



ALUMNI ASSOCIATION

BYLAWS OF THE UNIVERSITY OF TEXAS AT SAN ANTONIO ALUMNI ASSOCIATION

ARTICLE I. NAME AND PURPOSE

Section 100 Name and Office

The University of Texas at San Antonio Alumni Association (the "Association") is incorporated as a charitable organization under the Texas Non-Profit Corporation Act. The Association is qualified as a tax exempt organization under Section 501(c) 3 of the United States Internal Revenue Code of 1986. The principal office of the Association shall be located in San Antonio, Bexar County, Texas.

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 102 Registered Agent and Office

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.

ARTICLE II. MEMBERS OF THE ASSOCIATION

Section 200 Eligibility

The following persons shall be eligible to become members of the Association:

- A. UTSA degreed person;
- B. Former UTSA student;
- C. Current UTSA student;
- D. Recipients of an honorary degree conferred by UTSA;
- E. Persons elected to honorary life membership by the Board of Directors pursuant to Section 203; and
- F. Any other person who is a friend of the University and requests membership pursuant to Section 204.

Section 201 Members

Any person eligible for membership in the Association may become a member by paying dues.

Section 202 Honorary Life Members

An honorary member is any person who may be elected to such membership by a vote of the Board of Directors. An honorary member shall not be required to pay dues. An honorary member may not serve on the Board of Directors or vote unless he or she is a UTSA degreed alumnus.

Section 203 Non UTSA Degreed Members

Any friend of the University who does not fall within the eligibility requirements listed in Section 200 may become a Non UTSA Degreed Member by paying dues. These members shall be accorded the privileges of membership except may not serve on the Board of Directors or vote.

A friend may be:

- A. Former UTSA student;
- B. Current and Past Faculty and Staff members;
- C. Parents of, and relatives of students or alumni;
- D. Spouses and other loyal friends of the Association or University.

Section 204 Complimentary Annual Members

From time to time, the UTSA Alumni Association may allow for promotional segments to be implemented to offer complimentary annual memberships. These may include:

- A. First-year Graduates of UTSA; or
- B. Any other segmented group as deemed appropriate by the Board of Directors. These members shall be accorded the privileges of membership except that they may not serve on the Board of Directors or vote.

Section 205 Meetings of the Association

- A. Annual Meeting of the Association. 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 (1) 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.

ARTICLE III BOARD OF DIRECTORS

Section 300 Powers

Unless otherwise expressly provided by law, the Articles of Incorporation, or these Bylaws, all of the authority of the Association and its governance and management shall be exercised by the Board of Directors.

Section 301 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 (1) 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 Election of Directors

- A. The election of Directors will take place at the Spring quarterly meeting.
- B. The Nominations Committee shall nominate one (1) 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 Committee, if nominations are not received in a timely manner.

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.
- C. The immediate Past President of the Association may serve as an ex-officio member of the Board until the Board elects the successor to his or her successor as President. Board members appointed by Local Chapters and by College Alumni Councils may serve terms as provided in the bylaws of the respective Local Chapter or College Alumni Council. The President of the Student Government of the University may serve as an ex officio member for so long as he or she holds such position. The Board member appointed by the President of UTSA shall serve at the pleasure of the President of UTSA.

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 305 Vacancies

- A. Director Vacancy. If a position of Director becomes vacant during a term, the President shall appoint a person, with consent of the Executive Committee, from the membership of the Association to fill the unexpired term of the departed Director.
- B. Appointed Position Vacancy. If an appointed position on the Board becomes vacant during a term, the institution is responsible for appointing the departed members' replacement. If an ex officio position on the Board becomes vacant during a term, the officeholder succeeding the departed member shall also succeed to his or her position on the Board; provided, however, that if the departed member was the immediate Past President of the Association, the position will not be filled until there is a new immediate Past President.

Section 306 Meetings of the Board of Directors

- A. Quarterly Meetings. The Board of Directors shall hold four (4) quarterly meetings in each fiscal year on dates to be determined by the Board and other such meetings as the Board may determine to be appropriate. The quarterly meetings shall be known as the Fall/Annual Meeting, Winter, Spring, and Summer Board meetings. The President shall determine the place and time of all regular meetings and shall give all Directors and ex officio members of the Board written notice of such place and time at least twenty (20) business days prior to the date of the meeting.
- B. Special Meetings. Special meetings of the Board of Directors may be called by the President or by five Directors. The President or Directors calling any special meeting shall give all Directors and ex officio members of the Board written notice of the date, place, and time of the meeting at least ten (10) business days prior to the date of the meeting. The notice for any special meeting shall state the purpose for which the meeting is called.
- C. Attendance. Attendance by a Director at any meeting of the Board shall constitute waiver of notice of such meeting unless the Director 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. Notice of Meeting. Subject to the requirements of these Bylaws and applicable statutes regarding the giving of notice of meetings, one or more Directors may participate in a meeting of the Board by means of a conference telephone call or similar telecommunications arrangement by means of which all persons participating in the meeting can hear each other. Participation of a Director by such means or in such a meeting shall constitute presence in person at the meeting unless that Director participates 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. Actions. Any action permitted or required by law, the Articles of Incorporation, or these Bylaws to be taken at a meeting of the Board of Directors may be taken without a meeting if a consent is electronic or in writing, setting forth the action to be taken, is signed by all Directors. The written or electronic consent shall be placed in the minute book of the Association. Such a consent shall have the same force and effect as a unanimous vote at a meeting of the Board and may be stated as such in any document or instrument filed with the Secretary of State.
- F. Absences. Unless otherwise excused by vote of the Executive Committee, any Director who is absent from two regular meetings in a fiscal year shall be deemed to have relinquished his or her position on the Board. Any Director or any appointed or ex officio member of the Board may be terminated for cause at a meeting called to consider such action by vote of a majority of all Directors.

- G. Quorum. A majority of all Directors shall constitute a quorum at any meeting of the Board. Appointed and ex officio members of the Board shall not be counted in determining whether there is a quorum. 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 Director shall be counted in determining whether there is a quorum unless the Director 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.
- H. Voting. Each Director present at any meeting of the Board 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. Except as otherwise provided by law, the Articles of Incorporation, or these Bylaws, the vote of a majority of the Directors present at a meeting at which a quorum is present shall constitute the official and duly authorized action of the Board on any matter within its jurisdiction.

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.

ARTICLE IV OFFICERS

Section 400 Titles

The officers of the Association will be the President, the Vice President and the Treasurer. The Vice President will serve as chairperson of standing committees. The Executive Director of the Association will serve as Secretary. The Treasurer will serve as the Chairperson of the Finance Committee.

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 402 Office Vacancy

If any office becomes vacant during any term, the President shall call a special meeting of the Board of Directors as soon as practicable for the purpose of electing a person to fill the vacant office for the remainder of such term.

Section 403 Removal from Office

Any officer may be terminated for cause by a vote of a majority of all Directors at a meeting of the Board called to consider such action. Any officer that becomes an inactive member during his or her term of office shall be deemed to have relinquished such office.

Section 404 Duties of the President

The President shall preside at the Annual Meeting and at all meetings of the Board of Directors. The President shall be responsible for carrying out the policies and directives of the Board of Directors with respect to the affairs of the Association and shall be its official representative. The President shall serve as an ex officio member of all committees of the Association other than the Nominating Committee.

Section 405 Duties of the Vice President

The Vice President shall perform the duties of the President in the absence of the President and shall perform such other duties as may be delegated by the President or prescribed by the Board of Directors.

Section 406 Duties of the Secretary

The office of the Secretary of the Association shall be filled by the Executive Director of the Association. The secretary shall keep the official record of all Board of Directors, Executive Committee and general membership meetings. The Secretary shall give or cause to be given required notice of all Board of Directors, Executive Committee and general membership meetings.

Section 407 Duties of the Treasurer

The Treasurer shall serve as Chair of the Finance Committee and shall, under the direction of the Board of Directors, oversee the finances of the Association. The Treasurer shall report to the Board of Directors on a regular basis on the nature and extent of all finances and investments of the Association.

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.

ARTICLE V COMMITTEES

Section 500 Creation of Committees

The Board of Directors shall from time to time create such committees as it deems expedient to further the affairs of the Association. The President shall appoint persons from among the active members of the Association to serve on the committees. Each committee shall be composed of at least three members, one of whom the President shall designate as chairperson. Members of the committees other than Executive Committee shall serve at the pleasure of the current President. Unless explicitly provided otherwise by resolution of the Board, neither committees nor members thereof, other than the Executive Committee, shall have authority to act on behalf of the Association or to bind it to any legal obligation.

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 (3) 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.

Section 502 Meetings of Committees

Committees created by the Board of Directors shall meet at times and places determined by their respective chairpersons. Each such chairperson shall select a member of the committee in question to record the minutes of any meeting of such committee. Minutes of such meetings shall be recorded by staff, or by a committee member, and filed in the Office of Alumni Programs. The Executive Committee shall meet whenever convened by the President. Members of any committee created by the Board of Directors or of the Executive Committee may conduct their business by conference telephone call or similar telecommunications in the same manner as permitted for

members of the Board under subsection D of Section 306, or by unanimous consent in the same manner as permitted for members of the Board under subsection E thereof.

ARTICLE VI. DUES

Section 600 Regular Annual Dues

The Board of Directors may establish regular annual dues that must be paid in order to achieve and maintain the status of an active member in the Association, and may from time to time adjust the level of those dues on a prospective basis only. For purposes of this section, any person who has become a Life Member, as the Board shall determine the requirements thereafter from time to time, shall be deemed thereafter to have paid his or her annual dues in every year. The Board shall establish procedures for the remittance of Local Chapter dues and College Alumni Council dues to the respective chapter or council when such dues are collected in conjunction with the collection of the dues of the Association.

Section 601 Special and Promotional Membership Dues

The Board may, at its discretion, adopt life memberships, interim memberships, student memberships, trial memberships, or other special or promotional memberships with dues structures different from the regular annual dues of the Association.

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. REMOVED.

ARTICLE IX FISCAL PROVISIONS

Section 900 Fiscal Year

The fiscal year of the Association shall begin on the first day of September in any calendar year and end on the last day of August in the succeeding calendar year.

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 meeting each fiscal year.

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. The Board, at its discretion, may require a full audit of any fiscal year.

Section 903 Limitation on Directors' Liability

- A. Act or Omission. No Director of the Association shall be liable to the Association for monetary damages for an act or omission in such person's capacity as a Director, except for liability
- 1) for any breach of a director's duty of loyalty to a corporation,
 - 2) for acts or omissions not in good faith that constitute a breach of any duty of a director to a corporation or that involve intentional misconduct or a knowing violation of law,
 - 3) for any transaction from which the person received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the person's position as Director, or
 - 4) for acts or omissions for which the liability of a director or a corporation is expressly provided by an applicable statute.
- B. Personal Liability. In addition to the foregoing limitations on a Director's personal liability to the Association, each Director's personal liability thereto shall be further limited to the fullest extent permitted at any time hereafter under applicable Texas law. Any repeal or amendment of this section shall be prospective only and shall not adversely affect any limitation on the personal liability of a Director to the Association existing at the time of such repeal or amendment.

Section 904 Indemnification of Persons Other than Directors

All officers of the Association and any committee members or other members or employees of the Association authorized to act on behalf of the Association shall be indemnified in the performance of their duties in the same circumstances and to the same extent as a Director's liability is limited under Section 903.

Section 905 Insurance

The Board of Directors shall cause the Association to secure and maintain in effect at all times

- A. General liability insurance for the Association and all members and employees thereof, and
- B. D&O or fiduciary insurance for all directors and officers of the Association and any other members or employees of the Association authorized to act on behalf of the Association, with coverage limits for each type of insurance at levels as the Board may from time to time deem proper; provided, however, that the Board is not required to cause the provision of such insurance if the persons otherwise sought to be protected hereby are exempted from such liability by statute.

ARTICLE X EXECUTIVE DIRECTOR

Section 1000 Appointment of Executive Director

The Executive Director of the Association shall be a person appointed by the President of the University upon the advice of the Alumni Association Executive Committee and shall be employed by the University and shall be partially reviewed by the Executive Committee. The Executive Director shall act as the manager of the Association, shall be a member of the Board of Directors without a vote, shall be an ex-officio member of all committees, shall administer the affairs of the Association and perform such other duties as may be prescribed by the president or the Board of Directors of the Association. The Executive Director shall have the authority to sign contracts on behalf of the Board. Non-budgeted expenditures shall be approved by the Executive Committee.

Section 1001 Required Books and Records

The Board of Directors shall cause the Executive Director or other officer or agent authorized by the Board to keep correct and complete books and records of account, including but not limited to the following:

- A. a file-stamped copy of all documents filed with the Texas Secretary of State relating to the corporation;

- B. a copy of these Bylaws, and all amendments thereto approved by the Board with record of the date of such approval;
- C. minutes of the proceedings of the meetings of the Board of Directors and of the Executive Committee;
- D. a list of the names and addresses of the directors and officers of the corporation;
- E. a list of the names, addresses, and telephone numbers of the active and inactive members of the Association;
- F. financial statements showing the assets, liabilities, net worth, income, and expenses of the corporation for the five most recent fiscal years;
- G. all rulings, letters, and other documents relating to the corporation's federal, state, and local tax status; and
- H. the corporation's federal, state, and local information or income tax returns for each of the corporation's five most recent tax years.

Section 1002 Inspection and Copying

Any active member of the Association may inspect and copy at the office of the Association for any proper purpose during normal business hours upon reasonable notice all books and records of the Association required to be kept by these Bylaws or applicable law; provided, however, that no member may copy any portion of the list of the names, addresses, and telephone numbers of the active and inactive members of the Association for direct or indirect dissemination to persons not members of the Association except at the express direction of the Board of Directors.

ARTICLE XI AMENDMENTS

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, 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.