

THE UNIVERSITY OF TULSA ALUMNI ASSOCIATION  
TULSA CHAPTER  
BYLAWS  
As Adopted February 9, 2022

**INTRODUCTION**

The Tulsa Chapter of University of Tulsa Alumni Association (the “Tulsa Chapter”) is an unincorporated entity that operates as an outreach program of The University of Tulsa and as a chapter of The University of Tulsa Alumni Association (“Association”). The Tulsa Chapter of the Alumni Association predates the Alumni Association Board of Directors. These Tulsa Chapter Bylaws serve to reorganize the Tulsa Chapter as an integral part of the Alumni Association.

**ARTICLE 1. Name, Authority and Purpose**

1.1 Name. The name of the entity is the Tulsa Chapter of The University of Tulsa Alumni Association.

1.2 Authority. The Tulsa Chapter operates under authority delegated to it by the The University of Tulsa Alumni Association Board of Directors pursuant to The University of Tulsa Alumni Association Bylaws attached at Appendix A to these Tulsa Chapter Bylaws (the “Association Bylaws”). Should any conflict occur between the Tulsa Chapter Bylaws and the Association Bylaws, the Association Bylaws will control.

1.3 Purpose. The Tulsa Chapter will seek to fulfill the Mission and Purpose established in Section II of the Association Bylaws. Specifically, the Tulsa Chapter, in coordination with the Alumni Association Board of Directors, will serve as a host, on an as needed basis, for Association events for Tulsa area activities such as Homecoming, Alumni Engagement, and Student Success events and programs. The Director of Alumni Engagement will assist in making certain the programs and activities of the Tulsa Chapter and Alumni Association Board are aligned.

**ARTICLE 2. Tulsa Chapter Membership**

2.1 Members. Tulsa Chapter Members include all Members of the Association under Section III of the Association Bylaws that live within northeastern Oklahoma.

**ARTICLE 3. Meetings of Members**

3.1 Annual Meeting (“Changing of the Guard”).

- (a) Date and Time: The President, in consultation with the Director of Alumni Engagement, will set a date and time for the Annual Meeting.
- (b) Place: The Tulsa Chapter Annual Meeting will be held at The University of Tulsa or, if unavailable, at an alternate location chosen by the President, in consultation with the Director of Alumni Engagement.
- (c) Notice: Notice of the Annual Meeting will be provided at least ten (10) days in advance of the meeting by email to all Tulsa Chapter Directors. Notices will include date, time and place.

- 3.2 Agenda of the Annual Meeting. The President shall set the agenda of the Annual Meeting. During the Annual Meeting, the Tulsa Chapter will:
- (a) elect Tulsa Chapter Directors and Tulsa Chapter Vice Presidents; and
  - (b) present annual updates of the activities of the Tulsa Chapter;

#### **Article 4. The Tulsa Chapter Board of Directors**

- 4.1 Delegation of Powers. The Tulsa Chapter vests the management of the Tulsa Chapter in a Tulsa Chapter Board of Directors (the “Tulsa Chapter Board”) to be formed pursuant to Article 5 of these Bylaws and to serve as the governing body that determines the policy, goals and management objectives of the Tulsa Chapter.

#### **ARTICLE 5. Board Composition**

- 5.1 Number of Directors. The Tulsa Chapter Board will consist of no less than ten (10) and no more than thirty (30) Elected Directors, plus Ex-officio Directors as listed in 5.5.
- 5.2 Eligibility. Any Tulsa Chapter Member is qualified to serve as a Director of the Tulsa Chapter. However, no University of Tulsa full-time employee is eligible to serve as an Elected Director.
- 5.3 Elected Directors. Election of Directors to the Tulsa Chapter Board will follow this procedure:
- (a) At the first meeting of the TU fiscal year, also referred to as the Annual Meeting, the Tulsa Chapter Board will vote to approve or modify the proposed slate as presented by the Nominating and Leadership Committee (formed in compliance with Section 8.3 of these Bylaws).
  - (b) During consideration at the Tulsa Chapter Annual Meeting, any Tulsa Chapter Member may add any qualified Tulsa Chapter Member to the slate for consideration in the election. When an addition is made to the Nominating Committee’s slate, the Tulsa Chapter Members will vote by individual to fill the number of positions proposed in the original slate. When no addition to the slate is made at the Tulsa Chapter Annual Meeting, the Tulsa Chapter Members will vote to approve or disapprove the entire slate.
- 5.4 Term of Elected Directors. Each Elected Tulsa Chapter Director may serve a three-year term. No Elected Director may serve more than two consecutive full three-year terms. If two consecutive terms are served, the Director is not eligible for nomination to the Tulsa Chapter Board for a one-year period.
- 5.5 Ex-officio Directors. The following will serve as Ex-officio Directors of the Tulsa Chapter:
- (a) the immediate past President of the Tulsa Chapter;
  - (b) Up to three Tulsa Chapter Members appointed by the Tulsa Chapter President for one year terms (Presidential Appointees);
  - (c) the President or a representative of the Black Alumni Leadership Council
  - (d) the President or a representative of the Past Presidents Council
  - (e) the President of the Law Alumni Association;
  - (f) the President or a representative of the Student Association;
  - (g) the President or a representative of the Future Alumni Council;

- (h) a representative of each of the University's colleges as selected by the Dean of each academic college on an annual basis commencing on July 1 of each year;
- (i) the President or a representative of the Letterwinner's Association
- (j) Representatives from other groups as chosen each year by the Chapter President; and
- (k) the Director of Alumni Engagement.

5.6 Vacancies. Whenever a Tulsa Chapter Director position becomes vacant with more than one month remaining in the term of that position, the Tulsa Chapter President may appoint a replacement to serve for the remainder of the unexpired term. The number of years served during the fulfillment of an unexpired term will not be counted as part of the two-term limitation rule set out in Section 5.4 above.

5.7 Removal. The Executive Committee may remove any Tulsa Chapter Director from the Tulsa Chapter Board for conduct detrimental to the interests of the Tulsa Chapter, for lack of sympathy with objectives, or for refusal to render reasonable assistance in carrying out its purposes. The removed Tulsa Chapter Director may appeal such removal to the Tulsa Board of Directors within 30 days of notice of removal. A simple majority vote of Tulsa Board of Directors will reinstate the Tulsa Chapter Director in question.

5.8 Advisory Directors. The President may invite advisory or honorary members, which may be termed "Advisory Directors." The authority of any Advisory Director is limited to an advisory or honorary function and would not limit or alter the decision-making authority of the elected Tulsa Chapter Board. Such Advisory Directors would include Past Presidents of the Association, representatives of the Black Alumni Leadership Council, Letterwinner's Association, the Golden Hurricane Club and the Law Alumni Association. All Advisory Directors serve one-year terms, which automatically expire when the term of the inviting President expires.

5.9 Compensation. Tulsa Chapter Directors may not receive fees or other compensation for their services as Directors.

5.10 Requirements of Directors. Each Elected Tulsa Chapter Board member must:

- (a) serve on at least one Tulsa Chapter or Alumni Association Board of Directors Committee.
- (b) attend as many regularly scheduled Board of Directors meetings as possible. Attendance information shall be compiled by the Director of Alumni Engagement and forwarded to the President.
- (c) make a financial contribution regardless of the size to the University each TU fiscal year.

## **ARTICLE 6. Meetings of the Tulsa Chapter Board**

6.1 Place of Meetings. The Tulsa Chapter Board will meet at any place, which has been designated from time to time by Tulsa Chapter President. One or more Tulsa Chapter Directors may participate in a meeting by conference telephone or other similar communication equipment by which all Tulsa Chapter Directors participating in the meeting can hear each other. Such participation will constitute the presence in person of the Tulsa Chapter Director.

6.2 Regular Board Meetings. The Tulsa Chapter Board will hold Regular Tulsa Chapter Board Meetings no less than quarterly.

6.3 Special Board Meetings. The Tulsa Chapter Board will hold Special Board Meetings upon (a) the request Tulsa Chapter President, (b) the Director of Alumni Engagement , (c) the written request of any three Tulsa Chapter Directors addressed to the Director of Alumni Engagement or the Tulsa Chapter President. Any request for a Special Board Meeting will state the purpose of the requested Special Board Meeting. Unless approved otherwise by the unanimous consent of the all Tulsa Chapter Directors present, the Tulsa Chapter Board will consider no business at any Special Board Meeting beyond the purpose contained in the request and contained in the notice of the meeting.

6.4 Notice.

- (a) Regular Board Meetings. The Director of Alumni Engagement will provide notice to the Elected and Ex-officio Tulsa Chapter Directors of a Regular Tulsa Chapter Board Meeting at least four days prior to the meeting by email, by posting a notice on the website of The University of Tulsa Alumni Association, or by distributing a calendar at a previous meeting listing the dates and times of such meetings.
- (b) Special Board Meetings. The Tulsa Chapter President or the Director of Alumni Engagement will provide notice to all Tulsa Chapter Directors of a Special Board Meeting at least one day prior to the meeting.
- (c) Waiver of Notice. Any Tulsa Chapter Director may either before, at or after any meeting waive the notice requirement. Any Tulsa Chapter Director automatically waives all notice requirements by his or her presence at any meeting. Any meeting of the Tulsa Chapter Board, even without notice, will be legal and valid if all Directors of the Tulsa Chapter Board are present.

6.5 Quorum and Voting.

- (a) Determining Quorum. One third of voting Tulsa Chapter Directors constitutes a quorum for the transaction of business.
- (b) Voting. When a quorum is present in-person or virtually, all acts of the Tulsa Chapter Board will require a simple majority of the Tulsa Chapter Directors present at the meeting.
- (c) Failure to Establish Quorum. In the absence of a quorum, a majority of the Tulsa Chapter Directors present may temporarily adjourn the meeting until a quorum is present. In the event a meeting is adjourned for lack of a quorum, the Tulsa Chapter President or the

Director of Alumni Engagement will announce to those present the time, date and place of the meeting to reconvene. No other notice is required. In the event a quorum is present when the meeting reconvenes, any action taken by the Tulsa Chapter Board at that time will be deemed valid as if taken at the meeting that was temporarily adjourned for lack of a quorum.

- (d) Action by Consent. The Tulsa Chapter Board may take any permitted actions without a meeting by obtaining the written consent to the action by all voting Tulsa Chapter Directors. Such consent will be filed with the Tulsa Chapter Board minutes. Email copies will be accepted.

## **ARTICLE 7. Officers**

7.1 Positions. The Officers of the Tulsa Chapter will be the:

- (a) President;
- (b) Up to three Vice Presidents;
- (c) Secretary;
- (d) Immediate Past President; and
- (e) President-elect.

7.2 Election and Term of Office. The Tulsa Chapter Directors present at either the Tulsa Chapter Annual Meeting or the regular Tulsa Chapter Board Meeting immediately following the Tulsa Chapter Annual Meeting will confirm the Tulsa Chapter President-elect selected by the Nominating and Leadership Committee. The Tulsa Chapter President will serve until their successor accepts the duties of their office.

7.3 Resignation. A Tulsa Chapter Officer may resign at any time by giving written notice to the Tulsa Chapter President or the Director of Alumni Engagement. Such resignation will take effect upon the latter of (a) receipt of such notice, or (b) at any later time specified in the notice.

7.4 Removal. The Tulsa Chapter Board may remove any Tulsa Chapter Officer for violating bylaws from office with a two-thirds (2/3) vote of the total members of the Tulsa Chapter Board at any Regular Tulsa Chapter Board Meeting or Special Board Meeting called for that purpose.

7.5 Vacancies. The Tulsa Chapter President may appoint someone to fill a vacancy of any Tulsa Chapter Officer. Anyone appointed to fill a vacancy will serve only the unexpired portion of the term of the Office.

7.6 President. The Tulsa Chapter President oversees all Tulsa Chapter operations for a term of two (2) years. Specifically, the Tulsa Chapter President is charged with following rights and duties:

- (a) serve as the official representative and spokesperson of the Tulsa Chapter;
- (b) ensure that new members of the Tulsa Chapter receive appropriate training to perform their job as members;
- (c) oversee all Tulsa Chapter operations and preside at all meetings of the Tulsa Chapter Board of Directors, the Executive Committee and the Annual Meeting;
- (d) determine the number and fill up to three Vice President positions per Section 7.8 of the Bylaws;
- (e) assume responsibility for overall planning and policy,
- (f) appoint ex-officio Tulsa Chapter Board members per Section 5.5(b) of these Bylaws;
- (g) fill vacancies of Officers per Section 7.5 of these Bylaws;

- (h) fill vacancies of Directors per Section 5.6 of these Bylaws;
- (i) serve as or appoint a representative of the Tulsa Chapter to the Alumni Association Board;
- (j) establish committees per Section 8.5 of these Bylaws;
- (k) appoint committee chairs Section 8.4 and 8.5 of these Bylaws;
- (l) serve as an ex-officio member of all Tulsa Chapter committees;
- (m) attends TU Board of Trustee meetings as an ex-official member of the Board of Trustees; and
- (n) perform other duties as assigned by the Board of Directors.

7.7 President-elect. The President-elect will perform the duties of the President either in the absence of the President or at the President’s request. In addition, the President-elect:

- (a) serves as Chair of Nominating and Leadership Committee; and
- (b) serves a two-year term;

7.8 Vice President(s). The Tulsa Chapter President may appoint up to three Vice Presidents and assign such duties of the Tulsa Chapter as the President sees fit. Any Vice President serves at the discretion of the President and must be a Director of the Tulsa Chapter Board. The term of any Vice President expires contemporaneous with the term of the appointing President.

7.9 Secretary. The Tulsa Chapter President may appoint a Secretary to the Tulsa Chapter. The Secretary shall record the minutes of the meetings of the Tulsa Chapter Board and the Tulsa Chapter Executive Committee, and shall be responsible for correspondence of the Chapter, in cooperation with the Director of Alumni Engagement.

## **ARTICLE 8. Committees**

8.1 Committees. The Tulsa Chapter will have the following Standing Committees: Executive Committee (Article 8.2), the Nominating and Leadership Committee (Article 8.3), Other Standing Committees (Article 8.4) and Special Committees (Article 8.5).

8.2 Executive Committee.

(a) Composition. The Tulsa Chapter will have an Executive Committee consisting of:

1. Voting Members:

- i. the officers of the Tulsa Chapter Board;
- ii. the immediately preceding President of the Tulsa Chapter;
- iii. the secretary and
- iv. one Presidential Advisor chosen from those who have served as President of the Tulsa Chapter or its predecessor.

2. Non-voting Members

- i. the Director of Alumni Engagement ; and
- ii. any “invited guests” chosen by the President.

(b) Meetings of the Tulsa Chapter Executive Committee. The Tulsa Chapter Executive Committee will make its own rules as to time, place and notice of meetings and its own rules of procedure. A simple majority of the Voting Members of the Tulsa Chapter Executive Committee will constitute a quorum.

(c) Waiver of Notice. Any actions taken at any meeting of the Tulsa Chapter Executive Committee will be as valid as though had at a meeting duly held after regular call and notice, if a quorum be present and if, either before or after the meeting, each of the members not

present signs a written waiver of notice or a consent to holding such meeting or an approval of the minutes thereof

### 8.3 Nominating and Leadership Committee.

(a) Composition. The Nominating and Leadership Committee will be composed of three to five Tulsa Chapter Directors as appointed annually by the President. The Tulsa Chapter President-elect serves as a voting member and Chair of the Nominating and Leadership Committee.

(b) Role and Responsibilities. The Nominating and Leadership Committee will:

1. nominate Tulsa Chapter Members for the position of Director on the Tulsa Chapter Board.
2. nominate Tulsa Chapter Directors for the position of President-elect.

### 8.4 Other Standing Committees.

(a) List of Standing Committees.

- 1) Homecoming
- 2) TU Uncorked
- 3) TU 'Cane Crawl
- 4) Alumni Engagement
- 5) Student Success

(b) Composition. The Tulsa Chapter President will appoint the Chair of each Standing Committee. The Chair term will run contemporaneous with the appointing Tulsa Chapter President's term and will expire upon the appointment of a new chair by the successor Tulsa Chapter President. Other members of each Standing Committee can be recruited from the Tulsa Chapter Members or other friends of the University.

(c) Role and Responsibilities. Each Standing Committee will pursue the overall goals set for that Standing Committee by the Tulsa Chapter Board.

8.5 Special Committees. The Tulsa Chapter President, with Tulsa Executive Committee approval, may create other committees of the Tulsa Chapter Board. The Tulsa Chapter President will appoint the chair of these committees. Committee composition may include Tulsa Chapter Directors, Tulsa Chapter Members and other friends of the University provided that each of these committees will have at least one Tulsa Chapter Director as a member. The chairmanship of any of these committees will run contemporaneous with the appointing Tulsa Chapter President's term and will expire upon the appointment of a new chair by the successor Tulsa Chapter President.

## **ARTICLE 9. General Provisions**

9.1 The Tulsa Chapter of the Association operates as an outreach program of the Association and The University of Tulsa ("The University"). As such, the following apply:

(a) Funds. The Tulsa Chapter 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.

(b) Exempt Activities. As an organization operating under the auspices of The University, no member, director, officer, employee, volunteer, or representative of the Tulsa Chapter will take or conduct any action or activity by or on behalf of the Association that is not permitted

by an organization exempt 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.

- (c) Legislative or Political Activities. No activities of the Tulsa Chapter 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.
- (d) The membership of the Tulsa Chapter Board should reflect the diversity of our alumni. The Association and the Tulsa Chapter 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 Tulsa Chapter will be diversified so that it appeals to and engages the broad base of our constituents

9.2 Fiscal Year. The fiscal year for the Association runs from July 1 to June 30.

#### **ARTICLE 10. Indemnification**

The University will indemnify all Tulsa Chapter Directors, officers, employees, and committee members and volunteers as set forth in the Bylaws of the University of Tulsa as adopted by the Board of Trustees (sections 40, 41, 42 and 43 of the February 13, 2008 version).

#### **ARTICLE 11. Amendments**

These Bylaws may be amended or repealed by a two-thirds majority vote of the Tulsa Chapter Directors at any Tulsa Chapter Board meeting or by the Tulsa Chapter Members at any Tulsa Chapter membership meeting providing a written notice, including the text of the proposed amendment or a summary thereof, shall have been emailed or mailed to the last know post office address of each director at least seven days before the meeting of the board at which the amendments are to be considered.

The Tulsa Chapter will make all necessary amendments to these Bylaws required to comply with any changes made to the Bylaws of the Alumni Association Board. Such amendments will be drafted and proposed within three (3) months the receipt of any such changes made by the Alumni Association Board.

All amendments to the Tulsa Chapter Bylaws must be ratified by the Alumni Association Board provided that if the Alumni Association Board fails to take action on any changes within three (3) months of their submission to the Alumni Association Board, such changes will be deemed ratified.



Bylaws approved and effective this 9<sup>th</sup> day of February, 2022 by the Members of the Tulsa Chapter and attested to by the President of the Tulsa Chapter.



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Stephanie Madsen, President Tulsa Chapter

Attestation of ratification by the National Board



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Bennett Miller, President of Alumni Association Board

Acceptance by:



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Leslie Blanchet, Director of Alumni Engagement, The University of Tulsa