

The Bylaws of the Tulane Alumni Association

Page 1

Article 1

PRINCIPAL OFFICE

The principal office for the transaction of the business of the Tulane Alumni Association ("the Association") is the Tulane Alumni House, 6319 Willow Street, Orleans Parish, New Orleans, Louisiana 70118.

Article 2

MEMBERSHIP

The Association shall be composed of such persons as are entitled to membership as provided by Article 7 of the Charter of the Tulane Alumni Association of Tulane University of Louisiana.

Article 3

BOARD OF DIRECTORS

Section 1. GENERAL The Board of Directors shall have exclusive control of the administration of the affairs of the Association. The Board shall consist of the officers of the Association and the members provided for in Article 9 of the Charter of the Association. At least eight of the members of the Board of Directors shall reside outside of Orleans, Jefferson, St. Bernard and St. Tammany parishes, Louisiana.

Section 2. UNEXCUSED ABSENCES Any member of the Board of Directors who shall have two unexcused absences in any year may be removed from the Board and replaced pursuant to the procedures established by the Executive Committee.

Section 3. ANNUAL GIVING The Board expects its members to contribute annually to the University.

Section 4. VACANCIES In the event of vacancies of the Board of Directors, the Nominating Committee of the Board shall submit nominations for approval by the Executive Committee of the Board.

Section 5. REQUIRED MEETINGS The Board of Directors may meet as many times a year as is deemed necessary by the President of the Association; but shall meet at least three times each year.

Section 6. QUORUM Eleven (11) of the elected members of the Board of Directors shall constitute a quorum.

Section 7. ELECTION OF BOARD MEMBERS The Board of Directors shall be elected or appointed annually as follows:

(a) Subject to the ratification by the Board of Directors, the President shall annually, within sixty (60) days after his/her election, appoint a Nominating Committee to consist of the Immediate Past President of the Association who shall serve as Chair, three members of the Board of Directors, three other qualified individuals the President may select, and

the Director of Alumni Affairs, ex-officio and without vote, for the purpose of submitting nominations for such positions to the Association's membership.

(b) It shall be the duty of this Nominating Committee to nominate one candidate for each of the vacancies on the Board of Directors. In selecting nominees it shall be the duty of the Nominating Committee to solicit names from the individual Colleges and Schools of Tulane University, and Club Cities. In the event that a constituent (college or school) is unable to submit a nomination for that constituent's position, the Nominating Committee will designate that position as an at-large position and fill that position in the manner deemed most appropriate by the Nominating Committee.

(c) At least 60 days prior to the annual membership meeting, the Nominating Committee shall announce its

The Bylaws of the Tulane Alumni Association

Page 2

nominations to the general membership by publishing the list on the alumni website. Also, the nomination forms shall be continually published on the alumni website. At the time of this announcement, the attention of the general membership shall be called to the facts that: (1) other candidates may be proposed to represent any particular College or School provided that their names are submitted in writing to the Secretary bearing the candidate's signed consent and the endorsement of at least twenty (20) alumni of the particular College or School the candidate is to represent: (2) other candidates for Members-at-Large may be proposed provided that their names are submitted in writing to the Secretary bearing the candidate's signed consent and the endorsement of at least fifty (50) alumni without regard to the College or School affiliation of the endorsers; and (3) written submissions must be in the hands of the Secretary Treasurer of the Association thirty (30) days after the date of the results of the Nominating Committee action are mailed or published.

(d) Whenever no nominations are received from the general membership, the candidates nominated by the Nominating Committee shall be automatically elected.

(e) Any vacancy occurring on the Nominating Committee shall be filled by the President subject to the ratification of the Executive Committee.

Section 8. TERM LIMITATION No person shall serve as an elected Director for more than two (2) consecutive terms of two (2) years each. Any former Director shall be eligible for reelection as a Director one (1) year after completion of the second of two such terms.

Article 4

OFFICERS

Section 1. OFFICERS The following shall constitute the officers of the Association, to wit: President, President-elect, a Vice-President and a Secretary / Treasurer.

Section 2. ELECTION These officers shall be elected annually by the Board of Directors at a meeting called for that purpose.

Section 3. RESPONSIBILITY All officers are responsible to the Board.

Section 4. PRESIDENT The President shall be the chief executive officer of the Association and shall exercise general supervision and administration over its affairs. He/she shall preside at all general and special meetings of the Association and shall have power to call, as herein provided, special meetings of the Association for any purpose or purposes. He/she shall, except as herein provided and is otherwise provided by the Executive Committee of the Association, from time to time appoint all committees. He/she shall have power to carry on the affairs of the Association and to execute any instrument necessary in that connection. He/she shall also perform and discharge such other duties and functions as are usual and

incidental to his/her office. He/she shall not serve for more than one term. All legal papers on behalf of the Association shall be signed by the President and attested by the Director. If the President is unavailable, any officer of the Association may act in his/her stead.

Section 5. PRESIDENT-ELECT The President-elect shall be vested with all powers and shall perform all the duties and functions of the President in the absence or disability of the latter, and unless and until the members of the Executive Committee shall otherwise determine. He/she shall take the lead in reviewing the TAA triennial strategic plan.

The Bylaws of the Tulane Alumni Association

Page 3

Section 6. VICE-PRESIDENT This officer shall develop an awareness program so that the alumni board, constituent groups, and club volunteers have a working knowledge of the Alumni Association's Charter, Bylaws, Mission and Implementation Plan, officers' duties, and responsibilities. He/she shall also access and involve constituency groups on the organization and planning of the Alumni Association.

Section 7. SECRETARY/TREASURER The Secretary/Treasurer shall see that full minutes are kept of all meetings of the Association and all committees when required and shall perform such other functions as are usual and customary in the case of such officers or as may be delegated to him/her from time to time. He/she shall be responsible for keeping the Association's charter current with all appropriate organizations. The Secretary/Treasurer shall also serve as the Chairman of the Finance Committee of the Association.

Section 8. DIRECTOR The Director of the Alumni Affairs shall be the chief administrative officer of the Association and shall be responsible to the President and the Board. The Director's responsibility shall be to work with members of the Alumni Association Board of Directors and alumni in liaison with the Alumni Association President and Executive Committee. He/she shall implement Alumni Association Board directives in accordance with Tulane University's policies and procedures and shall support the mission and goals of the Alumni Association and the University. He/she shall coordinate all administrative activities and all alumni volunteer efforts with the University's Alumni Association and the Office of Alumni Affairs.

Article 5

EXECUTIVE COMMITTEE

The Executive Committee of the Association shall consist of the Officers of the Association, the immediate past president, the Representative to the Board of Administrators, and the Association's committee chairs. The Executive Committee shall be empowered to act in emergencies provided there is agreement of at least four (4) of its members.

Article 6

HONORARY MEMBERS

The following persons shall be eligible for Honorary Membership in the Association, upon election by the Executive Committee:

- (a) Those holding honorary degrees from the University.
- (b) Those members of the faculty having at least twenty-five (25) years' service with the University.
- (c) Those administrative staff members having at least twenty-five (25) years' service with the University, and
- (d) Those non-alumni who have rendered special service to the Association or the University.

Article 7

BOARD OF ADMINISTRATORS REPRESENTATION

When requested by the Board of Administrators of the Tulane Educational Fund, two alumni shall serve as representatives to this Board: (1) the President of the Association and (2) one member of the Association nominated by the Executive Committee and appointed by the Board of Administrators.

The Bylaws of the Tulane Alumni Association

Page 4

Article 8

STANDING AND AD HOC COMMITTEES

Section 1. STANDING COMMITTEES The President shall appoint the following standing committees each year:

1. Awards Committee
2. Club Committee
3. Communications and Marketing Committee
4. Finance Committee
5. Nominating Committee
6. Programming Committee
7. Student Outreach Committee

Section 2. AD HOC COMMITTEES The President may appoint any additional ad hoc committees he/she deems necessary, for a term not to exceed his/her term of office, with the advice and consent of the Executive Committee.

Section 3. COMMITTEE CHAIRS The President shall appoint a chair of each standing and ad hoc committee with the ratification of the Board of Directors, provided that the Immediate Past President of the Association shall automatically serve as chair of the Nominating Committee.

Section 4. AWARDS COMMITTEE

(a) Distinguished Alumnus/a Award. Each year the Awards Committee will select an individual or individuals to receive this (these) award(s) pursuant to guidelines set by the chair of the Awards Committee and with the concurrence of the President of the University.

(b) Volunteer Alumnus/a Award. Each year the Awards Committee will select an individual or individuals to receive this (these) award(s) pursuant to guidelines set by the chair of the Awards Committee.

(c) The Director of Alumni Affairs will prepare materials to solicit nominations for the above awards from the alumni and university communities and will prepare and disseminate a timetable, nomination materials and criteria for selection.

(d) Other awards may be presented annually according to guidelines set by the chair of the Awards Committee.

Section 5. CLUB COMMITTEE The TAA Club Committee facilitates meetings of the club presidents and recommends and implements policies relating to alumni club activities.

Section 6. COMMUNICATIONS AND MARKETING COMMITTEE The TAA Communications and Marketing Committee recommends communication outreach methods and implements TAA marketing opportunities.

Section 7. FINANCE COMMITTEE The TAA Finance Committee is the steward for board member annual giving and reviews TAA fiscal policy and expenses.

Section 8. NOMINATING COMMITTEE The TAA Finance Committee is appointed by the TAA president and operates under the guidelines set forth in Article 3, Section 7.

Section 9. PROGRAMMING COMMITTEE The TAA Programming Committee plans the agendas and recommends activities for TAA board meetings.

Section 10. STUDENT OUTREACH COMMITTEE The TAA Student Outreach Committee creates and builds student awareness of alumni opportunities and responsibilities.

Article 9

ANNUAL MEETING

The date of the Annual Meeting of the Association shall be set by the President of the Association and notice thereof shall be given to the members at least 30 days before the meeting.

Article 10

MISCELLANEOUS

Section 1. SEAL The Association shall have a seal inscribed with the words:

TULANE ALUMNI ASSOCIATION
NEW ORLEANS LOUISIANA

The Bylaws of the Tulane Alumni Association

Page 5

Section 2. RULES OF PROCEDURES The rules contained in the latest revision of Robert's Rules of Order shall govern all meetings of the members, the Board of Directors and the various committees, except to the extent that the same may conflict with these Bylaws.

Section 3. INDEMNIFICATION The Association shall have the power to the maximum extent permitted by the Louisiana Nonprofit Corporation Law, to indemnify each of its agents against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with any proceeding arising by reason of the fact that any such person is or was an agent of the Association. For purposes of this Section, an "agent" of the Association includes any person who is or was a director, officer, employee, or other authorized representative of the Association.

Section 4. AMENDMENTS These Bylaws may be amended or repealed by the vote of a majority of a quorum at a meeting of the general membership duly called for such purpose, or by the vote of a majority of a quorum of the Board at a meeting called for such purpose.

(as amended October 9, 2010)