BYLAWS OF THE TRINITY UNIVERSITY ALUMNI ASSOCIATION

ARTICLE I: NAME AND PURPOSE

1. The name of this Association shall be the Trinity University Alumni Association.

2. The purpose of the Association shall be to encourage the involvement of alumni in the promotion and support of Trinity University.

ARTICLE II: MEMBERSHIP, DUES, AND ANNUAL MEETING

1. Membership in the Association shall be open to any graduate or former student of Trinity University and/or one of its antecedent institutions (Fairemont Female Seminary, San Antonio Female College, Westmoorland College, and the University of San Antonio) and those students completing undergraduate or graduate degree requirements at Trinity University during the current academic year.

2. At the discretion of the Board of Directors, dues may be required for membership in the Association.

3. The annual meeting of the Association will be held within sixty (60) days either before or after October 1st of each year, with the date being set by the Executive Committee of the Trinity University Alumni Association Board (TUAAB). The meeting shall consist of, but not limited to: A meeting of the Board of Directors, which shall be open to the membership. Opportunity for discussion and presentation of proposals and/or grievances by the membership, if such proposals have been presented to the Executive Director of the Alumni Association at least thirty (30) days prior to the annual meeting of the Association.

ARTICLE III: BOARD OF DIRECTORS

1. The Board of Directors shall consist of thirty-six members, divided into six classes of six members.

2. The recommendation of individuals for Board membership shall be made to the Board by its Membership Committee. Nominations may be submitted to the Membership Committee by any member of the Association or of the University’s academic or administrative departments for the Committee’s consideration in accordance with the following procedure: Each such nomination must be submitted to the Membership Committee at least 30 days prior to the annual election of the Board and must be accompanied by written consent of the nominee to serve, if elected. The Membership Committee will propose a slate of candidates comprising of Members of the Association in number not to exceed the number of open seats for the next term.

3. Upon recommendation of the Membership Committee, the Board of Directors shall elect new members to fill all vacancies created by expiring terms of service, resignations, or other
reason. Elections shall occur at the Annual Meeting of the Association for staggered three-year terms beginning at the closing of the annual meeting of the Association. For the purposes of staggering, no more than two classes of six members each shall face election in any given year. A simple majority of the quorum is required to elect members to the Board.

4. Board members may be elected to serve no more than two consecutive three-year terms, but are eligible for appointment to the Board to fill vacancies as prescribed herein without restriction.

5. Any vacancy occurring during a term shall be filled by appointment by the Executive Committee from nominations received by the Membership Committee. Board members appointed to complete vacated terms of service shall not be precluded, subject to nomination and election, from serving up to two additional three-year terms of service of their own following the term they were appointed to complete. Current members may be appointed to fill unexpired terms vacated by other members, but would be ineligible for consecutive re-election following the completion of the second unexpired term of the vacating member.

6. The Membership Committee may recommend a candidate for Board membership who has requested that the start of his or her first term of service be deferred. Such a candidate would be proposed by the Committee to the Board for immediate election, however the commencement of the first term of service of the Member-designate may be delayed by up to, and no more than, three years from the date of election. Members-designate shall be seated by the Membership Committee, with priority, within a new class upon notification of the Committee by the Member-designate that he or she is ready to commence service. Members-designate may also fill vacancies on the Board at the discretion of the Executive Committee. No more than two Members-designate shall be eligible to be seated within any given class at the time the class commences service, and persons who have been Members-designate on the list for the longest period shall have priority. There shall be no more than six Members-designate at any given time, and the Membership Committee will maintain the list of Members-designate. A Member-designate is not a Member of the Board until he or she is seated, and accordingly shares no rights or privileges associated with Board Membership until such time as he or she is seated as a Member of the Board.

7. a. The following shall be ex-officio members of the Board: the immediate Past President of the Association; the President of the University; the Executive Director of the Board; the President of the Health Care Alumni Association; the President of the Association of Student Representatives; the Vice President of the Board of Visitors; up to two representatives of the Faculty nominated by the Faculty Senate and approved by a majority vote of the TUAAB (the “Faculty Liaisons”); the Chair(s) of the student Ambassadors program; an alumni representative of the Education Graduate Programs nominated by the faculty Chair of the Department of Education and approved by a majority vote of the TUAAB; an alumni representative of the Accounting Graduate Program nominated by the faculty Chair of the Department of Accounting and approved by a majority vote of the TUAAB; the president of the Trinity University Network of Entrepreneurs (TUNE); and all Alumni Chapter Presidents.
7. b. The Faculty Liaisons shall serve three-year terms, on a simultaneous or staggered basis, and may be approved by the Board to serve consecutive terms.

7. c. For the purposes of these bylaws, ex-officio members shall have the privilege of the floor at meetings of the Board, and committees of which they may be members, but without a vote, unless otherwise specified herein.

ARTICLE IV: MEETINGS & CONDUCT OF BUSINESS

1. The Board shall meet three times per year, at dates and times set by the Executive Committee of the Board.

2. Written notice of all meetings shall be given to all members of the Board.

3. At scheduled meetings of the Board, a majority of the elected members of the Board shall constitute a quorum, and action of the Board, with the exception of changes to the Bylaws, may be enacted with a simple majority of the quorum in favor.

4. The Board, and its Committees, may vote on matters between regular meetings of the Board by mail, facsimile, or e-mail. In such instances, a quorum shall consist of a majority of all elected members. Return ballots shall be collected and held until a report of the vote is presented at the next regularly scheduled Board meeting.

5. The Board shall operate in accordance with the Bylaws of the Trinity University Alumni Association.

6. All meetings of the Board shall be conducted in accordance with Robert's Rules of Order Newly Revised.

ARTICLE V: OFFICERS

1. Officers of the Association shall be a President, a Vice President, a Secretary and an Immediate Past President. The Office of Treasurer may be activated at such time as there are funds to be managed. The Board shall accept nominations for officers from its Nomination of Officers Committee, and thereafter, from any Board member attending the Board of Directors meeting in the summer. The officers shall be elected by the Board at its meeting held in the fall for a two year term of service beginning at the closing of the meeting of the Association on the same day.

2. The President shall preside at meetings of the Board as Chairman, shall be Chair of the Executive Committee, may call special meetings of the Board, and shall appoint committee members as specified below. The President shall chair the Membership and Nomination of Officers Committees. For the purposes of the bylaws, the term “President” shall mean “President of the Association” unless otherwise specified. The President shall represent the Association and the Board as Trustee Ex-officio on the Trinity University Board of Trustees.
in accordance with the bylaws of that board.

3. The Vice President of the Association shall, in the absence of the President, assume the duties of the President. The Vice President also shall be President-Elect of the Association, and serve as Vice Chairman and Chairman-elect of the Board. The Vice President shall serve as a designated member of the Membership Committee, but may not serve as a member of the Nomination of Officers Committee.

4. The Secretary shall keep all records of the Association, the Board, and the Executive Committee. The Secretary shall also be the Secretary of the Association. The Secretary may designate a staff representative to record all meetings.

5. When activated, the Treasurer shall perform such duties as are assigned by the President.

6. The immediate Past President of the Association shall serve as counsel to the Board and Executive Committee and perform such duties as assigned by the President. The Past President is a designated member of the Executive and Nomination of Officers Committees, and is the designated chair of the Alumni Awards Committee. The Past President serves as an ex-officio member of the Board, and a voting member of all the committees on which he or she serves.

7. An officer serving as Vice President and President-elect at the time of the conclusion of his or her second three year term of regular service shall fulfill his or her service as Vice President and later as President as a member of the Board. This position shall exist outside of the class system described in Article III, Section 1.

8. The Director of Alumni Relations shall serve as the Executive Director of the Board, and as an ex-officio member of the Board and the following committees: Executive, Nomination of Officers, Alumni Awards, Bylaws, Strategic Planning, Membership, and any others to which he or she is assigned by the President.

ARTICLE VI: COMMITTEES

1. The Executive Committee (composed of officers of the Board) shall meet on Call of the President and shall exercise all powers of the Board between meetings of the Board. Chairs of all Standing Committees shall serve as ex-officio members of the Executive Committee. The Executive Committee is a Special Standing Committee.

2. The Nomination of Officers Committee shall recommend a slate of Officers for the Association to the Board. The President who serves as Chair and the Past President are designated voting members of this Committee, with three other members to be appointed by the President. The Vice President may not serve as a member of this Committee. The Nomination of Officers Committee is a Special Standing Committee.

3. The Membership Committee shall recommend a slate of new members to fill all vacant and vacant-pending seats of the Board at the fall meeting. The President who serves as Chair
and the Vice President are designated voting members of this Committee, with three other members to be appointed by the President. The Membership Committee is a Special Standing Committee.

4. The Alumni Awards Committee shall recommend candidates to the President of the University for all alumni awards bestowed by the Association. The Past President is a designated voting member and Chair of this Committee. The Alumni Awards Committee is a Special Standing Committee.

5. In addition to those Committees specified above, the Board shall have the following Regular Standing Committees whose purpose and function shall be determined by the Board: The Networks Committee, The Student Affairs Committee, The Development Committee, The Marketing and Benefits Committee, The Chapters Committee, and the Fraternities and Sororities Committee. The Networks Committee shall have two operating sub-committees: The Recruiting and Admissions Sub-Committee and The Career Networks Sub-Committee. Regular Standing Committees are to meet at regularly scheduled meetings of the Board. Officers of the Board may not serve as Chairs of Regular Standing Committees.

6. In addition to the aforementioned, the Board shall also have the following Special Standing Committees whose purpose and function shall be determined by the Board or the Executive Committee: The Bylaws Committee, The Strategic Planning Committee, and the Student Service Awards. All Special Standing Committees shall meet as necessary to accomplish their respective tasks.

7. The President shall appoint the Chairs, Vice Chairs, and the members of all committees of the Board at the beginning of each Association year, unless otherwise specified herein.

8. Ad hoc committees may be appointed by the President as needed.

9. Meetings of Committees shall be conducted in accordance with Robert’s Rules of Order Newly Revised, unless otherwise instructed by the President. Meetings of Special Standing Committees may be conducted by rules and procedures set by (in order of prerogative) the respective Committee Chair, the President, or the respective Committee as a whole. All Committees may meet outside of regularly scheduled Board meetings as long as such activity is approved by the President or the Executive Committee, and the respective Committee Chair.

**ARTICLE VII: AMENDMENTS**

These Bylaws may be amended by a two-thirds favorable vote of those Board members present at any meetings of the Board, or by favorable vote of a majority of all elected members by email or facsimile, provided that written notice regarding the proposed amendment(s) has been communicated by mail or email to all Board members at least ten days prior to the meeting.