

TEXAS WESLEYAN UNIVERSITY
ALUMNI ASSOCIATION

BYLAWS

ADOPTED MARCH 7, 1992
AMENDED SEPTEMBER 26, 1998
AMENDED AUGUST 2, 2003
AMENDED APRIL 9, 2007
AMENDED OCTOBER 25, 2013

These Bylaws govern the affairs of the Texas Wesleyan University Alumni Association, hereinafter called “the Association,” an unincorporated nonprofit association.

ARTICLE 1: AUTHORITY AND PURPOSES

Section 1: Authority

The Association has been authorized by Texas Wesleyan University to act as the alumni extension of the University as set forth in these Bylaws.

Section 2: Purposes

1.2 The primary purpose of the Association is to promote the best interests of Texas Wesleyan University including the following:

- 1.2.1 To promote and provide services for the University, its students, and its alumni;
- 1.2.2 To encourage the growth and success, personally and professionally, of students and alumni;
- 1.2.3 To foster a spirit of fraternity among students and alumni;
- 1.2.4 To provide a unified voice for all alumni in the affairs of the University;
- 1.2.5 To assist in recruitment of students;
- 1.2.6 To assist in promoting giving to the University;
- 1.2.7 To recognize the distinguished services and accomplishments of the alumni

ARTICLE 2: OFFICE

Headquarters of the Association shall be located at Texas Wesleyan University. The Association may also maintain offices at such other places as the governing Board of Directors, hereinafter called “the Board,” may determine.

ARTICLE 3: ASSOCIATION MEETINGS

Section 1: Annual Meeting

3.1.1 An annual meeting of Association members shall be held at a time and place selected by the Executive Committee of the Board.

3.1.2 Members shall be given at least thirty (30) days written notice. Notice may be delivered in writing by any delivery method to provide notice to the member.

3.1.3 The purpose of the annual meeting will be election of Board Directors and transaction of such other business as may properly come before the meeting.

3.1.4 The annual meeting may be scheduled to coincide with the Alumni Reunion, Medal Dinner or other event as determined by the Executive Committee.

3.1.5 The Board President shall preside at the annual meeting. If there shall be no President, or in the President's absence, the Vice-President, Treasurer, or Secretary in that order of preference shall preside.

Section 2: Special Meetings

Special Meetings of the Association may be called at any time by one of the following methods:

3.2.1 A majority of the total Board of Directors,

3.2.2 The President upon ten (10) days notice (including online posting) to the Association, or

3.2.3 The President or the Secretary at the written request of one-hundred (100) or more Association members.

Section 3: Place of Meetings

All meetings of the Association shall be held on the campus of Texas Wesleyan University or such place as designated by the Board.

Section 4: Quorum

Alumni members present at an Association meeting shall constitute a quorum. Once the presence of a quorum has been confirmed, business may continue despite any failure to maintain the confirmed quorum during the remainder of the meeting or the refusal of any member to vote.

Section 5: Voting

3.5.1 Any Association action shall be authorized by a majority of votes cast at a meeting of the Association.

3.5.2 Each member shall be entitled to cast one vote on every matter requiring a vote of the Association, at each meeting of the Association.

ARTICLE 4: GOVERNING BOARD OF DIRECTORS

Section 1: Qualifications

4.1.1 The Board shall be composed of duly elected members of the Association.

4.1.2 Directors may not be from the same immediate family or in the employ and direct supervision of another Director. Immediate family is defined as mother, father, sister, brother, son, daughter, or the same as in-law, nor anyone living within the same household. In the event of conflict, the Director with the shortest total tenure shall resign.

4.1.3 The Board may invite up to four (4) individuals outside of the Association to serve as ex-officio members of the Board. These members will assume all rights, privileges and duties of the Board.

4.1.4 The Board may invite former Directors to serve as emeritus members of the Board. These members will assume all rights, privileges and duties of the Board. The Board may have no more than four (4) active emeritus members at any one time.

Section 2: Number, Election and Term

4.2.1 The total number of Directors shall be eighteen (18), as not including ex-officio or emeritus members.

4.2.2 Directors shall be elected by a majority of members of the Association at the annual meeting.

4.2.3 The term of a Director shall be three (3) years. The term may be extended pending the completion of a term as an officer of the Board. Each Director shall hold office until his successor is elected at the annual meeting of the Association three (3) years subsequent to the Director's election, or until the Director's death, resignation or removal.

4.2.4 Directors shall not serve more than two (2) consecutive terms, except to complete the terms as elected officer of the Board. Once a Director has completed their term, they are not eligible to return as a Director until one (1) year after completion of their term. Former Directors may become emeritus members immediately after their term has ended.

Section 3: Duties

The governing Board of Directors are expected to:

4.3.1 Attend all Board meetings (with exceptions as discussed in these Bylaws),

4.3.2 Attend at least one (1) University event per academic semester,

4.3.3 Make an annual gift to the University,

4.3.4 Serve on at least one (1) committee of the Board,

4.3.5 Be an ambassador for Texas Wesleyan University.

Section 4: Board Meetings and Notices of Meetings

4.4.1 The Board shall meet at least four (4) times a year at dates and times determined by the Board or the Executive Committee.

4.4.2 One of the meetings of the Board shall be held at the same time or immediately following the Association annual meeting for the purpose of electing officers.

4.4.3 Special meetings may be called by the President as necessary or upon written request of three (3) Directors.

Section 5: Presiding Director

At all Board meetings, the President shall preside. If there shall be no President, or in the President's absence, the Vice-President, Treasurer or Secretary in that order of preference shall preside. In the absence of an officer, the Directors present at the meeting shall select a presiding Director.

Section 6: Quorum and Adjournments

4.6.1 The presence of nine (9) Directors shall constitute a quorum for the transaction of business.

4.6.2 Once the presence of a quorum has been confirmed, business may continue despite any failure to maintain the confirmed quorum during the remainder of the meeting or the refusal of any Director to vote.

4.6.3 If a quorum cannot be confirmed for a Board meeting, the quorum rule may be suspended upon the unanimous consent of the Directors present. Any action proposed by the Board acting without a quorum may be ratified or defeated by a majority of the Board or Executive Committee at its next meeting at which a quorum is confirmed or by action without a meeting as set forth in section 4.7.3 of these Bylaws.

Section 7: Manner of Acting

4.7.1 At all meetings of the Board, each Director present shall have one vote. Voting by proxy is prohibited.

4.7.2 The action of a majority of the Directors present at any meeting at which a quorum is confirmed shall be the act of the Board, except as otherwise provided herein.

4.7.3 Any action required or permitted to be taken by the Board or by any Board committee may be taken without a meeting, if all Directors of the Board or Board committee individually or collectively consent in writing to that action. Written consent(s) shall be filed with the minutes of the proceedings of the Board or Board committee, as the case may be, and any action by written consent has the same force and effect as a unanimous vote of the directors or Board committee members.

Section 8: Vacancies

A vacancy in the Board shall be filled for the unexpired portion of the term by nomination of the President and a majority vote of the Directors, at the next meeting of the Board.

Section 9: Resignation

Any Director may resign at any time by delivering written notice to the Board Secretary. Resignations shall become effective upon receipt.

Section 10: Removal

4.10.1 Any Director may be removed at any time for good cause at a meeting of the Board. Good cause shall be determined by vote of three quarters (3/4) of the Board by ballot. The vote may be open at the request of any Director. A roll call vote may be called for by any Director.

4.10.2 A Director who shall fail to attend any two (2) validly announced meetings without first giving advance notice of absence to the President or the office of alumni relations, may by majority vote of the Executive Committee, be asked to deliver written notice of resignation to the Board Secretary. The vote of the Executive Committee shall be communicated to the member by letter from the Secretary indicating the dates absent.

4.10.3 A Director who shall be absent without advance notice, from three (3) consecutive meetings of the Board, shall be considered to have delivered written notice of resignation to the Board Secretary. The Secretary shall send notice of acceptance of the resignation to the Director, immediately after the third absence.

Section 11: Powers

4.11.1 The powers of the Association are vested in the Board by the Association ByLaws.

4.11.2 The Board powers shall include those powers that may be delegated to a Board of Directors according to applicable federal and state laws as well as those powers enumerated in the Association ByLaws and set forth below in greater detail below:

4.11.2.1 Conducting the business of the Association, or directing the conduct and management of such affairs and business, and making any rules and regulations therefore not inconsistent with law, or these Bylaws, that the Board may deem appropriate,

4.11.2.2 Assuming any obligations, incurring liabilities, entering into any contracts, or doing any acts incidental to the transaction of this Association's business or expedient for the attainment of the Association purposes, and securing any obligations by mortgage or pledge of all or any of the Association's property, franchises, and income,

4.11.2.3 Owning and disposing of any kind of property, and

4.11.2.4 Amending the Bylaws.

4.11.3 The Board shall have additional powers set forth in these Bylaws as follows:

4.11.3.1 Make donations on behalf of the Association of its property for the public welfare or for charitable, scientific or educational purposes, and, in time of war, to make donations in aid of war activities.

4.11.4 No Director or Association member shall be personally liable for the performance of any contract or transaction executed by the Board or the Association, except as set forth in the written instrument that forms the basis of the contract or transaction, unless the conduct of the Director or member is found liable for willful or intentional misconduct in the performance of his or her duty to the Association by a court of competent jurisdiction after the exhaustion of all appeals.

4.11.5 Neither the Association nor its members individually shall be liable for any promise, contract, agreement or transaction made by any member without the written authorization of the majority of a quorum of the Board.

Section 12: Indemnification of Directors

4.12.1 To the extent permitted by law, the Association may indemnify any person who was, is, or is threatened to be made a named defendant or respondent in a proceeding, whether civil, criminal, administrative, arbitral, or investigative, including all appeals, because that person is or was a Director of the Association. Indemnification will be against all expenses, including, without limitation, attorney's fees, court costs, expert witness fees, judgments, decrees, fines, penalties, and reasonable expenses actually incurred by the person in connection with the proceeding, except that if the person is found liable to the Association or is found liable on the basis that he or she improperly received personal benefit, indemnification will be limited to reasonable expenses actually incurred by the person in connection with the proceeding, and will not be made in respect of any proceeding in which the person has been found liable for willful or intentional misconduct in the performance of his or her duty to the Association. The indemnification provided in this Bylaw also extends to good-faith expenditures incurred in anticipation of, or preparation for, threatened or proposed litigation. The Board may, in proper cases, extend the indemnification to cover the good-faith settlement of any such action, suit, or proceeding, whether formally instituted or not.

ARTICLE 5: OFFICERS

Section 1: Officers

The officers of the Association shall be as provided in these Bylaws. No more than one (1) office may be held by the same person at the same time.

Section 2: Qualification and Election

Officers shall be elected by the Board from among the Directors who have been serving on the Board for at least one (1) year. Officers may be elected at the Association annual meeting or at a Board meeting as soon as practical after the annual meeting. Officers and Directors shall begin serving officially upon their election. Upon election, officers shall be members of the Executive Committee.

Section 3: Term

5.3.2 Officer terms shall be two (2) years for all offices.

5.3.2 Officer term limits:

A Director may serve no more than one (1) consecutive term in any office.

5.3.3 Each officer shall hold office until the qualification of his or her successor, or until death term limits have been met, or disqualification.

Section 4: Resignation

Any officer may resign at any time by delivering written notice of resignation to the Board. Unless otherwise specified in such written notice, such resignation shall take effect upon receipt.

Section 5: Removal

Any officer may be removed for cause in the same way Board members may be removed per Article 4, Section 10.

Section 6: Vacancies

A vacancy in any office may be filled for the unexpired portion of the term by a majority vote of the Board.

Section 7: Duties

Officers shall be empowered by the Board to discharge their duties as set forth in these Bylaws.

5.7.1 President:

5.7.1.1 The President shall:

5.7.1.1.1 Act as presiding member at all meetings of the Association, of the Board, and of the Executive Committee,

5.7.1.1.2 Preserve order, and enforce the Bylaws of the Association,

5.7.1.1.3 Preside as chairman of the Nominating Committee,

5.7.1.1.4 Not be entitled to vote, except at the annual meeting of the Association for the election of officers; or in the event that the votes on any other matter are equally divided,

5.7.1.1.5 Represent the Association at University and community events including but not limited to the Alumni Medal Dinner, Robing and Graduation,

5.7.1.1.6 Appoint committee chairpersons and committee members,

5.7.1.1.7 Report annually to the Association, and

5.7.1.1.8 Report biannually to the Texas Wesleyan Board of Trustees.

5.7.1.2 The President may appoint a parliamentarian from among the Directors to serve at a meeting until its adjournment.

5.7.2 Vice-President:

5.7.2.1 The Vice-President shall:

5.7.2.1.1 Be an ex-officio member of all committees, except the Nominating Committee,

5.7.2.1.2 Be President Elect, and

5.7.2.1.3 Assume such other duties as may be assigned by the President.

5.7.3 Secretary:

5.7.3.1 The Secretary shall:

5.7.3.1.1 Record proceedings of the Association, the Board, and the Executive Committee,

5.7.3.1.2 Promptly surrender the records to the office of alumni relations, and

5.7.3.1.3 Assume such other duties as may be assigned by the President.

5.7.4 Treasurer:

5.7.4.1 The Treasurer shall:

5.7.4.1.1 Be the fiscal officer of the Association,

5.7.4.1.2 Have custody of all properties of the Association except as otherwise specifically allocated to another custodian,

5.7.4.1.3 Keep an exact account of all property, monies and receipts for disbursements, and of all expenditures of money entrusted to the Treasurer,

5.7.4.1.4 At all reasonable times, make available for inspection books of account to the Board and the Executive Committee,

5.7.4.1.5 Submit a written financial report at each Board meeting of the Association, excluding the annual meeting, and

5.7.4.1.6 Assume such other duties as may be assigned by the President.

5.7.5 Immediate Past President:

5.7.5.1 The Immediate Past President may:

5.7.5.1.1 Attend Board and Executive Committee meetings and advise the Board and Executive Committee for a period of two years.

ARTICLE 6: COMMITTEES

Section 1: Executive Committee

There shall be an Executive Committee of the Board, which shall be comprised of the President, the Vice-President, the Secretary, and the Treasurer. During the intervals between meetings of the Board, the Executive Committee shall be empowered to transact business for the Association, provided, however, that all actions of the Executive Committee shall be subject to Board review and ratification.

Section 2: Standing Committees

6.2.1 The President shall appoint standing committee chairpersons and members from among the Directors.

6.2.2 The standing committees shall be as follows:

6.2.2.1 Nominating,

6.2.2.2 Scholarship,

6.2.2.3 Finance, and

6.2.2.4 Special and Fundraising Events

Section 3: Special Committees

6.3.1 In addition to the standing committees set forth above, the Board or the President may appoint special committees to assist the Board and the Association in the performance of its duties. Each such committee serves at the pleasure of the Board. If not self-terminating, a special committee may be retained or dissolved by a majority vote of a quorum of the Directors at a Board meeting.

6.3.2 The Board may consider committees to assist in the following areas: public relations, recruitment, fundraising, and special events such as commencement, reunion and medal award dinner.

6.3.3 Special Committees may consist of Directors and Association members.

Section 4: Performance Guidelines

6.4.1 Performance guidelines for standing and special committees shall be communicated by the President to the chairperson of each committee.

6.4.2 The standing committees shall consider the following guidelines in the performance of their duties to insure the integrity of the Association.

6.4.2.1 Nominating:

6.4.2.1.1 The Nominating Committee shall have an odd number of members, and may consist of the Immediate Past President, the President, the Vice-President, and at least two (2) additional Directors.

6.4.2.1.2 Directors

6.4.2.1.2.1 The Nominating Committee shall meet to prepare a slate of candidates willing to serve as Directors. The final committee meeting will take place no later than thirty (30) days prior to the annual meeting.

6.4.2.1.2.2 The slate of Directors shall be presented to the Board for ratification no later than thirty (30) days prior to the the annual meeting. The Board shall present the slate to Association members by posting online, in the office of alumni relations or other method of written communication determined to give reasonable notice, no less than ten (10) days prior to the annual meeting.

6.4.2.1.2.3 The Board recognizes the alumni affiliations from various schools and programs of the University. The Nominating Committee may contact members or officers of these organizations for recommendations of Director candidates.

6.4.2.1.3 Officers

6.4.2.1.3.1 The Nominating Committee shall meet prior to the annual meeting to determine a slate of candidates willing to serve as officers of the Board. Candidates must have served on the Board for at least one year.

6.4.2.1.3.2 The nomination of President should be confined to the Vice-President, but should the Vice-President decline to serve as President, the Committee may nominate any qualified Director to serve as President with Board ratification by a majority vote of the quorum at the next Board meeting.

6.4.2.1.3.3 The slate of candidates for the offices of Vice-President, Secretary, and Treasurer will be submitted to the Board for ratification at the annual meeting.

6.4.2.2 Scholarship:

6.4.2.2.1 The Scholarship Committee shall:

6.4.2.2.1.1 Be comprised of no more than five (5) total Directors,

6.4.2.2.1.2 Evaluate and rank applicant essays,

6.4.2.2.1.3 Interview semi-finalists,

6.4.2.2.1.4 Make selections promptly to expedite notification of recipients.

6.4.2.2.1.5 Ensure the recipients are included in the Alumni Reunion and Medal Dinner if possible.

6.4.2.2.1.6 Recommend the dollar amount of individual awards to be approved by a majority vote of a quorum of Directors present at a regular or special Board meeting. The total amount of money available for awards in any year shall be determined by a

majority vote of a quorum of Directors present at a regular or special Board meeting. The Board shall consider the availability of funds in the Association budget, and principal and interest available from the University managed Alumni Endowed Scholarship accounts.

6.4.2.3 Finance:

6.4.2.3.1 The Finance Committee shall:

6.4.2.3.1.1 Be chaired by the Treasurer,

6.4.2.3.1.2 Be comprised of at least three (3) additional Directors,

6.4.2.3.1.3 Coordinate the financial activities of the Board,

6.4.2.3.1.4 Establish budgets, at least annually, for the Board, and

6.4.2.3.1.5 Maintain accurate accounting reports of financial activity with the University and Association vendors.

6.4.2.4 Alumni Outreach and Fundraising:

6.4.2.4.1 The Alumni Outreach and Fundraising Committee shall:

6.4.2.3.1.2 Be comprised of at least (7) Directors,

6.4.2.3.1.3 Plan Alumni Outreach and Fundraising Events of the Board, and

6.4.2.3.1.4 Coordinate silent auctions at Alumni Medal Awards Dinner, Alumni Reunion and/or other events as determined by the committee.

6.4.3. The special committees shall be given written guidelines by the officer appointing the special committee. The Secretary shall maintain a book containing copies of special committee guidelines among the records of the Association.

ARTICLE 7: FISCAL YEAR

The fiscal year of the Association shall be June 1 through May 31.

ARTICLE 8: MEETING PROCEDURE

The conduct at all meetings of the Association, the Board, and the Executive Committee, shall be in accordance with the provisions of the Bylaws. In the absence of a specific procedural provision in these Bylaws, Robert's Rules of Order shall prevail.

ARTICLE 9: BYLAW AMENDMENT

These Bylaws may be amended by a majority vote of the Board Directors present and at any Board meeting where a quorum has been confirmed; provided, however, that the exact language of proposed amendments shall have been submitted to the Directors no less than thirty (30) days prior to the date of said meeting.

APPROVED AND ADOPTED AS AMENDED by the Board of the TEXAS WESLEYAN ALUMNI ASSOCIATION at a regular meeting duly called on the 8th of February, 2014.

President

Secretary