

PROPOSED OCTOBER 2016 CHANGES TO THE 2015 BYLAWS OF THE UNIVERSITY OF TEXAS AT SAN ANTONIO ALUMNI ASSOCIATION.

**SECTION 101**

**CURRENT:**

**Section 101 Purpose**

The purpose of The University of Texas at San Antonio Alumni Association is to engage our alumni in activities that will advance UTSA as a top-tier institution. Our focus is to deliver value-added services and events where our alumni can connect with each other, with current students and/or with the university. We invest in programs that enable accessibility to higher education and support local community educational initiatives. In doing so, we strive to create a sense of pride, purpose and philanthropy that is the essence of the UTSA Alumni Association membership experience. *(Taken from Vision2020, Relevant, Ready and Rowdy, Fiscal Year 2014/15 Business Plan, 2014) (Note this will be the language on our 990 Posted on Guidestar)*

**PROPOSED**

**PURPOSE: TO REMOVE SUPERFLUOUS LINE**

**Section 101 Purpose**

The purpose of The University of Texas at San Antonio Alumni Association is to engage our alumni in activities that will advance UTSA as a top-tier institution. Our focus is to deliver value-added services and events where our alumni can connect with each other, with current students and/or with the university. We invest in programs that enable accessibility to higher education and support local community educational initiatives. In doing so, we strive to create a sense of pride, purpose and philanthropy that is the essence of the UTSA Alumni Association membership experience.

**SECTION 205**

**Current:**

A. There shall be an annual meeting of the Association (the “Annual Meeting”) The fall meeting of the Board of Directors for the presentation to the membership of the Association’s duly elected Directors and officers and its appointed and ex officio members of the Board and for the transaction of any other business by the membership. The Annual Meeting shall be held on a date determined by the Board of Directors reasonably coincident with the beginning of the Association’s fiscal year.

B. There shall be an annual meeting of the Association (the “Annual Meeting”) The fall meeting of the Board of Directors for the presentation to the membership of the Association’s duly elected Directors and officers and its appointed and ex officio members of the Board and for the transaction of any other business by the membership. The Annual Meeting shall be held on a date determined by the Board of Directors reasonably coincident with the beginning of the Association’s fiscal year.

C. Special meetings of the Association may be held if determined by the Board to be necessary or if requested by written petition signed by at least fifty active members of the Association stating the purpose of such meeting. The President shall cause written notice of the time, place, and date of the Annual Meeting, and in the case of any special meeting

the purpose for which the meeting is called, to be mailed to be published on the Alumni Association website not less than twenty business days before the date of the Annual Meeting or ten business days before the date of a special meeting to each active member.

D. Attendance by an active member at any meeting of the Association shall constitute waiver of notice of such meeting unless the member attends for the announced, sole purpose of objecting to the transaction of any business on the ground that the meeting was not lawfully called or convened.

E. For purposes of conducting any business other than the presentation of the Directors, officers, and committee members of the Association and the appointed and ex officio members of the Board, thirty active members shall constitute a quorum at any meeting of the Association. In the absence of a quorum, any Director present may adjourn the meeting from time to time until a quorum is present. The presence of an member at any meeting of the Association shall be counted in determining whether there is a transaction of any business on the ground that the meeting was not lawfully called or convened. There need not be a quorum present at the Annual Meeting in order to accomplish the presentation to the membership of the duly elected Directors and officers and the appointed and ex officio members of the Board.

F. Each member excluding honorary and non-degreed members present at any meeting of the Association at which a quorum is present shall be entitled to one vote on all matters submitted to a vote at such meeting. Voting by proxy shall not be permitted. The vote of the majority of the active members present at a meeting at which a quorum is present shall be the act of the Association.

## **PROPOSED**

### **PURPOSE: TO CLARIFY LANGUAGE**

A **The fall meeting of the Board of Directors shall constitute the Annual Meeting for the presentation to the membership of the duly elected Directors and officers and its appointed and ex officio members of the Board, and for the transaction of any other business by the membership.** The Annual Meeting shall be held on a date determined by the Board of Directors reasonably coincident with the beginning of the Association's fiscal year.

B **Special Meeting of the Association.** Special meetings of the Association may be held if determined by the Board to be necessary or if requested by written petition signed by at least fifty (50) active members of the Association stating the purpose of such meeting. The President shall cause written notice of the time, place, and date of the Annual Meeting, and in the case of any special meeting the purpose for which the meeting is called, to be mailed or to be published on the Alumni Association website not less than twenty (20) business days before the date of the Annual Meeting or ten (10) business days before the date of a special meeting to each active member.

C **Attendance by an Active Member.** Attendance by an active member at any meeting of the Association shall constitute waiver of notice of such meeting unless the member attends for the announced, sole purpose of objecting to the transaction of any business on the ground that the meeting was not lawfully called or convened.

- D. **Quorum.** For purposes of conducting any business other than the presentation of the directors, officers, and committee members of the Association and the appointed and ex officio members of the Board, thirty (30) active members shall constitute a quorum at any meeting of the Association. In the absence of a quorum, any Director present may adjourn the meeting from time to time until a quorum is present. The presence of a member at any meeting of the Association shall be counted in determining whether there is a transaction of any business on the ground that the meeting was not lawfully called or convened. There need not be a quorum present at the Annual Meeting in order to accomplish the presentation to the membership of the duly elected Directors and Officers and the appointed and ex officio members of the Board.
- E. **Voting Rights.** Each member excluding honorary and non-degreed members present at any meeting of the Association at which a quorum is present shall be entitled to one vote on all matters submitted to a vote at such meeting. Voting by proxy shall not be permitted. The vote of the majority of the active members present at a meeting at which a quorum is present shall be the act of the Association.

**SECTION 301**

**Current:**

**Section 301 Elected Directors Appointed and Ex Officio Members**

- A. The Board of Directors shall be composed of up to thirty elected Directors. The election of the members shall take place at the Spring Meeting of the Board of Directors. The following non-voting ex-officio members of the Board of Directors may be:
  - 1. The immediate past President of the Association.
  - 2. One person appointed by each Association Chapter.
  - 3. One person appointed by each College Alumni Council.
  - 4. The President of UTSA Student Government.
  - 5. One person appointed from the faculty by the University President.
  - 6. The Executive Director of the Association
- B. Geographic Diversity. At least one of the Directors of the Association shall be an active member whose principal residence is located outside Bexar County, Texas.

**PROPOSED:**

**PURPOSE: C (6) REVISED TO ALLOW THE PRESIDENT MORE FLEXIBILITY IN APPOINTING AN EX OFFICIO MEMBER; OTHER CHANGES TO ENHANCE READABILITY**

**Elected Directors; Appointed and Ex Officio Members**

- A. Elected Directors. The Board of Directors (“BOARD”) shall be composed of up to thirty (30) elected Directors. The election of the members shall take place at the Spring Meeting of the Board of Directors.
- B. Geographic Diversity. At least one of the Directors of the Association shall be an active member whose principal residence is located outside Bexar County, Texas.
- C. The following non-voting ex-officio members of the Board of Directors may be:
  - 1) The immediate past President of the Association.
  - 2) One person appointed by each Association Chapter.
  - 3) One person appointed by each College Alumni Council.

- 4) The President of UTSA Student Government.
- 5) One person appointed from the faculty by the University President.
- 6) One person appointed from the University by the University President.
- 7) The Executive Director of the Association.

## SECTION 302

### Current:

#### Section 302 Elections of Directors

A Nominations and Awards Committee shall nominate one individual from among the active members of the Association to serve in each position up for election. The Committee shall submit the annual slate of Directors to the Board of Directors no later than thirty days prior to the spring quarterly meeting of the Board. The election of Directors takes place at the spring meeting. The Executive Committee may act as the Nominations and Awards Committee, if nominations are not received in a timely manner.

### Proposed

**PURPOSE:** Set the election of directors at the spring board meeting. Removed Awards as the nominations for awards is done by the AA office. Clarifies that directors at large are elected at the same time as directors. Reformatted for easier reading

#### Section 302 Elections of Directors

- A. The election of Directors will take place at the Spring quarterly meeting.
- B. The Nominations ~~and Awards~~ Committee shall nominate one individual from among the active members of the Association to serve in each position up for election.
- C. The Committee shall submit the annual slate of incoming Directors to the current board no later than thirty (30) days prior to the election.
- D. The slate of nominees for Directors At-Large to the Executive Committee will be submitted at the same time by the committee.
- E. The Executive Committee may act as the Nominations ~~and Awards~~ Committee, if nominations are not received in a timely manner.

### Current:

#### Section 303 Terms of Office

A. Directors of the Association shall serve a term beginning on the date of the Annual Meeting next following their election and lasting for three fiscal years or until their successors are installed.

B. A Director's consecutive service on the Board shall be limited to two terms. In the case of an appointment to fill a vacancy, the first full term will initiate on September 1 following. After absence from the Board for a minimum of four consecutive fiscal years following such maximum period of service, any former Director shall be prospectively eligible for election or appointment to the Board, subject anew to the term limitation prescribed by this subsection.

## **PROPOSED**

**Purpose: To clarify how appointed positions are counted for subsequent terms**

### **Section 303 Terms of Office**

- A. **Directors of the Association shall serve a term beginning September 1 and lasting for three (3) fiscal years or until their successors are installed.**
- B. **A Director's consecutive service on the Board shall be limited to two (2) three-year terms beginning September 1 following their election to the board. In the case of an appointment to fill a vacancy, the first full term will commence September 1 following the completion of the term vacated.** After absence from the Board for a minimum of four (4) consecutive fiscal years following such maximum period of service, any former Director shall be prospectively eligible for election or appointment to the Board, subject anew to the term limitation prescribed by this subsection.

## **SECTION 304**

**Current:**

### **Section 304 Responsibilities of Directors**

- A. Director Must be a UTSA degreed graduate and Life Member of the Association and have the following responsibilities:
1. Attend all regular Board meetings.
  2. Serve on at least one Association committee.
  3. Contribute financially to the Alumni Association.
  4. Attend at least two Alumni Association events each year.
  5. Actively recruit new members for the Alumni Association.
  6. Sign the Board Responsibility, Conflict of Interest, Confidentiality, and Pledge document(s)
- B. Any Director may be terminated for failure to fulfill such responsibilities by a two-thirds vote of all Directors at a meeting of the Board called to consider such action

## **PROPOSED**

**PURPOSE: TO ALLOW FOR BROADER RESPONSIBILITIES TO BE OUTLINED IN A SEPARATE MANUAL OF PROCEDURES WHICH CAN BE UPDATED WITH THE NEED FOR A BYLAWS REVISION**

### **Section 304 Responsibilities of Directors**

- A. **Responsibilities. A director must be a UTSA graduate and Life Member of the Association and sign and acknowledge the board responsibility agreement.**
- B. **Termination. Any Director may be terminated for failure to fulfill such responsibilities by a two-thirds vote of all Directors at a meeting of the Board called to consider such action.**

## **SECTION 307**

### **CURRENT:**

#### **Section 307 Approval of Subsidiary Charters**

The Board will promptly grant subsidiary charters to groups requesting them pursuant to Article VII or Article VIII unless, in the Board's considered judgment, such a request does not meet the requirements set forth in the applicable article or the request is in conflict with the purposes of the Association described in Section 101. The Board may grant a charter to an Alumni Club if a group of twenty or more active members of the association applies directly to the Board for such a charter on the ground that no existing Local Chapter or College Alumni Council represents a reasonable vehicle for the formation by that group of an Alumni Club under Section 705 or Section 805.

### **PROPOSED**

#### **PURPOSE: TO STREAMLINE ONEROUS CHAPTER DEFINITIONS AND TO ALLOW FOR THE IMPLEMENTATION OF A PROCEDURE DOCUMENT RELATING TO NAMING AND FORMATION OF SUBSIDIARY GROUPS**

#### **Section 307 Approval of Charters**

The Board shall grant a charter to any alumni group requesting it pursuant to Article VII unless, in the Board's considered judgment, such a request does not meet the requirements set forth in the applicable article or the request is in conflict with the purposes of the Association described in Section 101. The Board may grant a charter to an Alumni Club if a group of twenty (20) or more active members of the association applies directly to the Board for such a charter on the ground that no existing Local Chapter or College Alumni Council represents a reasonable vehicle for the formation by that group of an Alumni Club under Section 705 or Section 805.

## **SECTION 401**

### **CURRENT**

#### **Section 401 Election**

At the regular summer meeting of the Board the Directors, they shall elect by majority vote of those serving during the following fiscal year a President, a Vice President, and a Treasurer from among their number.

### **PROPOSED:**

#### **PURPOSE: TO ALLOW ALL ELECTIONS TO TAKE PLACE AT THE SPRING BOARD MEETING**

#### **Section 401 Election**

- A. The Nominations Committee shall nominate individuals from among the board of the directors of the Association to serve in positions up for election.
- B. The Nominations Committee shall submit a list of vetted candidates for Officers of the Board of Directors to the Board of Directors no later than thirty (30) days prior to the Spring quarterly meeting of the Board.

- C. At the **spring quarterly meeting** of the Board the Directors, they shall elect by majority vote of those serving during the following fiscal year a President, a Vice President and a Treasurer from among their number.

## **SECTION 408**

### **CURRENT**

#### **Section 408 Terms of Office**

- A. The President will serve a one (1) year term and upon completion of that term may be elected to a second consecutive term. Prior to a first term the candidate must have served on the executive committee for at least one (1) year.
- B. The Treasurer shall serve a one year term and may be re-elected to such office at the end of the term.

### **PROPOSED**

#### **PURPOSE: TO ADD FOR THE POSSIBILITY OF A SECOND TERM FOR VP AND TREASURER UPON COMPLETION OF A FIRST TERM**

#### **Section 408 Terms of Office**

- A. The President will serve a one (1) year term and upon completion of that term may be elected to a second consecutive term. Prior to a first term the candidate must have served on the executive committee for at least one (1) year.
- B. **The Vice President shall serve a one (1) year term and upon completion of that term may be elected to a second consecutive term.**
- C. **The Treasurer shall serve a one (1) year term and upon completion of that term may be elected to a second consecutive term.**

## **SECTION 501**

### **CURRENT**

#### **Section 501 Executive Committee**

There shall at all times be a Executive Committee of the Association, which shall be composed of the President, the Vice President, the Treasurer, and three other Directors elected by the Board each year at the time of the election of officers. In addition, the immediate past President of the Association shall be entitled to serve as a non-voting, ex officio member of the Executive Committee. The Executive Committee shall have and may exercise all of the powers of the Board of Directors in the management of the affairs of the Association including but not limited to the approval of all extraordinary expenditures of the Association and in emergency situations. All actions taken by the Executive Committee will be reported at the next meeting of the Board of Directors.

### **PROPOSED**

#### **PURPOSE: TO EXPAND THE NUMBER OF DIRECTORS AT LARGE AND FOR EASE OF READING**

**Section 501 Executive Committee**

- A. There shall at all times be a Executive Committee of the Association, which shall be composed of the President, the Vice President, the Treasurer, and a minimum of three other Directors At-Large elected by the Board as voting members of the Executive Committee.
- B. The immediate past President of the Association shall be entitled to serve as a non-voting, ex officio member of the Executive Committee.
- C. The Executive Committee shall have and may exercise all of the powers of the Board of Directors in the management of the affairs of the Association including but not limited to the approval of all extraordinary expenditures of the Association and in emergency situations.
- D. All actions taken by the Executive Committee will be reported at the next meeting of the Board of Directors.

**ARTICLE VII**

**CURRENT**

**ARTICLE VII. LOCAL CHAPTERS**

**Section 700 Formation of Local Chapters**

Any group of at least twenty active members of the Association residing in or near a standard metropolitan statistical area, including the one encompassing San Antonio, Texas, may become a Local Chapter of the Association by complying with the following requirements: (1) adopting bylaws acceptable to the Association providing for, among other things, (i) the obligation of the Local Chapter to provide its members at least two organized events per year, (ii) a mechanism for the appointment of a member of the Local Chapter to serve ex officio as a member of the Board of Directors of the Association, (iii) the right of a Director of the Association chosen by its Board to serve ex officio as a member of the board of directors of the Local Chapter, (iv) the prohibition against the separate incorporation of the Local Chapter, and (v) the devolution to the Association of any funds or properties of the Local Chapter upon the termination of its existence; (2) electing an initial board of directors; (3) causing the initial board of directors to elect a president, vice president, secretary-treasurer, and any other officers it believes necessary and to establish such committees as it deems advisable; (4) submitting to the Board of Directors of the Association for its approval (i) a copy of the bylaws adopted, (ii) a list of the directors and officers elected and the committees established and members thereof, and (iii) a letter signed by at least twenty active members of the Association residing in or near the standard metropolitan statistical area requesting a Local Chapter Charter; and (5) receiving a Local Chapter Charter issued by the Board of Directors of the Association.

**Section 701 Collection of Dues by Local Chapter**

A Local Chapter may choose to collect local dues from its members and may prospectively adjust the level of such dues from time to time pursuant to its bylaws. If the Local Chapter chooses to collect local dues, its board of directors shall establish procedures in consultation with and subject to the approval of the Board of Directors of the Association for the forwarding of Association dues to the office of the Association when such dues are collected in conjunction with the collection of the Local Chapter dues. No person not an



active member of the Association may become a member of a Local Chapter without simultaneously paying the current regular dues of the Association.

**Section 702 Other Funds Collected by Local Chapter**

All funds collected by a Local Chapter (other than dues of the Association collected in conjunction with the collection of local dues), including but not limited to individual and corporate donations and corporate matching funds, shall be the property of the Local Chapter.

**Section 703 Revocation of Local Chapter Charter**

The Board of Directors of the Association, by a majority vote of the total number of Directors, may revoke the Charter of a Local Chapter at any time but only for cause.

**PROPOSED:**

**PURPOSE: TO STREAMLINE ONEROUS CHAPTER DEFINITIONS AND TO ALLOW FOR THE IMPLEMENTATION OF A PROCEDURE DOCUMENT RELATING TO NAMING AND FORMATION OF SUBSIDIARY GROUPS**

**ARTICLE VII CHAPTERS of the ALUMNI ASSOCIATION**

**Section 700. Definition and Purpose.**

Chapters provide a tangible way for the Association to identify and engage alumni in the life of the University. Chapters may include but are not limited to any group of Alumni of The University of Texas at San Antonio that are college based, geographic based, or special interest based, hereinafter called a Chapter, and otherwise designated by the Board and having met the requirements outlined in the Handbook for Chapter Leaders. Although Chapters may be defined by certain characteristics, each group shares the general purpose of promoting the welfare and advancing the interests of UTSA.

**Section 701. Recognition of Alumni Chapters.**

The Board shall grant recognition to any Chapter organized in accordance with the rules and regulations contained within the Handbook for Chapter Leaders. Recognition of a Chapter shall not create any explicit or implied obligations or liability on the part of the Association, including, but not limited to, financial obligations of the Chapter. No Chapter shall be held liable for any obligation or liability of the Association.

**Section 702. Revocation of Chapter Recognition.**

The Board may cease to recognize an Alumni Chapter at any time when in the best interest of the Association and as such action is deemed necessary, by a majority vote of the total number of Directors present at any regular or special meeting called for such purpose, provided notice of such meeting shall specify such purpose.

**ARTICLE VIII. COLLEGE ALUMNI COUNCILS**

**Section 800 Formation of College Alumni Councils**

Any group of at least twenty active members of the Association who are graduates of any degree-granting college of UTSA may become a College Alumni Council of the Association by complying with the following requirements: (1) adopting bylaws acceptable to the Association providing for, among other things, (i) the obligation of the

College Alumni Council to provide its members at least two organized events per year, (ii) a mechanism for the appointment of a member of the College Alumni Council to serve ex officio as a member of the Board of Directors of the Association, (iii) the right of a Director of the Association chosen by its Board to serve ex officio as a member of the board of directors of the College Alumni Council, (iv) the prohibition against the separate incorporation of the College Alumni Council, and (v) the devolution to the Association of any funds or properties of the Local Chapter upon the termination of its existence; (2) electing an initial board of directors; (3) causing the initial board of directors to elect a president, vice president, secretary-treasurer, and any other officers it believes necessary and to establish such committees as it deems advisable; (4) submitting to the Board of Directors of the Association for its approval (i) a copy of the bylaws adopted, (ii) a list of the directors and officers elected and the committees established, and (iii) a letter signed by at least twenty active members of the Association who are graduates of such college requesting a College Alumni Council Chapter; and (5) receiving a College Alumni Council Charter issued by the Board of Directors of the Association.

**Section 801 Collection of Dues by College Alumni Council**

A College Alumni Council may choose to collect council dues from its members and may prospectively adjust the level of such dues from time to time pursuant to its bylaws. If the College Alumni Council chooses to collect council dues, its board of directors shall establish procedures in consultation with and subject to the approval of the Board of Directors of the Association for the forwarding of Association dues to the office of the Association when such dues are collected in conjunction with the collection of the College Alumni Council dues. No person not an active member of the Association may become a member of a College Alumni Council without simultaneously paying the current regular dues of the Association.

**Section 802 Other Funds Collected by College Alumni Council**

All funds collected by a College Alumni Council (other than dues of the Association collected in conjunction with the collection of council dues), including but not limited to individual and corporate donations and corporate matching funds, shall be the property of the College Alumni Council.

**Section 803 Limitation to One Charter per College**

Only one College Alumni Council Charter shall be issued with respect to any one degree-granting college of UTSA.

**Section 804 Revocation of College Alumni Council Charter**

The Board of Directors of the Association, by a majority vote of the total number of Directors, may revoke the Charter of a College Alumni Council at any time but only for cause.

**PROPOSED TO BE DELETED IN ITS ENTIREITY AND SET OUT IN THE CHAPTER HANDBOOK**

## **SECTION 901**

### **CURRENT;**

#### **Section 901 Annual Budget**

The financial operations of the Association shall be conducted in accordance with an annual budget submitted by the Finance Committee and reviewed and approved by the Board of Directors at its fall meeting each fiscal year.

### **PROPOSED**

#### **PURPOSE TO BRING UP TO DATE WITH CURRENT PROCEDURES**

#### **Section 901 Annual Budget**

The financial operations of the Association shall be conducted in accordance with an annual budget submitted by the Finance Committee and reviewed and approved by the Board of Directors at its **summer fall** meeting each fiscal year.

#### **Section 902 Annual Inspection of Financial Records**

The financial records of the Association shall be inspected annually by independent auditors appointed by the Board of Directors. A full audit will be required each third fiscal year; a review will be required each of the two intervening years between full audits. The inspection shall be conducted as soon as possible after the close of each fiscal year. A copy of the report of each annual inspection shall be distributed at the winter meeting of the Board of Directors for review and approval. The Board, at its discretion, may require a full audit of any fiscal year.

### **PROPOSED:**

#### **PURPOSE: TO ALLOW FOR DISEMINATION OF THE REPORT BUT UPON REQUEST.**

#### **Section 902 Annual Inspection of Financial Records**

- A. Financial Records. The financial records of the Association shall be inspected annually by independent auditors appointed by the Board of Directors.
- B. Audits and Reviews. A full audit will be required each third fiscal year; a review will be required each of the two intervening years between full audits. The inspection shall be conducted as soon as possible after the close of each fiscal year. A copy of the report of each annual inspection shall **be made available to the board of directors for review and approval.** ~~distributed to at the winter meeting of the Board of Directors for review and approval.~~ The Board, at its discretion, may require a full audit of any fiscal year.

## **SECTION 1100**

### **CURRENT**

#### **Section 1100 Procedure**

These Bylaws may be amended at any regular or special meeting of the Board at which a quorum is present by the majority vote of all of the elected Directors, so long as (i) the call

for the meeting was delivered to each member of the Association in hand, by mail, by electronic mail, or by facsimile transmission at least sixty days prior to the date of the meeting, and (ii) the call reasonably informed the members of the provision proposed to be adopted, and the reason for each amendment.

**PROPOSED**

**PURPOSE: TO DELETE OBSOLETE METHOD OF DELIVERY AND EXPAND MAIL ONLY TO MEDIA**

**Section 1100 Procedure**

These Bylaws may be amended at any regular or special meeting of the Board at which a quorum is present by the majority vote of all of the elected Directors present, so long as

- A. the call for the meeting was delivered to each member of the Association in hand, by mail, by electronic mail, print or electronic ~~media, or by facsimile transmission~~ at least sixty (60) days prior to the date of the meeting, and
- B. the call reasonably informed the members of the provision proposed to be adopted, and the reason for each amendment.