

1.14 ALUMNI ASSOCIATION

1.14.1 Constitution of the Alumni Association of the University of St. Francis

1.14.1.1 ARTICLE I – Name and Role at the University

The association of the Alumni of the University of St. Francis (the “University”) will be called Alumni Association of the University of St. Francis (the “Alumni Association”). The Alumni Association supports and advises the University through the Alumni Office in its purpose to provide alumni a lifelong connection to the University of St. Francis community, builds relationships that foster affinity, loyalty and support for the University and reflects the Catholic and Franciscan principles on which the University was founded.

1.14.1.2 ARTICLE II - Purpose

The Alumni Association exists for the following purposes:

To support and advise the University through the Alumni Office;

- To promote the image of the University;
- To build and promote positive relationships with Alumni that foster affinity, loyalty and support for the University;
- To reflect the Catholic and Franciscan principles on which the University was founded;
- To assist in attracting students to the University;
- To provide opportunities to serve the mutual needs of the University and its alumni; and
- To provide scholarship assistance to alumni family members and other students.

1.14.1.3 ARTICLE III – By-Laws

The Alumni Association shall have the power to adopt By-laws for its operations which shall include officers, meetings, and committees as necessary so long as they are not in conflict with this Constitution, the Articles of Incorporation or By-laws of the University, or other applicable rules and regulations thereof.

1.14.1.4 ARTICLE IV - Amendments

An amendment to this Constitution may be made by an affirmative vote of at least two-thirds (2/3) of the members of the Board of Directors of the Alumni Association present in person or represented by proxy at a regular meeting of the Alumni Association or a special meeting of the Alumni Association called for that purpose, or by mail, facsimile or electronic mail ballot, as available or an

affirmative vote of the majority of the voting members of the Alumni Association represented in person or by proxy at a regular meeting of the Alumni Association or a special meeting of the Alumni Association called for that purpose, or by mail, facsimile or electronic mail ballot, as available.

The Alumni Association shall prepare the format for the recommended revisions or amendments. Any member with voting privileges may suggest such revisions or amendments. The Alumni Association shall circulate to the voting members of the Alumni Association, the President of the University and the Chairperson of the Board of Trustees at least twenty-one (21) calendar days prior to the final action, through a medium as selected by the President of the Board of Directors of the Alumni Association in consultation with the Alumni Office, any proposed revisions or amendments to this Constitution.

No amendment shall be in conflict with the Articles of Incorporation or By-laws of the University or other applicable rules or regulations thereof. An amendment is considered in effect when also approved by the designee of the President of the University, the President of the University and the Chairperson of the Board of Trustees of the University.

All proxies for purposes of the Constitution shall be

- (i) made by an instrument in writing signed by the member giving the proxy
- (ii) submitted to either the President, President-elect, or any Vice President of the Board of Directors of the Alumni Association at least twenty-four (24) hours in advance of the meeting at which action by vote is to be taken unless the issue on which to be voted was presented less than twenty-four (24) hours prior to such meeting,
- (iii) effective with respect to only one meeting as designated in such proxy,
- (iv) limited to no more than two given by any one voting member in any calendar year and
- (v) limited such that a member may not accept and vote more than three proxies on any action on which a vote is to be taken.

1.14.2 By-laws of the Alumni Association of the University of St. Francis

1.14.2.1 ARTICLE I - Name

The name of the Organization is THE ALUMNI ASSOCIATION OF THE UNIVERSITY OF ST. FRANCIS, (the “Alumni Association”).

1.14.2.2 ARTICLE II - Offices

The principal office of the Alumni Association shall be located at the University of St. Francis, Joliet Illinois.

1.14.2.3 ARTICLE III – Membership of the Alumni Association

1. Membership. The voting members of the Alumni Association shall include all graduates of the University of St. Francis [formerly the College of St. Francis,

St. Joseph's College of Nursing, and St Joseph's School of Nursing] (the "University") and any student whose status prior to June 1, 2007 constitutes a former student in good standing of the University.

2. Ex Officio Members. Graduates who receive degrees from the University *Honoris Causa*, current members of the Sisters of St. Francis Mary Immaculate, friends and benefactors of the University recognized by the Alumni Association, the designee of the President of the University and the Director of Alumni Relations shall be ex officio governance members of the Alumni Association, without vote. Ex officio members may serve on committees but may not hold office in the Alumni Association.
3. Membership Disputes. Subject to the conditions described above, the Executive Committee of the Alumni Association shall decide any disputes over individual qualifications for membership and voting.

1.14.2.4

ARTICLE IV – Meeting of Members

1. Annual Meeting. The Alumni Association shall hold an annual meeting, open to all members, at a time designated by the Board of Directors of the Alumni Association.

Meetings are convened and presided over by the President of the Board of Directors of the Alumni Association, who shall circulate the notice of the meeting and its agenda not less than ten calendar days in advance of the meeting. The agenda must always allow for "New Business."

2. Notice of Meetings. Notice of the time and place of all meetings of the members, including the annual meeting, shall be prepared by the Secretary of the Board of Directors of the Alumni Association and delivered to the members of the Alumni Association not less than ten calendar days before such meeting. Notice of special meetings shall state the purpose for which the meeting is called.
3. Agenda. The President, with input from the Executive Committee of the Alumni Association, shall prepare the agenda and deliver it to the Alumni Director for distribution to the Board of Directors of the Alumni Association not less than ten calendar days prior to any meeting.
4. Conduct of Meetings. Robert's Rules of Order Revised shall govern the conduct of business in all cases to which they are applicable and in which they are not inconsistent with the rules of order of the Alumni Association. An affirmative vote of at least two-thirds (2/3) of the voting members of the Alumni Association present in person shall be required to suspend any rules of order.
5. Quorum. There shall be no quorum requirements for the annual meeting or a special meeting of the members.
6. Attendance. Members may attend meetings via teleconference or video transmission where all parties can hear and be heard. For purposes of any meetings, attendance by teleconference or video transmission, the member must announce their presence when their attendance commences and actively

participate on the call, which shall constitute attendance in person. If a member is absent from a meeting, but provides a proxy, such proxy does not constitute attendance for the member providing the proxy.

7. Voting. All voting members of the Alumni Association shall be entitled to vote in person or by proxy at the annual meeting or special meeting of the members. Each voting member shall be entitled to one vote on any question brought before such meeting for which the voting member is entitled to vote. If a quorum is present for a vote at any meeting, an affirmative vote of at least a majority of the voting members who constitute the quorum for the measure voted upon shall decide any question brought before such meeting, except where a greater majority is required by law or by these By-laws.

If a member is absent from a meeting, but provides a proxy, such proxy does not constitute attendance for the member providing the proxy.

If a member encounters an unscheduled or emergency situation and cannot attend a meeting less than 24 hours in advance of a regular, committee or special meeting, then the member, by email, shall notify the Secretary of the Board of Directors notice of absence and/or request for proxy, or by mobile device, shall call, leave a voicemail message or text the Secretary or any of the Vice Presidents of the Board of Directors of the Alumni Association to let them know of their absence and/or request for proxy.

8. Non-voting Participation. Ex officio members shall be entitled to participate in meetings of the members for the purpose of reports and other discussion but shall not be entitled to vote on any matters coming before the members.

1.14.2.5

ARTICLE V – Board of Directors

1. Number, Tenure and Qualifications. The Board of Directors of the Alumni Association shall consist of no greater than thirty (30) voting members of the Alumni Association nominated by the Nominating Committee as set forth in Article VIII of these By-laws and elected at the annual meeting of the Alumni Association. Members of the Board of Directors of the Alumni Association shall serve three-year terms staggered such that up to twelve (12) new Directors are elected each year. The terms of the Directors are to be staggered so that no greater than twelve (12) new Directors are elected each year.

In addition, a faculty representative may be elected by the Academic Assembly of the University up to every three years to serve as a liaison to the Board of Directors of the Alumni Association. Up to three student representatives may also be selected by the Nominating Committee, as needed, after considering recommendations, to serve as liaisons representing the student body. Liaisons shall not be entitled to vote on any matters coming before the Board of Directors of the Alumni Association.

2. Duties and Obligations. The duties and obligations of the Board of Directors of the Alumni Association shall include the following:

- A. To be a representative body of the members of the Alumni Association.
 - B. To form and implement the policies of the Alumni Association.
 - C. To direct Alumni Association activities.
 - D. To further the purposes and represent the interests of the University and of the Alumni Association.
 - E. To give financially towards the annual scholarship fund (“Francis Fund”) each fiscal year (June 1 through May 31) (excluding ex officio members).
 - F. To participate on at least one committee of the association.
 - G. To perform such other duties as are incident to the office.
3. Regular Meetings. The Board of Directors of the Alumni Association shall hold regular meetings, at least three times per calendar year, in accordance with a schedule adopted by its members.
 4. Committee Meetings. The Board of Directors of the Alumni Association shall also hold Committee meetings, at least two times per calendar year, in accordance with a schedule adopted by its members. Committee meetings address the specific business needs of each committee of the Board of Directors.
 5. Committee Selection. Each member upon election to the Board shall select at least one committee on which to participate. Committee participation shall remain in effect for the fiscal year (June 1 through May 31). At the final regularly scheduled board of directors meeting each year, members will make committee selections for the subsequent year.
 6. Special Meetings. Special meetings of the Board of Directors of the Alumni Association may be held on the call of the President of the Board of Directors of the Alumni Association or any six members of the Board of Directors of the Alumni Association.
 7. Notice of Meetings. Notice of the time and place of regular meetings of the Board of Directors of the Alumni Association may be provided by resolution and no further notice shall be necessary. Notice of the time and place of all meetings of the members, including the annual meeting, shall be prepared by the Secretary of the Board of Directors of the Alumni Association and delivered to the members of the Alumni Association not less than ten calendar days before such meeting.

Notice of the time and place of all special meetings shall be prepared by the Secretary of the Board of Directors of the Alumni Association and delivered to each member of the Board of Directors of the Alumni Association, at least five (5) calendar days before such meeting. All notices of special meetings shall state the purpose of the meeting.
 8. Agenda. The President, with input from the Executive Committee of the Alumni Association, shall prepare the agenda and deliver it to the Alumni Director of the University for distribution to the Board of Directors of the Alumni Association not less than ten calendar days prior to any meeting.

9. Conduct of Meetings. Robert's Rules of Order Revised shall govern the conduct of business in all cases to which they are applicable and in which they are not inconsistent with the rules of order of the Alumni Association. An affirmative vote of at least two-thirds (2/3) of the members of the Board of Directors of the Alumni Association present in person is needed to suspend any rules of order.
10. Quorum. Two-thirds (2/3) of the members of the Board of Directors of the Alumni Association present in person or represented by proxy shall constitute a quorum.
11. Attendance. Members may attend meetings via teleconference or video transmission where all parties can hear and be heard. For purposes of any meetings, attendance by teleconference or video transmission shall constitute attendance in person.
12. Voting. All members of the Board of Directors of the Alumni Association shall be entitled to vote at the regular and special meetings of the Board of Directors of the Alumni Association. Each such member shall be entitled to one vote on any question brought before such meetings for which the member is entitled to vote. If a quorum is present for a vote at any meeting, an affirmative vote of at least a majority of the voting members of the Board of Directors of the Alumni Association who constitute the quorum for the measure voted upon shall decide any question brought before such meeting except where a greater majority is required by law or by these By-laws.
13. Non-Voting Participation. Ex officio members shall be entitled to participate in meetings of the Board of Directors of the Alumni Association for the purpose of reports and other discussion but shall not be entitled to vote on any matters coming before the Board of Directors of the Alumni Association.
14. Resignation and Removal. Any member of the Board of Directors of the Alumni Association may resign at any time effective upon giving written notice to the President of the Board of Directors of the Alumni Association.

All or any number of the members of the Board of Directors of the Alumni Association may be removed, with cause, at a meeting of the Board of Directors of the Alumni Association called expressly for that purpose at which a quorum is present. Removal shall occur upon an affirmative vote of at least two-thirds (2/3) of the members of the Board of Directors of the Alumni Association present in person or represented by proxy at the meeting.

Members of the Board of Directors of the Alumni Association may also be removed by an affirmative vote of at least a majority of the members of the Executive Committee of the Alumni Association, based upon termination of membership or violation of any conflict of interest policy or law. Failure to attend 51% or more, collectively, of the regularly scheduled Board of Directors meetings or committee meetings in person during any calendar year shall constitute cause for removal of a Director.

15. Vacancies. In the event of a vacancy occurring by reason of death, removal or resignation of a member of the Board of Directors of the Alumni Association,

the President of the Alumni Association may appoint a representative to fill the position. The individual appointed to fill such vacancy shall be appointed for the unexpired term of the predecessor in office.

16. Informal Action by Board of Directors of the Alumni Association. Any action required to be taken at a meeting of the Board of Directors of the Alumni Association or any action which may be taken at a meeting of the members of the Board of Directors of the Alumni Association may be taken without such a meeting if a consent, setting forth the action so taken, is signed by all of the members of the Board of Directors of the Alumni Association.

1.14.2.6 ARTICLE VI – Executive Committee of the Alumni Association

1. Number, Tenure and Qualifications. The Executive Committee of the Alumni Association shall be comprised of the following officers of the Alumni Association: the President, President-elect, Vice President for Programs, Vice President for Scholarships, Vice President for Constitution, Vice President for Young Alumni and Student Engagement, and the Secretary of the Board of Directors. These officers shall be elected by a plurality of votes of the Board of Directors of the Alumni Association for no more than two consecutive two-year terms.

In addition to the aforementioned officers, the Immediate Past President shall serve as an ex-officio to the Executive Committee for a term to coincide with that of the current President. The term for an Immediate Past President cannot be extended or renewed.

Membership of the officers on the Executive Committee shall be for no more than two consecutive two year terms, with the exception of the positions of President, President-elect and Immediate Past President.

Only graduates of the University are eligible to serve on the Executive Committee of the Alumni Association.

2. Duties. The duties of the Executive Committee of the Alumni Association (excluding the immediate Past President), include the following:
 - A. To set the agenda for the meetings of the Alumni Association, the Board of Directors of the Alumni Association, and the Executive Committee of the Alumni Association;
 - B. To coordinate the work of the standing committees of the Alumni Association and ex officio members; and to further the purposes and represent the interests of the University and the Alumni Association.
3. Duties. The duties of the Immediate Past President of the Alumni Association shall include the following:
 - A. To assist the incoming President with her/his transition into office as necessary;

- B. To provide background information regarding the President's position on the Board of Trustees of the University; and
 - C. To assist the incoming President with certain duties that she/he deems necessary except for acting in the capacity of President; and,
 - D. To perform such other duties as are incident to the office.
4. Regular Meetings. The Executive Committee of the Alumni Association shall hold regular meetings, at least three times per calendar year, in accordance with a schedule adopted by the Executive Committee of the Alumni Association.
 5. Special Meetings. Special meetings of the Executive Committee of the Alumni Association may be held on the written call of the President of the Board of Directors of the Alumni Association or any three members of the Executive Committee of the Alumni Association.
 6. Notice of Meetings. Notice of the time and place of regular meetings of the Executive Committee of the Alumni Association may be provided by resolution and no further notice shall be necessary. Notice of the time and place of all special meetings shall be prepared by the Secretary of the Board of Directors of the Alumni Association and delivered to each member of the Executive Committee of the Alumni Association, at least five (5) calendar days before such meeting. All notices of special meetings shall state the purpose of the meeting.
 76. Agenda. The agenda for meetings of the Executive Committee of the Alumni Association shall be prepared by the Secretary in consultation with the President of the Board of Directors of the Alumni Association. Items should be submitted in writing to the President of the Board of Directors of the Alumni Association within a reasonable time, but in no event less than five (5) calendar days prior to the meeting at which they shall be discussed.
 8. Conduct of Meetings. Robert's Rules of Order Revised shall govern the conduct of business in all cases to which they are applicable and in which they are not inconsistent with the rules of order of the Alumni Association. An affirmative vote of at least two-thirds (2/3) of the members of the Executive Committee of the Alumni Association present is needed to suspend any rules of order.
 9. Quorum. Two-thirds (2/3) of the members of the Executive Committee of the Alumni Association present in person or represented by proxy shall constitute a quorum.
 10. Attendance. Members of the Executive Committee of the Alumni Association may attend meetings via teleconference or video transmission where all parties can hear and be heard. For purposes of any meetings, attendance by teleconference or video transmission shall constitute attendance in person.
 11. Voting. All members of the Executive Committee of the Alumni Association shall be entitled to vote at the regular and special meetings of the Executive Committee of the Alumni Association. Each such member shall be entitled to

one vote on any question brought before such meetings at which such member is entitled to vote.

12. Non-Voting Participation. Ex officio members shall be entitled to participate in meetings of the Executive Committee of the Alumni Association for the purpose of reports and other discussion but shall not be entitled to vote on any matters coming before the Executive Committee of the Alumni Association.
13. Resignation and Removal. Any member of the Executive Committee of the Alumni Association may resign at any time effective upon giving written notice to the President of the Board of Directors of the Alumni Association.

All or any number of the members of the Executive Committee of the Alumni Association may be removed, with or without cause, at a meeting of the Board of Directors of the Alumni Association called expressly for that purpose at which a quorum is present. Removal shall occur upon an affirmative vote of at least two-thirds (2/3) of the members of the Board of Directors of the Alumni Association present in person or represented by proxy at the meeting.

Members of the Executive Committee of the Alumni Association may also be removed by a majority vote of the members of the Board of Directors of the Alumni Association, based upon termination of membership or violation of any conflict of interest policy or law. Failure to attend 51% or more of the regularly scheduled meetings of the Executive Committee in person during any calendar year shall constitute cause for removal.

14. Vacancies. In the event of a vacancy occurring by reason of death, removal or resignation of a member of the Executive Committee of the Alumni Association, the President of the Alumni Association will appoint a successor with the approval of the Board of Directors of the Alumni Association. In the event that the office of President of the Alumni Association is vacant, the President elect shall fulfill the position. Individuals appointed to fill vacancies shall be appointed for the unexpired term of their predecessor in office.
15. Informal Action by Executive Committee of the Alumni Association. Any action required to be taken at a meeting of the Executive Committee of the Alumni Association or any action which may be taken at a meeting of the members of the Executive Committee of the Alumni Association may be taken without such a meeting if a written consent, setting forth the action so taken, is signed by all of the members of the Executive Committee of the Alumni Association.

1.14.2.7 ARTICLE VII - Officers

1. Officers. The officers of the Board of Directors of the Alumni Association shall be the President, President-elect, Vice President for Programs, Vice President for Scholarships, Vice President for Constitution, Vice President for Young Alumni and Student Engagement, a Secretary, and such other officers as the members of the Board of Directors of the Alumni Association shall designate and each such officer shall be a member of the Executive Committee of the

Board of the Alumni Association. All officers must be graduates of the University.

2. Election and Term of Office. The Board of Directors of the Alumni Association shall elect officers at the final meeting of the fiscal year in which the term of the current President expires. The current President-elect shall be installed as President. Officers, other than the President and President-elect of the Alumni Association, are elected for two-year terms.

Neither the President nor the President-elect may be employed by the University during the term of office. If subsequent to the election of the President or President-elect, such officer becomes employed by the University, such officer shall be deemed to have resigned such officer's position as the President or President-elect, as applicable, effective on the date such employment commenced without any further action by the Board of Directors of the Alumni Association.

3. President. The duties of the President of the Board of Directors of the Alumni Association shall be as follows:
 - A. To serve as Chief Executive Officer and preside at all meetings of the Alumni Association, Board of Directors of the Alumni Association and the Executive Committee of the Alumni Association or designate the President-elect or some other voting member to preside;
 - B. To determine the business of the Alumni Association through an agenda to be prepared in consultation with the Executive Committee of the Alumni Association;
 - C. To appoint all committees and positions not otherwise provided for in these By-laws;
 - D. To serve as the official representative of the Alumni Association on the Board of Trustees of the University; and
 - E. To serve ex officio and without vote on all committees of the Alumni Association and to perform all such duties as are incident to the office of President of the Alumni Association.
 - F. To remind all board members (other than ex-officio members) of their need to show commitment to the University by participating in the annual scholarship fund ("Francis Fund") each fiscal year (June 1 through May 31) and the importance of leading by example with respect to giving to the University.
 - G. To actively collaborate with the President-elect, to perform all such duties as are incident to the office.
4. President-elect. The duties of the President-elect of the Alumni Association shall be as follows:

- A. To preside at all meetings of the Alumni Association, Board of Directors of the Alumni Association and the Executive Committee of the Alumni Association in the absence of the President of the Alumni Association;
 - B. To deliver the report of the Executive Committee of the Alumni Association at the meetings of the Board of Directors of the Alumni Association;
 - C. To perform such duties as may be assigned by the President of the Alumni Association;
 - D. To serve as chairperson of the Nominating Committee;
 - E. To serve ex officio and without vote on all committees of the Alumni Association other than the Nominating Committee; and
 - F. To actively collaborate with the President, and to perform all such duties as are incident to the office.
5. Vice President for Programs. The duties of the Vice President for Programs of the Alumni Association shall be as follows:
- A. To foster an ongoing dialogue with alumni regarding outreach; including parents/families; services; programs and events such as reunion weekend and homecoming, as desired by the Association and its members;
 - B. To present to the Executive Committee proposals for programs and events developed by the Program Committee;
 - C. To serve as chairperson of the Program Committee; and
 - D. To perform such other duties as are incident to the office.
6. Vice President for Scholarships. The duties of the Vice President for Scholarships of the Alumni Association shall be as follows:
- A. To serve as chairperson of the Scholarship Committee; and
 - B. To perform such other duties as are incident to the office.
7. Vice President for Constitution. The duties of the Vice President for Constitution shall be as follows:
- A. To serve as Chairperson of the Constitution Committee;
 - B. To dialogue with the President, President-elect, and all other Vice Presidents regarding proposed changes to the Constitution and/or By-laws;
 - C. To evaluate and enumerate specific changes to the current Constitution and By-laws to the Constitution Committee for discussion and approval;
 - D. To explain all changes approved by the Constitution Committee to the Board of Directors for their approval;
 - E. To draft a revised Constitution and By-laws that incorporates all changes approved by the Board of Directors;

- F. To address any inquiries regarding the revised Constitution and By-laws to those individuals responsible for approval subsequent to the approval of the Board of Directors of the Alumni Association, including the President of the University, and the University Board of Trustees; and,
 - G. To perform such other duties as are incident to the office.
8. Vice President for Young Alumni and Student Engagement. The duties of the Vice President for Young Alumni and Student Engagement shall be as follows:
- A. To serve as the Chairperson of the Young Alumni and Student Engagement Committee;
 - B. To dialogue with young alumni, especially those who graduated within the past 10 years, regarding services, programs and events desired by these alumni;
 - C. To present to the Executive Committee proposals for events created for young alumni and current students;
 - D. To dialogue with the President of the Student Government Association (SGA) as well as the President of the Students Today, Alumni Tomorrow Student Club (STAT), or any respective successors thereto, regarding services, programs and events desired by these groups;
 - E. To coordinate these and other young adult and student related matters with the Officers and staff of the University; and,
 - F. To perform such other duties as are incident to the office.
9. Secretary. The duties of the Secretary shall be as follows:
- A. To keep the minutes and distribute minutes of all meetings of the Alumni Association, the Board of Directors of the Alumni Association and the Executive Committee of the Alumni Association;
 - B. To keep a current list of the voting and ex officio members of the Alumni Association;
 - C. To make an annual report and submit all records to the President of the Alumni Association; and
 - D. To perform such other duties as are incident to the office.

1.14.2.8 ARTICLE VIII – Standing Committees of the Alumni Association

In order to facilitate its work, the Alumni Association has five standing committees, in addition to the Executive Committee of the Alumni Association, established by these By-laws. Each standing committee shall be chaired by a voting member of the Board of Directors of the Alumni Association elected by a plurality of votes of the members of the Board of Directors of the Alumni Association.

Nominating Committee.

The Nominating Committee shall consist of no fewer than four current members of the Board of Directors of the Alumni Association appointed by the President of the Alumni Association.

Each year, the Nominating Committee shall nominate and prepare a slate of members to serve on the Board of Directors of the Alumni Association. Nominees must consent to the presentation of their respective names on the slate.

The Nominating Committee shall consider the diversity of the Alumni Association when determining who will be nominated for membership on the Board of Directors of the Alumni Association. When the term of the outgoing President of the Board of Directors of the Alumni Association to serve as a member of the Board of Directors of the Alumni Association expires that year, the outgoing President of the Alumni Association shall be nominated to be a member of the Board of Directors of the Alumni Association following the president's term of office.

After considering recommendations, the Nominating Committee shall select up to three student representatives, as needed, to serve as liaisons representing the student body. The President-elect shall be the chairperson of the Nominating Committee and shall vote only in the case of a tie.

Scholarship Committee.

The Scholarship Committee of the Alumni Association shall be responsible for the granting of Alumni Association funds to students. The decisions shall be based on criteria that exist for the individual scholarships. The Scholarship Committee of the Alumni Association shall consist of no fewer than four members of the Board of Directors of the Alumni Association appointed by the President of the Alumni Association. The Vice President for Scholarships shall be the chairperson of the Scholarship Committee and shall vote only in the case of a tie.

Program Committee.

The Program Committee of the Alumni Association shall have two subcommittees: Homecoming/Reunion Subcommittee and Engagement Subcommittee. The Homecoming/Reunion Subcommittee shall be responsible for all activities relating to the annual homecoming and reunion of the Alumni Association.

The Engagement Subcommittee shall be responsible for all activities relating to events for parents/families, alumni outreach, events and travel offered to the Alumni Association.

In addition to the responsibilities of the two subcommittees, the Program Committee shall have general responsibility relating to programs for the Alumni Association, and shall accept additional responsibility as the Board of Directors of the Alumni Association shall designate thereto.

The Program Committee shall perform its duties hereunder and coordinate any programs with the assistance of the Alumni Office. The Vice President for Programs shall be the chairperson of the Program Committee and shall be the chairperson of each of the Homecoming/Reunion Subcommittee and the

Engagement Subcommittee of the Alumni Association and shall vote only in the case of a tie.

Constitution Committee.

The Constitution Committee of the Alumni Association shall be responsible for all amendments to the Constitution and By-laws of the Alumni Association. The Vice President for Constitution Committee shall coordinate and evaluate all proposed changes to such documents with the Executive Committee of the Alumni Association and chairpersons of each standing committee. Periodically, the Constitution Committee shall review the Constitution and By-laws for any necessary revisions and then, if necessary, create a revised Constitution for discussion and approval by the Board of Directors of the Alumni Association. The Vice President for Constitution will be responsible for providing a thorough explanation of all revisions to the Board of Directors, The Board of Trustees of the University, and the President of the University. The Constitution Committee shall consist of no fewer than four members of the Board of the Alumni Association appointed by the President of the Alumni Association. The Vice President for Constitution shall be chairperson of the Constitution Committee and shall vote only in the case of a tie.

Young Alumni and Student Engagement Committee.

The Young Alumni and Student Engagement Committee of the Alumni Association shall be responsible for outreach, dialogue and engagement of students and young alumni, especially those who graduated within the past ten years, regarding services, programs and events desired by students and alumni. Additionally, the Young Alumni and Student Engagement Committee will work with the Student Government Association (SGA) and the Students Today, Alumni Tomorrow Student Club (STAT), or any respective successors thereto, regarding the identification and implementation of services, programs and events desired by these groups. Moreover, the Young Alumni and Student Engagement Committee will work with officers and staff of the University at every level to develop services, programs and events desired by students and alumni. The Vice President for Young Alumni and Student Engagement shall be the chairperson of the Young Alumni and Student Engagement Committee of the Alumni Association and shall vote only in the case of a tie.

1.14.2.9 ARTICLE IX – Ad Hoc Committees

The Board of Directors and the Executive Committee of the Alumni Association may appoint such ad hoc committees as are deemed necessary and appropriate by a resolution adopted by an affirmative vote of at least a majority of their respective members and approved by the President of the Alumni Association.

1.14.2.10 ARTICLE X – Formation of Chapters

With the consent of the Alumni Director of the University and in accordance with guidelines established by the University, members of the Alumni Association may form a chapter and, after formation, all such chapters shall be required to follow guidelines established by the University. All chapter representatives shall be encouraged to attend meetings of the Board of Directors of the Alumni Association.

1.14.2.11 ARTICLE XI – Amendments

By-laws not in conflict with the provisions of the Constitution of the Alumni Association, the Articles of Incorporation or By-laws of the University, or other applicable rules or regulations thereof, may be adopted, amended, or repealed without further formality by an affirmative vote of at least two-thirds (2/3) of the members of the Board of Directors of the Alumni Association represented in person or by proxy at a regular meeting of the Alumni Association or a special meeting of the Alumni Association called for that purpose, or by mail, facsimile or electronic mail ballot, as available, or an affirmative vote of the majority of the voting members of the Alumni Association represented in person or by proxy at a regular meeting of the Alumni Association or a special meeting of the Alumni Association called for that purpose, or by mail, facsimile or electronic mail ballot, as available. No amendment shall be in conflict with the Articles of Incorporation or By-laws of the University, or other applicable rules and regulations thereof. The Alumni Association shall prepare the format for the recommended revisions or amendments. Any member with voting privileges may suggest such revisions or amendments. The Alumni Association shall circulate to the voting members of the Alumni Association, the President of the University and the Chairperson of the Board of Trustees at least twenty-one (21) calendar days prior to the final action, through a medium as selected by the President of the Board of Directors of the Alumni Association in consultation with the Alumni Office, any proposed revisions or amendments to the By-laws. An amendment is considered in effect when also approved by the designee of the President of the University, the President of the University and the Chairperson of the Board of Trustees of the University.

All proxies for purposes of the By-laws shall be (i) made by an instrument in writing signed by the member giving the proxy, (ii) submitted to either the President, President-elect, or any Vice President of the Board of Directors of the Alumni Association at least twenty-four (24) hours in advance of the meeting at which action by vote is to be taken, unless the issue on which to be voted was presented less than twenty-four (24) hours prior to such meeting, (iii) effective with respect to only one meeting as designated in such proxy, (iv) limited to no more than two given by any one voting member in any calendar year, and (v) limited such that a member may not accept and vote more than three proxies on any action on which a vote is to be taken.

(Constitution and By-Laws approved in accordance therewith: 1999; 2004; November 28, 200, _____, 2011, Approved ACJ & KMG September 25, 2015)