TEMPLE UNIVERSITY ALUMNI ASSOCIATION, INC.

Founded: November 6, 1927
Incorporated: February 3, 1997

BYLAWS

Revised and Adopted: May 5, 2012

ARTICLE I--NAME

The name of this organization shall be the TEMPLE UNIVERSITY ALUMNI ASSOCIATION, INC. (the Association).

ARTICLE II--PURPOSES

Section 1. The purposes of the Temple University Alumni Association are to promote continuing alumni activities and interest for support of the University’s welfare, and to serve as the coordinating organization of alumni activities at Temple University.

Section 2. The Temple University Alumni Association is dedicated to strengthening and enhancing all relationships among alumni, faculty, administration, students and governing bodies of the university.

Section 3. Notwithstanding any other provisions of these articles, the organization is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code of 1986, and shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under IRC 501(c)(3) or corresponding provisions of any subsequent tax laws.

Section 4. No part of the net earnings of the organization shall inure to the benefit of any member, trustee, director, officer of the organization, or any private individual (except that reasonable compensation may be paid for services rendered to or for the organization), and no member, trustee officer of the organization or any private
individual shall be entitled to share in the distribution of any of the organization’s assets on dissolution of the organization.

Section 5. No substantial part of the activities of the organization shall be carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by IRC 501(h)) or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office.

Section 6. In the event of dissolution, all of the remaining assets and property of the organization shall after payment of necessary expenses thereof be distributed to such organizations as shall qualify under section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws, or to the federal government or state or local government for a public purpose, subject to the approval of a Justice of the Supreme Court of the Commonwealth of Pennsylvania.

Section 7. In any taxable year in which the organization is a private foundation as described in IRC 509(a), the organization shall distribute its income for said period at such time and manner as not to subject it to tax under IRC 4942, and the organization shall not (a) engage in any act of self-dealing as defined in IRC 4942(d), (b) retain any excess business holdings as defined in IRC 4943(c), (c) make any investments in such a manner as to subject the organization to tax under IRC 4944, or (d) make any taxable expenditures as defined in IRC 4945(d) or corresponding provisions of any subsequent Federal tax laws.

ARTICLE III--MEMBERSHIP

There shall be three classifications of Membership in this Association.

Section 1. Full Members shall include every graduate and matriculate of Temple University whose entering class has graduated, also referred to herein as alumni.

Section 2. Auxiliary Members shall include all employees of Temple University, including, but not necessarily limited to, all faculty and administrative staff personnel, and parents of current Temple University students.

Section 3. Honorary Members shall include persons presented by the Nominating Committee and elected by the Board of Directors for such membership.

Section 4. Only Full Members may be voting members of the Board of Directors or Standing Committees.
ARTICLE IV--BOARD OF DIRECTORS

Section 1. Composition

The administration and operation of this Association shall be vested in a Board of Directors consisting of:

A. Officers of the Association

B. Directors-at-large: Between 15 and 20 alumni shall serve as the at-large directors.

C. One representative each from member school and college alumni associations and these representatives shall be selected by their respective school or college alumni association. If a representative is unable to attend a TUAA meeting, the representative may send an alternate in his/her place.

D. The Association’s Immediate Past President, who serves as Emeritus Council Chair

E. National Directors: those alumni who are currently serving as presidents, leaders or chairs of duly authorized alumni clubs or groups, other than member school and college alumni associations. If a National Director is unable to attend a meeting, a Director may send an alternate in his or her place.

F. The Association’s Executive Director, who shall be an ex officio member of the Board of Directors.

G. The Association’s Counsel and Associate Counsel, who shall be appointed by the President with the approval of the Board of Directors. They shall be ex officio members of the Board of Directors.

H. Faculty: Two representatives selected by the Provost’s office, one from an undergraduate or graduate school and one from a professional school. These are non-voting positions.

I. Student representatives: the then-current student government president; the president of the Honors Program; the president of the Student Alumni Association; and the graduate/professional school representative to the Student Government. The student representatives shall be non-voting members. The Executive Committee may fill any student representative vacancy.
J. Committee Chairs: The chairs of all Board committees, both Standing and Non-Standing

Section 2. Terms of Service:

The Officers and Directors-at-Large shall be elected at an annual meeting of the Board of Directors. They shall begin their term of service on July 1 of their two-year term and end their term of service on June 30 of the respective two-year term.

The term of each Board member shall be two years. A Director may be elected to serve on the Board for a total of three consecutive two-year terms (a six-year maximum), after which the member must have a mandated hiatus from service of at least one year. After the one-year hiatus the former member would be eligible for re-election as if to a first two-year term; there is no limit to the rotations off and back onto the Board. Even when on hiatus from the TUAA Board, an individual may remain a member of a working committee, both Standing and Non-Standing.

The six-year maximum term before hiatus applies to non-Officers only. Once elected an Officer, that person’s six-year eligibility starts anew. A faculty member shall serve only one two-year term. The Executive Committee shall fill vacancies of Officers or elected members of the Board for the unexpired terms. Unexpired terms for other Board members (voting, non-voting and ex officio) shall be filled in accordance with Article IV, Section 1.

Section 3. Conditions of Membership.

Every member of the Board of Directors shall contribute a mandatory minimum of $100 to Temple University during each year that the member serves on the Board of Directors of the Association. Student and Faculty representatives shall be exempt from this requirement.

Except when represented by an alternate in accordance with Article IV, Section 1, any member who misses three successive meetings of the Board of Directors will be deemed to have resigned.

Section 4. Duties and Responsibilities

A. Meets three times a year, in the Fall, Winter and Spring.
B. Approves the operating budget for the coming academic year.
C. Elects Officers and Directors-at-Large; selects any un-elected members of the Executive Committee in accordance with these bylaws.
D. Approves all bylaw changes.
E. Addresses such other matters as may be presented by the Executive Committee, the Executive Director or other appropriate representatives of Temple University.

ARTICLE V--EXECUTIVE COMMITTEE

Section 1. Composition

The Executive Committee shall consist of the President, Immediate Past President, President-elect, Treasurer, Secretary, Counsel, Associate Counsel, Executive Director, and the Chairs of all Board committees, both Standing and Non-standing.

Section 2. Terms of Service

Executive Committee members who are Officers may serve one two-year term per office. An Officer may be elected to other offices or positions for additional two-year terms. The Counsel and Associate Counsel shall serve a maximum of three two-year terms. The Executive Director shall not have a term limit.

Section 3. Duties and Responsibilities

The Executive Committee shall meet three times a year and shall serve as the operational decision making body of the Association, overseeing all activities and approving all decisions involved in the operation of the Association except for those specifically reserved for the Board of Directors as delineated above. The Executive Committee shall not have the power to amend or reverse prior decisions of the Board of Directors. The Executive Committee shall have the authority to approve individual budget items up to $8,000. The Executive Committee shall receive the first reading of nominees for officers, Directors-at-Large and members of the Executive Committee. A majority of the membership of the Executive Committee shall constitute a quorum for any meeting thereof.

ARTICLE VI--OFFICERS

Section 1. Composition

The officers of the Association shall be: President; President-elect; Treasurer; Secretary and Executive Director.

Section 2. Terms of Service
Officers shall serve one two-year term per office. After completing a term in office, a person may be elected to another office or position for an additional two-year term. Counsel shall be appointed by the President and serve a maximum of three two-year terms. Associate Counsel shall be appointed by the President and serve a maximum of three two-year terms. The Executive Director shall not have a term limit.

Section 3. Duties and Responsibilities

A. President: The President shall preside at all meetings of the Board of Directors and the Executive Committee. He or she shall be the Chief Executive Officer of the Association, shall appoint Standing and Non-Standing committees, Counsel and Associate Counsel. The President shall have all powers and duties incident to such office and shall conduct and have charge of the affairs of the Association subject to the approval of the Board of Directors. He or she shall be a member ex officio of all Standing and Non-Standing committees of the Association.

B. President-elect: In the event of unavailability of the President, the President-elect shall preside at all meetings of the Board of Directors and the Executive Committee. He or she shall be a member ex officio of all Standing and Non-Standing committees of the Association.

C. Treasurer: The Treasurer, under the direction of the Board of Directors, shall collect and disperse all funds of the Association. He or she shall have custody of all funds of the Association, except as herein specifically allocated to some other custodian. The Treasurer shall chair the Budget and Finance Committee. Disbursements and vouchers must be approved by any two of the President, President-elect and Executive Director. In case of the Executive Director's unavailability, approval shall be by the President or President-elect and countersigned by the Treasurer. Checks shall be signed by the Treasurer or, if he or she is unavailable, the Secretary.

D. Secretary: The Secretary shall act as secretary at the meetings of the Board of Directors and the Executive Committee, and shall prepare the minutes of the Association, and shall transmit any such documents as required by the Constitution of the Association, these Bylaws, the Board of Directors or the Executive Committee.

E. Executive Director: The Executive Director shall be responsible for the management of all the organizational functions and programs of the Association. He or she shall act as a liaison between the Association and the University and shall assume any additional duties as may be assigned by the President and the Board of Directors and the Executive Committee. The Executive Director shall
not be entitled to vote at either Board of Directors or Executive Committee meetings.

Article VII-- Counsel and Associate Counsel

Section 1. Composition

The Counsel and Associate Counsel shall be appointed by the President with the approval of the Board of Directors. They shall be ex officio members of the Board of Directors.

Section 2. Terms of Service

The Counsel and Associate Counsel may each serve a maximum of three two-year terms.

The Associate Counsel serves in Counsel’s stead when Counsel is unavailable.

Section 3. Duties and Responsibilities

Counsel and Associate Counsel shall provide legal advice to the Association and its officers. The Counsel and Associate Counsel may not serve as an Officer of the Board of Directors nor vote at either Board of Directors or Executive Committee meetings.

Article VIII—Committees

Chairs of Standing Committees shall be members of the Board of Directors in accordance with Article IV.

Section 1. Standing Committees

A. Composition

1. Nominating Committee: the President, President-elect, Immediate Past President, Executive Director, two at-large members appointed by the President, and one member elected by the TUAA Board of Directors. The Nominating Committee Chair shall be appointed by the President.

2. The Budget, Finance and Investment Committee shall be appointed by the President and shall consist of the Treasurer and alumni with extensive
professional and/or personal investment and related financial expertise.

3. Bylaws Committee: The Bylaws Committee shall be appointed by the President.

4. Young Alumni Committee: The Young Alumni Committee shall select its chair. Committee members will be recruited by the Young Alumni Committee and may be appointed by the President of the TUAA.

5. Grants and Awards Committee shall be appointed by the President and shall act with oversight by the Executive Committee.

B. Duties and Responsibilities

1. Nominating Committee: Prior to the annual meeting, the Nominating Committee shall make nominations to the Board of Directors of the Officers, Directors-at-Large and such officials as required of the Association. The Nominating Committee shall (i) present its list of nominees at an Executive Committee meeting prior to the annual meeting for a first reading, (ii) direct that the Board of Directors be sent the list of nominees in writing five business days in advance of the annual meeting, and (iii) report its recommendations for election to the Board of Directors, as approved by the Executive Committee, at the annual meeting. Additional names for all positions may be placed in nomination by written request of not less than five Directors, provided that such nominees must meet the requirements of the Association for election to the Board of Directors and must be submitted to the Executive Director at least ten days prior to the annual meeting of the Board of Directors.

2. Budget and Finance Committee: The Budget and Finance Committee shall prepare the annual budget and perform such other duties as may be assigned to it from time to time by the Board of Directors and/or the President of the Association.

3. Investments Committee: The Investments Committee shall manage the Association’s Investments. The Committee is charged to maximize income, while conserving principal in keeping with the trust nature of the funds. The members of the Investments Committee shall not be personally liable, except for bad faith, gross negligence or wanton misconduct.

4. Bylaws Committee: The Bylaws Committee shall suggest wording for bylaw revisions and amendments as directed by the Board of Directors. It shall review the bylaws periodically to assure that they reflect the spirit and conduct
of the Association and shall recommend such changes as it deems appropriate.

5. Young Alumni Committee: The Young Alumni committee shall suggest to the Executive Committee plans for outreach programs for alumni who are in the first ten years after their graduation. When duly authorized, the Young Alumni committee may participate in or conduct such outreach programs.

Section 2. Non-Standing Committees:

A. Composition

Non-Standing Committees are all other committees which may be necessary from time to time and authorized by the President and/or the Board of Directors. With the approval of the Executive Committee, the President may appoint non-alumni to chair Non-Standing Committees when in the best interest of the Association.

B. Duties and Responsibilities

The duties, powers and authority of all Non-standing committees of the Association shall be those as are expressly delegated by the President and/or the Board of Directors.

ARTICLE IX--MEETINGS

Section 1. The Board of Directors shall meet three times a year, once in the Fall, Winter and Spring, on dates selected by the President and Executive Committee.

Section 2. The Executive Committee shall meet three times annually, on dates selected by the President and the Executive Committee.

Section 3. Special meetings of the Board of Directors or the Executive Committee may be called by the President or, if he or she is unavailable, by the President-elect, or upon the written request of seven members of the Board of Directors (for a Board of Directors meeting) or four members of the Executive Committee (for an Executive Committee meeting). The request must state the purpose for which the meeting is to be called. Five days written notice of any special meeting shall be given to Board members or Executive Committee members, respectively, and only the business specified in the notice may be transacted at such meetings.

Section 4. Twenty percent of the then-current membership of the Board of Directors
shall constitute a quorum.

Section 5. The order of business at the annual meeting of the Board shall be:

A. Approval of the minutes of the prior meeting
B. Report of the Treasurer
C. Reports of the Committees
D. Unfinished business
E. New business
F. Nominations
G. Elections

Section 6. Absentee balloting is not permitted at any meeting of the Board of Directors or the Executive Committee of the Association or any committee, whether Standing or Non-standing.

ARTICLE X--INVESTMENTS PORTFOLIO

The Investments Portfolio, which is the property of the Association, is held in trust by the Association. The income therefrom may be used currently by the Association for its general purposes.

ARTICLE XI--CONSTITUENT ALUMNI GROUPS

Section 1. The formation of constituent alumni groups, including, but not limited to, clubs, associations and organizations, shall be by the authorization of the Association Board of Directors. Such constituent groups shall submit their constitution and bylaws to the Board of Directors for approval.

Section 2. The Board of Directors shall have authority at any time, by a two-thirds vote of its membership present at a meeting called for that purpose (at which there is a quorum), to order any constituent alumni group be disbanded if the Board at such meeting determines that the said constituent group's activities are inimical to the best interest of the University or the Association, or if such constituent alumni group has
ceased to function.

ARTICLE XII--FUND-RAISING

Section 1. The Association shall not solicit gifts from any source for any purpose or activity, except that the Association shall be permitted to inform alumni that the Association may be the designated recipient on a gift to the University.

Section 2. The Association shall not receive gifts from any source for any purpose except for gifts made to the University with the Association as the designee.

ARTICLE XIII--AMENDMENTS TO BY-LAWS

These bylaws may be amended at any regular or special meeting of the Board of Directors (at which there is a quorum) by a majority vote of the members present at such meeting, provided that twenty days notice of the proposed amendment shall have been given each Director by mail at his or her last known address.

ARTICLE XIV--PROCEDURE

Robert’s Rules of Order shall govern procedures at all meetings of the Board of Directors, Executive Committee and all other Committees.