

UNIVERSITY OF THE INCARNATE WORD

ALUMNI 
ASSOCIATION

By-Laws

of the

University of the Incarnate Word

Alumni Association

PREAMBLE

We, the alumni of University of the Incarnate Word, in order to perpetuate an organization of the alumni, do establish these By-Laws.

ARTICLE I. Name and Location

Section A. The name of this organization shall be: **The University of the Incarnate Word Alumni Association** hereinafter called the "Alumni Association" or "Association."

Section B. The principal office of the Association shall be at 4301 Broadway, San Antonio, Bexar County, Texas.

ARTICLE II. Purpose

The purpose of this Association is to promote the University of the Incarnate Word (University or UIW), to deepen the loyalty of the alumni, and to encourage a mutually beneficial relationship between the institution and its alumni.

ARTICLE III. Members of the Association

Membership in this Association shall consist of the following:

Section A. Members. The members are and shall be those persons who graduated from the University of the Incarnate Word or any of its extended or affiliated campuses, irrespective of the program in which the person was enrolled.

Section B. Associate Members. Persons who attended UIW, but did not graduate, may request membership in the Alumni Association, and be qualified as Associate Members upon approval from the Director of Alumni Relations.

Section C. Honorary Members. The members of the Association shall also include as Honorary Members: (1) Recipients of an honorary degree from the University of the Incarnate Word; and (2) Non-alumni spouses of deceased alumni.

Section D. Dues. There shall be no assessment of dues for membership in the Association.

Section E. Annual Meeting. The Association shall hold an Annual Meeting in November. At the Annual Meeting, ordinary business will be discussed by the

membership attending. The President of the Association shall preside over the Annual Meeting.

ARTICLE IV. Officers

Section A. The officers of the Association shall be President, President Elect, Vice President and Secretary, and shall be members of the Executive Committee.

Section B. The terms of office shall be two (2) years each for the President and President Elect. Upon the fulfillment of the President's two-year term, the President Elect will automatically assume the President position. The Vice President and Secretary shall serve a term of one year but may be re-elected for no more than one additional term. At the end of each officer's term, all appropriate files and materials will be turned over to the successor officer.

Section C. The officers shall be elected in accordance with procedures set forth in Article V, Section C.

Section D. Duties.

1. President – The President shall:
 - a. Preside over all meetings of the Alumni Association and Board of Directors of the Alumni Association (hereafter "Board");
 - b. Appoint members to be on the Nominating Committee;
 - c. Be responsible for scheduling and planning Alumni Association Executive Committee meetings;
 - d. Serve as the liaison to the Board;
 - e. Participate in the continuing cultivation of Alumni Association programs; and
 - f. Work with staff to develop agendas, inspire existing Board members and enlist appropriate new Board members.

2. President Elect – The President Elect shall:
 - a. Serve in the absence of the President;
 - b. Assist the President in maintaining the flow and productivity of Board meetings;
 - c. Perform special duties as assigned by the President;
 - d. Serve as Chair of the Awards Committee;
 - e. Appoint Alumni Association Committee Chairs that are not already designated in Article VI; and
 - f. In the event that the President is unable to complete his or her term, the President Elect will automatically assume the President position and, in addition to the President Elect's normal two-year term as President, the President Elect will complete the un-expired term of the outgoing President

3. Vice President – The Vice President shall:
 - a. Chair the Homecoming/Reunion Committee; and
 - b. Assist the President and President Elect with duties as assigned

4. Secretary – The Secretary shall ensure:
 - a. All minutes, records and archives of the Alumni Association and its Board of Directors are kept at the principal office of the Association;
 - b. All notices are duly given in accordance with the provisions of these By-Laws;
 - c. All minutes from individual committee meetings are reviewed;
 - d. All minutes are completed in final form no later than one (1) month after a Board meeting, Executive Committee meeting or committee meeting

5. Immediate Past President – The Immediate Past President shall:
 - a. Serve as counsel to Board and Executive Committee

ARTICLE V. Alumni Board of Directors

Section A. Function of the Board. Governance of the Association shall be vested in and exercised by a Board of Directors, herein called the "Board." It shall be the duty of the Board to advise and coordinate the affairs of the Association. The Board shall also be the official representative of the Association to the University and to the community at large.

Section B. Membership. The Board shall consist of twenty-one (21) voting elected members of the Board. Further, and in addition, there shall be four (4) ex-officio members of the Board as follows: the Immediate Past President of the Alumni Association, the President of the University of the Incarnate Word Student Government Association, the Director of Alumni Relations, and a representative of the University faculty appointed by the Faculty Senate. Ex-officio members shall be invited to all meetings of the Board, and shall be voting members with the exception of the President of the Student Government Association and the faculty representative.

Section C. Election. At the April Board meeting, the Alumni Board of Directors shall elect new Board members and officers using the slate of candidates proposed by the Nominating Committee of the Board at least thirty (30) days prior to the April meeting. Additional nominations may be made from the members of the Association provided the consent of the nominee has been secured. Members of the Board shall be elected to serve a term not to exceed three (3) years with the exception of the President and President Elect. Officers shall serve as set out in Article IV. The Board terms are staggered so that members rotate off every three (3) years and new members are elected each year. An individual may not serve more than one term as a Board member without ceasing to be a Board member for at least one year, at which time he or she may be re-elected. Elections to the Board shall be confirmed by a majority of the members of the Board present at a duly noticed and quorumed meeting.

Section D. Meetings. The Board shall hold regular meetings twice (2) annually; one in April, and the other in November, immediately following the Association annual meeting. Directors or committee members may participate in meetings of the Board of Directors or committees of the Board by means of conference telephone or by similar communications equipment, provided all Directors or committee members, as applicable, participating in the meeting, can hear each other. Participation pursuant to the foregoing shall constitute presence in person at the meeting. Special meetings may be called by the President or by a majority of the Board.

Section E. Vacancies. Any vacancy in the Board occurring prior to the expiration of the term of office shall be filled by election of the member at the next Board meeting based upon nominations made by the Nominating Committee of the Board pursuant to the same process utilized by the Committee for its regular method of proposing nominations. A member elected to fill a vacancy shall be elected for the unexpired term of the predecessor in office.

Section F. Operations. The operations of the Alumni Association shall be advised and coordinated by the Board through the standing and ad hoc committees of the Alumni Association. The specific functions of each committee shall be determined at the discretion of the Board and the Director of Alumni Relations.

Section G. Quorum. A quorum of the Board for the transaction of business shall consist of no fewer than thirteen (13) voting members.

Section H. Absences. In the event a member is absent from two (2) consecutive regularly scheduled meetings, the Board may, upon motion duly made, seconded and adopted by a two-thirds (2/3) vote, declare that member's position to be vacant.

Section I. Removal from Board of Directors. An elected Board member may be removed from office by the Board of Directors for just cause after (i) hearing with procedures involving due process before a duly noticed and quorumed meeting of the Alumni Board of Directors, and (ii) the affirmative vote of two thirds (2/3) of the Board present at such a meeting or another duly noticed and quorumed meeting of the Board of Directors. A vote to remove a member will be effective immediately.

Section J. Voting

1. Except as otherwise provided by these By-Laws, any action shall be authorized by a majority of votes cast at a meeting of the Board by those Members entitled to vote thereon.
2. Except as otherwise provided at each meeting of the Board, each Member of the Board entitled to vote shall be entitled to one vote.

3. Each member entitled to vote, may do so by telecommunications linkage or by proxy. Valid proxy must be executed in writing and presented in writing for reference in the minutes of the meeting. No proxy shall be valid after three (3) months from the date of its execution. A proxy may be given only to another voting Director.
4. Any resolution in writing, signed by a majority of the members entitled to vote thereon, shall be and constitute action by such Board to the effect therein expressed, with the same force and effect as if the same had been duly passed by unanimous vote at a duly called meeting of the Board and such resolution so signed shall be filed with the minutes of the Association.

Section K. Relationship with the Department of Alumni Relations. The Board and its officers shall work closely with and be supported by the Department of Alumni Relations of the University. No employee of the Department of Alumni Relations shall report to the Board or serve at the pleasure of the Board.

Article VI. Committees

Section A. The Association shall have the seven (7) standing committees provided for below, and shall establish such other standing and ad hoc committees as may be formed at the discretion of the President or the Director of Alumni Relations with consultation from the Board.

Section B. Board members may serve on no more than two (2) committees and may Chair only one.

Section C. All alumni in good standing are eligible to serve on alumni committees. Volunteers will be sought and selected to committees by the President of the Alumni Association, the chair of the committee and the Director of Alumni Relations.

Section D. It is the responsibility of the President of the Board and Director of Alumni Relations, or a representative appointed by the Director, to inform the Chairperson of each committee on matters for study and recommendation, and to provide available information required by the committee.

Section E. Each committee shall send to the Department of Alumni Relations recommendations on substantive matters to be included in the agenda for Board meetings within thirty (30) days of a committee meeting.

Section F. The Board of Directors shall have at least the following seven (7) committees:

1. Executive Committee

- a. Charge: Shall consist of the President, President Elect, Vice President, Secretary and the Director of Alumni Relations. The committee shall meet quarterly and serve such other functions as are deemed necessary by the President between meetings of the Board of Directors. The Executive Committee shall have the authority to make decisions of an emergency nature. Such actions shall be reported to the Board of Directors at the next regular meeting.

2. Nominating Committee

- a. Charge: To present to the Board a slate of nominees for office in the Alumni Association at least thirty (30) days before the meeting of the Board.
- b. The Immediate Past President who serves as Chair is a designated voting member of this committee with four (4) other members to be appointed by the President. The Nominating Committee will meet annually to prepare a slate of nominees to be provided to the Board thirty (30) days prior to the April meeting for: persons to fill the expired terms on the Board each year; persons to fill any other vacancies on the Board from among the members of the Alumni Association.
- c. No current member of the Nominating Committee may be nominated to any office. If a vacancy results mid-year, the Nominating Committee shall fill it by notifying the Board of the committee's nomination thirty (30) days prior to the next meeting, even if no other nominations are to be approved at that time.

3. Awards Committee

- a. Charge: The President Elect is a designated voting member and Chair of this committee. The Alumni Awards Committee shall meet twice (2) a year in January and August and shall present candidates to the Board. The recommendations are sent to the President of the University for final approval. This committee may also identify other avenues for awards and recognition of alumni.
- b. No current member of the Awards Committee may be nominated for any awards, during their service on this committee.

4. Homecoming/Reunion Committee

- a. Charge: The Vice President is the Chair of this committee. The Homecoming/Reunion committee plans activities that will attract more alumni from various class years and improve their relationship with the University. The committee shall meet as necessary and immediately following homecoming/reunion for weekend assessment and goal setting for the next year's homecoming/reunion.

5. Young Alumni Committee

- a. Charge: To serve the needs of the youngest alumni (first 10 years after graduation). The committee itself, however, need not be composed solely of

young alumni as a particular concern should be with creating a smooth transition for graduating seniors. The committee shall meet quarterly.

6. Alumni Network Committee

- a. Charge: Identify potential cities and affinity groups that would benefit from a UIW Alumni Network and monitor activities and special events planned by these Networks. The committee shall meet quarterly.

7. Phonathon Committee

- a. Charge: Collaborate with the Phonathon Coordinator in implementing the fall and spring UIW Phonathons. Identify key donors for the Annual Fund. The committee shall meet quarterly.

Article VII. Amendments

Amendments to these By-Laws may be adopted at any duly noticed and quorumed regular meeting of the Board of Directors by the affirmative vote of three-fourths (3/4) of those Board members present, provided that notice of the nature of the proposed amendment has been given to all Board members at least thirty (30) days previous to the meeting.

Approved: _____
President of the Alumni Association

Date: _____

Approved: _____
Director of Alumni Relations

Date: _____

Approved: _____
President, University of the Incarnate Word

Date: _____