

**THE UNIVERSITY OF LOUISIANA MONROE ALUMNI ASSOCIATION
BYLAWS**

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Adopted May 29, 1967

Amended June 21, 1972; December 15, 1977; September 19, 1983; April 26, 1986; February 29,
1988; January 20, 1996; June 6, 1998; May 6, 200; June 1, 2002; September 25, 2004; January 20,
2007; January 24, 2015; June 11, 2016; July 28, 2016; January 21, 2017; August 31, 2019

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ARTICLE I

NAME, LOCATION, FISCAL YEAR

SECTION 1. NAME. The name of this corporation shall be "University of Louisiana Monroe Alumni Association".

SECTION 2. LOCATION. The Corporation shall maintain a registered office in the state of Louisiana, which shall be University of Louisiana Monroe, Monroe, Louisiana, 71209. The President of the University and the Director of Alumni Affairs shall serve as registered agents for the corporation.

SECTION 3. FISCAL YEAR. The fiscal year of the corporation shall be July 1 to June 30.

ARTICLE II

PURPOSE AND GOVERNING INSTRUMENTS

SECTION 1. NONPROFIT CORPORATION. The corporation shall be organized and operated as a nonprofit corporation under the provisions of the Louisiana Nonprofit Corporation Code and under the provisions of section 501(c)(3) of the Internal Revenue Service Code.

SECTION 2. CHARITABLE PURPOSES. The corporation is a voluntary association of individuals and organizations, the purposes of which, as set forth in the articles of incorporation, are exclusively charitable and educational within the meaning of section 501 (c)(3) of the Internal Revenue Code. The corporation was organized, and at all times shall be operated, to serve the needs and interests of University of Louisiana Monroe and its alumni in such ways as the Board of Directors shall determine in its discretion. In furtherance of such purposes, the corporation shall have full power and authority:

- A. To engage in programs and activities which attract outstanding students to the University of Louisiana Monroe and produce graduates who are competent, mature, and well balanced;
- B. To engage in programs and activities which create institutional pride within the entire University of Louisiana Monroe family and which serve to develop and enhance the university's public image;
- C. To engage in programs and activities that strengthen alumni ties to the university and encourage lifelong support of the University of Louisiana Monroe;
- D. To acquire or receive from any person or organization, by deed, gift, purchase, bequest, devise, appointment, or otherwise, cash, securities and other property, tangible or intangible, real or personal, and to hold, administer, manage, invest, reinvest, and disburse the principal and income thereof solely for the charitable and educational purposes hereof;
- E. To perform all other acts necessary or incidental to the above and to do whatever is deemed necessary, useful, advisable, or conducive, directly or indirectly, as determined by the Board of Directors in its discretion, to carry out any of the purposes of the corporation, as set forth in the articles of incorporation and these bylaws, including the

exercise of all other power and authority enjoyed by corporations generally by virtue of applicable provisions of Louisiana law, including the Louisiana Nonprofit Corporation Code (within and subject to the limitations of section 501©(3) of the Internal Revenue Code).

The corporation shall not be limited in its capacity of service to the University of Louisiana Monroe and University of Louisiana Monroe alumni, but shall be authorized and empowered, in accordance with its articles of incorporation and these bylaws, to engage in all charitable functions and activities, which serve the needs and interests of University of Louisiana Monroe and University of Louisiana Monroe alumni.

SECTION 3. GOVERNING INSTRUMENTS The corporation shall be governed by its articles of incorporation and these bylaws.

ARTICLE III BOARD OF DIRECTORS

SECTION 1. MEMBERS. The Board of Directors of the University of Louisiana Monroe Alumni Association shall consist of the five (5) duly elected officers of the Association (the Executive Committee or EC), and sixteen (16) elected Board Members with no more than eight (8) of the sixteen (16) Board Members residing within Ouachita Parish.

Ex-officio members of the Board, without voting privileges, shall include the Immediate Past President, Director of Alumni Affairs, the 31 Ambassadors and Student Government Association President (or his/her designee) and the Presidents of the recognized chapters and clubs.

Each member of the Board shall be a member in good standing of the Alumni Association. Good standing is being current in regard to the payment of dues.

SECTION 2. TERMS. Members of the Executive Committee shall serve a two (2) year term and Board Members shall serve a three (3) year term, with one-third (1/3) of the Board Members being elected each cycle, governed by Article I, Section 3.

Members of the Executive Committee shall serve no more than two (2) consecutive two (2) year terms in the same position and no more three (3) consecutive terms. Board Members shall serve no more than three (3) consecutive three (3) year terms.

An outgoing EC member who is not nominated and/or elected to an EC position for the following term may be eligible to be elected as a Board Member if he/she is not term limited.

Any member of the Board of Directors who is term limited would be eligible for a Board position again after a three (3) year absence from the Board of Directors.

In case of vacancy or incapacity of the President, the VP-Administration shall become the Interim President until a successor may be elected under the same provisions as Article III, Section 3.

In case of vacancy of an Officer other than the President, or Board Member, the Nominations Committee shall forward candidates for consideration to the President who shall appoint a replacement with the approval of the Board of Directors.

Any Board Member position vacated voluntarily or involuntarily shall be filled by an interim member

for the remainder of the term. If there is no qualified candidate, the position will remain vacant.

SECTION 3. ELECTIONS.

A. Executive Committee Elections

- a. On even numbered years, the Nominating Committee shall nominate one or more current Board Members for election to the positions of President, VP-Administration, VP-Operations, VP-Finance and Secretary/Parliamentarian. The nominations should be announced by the end of the 3rd quarter of the current fiscal year. Once announced, all Board Members shall vote on these positions no later than the meeting following the nominations. The vote may also take place electronically. The nominees with the most votes for each position shall be elected to same and shall take office effective July 1 of the new fiscal year.

B. Board Member Elections

- a. Thirty days (30) prior to the Annual Meeting, the nominations for Board Members will be provided to the active membership. The method of notification will be at the discretion of the Executive Board and shall include the names and pertinent information of each person so nominated. Provisions for mailed ballots and the use of mailed ballots will be made for those that cannot or do not wish to utilize electronic means of voting. All means of voting will include provisions for write-in candidates.
- b. Voting will end fourteen (14) days prior to the Annual Meeting. Votes will be tabulated by the Nominating Committee, the time and place to be designated by the Committee. Any candidate for office, or his named representative, may be present during the tabulation of votes. The newly elected Board Members shall be notified immediately and asked to attend the Annual Meeting.
- c. In case of a tie for any of the Board Member positions, the active membership will be notified electronically or by mail and allowed to cast a second vote.
- d. Those persons elected shall be announced at the Annual Meeting and will take office effective July 1 of the new fiscal year.

SECTION 4. MEETINGS.

- A. **Regular Meetings.** Regular meetings of the Board of Directors shall be held at least three (3) times each fiscal year with the time and place of each meeting to be determined by the Board.
- B. **Annual Meeting.** The Board of Directors shall hold one meeting annually open to all active members and invited guests of the Alumni Association with the time and place of the annual meeting to be determined by the Board.
- C. **Special Meetings.** Special meetings may be called by the President or a majority of the Board. The purpose of any special meeting should be detailed in the request/ announcement of a special meeting.
- D. **Notice.** Notice of regular meetings shall be provided to the Board of Directors one month prior to the meeting date. Notice for the Annual Meeting shall be provided to the members in good standing and the Board of Directors six weeks prior to the meeting date. The agenda and supporting documents should be sent to all Board Members by the Director of Alumni Affairs at least 10 days prior to any set meeting.
- E. **Quorum.** A quorum must be established for the Board of Directors to conduct business at any meeting. A majority of the Board Members must be present in person or telephonically in order for quorum to be established.

- F. **Executive Committee Meetings.** The Executive Committee shall meet monthly via conference call. The date, time, attendees and agenda of each meeting shall be determined by the President.
- G. **Committee Meetings.** The chairman of each committee shall establish the meeting date and times for committee meetings. Committees should meet at least once prior to any Board meeting and the Annual Meeting.
- H. **Attendance.** Attendance is required at all Board meetings and the Annual Meeting. It is expected that Board Members will attend meetings in person. Failure to attend 50% of the scheduled Board meetings in the fiscal year will result removal from the Board of Directors unless the Board member has been excused by the Executive Committee.
- I. **Notification of Absence.** A notification of absence or a request to be excused from a Board meeting must be presented to the Executive Committee at least 48 hours prior to the scheduled date and time. The Executive Committee will be charged with deciding whether an absence is excused or not. The Executive Committee's decision will be final. An excused absence will not count against the Board Member's attendance requirement.

SECTION 5. POWERS.

- A. The Board of Directors shall manage the affairs and conduct the business of the Association in a prudent manner. It shall have the authority to require reports or audits of accounts of any officer, committee, or employee of the Association at any time. It shall have authority to make contracts of employment, to fix salaries, buy, sell, enter into any type contract or legally binding obligation on behalf of the Association, and to pledge the credit or property of the Association for the payment of the debts.
- B. The University of Louisiana Monroe Alumni Association shall be non-political in nature. The Officers, Board Members and general membership shall not involve the Association in partisan politics.

SECTION 6. VOTING RIGHTS. All elected members of the Board of Directors shall have equal voting privileges, except the President who shall vote only in the event of a tie. No votes may be cast by proxy.

ARTICLE IV DUTIES OF EXECUTIVE COMMITTEE

SECTION 1. PRESIDENT. The President of the Association shall have the authority and duties usually attendant upon such office, including, without limitation, presiding at all meetings of the Association and the Board of Directors; and signing the name of the Association to all documents or writings required to be signed by the Association, except those requiring the payment of money. The President shall be an ex-officio member of all committees except the Nominating Committee.

SECTION 2. VICE PRESIDENT-ADMINISTRATION. The VP-Administration shall be responsible for inviting guests (e.g., University staff, Presidents or his/her designee of the ULM Foundation Board, Athletic Foundation and L Club) to any pertinent meetings and manage the Membership and Nominations committee. He/she will chair the Nominations committee if there is not an active Immediate Past President. The VP-Administration shall assume the duties of the President in his/her absence.

SECTION 3. VICE PRESIDENT-OPERATIONS. The VP-Operations shall support all Alumni Association events (ie.g., Homecoming events, Award celebrations, other special events), alumni relations including Chapter functions and formation of new chapters and clubs.

SECTION 4. VICE PRESIDENT-FINANCE. The VP-Finance shall work with the appropriate committee to form the Alumni Association budget; shall manage the budget and make reports to the

Executive Committee and Board of Directors at all meetings. The VP-Finance shall be an authorized signer on Alumni Association bank accounts along with the Director of Alumni Affairs, Executive Director of Advancement, Foundation and Alumni Relations and two other members of the Board of Directors as determined by the Executive Committee.

SECTION 5. SECRETARY/PARLIAMENTARIAN. The Secretary/Parliamentarian shall be responsible for official correspondence sent on behalf of the Alumni Association Board. He/she shall be responsible for assuring that the Bylaws are being followed and shall work with the appropriate committee on periodically reviewing and revising said bylaws as needed.

SECTION 6. IMMEDIATE PAST PRESIDENT. The Immediate Past President may serve at his or her desire for the next executive committee term. Should He/she not choose to serve in this capacity, it will not impede the business of the organization. If the Immediate Past President is active in their role, He/she will chair the Nominations committee.

SECTION 7. DIRECTOR OF ALUMNI AFFAIRS. The Director shall be appointed by the Executive Director of Advancement, Foundation and Alumni Relations of the University of Louisiana Monroe after consultation with the Executive Committee. The Director shall be an ex-officio member of the Board of Directors and the Executive Committee. He/she shall attend to the giving and serving of all notices of meetings; shall have the custody of all books, records and paper of the Association; shall be responsible for the keeping of accurate and detailed records of all receipts and disbursements of funds of the Association; shall deposit all funds of the Association received as may be approved by the Board of Directors and shall have such further powers and duties as may be assigned by the Board of Directors. The Association shall furnish such security bond for the Director as may be ordered by the Board of Directors.

ARTICLE V COMMITTEES

SECTION 1. GENERAL PROVISIONS. All standing committees, as herein set forth, shall be appointed by the President with the approval of the Board of Directors. The Executive Committee shall oversee all standing committees.

- A. Committees should meet at least once prior to any Board meeting and the Annual Meeting.
- B. Each committee chair shall provide a report of their activities to the Board as appropriate.
- C. Each Board Member shall serve on at least one (1) committee. All Board Members may choose the committee they wish to serve on however; the final appointments are made by the President.
- D. In the event of an open position on any standing committee, the chair of said committee shall notify the President and request a replacement. If the vacancy is the chair of the standing committee, the replacement will be filled in accordance with Executive Board vacancies.

SECTION 2. STANDING COMMITTEES

- A. **EXECUTIVE COMMITTEE.** The President shall chair the Executive Committee. Members include the President, VP-Administration, VP-Operations, VP-Finance, Secretary/Parliamentarian, Immediate Past President and the Director of Alumni Affairs. An Alumni Association staff member should attend to record minutes of each meeting. Other guests may attend only at the invitation of the President.

- B. **FINANCE COMMITTEE.** The VP-Finance shall chair the Finance Committee. Two (2) members of the Board of Directors will also serve on the committee and the Director of Alumni Affairs will serve as an Ex-Officio member of the committee. The committee shall develop the Association budget and manage the budget throughout the fiscal year.
- C. **MEMBERSHIP COMMITTEE.** The VP-Administration shall chair the Membership Committee. Up to six (6) members of the Board of Directors will also serve on the committee. The Membership Committee shall work with the Director of Alumni Affairs to develop and implement an annual plan to increase membership of the Association.
- D. **NOMINATING COMMITTEE.** The Immediate Past President shall chair the Nominating Committee. In the case of there being no active Immediate Past President, the committee shall be chaired by the VP-Administration. Four (4) active members of the Association, nominated by the President and approved by the Board of Directors, will also serve on the committee. The committee shall manage the nomination and election process for the Board Members.
- E. **PROGRAMS AND EVENTS COMMITTEE.** The VP-Operations shall chair the Programs and Events Committee. Up to six (6) members of the Board of Directors will also serve on the committee. The Homecoming Awards Chair and the 31 Ambassadors Liaison will be members. The committee shall work with the employees of the Alumni Association to support Association events, alumni relations (including chapter functions) and formation of new chapters and clubs.
 - 1. **31 AMBASSADORS LIAISON.** The 31 Ambassadors Liaison will serve as a link between the 31 Ambassadors and the Board of Directors to consult on the growth, continuity and progress of the organization. The Liaison may also sit on the interview panel for potential candidates of membership in the 31 Ambassadors.
 - 2. **HOMECOMING AWARDS CHAIR.** The Homecoming Awards Chair shall supervise the nomination and selection process for recipients for the Golden Arrow Award and Rising Young Alumni Award.

SECTION 3. AD-HOC COMMITTEES. Ad-Hoc committees shall be appointed by the President with the approval of the Board of Directors. The **Bylaws and Policies Committee** shall be appointed as an ad-hoc committee every odd year to review and revise the bylaws and policies as needed; up to four (4) Board Members should serve on this ad-hoc committee.

ARTICLE VI CHAPTERS AND CLUBS

SECTION 1. ORGANIZATION AND AFFILIATION. Six (6) or more members of the Association may organize to form a chapter or club of the Association. A Chapter shall be made up of members residing in specified geographic area. A Club shall be made up of members affiliated by common academic program or extracurricular activity at ULM. Chapter or Club organizers shall petition the Board of Directors in writing to notify the Association of their desire to form a Chapter or Club. Organizers shall follow the procedure for formation in the Chapter and Club Formation Document. The Chapter and Club Formation Document shall be maintained by the Director of Alumni Affairs subject to review by the Board of Directors from time to time.

ARTICLE VII CHANGES AND AMENDMENTS

SECTION 1. The Bylaws of this Association may be amended by a two-thirds (2/3) vote of the Board of Directors at any meeting of the Board where a quorum is present. Notice of the meeting stating bylaws changes to be voted on shall be provided by electronic means such as Email or similar methods to all members of the Board at least two weeks prior to said meeting. Board members not utilizing electronic means of communication will be notified by other means at least two weeks prior to said meeting. Grammatical, consistency and formatting changes may be made without a full Board vote.

ARTICLE VIII Indemnification of Officers, Directors, Employees and Agents; Insurance

SECTION 1. The Association may indemnify any person who was or is a party or is threatened to be made a party to any action, suit or proceeding, whether civil, criminal, administrative or investigative (including any action by or in the right of the Association) by reason of the fact that he is or was a director, officer, employee or agent of the Association, or is or was serving at the Request of the Association as a director, officer, employee or agent of another nonprofit, business or foreign corporation, partnership, joint venture or other enterprise, against expenses (including attorney's fees), judgments fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Association, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful; provided that in case of actions by or in the right of the Association, indemnity shall be limited to expenses (including attorney's fees, and amounts paid in settlement not exceeding, in the judgment of the board of directors, the estimated expense of litigating the action to conclusion) actually and reasonably incurred in connection with the defense or settlement of such action and not indemnification shall be made in respect of any claim issue or matter as to which such person shall have been adjudged to be liable for gross negligence or intentional misconduct in the performance of his duty to the Association unless and only to the extent that the court shall determine upon application, that, despite the adjudication of liability but in view of all the circumstances of the case, he is fairly and reasonably entitled to indemnity for such expense which the court shall deem proper. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner in which he reasonably believed to be in or not opposed to the best interests of the Association, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

SECTION 2. To the extent that a director, officer, employee or agent of the Association has been successful on the merits or otherwise in defense of any such action, suit or proceeding, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorney's fees) actually and reasonably incurred by him in connection therewith.

SECTION 3. Any indemnification under Section 1 of the article (unless ordered by the court) shall be made by the Association only as authorized in a specific case upon a determination that the applicable standard of conduct has been met. Such determination shall be made (1) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding; or (2) if such a quorum is not obtainable or a quorum of disinterested directors so directs, by independent legal counsel, or (3) by the members.

SECTION 4. Expenses incurred in defending such an action, suit or proceeding may be paid by the Association in advance of the final disposition thereof if authorized by the Board of Directors in the manner provided in Section 3 of this Article, upon receipt of an undertaking by or on behalf of the

director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Association as authorized in this Article.

SECTION 5. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which the person indemnified may be entitled under any agreement, authorization of members or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of his heirs and legal representative.

SECTION 6. The Association may procure insurance on behalf of any person who is or was a director, officer, employee or agent of the Association, or is or was serving at the request of the Association as a director, officer, employee or agent of another nonprofit, business or foreign corporation, partnership, joint venture or other enterprise against any liability asserted against or incurred by him in any such capacity, or arising out of his status as such, whether or not the Association would have the power to indemnify him against such liability under the provision of this Article.