



Articles of Association

Preamble

Seeking to build on the valuable experiences gained, ideas explored and knowledge acquired as participants in the many and varied exchange programmes sponsored by the United States and, further, by way of making a meaningful contribution to Ireland and its people and developing the warm and extensive links that exist between Ireland and the United States, the Ireland United States Alumni Association hereby approves and adopts these Articles of Association:

Definitions

AGM:	means Annual General Meeting
Association:	means Ireland United States Alumni Association
Board:	means Board of Directors
Chair:	means President of the Association
Ireland:	means the Republic of Ireland
SGM:	means Special General Meeting
Year:	means calendar year

Article I: Name

The name of the Association is the Ireland United States Alumni Association.

Article II: Nature

The Association is a voluntary, unincorporated and non-profit alumni organisation.

Article III: Objectives

The overriding objective of the Ireland United States Alumni Association is to be the pre-eminent body in Ireland for the development, promotion, and utilisation of the strong, social, economic and cultural relationship that exists between Ireland and the United States. The Association's core objectives are to:

- A. Celebrate, promote and champion the mutuality of the Ireland-United States relationship.
- B. Provide opportunities to contribute to Irish society.
- C. Provide a link between alumni and the United States Embassy.
- D. Develop a program of alumni focused activities and events.

- E. Secure the active participation of alumni.
- F. Foster a sense of belonging to the Association.

Article IV: Members

1. Membership of the Association is open to all alumni of United States government exchange programmes that operate and have operated between Ireland and the United States.
2. Membership is open to alumni of United States sponsored exchange programmes in other countries where the alumni of such programmes are ordinarily resident in Ireland.
3. Members of existing Irish alumni associations, that derive from United States government exchange programmes such as the Irish Fulbright Alumni Association, are eligible to become members of the Association on the payment by the particular alumni association to which they are affiliated of an annual group membership fee which will be set by the Association at its AGM.
4. The Board shall have discretion to make provision for a reduced annual membership fee in the case of students.
5. Membership is open to such other persons who in the opinion of the Association have made a substantial contribution towards promoting the Association's objectives.
6. All members are obliged to pay an annual membership fee the amount of which will be determined annually at the Association's Annual General Meeting (AGM).
7. Subject to the procedures that are put in place to govern the conduct of meetings payment of the applicable membership fee renders a member eligible to vote on any motions that are put forward for consideration at the AGM of the Association or any special meetings of the Association.
8. A member may resign at any time from the Association by giving written notice to the Membership Secretary.
9. Where in the opinion of the Association a member has behaved in such manner as to injure or prejudice the interests and objectives of the Association that person's membership may be terminated.

Article V: Procedures for Becoming a Member

1. The procedure for becoming a member is by means of completing an application form and submitting it to the Membership Secretary of the Association.
2. The application form shall be accompanied by the annual membership fee.
3. All applications for membership shall be considered by the Association's Board of Directors.

4. The outcome of applications for membership will be communicated by the Membership Secretary to the applicants.

Article VI: Annual Subscription

1. The annual subscription is for the twelve month period January to December.

2. The Board will set and indicate the due date for payment of the annual membership subscription.

Article VII: Board of Directors

1. The activities and operation of the Ireland United States Alumni Association shall be administered by a Board of Directors (Board).

2. The primary function of the Board is to give effect to the objectives of the Association as set out in **Article III**.

3. The Board shall consist of the following office holders:

- President
- Vice-President
- Treasurer
- Secretary
- Membership Secretary
- Communications Director

4. The Association may approve the establishment of such additional office holders as it deems necessary.

5. The number of Board members shall not ordinarily exceed fourteen, which includes *ex officio* representation of the Irish Fulbright Alumni Association and the Washington-Ireland Program Alumni Network. The board may from time to time co-opt additional board members when it is deemed by the board to be in the interest of the Association to do so.

6. The office holders will be elected at the AGM of the Association and will hold office until the following AGM.

7. Non office holders of the Board may be appointed by members of the Board.

8. In the event of a vacancy occurring the position of the vacant office holder may be filled by a Board member until the next AGM. The vacant office holder will be appointed by the Board.

9. The Board will meet at least six times a year or as frequently as business requires.

10. The time and place of meetings will be determined by the Board.

11. Meetings of the Board will be chaired by the President of the Association. The Vice-President will act as Deputy Chair.
12. Office holders and Board members are eligible for re-election and appointment.
13. The election of the various office holders requires that each be proposed and seconded.
14. Every member of the Board is entitled to one vote.
15. The Chair has the right to vote and in the case of a tied vote will have, in addition, a casting vote.
16. Apart from amendments to the Articles of Association every issue voted upon will be decided by simple majority.
17. A member of the Board may resign at any time by submitting a letter of resignation to the President or Membership Secretary.
18. A quorum for meetings shall consist of half of the members of the Board.
19. The Board is, in the exercise of its various functions, accountable to the members of the Association.

Article VIII: Powers of the Board

1. The Board shall have such legal powers as are necessary to conduct the business of the Association and to promote its objectives. These powers shall include the power to contract and to manage the assets of the Association.
2. The Board shall have, in its discretion, the power to apply the financial resources of the Association by way of seeking to give effect to the stated objectives of the Association.
3. The Board shall have the power to engage in activities whose objective is to generate resources for the Association.

Article IX: President

1. The President as chairperson is responsible for the conduct of meetings of the Association. In the absence of the President meetings will be chaired by the Vice-President or such person as maybe elected to do so.
2. The President will oversee the implementation of any strategic plans agreed by the Association.
3. The election of office holders and the appointment of Board members will be presided over by the President.

4. The President shall prepare and submit an annual report on the Association at the Association's AGM.

5. As chairperson the President will:

- Preside over meetings of the Board and the Association;
- Establish the agenda for Board meetings;
- Arrange dates, times and venues for meetings;
- Decide points of order.

Article X: Vice-President

The Vice-President shall assist in the preparation of the annual report, chair meetings in the absence of the President, and assist in the drafting of the Association's strategic plans.

Article XI: Secretary

1. The Secretary shall have responsibility for taking minutes of Board meetings and other meetings of the Association including the AGM.

2. The Secretary shall have responsibility for maintaining communications between the Board, the Association and the Embassy of the United States in Dublin.

3. The other duties of the Secretary include;

- Responsibility for general correspondence;
- Distribution of agendas in advance of meetings of the Association;
- Co-ordination of meetings of the Association;
- Assisting the Chair in structuring meetings.

Article XII: Membership Secretary

The Membership Secretary shall maintain a current record of members' contact details, payment of membership fees, and resignations.

Article XIII: Treasurer

1. The Treasurer shall keep and maintain the accounts of the Association.

2. All monies shall be lodged in the Association's bank account as soon as is practicable following their receipt.

3. All authorised outlays on the part of the Association shall be paid for by cheque by at least two members of the Board one of whom should be the Treasurer.

4. All payments by the Association must be approved and authorised by the Board.

5. The Treasurer shall prepare a Statement of Income and Expenditure for presentation at the AGM of the Association.

Article XIV: Communications Director

1. The Communications Director shall be responsible for helping to devise and implement a communications strategy for the Association.

2. The Communications Director shall be responsible for developing a newsletter for the Association's alumni and making this available for the Ireland Alumni Community on the website State Alumni.

3. The Communications Director shall seek to generate publicity for the Association's activities and programme of events.

Article XV: Annual General Meeting

1. The Annual general meeting of the Association will be held in January.

2. The following business will be considered at the AGM:

- Approval of minutes of previous AGM
- President's Report
- Financial statement for previous year
- Election of office holders
- Determination of membership fees
- Reports from any other office holders
- General business

3. A quorum for the AGM shall comprise half of the Board members and at least twenty members of the Association.

Article XVI: Special General Meetings

1. Special General Meetings (SGM) may be called by the Board or following petition by the members of the Association.

2. A quorum for a SGM shall comprise half of the Board members and at least twenty members of the Association.

Article XVII: Notice

1. Notification of the AGM and any SGM shall be communicated to the Association's members on the State Alumni website.

2. At least two weeks (14 days) shall be given of the AGM and any SGM.

Article XII: Committees

1. The Association may establish such committees as it considers necessary to give effect to the Association's objectives.
2. In any case where a committee is established the Board of the Association will indicate the purposes for which the committee was established, its membership, the Chair, and reporting arrangements.

Article XIX: Elections

1. The office holders of the Association referred to in **Article VII** shall be elected annually at the AGM and shall hold office until the following AGM.
2. All members of the Association who have paid their membership subscriptions may nominate for any position on the Board.
3. Each member is entitled to one vote.
4. Office holders shall, subject to section 6 of this Article, be elected by a simple majority of members.
5. Voting shall be by way of show of hands.
6. A secret ballot may be requested when five or more members request such a ballot.

Article XX: Procedures

1. The Board may devise such additional procedures as it considers necessary in order to give better effect to the conduct of the Association's business.
2. Such additional procedures must be approved by the Association.
3. The procedures adopted by the Association will be included in an appendix to the Articles of Association.

Article XXI: Amending Articles of Association

1. The Articles of Association may be amended by a two thirds majority vote of the members of the Association in favour of the amendment.
2. A proposal to amend the Articles of Association may be submitted by any member of the Association.
3. The wording of any proposed amendment must be submitted to the President of the Association and notified to all members of the Association on the State Alumni website at least two weeks in advance of the meeting at which the proposal will be considered.

4. Proposals to amend the Articles of Association will be voted on at the AGM or any SGM.

Article XXII: Coming into Effect

The Articles of Association will come into effect from such date as they are formally approved and adopted at an AGM of the Association.