

**LOYOLA UNIVERSITY NEW ORLEANS ALUMNI ASSOCIATION
CONSTITUTION**

ARTICLE I – NAME

The name and title of this organization shall be the Loyola University New Orleans (“University”) Alumni Association (“Association”).

ARTICLE II – PURPOSE

Guided by the Jesuit principles of men and women with and for others, the Loyola University New Orleans Alumni Association is organized to serve alumni, promote a spirit of cooperation and fellowship among alumni, and encourage the development of lifelong relationships between alumni and the University, and foster philanthropic loyalty and support for the University.

ARTICLE III – FISCAL YEAR

The fiscal year of the Association shall coincide with the fiscal year of the University.

ARTICLE IV – MEMBERSHIP

The Association shall consist of regular members, honorary members, and associate members, as defined in the By-Laws.

ARTICLE V – BOARD OF DIRECTORS

Section 1

The Board of Directors is the Association’s governing body. The Board of Directors (“Board”) is the official representative for the Association and is responsible for proper action on matters in which the Association has an interest. The Board has the authority to act for the Association.

Section 2

The composition of the Board of Directors shall be as follows:

- President
- President Appointee
- President-Elect
- Past-President
- Representatives from Shared Interest Organizations, as defined in the By-Laws
- At-Large Representatives
- Representative from each established Regional Chapter
- Chairs of Active Committees as established by the Board, excluding Ad Hoc Committees
- Staff representative from the Office of Institutional Advancement (Ex Officio)
- Student Representative from the Student Government Association (Ex Officio)
- Faculty Representative (Ex Officio)

Section 3

All Directors shall be appointed in accordance with the By-Laws.

Section 4

The President shall not be allowed to succeed himself or herself.

Section 5

No person shall hold more than one (1) position on the Board of Directors simultaneously.

Section 6

All Directors, other than ex-officio members, shall have voting rights on all Board matters.

Section 7

The staff representative from the Office of Institutional Advancement will be the senior staff person responsible for Alumni events and programing. The title of the individual may change but for the purposes of the Constitution and Bylaws of the Alumni Association they shall be referred to as the “Alumni Director.”

ARTICLE VI – ANNUAL MEMBERSHIP MEETING

The annual meeting of the membership for the purpose of transacting such business of the Association as may be brought before the meeting shall be held at the University on a date and a time to be determined from year to year by the Board. Such determination must be at least ninety (90) days prior to said meeting, and, at least thirty (30) days prior to such meeting, each member of the Association shall be notified through a posting on the alumni website of the time and place for such meeting and any other means of notification the Board of Directors deems appropriate.

ARTICLE VII – AMENDMENTS TO THE CONSTITUTION AND BY-LAWS

The Board of Directors shall have the power to make, amend, and repeal the Constitution and By-Laws at any regular or special meeting of the members of the Board by a vote of two-thirds of the members present, provided the text of the proposed amendment has been mailed or otherwise transmitted to the members of the Board of Directors at least fourteen (14) days prior to said meeting.

ARTICLE VIII - DISSOLUTION OF ASSOCIATION

In the event of the dissolution of this Association, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Association, transfer all of the remaining assets of the Association to Loyola University New Orleans.

**LOYOLA UNIVERSITY NEW ORLEANS ALUMNI ASSOCIATION
BY-LAWS**

ARTICLE I – PURPOSE

Guided by the Jesuit principles of men and women with and for others, the Loyola University New Orleans (“University”) Alumni Association (“Association”) is organized to serve alumni, promote a spirit of cooperation and fellowship among alumni, and encourage the development of lifelong relationships between alumni and the University, and foster philanthropic loyalty and support for the University.

ARTICLE II – MEMBERSHIP

The Association shall consist of regular members, honorary members, and associate members.

Section 1 Regular Members

Regular members shall include all persons who have completed at least two semesters and a total of at least 24 credit hours in the University, the College of Immaculate Conception, the New Orleans College of Pharmacy or the New Orleans Conservatory of Music.

Section 2 Honorary Members

Honorary members shall include

- a. All persons who have received a degree *Honoris Causa* by Loyola University New Orleans.
- b. Such persons as the Board of Directors may elect to honorary membership, at the request or with the approval of the President of the University, in recognition of meritorious service to the University or the Association.

Section 3 Associate Members

Parents of current students of the University, parents of regular members of the Association, current and retired staff and faculty of the University, and friends of the University may join the Association as Associate Members. Associate Members may participate in Association activities but shall not have the privilege of voting or holding office in the Association.

ARTICLE III – MEETINGS OF THE ASSOCIATION

Section 1 Annual Meeting of the Association

There shall be an Annual Meeting pursuant to the Association Constitution.

Section 2 Special Meetings

A special meeting of the Association may be called by the President and shall be called by the President or by the Alumni Director upon a resolution passed by a majority of the Board of Directors.

- a. Such resolution shall indicate the purpose(s) of the proposed meeting.
- b. Notice of the date, time, place, and purpose(s) of any special meeting shall be given in the same manner as is provided in the case of annual meetings.

Section 3 Quorum

At any annual or special meeting of the Association, those regular members in attendance shall constitute a quorum for the transaction of all business. Only regular members are eligible to vote at any Association meeting.

ARTICLE IV – BOARD OF DIRECTORS

Section 1.A Terms

The terms of the members of the Board of Directors shall be two year terms unless indicated below:
Student Representative from the Student Government Association (Ex Officio) – One (1) year
Representative from each Alumni Chapter -- One (1) year
Faculty Representative (Ex Officio) – One (1) year

All term start dates shall coincide with the Association fiscal year.

Section 2 Appointments

The various members of the Board shall be elected or appointed as follows:

- a. The President-Elect, and the At-Large Representatives, shall be appointed by the Nominating Committee pursuant to the procedures set forth in Article VIII of these By-Laws.
- b. The Presidential Appointee shall be appointed by the incoming President at his or her discretion.
- c. The Regional Chapter Representatives shall be elected by the Regional Chapters in accordance with their By-Laws.
- d. Representatives from the College of Law Alumni Board, Young Alumni Pack, Law Young Alumni Board, and Shared Interest Organizations shall be appointed in accordance with their respective By-Laws.
- e. Committee Chairs shall be appointed in accordance with Article XII.
- f. The University Faculty Representative shall be appointed by the Chairperson of the Faculty Senate.

Section 3 Annual Meeting

The Board of Directors shall hold an Annual Meeting of the members and shall otherwise meet quarterly or as determined by the President or upon the petition of the majority of the Board members eligible to vote on Board matters.

Section 4 Quorum

A quorum of the Board of Directors shall consist of a majority of the members of the Board excluding representatives from chapters and ex-officio members.

Section 5 Eligibility to Serve

All regular members of the Association shall be eligible for membership on the Board and shall be encouraged to serve.

Section 6 Entitlement to Serve

To be entitled to hold an appointed or elected office on the Board, a member must have contributed to the Annual fund or such other university unrestricted fund as of the first meeting of the newly constituted Board, and each member must maintain this annual financial support for the entire term of his or her membership on the Board.

Section 7 One Position

No person shall hold more than one (1) position on the Board of Directors simultaneously unless one position is that of Committee Chair.

Section 8 Voting Rights

All Directors, other than ex-officio members, shall have voting rights on all Board matters.

Section 9 Duties of the Board of Directors

The duties of the Board of Directors shall be to:

- a. Represent and serve the alumni and student bodies.
- b. Act on behalf of the chapters and the general membership.
- c. Recommend amendments to the By-Laws.
- d. Attend University and Association events as necessary.
- e. Approve the Association's annual operating plan.
- f. Approve an appointment to fill any unexpired term that may occur within the board.
- g. Review reports and recommendations of committees and implement recommendations.
- h. Serve on two (2) or more standing committees.
- i. Attend a majority of the scheduled board meetings each year.
- j. Promote and communicate to the general community the activities and accomplishments of the Board.
- k. Contribute to the University through volunteerism and an annual gift.
- l. Perform other duties as required by these Constitution and By-Laws.

Section 10 Order of Business

The President, who is the Chair of the meeting, shall determine the order of business for all meetings of the Association. The Alumni Director or a representative from the Office of Alumni Engagement shall keep minutes of the meeting. Minutes of the meetings shall be kept in the Office of Alumni Engagement.

Section 11 Manner of Transacting Business

The business of the Board of Directors shall be transacted in such manner as the Directors may, by resolution, determine from time to time.

Section 12 Open Meetings

Anyone may attend a meeting of the Board of Directors. However, only members of the Board, the Association, Alumni Engagement Staff, and the Vice-President of Institutional Advancement may participate in discussion. All other non-members must receive permission of the Alumni Director or the President in advance of the meeting to participate in discussion.

Section 13 Notification

The Assistant Vice President of Alumni Engagement or President shall give advance notice of all Board meetings in writing or by e-mail no later than ten days in advance of the meeting. Initial notification of regularly scheduled meetings for the year shall constitute such notification.

ARTICLE V – POWERS AND DUTIES OF OFFICERS

Section 1 Officers

The officers of the Association shall be the President, President-Elect, and Past President.

Section 2 Appointed Officers

This Association shall also have an Assistant Vice President of Alumni Engagement Alumni Director who shall be appointed by the President of the University.

Section 3 President

The power and duties of the President shall be to:

- a. Represent the Association at College functions as necessary.
- b. Preside at meetings of the Association, the Board of Directors and Executive Committee.
- c. Call special meetings of the Board of Directors and of the Executive Committee.
- d. Consult with the university administration on a regular basis.
- e. Appoint Committee Chairs and Committee Members to serve concurrently with his/her term.
- f. Serve as an ex-officio member of all committees.
- g. Meet with the University Board of Trustees or Committee as assigned by the Board of Trustees.

Section 4 President-Elect

The power and duties of the President-Elect shall be to:

- a. Perform all duties of the President in his/her absence or because of his/her inability to act.
- b. Represent the Association at university functions as necessary.
- c. Fill an unexpired term of the President that may occur through resignation, death, removal or inability to serve.
- d. Speak at Association functions and special events as requested by the President.
- e. Serve as a member of the Executive Committee.

Section 5 Past President

The President shall serve as Past President for one year following the conclusion of the term of office of President, barring unforeseen circumstances.

The power and duties of the Past President shall be to:

- a. Perform duties as the Board of Directors may prescribe.
- b. Serve as an advisor to the President.
- c. Serve as chair of the Nominating Committee.
- d. Speak at Alumni Association functions and special events as requested by the President.
- e. Serve as a member of the Executive Committee.

Section 6 Alumni Director

The power and duties of Alumni Director (who shall be the person appointed by the University to be the Alumni Director) shall be to:

- a. Plan and manage programs to involve alumni in the life of the University.
- b. Serve or appoint a designee to serve on all committees of the Alumni Association.
- c. Serve as liaison between the Association and the University.
- d. Be responsible for the administration of the Association's annual budget.
- e. Be responsible for maintaining an accurate record of all official alumni proceedings and reports.
- f. Perform such duties as the President of the University may designate.

ARTICLE VI DIVERSITY

The nominating committee shall work to ensure that the Alumni Association continues to be a diverse group that is representative of the diversity found at Loyola University New Orleans. Such indicators of diversity should include but are not limited to: age, gender, race, ethnicity, major, college of graduation, degree type.

ARTICLE VII – THE NOMINATING COMMITTEE

Section 1 Duties and Responsibilities

The Nominating Committee shall be responsible for selecting qualified alumni for the appointed positions on the Board. The Committee shall appoint one qualified alumna/us for each appointed position.

Section 2 Members

The Nominating Committee shall consist of the following individuals:

- a. President
- b. President-Elect
- c. Past President as chair
- d. Two (2) members appointed by the President and approved by the Board of Directors.
- e. One representative from the Past President Council as described in Article XIV.

Section 3 Staff Liaison from the Office of Institutional Advancement

The Alumni Director shall serve as an ex-officio member with no voting privileges.

Section 4 Chair

The Chair of the Committee shall be the Past President or their designee.

Section 5 Appointed Members

The two (2) members appointed by the President shall be Regular Members of the Association.

Section 6 Eligibility

No member of the Committee shall be eligible to be appointed to the Board for the fiscal year immediately following his or her membership on the Committee, although he or she may be a current member of the Board.

Section 7 Timeline

The Nominating Committee shall be appointed by April 1 of each year. The Committee shall meet thereafter as determined by the Chair. The Committee shall present the Board with its list of appointments to the appointed positions by June 1 each year.

Section 8 Criteria

In evaluating candidates for the appointed positions on the Board, the Nominating Committee shall determine whether the candidate is willing to serve on the Board. In addition, the Committee shall consider the following:

- a. Prior Association experience and participation.
- b. Interest in University and Association goals.
- c. Time availability.
- d. Additional vocational, civic and community experience.
- e. Consistent record of financial support of the University, verified by the Alumni Director.
- f. Any other qualities considered appropriate by the Nominating Committee.

ARTICLE VIII - APPOINTMENT PROCEDURES

Section 1 Procedures

Upon receipt of the names of the alumni appointed to appointed positions on the Board, the Alumni Director shall confirm that each of the appointed alumni meet membership requirements. No later than the June 1 the Alumni Director shall distribute a list of the appointments to each member of the current Board. Each member of the Board shall have thirty (30) days from the date of mailing or other distribution of the appointments list to object in writing to the Alumni Director to any of the alumni so appointed. For purpose of this section, the written objection must arrive at or be delivered to the Association office within this thirty-day period. The final day of the thirty-day period shall be clearly stated in the communication transmitting the list of appointees to the Board members. If two-thirds (2/3) or more of the Board members so object to a specific appointment, that person shall not be appointed to the Board.

Section 2 Board Rejection

Should an appointment be rejected by the Board under Section 1 above, the President of the University shall name a replacement. Such appointment shall be final.

ARTICLE IX – BOARD VACANCIES

Section 1 Temporary Absence of the President

In the absence of the President, meetings of the membership, the Board of Directors and the Executive Committee shall be convened and presided over by the President-Elect or the Past President in that order.

Section 2 Presidential Resignation

In the event that the President resigns or is otherwise unable to fulfill his or her duties for any part of his or her term, the President-Elect or Past President in that order shall execute the powers and responsibilities of the Office of the President for the remainder of the fiscal year. Such service by the President-Elect shall not prevent the President-Elect from serving as President during the next fiscal year.

Section 3 Board Vacancy

In the event an appointed or elected position shall become vacant during the fiscal year, a replacement shall be named by the President, subject to the approval of a majority of the Board of Directors so voting at its

next scheduled meeting.

Section 4 Removal

A Board Member can be removed for cause under the following circumstances:

- a. A Board Member can be removed after two consecutive unexcused absences from regularly scheduled meetings. The Alumni Director and President shall determine whether an absence is excused at their discretion.
- b. Removal of the Member from the Board for any other reason shall occur upon the recommendation of the President and shall occur by a majority vote of the Executive Committee members in attendance or voting by a proxy at a regularly scheduled meeting of the Executive Committee. To be valid, a proxy must be presented in writing or by e-mail to the Alumni Director prior to the beginning of the meeting where the vote occurs. The members of the Executive Committee shall be informed in writing or by e-mail that such a vote will be held no later than seven (7) days before the date of the meeting where the vote will take place.
- c. The Board member being considered for removal shall be notified of the Executive Committee meeting in writing or by e-mail no later than seven (7) days before the date of the meeting where the vote will take place and shall have the right to address the Executive Committee at the meeting.
- d. If a member is removed from the Board under these rules, he or she shall be replaced in accordance with section 3 of this Article IX.

ARTICLE X – SHARED INTEREST ORGANIZATIONS

Section 1 Definition

Officially recognized Association groups organized through mutual interest; including, but not limited to academic areas of study, profession, athletics, fraternal involvement, or constituency characteristic, will be considered eligible to apply for chartering.

Section 2 Application for Chartering

Alumni meeting the membership requirement of the Association outlined in Article II may petition the Board of Directors to be chartered as a Shared Interest Organization of the Association.

Section 3 Chartering

Groups requesting to be certified as Shared Interest Organizations must complete the following documentation for presentation to the Board:

- a. Application form.
- b. Acceptance of mission and standard by-laws of the Association.
- c. Acceptance of standards as set by the Board of Directors.
- d. Formation of a chartering steering committee.
- e. Completion of interest level mailing.

Upon completion of these requirements, the Alumni Director shall present the application for charter to the Board of Directors at its next meeting.

Section 4 Standards

Once chartered, a Shared Interest Organization must prepare a set of By-Laws, which must be approved by the Executive Committee, and is expected to meet basic standards in the areas of Programming, Reporting, Financial Responsibility and Membership.

Section 5 Modifications

The Board may modify, change, or add to these standards. The Board will communicate such changes, additions, and modifications to the Shared Interest Organizations.

Section 6 Active Shared Interest Organizations

There is one (1) active group that will be grandfathered in as of the date of adoption of these By-Laws as Shared Interest Organization, that is the Young Alumni Pack.

ARTICLE XI - CHAPTERS

Section 1 Application for Chartering

Alumni meeting the membership requirement of the Association outlined in Article II may petition the Board of Directors to be chartered as a chapter of the Association. Groups organized strictly through geographic commonality will be considered eligible to apply for chartering.

Section 2 Chartering

Groups requesting to be certified as chapters must complete the following documentation for presentation to the Board:

- a. Application form.
- b. Acceptance of mission and standard by-laws of the Association.
- c. Acceptance of chapter standards as set by the Board of Directors.
- d. Formation of a chartering steering committee.
- e. Completion of interest level mailing.

Upon completion of these requirements, the Alumni Director shall present the application for charter to the Board of Directors at its next meeting.

Section 3 Chapter Standards

Once chartered, a Chapter must prepare a set of By-Laws, which must be approved by the Executive Committee, and is expected to meet basic standards in the areas of Programming, Reporting, Financial Responsibility and Membership as outlined in the Chapter Leadership Handbook.

Section 4 Modifications

The Board may modify, change, or add to these standards. The Board will communicate such changes, additions, and modifications to the Chapter Presidents.

ARTICLE XII – OTHER STANDING COMMITTEES

Section 1 Establishment

- a. There shall be an Executive Committee, a Nominating Committee, and such other committees that the Board may establish (the “Committees”) to ensure that the then key functions of the alumni relations effort at Loyola University New Orleans are addressed by the Board.

Section 2 Ad Hoc Committees

The Executive Committee may appoint Ad Hoc Committees, as it deems necessary. Ad Hoc Committees will function as directed in and exist for the period of time stated in the resolution, creating the committee.

Section 3 Committee Membership

Any Committee, except for the Executive and Nominating Committees, shall consist of a Chair as appointed by the President, and other members of Board of Directors, along with the Alumni Director

and/or the Associate or Assistant Alumni Director. Non board members may be asked and encouraged to serve on a committee at the request of the President, Director, or Chair of the Committee.

Section 4 Executive Committee

The Executive Committee of the Board of Directors shall be comprised of the President, President-Elect, Past President, Alumni Director, and one member of the Board of Directors appointed by the President, to serve concurrently with the President's term. The President shall serve as Chair. The Executive Committee responsibilities are as follows:

- a. Develop an annual operating plan for presentation to the Board.
- b. Approve annual budget for the Board of Directors, Committees of the Board of Directors, and funds granted to the Regional Chapters.
- c. Charge standing and ad hoc committees.
- d. Represent the Association at University events
- e. Act as a liaison to the University and the Office of Alumni Relations.
- f. Consider Alumni issues during periods between Board of Director meetings.

The Executive Committee shall meet as called by the President.

Section 5 Committee Meetings

All committees shall meet at the call of the chair of the Committee. Committee chairs shall prepare quarterly reports of the activities. Such reports shall be included in the board packets distributed to board members prior to each quarterly board meeting. Committees shall keep minutes of their meetings and shall forward a copy of the minutes to the Alumni Director.

ARTICLE XIII - COUNCIL OF PAST PRESIDENTS

There shall be a Council of Past Presidents whose membership shall consist of all living past presidents of the Association. The purpose of the group will be consultative in nature; that is, the Board may wish to draw upon the collective experience of the group on matters concerning policies and programming, and such other matters as the Board of Directors may request. The Council of Past Presidents will have the opportunity to convene formally at least once a year, or more frequently, as needs of the Council of Past Presidents or the Board may determine. The Council of Past Presidents members may receive minutes of the Board meetings and other materials of interest, including items they might request.

ARTICLE XIV - INDEMNIFICATION OF DIRECTORS AND OFFICERS

Officers and Directors of the Association are indemnified and insured against liability under the University's General Umbrella Liability Policy.

ARTICLE XV - CONFLICT OF INTEREST

Any director, officer, staff member, or committee member having a material financial interest, or having an immediate family member with a material financial interest, in a contract or other transaction presented to the Board of Directors or a committee thereof for authorization, approval or ratification shall make a prompt, full and frank disclosure of such person's interest to the Board or committee prior to its acting on such contract of transaction. Such disclosure shall include any relevant and material facts, known to such person, about the contract or transaction which might reasonably be construed to be adverse to the corporation's interest. The board or committee to which such disclosure is made shall thereupon determine, by majority vote whether the disclosure shows that a conflict of interest exists or can reasonably be construed to exist. If a conflict is deemed to exist, such person shall not vote on, nor use personal influence on, nor participate (other than to present factual information or respond to questions) in the discussions and deliberations with respect to such contract or transactions. Such person may be counted in determining the existence of a quorum at any meeting where the contract or transaction is under discussion

or is being voted upon. The minutes of the meeting shall reflect the disclosure made, the vote thereon and, where applicable, the abstention from voting and participation, and whether a quorum was present. For purposes of this Section, a person shall be deemed to have a “material financial interest” in a contract or other transaction if such person is the party (or one of the parties) contracting or dealing with the corporation, or is a governor, trustee or officer of, or has a significant financial or other interest in, the entity contracting with the corporation.

ARTICLE XVI- THIRD PARTY CONTRACT APPROVAL

All Committees, Shared Interest Organizations, and Chapters of the Association shall submit any proposed contract with a third party to the Alumni Director for appropriate review and approval before execution of said contract. Authorization to enter into such a contract on behalf of the Association is governed by policy of the University.

ARTICLE XVII – AMENDMENTS TO THE BY-LAWS

The Board of Directors shall have the power to make, amend, and repeal By-Laws not inconsistent with the Constitution at any regular or special meeting of the members of the Board by a vote of the majority of the members present, provided the text of the proposed amendment has been mailed or otherwise transmitted to the members of the Board of Directors at least seven (7) days prior to said meeting.