

**BY-LAWS
OF THE UNIVERSITY OF LOUISIANA AT LAFAYETTE
ALUMNI ASSOCIATION, INC.**

(This is a non-trading and non-profit corporation organized under the laws of the State of Louisiana, domiciled in the City and Parish of Lafayette, with original charter passed by act before J.J. Davidson, Jr., Notary Public, on September 12, 1934, recorded under entry No. 110686, Ch. Bk. 3, Page 291, and amended November 19, 1949; August 28, 1964; December 7, 1965; October 15, 1966; September 6, 1986; March 4, 1989; September 11, 1999 and September 1, 2001.)

ARTICLE I – Structure

SECTION 1. The UL Lafayette Alumni Association, Inc. shall exist and operate in conjunction with the Department of Alumni Affairs to form the Alumni Office for the University of Louisiana at Lafayette. The two components of the Alumni Office shall operate in fulfillment of the same role, scope and mission. The UL Lafayette Director of Alumni Affairs shall serve as the Executive Director of the Alumni Association.

ARTICLE II - Membership

SECTION 1. Any alumnus/alumna of the University (including any former student, whether a graduate or non-graduate) who has not heretofore been accorded lifetime membership may attain and/or maintain active membership in the Association upon his satisfying from time to time the financial obligations hereinafter imposed.

SECTION 2. To attain active membership for a calendar year and/or to maintain such membership from time to time, as the case may be, an alumnus/alumna shall contribute annually to the Alumni Annual/Loyalty Fund.

SECTION 3. Those individuals who, under provisions of previous by-laws, had been accorded Life (active) Membership shall continue to receive such lifetime membership status. All former presidents of the Association are also accorded lifetime active memberships.

SECTION 4. Inactive Members - All other alumni (graduates as well as former students) who are not included in the active membership shall be Inactive Members.

SECTION 5. Associate Members - Any persons who are not otherwise active members may become Associate Members upon contribution to the annual/loyalty fund.

SECTION 6. Honorary Life Members - Honorary life membership may be conferred upon any person who shall have rendered outstanding service to the

University or to the Association with approval of two-thirds (2/3rds) of the membership of the Alumni Council.

SECTION 7. Only Active Members shall be entitled to vote or hold office in the Association.

SECTION 8. In order to become a member of a local chapter, one must first be an active member of the UL Lafayette Alumni Association.

SECTION 9. That portion of annual membership dues designated to constituent chapters can be used for purposes that promote alumni relations and/or educational enhancement programs of the designated constituent chapter. These programs can include but are not limited to alumni newsletters or other forms of communication, outstanding or needy student financial assistance, acquisition of needed equipment or educational materials, faculty/student travel, speakers and student alumni recognition programs. These funds are intended to provide the deans of each college with designated funds to be used for the enhancement of education endeavors. They are not intended to provide for operating expenses to take the place of regular University funding. Requests for funds should be initiated in the academic college by the dean through an appropriate representative on the Alumni Council. Requests must be submitted in writing to the Board of Directors of the UL Alumni Council for consideration and approval.

ARTICLE III - Organization

SECTION 1. The Council Year runs in concordance with the fiscal year: July 1-June 30.

SECTION 2. The Alumni Council - The governing body of the UL Alumni Association shall be called the Alumni Council and shall consist of:

- (a) Fifteen (15) alumni elected by the general membership of the Association who will serve staggered three-year terms
- (b) The presidents of chartered geographic clubs, academic chapters and special interest chapters.
- (c) One (1) appointed representative from an area of Louisiana designated by the Board of Directors and the Executive Director (areas not already represented by a geographic club/chapter.)
- (d) One (1) appointed representative from an area of the United States outside of Louisiana designated by the Board of Directors and the Executive Committee (areas not already represented by a geographic club/chapter)
- (e) Two (2) At-Large representatives appointed by the Association President and confirmed by the Board of Directors and the Executive Director.
- (f) Two (2) student representatives - the SGA president or his/her designee and the president of the Association of Future Alumni (student chapter)
- (g) The Alumni Presidents Council (past presidents) who will serve as ex-officio members
- (h) The appointed chairs of major Association committees who will serve as ex-officio members

- (i) The previous academic year's fall and spring Outstanding Graduate Award recipients will serve as ex-officio members.
- (j) Non-elective, ex-officio officers, to be appointed by the President with consent and approval of the Board of Directors, may include a Recording Secretary and Custodian of Funds who shall perform such duties as are assigned to each from time to time by the President and Alumni Council.

Terms of presidential appointments will run concurrent with the term of the president (one year). Appointments must be approved by a majority of the Alumni Council. There will be a maximum of four presidential appointments serving on the Council at any one time.

SECTION 3. Board of Directors - The Board of Directors shall consist of the President, President-elect, immediate Past President and Vice Presidents who shall be selected from the Alumni Council by a special nominating committee of the Association. The President, President Elect and Vice Presidents will be selected/elected annually by the Alumni Council upon nomination by a specially appointed Nominating Committee for a one (1) year term.

SECTION 4. The Executive Director of the UL Alumni Association shall serve as an ex-officio member of the Board of Directors.

SECTION 5. The Vice Presidents will be appointed to one-year terms and each will have an area of specific responsibility, requiring a substantial contribution of time and effort for the Association and the University

Vice Presidents will work under the direct policy control of the Association President. Although the President will look to each Vice President to develop his area of responsibility actively, the President retains full control and responsibility for Association Activities. Vice Presidents are:
Vice President/Clubs and Chapters, Vice President/Community Affairs, Vice President/Facilities, Vice President/Marketing & Communication, Vice President/Membership and Fundraising, Vice President/Special Events, and Vice President/University Relations.

ARTICLE IV - Nominations and Elections

SECTION 1. The terms of members of the Alumni Council and Board of Directors shall commence July 1 of each year, as will the terms of constituent chapter officers.

SECTION 2. The President of the Association shall, no later than March 1 of each year, appoint a Nominating committee from members of the Alumni Council to be composed of the current president, president-elect, the immediate past president, one additional representative of the Alumni President's Council, three other members of the Alumni Council appointed at the President's discretion and the Executive Director (ex-officio). Members of the Nominating Committee may not be considered for a position on the Board of Directors, with the exception of the immediate past president who is an automatic member of the Board and who

serves as chair of the Nominating Committee. The Committee's nominations shall be placed in the hands of the Executive Director no later than April 1 of each year.

Other nominations may be proposed for any office provided names are submitted in writing to the Executive Director and bear the endorsement of at least twenty-five (25) active members and provided further that said nomination be filed with the Executive Director no later than March 15 of each year. All nominations shall be placed upon a ballot, with a provision for write-in votes. The printed ballot shall be mailed no later than May 1 of each year. Only active members (dues-paying) or lifetime members are eligible to vote. This ballot shall be canvassed and tallied by the Election Committee. Those candidates receiving the majority vote for the respective offices shall be declared elected.

SECTION 3. An Election Committee, consisting of not less than three (3) members of the Association, shall be appointed by the president to supervise the conduct of the annual election of officers. To expedite the election process, the Association President, together with the Executive Director, may choose to have an objective third party tally the votes in a manner similar to the UL Student Government Association process.

SECTION 4. The Vice Presidents may succeed themselves in office at the pleasure of the Council, with a limit of two (2) consecutive terms. No member shall be eligible for nomination or election to the Board of Directors of this Association without having previously served at least one (1) year on the Alumni Council. No member shall be eligible for nomination or election to the offices of President or President Elect if he receives a considerable portion of his/her income from the University.

SECTION 5. The Board of Directors, as slated by the nominating committee, shall be ratified by a majority vote of the Alumni council members present at the annual fall meeting of the Alumni Council, except the office of the President which shall be automatically be filled by the President Elect.

The Executive Director will promptly notify the Alumni Council of the Nominating Committee's selections by having the slate of Board Members mailed to the Council within ten (10) days of its formation, or as soon as possible.

SECTION 6. In the event of death or resignation of any member of the Alumni Council or Board of Directors, a successor shall be named by the board to serve the remainder of the term.

ARTICLE V - Duties

SECTION 1. The Alumni Council has a dual responsibility. 1) It shall be the governing body of the Association and shall be responsible for its management, policies and programs. These management responsibilities are delegated to the Executive Board between Council meetings. 2) It shall be the representative of the Association among the clubs, chapters, colleges, and areas from which its members are drawn. The Council shall endeavor to assist the University of

Louisiana at Lafayette and UL Alumni Association in every reasonable manner and through its members secures the interest and cooperation of other members of the Association.

SECTION 2. The Board of Directors shall carry on the affairs of the Council between meetings, shall approve a budget of estimated revenue and expense prepared by the Executive Director, and shall set general policy and guidelines within the framework of these by-laws including, but not limited to, commitment and allocation of funds not necessary for actual budget performance, making contractual obligations on behalf of the Association, incurring indebtedness when necessary and in conformity with the Charter of the University of Louisiana at Lafayette Alumni Association. The Board of Directors establishes rules and regulations for the handling of funds and records for the Association, including the investment of monies and other securities. Unless directed otherwise by the Council and Board of Directors, Association funds shall be deposited and dispersed through the UL Lafayette Business Office or the UL Lafayette Foundation. Association funds will be audited annually with University funds.

SECTION 3. The President shall preside at all meetings of the Association, of the Council and the Board; appoint committees; and perform such other duties as may pertain to the office.

SECTION 4. In the absence of the President, the President Elect shall perform the duties of the President. He/She shall perform such other duties as the President may request. Additionally, the President Elect shall serve as chair of the Annual Spring Gala and shall chair a transition/goal-setting meeting during the month of June.

SECTION 5. Vice Presidents are responsible to the President and the Alumni Council for specific portions of Association activity. Duties of the Vice Presidents include but may not be limited to:

Vice President/Clubs and Chapters: To provide ongoing communication between the Board of Directors and the leaders of the Association's various clubs and chapters; to actively recruit volunteers to participate in club activities and to assist in the identification of club leadership; to be available to represent the Association at club events when necessary; and to report to the Board of Directors on the activities of the clubs and chapters.

Vice President/Community Affairs: To participate in the planning and direction of programs designed to acquaint members and friends of the University with the local, state and national affairs which affect the University of Louisiana at Lafayette and higher education; attend committee meetings; and to report regularly at Board of Directors meetings on the Association's legislative relations activities.

Vice President/Facilities: To work closely with Alumni/University staff and related committees to ensure that the Alumni Center and grounds are properly maintained; to advise on areas of infrastructure improvement as

needed; to recruit alumni and community supporters from different areas of relevant expertise; to oversee long-range planning for future development of the complex and assist in the development of a Master Plan; and to report regularly to the Board of Directors and the Alumni Council on the state of the Alumni Center.

Vice President/Marketing & Communications: To work closely with Alumni/University staff and related committees to facilitate appropriate, quality and timely communication with alumni throughout the world; to ensure an appropriate web (Internet) presence for the Association; to consult on publications; to serve as an advisor on data and assist in promoting a better understanding of alumni data collection needs and usage; to advise on and assist in implementing marketing efforts to enhance the mission of the association; and to report regularly to the Board of Directors and the Alumni Council on these initiatives.

Vice President/Membership and Fundraising: To work closely with the Association's Assistant Director of Alumni Development in developing the Association's annual/loyalty fund raising plan; to serve as chair of the annual campaign and other special campaigns; to work closely with the Executive Director on the Association's operating budget; to report to the Board of Directors and the Alumni Council on budget matters; and to encourage and actively solicit members (donors) for the Association.

Vice President/Special Events: To participate in the planning of various Association and University sponsored events; to actively recruit volunteers to serve on special event planning committees; to attend committee planning meetings for all major Association events; to actively recruit sponsors for Association events, and to report regularly at Board of Directors meetings on the activities of the Association's special events committees.

Vice President/University Relations: To work closely with University officials to plan programs which provide ways for alumni to better serve the University; to assist with academic recruiting programs; to oversee the Association's scholarship and awards programs, to work closely with key faculty and student representatives in promoting a better understanding of the work of the Alumni Association; and to report to the Board of Directors of pertinent University activities.

ARTICLE VI- Meeting

SECTION 1. Regular meetings of the Alumni Council shall be held at least semi-annually on a date and at a time and place to be determined by the President and the Executive Director of the Alumni Association. A suggested meeting schedule is in the fall during the Annual Alumni Leadership Conference and in the spring at an appropriate time determined by the Association President. Active members of

the Association are welcome to attend these annual meetings of the Alumni Council.

SECTION 2. Special meetings of the Alumni Council may be called at any time by the President or, in his/her absence, by the President Elect or by any five (5) of the other members of the Council. Five (5) days notice of the date, time, and place and if practical, the purpose of any such special meeting shall be given to each member of the Council.

SECTION 3. At any meeting of the Alumni Council, the presence in person or by proxy, of ten (10) members thereof shall be necessary and sufficient to constitute a quorum for the transaction of business.

SECTION 4. At any meeting of the Alumni Council, the members thereof may vote either in person or by proxy, provided, however that no member of the Council may serve as proxy for any other member of the Board, and no one may serve as proxy for more than one (1) member of the Council, and only a member of the same affiliated alumni organization may serve as proxy for an Alumni Council representative of that organization.

SECTION 5. The Board of Directors will meet at least quarterly at times and places agreed upon by the Board. The Board or the President may call additional meetings.

SECTION 6. Special meetings of the membership may be called by the President or by the Executive Director or by resolution of the Alumni Council or at the written request of fifty (50) active members of the Association. Such order, request or resolution shall state the purpose of the proposed meeting. Notice of the date, time place and purpose of any special meeting shall be given in the same manner as provided in the case of annual meetings.

SECTION 7. At any annual or special meeting of the membership, the voting (active) members present shall constitute a quorum for the transaction of business.

SECTION 8. The order of business of the Association shall be as follows:

1. Meeting called to order.
2. Reading of minutes.
3. Ratification of Officers and Council Members
4. Reports of committees and action thereof.
5. Reports of officers and action thereof.
6. Unfinished business.
7. New business, motions, communications & resolutions.
8. Adjournment.

SECTION 9. All deliberations, where not otherwise provided for, shall be in accordance with parliamentary usage and the decorum of deliberate bodies.

ARTICLE VII. - Committees

SECTION 1. The president may appoint such other committees, standing or special, as he/and/or the Board of Directors may deem necessary with such duties and obligations as may be assigned by the President and/or the Board of Directors.

SECTION 2. The Executive Director and appropriate staff members shall serve as ex-officio members and advisors to all committees.

ARTICLE VIII - Removal

Any officer, board member or other appointed or named special officer, or committeeman, may be removed for just cause at any time by two-thirds (2/3rds) vote of the Alumni Council.

ARTICLE IX. - Amendments

SECTION 1. The Alumni Council may make any amendment to these by-laws, provided it does not conflict with Charter of this Association.

SECTION 2. These by-laws may be amended or repealed at any regular or special meeting of the Alumni Council by a vote of two-thirds of said Council present at such meetings provided that notice of the proposed amendment shall have been given in writing at least ten (10) days prior to said meeting.

SECTION 3. All by-laws passed before the adoption of these by-laws are hereby repealed and annulled.

ARTICLE X. - Official Publication

SECTION 1. There shall be an official publication of this Association to be issued periodically, the purpose of which shall be to keep former students informed of general former student undertakings, of matters of practical interest to former student groups or individuals, and of general University progress and plans.

SECTION 2. The Association under the direction of the Council, the Board and Executive Director shall publish the publication.

SECTION 3. The publication shall be sent to all members participating in the financial program of the Association, whatever such program shall be, and to any others designated by the Alumni Council.

ARTICLE XI. - The Alumni Annual/Loyalty Fund

SECTION 1. The Annual/Loyalty Fund of the UL Alumni Association is designated as the official agency for the solicitation of contributions for the maintenance of the Association and for the benefit of the University of Louisiana

at Lafayette. The Executive Director of the Association shall be the executive officer of such Fund.

SECTION 2. Promotion and development of the Fund shall be regarded as one of the major purposes and objectives of the Association.

SECTION 3. The Annual/Loyalty Fund of the UL Alumni Association shall be governed by the Charter of the UL Alumni Association and any amendments; its by-laws; and sections 501(a), 501(c)(3) and 170(c) (2) of the Internal Revenue Code.

ARTICLE XII. - Clubs and Chapters

SECTION 1. Each regularly organized constituent chapter shall be given a charter by the Association in accordance with rules and regulations laid down by the Board of Directors and approved by the Alumni Council. Each chartered club/chapter shall be represented on the Council by its elected President as herein before provided. The Association shall not be held responsible for any financial affairs of any local club nor shall any local club be held responsible for any obligation of the Association.

SECTION 2. To hold an Association club charter, any club must have a minimum of ten (10) members, hold at least two (2) meetings a year, and maintain such standing committees as may be requested by the Alumni Council.

ARTICLE XIII. - Indemnification

The Corporation shall indemnify directors, officers and members of the Alumni Council of the Corporation against, and reimburse and advance to every director, officer and member of the Association Council for all liabilities, costs and expenses incurred in connection with such directorship or office and any actions taken or omitted in such capacity to the greatest extent permitted under Louisiana law and other applicable laws at the time of such indemnification, reimbursement or advance payment.

ARTICLE XIII. - Dissolution

In the event of the liquidation or dissolution of this non-profit corporation, whether voluntary or involuntary, no member shall be entitled to any distribution or division of its remaining property, assets or its proceeds, and the balance of all money, assets and other property received or owned by the non-profit corporation from any source after payment of all debts and obligations of said non-profit corporation, shall go and be distributed to the University of Louisiana at Lafayette Foundation, Inc., for use of charitable and/or educational purposes only, within the intendment of Section 501 (C) (3) of the Internal Revenue Code of 1954 and its regulations as the same now exist or as they may be hereafter amended from time to time.