging alumni in carrying out the mission of SD Mines. Alumni Chapter Officers will be elected to organize activities that are consistent with the mission and purpose of the Alumni Association. Alumni Chapter officers are not officers of the Alumni Association and cannot bind the Alumni Association either financially or legally. Alumni Chapter Officers will report to the Executive Director of the Alumni Association on activities and provide updated contact information as acquired to the Executive Director of the Alumni Association. Events will be coordinated with the Executive Director to ensure the proper advance notification of events.

## ARTICLE VI

### Elections and Appointments of Board Members and Executive Committee Members

Section 1. All members of the Executive Committee, except for the Executive Director, must be Alumni Members.

Section 2. The twelve (12) Board Members must be Alumni Members and each shall be elected to a three-year term, with four (4) Board Members elected each year in the manner prescribed in the By-Laws. No individual shall serve more than three (3) consecutive terms for a maximum total of nine consecutive years.

Section 3. A President Elect will be elected annually in the manner prescribed in the By-Laws and will become the President in the following year and the Past President in the third year.

Section 4. The Secretary and Treasurer shall each be elected for three-year terms in the manner prescribed in the By-Laws.

Section 5. The Executive Director shall be appointed by the Board of Directors and the Executive Director's tenure will be at its pleasure.

Section 6. The Executive Committee's Member at Large shall be appointed by the President. The Member at Large will serve a one-year term.

## ARTICLE VII

### Meetings

Section 1. The Board of Directors will meet upon call by the President, the Executive Director, or any two members of the Board of Directors as prescribed in the By-Laws.

## ARTICLE VIII

### Amendments

Section 1. Proposed amendments to the Constitution, either recommended by the Board of Directors or endorsed by one hundred fifty (150) Alumni Members, shall be mailed under the direction of the Board of Directors to each Alumni Member at his/her last known e-mail address with notice of the time set for closing the vote, which time shall be not less than thirty (30) days from the date on which the notice of the proposed amendment is mailed to each member.

Section 2. In order to be counted, a vote for or against the proposed amendment(s) must be received by the Board of Directors before the time for closing the vote.

Section 3. The Board of Directors shall canvass all ballots and announce the result. A proposed amendment shall become effective upon the affirmative vote of two-thirds of the votes cast by Alumni Members.