

**BYLAWS
OF
STEPHEN F. AUSTIN STATE UNIVERSITY
ALUMNI ASSOCIATION
Nacogdoches, Texas**

PREAMBLE

Section 1. Mission Statement. The Alumni Association engages SFA students, alumni, and friends to create an attitude of continued loyalty and support.

Section 2. Action Statement. “We grow Lumberjack pride!”

Section 3. Relationship with University Foundation. The Alumni Association and the University Foundation are separate 501 (c)(3) organizations, each with their own respective governing boards.

Fundraising and Endowments. The Alumni Association will have activities, events, membership dues, affinity programs, and similar opportunities to raise funds for the operations of the Association. The Association will retain control over these funds unless they are designated for scholarships or University operations.

Scholarships. As needed for the awarding of certain scholarships, the Association President will appoint members to a selection committee. Alumni Association Directors and other SFA stakeholders may serve on the selection committee as appropriate, excluding situations that may create a conflict of interest.

Funds for Operations

Payments of funds to the Alumni Association from the University Foundation for the purpose of operations shall be handled with great care. Any changes to what is known to be the standard practice should be carefully considered with the appropriate due diligence, and shall require the advice and consent of both the Alumni Association and University Foundation governing boards.

ARTICLE I

The principal office of The Stephen F. Austin State University Alumni Association (the “Association”) in the State of Texas shall be located in the City of Nacogdoches, County of Nacogdoches. The Association may have such other offices, either within or without the State of Texas as determined by the Board of Directors (the “Board”).

The Association shall have and continuously maintain in the State of Texas a registered office, and a registered agent whose office is identical with such registered office, as required by the Texas Non-Profit Corporation Act. The registered office may be, but need not be; identical with the principal office of the Association in the State of Texas. The address of the registered office may be changed from time to time by the Board.

ARTICLE II MEMBERSHIP

Section 1. Types of Members. Membership in the Association shall consist of Annual Members, and Life Members, and be open to both alumnus and non-alumnus of Stephen F. Austin State University (the “University”).

Section 2. Qualification of Members. Membership is open to all current or former students of the University, regardless of whether or not such student received a degree from the University, and any member of the University faculty or staff; upon the payment of annual or life Membership dues to the Association. Any person not a former student of the University, who shows interest in the University, and desires to become a Member of the Association, may do so upon submitting his or her name and paying the annual or life dues.

Section 3. Dues. The amount of annual and life dues shall be as fixed by resolution of the Board. Current Annual and Life Members of the Association shall be entitled to receive all issues of the Association magazine, as well as other benefits of Membership in the Association.

Section 4. Membership Meetings. The Association shall have an annual meeting of its Members (“Membership Meeting”), held in the fall of each year, in Nacogdoches, Texas, at such place and upon such date as may be determined by the Board.

The purpose of the annual Membership Meeting shall be to conduct such regular business as necessary reporting, electing officers and electing Board members. The President of the Association is responsible for appointing a committee to nominate officers and board members for election. The nominating committee shall provide a Board approved slate of officers and board members for the annual Membership Meeting election.

Other Membership Meetings may be held at the call of the President of the Association, upon the advice and consent of the Association Executive Committee.

The President of the Association shall ensure that the appropriate notice of any such meeting be made to all Members. Appropriate notice of such meeting shall at the very least include posting of a written notice at the Association office and on the Association website.

Any Membership Meeting may be conducted under the provisions of the most current edition of Roberts’ s Rules of Order. However, failure to follow such rules shall not constitute grounds for the appeal of an action of decision.

Section 5. Quorum. The Members present at any Membership Meeting shall constitute a quorum and each Member shall have one vote. No Member shall be entitled to vote by proxy.

ARTICLE III BOARD OF DIRECTORS

Section 1. General Powers. The affairs of the Association shall be managed by its Board.

Section 2. Number, Tenure and Qualifications. The Board shall be composed of eighteen (18) members. Members of the Board ("Directors") shall be elected by the Members present at the annual Membership Meeting.

The persons elected as Directors by the Members present at the annual Membership Meeting shall be elected for staggered terms of three (3) years each.

Individual Directors may serve for the maximum of three consecutive terms. If a Director has served three consecutive terms, that Director is ineligible for serving another term until he/she has been off the Board for at least one (1) year. The aforementioned limitation applies and attaches to the individual and not to the specific Board seat held by the individual. The Board, at any time, may appoint or reappoint any Director to serve a term of one (1) or two (2) years to rebalance the Board. The three term limitation described herein will be suspended during the time that a Director is serving as Association President, President Elect and Immediate Past President.

All new Directors shall participate in an orientation and training session prior to the end of their first year of service on the Board. Directors may not serve on the Board if a conflict of interest exists due to employment, service on other boards or conflicting affiliations with other institutions. Each Director shall be required to provide the Board with an annual certification declaring no conflicts exist that would prohibit their service on the Board.

Directors are responsible for attending all board meetings and are encouraged to make annual financial contributions to the Association.

Absence from three consecutive board meetings or participation in less than 50% of a year's activities, may be cause for removal from the Board by majority vote of the Board. Extenuating circumstances, illness and/or other factors shall be considered by the Board in determining removal of a Director due to failure to meet the participation requirement described herein. Final decision lies with the Executive Committee in the event a majority vote of the Board cannot be reached.

The Board by majority vote can name any current or past staff member or director as "Director Emeritus". An individual elected as a Director Emeritus shall be a lifetime member of the Board but will not have voting privileges.

Board members must be Association Members in good standing at the time their terms commence and must remain Association Members in good standing for the duration of their terms. University administrators, regents, and other employees or agents that would create a conflict of interest shall not be eligible to serve as Directors.

No Officer or Director shall receive a salary or compensation for their duties as an Officer or Director. No Officer or Director shall have any right, title, or interest in any of the property assets of the Association, nor will any of the property assets be distributed to any Officer or Director upon dissolution.

Board Composition

The Board Shall Be Composed of the Following:

Officers:

President (votes only in a tie)
President Elect
Immediate Past President

Directors:

Committee Chairs
Non-officer Directors

Ex-Officio Members:

Any "Director Emeritus" members
Alumni Association Executive Director for Alumni Relations
Recording Secretary

Section 3. Duties. The Board is the governing body of the Association and shall be responsible for its management, control, and development in carrying out the mission of the Association as set forth in the Preamble of these Bylaws, assisting in the advancement of the mission of the University, and increasing the interest and cooperation of the University alumni, students, and friends with programs and efforts to be of service to the University, the Association, and the Foundation.

Section 4. Meetings. Regular meetings of the Association Board shall be held at the place, time, and frequency as determined by the Association President.

Special meetings of the Board may be held at the call of the Association President or majority of the Directors.

Membership Meetings may be conducted under the provisions of the most current edition of Roberts's Rules of Order. However, failure to follow such rules shall not constitute grounds for the appeal of an action of decision.

Section 5. Quorum. A majority of the Directors shall be necessary and sufficient to constitute a quorum for the transaction of business. The majority actions of such quorums shall be deemed the action of the Board, except as may be otherwise specifically provided by statute or by these Bylaws.

Section 6. Vacancies. Any vacancy occurring in the Board shall be filled by the majority vote of the Directors. The Board or its designated committee shall have the responsibility to recommend candidates. A person elected to fill a vacancy shall be elected for the unexpired term of his/her predecessor in office. A person filling an unexpired term shall be eligible for election to two (2) additional consecutive terms at the end of the first term.

Section 7. Prior Consent Any action required by law to be taken at a meeting of the Board may be taken without a meeting with prior written consent of the Board.

Section 8. Conference Telephone Meetings. Meetings of the Board or any committee of the Board may be held by means of telephone, e-mail, internet or video conference or similar provided the required quorum is participating. Participation in a meeting pursuant to this section shall constitute presence in person at such meetings. Minutes for these meetings shall be duly recorded in written format.

ARTICLE IV OFFICERS

Section 1. Officers. The officers of the Association shall consist of a President, Past President, and President-Elect.

Section 2. Officer Election. A nomination slate for all offices will be prepared by the Board or its designated committee and presented to the Board for discussion and approval prior to being presented and voted on at the annual Membership Meeting of the Association. All Officers shall be elected to serve a one (1) year term. All Officers may be elected to a specific office for a maximum of two (2) consecutive annual terms, after which time they are ineligible to serve as an Officer in that specific office for a period of one (1) year. The Board, by majority vote, may recommend and allow the extension of the term of any office.

The office of the Past President shall be filled by the most recent outgoing Association President. In the event that the most recent outgoing Association President is not able to serve, the Board may elect by majority vote any prior Association President to serve in and carry out the responsibilities of the office of Past President.

Section 3. Officer Vacancy. In the event an officer position of the Board becomes vacant before the expired term, the Board shall by majority vote fill the vacancy. The Board or, its designated committee, shall have the responsibility to recommend candidates. An Officer elected under this Section to serve a vacant position is eligible to be later elected to serve two (2) additional terms in the office to which he or she is elected under this Section.

Section 4. Officer Duties.

The President. It shall be the duty of the President of this organization to preside at all meetings of the Directors of the Association. He or she shall act with the rest of the Directors in transacting the business of the Association, as provided for in these Bylaws. He or she shall see that all orders and resolutions of the Board are carried into effect. The President shall have power to appoint such committees as the President or the Board sees fit.

He or She shall chair the Executive Committee.

The Past President: The Past President shall serve on the Executive Committee. He/She may also serve as a Program or Committee Chair. In the absence or disability of the Association President, the Past President shall act in the capacity of Association President.

The President Elect: The President Elect shall serve on the Executive Committee and may also serve as a Program or Committee Chair. After completing their term as President Elect they are subject to election to the presidency of the Association upon Board and Membership approval. The President Elect shall act in the capacity of the Association President in the absence of the Association President and Immediate Past President.

Section 5. Qualifications and Eligibility.

The Association President or President Elect must have served at least three years on the Board, and as a committee chair or sub-committee chair for at least one year.

**ARTICLE V
EXECUTIVE DIRECTOR FOR
ALUMNI RELATIONS**

Section 1. Appointment. The Executive Director for Alumni Relations (“Executive Director”) shall be selected following a proper search. The Executive Committee shall represent the Board when advising the University President in his or her final appointment decision of the Executive Director.

Section 2. Duties. The Executive Director shall serve as the Association Chief Executive and Financial Officer and shall serve as an ex-officio member of the Board. The Executive Director should conduct the affairs of his or her office in accordance with guidelines prepared and furnished to him or her by the Board. The Executive Director directs and supervises all Association employees.

Section 3. Reporting. The Executive Director shall report to the Vice President of Advancement or designee, as well as the Association Executive Committee and Board.

**ARTICLE VI
COMMITTEES**

Section 1. The Executive Committee. The Executive Committee is chaired by the Association President and shall be composed of the current Association President, the President Elect, the Past President and at least two (2) committee chairs. Their purpose is to allow for an easier and knowledgeable progression to the office of Association President and to assist the Association President in his or her responsibilities and the Executive Director for Alumni Relations in managing the day-to-day affairs of the Association. The Executive Committee is authorized by the Board to act on the Board’s behalf when time does not allow for a regular or specially called board meeting. The Executive Committee should always seek the guidance of the proper committee when making programmatic or financial decisions. The Executive Committee shall act in the capacity of Executive Director for Alumni Relations in the absence or a vacancy in that position..

Section 2. The Finance Committee. The Finance Committee is minimally required to: review and make recommendations regarding endowment investments, budgeting issues, salary increases, bonuses, incentives, investment policy, interact directly with the investment broker(s), auditors and any other area that the Association President deems necessary regarding the financial responsibility of the Association. The Board can instruct the Executive Director for Alumni Relations to direct the appropriate staff members to assist in these duties as requested.

Section 3. Other Committees. The President may establish other such committees or sub-committees (“committee” or “committees”) as the Board deems appropriate and assign appropriate responsibilities to each. A list of active committees shall be maintained in the Association Policy and Procedures Manual (the “Manual”). Each committee is responsible for reviewing recommendations regarding policies and action items under the scope of their specific committee as outlined in the Manual.

Section 4. Committee Chairman. A Committee Chairman (“chairman” or “chair”) is a member of the Board and leads committee meetings. A chairman is appointed by the Association President and limited to two (2) consecutive annual terms as chairman unless otherwise approved by the Board. The chairman and assigned Association staff establish and conduct such meetings and maintain such records as appropriate to accomplish the goals and implement approved plans and programs. As necessary, chairs should provide

budgets for their activities and funding. Committee chairs are tasked with reporting a summary of discussions and propose action items to the Board.

A chairman must be a Member in good standing and have served at least one year on the Board. All committee chairs shall be current Board of Director members.

Section 5. Committee Members. Committee members may be any Member of the Association and are expected to participate in the activities of the Committee. Non-board prospective committee members should submit, to the Association's Assistant to the Executive Director for Alumni Relations, a request to join a particular committee. Prospective committee members shall be considered for appointment and assignment to a committee by a Board designated committee. Participation is required to remain a member, and this may be judged by attendance at meetings or other appropriate contributions to meeting the objectives of the Committee.

All non-board committee members are welcome to attend board of director meetings. Although these members are non-voting, they are welcome to participate in discussion.

Section 6. Special Committees. The Association President may form and convene any Ad-hoc committees necessary for the completion of the Association's purpose, mission and task. All committee chairs shall be current Board of Director members.

ARTICLE VII FUNDS OF THE ASSOCIATION

Section 1. Deposits. All funds of the Association shall be received by the staff member assigned this responsibility, who shall see that a proper receipt is issued therefore. He or she shall deposit said funds in the depository bank, designated by the Board. The Board can instruct the Executive Director for Alumni Relations to direct the appropriate staff members to assist in these duties as requested.

Section 2. Drafts. No funds of this Association shall be disbursed except by check drawn on the depository bank, signed by the Executive Director for Alumni Relations or the President of the Association. No disbursement of funds shall be made except as duly authorized by the Board. The Board shall ensure prudent accounting practices are observed, including proper independent audit. The Board can instruct the Executive Director for Alumni Relations to direct the appropriate staff members to assist in these duties as requested.

Section 3. Gifts. The Board may accept on behalf of the Association any membership, contribution, gift, bequest, or devise for the general purposes or for the specific purpose of the Association.

Section 4. Contracts. The Board may authorize any officer, agent, or staff to enter into contract negotiations or execute and deliver any instrument in the name of and on behalf of the Association. Such authority may be general or confined.

All contracts negotiated between the authorized officers, agents, or staff and other parties must be approved by the Board before such contract(s) may be considered the act of the Association unless otherwise authorized by the Board.

Section 5. Purchases. The Board shall develop appropriate Request For Proposal (RFP) policy and procedures for substantial purchases.

ARTICLE VIII BOOKS AND RECORDS

Section 1. Record Keeping. The Association shall keep correct and complete books and records of accounts, minutes of the proceedings of its Directors Meetings and shall keep at the registered or principal office a record showing the names and addresses of the Directors and the names and addresses of the Members entitled to vote. All books and records of the Association may be inspected by any Director or his/her agent or attorney only at the premises at the registered or principal office for any proper purpose at any reasonable time. No records may leave the office. The Board can instruct the Executive Director for Alumni Relations to direct the appropriate staff members to assist in these duties as requested.

Section 2. Audit. The Board shall cause the books of the Association to be independently audited promptly after the end of each fiscal year by an independent certified accountant selected by the Board. The report of the auditor shall be available to Members and Directors at all times. The number of years served by an independent certified accountant may be limited and/or reviewed after three years.

ARTICLES IX GENERAL PROVISIONS

Section 1. Fiscal Year. The fiscal year of the Association shall begin on the 1st day of July and end on the last day of June in each year.

Section 2. Seal. The Association need not have a seal and may conduct all activities in furtherance of its purpose, and execute all instruments necessary to any transaction conducted by the Association without the imprinting of a seal on said instruments.

Section 3. Waiver of Notice. Whenever any notice is required to be given under the provisions of the Texas Non-Profit Corporation Act, the provisions the Articles of Incorporation or Bylaws of the Association with a waiver thereof in writing signed by the person or persons entitled to such notice whether before or after the time stated therein shall be deemed equivalent to the giving of such notice.

Section 4. Indemnification. Each person who at any time shall serve, or shall have served, as a director, officer, employee or agent of the corporation or Association, or any person who is or was serving at the request of the corporation or Association as a director, officer, partner, venturer, proprietor, trustee, employee, agent or similar functionary of another foreign or domestic corporation, partnership, joint venture, sole proprietorship, trust, employee benefit plan or other enterprise ("Indemnitee") shall be entitled to indemnification as and to the fullest extent permitted by Article 2.22A of the Texas Non-Profit Corporation Act or any successor statutory provision, as from time to time amended ("Statute"). The foregoing right of indemnification shall not be deemed exclusive of any other rights to which those to be indemnified may be entitled as a matter of law or under any agreement, vote of shareholders, directors, or the Board, or other arrangement. The Association shall pay in advance or reimburse Indemnitee expenses actually and reasonably incurred or anticipated by him or her in connection with his appearance as a witness or other participation in a proceeding whether or not he is a named defendant or a respondent in the proceeding.

To obtain an indemnification or expense advance, Indemnitee shall submit to the Association a written request with such information about the expenses incurred or anticipated as is reasonably available to him/her. If the expense advance is to be paid prior to final disposition of the proceeding, there shall be included a written statement of his/her good faith belief that his/her has met the necessary standard of conduct under the Statute and an undertaking to repay any amount paid if it is ultimately determined those conduct requirements were not met. Upon receipt of the request, the Association shall determine (by special counsel of otherwise) Indemnitee's entitlement to indemnification or expense advance. If the request is rejected, the Association shall notify Indemnitee of the reason therefore. If within 20 days of the Association's receipt of the request, the payment for an approved request is not made or the request for

payment is rejected or not acted on. Indemnatee shall have the right to adjudication in any court of competent jurisdiction of his entitlement to such indemnification or expense advance. Any such proceeding shall be conducted in all respects as a de novo trial on the merits.

ARTICLE X AMENDMENTS TO BYLAWS

These Bylaws may be amended by a two-thirds (2/3) majority vote of Members present at any Membership Meeting.

The Board, or any Member, may submit a Proposal of Bylaws Amendments. A Proposal of Bylaws Amendments must be received by the Executive Director for Alumni Relations or his/her designee by the close of business on the last business day that the Alumni Office is open no later than forty-five (45) days prior to the Membership Meeting in which the amendment shall be considered for vote. Any Proposal of Bylaws Amendments received after the aforementioned deadline shall not be considered for vote at the Membership Meeting.

The Alumni Office shall publish the Proposal of Bylaws Amendments in an Appropriate Notice to the Membership no later than thirty (30) days prior to the Membership Meeting. Appropriate notice shall at the very least include posting of a written notice at the Association office and on the Association website.

A proper Proposal of Bylaws Amendments shall include specific proposed changes, including the proposed new language to be considered.

In the event that these Bylaws are not amended for five (5) years, the Association President shall appoint the appropriate committee to review these Bylaws.

**BYLAWS
OF
STEPHEN F. AUSTIN STATE UNIVERSITY
ALUMNI ASSOCIATION
Nacogdoches, Texas**

PREAMBLE

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Section 2. Action Statement. “We grow Lumberjack pride!”

Section 3. Relationship with Alumni Foundation. The Alumni Association and the Alumni Foundation are separate 501 (c)(3) organizations, each with their own respective governing boards.

Fundraising and Endowments. The Alumni Association shall engage in fundraising through affinity programs, events, and other efforts as appropriate. Fundraising may benefit the Alumni Association and/or the Alumni Foundation depending on the fundraising activity or program. Donations and funds for the purpose of scholarships shall go to the Alumni Foundation Endowment process.

Scholarships. The Executive Director of Alumni Relations shall develop procedures and form a selection committee responsible for the selection of scholarship recipients. Alumni Association Directors, Alumni Foundation Governors, and other SFA stakeholders may serve on the aforementioned selection committee as appropriate, excluding situations that may create a conflict of interest.

Funds for Operations

Payments of funds to the Alumni Association from the Alumni Foundation for the purpose of operations shall be handled with great care. Any changes to what is known to be the standard practice should be carefully considered with the appropriate due diligence, and shall require the advice and consent of both the Alumni Association and Alumni Foundation governing boards.

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Other Membership Meetings may be held at the call of the President of the Association, upon the advice and consent of the Association Executive Committee, and upon special notice to the Alumni Foundation Chairman in the form of a phone call, email, or letter no later than fifteen (15) days prior to the called Membership Meeting.

The President of the Association shall ensure that the appropriate notice of any such meeting be made to all Members. Appropriate notice of such meeting shall at the very least include posting of a written notice at the Association office and on the Association website.

Any Membership Meeting may be conducted under the provisions of the most current edition of Roberts’s Rules of Order. However, failure to follow such rules shall not constitute grounds for the appeal of an action of decision.

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The persons elected as Directors by the Members present at the annual Membership Meeting shall be elected for staggered terms of three (3) years each.

A nomination slate of new and renewing Board members will be prepared by the Board or its designated committee and presented to the Board for discussion and approval prior to being presented and voted on at the annual Membership Meeting of the Association

Individual Directors may serve for the maximum of three consecutive terms. If a Director has served three consecutive terms, that Director is ineligible for serving another term until he/she has been off the Board for at least one (1) year. The aforementioned limitation applies and attaches to the individual and not to the specific Board seat held by the individual. The Board, at any time, may appoint or reappoint any Director to serve a term of one (1) or two (2) years to rebalance the Board. The three term limitation described herein will be suspended during the time that a Director is serving as Association President, President Elect and Immediate Past President.

All new Directors shall participate in an orientation and training session prior to the end of their first year of service on the Board. Directors may not serve on the Board if a conflict of interest exists due to employment, service on other boards or conflicting affiliations with other institutions. Each Director shall be required to provide the Board with an annual certification declaring no conflicts exist that would prohibit their service on the Board.

Directors are responsible for attending all board meetings and are encouraged to make annual financial contributions to the Association.

Absence from three consecutive board meetings or participation in less than 50% of a year's activities, may be cause for removal from the Board by majority vote of the Board. Extenuating circumstances, illness and/or other factors shall be considered by the Board in determining removal of a Director due to failure to meet the participation requirement described herein. Final decision lies with the Executive Committee in the event a majority vote of the Board cannot be reached.

The Board by majority vote can name any current or past staff member or director as "Director Emeritus". An individual elected as a Director Emeritus shall be a lifetime member of the Board but will not have voting privileges.

Board members must be Association Members in good standing at the time their terms commence and must remain Association Members in good standing for the duration of their terms. University administrators, regents, and other employees or agents that would create a conflict of interest shall not be eligible to serve as Directors.

No Officer or Director shall receive a salary or compensation for their duties as an Officer or Director. No Officer or Director shall have any right, title, or interest in any of the property assets of the Association, nor will any of the property assets be distributed to any Officer or Director upon dissolution.

Board Composition

The Board Shall Be Composed of the Following:

Members of the Board:

Directors

Officers:

President (votes only in a tie)

President Elect

Past President

Directors:

~~Committee Chairs~~

~~Non-officer Directors~~

Ex-Officio Members:

Any "Director Emeritus" members

Alumni Association Executive Director for Alumni Relations

Recording Secretary

Section 3. Duties. The Board is the governing body of the Association and shall be responsible for its management, control, and development in carrying out the mission of the Association as set forth in the Preamble of these Bylaws, assisting in the advancement of the mission of the University, and increasing the interest and cooperation of the University alumni, students, and friends with programs and efforts to be of service to the University, the Association, and the Foundation.

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Section 6. Vacancies. Any vacancy occurring in the Board shall be filled by the majority vote of the Directors. The Board or its designated Committee shall have the responsibility to recommend candidates. A person elected to fill a vacancy shall be elected for the unexpired term of his/her predecessor in office. A person filling an unexpired term shall be eligible for election to two (2) additional consecutive terms at the end of the first term.

Section 7. Prior Consent Any action required by law to be taken at a meeting of the Board may be taken

without a meeting with prior written consent of the Board.

Section 8. Conference Telephone Meetings. Meetings of the Board or any Committee of the Board may be held by means of telephone, e-mail, internet or video conference or similar provided the required quorum is participating. Participation in a meeting pursuant to this section shall constitute presence in person at such meetings. Minutes for these meetings shall be duly recorded in written format, as appropriate.

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The office of the Past President shall be filled by the most recent outgoing Association President. In the event that the most recent outgoing Association President is not able to serve, the Board may elect by majority vote any prior Association President to serve in and carry out the responsibilities of the office of Past President.

Section 3. Officer Vacancy. In the event an officer position of the Board becomes vacant before the expired term, the Board shall by majority vote fill the vacancy. The Board or, its designated Committee, shall have the responsibility to recommend candidates. An Officer elected under this Section to serve a vacant position is eligible to be later elected to serve two (2) additional terms in the office to which he or she is elected under this Section.

Section 4. Officer Duties.

The President. It shall be the duty of the President of this organization to preside at all meetings of the Directors of the Association. He or she shall act with the rest of the Directors in transacting the business of the Association, as provided for in these Bylaws. He or she shall see that all orders and resolutions of the Board are carried into effect. The President shall have power to appoint such Committees as the President or the Board sees fit.

He or she shall have the authority to appoint the two (2) members of the Association Executive Committee to serve on the Foundation Board of Governors, with the consent of the Executive Committee. He or She shall chair the Executive Committee.

The Past President: The Past President shall serve on the Executive Committee. He/She may also serve as a Program or Committee Chair. In the absence or disability of the Association President, the Past President shall act in the capacity of Association President.

The President Elect: The President Elect shall serve on the Executive Committee and may also serve as a Program or Committee Chair. After completing their term as President Elect they are subject to election to the presidency of the Association upon Board and Membership approval. The President Elect shall act in the capacity of the Association President in the absence of the Association President and Immediate Past President.

Section 5. Qualifications and Eligibility.

Officers must have served at least three years on the Board, and as a Committee Chair or in a position of leadership for at least one year.

ARTICLE V EXECUTIVE DIRECTOR FOR ALUMNI RELATIONS

Section 1. Appointment. The Executive Director for Alumni Relations (“Executive Director”) shall be selected following a proper search. The Executive Committee shall represent the Board when advising the University President in his or her final appointment decision of the Executive Director.

Section 2. Duties. The Executive Director shall serve as the Association Chief Executive and Financial Officer and shall serve as an ex-officio member of the Board. The Executive Director should conduct the affairs of his or her office in accordance with guidelines prepared and furnished to him or her by the Board. The Executive Director directs and supervises all Association employees.

Section 3. Reporting. The Executive Director shall report to the Vice President of Advancement or designee, as well as the Association Executive Committee and Board.

ARTICLE VI COMMITTEES, CHAMPIONS & OTHERS

Section 1. The Executive Committee. The Executive Committee is chaired by the Association President and shall be composed of the current Association President, the President Elect, the Past President and at least two (2) Committee Chairs or Champions. Their purpose of the Executive Committee is to allow for an easier and knowledgeable progression to the office of Association President and to assist the Association President in his or her responsibilities and the Executive Director for Alumni Relations in managing the day-to-day affairs of the Association. The Executive Committee is authorized by the Board to act on the Board’s behalf when time does not allow for a regular or specially called board meeting. The Executive Committee should always seek the guidance of the proper Committee or Champion when making programmatic or financial decisions. The Executive Committee shall act in the capacity of Executive Director for Alumni Relations in the absence or a vacancy in that position. Two (2) members of the Executive Committee shall serve on the Alumni Foundation Board of Governors, appointed by the President with the consent of the Executive Committee.

Section 2. The Finance Committee. The Finance Committee is minimally required to: review and make recommendations regarding endowment investments, budgeting issues, salary increases, bonuses, incentives, investment policy, interact directly with the investment broker(s), auditors and any other area that the Association President deems necessary regarding the financial responsibility of the Association. The Board can instruct the Executive Director for Alumni Relations to direct the appropriate staff members to assist in these duties as requested.

Section 3. Other Committees. The President may establish other such Committees (“Committee” or “Committees”) as he or she, or the Board deems appropriate and assign appropriate responsibilities to each. A list of Committees and Champions shall be maintained by and available at the Association Office.

Section 4. Committee Chairman. A Committee Chairman (“Chairman” or “Chair”) is a member of the Board and leads Committee meetings. A Chairman is appointed by the Association President and limited to two (2) consecutive annual terms as Chairman unless otherwise approved by the Board. The Chairman and Association staff establish and conduct such meetings and maintain such records as appropriate to

accomplish the goals and implement approved plans and programs. As necessary, Chairs should provide budgets for their activities and funding. Committee Chairs are tasked with reporting a summary of discussions and propose action items to the Board when necessary.

A Chairman must be a Member in good standing and have served at least one year on the Board. All Committee Chairs shall be current Board members.

Section 5. Committee Members. Committee members may be any Member of the Association and are expected to participate in the activities of the Committee. Non-board prospective Committee members should submit, to the Association's Assistant to the Executive Director for Alumni Relations, a request to join a particular Committee. Prospective Committee members shall be considered for appointment and assignment to a Committee by a Board designated Committee. Participation is required to remain a member, and this may be judged by attendance at meetings or other appropriate contributions to meeting the objectives of the Committee.

All non-Board Committee members are welcome to attend Board meetings. Although these members are non-voting, they are welcome to participate in discussion.

Section 6. Special Committees. The Association President may form and convene any Ad-hoc Committees necessary for the completion of the Association's purpose, mission and task. All Committee Chairs shall be current Board of Director members.

Section 7. Champions. A Champion is a member of the Board who has been assigned to lead and champion a specific function of the Association. A Champion is appointed by the Association President to serve in one year terms. Champions may serve multiple consecutive one year terms. A Champion shall work with the Association President, President Elect, and appropriate staff as necessary to accomplish the goals and implement approved plans and programs. Champions are assigned by the Association President. A Champion must be a Member in good standing and have served at least one year on the Board. All Champions shall be current Board members. The Association President may appoint a Champion with less than one year of service on the Board if that Champion has other experience as a non-Board Committee member or Ambassador with the Association.

Section 8. Others. A Mentor is a Director who has been on the Board for at least a year and has experience with a particular area of focus. A Mentor is responsible for assisting and guiding a person in a leadership role as appropriate. Mentors are assigned by the Association President.

An Ambassador is a non-Director who serves to help the Association either by attending and providing input at Board meetings, or in a way that helps the Association with an area of focus. For example, an Ambassador could be a regular Board meeting participant not yet serving on the Board, or someone who helps with engagement efforts. Ambassadors are volunteers who have aspirations to possibly serve on the Board in the future, or assist the Association with engagement.

All non-Board Ambassadors are welcome to attend Board meetings. Although these members are non-voting, they are welcome to participate in discussion.

ARTICLE VII FUNDS OF THE ASSOCIATION

Section 1. Deposits. All funds of the Association shall be received by the staff member assigned this responsibility, who shall see that a proper receipt is issued therefore. He or she shall deposit said funds in the depository bank, designated by the Board. The Board can instruct the Executive Director for Alumni Relations to direct the appropriate staff members to assist in these duties as requested.

Section 2. Drafts. No funds of this Association shall be disbursed except by check drawn on the depository bank, signed by the Executive Director for Alumni Relations or the President of the Association. No disbursement of funds shall be made except as duly authorized by the Board. The Board shall ensure prudent accounting practices are observed, including proper independent audit. The Board can instruct the Executive Director for Alumni Relations to direct the appropriate staff members to assist in these duties as requested.

Section 3. Gifts. The Board may accept on behalf of the Association any membership, contribution, gift, bequest, or devise for the general purposes or for the specific purpose of the Association.

Section 4. Contracts. The Board may authorize any officer, agent, or staff to enter into contract negotiations or execute and deliver any instrument in the name of and on behalf of the Association. Such authority may be general or confined.

All contracts negotiated between the authorized officers, agents, or staff and other parties must be approved by the Board before such contract(s) may be considered the act of the Association unless otherwise authorized by the Board.

Section 5. Purchases. The Board shall develop appropriate Request For Proposal (RFP) policy and procedures for substantial purchases.

ARTICLE VIII BOOKS AND RECORDS

Section 1. Record Keeping. The Association shall keep correct and complete books and records of accounts, minutes of the proceedings of its Directors Meetings and shall keep at the registered or principal office a record showing the names and addresses of the Directors and the names and addresses of the Members entitled to vote. All books and records of the Association may be inspected by any Director or his/her agent or attorney only at the premises at the registered or principal office for any proper purpose at any reasonable time. No records may leave the office. The Board can instruct the Executive Director for Alumni Relations to direct the appropriate staff members to assist in these duties as requested.

Section 2. Audit. The Board shall cause the books of the Association to be independently audited promptly after the end of each fiscal year by an independent certified accountant selected by the Board. The report of the auditor shall be available to Members and Directors at all times. The number of years served by an independent certified accountant may be limited and/or reviewed after three years.

ARTICLES IX GENERAL PROVISIONS

Section 1. Fiscal Year. The fiscal year of the Association shall begin on the 1st day of July and end on the last day of June in each year.

Section 2. Seal. The Association need not have a seal and may conduct all activities in furtherance of its purpose, and execute all instruments necessary to any transaction conducted by the Association without the imprinting of a seal on said instruments.

Section 3. Waiver of Notice. Whenever any notice is required to be given under the provisions of the Texas Non-Profit Corporation Act, the provisions the Articles of Incorporation or Bylaws of the Association with a waiver thereof in writing signed by the person or persons entitled to such notice whether before or after the time stated therein shall be deemed equivalent to the giving of such notice.

Section 4. Indemnification. Each person who at any time shall serve, or shall have served, as a director, officer, employee or agent of the corporation or Association, or any person who is or was serving at the request of the corporation or Association as a director, officer, partner, venturer, proprietor, trustee, employee, agent or similar functionary of another foreign or domestic corporation, partnership, joint venture, sole proprietorship, trust, employee benefit plan or other enterprise ("Indemnitee") shall be entitled to indemnification as and to the fullest extent permitted by Article 2.22A of the Texas Non-Profit Corporation Act or any successor statutory provision, as from time to time amended ("Statute"). The foregoing right of indemnification shall not be deemed exclusive of any other rights to which those to be indemnified may be entitled as a matter of law or under any agreement, vote of shareholders, directors, or the Board, or other arrangement. The Association shall pay in advance or reimburse Indemnitee expenses actually and reasonably incurred or anticipated by him or her in connection with his appearance as a witness or other participation in a proceeding whether or not he is a named defendant or a respondent in the proceeding.

To obtain an indemnification or expense advance, Indemnitee shall submit to the Association a written request with such information about the expenses incurred or anticipated as is reasonably available to him/her. If the expense advance is to be paid prior to final disposition of the proceeding, there shall be included a written statement of his/her good faith belief that his/her has met the necessary standard of conduct under the Statute and an undertaking to repay any amount paid if it is ultimately determined those conduct requirements were not met. Upon receipt of the request, the Association shall determine (by special counsel or otherwise) Indemnitee's entitlement to indemnification or expense advance. If the request is rejected, the Association shall notify Indemnitee of the reason therefore. If within 20 days of the Association's receipt of the request, the payment for an approved request is not made or the request for

payment is rejected or not acted on. Indemnatee shall have the right to adjudication in any court of competent jurisdiction of his entitlement to such indemnification or expense advance. Any such proceeding shall be conducted in all respects as a de novo trial on the merits.

ARTICLE X AMENDMENTS TO BYLAWS

These Bylaws may be amended by a two-thirds (2/3) majority vote of Members present at any Membership Meeting.

The Board, or any Member, may submit a Proposal of Bylaws Amendments. A Proposal of Bylaws Amendments must be received by the Executive Director for Alumni Relations or his/her designee by the close of business on the last business day that the Alumni Office is open no later than forty-five (45) days prior to the Membership Meeting in which the amendment shall be considered for vote. Any Proposal of Bylaws Amendments received after the aforementioned deadline shall not be considered for vote at the Membership Meeting.

The Alumni Office shall publish the Proposal of Bylaws Amendments in an Appropriate Notice to the Membership no later than thirty (30) days prior to the Membership Meeting. Appropriate notice shall at the very least include posting of a written notice at the Alumni Office and on the Association website.

A proper Proposal of Bylaws Amendments shall include specific proposed changes, including the proposed new language to be considered.

In the event that these Bylaws are not amended for five (5) years, the Association President shall appoint the appropriate Committee to review these Bylaws.