

**BYLAWS
OF THE
EAST CENTRAL UNIVERSITY
ALUMNI ASSOCIATION**
(an Oklahoma Non-Profit Corporation)

**ARTICLE I
PURPOSE**

The purpose of the East Central University Alumni Association (hereinafter called the Association) shall be promotion of East Central University. In this promotion of the University the Association shall facilitate opportunities that build and connect the ECU family including alumni, current students and friends of the University.

**ARTICLE II
NON-PROFIT CORPORATION**

The Association shall not authorize capital stock and shall operate as a non-profit corporation pursuant to federal and state law.

**ARTICLE III
OFFICES**

The principal office for the transaction of the business of the Association is hereby fixed and located at:

1100 E. 14th Street
Ada, OK 74820

The Board of Directors is hereby granted full power and authority to change said principal office from one location to another in said state.

**ARTICLE IV
MEETINGS OF DIRECTORS**

Section 1. *Place of Meetings.* All meetings of directors shall be held at the principal office of the Association unless otherwise specified by the President of the Board or Executive Director.

Section 2. *Regular Meetings.* The meetings of Directors shall be held as the Board of Directors shall prescribe; provided, that in each year the Board of Directors shall hold at least one meeting. At such meetings, directors shall be elected, reports of the affairs of the Association shall be considered, and any other business may be transacted which is within the powers of the Directors to transact and which may be properly brought before the meeting.

All meetings of the Association shall be conducted in accordance with Robert's Rules of Order.

Section 3. **Special Meetings.** Special meetings of the Directors for any purpose or purposes, unless otherwise prescribed by statute, may be called any time by the President of the Board, a quorum of the Board of Directors, or the Executive Director. Except in special cases where other express provision is made by statute, notice of such special meetings shall be given in the same manner and pursuant to the same notice provision as for regular meetings.

Section 4. **Telephonic Meetings.** Members of the Board of Directors and committees may participate in a meeting of such Board or committee by means of conference telephone or similar communications equipment, by means of which all persons participating in the meeting can hear each other and/or receive comments and make comments to all other participants and participation in a meeting pursuant to this section shall constitute presence in person at such meeting.

ARTICLE V DIRECTORS

Section 1. **Powers.** Subject to limitations of the Certificate of Association, of the bylaws and of the laws of the State of Oklahoma and subject to the duties of directors as prescribed by the bylaws, all corporate powers shall be executed by or under the authority of, and the business and affairs of the Association shall be controlled by, the Board of Directors.

Section 2. **Number, Election and Term of Office.** The number of directors which shall constitute the whole Board shall be not more than twenty-seven (27) until changed by amendment to these bylaws. The Directors shall have a term of office of three (3) years and may be elected for subsequent three (3) year terms by the Board. All terms will begin on January 1st.

Section 3. **Vacancies.** Vacancies in the Board of Directors shall be filled by a vote of the directors from a slate of nominees submitted by the nominating/membership committee.

Section 4. **Fees and Compensation.** The Board of Directors shall serve without compensation.

ARTICLE VI EXECUTIVE COMMITTEE

Section 1. **Members.** The Executive Committee shall be composed of the President, Past President, Vice President, Secretary, Treasurer and chairs of the finance, nominating and membership, events and special projects, and communications standing committees.

Section 2. **Duties.** The Executive Committee shall have all of the powers of the directors in the interim between meetings of the Board, except where action of the Board of Directors is required by law. It shall keep regular minutes of its proceedings which shall be reported to the board at its next meeting.

Section 3. **Meetings.** The Executive Committee shall meet at such times as may be fixed by the Committee or on the call of the President or Executive Director. Meetings and/or business of the Executive Committee may be conducted electronically by means deemed appropriate by the Executive Committee.

ARTICLE VII OFFICERS

Section 1. **Officers.** The officers of the Association shall be President, Vice President, Secretary, Treasurer and Past President. No one person may hold more than one office at any given time.

Section 2. **Election.** The officers of the Association, shall be chosen for one-year terms by the Board of Directors, and each shall hold his/her office until he/she shall resign or shall be removed or otherwise disqualified to serve, or his/her successor shall be elected and qualified. The nominating and membership standing committee shall put forth a slate of officers to be voted on office by office by the board. Nominations for each office may also be taken from the floor. The candidate receiving a majority of the votes cast shall be elected. In the event no candidate receives a majority of the votes cast a run-off shall be held between the two candidates receiving the most votes.

Section 3. **Subordinate Officers.** The Board of Directors may appoint, and may empower the President to appoint, such other officers as the business of the Association may require, each of whom shall hold office for such one-year period, and shall have such authority and perform such duties as are provided in the bylaws or as the Board of Directors may determine.

Section 4. **Vacancies.** A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled by a vote of the executive committee.

Section 5. **Terms.** The officers shall serve one-year terms and may be elected to subsequent one (1) year terms.

Section 6. **President.** The President shall, subject to the control of the Board of Directors, have general supervision, direction and control of the business and officers of the Association, as follows:

- (a) Shall preside at all meetings.
- (b) Shall sign or countersign, as may be necessary, all such bills, notes, checks, contracts, and other instruments as may pertain to the ordinary course of the Association's business.
- (c) Shall execute bonds, mortgages, and other contracts requiring a seal of the Association, except where required or permitted by law to be otherwise signed and executed and except where the signing and execution thereof shall be expressly delegated by the Board of Directors to some other officer or agent of the Association.
- (d) At the regular meeting of the Directors, shall report the operations of the Association's affairs and shall report to the Board of Directors from time to time all such matters coming to his/her attention and relating to the interest of the Association as should be brought to the attention of the Board.
- (e) Shall be a member of all standing committees, including the Executive Committee, and shall have such usual powers and duties of supervision and management as may pertain to the

office of the President and shall have such other powers and duties as may be prescribed by the Board of Directors or the bylaws.

The President shall automatically become Past President at the completion of his/her term as President

Section 7. ***Vice President.*** In the absence or disability of the President, the Vice President shall perform all duties of the President and, when so acting, shall have all the powers of, and be subject to all the restrictions upon, the President. The Vice President shall have such other powers and perform such other duties as may be prescribed for him/her respectively by the Board of Directors or the bylaws.

Section 8. ***Past President.*** This office is held by the most recent past President able and willing to serve in this office. In the absence or disability of the President and Vice President, Past President shall perform all the duties of the President and, when so acting, shall have all the powers of, and be subject to all the restrictions upon, the President.

Section 9. ***Secretary.*** The Secretary shall keep or cause to be kept, at the principal office of the Association or such other place as the Board of Directors may order, a book of minutes of all meetings of directors, with the time and place of holding, whether regular or special, and if special, how authorized, the notice thereof given, the names of those present at the directors' meetings and the proceedings thereof.

The Secretary shall keep the seal of the Association in safe custody. He/she shall also sign with the President, all contracts, deeds, licenses and other instruments when so ordered. He/She shall make such reports to the Board of Directors as they may request and shall also prepare such reports and statements as are required by the laws of the State of Oklahoma and shall perform such other duties as may be prescribed by the Board of Directors or by the bylaws.

Section 10. ***Treasurer.*** The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the Association, including account of its assets, liabilities, receipts, disbursements, gains, losses, capital, surplus, and shares. The books of account shall at all reasonable times be open to inspection by any director.

The Treasurer shall deposit or cause to be deposited all monies and other valuables in the name and to the credit of the Association with such depositories as may be designated by the Board of Directors. He/she shall disburse the funds of the Association as may be ordered by the Board of Directors, shall render to the President and directors at least quarterly, an account of all of the transactions as Treasurer and of the financial condition of the Association, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the bylaws.

Section 11. ***Delegation of Duties.*** In case of the absence or disability of any officer of the Association or for any other reason that the Board of Directors may deem sufficient, the Board may, by a majority vote, delegate, the powers or duties of such officer to any other officer or to any director.

ARTICLE VIII STANDING COMMITTEES

Committees. The Standing Committees of the Association shall be composed of the finance, nominating and membership, events and special projects, and communications standing committees. Minutes of each meeting, including, but not limited to, attendance shall be kept and submitted electronically to the President of the Board and/or their designee.

Section 1. Finance. The finance committee shall be responsible for the financial operation of the Association, including the development of a budget on a yearly basis. The finance committee shall also be responsible for all decisions regarding scholarship and grant expenditures and promotions of the Association. This committee may establish sub-committees as needed and desired and may be asked to take on other duties by the board. Any active Association member may serve on a sub-committee.

Section 2. Nominating and Membership. The nominating/membership committee shall be responsible for developing nominations for officer positions and Board Member positions which shall be voted upon by the Board of Directors. The committee shall also be responsible for implementing the Association's participation in any efforts or activities to recruit new members or retain old members in ways in which the Association chooses to become involved. This committee may establish sub-committees as needed and desired and may be asked to take on other duties by the board. Any active Association member may serve on a sub-committee.

Section 3. Events and Special Projects. The events committee shall be responsible for implementing the Association's participation in alumni reunions, homecoming events and any other such events, activities and projects in ways in which the Association chooses to become involved. This committee may establish sub-committees as needed and desired and may be asked to take on other duties by the board. Any active Association member may serve on a sub-committee.

Section 4. Communications. The communications committee shall be responsible for implementing the Association's efforts to communicate with members, potential members and stakeholders as well as documenting the history and activities of the Association in ways in which the Association chooses to become involved. This committee may establish sub-committees as needed and desired and may be asked to take on other duties by the board. Any active Association member may serve on a sub-committee.

The Chair of each Standing Committee shall be appointed by the Officers of the Association from among the members of the Board. No officer shall serve as a committee chair and no person can chair more than one committee. Members of each standing committee shall be appointed by the committee chair. The Standing Committees shall have no fewer than four (4) members total. The President of the Board shall be an ex-officio member of each standing committee.

**ARTICLE IX
EXECUTIVE DIRECTOR**

Section 1. The Board may engage the services and set the compensation of a chief executive officer (hereinafter called "Executive Director"), who shall have, and is hereby given, those powers that will enable him/her to carry out, under the direction of the President and Board, the policies established by the Board.

Section 2. The Executive Director shall be ex-officio member of and be entitled to attend, without vote, executive committee, board and committee meetings.

**ARTICLE X
MEMBERSHIP**

Section 1. All graduates and former students of the University are, and shall be, considered alumni of the University and are therefore eligible for membership in the Association. Active members shall be those who have paid Association membership dues or who have been granted "Honorary Lifetime" member status by the Board of Directors of the Association in accordance with the applicable provisions of the Association's bylaws. Inactive members shall be those who are eligible for Association membership but who have not paid membership dues. Only active members shall be eligible to hold office in the Association and/or vote in Association elections.

Section 2. Members of the faculty and staff of the University shall be eligible for active membership in the Association.

Section 3. The Board of Directors of the Association may, in addition to powers hereinafter defined and in accordance with applicable provisions of the Association's bylaws, create additional membership categories and/or approve for honorary or active membership other individuals as desired

**ARTICLE XI
DUES**

Annual and lifetime dues shall be fixed by the Board of Directors and may be adjusted and amended whenever it may be deemed necessary by the Board.

**ARTICLE XII
SPECIAL INTEREST GROUPS**

Organization of Special Interest Groups may be encouraged according to the interests of Association members.

**ARTICLE XIII
MISCELLANEOUS**

Section 1. **Fiscal Year.** The fiscal year of the Association shall be July 1 to June 30 unless otherwise determined by the Board.

Section 2. **Seal.** The corporate seal shall be a device containing the name of the Association, the year of incorporation, and the words "A Corporate Seal, Oklahoma".

Section 3. **Annual Report.** An annual report shall be furnished to the Association consisting of, but not limited to, the most current financial information.

Section 4 **Notice.** Written notice of each Directors, Executive Committee or Standing Committee meeting shall be given to each member of the board or standing committee at least seven (7) days prior to the date of the meeting either personally or by mail or other means of written or electronic communication, addressed to such Director at his/her address appearing on the books of the Association or given by him/her to the Association for the purpose of notice. If a Director gives no address, notice shall be deemed to have been given to him/her if sent by mail or other means of communication addressed to the place where the principal office of the Association is situated.

Section 5. **Removal and Disqualification from Office.** Any Officer, Executive Committee Member, Board Member, Standing Committee Member or other position holder may be removed from their position by a majority vote of the Board, either with or without cause, at any regular or special meeting. Grounds for removal include, but are not limited to:

- a) no longer being an active (dues paying) member of the Association and
- b) missing 2 or more consecutive scheduled or specially called meetings without proper notification.

Proper notification shall be defined as notifying the President of the Board or Executive Director in writing prior to the start of the meeting either personally or by mail or other means of written or electronic communication that they will not be attending the meeting. A record of these notifications shall be included in the minutes of each meeting.

Section 6 **Ex-Officio Members.** In order to develop the most beneficial partnership for the Association and East Central University, the Executive Committee may invite University Personnel to become ex-officio, non-voting members of the Executive Committee and/or any or all standing or sub committees.

Section 7 **Quorums.** A quorum for any meeting of the board, executive committee, officers or standing committees shall consist of forty percent (40%) of the current members of said group.

**ARTICLE XIV
AMENDMENTS**

These bylaws may be amended, altered, changed or repealed by a majority of the Directors at any regular or special meeting of the Directors.

**ARTICLE XV
DISSOLUTION**

In the event of the dissolution of the Association, all assets belonging to said Association shall be used exclusively in the furtherance of the specified objectives and purposes of the Association and the Board of Directors shall distribute said assets only to another not-for-profit Association or institution in the State of Oklahoma as they deem best fitted to carry out the intent of this provision of the bylaws.

**ARTICLE XVI
LIMITATION OF LIABILITY**

A director of the Association shall not be personally liable to the Association or its members for monetary damages as a result of the breach of fiduciary duty as a director. The limitation of liability provided by this Article shall not eliminate or limit the liability of a director of the Association (i) for any breach of the director's duty of loyalty to the Association or its shareholders, (ii) for acts or omissions not in good faith or which involve misconduct or a knowing violation of law, or (iii) for any transaction from which the director derived any improper personal benefit. If the Oklahoma Non-Profit Corporation Act is amended after the date of these bylaws to authorize Association action further eliminating or limiting the personal liability of directors, then the liability of a director of the Association shall be eliminated or limited to the fullest extent permitted by the Oklahoma Non-profit Corporation Act, as so amended. Any repeal or modification of this Article by the members of the Association shall not adversely affect any right or protection of a director of the Association existing at the time of such repeal or modification.

ADOPTED this 8th day of November, 2014



PRESIDENT

ATTEST:

Secretary