

COLUMBIA CLUB OF ATLANTA, INC. BYLAWS

ARTICLE I NAME AND MEMBERSHIP

The name of this Club is the Columbia Club of Atlanta, Inc. (the "Club"). Its membership shall include all alumni, undergraduate students, graduate students of Columbia University and affiliated Schools/Institutions (the "University"), as well as their parents, spouses/partners located in the metropolitan Atlanta area and adjacent states who have paid dues for the calendar year in question ("Members" or "Membership").

ARTICLE II PURPOSE

The purposes for which the Club is formed are:

- To foster and promote the interests of Columbia University in a wide variety of regards;
- To conduct academic, educational, intellectual, cultural, professional, entertainment and social events for the Members;
- To encourage socializing and professional development among its Members;
- To encourage socializing with the members of other Ivy League alumni organizations;
- To foster and promote an appreciation of the academic, intellectual, cultural, entertainment and social offerings of the metro Atlanta area;
- To foster and promote charitable activities and volunteer opportunities; and
- To provide bookstore awards to select undergraduate first-year students matriculating to the University from the Atlanta area.

ARTICLE III EXECUTIVE BOARD, OFFICERS AND COMMITTEE CHAIRS

- (1) The Executive Board shall consist of the Officers, the Committee Chairs, and *Ex-Officios*.
- (2) The officers of the Club shall be President, Vice President, Treasurer and Secretary.
- (3) The President shall be the principal executive officer of the Club. He/she shall preside at all meetings of the Members and of the Executive Board, and shall have the usual authority of a chief executive, including the authority and duties mentioned in these bylaws.

- (4) The Vice President shall assist the President in the discharge of his/her duties. In the absence of the President, the Vice President shall preside at all meetings of the Members and of the Executive Board.
- (5) The Treasurer shall collect all fees and dues and shall keep the accounts of the Club, shall report verbally and in writing at each regular meeting of the Executive Board and at each Annual Meeting. He/she shall pay all bills upon the certificate of their correctness by the Officer or the chair of the committee, which incurred the debt. In conjunction with the Membership Chairperson, he/she shall send out all dues notices no later than the month of December for the following year. He/She shall perform such other duties as the Board may direct.
- (6) The Secretary shall give notice of all regular and special meetings of the Club and of the Executive Board, and shall keep the minutes of the Club proceedings. Further, the Secretary shall perform such other duties as the Board may direct.
- (7) Past presidents may be *ex-officio* members of the Executive Board.
- (8) The full purpose and duties of the Officers are described in Exhibit A.

ARTICLE IV **ELECTIONS**

- (1) The Membership shall elect the Executive Board. The election of the Executive Board shall take place at the Annual Meeting of the Club by the Membership. The December Holiday party shall serve as the Annual Meeting unless otherwise determined by the President with the assent of the Executive Board. Election of the Executive Board shall be by majority vote of the Members in attendance at the Annual Meeting. Voting shall be by secret ballot or by oral vote with a motion and a second.
 - a. Executive Board members shall hold office for two years, and their term shall start no more than sixty (60) days following the date of election.
 - b. Executive Board members may serve for multiple terms.
 - c. Executive Board members may hold more than one position, simultaneously.
 - d. Executive Board members must be Members in accordance with Article I.
 - e. Vacancies may be filled at any time by the majority vote of the Executive Board or by Presidential appointment with the assent of a majority of the Executive Board members casting a vote.
 - f. Any officer or committee chair may be removed by the majority vote of the full Executive Board for any of the following breaches of duty;

- i. Failure to attend Executive Board meetings as proscribed in Article V;
 - ii. Failure to pay annual dues;
 - iii. Failure to discharge the duties of their position;
 - iv. Failure to support, attend or participate in at least two (2) club activities or programs in a calendar year;
 - v. Misuse of Club funds, assets or intellectual/proprietary property (including, logos, name, Membership information);
 - vi. Fraud against the Club, the Executive Board, the Membership, or the University;
- g. The election of Executive Board members shall be staggered such that no more than one-third (1/3) of the Executive Board positions shall be up for election in any given year.
 - i. In 2013, only open positions shall be up for election.
 - ii. In 2014 two officers, half of the committee chairs, and any open positions shall be up for election.
 - iii. In 2015 two additional officers, half of the committee chairs, and any open positions shall be up for election.
- h. The January Board Meeting following the election shall be the official transition meeting. All outgoing and incoming Board members are required to attend.
 - i. Outgoing Executive Board members shall provide the incoming member with any and all necessary information and/or materials developed to perform the duties of the position.
 - ii. Outgoing Executive Board members shall be available for consultation with the Incoming Executive Board member.
- (2) The Nominating and Election Committee (“Nominating Committee”) shall be composed of the Officers and three other Executive Board members appointed by the President of the Club. This Committee shall meet at least two (2) months prior to the Annual Meeting and have the authority to propose candidates and accept nominations for the next term’s slate of Executive Board members. The Nominating Committee shall select a Chair.
- (3) The Nominating Committee shall finalize and announce the slate of candidates and the deadline for candidate statements, and the voting procedures (including run-offs and recounts).

- a. The Nominating Committee shall be responsible for coordinating and overseeing the election of Executive Officers at the Annual meeting. This duty includes but is not limited to:
 - i. Establishing procedures and deadlines for the nomination of candidates;
 - ii. Establishing procedures and deadlines for candidate statements, as required by the discretion of the Nominating Committee;
 - iii. The establishment of procedures and deadlines for any recount or run-off as necessary; and
 - iv. Administering the election at the Annual Meeting.

ARTICLE V
EXECUTIVE BOARD MEETINGS AND ANNUAL MEETINGS

- (1) The Executive Board shall meet at regular intervals, at least every other month, as established by the President with the assent of the Officers.
 - a. Meetings may be conducted virtually at the direction of the President and with the assent of the Officers.
 - b. Executive Board members must attend at least two-thirds (2/3) of the meetings either in person or virtually (where virtual attendance is available).
 - c. The Executive Board shall publish the date, time and location of the meetings.
 - d. The meetings shall be open to the Membership and those persons who are eligible for membership.
- (2) The Annual Meeting shall be in December and shall be set as such time and place as determined by the President with the assent of the Executive Board.
 - a. Unless otherwise determined, the Holiday Party will serve as the Annual Meeting.
 - b. Notice of Annual Meetings shall be provided by regular and/or electronic mail to the Membership at least three (3) weeks in advance of the Annual Meeting.
 - c. Failure to provide adequate notice shall not invalidate any actions taken at the Annual Meeting.

ARTICLE VI
STANDING COMMITTEES AND EX-OFFICIOS

- (1) The standing committees include: Alumni Representative Committee, Book Award Committee, Cultural Events Committee, Careers/Mentoring/Professional Networking Committee, Ivy League Liaison, Membership Committee, Nominating and Election Committee, Speakers Committee, Technology Committee, Volunteers/Charitable Activities Committee, and Young Alumni Committee.
 - a. There shall be a Chairperson in charge of each of the standing committees.
 - b. The purpose and duties of the standing committees are described in Exhibit B.
- (2) *Ex-Officios* shall serve on one or more of the standing committees. Additionally, *Ex-Officios* may oversee special projects and/or initiatives of the Club at the request of the President.

ARTICLE VII
DUES

- (1) The Club Membership is defined in Article I. Parents, spouses/partners of University alumna/alumnus, undergraduate student, and graduate students can only be Members if the alumna/alumnus, undergraduate student, or graduate student with whom they are associated is a Member.
- (2) The Executive Board will establish the dues for annual Membership.
- (3) Dues shall be paid on an annual calendar year basis.

ARTICLE VIII
NONPARTISAN

No part of the activities of this Club shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and this Club shall not participate in, or intervene in (including the publishing and distribution of statements) any political campaign on behalf of any candidate for public office.

ARTICLE IX
EXISTENCE

Unless sooner terminated as provided in these Bylaws, the existence of this Club shall terminate when fewer than ten Members of this Club are enrolled.

**ARTICLE X
INDEMNITY**

- (1) In the event that any member of the Executive Board who was or is a party to or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative seeks indemnification from the Club against expenses, including attorney's fees (and in the case of actions other than those by or in the right of the Club, judgment, fines, and amounts paid in settlement), actually and reasonably incurred by the member of the Executive Board in connection with such action, suit or proceeding by reason of the fact that such person is or was a member of the Executive Board of the Club, was acting within the scope of his or her duties as a member of the Executive Board, and was not in violation of any provision of the Bylaws, the Club shall indemnify and hold the person harmless.
- (2) The indemnification provided above shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the Articles of Incorporation or Bylaws, or any agreement, or vote of the disinterested Executive Board Members, as to action in his or her official capacity, and shall continue as to a person who has ceased to be a member of the Executive Board, and shall inure to the benefit of the heirs, executors, and administrators of such person.
- (3) To the extent permitted by Georgia law, the Club may purchase and maintain insurance on behalf of any person who is or was a member of the Executive Board of the Club.

**ARTICLE XI
DISSOLUTION**

Upon the dissolution of this Club, after paying or making provision for all its obligations and liabilities, all of the assets of the organization shall be distributed to Columbia University, so long as it is organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization under section 501(c)(3) of the IRS Code.

**ARTICLE XII
AMENDMENTS**

These bylaws may be altered, amended or repealed and new bylaws may be adopted by a vote of a majority of all the Executive Board at any meeting of the Executive Board, provided that written notice of any such proposal shall be given to all Executive Board members at least fourteen (14) days prior to such meeting in the manner above provided.

Adopted the _____ day of _____, 2013.

EXHIBIT A OFFICERS

President

The President plays a central role in the life of the Club by managing all Club activities and delegating specific duties as broadly as possible.

The President:

- Presides at Executive Board and general Membership meetings.
- Maintains contact with the University, conveys local concerns to campus, publicizes University information to the Club, and provides the University with timely annual reports as requested by the University.
- Provides continuity between administrations by orienting new officers and transferring records.
- Coordinates short and long-term planning, including an annual estimated budget.
- Sets and ensures the Club follows a timetable.
- Promotes participation and cultivates a successor.
- Tries to enlist the active participation of as many alumni as possible, from as many schools as possible.
- Generates new ideas, new techniques and new enthusiasm.

Vice-President

The Vice President is the primary assistant to the President and should be prepared to step into the position should there be a need. The Vice President should keep in close contact with the President to shorten the “learning curve” if he/she must assume those duties. He/she should be familiar with all aspects of Club activities and attend all meetings. The Vice President should be available to act as a “sounding board” for the President as new ideas for the Club emerge.

The Vice President:

- Presides at meetings in the President’s absence.
- Chairs important Club functions.
- Becomes familiar with the President’s duties.

Secretary

The Secretary's chief responsibility is to keep information flowing from the Club to the Executive Board, Members, and the University.

The Secretary:

- Maintains records of alumni in the region, in cooperation with the Executive Board and the University.
- Produces all mailings to Club Members and potential members;
- Circulates minutes of meetings to all officers
- Helps to prepare the Club newsletter and/or provides newsworthy Club information to the University for dissemination.
- Assists the Technology Chair with content for the website and other social media.
- Assists the Membership Chair with the Membership Spotlight.

Treasurer

Manages the day-to-day finances of the Club, including membership records in conjunction with the Membership Chair. The Treasurer's role is to facilitate the Club's ability to fund and accomplish its activities by administering the collection of funds, managing the disbursement of Club funds and planning for the long-term financial health of the Club.

The Treasurer:

- Budgets for and pays all Club bills.
- Collects and disposes all income in coordination with the Executive Board.
- Prepares an annual financial statement for the Club and any other reports if requested.
- Projects budgets and recommends financial policy to the President.
- Ensures that Club financial activities conform to established University guidelines if applicable.
- Collects dues and other contributions.
- Works with Technology Chair to maintain the Club's database.

EXHIBIT B
STANDING COMMITTEES AND COMMITTEE CHAIRS

Alumni Representative Committee (ARC)

Chair and Committee:

- Manages the recruitment, interviewing of, and follow-up with prospective undergraduate applicants in the assigned area in cooperation with staff of the Office of Undergraduate Admissions.
- Appoints committee members with the advice of the other Officers.
- Makes assignments for each member and monitors performance.
- Initiates committee-wide activities such as receptions for prospective applicants.
- Must be an alumnus/alumna from Columbia College or The Fu Foundation School of Engineering and Applied Science.
- Recruits applicants through contact with local secondary schools and individuals.
- In conjunction with ARC members, strives to interview all applicants and reports to the Office of Undergraduate Admissions.
- Encourages the matriculation of all accepted applicants.

Book Award

Chair and Committee:

- Manages the Club's presentation of University related books to select local high school juniors and seniors to commemorate their academic achievement.
- Solicits sponsorship from Members and potential Members to purchase the books.
- Oversees the selection of the participating schools
- Coordinates the presentation of the book awards with participating sponsors.
- Manages the Club's recognition of the sponsors and/or award recipients.
- Coordinates delivery of the book awards to participating schools.

Cultural Events

Chair and Committee:

- Works closely with the President and Executive Board to plan the Club's cultural events.
- Coordinates the Book Club.

Careers/Mentoring/Professional Networking

Chair and Committee:

- Maintains contact with the alumni career network coordinator in the University Center for Career Education.
- Recruits local alumni volunteers to provide career counseling, internship, and summer jobs for students and career counseling for alumni.
- Recruits and appoints committee members who can serve as “specialists” in specific industries or occupations and provide targeted advice to students and alumni.
- Conducts career-oriented events for local students during school vacations.
- Canvasses local alumni to recruit sponsors for internships, helps students trying to choose a career or locate a summer job, and identifies alumni willing to provide informal career counseling.
- Contacts local Undergraduates to inform them of the Club’s services.
- Initiates mentoring programs for young alumni.
- Provides career counseling for older alumni who might be seeking a change of careers.
- Encourages professional contacts between Members and potential members.

Ivy League Liaison

Chair and Committee:

- Manages the Club’s relationship with other local Ivy League clubs and organizations.
- Coordinates at least one co-sponsored event per year with the other Ivy League clubs and organizations.
- Participates in other Ivy League organizations where appropriate.

Membership

Chair and Committee:

- Responsible for contacting Members for renewal
- Recognizes new arrivals to Atlanta and the Club.
- Solicits dues from Members and potential members.
- Coordinates events to attract new members.
- Coordinates the Club participation in the Worldwide Welcome/Columbia Connects, or similar event to welcome new alums to Atlanta and the Club.
- Coordinates the Membership Spotlight with the Secretary.

Nominating and Elections Alumni

Chair and Committee:

- Determines the Executive Board positions that are up for election.
- Oversees the nomination of candidates for the Executive Board positions that are up for election.
- Meets to nominate candidates for the Executive Board positions that are up for election in a given year.
- Facilitates elections at the Annual Meeting.
- Responsible for the tally and announcement of election results.

Speakers

Chair and Committee:

- Works closely with the President and the University to plan the Club's speaker events.
- Invites and/or coordinates recommended speakers.
- Coordinates details of speaker events.
- Executes speaker events.
- Provides hospitality for the speaker and University Liaison.

Technology

Chair and Committee:

- Works with the President and Secretary to manage the Club's online presence including website, Facebook, LinkedIn, and other social media.
- Helps the Treasurer manage the Club's database.
- Provides content for the Club's website, Facebook, LinkedIn and other social media.

Volunteers/Charitable Activities

Chair and Committee:

- Coordinates the Club's volunteer activities including participation in University volunteer initiatives.
- Coordinates Membership submissions regarding charitable initiatives.
- Participates in the Club's volunteer activities.

Young Alumni

Chair and Committee:

- Maintain contact with the Young Alumni Coordinators of the Schools and Office of Undergraduate Admissions.

- Appoints a committee representative of the ten youngest alumni classes.
- Initiates activities to encourage the participation and involvement of young alumni in the local Club as well as encourages older alumni to join with young alumni.
- Welcomes new young alumni arrivals to the Atlanta area.
- Conducts telephone, mail, and/or social media campaigns to encourage young alumni involvement.