

**AMENDED AND RESTATED
BYLAWS OF THE INTERNATIONAL TOWN AND GOWN
ASSOCIATION
As of May 21, 2019**

Article I — Name and Location

Section 1 — Name

1.1 The name of this organization is the International Town & Gown Association (ITGA). The Association is incorporated under the laws of the State of South Carolina as a nonprofit corporation. This document shall serve as the ITGA's Bylaws.

Section 2 — Location

2.1 Offices of the ITGA will be located in Clemson, South Carolina and/or in such other localities as may be determined by the Executive Committee and approved by a majority vote of the members of the Board of Directors then in office.

Article II— Purpose

Section 1 — Purpose

1.1. The ITGA provides a network of resources to assist community leaders, governmental staff, university officials, faculty and students in collaborative efforts to improve relationships, services, programs, policies and issues common to college towns, with the goal of creating an improved and efficient quality of life for all citizens and members of university communities.

Article III — Membership

Section 1 — Members

1.1 Classes of membership. There shall be three classes of membership: Organizational, Individual and Affiliate.

1.1.1 Organizational membership: Colleges, universities and municipalities are eligible for membership upon application and payment of the annual dues as determined by the Board of Directors, and as otherwise consistent with these Bylaws.

1.1.2 Individual membership: A person from a non-member college, university or municipality is eligible for membership upon application and payment of annual dues as determined by the Board of Directors, and are otherwise consistent with these Bylaws.

1.1.3 Affiliate membership: Companies, consultants, nonprofit organizations, neighborhood associations and governmental agencies, which are involved in services related to campuses and their communities and are not eligible for Organizational membership may join as affiliate members if their participation would benefit the ITGA's members, and upon application and payment of the annual dues as determined by the Board of Directors, and are otherwise consistent with these Bylaws.

1.2 General Rights and Powers. Except as otherwise provided by law, the Articles of Incorporation, or these Bylaws, the qualifications, rights, privileges, dues, sponsorships, fees, responsibilities, and the provisions governing acceptance, withdrawal, suspension, and expulsion of members shall be determined by the Board of Directors.

1.3 Entry of Members. Applicants for membership who satisfy all requirements established by the Articles of Incorporation, these Bylaws, and any other conditions approved by a majority of the members of the Board of Directors then in office shall be entered on the membership rolls of the Association.

1.4 Termination of Membership. A membership may be terminated on occurrence of any of the following events;

1.4.1 Resignation of a member,

1.4.2 Expiration of the period of membership, unless the membership is renewed on the renewal terms fixed by the Board;

1.4.3 Failure of a member to pay timely any dues or fees owed; or

1.4.4 A member engaging in conduct materially and seriously prejudicial to the purposes and interests of the Association as determined by a majority of the members of the Board of Directors then in office pursuant to procedures and policies as defined by the Board.

Section 2 — Dues/Special Assessments

2.1 Dues rates and special assessments, if any, applicable to the various categories of membership shall be established by the Board of Directors.

2.2 Any change in the dues rate shall not take effect prior to the beginning of the next fiscal year, July 1, respectively, after notice of such change is delivered to the members in a timely manner.

Section 3 — Duration of Membership

3.1 Each member's membership in the ITGA shall be for a one-year period commencing on the date the member was entered on the membership rolls of the Association. Dues are due on the anniversary date from the initial time of payment. ITGA does not offer pro-rated membership fees.

Section 4 — General Meeting of Members

4.1 The membership shall convene on an annual basis, "The Annual Meeting" to discuss topics of common interest and to hold the annual membership meeting to discuss and act on ITGA business as brought forth.

4.2 The annual meeting of the members shall be held at such place and on such dates as may be determined by the Board of Directors.

4.3 At the annual meeting, the members shall elect, in person, the President- Elect, the Secretary, the Treasurer, and Directors whose terms have expired or whose positions have been newly created by the Board and remain unfilled. Proxy voting is not permitted. Newly elected members will begin their term effective July 1 of that year.

Section 5— Special Meetings

5.1 Special meetings of the members, for any purpose or purposes, unless otherwise prescribed by statute, may be called by the President, or in his/her absence by the President-Elect, or by a majority of the members of the Board of Directors, or upon written request of at least five percent of members with voting power who sign, date, and deliver to any Board of Directors member one or more written demands for meeting describing the purpose or purposes for which to be held.

5.2 Upon receipt of a specification in writing setting forth the date and objects of such proposed special meeting, signed by the Executive Director or by a majority of the members of the Board of Directors then in office, or by members as above provided, the Secretary shall prepare and deliver the notices requisite to such meeting.

5.3 Business transacted at all special meetings shall be confined to the subjects stated in the notice of the meeting.

Section 6 — Notice of Meetings

6.1 Notice of the date, time and place of any meetings of the members shall be given to each member of record entitled to vote at the meeting not less than twenty (20) days before the date of the meeting. Electronic notice shall constitute written notice.

Section 7 — Quorum

7.1 Except as otherwise specifically provided by law or in the articles of incorporation, twenty five percent (25%) of current, voting eligible members shall constitute a quorum at such meeting.

Section 8— Voting Rights

8.1 Except as may otherwise be required by the Act or the Articles, and subject to the provisions concerning members of record contained elsewhere in these Bylaws, Organizational members and Individual members, as defined in Section 1.1.1, that are present at a meeting of members and a member of record, shall be entitled to one vote. Affiliate members shall not be entitled to vote.

8.2 The members shall elect the President-Elect, the Secretary, the Treasurer, and the Directors, if any, by formal election process at the annual membership meeting. Members may vote for any qualified person, whether or not the Nominating Committee nominates him/her.

Section 9 — List of Members Entitled to Vote

9.1 The Executive Director shall prepare and make available to the Board of Directors a complete list of the members entitled to vote at the membership meeting 14 days prior to the annual membership meeting date.

Article IV - Association Leadership

Section 1 — Board of Directors

1.1 The management of all the affairs, property and business of the Association shall be vested in the Board of Directors.

1.2 The members of the Board of Directors shall consist of:

- President,
- President-Elect,
- Past-President,
- Secretary,
- Treasurer,
- Executive Director, (ex-officio)
- Up to ten (10) but no fewer than six (6) additional Directors. The number of additional Directors may be increased beyond six (6) or decreased to less than ten (10) by the affirmative vote of the majority of members then serving on the Board of Directors. The increase or decrease may include length of term for the purpose of staggering the terms of the additional Directors.
- Members Emeriti. The President may appoint such members emeriti for a period of one year. Former board members who have exhibited exemplary service shall be eligible for consideration. Members emeriti may attend and speak at board meetings, but may not vote, and are not held to other responsibilities and requirements of Board members, and are not counted in the number of Directors as set forth in this section.

1.3 The Executive Committee shall consist of the President, President-Elect, Past President, Secretary, Treasurer, and Executive Director.

Section 2 Authority

2.1 The Board of Directors shall act in the best interest of the ITGA and its members. In addition to the power and authority of the Articles of Incorporation and these Bylaws expressly confer upon the Board, the Board may exercise all such powers and do all such lawful acts and things that are not reserved to the members by the South Carolina Nonprofit Corporation Act, the Articles of Incorporation or these Bylaws.

2.2 The President, with approval of the Board of Directors, may appoint such other officers and agents as it shall deem necessary, who shall hold their appointment for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Directors.

2.3 The President shall have the authority to create committees to accomplish the goals of the ITGA.

2.4 The President-Elect, Secretary, and Treasurer must be members of the ITGA and shall be elected for a one-year term by the members. The President-Elect shall automatically succeed to the Presidency. The immediate Past-President shall serve on the Board of Directors and Executive Committee for one year.

2.5 The candidates for Directors must be members of the ITGA and shall be elected at the annual membership meeting. Directors shall serve a three year term; however, the initial term may be modified for purposes of staggering terms as referenced in Article IV, Section 1.2.as approved by a majority of the members of the Board of Directors then in office.

2.6 Directors serve no more than three consecutive terms.

2.7 The Executive Director shall be selected by the Executive Committee with approval of the Board of Directors, as the salaried staff head of the ITGA. The Executive Director shall be employed by the ITGA pursuant to an employment agreement specified by the Executive Committee. Employment and discharge of the Executive Director shall require a majority vote of the entire Board of Directors, and shall be in accordance with the Executive Director's employment contract with the ITGA.

2.9 The Assistant Executive Director shall be selected by the Executive Director with approval of the Board of Directors, as a salaried staff person of the ITGA. The Assistant Executive Director shall be employed by the ITGA pursuant to an employment agreement specified by the Executive Committee. Employment and discharge of the Assistant Executive Director shall require a majority vote of the entire Board of Directors, and shall be in accordance with the Assistant Executive Director's employment contract with the ITGA.

Section 3 – Leadership Duties

3.1 **Directors** – The Directors shall promote the organization and annual membership meeting; serve as a point of contact for resources and outreach; establish and promote positive relationships; network with new members; welcome new members; contact new annual meeting attendees post conference; shall perform such duties as are prescribed by the President, Board of Directors, and/or Executive Committee; and may serve or chair special committees as directed by the President.

3.2 **President** - The President shall serve as chair and preside at meetings of the Board of Directors and Executive Committee. At the annual meeting and at such other times as deemed proper, the President shall communicate to the members such matters and make such suggestions that will promote the welfare and increase the effectiveness of the ITGA. The President shall perform such other duties as are necessarily incidental to the office or as may be prescribed by the Board of Directors and/or the Executive Committee.

3.3 **President-Elect** - The President-Elect shall succeed to the Presidency. The President-Elect shall appoint the conference host for the annual conference to take place in the year of the President-Elect's presidency; shall perform such duties as are prescribed by the President, Board of Directors, and/or Executive Committee; shall perform the duties of the President in the event that individual is unable to carry out his/her responsibilities.

3.4 **Secretary** - The Secretary shall oversee the proper recording of proceedings of meetings of the ITGA and the Board of Directors; shall ensure that accurate records are kept of all members; shall oversee special projects assigned by the Board. The Secretary shall also perform such other duties as may be prescribed by the President, Board of Directors, and/or Executive Committee.

3.5 **Treasurer** – The Treasurer shall oversee the ITGA's funds in collaboration with the ITGA Executive Staff; report on the financial condition of the ITGA at meetings of the Board of Directors and at other times as called upon by the President; assist in membership tasks as needed; shall perform such duties as are prescribed by the President, Board of Directors, and/or Executive Committee.

3.6 Past President – The Past President shall serve in an advisory capacity to the Executive Committee; take a reflective view of the Strategic Plan and give input to the Executive Committee; work with Directors as a point of contact for regional activities and post-conference contacts; promote positive relationships in the organization; shall perform such duties as are prescribed by the President, Board of Directors, and/or Executive Committee.

3.7 Executive Director –The Executive Director shall manage all activities of the ITGA subject to policies and perform such duties as are prescribed by the President, Board of Directors, and/or Executive Committee. The Executive Director, upon approval by the Executive Committee shall employ and discharge members of the staff and shall define their duties, supervise their performance, establish their titles, and fix their compensation within the annual budget for the ITGA.

Article V. General Operations

Section 1 — Meetings

1.1 Each member of the Board of Directors shall be expected to attend all regular Board meetings and special Board meetings and to serve actively in committee assignments. After an absence from two consecutive regular or special meetings, without reasons acceptable by the Board, the Board shall give the absent Director notice thereof. Three consecutive absences or two notices shall constitute resignation from the Board.

1.2 Meetings of the Board of Directors may be held at such times and locations designated by the Board of Directors. The Board of Directors may hold meetings by telephone or electronically.

1.3 Meetings of the Board of Directors may be called at any time by the President or, in his/her absence, by the President-Elect, or by any two members of the Executive Committee.

1.4 Each Director shall be given fourteen (14) days prior notice of a meeting of the Board of Directors.

Section 2—Quorum and Required Vote

2.1 A majority of the Board of Directors shall constitute a quorum at any duly called meeting of the Board. The vote of a majority of the Directors present at a meeting where a quorum is present shall constitute an act of the Board.

Section 3 — Compensation

3.1 No stated salary shall be paid to any voting members of the Board of Directors for their services as Directors. The Board may from time to time authorize reimbursement for expenses incurred in connection with Board operation or committee activities but in no event shall this include registration fees for attendance to the annual conference.

Section 4— Finances

4.1 The monies of the ITGA shall be deposited in the name of the ITGA and in such banks or trust company or trust companies, as the Board of Directors shall designate. Any check over \$25,000 issued by ITGA shall be required to be approved by the Executive Committee.

4.2 The fiscal year of the Association shall run July 1 – June 30. The fiscal year may be changed by majority vote of the Board of Directors.

4.3 Prior to the commencement of each fiscal year of the ITGA, the Board of Directors shall adopt a budget for such fiscal year.

Section 5— Office Records

5.1 The books, accounts and records of the ITGA may be kept at such place or places as the Board of Directors may from time to time appoint, except as may be otherwise required by the laws of the State of South Carolina.

Section 6 — Vacancies on the Board of Directors

6.1 Vacancies on the Board of Directors arising from any cause and newly created directorships resulting from any increase in the authorized number of Directors may be filled by a majority vote of the members of the Board then in office. Any Director so appointed to fill a vacancy shall serve the unexpired term of his/her predecessor.

Section 7— Vacancies on Executive Committee

7.1 In the case of absence or inability to act of any member of the Executive Committee, the President may, for the duration of the term or until the next scheduled membership meeting, delegate the powers or duties of such member to any other Director.

Section 8— Removal of a Director or Member of the Executive Committee

8.1 Any Director elected by the membership may be removed only by 2/3 vote of the membership. Any member of the Executive Committee may be suspended by the Board of Directors without cause and their authority to act on the Executive Committee suspended.

8.2 Any Director or Executive Committee member appointed by the President may be removed without cause by the affirmative vote of two-thirds (2/3) of the Board of Directors.

Section 9 — Resignation of a Director or Member of the Executive Committee

9.1 A Director or member of the Executive Committee may resign upon written notice to the President of the ITGA. The resignation is effective upon its receipt or a subsequent time as set forth in the notice of resignation.

Section 10 — Action by Written Consent

10.1 Any action required or permitted to be taken at a meeting of the Board of Directors, or a committee thereof, may be taken without a meeting if all members of the Board or committee, as the case may be, consent thereto in writing, and the writing or writings are filed with the minutes of proceedings of the Board or committee.

Article VI — Committees

Section 1 – Committees

1.1 The President, with the approval of the Board of Directors, shall establish and appoint such committees and/or task forces as are necessary and which are not in conflict with other provisions of these Bylaws.

1.2 The chair of such committees and/or task forces shall be selected by the President and approved by the Board of Directors at the time it establishes any such committee and/or task force.

Section 2 — Nominating Committee

2.1 The Nominating Committee will be made up of a Chair from the Executive Committee and two Board of Directors. The Nominating Committee shall follow the 2019 Board of Directors Nomination Process, offering a single slate for the positions of President-Elect, Secretary, Treasurer, and, as applicable, Directors whose terms have expired or whose positions have been newly created by the Board and remain unfilled, to be elected by the membership at the annual membership meeting. This slate will be distributed to the members of ITGA at least thirty (30) days in advance of the annual meeting.

Article VII- Miscellaneous

Section 1 — Notices

1.1 Whenever any notice or communication is required to be given to any Director or member under any provision of the Act, the ITGA's Articles of Incorporation or these Bylaws, it shall be given in writing, except as otherwise provided in the Act, (i) by mail, to the address designated by a Director or member for that purpose, or if none is designated, the last known address, (ii) in person or (iii) by electronic mail or other means of electronic communication. Such notice to be deemed given when the recipient receives the notice personally or when the notice is delivered or otherwise posted by electronic means, by the ITGA as provided herein.

Section 2 — Operation and Use of Funds

2.1 The ITGA shall be organized and operated exclusively within the meaning of section 501 (c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future U.S. Internal Revenue Law) and no part of the net earnings of the Association shall inure to the benefit of any Officer, member of the Board of Directors, member or other private person, except that the ITGA shall be authorized and empowered to pay reasonable compensation for services rendered.

Section 3 — Dissolution

3.1 Upon the dissolution of the ITGA, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Association, dispose of all of the assets of the ITGA exclusively for purposes similar to the purpose of the ITGA in such manner or to such organization or organizations as shall at the time qualify as an exempt organization or organizations under section 501 (c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future U.S. Internal Revenue Law), as the Board of Directors shall determine.

Section 4 — Political Activities

4.1 The ITGA shall not contribute any of its earnings or property or provide any services for any political candidate, committee, party or political organization.

Section 5 — Indemnification –

5.1 The ITGA shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, Executive Committee member, employee or agent of the ITGA or is or was serving at the request of the ITGA as a Director, Executive Committee member, partner, trustee, employee or agent of another ITGA, partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the ITGA would have the power to indemnify such person against such liability under the pertinent provisions of the Act.

Section 6— Assumption of Liability

6.1 No volunteer of the ITGA shall be personally liable to the ITGA for monetary damages for breach of the volunteer's fiduciary duty; provided, however, that nothing herein shall be construed to eliminate or limit the personal liability of a volunteer of the ITGA for: (a) acts or omissions either not in good faith or that involve intentional misconduct or knowing violation of law; (b) a violation of the South Carolina Nonprofit Corporation Act; (c) a transaction from which the volunteer derived an improper (under law) personal benefit; (d) an act or omission that is grossly negligent.

Article VIII — Amendments

Section 1— Proposal

1.1 Alterations, amendments, or repeals of these Bylaws may be introduced by resolution of the Executive Committee, majority of the Board of Directors or upon petition of twenty-five (25%) of the ITGA members.

Section 2 – Approval

2.1 These Bylaws may be altered, amended or repealed, or new Bylaws may be adopted, by the affirmative vote of a majority of the members at the annual meeting or at a special meeting called for the purpose. Proposed changes will be shared with members 30 days prior to the annual business meeting or any special meeting called for that purpose.