

**AMENDED AND RESTATED CONSTITUTION AND BY-LAWS 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 to be the Amended and Restated Constitution and By-Laws for The University of Tulsa Alumni Association (the “Association”) replacing and superseding the former Constitution and By-Laws of the Association effective on June 1, 1996, and amended in February, 2003.

I. NAME, OFFICES AND DIRECTOR

- A. The Association is an unincorporated association to be known as “The University of Tulsa Alumni Association” or the “TU Alumni Association” (“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 Director of Alumni Relations or other similar position shall be the Executive Director of the Association.

II. MISSION AND PURPOSE

- A. The University of Tulsa Alumni Association is an international organization of affiliated chapters with one mission – bolstering and advancing The University of Tulsa.
- B. The Association has as its major emphases:
 - Fostering lifetime relationships between The University of Tulsa and its alumni and former students;
 - Actively demonstrating and promoting the value and quality of a TU degree;
 - Instilling a sense of history, tradition, and TU pride among students and alumni; and
 - Encouraging alumni to contribute their time, talent, and treasure to TU.

III. MEMBERSHIP

- A. Any person who has either (1) successfully completed sixty (60) or more credit hours at the University but who is not currently a full-time student at the

University, or (2) received a Degree conferred by the Board of Trustees of the University is automatically deemed to be a Member of the Association.

- B. Any other persons, upon special request initiated by them or on their behalf, shall become Members of the Association upon approval by the Executive Committee of the National Board of Directors.
- C. Members meeting the qualifications hereof shall automatically be deemed Members of this Association without any further act or deed by them or the Association. Members shall not be required to pay dues or other fees for membership in the Association.
- D. Members meeting the criteria in items A or B above and who make a financial contribution to the University in the previous fiscal year shall be designated as Contributing Members.

IV. NATIONAL BOARD OF DIRECTORS

- A. The Association shall be governed by a 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 National 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, provided that each Director may miss one Board meeting each year on an unexcused basis and additional Board and Committee meetings with adequate explanation given to the Executive Director. Attendance information shall be compiled by the Executive Director and forwarded in a timely manner to the Nominating Committee.
- C. At least a simple majority of the Board shall be persons elected by a vote of the Members (including the representatives of the Alumni Chapters) rather than appointees or Ex-Officio Directors.
- D. At least annually and prior to the end of its fiscal year, the Association shall conduct an election of Directors. This election may be conducted by mail, facsimile or electronic e-mail prior to the Annual Meeting. Those Members eligible to vote for Directors are all Contributing Members and those Members of the Association who request a ballot.

- E. The National Board of Directors may, from time to time, establish Alumni Chapters in cities or for geographic areas, nationally or internationally. Each such Chapter shall be organized pursuant to a Chapter Manual developed in strict conformance to guidelines adopted from time to time by the National Board of Directors. The Executive Director shall monitor each Chapter's adherence to its Chapter Manual. The Members of each Chapter shall, in accordance with their Chapter Manual, elect one person to serve as a voting Member of the National 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 identical to the number of Directors elected by the Alumni Chapters.
- F. Except in the event of death or resignation, each Director shall hold office for the duration of the term for which such Director was elected or appointed. If an elected Director should cease to serve by reason of death, resignation, expiration of term of office, or otherwise, the vacancy may be filled for the unexpired term by a vote of a majority of the remaining Directors attending a meeting called to elect a successor, even though such attending Directors do not constitute a quorum. Any vacancy occurring to a Director elected by an Alumni Chapter must be filled by a Member of that Chapter.
- G. The National Board of Directors may designate a term of office to which a Director is elected to be for one (1), two (2), or three (3) years, except that Ex-Officio Directors shall serve terms as established in Section V. No Director may be elected to serve more than two consecutive full three-year terms, provided if the second three-year term of office of a Director who has been elected and is serving as President expires during service as President, his or her term of office as such Director shall be extended for so long as the Director serves as President. 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.
- H. The Executive Committee may appoint members to the National Board of Directors within the parameters set forth herein regarding the number of elected members. Such appointed members of the Board shall serve a one (1) year term of office.

V. EX-OFFICIO MEMBERS OF THE BOARD OF DIRECTORS

- A. The persons holding the following positions shall be Ex-Officio Members of the National Board of Directors during the duration of their term in such office, except for the faculty representatives who shall serve a one-year term of office commencing on June 1 of each year, and each Ex-Officio Member shall, except for the Director of Alumni Relations, be entitled to vote at any meeting of the Board:
 - 1. Director of Alumni Relations;

2. The presidents or designated and approved representatives of: TU Letterman's Association, TU Golden Hurricane Club, TU Law School Alumni Association and TU Student Association;
3. Four members of the University faculty, one each to be selected by the Deans of each academic college; and
4. Any person not then a Director who shall serve as a Chairman or Vice Chairman of any Committee of the National Board of Directors.

VI. MEETING OF DIRECTORS

- A. The annual meeting of the National Board of Directors shall be held at the last regularly scheduled meeting of the fiscal year of the Board, which shall be held no later than May 31.
- B. Regular meetings of the National Board of Directors shall be held no less than quarterly and at times and places which are designated at the annual meeting. No notice of the regular meetings need be given, other than at the time of the annual meeting.
- C. Special meetings of the National Board of Directors may be called at any time by the President, and shall be called by the President at the request of the Executive Director or any five members of the Board. The President shall determine the time of such special meeting, which time shall be no later than ten days after the meeting is called.
- D. All meetings of the National 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. Directors may attend any meeting in person or by electronic connection.
- E. The President, or a majority of the Executive Committee, may change the date, time or 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 Executive Director to each Member of the National Board, 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 National Board of Directors shall consist of one-half of the total number 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 which 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.

VII COMMITTEES OF DIRECTORS

- A. The National Board of Directors may, by resolution passed by a majority of the Directors in attendance at a meeting at which a quorum is in attendance, designate one or more committees, with each committee to consist of at least two (2) Directors. The President shall appoint the members of each committee (other than the Executive Committee) and its officers subject to ratification by the Executive Committee. Any such committee shall have and may exercise the powers of the Directors designated to such committee in the resolutions creating such committee or in these By-Laws. Any such committee or committees shall have such name or names as may be determined from time to time by resolution adopted by the Board of Directors. Half the number of committee members, plus one, shall be a quorum. A person appointed by each committee shall record the committee's actions, and furnish copies of such minutes to the Board at the next Board meeting. Committee meetings may be called by the chairman of the committee, upon the same notice as for Board meetings.
- B. The Executive Committee of the Board of Directors of the Association will consist of those who have been elected to the offices of

President, and
Vice President (whether one or more)

together with the Chairman or Vice Chairman of each Committee created by the Board and designated as a Committee whose Chairman or Vice Chairman shall be on the Executive Committee, and up to three (3) members of the Board of Directors who are appointed by the President of the Association. The Director of Alumni Relations, the immediate Past President of the Association, and the Chairman of the Past Presidents Council (as defined in Section X herein) will serve as Ex-Officio Members of the Executive Committee.
- C. The Executive Committee shall have the power to conduct for the Board all business of the Association and shall serve in an advisory capacity to the full membership of the National Board of Directors.

- D. The Executive Committee shall meet at times and places established by the Executive Committee from time to time.
- E. The Executive Committee will develop a specific Program of Work for the Association for each fiscal year, subject to review and approval by the National Board of Directors. Additionally, the Executive Committee shall review the progress being made on the Program of Work and make recommendations to the Board of Directors for modifications to the Program of Work during the year if appropriate. The Executive Committee shall also prepare a written summary of the Program of Work, and its recommendations for the following year, by April 30 of each year.

VIII. NOMINATING COMMITTEE

The Executive Committee of the Association shall appoint five (5) members and alternate members of the National Board of Directors to the Nominating Committee, one of whom will be the Immediate Past President. The President will not be eligible to serve. The Nominating Committee will prepare, from the elected membership of the Board of Directors, a slate of nominees for the elected offices. Additionally, the Nominating Committee shall monitor compliance of Board members with the requirements set forth in Section IV.B. of these By-Laws, and shall promptly report any non-compliance therewith to the Executive Committee. The Nominating Committee may recommend to the Board of Directors that the President of the Association serve an additional year.

IX. DUTIES OF THE OFFICERS AND DIRECTORS

- A. Election of officers will take place at the annual meeting of the National Board of Directors. Those eligible for election to the offices of President and one or more Vice Presidents must be elected members of the Board of Directors, effective the following June 1. If necessary, the President will receive an extension to his or her term of office in order to be eligible to serve or continue to serve as President of the Association. The new officers shall take office upon their election.
- B. The President shall be the Chief Executive Officer of the Association. He or she shall preside at all general meetings of the National Board of Directors, the Executive Committee, and at any general membership meeting of the Association. He or she shall represent the Association at University functions. He or she shall serve as an Ex-Officio Member of all Committees of the Association except the Nominating Committee. He or she shall serve as an Ex-Officio Member of the University's Board of Trustees in accordance with its By-Laws.
- C. In the absence of the President, the Immediate Past President shall preside. In the absence of the President and the Immediate Past President the Vice President, or if there is more than one Vice President, the Vice Presidents in order of their seniority in term of office, or if of equal tenure in office, in order of seniority as a Member of the Board, shall preside.

- D. The National Board of Directors may elect a Secretary and a Treasurer, each of whom shall have such responsibilities as may be assigned to them by the Board of Directors.
- E. In the absence of the President and any Vice President, the membership of the Board of Directors shall elect a president pro-tem from among its Members.
- F. Upon the death, 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.
- G. Officers and Directors shall not receive any salary for their services and shall receive no allowances for expenses of attendance.

X. PAST PRESIDENTS COUNCIL

Each person who completed a term as President of the Association prior to the fiscal year 2004/2005, and each person who completes a term as President of the National Board of Directors, shall be a Member of the Past Presidents Council for the remainder of his or her life. Each year the Past Presidents Council shall elect one of its Members to be its Chairman. The Chairman of the Past Presidents Council shall be an Ex-Officio Member of the Executive Committee. The Past Presidents Council provides a resource for the Association, and shall have such duties and functions as the President, the Executive Committee or the Board may from time to time declare.

XI FISCAL YEAR

The fiscal year shall commence on June 1 and end on May 31 of the next year.

XII. AMENDMENTS

- A. These By-Laws may be amended or repealed by a vote of a majority of all Directors at any meeting of the National Board of Directors, providing a written notice, including the text of the proposed amendment or a summary thereof, shall have been 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 National Board of Directors, without meeting for that purpose.
- B. Any provision of these By-Laws may be suspended by vote of two-thirds of the votes cast on the motion to suspend.
- C. All former By-Laws are repealed.

REVISED: _____ **2003**

XIII. MISCELLANEOUS

The masculine pronoun wherever used herein shall mean or include the familiar pronoun where applicable, and the singular shall be deemed to include the plural and the plural the singular as the context shall indicate.

THE UNIVERSITY OF TULSA

THE UNIVERSITY OF TULSA
ALUMNI ASSOCIATION

By: _____
Steadman Upham, President

By: _____
Ryan Rex, President

Date: _____

Date: _____

REVISED AND APPROVED by a two-thirds vote of the Board of Directors on the 27th day of November, 2006.

Sandy Willmann
Director of Alumni Relations