AMENDED AND RESTATED BYLAWS

OF

THE UNIVERSITY OF ARIZONA ALUMNI ASSOCIATION

As approved on January 24, 2009
Amended August 6, 2009
Amended February 20, 2010
Amended September 16, 2011
Amended February 3, 2012
Amended September 6, 2012
Amended September 19, 2013
Amended February 19, 2015
Amended September 17, 2015
Amended September 15, 2016
Amended June 8, 2018
Amended June 7, 2019
Amended June 26, 2020

ARTICLE I

GENERAL PROVISIONS

Section 1. **Name.** The name of this corporation is: The University of Arizona Alumni Association, Inc. (the “Association”).

Section 2. **Offices.** The known place of business of the Association is The Marvin D. “Swede” Johnson Building, 1111 North Cherry Avenue, P.O. Box 210109, Tucson, Arizona 85721-0109. The office may be changed from time to time by the Governing Board and the Association may have such additional offices as the Governing Board may from time to time designate.

Section 3. **Construction and Definitions.** Unless the context requires otherwise, the general provisions, rules of construction, and definitions in Chapters 24 through 40 of Title 10, Arizona Revised Statutes, shall govern the construction of these Bylaws.

Section 4. **Seal.** No seal shall be required for any action of the Association.

Section 5. **Stock.** The Association shall have no capital stock.
ARTICLE II

PURPOSE

The Association is organized and will be operated exclusively for charitable and educational purposes as defined in Section 501(c) (3) of the Internal Revenue Code, as amended. Specifically, the character of the business which the Association intends to conduct is advancing the interests of The University of Arizona (“The University”), by nurturing lifelong relationships with and among its alumni, and its current and future students through relevant and customer-focused programs.

ARTICLE III

MEMBERS

Section 1. No Members. The Association shall not have “members” as defined and described in Ariz. Rev. Stat. §§ 10-3140 (3) and (38), notwithstanding the use of the term "Member" in these Bylaws. The term “Member” or “Membership” as used in these Bylaws is not, and is not intended to be, a “member” or “membership” as defined in any Arizona corporate statute.

Section 2. Qualifications and Classes.

a. Alumni Members. Those individuals who have been awarded a degree from The University or have completed 30 or more academic credits from The University shall be “Alumni Members” of the Association without further action. The Governing Board may establish a structure of benefits accorded to Members based on application and levels of payment of dues or other voluntary financial contributions to the Association.

b. Associate Members. Any individual not meeting the qualifications of Alumni Members above may qualify as an “Associate Member” in the Association and shall be entitled to those benefits as may be established by the Governing Board based on levels of payment of dues or other voluntary financial contributions to the Association.

c. Honorary Members. The Governing Board, may, from time to time, confer Honorary Membership in the Association upon any person it may deem worthy of such honor, which person shall have rendered some outstanding service to The University or the Association. An “Honorary Member” shall be entitled to such benefits and privileges as the Governing Board may prescribe, except serving on the Governing Board.
**Section 3. Affiliate Organizations.** The Governing Board may designate “Affiliates” of the Association groups or entities that support the objectives of the Association under such terms and conditions as the Governing Board may by written policy establish. Affiliates may include:

a. College councils or other college advisory groups from any college of The University where a degree is granted;

b. Geographic alumni chapters of The University provided that such chapters must have an organizational mission and goals consistent with the Strategic Plan of the Association;

c. Underrepresented alumni groups of The University, including without limitation, (I) American Indian Alumni, (ii) Asian American Faculty, Staff and Alumni Association (AAFSAA), (iii) Black Alumni and (iv) Hispanic Alumni;

d. Alumni clubs or other alumni groups of The University organized on a non-geographic basis or whose members share a common academic, cultural or professional interest or where such groups are determined by the Governing Board to reflect the diverse makeup of the alumni population of The University;

e. Student groups of The University sponsored or hosted by the Association and who report to the Association including (I) Student Alumni Ambassadors of The University (SAA) and (ii) Bobcats Senior Honorary of The University; and

f. Other student organizations of The University, including without limitation (I) Associated Students of the University of Arizona (ASUA) and (ii) Graduate and Professional Student Council (GPSC).

**ARTICLE IV**

**THE GOVERNING BOARD**

**Section 1. General Powers.** Subject to the limitations of these Bylaws, the Articles of Incorporation and the laws of Arizona, the affairs of the Association shall be managed, and all corporate powers shall be exercised, by or under the direction of its Governing Board. The Governing Board shall specifically have the obligation to approve the Association’s annual budget, manage the investments of the Association and to make those recommendations concerning the President as specified in Article V, Section 3.a.

**Section 2. Qualifications.** A person is eligible to be elected or appointed as a Director if the person meets the requirements provided in Section 2 of Article III. Employees of the Association shall be ineligible to be a Director except for the ex-officio positions identified in these Bylaws. The Directors of the Governing Board need not be residents of Arizona.
Section 3. **Number and Makeup.** The Governing Board of the Association shall consist of up to 22 Directors (not including Directors ex-officio) plus the Past Chair. The Directors shall be elected and appointed as set forth in these bylaws. If vacancies exist in the Governing Board, the number of Directors shall consist of the number of Directors actually serving, so long as there are at least three Directors. Any required replacement Directors shall be named in the manner provided in Section 7 of this Article IV. All Directors shall serve until their terms shall expire or until their successors are qualified and elected or appointed. All Directors shall have equal and full voting responsibilities as members of the Governing Board. No decrease in the number of Directors shall shorten the term of office of any incumbent Director.

Section 4. **Directors Ex-Officio.** The following persons shall be Directors, ex-officio, but may not vote on any matter coming before the Governing Board: (I) the current President of The University, (ii) the current President of the Association, (iii) the current Chief Operating Officer of the Association, and (iv) the current President of The University of Arizona Foundation.

Section 5. **Resignation.** Any Director may resign at any time, either by oral tender of resignation at any meeting of the Governing Board or by giving written notice thereof at any time to the President or the Secretary of the Association. Such resignation shall take effect prospectively at the time specified in the notice and the acceptance of such resignation shall not be necessary to make it effective.

Section 6. **Removal.** A Director may be removed with or without cause by a vote of 66⅔% of the total number of Directors then in office at a duly convened meeting of the Governing Board. The Director sought to be removed shall be given not less than two weeks’ personal notice of such meeting.

Section 7. **Vacancies.** If a vacancy occurs on the Governing Board, such vacancy shall be filled by appointment (I) by the Chair if the vacancy occurs in a position originally appointed by the Chair-Elect or (ii) by the Nominations Committee of the Governing Board if the vacancy occurs in a position originally elected to the Governing Board. A Director appointed to fill such a vacancy occurring in the Governing Board shall serve for the remaining term of his or her predecessor, unless that appointed Director sooner resigns or is removed.

Section 8. **Compensation.** No Director shall be paid compensation for service on the Governing Board except that the Directors may authorize reasonable reimbursement for expenditures made on behalf of the Association.

Section 9. **Limitations on Term of Service.** Terms of service for Directors of the Governing Board shall be limited to two consecutive three-year terms except that the Vice-Chair/Secretary and Chair-Elect of the Governing Board shall be allowed to serve such additional time as required to complete service under the automatic succession rules established under
these Bylaws where a term would otherwise expire, as is the case with the Chair who has succeeded to his/her position. This limitation shall not prohibit additional service on the Governing Board where a term has expired so long as such person does not serve on the Governing Board for which his or her term has expired for an interim period of one year.

Section 10. **Policies.** The Governing Board shall establish policies as appropriate for the effective governance of the Association. Policies may be adopted or amended at any meeting of the Governing Board provided that a copy of the proposed policy or amendment shall be provided to the Directors not less than two days prior to the meeting.

**ARTICLE V**

**OFFICERS**

Section 1. **Officers.** Any office of the Association not filled by automatic succession shall be elected by the Governing Board from the Directors serving on the Governing Board at the Annual Meeting of the Governing Board. The officers of the Governing Board shall include the Chair, the Chair-Elect, the Vice-Chair/Secretary and the most recent Past Chair available to serve. The Governing Board may also elect such other officers with such authority, powers and duties as the Governing Board, from time to time, may determine to be necessary or appropriate, such officers to serve at the pleasure of the Governing Board. The President and Chief Operating Officer of the Association shall be appointed by the Governing Board at any Annual, regular, or special meeting of the Governing Board.

Section 2. **Duties of Elected Officers.** Subject to any limitations imposed under Article IX, the officers named below shall have the following authority, powers and duties:

a. Chair of the Governing Board. The Chair of the Governing Board (“Chair”) shall preside at all meetings of the Governing Board and the Annual Meeting of the Association. The Chair shall appoint the chair of all committees of the Governing Board (unless such position is filled by a person designated by these Bylaws) and shall be an *ex-officio* member of all committees of the Governing Board.

b. Chair-Elect of the Governing Board. Chair-Elect of the Governing Board (“Chair-Elect”) shall have the power and authority to, and shall, perform the duties of the Chair in the absence of, or upon request of, the Chair, and shall perform such other duties as may be assigned or delegated by the Chair or prescribed by the Governing Board. The Chair-Elect shall succeed to the office of Chair at the beginning of the “Association Year” (as defined in Article VI, Section 1) next following the year for which he or she served as the Vice-Chair.
c. Vice-Chair of the Governing Board. The Vice-Chair of the Governing Board ("Vice-Chair") shall have the power and authority to, and shall perform the duties of the Chair in the absence of the Chair and Chair-Elect, or upon request of the Chair, and shall perform such other duties as may be assigned or delegated by the Chair or prescribed by the Governing Board. The Vice-Chair shall succeed to the office of the Chair-Elect at the beginning of the Association Year next following the year in which the Vice-Chair was elected.

d. Secretary. The Vice-Chair shall serve as the Secretary of the Association. The Secretary shall cause the taking and preparation of minutes of all meetings of Governing Board and the Annual Meeting. The Secretary shall cause any required notice of any meetings of the Governing Board to be appropriately given. The Secretary shall have charge of all the books and records of the Association, except the books of account, and in general shall perform the duties of the secretary of a corporation, together with such other duties as may be assigned by the Chair and the Governing Board.

e. Past Chair. The Past Chair shall serve as the chair of the Nominations Committee and perform such other duties as may be prescribed by the Chair or by the Governing Board.

Section 3. Duties of Ex-Officio Officers. The ex-officio officers shall have the following authority, powers and duties:

a. President. The President shall be the principal executive officer of the Association and shall administer the day-to-day affairs of the Association, subject to such policies as may be established by the Governing Board. Additionally, the President shall perform such other duties as may be prescribed by the Chair or by the Governing Board, with the approval of the President of The University where appropriate. The compensation of the President shall be fixed by the President of The University, with the approval of the Arizona Board of Regents, upon the recommendation of the Governing Board. Such compensation shall be funded by The University and the Association, and the President shall be an employee of The University. The duties and activities of this office shall be consistent with the goals of The University and the Strategic Plan of the Association. The Governing Board shall make recommendations to the President of The University related to commencement and termination of employment of the President.

b. Chief Operating Officer. The Chief Operating Officer shall have charge and custody of, and be responsible for, all funds and securities of the Association, shall keep full and accurate accounts of receipts, disbursements and other Association financial matters, and perform such other duties as may be prescribed by the President or the Governing Board. The Chief Operating Officer shall attend the meetings of the committees of the Governing Board with principal responsibility for oversight of the financial affairs and annual budgets of the Association. The Chief Operating Officer shall also cause to be prepared such budgets, financial forecasts and
Amended financial statements as may be required for the effective management of the Association. The Chief Operating Officer shall be an employee of The University and the duties and activities of this office shall be consistent with the goals of The University and the mission of the Association. The performance review and any personnel action regarding the Chief Operating Officer shall be the responsibility of the President.

ARTICLE VI

MEETINGS

Section 1. Annual Meeting. The “Annual Meeting” of the Association shall be held on a date selected by the Chair at the place and time specified in a notice of the meeting.

Section 2. Regular Meetings. The Governing Board shall hold a minimum of three (3) regular meetings (including the Annual Meeting) as needed to conduct the necessary business of the Association at such date, time and place as may be specified in a notice of the meeting.

Section 3. Special Meetings. Special meetings of the Governing Board may be called by or at the request of the Chair, a majority of the Directors or by the President and shall be held at such place and time as established by the person or persons calling such meetings.

Section 4. Notice. Notice of the Annual Meeting shall be given at least ten days, but not more than 40 days, prior thereto by a writing delivered personally, by U.S. mail, or electronic mail. Notice of regular or special meetings of the Governing Board shall be given at least two days, but not more than 25 days, prior thereto by a writing delivered in the same manner as specified for the annual meeting. Each Director shall be responsible for keeping the Association informed of addresses for U.S. and electronic mail. Dispatch to any of the address or numbers of record shall be deemed to have been delivered. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Unless otherwise required by law or specified by the Articles of Incorporation or these Bylaws, neither the business to be transacted nor the purpose of any meeting of the Governing Board need be specified in the notice of waiver of notice of such meeting. Notice of any meeting may be waived by any or all of the Directors.

Section 5. Quorum. A majority of the number of Directors actually serving shall constitute a quorum for the transaction of business of any meeting of the Governing Board. The Directors may continue to transact business during a meeting at which a quorum is initially present, notwithstanding the withdrawal of Directors, provided that if any action is approved, such action must be approved by the vote of at least two-thirds of the number of Directors required for a quorum at that meeting.
Section 6.  **Manner of Acting.** The act of a majority of the Directors present at a meeting duly held at which a quorum is present shall be the act of the Governing Board, unless the act of a greater number is required by law, by the Articles of Incorporation or by these Bylaws. Members of the Governing Board may vote either in person or by proxy given in writing or as otherwise provided by law.

Section 7.  **Action.** Any action required by law to be taken at a meeting of the Governing Board, or any action which may be taken at a meeting of the Governing Board, may be taken without a meeting if a consent in writing, setting forth the actions so taken, shall be signed by all of the Directors. Such action by written consent shall have the same force and effect as a unanimous vote of the Governing Board. Such written consent or consents shall be filed with the minutes of the proceedings of the Governing Board.

Section 8.  **Participation in Meetings by Means of Conference Telephone or Webinar.** Participation in meetings of the Governing Board, committees or task forces may take place for all purposes, including voting, by means of a conference telephone, webinar or similar communications device whereby all persons participating in the meeting can hear each other, and participation by such means shall constitute presence of the person at such meeting.

Section 9.  **Voting by Proxy.** A Director of the Governing Board may appoint a proxy to vote on behalf of the Director at any meeting of the Governing Board by signing an appointment form and delivering the form to the Secretary. The proxy shall be valid to establish a quorum and as to any vote taken as authorized by the appointment form. No proxy shall be valid for more than one month.

Section 10.  **Adjournment.** A majority of the Directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place.

Section 11.  **Presumption of Assent.** A Director who is present at a meeting of the Governing Board at which action on any corporate matter is taken shall be presumed to have assented to the action taken, unless his or her dissent shall be entered in the minutes of the meeting, or unless a written dissent is filed to such action with the person acting as the Secretary of the meeting before adjournment. Such right to dissent shall not apply to a Director who voted in favor of such action.

**ARTICLE VII**

**ELECTIONS AND APPOINTMENTS**

Section 1.  **Time.** The annual election and appointment of Directors of the Governing Board shall take place using the following procedures:
Section 2. **Nominations.**

a. For Directors: The Nominations Committee shall vet the proposed candidates for any vacancies in positions on the Governing Board and bring forward qualified candidates for election.

b. Any individual proposed for election or appointment to the Governing Board shall meet the qualifications as defined in Article III, Section 3.

Section 2. **Elections and Appointments to the Governing Board.**

a. **Election.** The Nominations Committee shall provide notice of the names and a short biography of all candidates proposed for election for any vacancies in the open positions on the Governing Board not less than 14 days prior to the meeting at which the election is to take place. At the meeting where the election is to take place, the Chair of the Nominations Committee shall lead a discussion about the nominees who are under consideration. In addition, the Committee shall present a slate of nominees. A vote by secret ballot shall take place at the meeting. All ballots shall be safeguarded and placed in the possession of a designated person of the Nominations Committee.

i. Governing Board members who are absent from the meeting shall be provided via email with an electronic ballot that allows confidentiality within one week of the election. Absent Governing Board members must cast their vote within one week of receipt of the ballot.

ii. An absent Governing Board member also has the option of giving his/her proxy vote in writing or via email to the Chair of the Nominations Committee prior to the meeting where the election is to take place.

iii. As soon as possible, but no later than 30 days of the in-person election, representatives of the Nominating Committee shall count the votes in such a manner as will preserve confidentiality and insuring that duplicate votes are not cast.

iv. If more candidates are proposed than positions are available, the person receiving the greatest number of votes shall be elected. In case of a tie for a contested position, a ballot that allows confidentiality would be used to break the tie.
v. No person who is a candidate for election may participate in collecting, removing or counting the ballots.

vi. The results shall be certified in writing and provided to the Chair-Elect within two days of the Nominations Committee’s tabulation of the vote.

b. **Appointments.** The Chair-Elect is given the authority to appoint up to one (1) Director to the Governing Board during any election cycle, provided there are openings on the Governing Board. In the event that there is only one (1) opening on the Governing Board in any election cycle, the Chair-Elect is given the option to request an election in lieu of appointment. Appointment by the Chair-Elect shall be approved by the Governing Board. Terms of service shall be in compliance with Article IV, Section 9. Any Directors appointed to the Governing Board by the Chair-Elect shall be “Alumni Members” as defined in Article III, Section 3.

c. **Announcement of Results.** The announcement of the results of the election and the announcement of appointment to the Governing Board shall occur as soon as practicable but prior to the beginning of next term of service.

**ARTICLE VIII**

**COMMITTEES**

**Section 1. Committees of the Governing Board.** The Governing Board shall have the following committees:

a. **Advocacy Committee.** Committee members will help plan and assist with UA legislative advocacy efforts and other UA presidential priorities throughout the state and country and utilize outreach to alumni and supporters of the university to assist in achieving these initiatives.

b. **Investment, Budget and Audit Committee.** The duties and responsibilities of the investment, budget and audit committee shall include (i) conducting reviews of expenditures on a periodic basis and otherwise instituting or recommending policies or procedures to provide appropriate checks and balances to determine fiscal responsibility and accountability, (ii) to work with the accounting staff in addressing any concerns of outside auditors, (iii) the selection of investment advisors and selection of investments together with the review, guidance and monitoring of all Association investment accounts on a continuing basis, (iv) a review of the preparation of the Association’s annual budget, (v) assisting in the presentation and approval of the annual budget by the Governing Board and (vi) thereafter to guide and monitor the implementation of Association’s annual budget, (vii) to review financial policies not less than annually and (viii) such other duties as the Governing Board may establish by policy.
investment, budget and audit committee shall be a standing committee of the Governing Board. The Chair and Chair elect shall be required to serve as members of this committee.

c. Governance and Bylaws Committee. The duties and responsibilities of the governance and bylaws committee shall include (i) oversight of the practices of the Association to insure compliance with its Bylaws, (ii) the approval of current or proposed changes of these Bylaws, (iii) review of bylaws of Affiliate Organizations to insure compliance with policies of the Association; and (iv) recommending policy and Bylaw changes to ensure compliance with legal requirements. The governance and bylaws committee shall be a standing committee of the Governing Board.

d. Nominations Committee. The nominating committee shall be chaired by the Past Chair and comprised of not less than four Governing Board members. The committee shall be a standing committee of the Governing Board and shall be responsible for:

i. vetting candidates and making nominations for Directors to serve on the Governing Board pursuant to the procedures for election in these bylaws.

ii. conducting all necessary elections.

e. Awards and Recognition Committee. The awards and recognition committee shall (i) review all nominations and recommendations for awards of the Association, (ii) promote and participate in award presentations of the Association, and (iii) develop new recognition programs as appropriate. The recommendations of the awards and recognition committee shall be approved by the Governing Board; provided however, in situations where time is of the essence, the committee's recommendations may be approved by the Executive Officers of the Governing Board, and the Governing Board shall be notified of the action as soon as reasonably feasible but not later than the next Governing Board meeting. The awards and recognition committee shall be a standing committee of the Governing Board.

f. Other Committees. The Chair shall have the right to establish from time to time other standing committees or ad hoc task forces as may be necessary or convenient to carry out the proper governance of the Association. In all cases where a standing committee or ad hoc task force is established, its establishment shall be by resolution of the Governing Board, which resolution shall include a clearly defined goal with beginning and ending objective criteria.

g. Executive Committee. The Governing Board may establish an Executive Committee consisting of the Chair, Chair-Elect, Vice-Chair/Secretary and Past Chair. In such a case, the Executive Committee may act in the absence of the Governing Board but only to take actions as may be required to implement the actions of the Governing Board.
h. Committee Composition. Each of the standing committees shall be made up of at least three Directors and the chairs thereof shall be appointed by the Chair of the Governing Board except where the committee chair is fixed by these Bylaws.

Section 2. Ad hoc task forces. The Chair of the Governing Board can establish ad hoc task forces as may be necessary or convenient and shall be approved by the Governing Board. The membership of the ad hoc task forces may be comprised of members of the Governing Board. Where time is of the essence, the task force recommendations may be approved by the Executive Officers of the Governing Board.

ARTICLE IX

CONTRACTS AND FISCAL MATTERS

Section 1. Contracts. The President or the Chief Operating Officer of the Association shall have authority to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association. The Governing Board may by policy establish limitations on such authority or require Governing Board or investment, budget and audit committee approval of certain actions. Where an assignment or delegation of authority is permitted under these Bylaws, such assignment or delegation of authority shall be in writing. In all other cases, the Governing Board shall authorize specific officers or agents of the Association to take action, which authority may be general or confined to specific instances.

Section 2. Expenditures. No Director, officer or agent of the Association shall authorize or allow any corporate funds to be expended for any purposes other than as set forth in these Bylaws, the Articles of Incorporation of the Association or for purposes reasonably incidental thereto. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association, shall be signed by such officer or officers, agent or agents of the Association in such manner as shall from time to time be determined by policy or resolution of the Governing Board. In the absence of such determination by the Governing Board, such instrument shall be signed by the President or the Chief Operating Officer.

Section 3. Deposits. All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies or other depositories as the Governing Board may select.

Section 4. Gifts. The Governing Board may accept on behalf of the Association any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Association.
Section 5. **Loans.** No loan of funds shall be made by or to the Association and no evidences of indebtedness shall be issued in its name, unless authorized by a resolution of the Governing Board. Such authority may be general or confined to specific instances.

ARTICLE XI

**LIMITATION OF LIABILITY AND INDEMNITY OF OFFICERS AND DIRECTORS**

Section 1. **Indemnification Rights.** No provision of these Bylaws shall be construed as limiting in any respect an officer’s or Director’s right to indemnity from the Association in accordance with the Arizona statutes and the Articles of Incorporation. The Association shall maintain insurance on behalf of the Directors in support of this indemnification.

Section 2. **Amendment Requirements.** If a proposed amendment or repeal of these Bylaws or the Articles of Incorporation of the Association would have the effect of decreasing the rights of indemnity for officers and Directors of the Association, neither these Bylaws nor the Articles of Incorporation may be amended or repealed unless at least 80% of the Governing Board vote in the affirmative for any such amendment or repeal. If such rights or protection would be increased, regular voting provisions apply. No repeal or amendment of these Bylaws or the Articles of Incorporation shall adversely affect any right or protection of a Director or officer of the Association existing immediately prior to such repeal or amendment.

ARTICLE XII

**AMENDMENTS TO BYLAWS**

These Bylaws may be altered, amended or repealed, and new Bylaws may be adopted, by a majority of the members of the Governing Board present at an Annual Meeting or at another meeting at such date, time and place as may be specified in a notice of the meeting, provided that notice of any proposed change is provided to such members not less than ten days prior to the meeting or by following the procedures established in Article VI, Section 4.