

**AMENDED AND RESTATED CONSTITUTION AND BYLAWS OF
THE UNIVERSITY OF TULSA ALUMNI ASSOCIATION**

PREAMBLE

The former students and graduates of Henry Kendall College and The University of Tulsa do ordain and proclaim this as the latest bylaws of The University of Tulsa Alumni Association (the “Association”) replacing and superseding any previous organizational documents of the Association. This version of the Association bylaws is effective July 1, 2020.

I. NAME, OFFICES AND DIRECTOR

- A. The Association is an unincorporated association known as “The University of Tulsa Alumni Association” or the “TU Alumni Association” (“Association”). The Board of Directors of the Association may at any time authorize the adoption and use of an official logo, trademark, workmark or unique design to symbolically represent the identity of the Association.
- B. The offices of the Association shall be maintained at The University of Tulsa, 800 South Tucker Drive, Tulsa, Oklahoma (the “University”). The Association may establish an office or offices at such other places as the Board of Directors may from time to time designate.
- C. The individual who serves as the University’s Executive Director or Director of Alumni Engagement or other similar position shall be the Alumni Director of the Association.

II. MISSION AND PURPOSE

- A. The University of Tulsa Alumni Association is an international organization of affiliated chapters and clubs with one mission – bolstering and advancing The University of Tulsa and its mission.
- B. The Association has as its major emphases:
 - Serving as the lifetime community through which alumni connect with The University of Tulsa and each other;
 - Cultivating student loyalty to TU by visibly and regularly contributing to their experience with the University;
 - Providing exceptional service and indispensable value to our alumni community; and
 - Instilling a sense of history, tradition, and TU pride among students and alumni.

III. MEMBERSHIP

- A. Automatic Membership: Any person is automatically a Member when that person has either (1) received a degree conferred by the Board of Trustees of the University or (2) successfully completed sixty (60) or more credit hours at the University but who is not currently a full-time student at the University.
- B. Honorary Membership: The Alumni Association Board of Directors may grant membership to any other person who does not qualify under section III. A.
- C. No Dues or Fees: The Association will not charge dues to Members for membership in the Association.

IV. BOARD OF DIRECTORS

- A. The Association shall be governed by a Board of Directors, formerly called the National Board of Directors. All Directors, other than Ex-Officio Directors, must be Members of the Association. The exact number of Directors shall be established by the Board of Directors from time to time.
- B. Directors shall satisfy the following minimum requirements:
 - 1. Each Director shall make an annual monetary contribution to the University.
 - 2. Each Director shall serve on at least one committee of the Board.
 - 3. Each Director shall attend all Board meetings and meetings of all committees to which that member belongs. Attendance information shall be compiled by the Alumni Director and forwarded in a timely manner to the President.
 - 4. Each Director shall not have commenced, or commence while in office, any lawsuit, or any other civil or administrative action, against the University, its officers or directors, the members of the Board of Trustees in their individual capacity, the Association, or Members of the Board of Directors in their individual capacity. Persons are ineligible to serve to as a Director while any matter is pending in such actions, including any appeal.
- C. The President of each Chapter shall serve as a voting Member of the Board of Directors. All elected Directors other than those who represent Alumni Chapters shall be elected from the Membership of the Association at large. The number of Directors elected at-large shall be twice the number of Chapter Presidents serving as Directors, up to a maximum of 30 at-large members.

- D. At its annual meeting, the Board shall conduct an election of Directors. At-Large Board members, Presidents of Alumni Chapters and Ex-Officio Members, except the Director of Alumni Engagement, are eligible to vote.
- E. Except in the event of death, resignation, or removal, each Director shall hold office for three (3) years, except that Directors representing Alumni Chapters shall serve for the duration of their term as Chapter President and Ex-Officio Directors shall serve terms as established in Section V. If an elected Director should cease to serve by reason of death, resignation, or otherwise, the vacancy may be filled for the unexpired term of that Director by the President. Any vacancy occurring to a Director of an Alumni Chapter must be filled by the succeeding President of that Chapter
- F. No Director may be elected to serve more than two consecutive full three-year terms provided that, if necessary, the President and President-Elect will receive extensions to his or her terms of office in order to be eligible to serve or continue to serve as President or President-Elect of the Association. After serving two consecutive full three-year terms, a Director shall be ineligible for re-election to the Board of Directors for a period of one year.
- G. Subject to prior consultation with the Nominating Committee, the President may appoint Members of the Board of Directors within the parameters set forth herein regarding the number of elected members. Such Presidential Appointees of the Board shall serve a one (1) year term of office and must satisfy the minimum requirements for Directors per Section IV. B. No individual who has served two full consecutive terms as a Presidential Appointee shall be eligible to serve again as a Presidential Appointee until one year has expired after the end of the second consecutive terms of office as a Presidential Appointee.

V. EX-OFFICIO MEMBERS OF THE BOARD OF DIRECTORS

- A. The persons holding the following positions shall be Ex-Officio Members of the Board of Directors during the duration of their term in such office, and each Ex-Officio Member shall, except for the Director of Alumni Engagement, be entitled to vote at any meeting of the Board:
 - 1. Director of Alumni Engagement;
 - 2. Chair of the Past Presidents Council; and
 - 3. Immediate Past President.
 - 4. Chair of the Black Alumni Leadership Council

VI. MEETING OF DIRECTORS

- A. The annual meeting of the Board of Directors shall be held at the last regularly scheduled meeting of the fiscal year of the Board, which will occur before June 30.

- B. Regular meetings of the Board of Directors shall be held no less than quarterly. Except where circumstances cause in-person meetings to be impracticable, in-person meetings will be held in the fall and spring and teleconference meetings will be held in the summer and winter. Any meeting may permissibly be held via teleconference at the discretion of the President.
- C. Special meetings of the Board of Directors may be called at any time by the President, and shall be called by the President at the request of the Director of Alumni Engagement or of any five (5) members of the Board. The President shall set the date, time, and place of such special meeting, which shall be no later than ten days after the meeting is called. The President shall determine the agenda for Special meetings. The agenda shall be made available to the Board of Directors no later than twenty-four (24) hours prior to the beginning of any Special meeting.
- D. All meetings of the Board of Directors may be conducted informally, provided that if any Director requests a formal meeting, Robert's Rules of Order will govern the meeting.
- E. The President, or a majority of the Executive Committee, may change the date, time and meeting place for any annual, regular or special meeting. No change of the time or place of a meeting shall be made within the three (3) days before the day on which such meeting is to be held; provided that if the President, in concurrence with a majority of the Executive Committee, determines that an emergency requires such a change, or that a quorum will not be available at such time and place, or that a significant number of Directors prefer such a change for their convenience, he or she may change the time or place (or both) of such meeting on shorter notice.
- F. Notice of all meetings shall be given by the Director of Alumni Engagement to each Member of the Board of Directors at least three (3) days prior thereto. A Director may waive notice by attending, or by a prospective or retroactive waiver.
- G. A quorum necessary for conducting business at all meetings of the Board of Directors shall consist of a majority of Directors then serving, excluding Ex-Officio Directors. For purposes of a quorum, leaves of absence and unfilled positions, due to resignation or death, shall not be counted. In the absence of a quorum at any meeting or adjournment thereof, a majority of the Directors in attendance may adjourn such meeting from time to time. No notice of the time or place of the adjourned meeting need be given. At any such adjourned meeting at which a quorum is present, any business may be transacted that may have been transacted at the meeting as originally called.
- H. At any duly called and convened meeting at which a quorum is present, any action submitted to a vote of the Board shall be decided upon the vote of a majority of those present and eligible to vote at such meeting. The approval by majority of the Directors at a duly convened Board meeting at which a quorum is present shall be considered to be the acts of the Board.

VII. COMMITTEES OF DIRECTORS

- A. Special Committees: The Board of Directors may create one or more committees for a specific purpose, with each committee to consist of at least two (2) Directors appointed by the President to serve a one year term expiring at the end of the next annual meeting of the Board following the date of appointment. Any such committee shall exercise the powers designated to such committee in the resolutions creating such committee or in these bylaws. Half the number of committee members, plus one, shall be a quorum. Committee meetings may be called by the chair of the committee or the President, upon the same notice as for Board meetings. The President and the President-Elect shall be members of all Committees.
- B. Standing Committees: The Executive Committee and Nominating Committee shall be Standing Committees.
- a. The Executive Committee: The President shall serve as Executive Committee Chair. The Executive Committee shall meet no less than quarterly at times and places established by the President, after consultation with the Alumni Director. At the request of the President, the Executive Committee shall provide advice and counsel to the President on matters pending with the Association.
- i. The Executive Committee of the Board of Directors will consist of those who have been elected to the offices of:
- President and
President-Elect.
- In addition:
- the Chair of each committee,
up to three (3) members of the Board of Directors who are appointed by the President,
Immediate Past President,
Chair of the Past Presidents Council, and
Director of Alumni Engagement.
- ii. The Director of Alumni Engagement, in consultation with the President, may present concerns or complaints from any Member to the Executive Committee regarding issues including but not limited to, the fitness for office of a Director, the conduct of a Director, or a University policy. Notwithstanding any other provision contained herein, the Executive Committee shall determine whether to bring the matter before the Board of Directors at a Special Meeting.

- iii. The Executive Committee shall solicit and receive nominations for any awards established by the Board, including but not limited to, the Distinguished Alumni Award and the Chapter of the Year Award. The Executive Committee shall confer any award by a majority vote of the members of the Committee.

- b. The Nominating Committee: The President-Elect shall serve as Nominating Committee Chair.

The President-Elect, with approval from the Executive Committee of the Association, shall appoint up to five (5) members of the Board of Directors to the Nominating Committee. To the extent practicable, members of the Nominating Committee should not be appointed, or should recuse themselves, when any candidate for election for President is from the same Chapter as the candidate. The President and President-Elect will serve in an advisory capacity but will not be voting members. If the President-Elect has not yet been selected, the President will serve as the Chair of the Nominating Committee and appoint the members of the Nominating Committee.

The primary duties and responsibilities of the Nominating Committee shall be to review and evaluate potential candidates for office and for membership on the Board of Directors; prepare, from the elected membership of the Board of Directors, a slate of nominees for the elected offices and Directors for the next fiscal year to be presented at the annual meeting of the Association; recommend candidates to fill vacancies on the Board of Directors or for any vacant office; and assist the Director of Alumni Engagement with the maintenance of records on terms served and offices held by each Director in order to remain in compliance with the bylaws with respect to eligibility and time in office.

IX. REMOVAL OF DIRECTORS

- A. Any Member may be removed from his or her position as a Director in accordance with this Section.

- B. If any Director misses two (2) consecutive meetings of the Board, unless good cause can be shown, by communication to the Director of Alumni Engagement, the Director shall be deemed to have abandoned the position of Director and shall be removed from the Board without further action of the Board. The decision of the Director of Alumni Engagement regarding good cause not being shown may be appealed to the Executive Committee.

- C. Any Director may be removed, with or without cause, in conformity with any applicable provisions contained elsewhere herein, by a two-thirds vote of the Board

membership provided that a notice of the proposed removal shall be given to such Director in writing no less than one business day prior to taking such action.

X. DUTIES OF THE OFFICERS AND DIRECTORS

- A. Election of officers will take place at the annual meeting of the Board of Directors. Those eligible for election to the offices of President and President-Elect must be elected members of the Board of Directors, effective the following July 1. The new officers shall take office on July 1.
- B. The President shall be the Chief Executive Officer, representative and spokesperson of the Association. The President shall preside at, chair, and prepare agendas for all general meetings of the Board of Directors, the Executive Committee, and any general membership meeting of the Association; shall represent the Association at University, chapter and club events and functions; shall appoint all committee chairs and serve as an ex-officio member of all Committees of the Association except the Nominating Committee; and shall serve as an ex-officio member of the University's Board of Trustees in accordance with its bylaws and will attend all Board of Trustees meetings. The President shall only serve one term of two (2) years.
- C. In the absence of the President, the President-Elect shall preside. In the absence of the President-Elect, the Immediate Past President shall preside. In the absence of the President, President-Elect, and Immediate Past President, a quorum of the Members present may select by majority vote a President pro tempore for the limited purpose of presiding temporarily over all matters properly noticed to the Board of Directors for that meeting.
- D. Upon the death, resignation, disqualification, removal from office or otherwise, of any officer of the Association, the Executive Committee shall appoint a qualified member of the Board of Directors to fill said officer's unexpired term.
- E. Officers and Directors shall not receive any compensation for their services to the Alumni Association Board of Directors.
- F. The term of office of each elected or appointed officer shall expire at the next annual meeting of the Board following the date of election or appointment, except for the President who shall serve a two (2) year term. Election of the President-Elect is required by the annual meeting immediately preceding year two (2) of the President's term, though such election may also occur earlier in the President's term.

XI. CHAPTERS AND CLUBS

- A. Chapters: The Board of Directors may establish and terminate Alumni Chapters in cities or geographic areas, nationally and internationally. Each established Chapter must be organized pursuant to a Chapter Manual. Chapter Bylaws are to be presented and ratified by the Board of Directors of the Alumni Association. Each

Chapter must meet those requirements established by the Board of Directors of the Alumni Association. The Director of Alumni Engagement shall monitor each Chapter's adherence to organizational documents, board requirements and activities. The president of each Chapter will serve as the official Chapter Representative on the Alumni Association Board of Directors.

- B. Clubs: The Board of Directors may establish and terminate Alumni Clubs in cities or geographic areas, nationally and internationally. Each established Club must be organized pursuant to club requirements. Club Bylaws are not required. Each Club must meet those requirements established by the Board of Directors of the Alumni Association.

XII. PAST PRESIDENTS COUNCIL

- A. Past Presidents Council. There shall be a Past Presidents Council (PPC), which will serve in an advisory capacity to the Board of Directors and shall assist the Board of Directors in accomplishing the goals of the Association. The PPC will be comprised of those individuals who completed a term as President of the Association and those who completed a term as President of a Chapter. PPC members shall serve life terms.
 1. Chair: The Chair of the PPC shall be elected to a two-year term by a majority of PPC members present at a meeting held prior to the annual meeting of the Board of Directors, and such election shall be approved by the Board of Directors at its annual meeting. The Chair shall preside at all meetings of the PPC, and shall cause to be called regular and special meetings of the PPC in the accomplishment of its duties under these bylaws or as stated from time to time by the Board of Directors. The Chair shall serve as an ex-officio member of the Executive Committee of the Board of Directors of the Alumni Association.
 2. Regular Meetings: No less than two meetings of the PPC per academic year shall be scheduled by the Chair.
 3. Notice of Meeting: Notice of all PPC meetings, except as otherwise provided by resolution of the PPC as to a specific meeting, shall be sent electronically at least ten days before the meeting to the email address of the PPC member that appears in the records of the corporation, but such notice may be waived by any PPC member.
 4. Quorum: At all meetings of the PPC, ten members shall be present in person, via conference call or by proxy, shall be necessary and such number being sufficient to constitute a quorum for the transaction of business, and the act of a majority of the PPC members present in person, via conference call or by proxy at any meeting at which there is a quorum shall be the act of the PPC, except as may be otherwise specifically provided.
 5. Compensation: PPC members shall not receive any compensation for their services to the Alumni Association.

6. Powers: The PPC shall have the power to advise and consult the Board of Directors and to establish committees within its discretion. The PPC is governed by the bylaws of the Board of Directors of the TU Alumni Association.
7. Duties: The duties of the PPC shall be to:
 - a. Provide assistance, expertise and encouragement to the Board of Directors in the accomplishment of the goals and objectives of the Association;
 - b. Broaden the Association's base of organizational and fundraising skills;
 - c. Strengthen the Association's base of support; and
 - d. Initiate programs to encourage, recognize and reward excellence in alumni service to TU, including but not limited to the J. Paschal Twyman Award.
8. Removal: Any PPC member may be removed by the Board of Directors whenever in its judgment the best interest of the Association would be served thereby.

XIII. BLACK ALUMNI LEADERSHIP COUNCIL

- A. Black Alumni Leadership Council. There shall be a Black Alumni Leadership Council ("BALC"), which will serve in an advisory capacity to the Alumni Association Board of Directors and the University at large. BALC shall seek to be a voice for Diversity, Equity and Inclusion initiatives and facilitate the engagement of Black alumni with the University community and the Alumni Association Board of Directors. The Council Members of BALC shall be selected by a majority vote of BALC. The membership of BALC shall not exceed (15) members. The President and President-Elect of the Board of Directors shall be members. Members shall serve a three-year term.
 1. Chair: The presiding officer of BALC shall be known as the Chair. The Chair of BALC shall be elected to a two-year term by a majority of BALC members. The Chair shall preside at all meetings of BALC, and shall cause to be called regular and special meetings of the BALC in the accomplishment of its duties under these bylaws or as stated from time to time by the Board of Directors. The Chair shall set the agenda for all meetings. The Chair shall select the leadership and membership of all committees created by BALC. No less than twice yearly, the Chair shall submit a summary of BALC activities to the Alumni Association Board of Directors. The BALC Chair shall be an ex-officio member of the Alumni Association Board of Directors. The BALC Chair shall meet and maintain all eligibility requirements for Directors on the Alumni Association Board of Directors.
 2. Regular Meetings: No less than three meetings of BALC per academic year shall be scheduled by the Chair.
 3. Notice of Meeting: Notice of all BALC meetings, except as otherwise provided by resolution of BALC as to a specific meeting, shall be sent

electronically at least seven days before the meeting to the email address of the BALC member that appears in the records of the University, but such notice may be waived by any BALC member.

4. Quorum: At all meetings of BALC, a majority of the members plus one, shall be necessary and such number being sufficient to constitute a quorum for the transaction of business, and the act of a majority of the BALC members present in person, via conference call or by proxy at any meeting at which there is a quorum shall be the act of the BALC, except as may be otherwise specifically provided.
5. Compensation: BALC members shall not receive any compensation for their services to the Alumni Association.
6. Powers: BALC shall have the power to advise and consult the Board of Directors, to establish committees, and to take such other actions from time to time as authorized the University. BALC is governed by these bylaws.
7. Duties: The duties of BALC shall be to:
 - a. Provide assistance, expertise and encouragement to the University and the Board of Directors on issues of Diversity, Equity and Inclusion and other issues of concern;
 - b. Broaden the Association's base of alumni engagement and philanthropy; and
 - c. Strengthen the Association's base of support.
8. Removal: Any BALC member may be removed from the Council by a two-thirds vote of the voting members of BALC or through the procedures for the removal of a Director as described elsewhere herein.

XIV. FISCAL YEAR

The fiscal year shall commence on July 1 and end on June 30 of the next year.

XV. AMENDMENTS

- A. These bylaws may be amended or repealed by a vote of a majority of all Directors at any meeting of the Board of Directors, providing a written notice, including the text of the proposed amendment or a summary thereof, shall have been emailed or mailed to the last known post office address of each Director at least seven days before the meeting of the Board at which the amendments is to be considered, provided the same may be amended by the written assent of two-thirds members of the Board of Directors, without meeting for that purpose.
- B. Any provision of these bylaws may be suspended by vote of two-thirds of the votes cast on the motion to suspend.
- C. All former bylaws are repealed.

XVI. MISCELLANEOUS

A. Nature of the Association: The Association operates as an outreach program of The University of Tulsa (“The University”). As such, the following apply:

1. Funds: The Association will not directly receive or distribute any funds or property. The University, through its established processes, will handle any receipt or disbursement of funds or property.
2. Exempt Activities: Notwithstanding any other provision herein, as an organization operating under the auspices of the University, no member, director, employee, or other person may undertake any activities by or on behalf of the Association that is not permitted by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code of 1986 and its Regulations, as amended, or the corresponding provision of any future Federal Tax Laws and Regulations, or by an organization contributions to which are deductible under section 170(c)(2) of such Code and Regulations, as amended.

Indemnification of Directors: Pursuant to the Bylaws, the University’s Board of Trustees may indemnify employees and others acting on behalf of or for the benefit of the University, including Directors, when they are, or are threatened to be, made a party to any threatened, pending or completed action, suit or proceeding by reason of the fact that such person was performing services for the benefit of the University. Indemnification shall be given in accordance with the Bylaws of the University, as amended.

B. Legislative or Political Activities: No activities of the Alumni Association will be devoted to influencing legislation, propaganda or the distribution or publication of political statements or other political activity without the prior written consent of the University.

C. The membership of the TU Alumni Association Board of Directors and its Chapter and Club leadership should reflect the diversity of our alumni. The Association and its Chapters and Clubs will strive to promote diversity (race, ethnicity, national origin, religion, age, sex, sexual orientation, gender identity, family/marital status, disability, medical or genetic condition, veteran status, geography, graduation year and degree/s) in the selection of at-large members and leadership to foster a spirit of openness for active engagement among the membership. The programming for the TU Alumni Association will be diversified so that it appeals to and engages the broad base of our constituents.

D. Notice to Board members under this section shall be considered sufficient if the notice is delivered to the electronic mail address of the Board member on file with the Alumni Director, by United States postal delivery, private courier, via telephone, or any other

electronic communication device in which the recipient has indicated such notice may be delivered.

- E. The proceedings of the Board may only be attended by members of the Board and those invited to attend or participate by the Director of Alumni Engagement, in consultation with the President. By attending any Board event, Board members consent to being removed from Board meetings by the University for any conduct which is determined by the President to be violent, threatening, demeaning, discriminatory or not in conformity with Robert's Rules of Order.
- F. Members of the University Board of Trustees, the officers and directors of the University, and University employees shall be ineligible to serve as Directors with the exception of the President or any other Director serving as an ex officio member or delegate to the University Board of Trustees.
- G. Board members shall act in good faith with due regard for the interests of the University and Board. Board members shall endeavor at all times to avoid the appearance of impropriety or a conflict of interest with the activities of the University. A conflict of interest exists when a reasonable observer, having knowledge of all of the relevant facts and circumstances would conclude that a Board member has a financial or other personal incentive to benefit from a particular University or Board action.
- H. Board members shall avoid contractual or business relationships with the University or Board which would benefit them in their individual capacity or would appear to any reasonable interested person that such business relationships might inure to the Board member's benefit either directly or indirectly. All Board members shall disclose any relationship which such person may have with any person or business entity, with whom or with which the University or Association proposes to enter, into any contract or other transaction, which will or may result in his or her financial gain or personal advantage, either directly or indirectly. Such persons shall not be present at meetings at which such proposed contracts or transactions are discussed and shall be ineligible to vote upon any such proposed transaction. Failure to make such disclosures shall be grounds for removal from the Board.
- I. Board members shall, at all times during and after service to the Board, protect the confidentiality of all sensitive, confidential, or proprietary information, including Board deliberations, of the University and the Association obtained in connection with their Board service.

THE UNIVERSITY OF TULSA

By: _____
Janet Levit, Interim
President

Date: _____

THE UNIVERSITY OF TULSA
ALUMNI ASSOCIATION

By: _____
Ann Heidger, President

Date: _____

REVISED AND APPROVED by a two-thirds vote of the Board of Directors on the 16th day of April, 2021.

Leslie Blanchet
Director of Alumni Engagement