BY-LAWS

THE UNIVERSITY OF NEW ORLEANS INTERNATIONAL ALUMNI ASSOCIATION

ARTICLE I
PURPOSE OF ASSOCIATION

Section 1: Mission Statement
The University of New Orleans (UNO) International Alumni Association (Association) promotes the long-term welfare of the University, its students and alumni; fosters loyalty and support for the University; promotes fellowship among alumni and serves as the vehicle through which all university alumni, friends and community members can support UNO.

ARTICLE II
MEMBERSHIP

Section 1: Member Categories
In addition to the class(es) of membership set forth in the Articles of Incorporation, there shall be additional classes of membership as further defined in this Article.

Section 2: Alumni Members
Membership in the University of New Orleans (UNO) International Alumni Association shall be extended to the following as "Alumni Members" who register for membership:

A) All persons who have earned an undergraduate or graduate degree from UNO
B) All persons who have successfully completed a professional preparatory curriculum at UNO.
C) All other former UNO students who register for membership in the Association.

Section 3: Associate/Friend Membership
Associate/Friend Membership shall include all members of the UNO faculty, teaching and administrative staff, their spouses, graduate fellows of UNO and other individuals who demonstrate an interest in the development of UNO and who register as members in the association.

Section 4: Contributing Alumni Membership
For purposes of the Articles of Incorporation and these By-laws, Contributing Alumni Members are defined as Alumni Members who contribute a minimum amount ("qualifying contribution") as determined according to these By-Laws Article XII, Section 1. Subcategories of contributing members may be approved by the Board periodically. A member shall be considered a Contributing Alumni Member for a period of one year following the date of receipt of the contribution by the Alumni Association or its designee. Only Contributing Alumni Members shall be eligible to vote.

Section 5: Honorary Membership
Honorary membership may be conferred upon any person who has rendered outstanding service to UNO or this Association upon his or her receiving a majority of the votes cast in the election by the Board of Directors of this Association for the purpose of conferring Honorary membership.

Section 6: Lifetime Membership
Lifetime membership may be conferred upon any member class who has contributed significant financial support to UNO or this Association upon his or her receiving a majority of the votes cast in the election by the Board of Directors of this Association. A Lifetime Member will be considered a Contributing Member regardless of his or her subsequent contribution after being named.

ARTICLE III
GENERAL MEMBERSHIP MEETINGS

Section 1: Special Meeting
A special meeting of the membership may be called by the President and shall be called by the President or by the Executive Director of the Alumni Association upon any of the following:

A. A resolution passed by a majority of the Board of Directors; or
B. A written request of at least ten (10) percent of Contributing Members of the Association.

Such order or request shall indicate the purpose(s) of the proposed meeting. 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 2: Membership Quorum
At any annual or special meeting of the membership, the Contributing Alumni Members present shall constitute a quorum for the transaction of business. Only Contributing Alumni Members are eligible to vote at any general membership meeting.

Section 3: Annual Meeting
The Association shall hold an Annual Meeting of the general membership.

ARTICLE IV
BOARD OF DIRECTORS

Section 1: Board Terms
The terms of the Board of Directors shall be as follows:

A. President – One (1) year.
B. President-Elect – One (1) year as President-Elect.
C. Secretary/Treasurer – One (1) year.
D. Standing Committee Chairmen – One (1) year.
E. College Representatives – Two (2) years.
F. At-Large Directors – Two (2) years, Ten (10) years total, with five (5) being appointed each year.
G. Athletic Council Representative – One (1) year.
H. University Senate Representative – One (1) year.
I. Immediate Past President – One (1) year beginning in the year succeeding serving as President.
J. Chapter Council Representative – One (1) year.
K. President or Vice-President of the SGA – One (1) year.

All terms shall end at the end of the Association fiscal year.

Section 2: Term limits
No Board member may serve for more than two (2) consecutive terms in any single board position. A Board member may serve a single third term in a different, non-officer position. No Board member may serve for more than three (3) consecutive terms as a non-Officer. After a two (2) year period, a member will be considered eligible to serve again.

Section 3: Appointment Process
The various members of the Board shall be appointed as follows:

A. The At-Large Directors shall be appointed pursuant to the procedures set forth in Article VII of these By-laws.
B. The President-Elect and Secretary/Treasurer shall be appointed by the Nomination and Appointment Committee pursuant to the procedures set forth in Article VII of these By-Laws. And with the approval of the Chancellor.
C. The Secretary/Treasurer shall be appointed by the Nomination and Appointment Committee pursuant to the procedures set forth in Article VII of these By-Laws.
D. The Athletic Council Representative, and the University Senate Representative shall be appointed by the Nomination and Appointment Committee pursuant to the procedures set forth in Article VII of these By-Laws.
E. Each of the College Representatives shall be appointed in consultation with that College’s Dean and shall be an Alumni Member from that College.
F. The Chairmen of the four (4) Standing Committees shall be selected by the President-Elect for approval and appointment of the Nomination and Appointment Committee.
G. The Chapter Council shall elect a President to serve on the Board of Directors per the Chapter Policy Manual referred to in Article XI of these By-laws.

Section 4: Ex Officio Members
A representative of the University of New Orleans Foundation, or its successor, to be named by that Foundation or successor, the Chancellor of the University of New Orleans or his/her representative, the Vice Chancellor of External
Bylaws as approved by UNO International Alumni Association Board of Directors on 26 AUGUST 2010.
The Executive Director or President shall give advance notice of all Board meetings in writing or by e-mail no later than ten (10) days in advance of the meeting. Initial notification of regularly scheduled meetings for the year shall constitute such notification.

Section 10: Written/electronic voting
If Board action is required and a quorum cannot be reached in person, the Board may act by 2/3 majority written (or electronic) consent of all its voting members in lieu of a meeting. Any action so taken shall have the same effect as it if had been taken at a meeting.

ARTICLE V
EXECUTIVE COMMITTEE

Section 1: Committee Role
The Executive Committee shall serve as the steering committee of the Association’s board of directors and shall be tasked with maintaining alignment of Association programs and resources with long-term strategic goals. It shall review and respond to recommendations from board committees and shall make policy or other recommendations as appropriate for the approval by the Board of Directors. The Executive Committee shall advise the board and its committees as well as the Executive Director of the Association.

Section 2: Program Planning
The Executive Committee shall assist the President in developing an implementable action plan for their term which will further the Mission of the Association, align with long-term strategic goals of the University and the Association, and provide short term, tangible outcomes. The Executive Committee shall consider potential impact, ability to engage alumni and students, availability of resources, program continuity, and feasibility of successful outcome in order to prioritize program activity.

Section 3: Committee Constituency
The Executive Committee shall consist of no more than ten (10) members. These shall consist of: three (3) Officers of the Board of Directors: the President, the President-Elect and the Secretary/Treasurer; the Immediate Past President; the four (4) Chairmen of the Standing Committees; the Vice Chancellor of External Affairs or his/her designee and the Foundation’s appointee...The Executive Director of the Association shall serve as an ex-officio member.

Section 4: Committee Meetings
The Executive Committee shall meet in person at least one time prior to each Board meeting. The Executive Committee shall also have monthly meetings or conference calls at a time to be determined by the Officers of the Committee.

Section 5: Meeting Notice
Meetings of the Executive Committee shall be called by the President or upon the petition of a majority of the members of the Executive Committee. The Executive Director or President shall give advance notice of all Executive Committee meetings in writing or by e-mail no later than (five (5) days in advance of the meeting. Initial notification of regularly scheduled meetings for the year shall constitute such notification. All members of the Executive Committee other than the President shall have voting rights. The President shall be allowed to vote to break a tie.

Section 6: Written/Electronic Voting
If action is required and a quorum cannot be reached in person, the Executive Committee may act by 2/3 majority written (or electronic) consent of all its voting members in lieu of a meeting. Any action so taken shall have the same effect as it if had been taken at a meeting.

Section 7: Committee Authority
The Executive Committee shall have and may exercise all powers of the Board during the intervals between meetings of the Board, and the Executive Committee shall be empowered to take all action the Board itself could take, except (a) as otherwise provided by the Articles or by these bylaws, and (b) the Executive Committee shall have no power to amend the bylaws or fill vacancies among the directors or officers. The Executive Committee shall report all actions taken on behalf of the Board or Association to the Board of Directors.

Section 8: Committee Quorum
A quorum of the Executive Committee shall consist of a majority of the members of the Executive Committee.

Section 9: Committee Duties
The duties of the Executive Committee, at a minimum, shall include the following:
A. Provide advice and counsel to the President and Executive Director on all executive matters;
B. Lead long-range strategic planning efforts and review progress biannually;
C. Review, consider, align and prioritize short-term action plans to achieve tangible wins and to further progress toward strategic goals
D. Prioritize Association activities to most effectively meet goals of University and Association;
E. Monitor progress of Association projects, programs and Association plans.
F. Monitor the financial position and operations of the Association to insure accordance with the objectives and goals of the Association as set by the Board of Directors;
G. Report actions of the Executive Committee to the Board of Directors;
H. Designate the purpose of and duration of Ad Hoc committees;
I. Determine policy in accordance with the objectives and goals of the Association and subject to full board approval
J. Provide mentorship to new Board Members;
K. Motivate Board Members;
L. Attend all Executive Committee meetings;
M. Attend all Board Meetings;
N. Attend and participate in Association events and UNO events;
O. Serve as University and Association Ambassadors;
P. Help identify and recruit potential Board leaders;
Q. Provide financial support at leadership level;
R. Identify and recruit financial sponsors.

ARTICLE VI
NOMINATION AND APPOINTMENT COMMITTEE

Section 1: Committee Role
The Nomination and Appointment Committee shall consider the strategic goals and objectives of the Association as communicated by the Officers of the Board and the Executive Director of the Association and shall identify the skills and qualifications required to achieve these goals and objectives. The Committee shall actively seek out and recruit candidates for Board service and review nominees throughout the year. The Committee members shall help screen all candidates. Committee members will work with Executive Director and Incoming President to recruit future leaders.

Section 2: Candidate Identification
The Nomination and Appointment Committee shall be responsible for identifying appropriate and qualified candidates for each vacant position on the Board and for completing a Board Slate of candidates. The Committee shall appoint one qualified candidate for each vacancy. The Committee shall review board applications and candidate recommendations and shall screen potential leaders for cultivation and future service.

Section 3: Application Form
The Nomination and Appointment Committee shall periodically review the Board Application Form and make recommendations for revisions as needed for Board ratification.

Section 4: Membership Requirement
Members of the Nomination Committee must be alumni of the University.

Section 5: Members of Committee
The Nomination and Appointment Committee shall consist of the following individuals:

A. President
B. President-Elect
C. One (1) member to be named by the University Senate
D. Three (3) members named by the Chancellor of the University
E. Two (2) members appointed by the President
F. Immediate Past President

Section 6: Executive Director
The Executive Director of the Alumni Association shall serve as an ex-officio member.

Section 7: Committee Chair
The Chair of the Committee shall be selected by the Chancellor from among the members he or she names.

Section 8: Avoid Conflict

Bylaws as approved by UNO International Alumni Association Board of Directors on 26 AUGUST 2010.
No member of the Committee shall be eligible for appointment 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 9: Timeline
The Nomination and Appointment Committee shall be appointed by January 1 of each year. Members shall serve for a minimum period of 1 year. The Committee shall meet thereafter as determined by the Chair. The Committee shall be responsible for developing a Board Slate to serve as the leadership team of the organization in the following year.

ARTICLE VII
NOMINATIONS AND APPOINTMENT PROCEDURES

Section 1: Application Form
Board candidates shall be provided with a board application form for completion and shall submit with resume/CV to the Executive Director of the Association. It shall be the responsibility of the Executive Director to confirm receipt of applications, to determine eligibility of applicants and to inform Committee of candidate applications.

Section 2: Candidate Matrix
The Committee shall develop a matrix or other method by which the committee can communicate, manage and track candidates to facilitate the selection of an academically, geographically, demographically and skill-set diverse group of Board Nominees as appropriate to represent the interests of the Association and all UNO Alumni.

Section 3: Candidate Qualifications
In evaluating candidates for vacant positions on the Board, the Nomination and Appointment Committee shall review all applicants and all recommended candidates to determine their willingness and availability to serve on the Board in the capacity in which they have been nominated. The Committee shall confirm that the candidate is an alumni of UNO and from which college, and if the candidate is a Contributing Member. The Committee shall consider the skills required to serve successfully in each board position and the skills and qualifications needed by the Board as a whole. In addition, the Committee shall consider the following:

A. Prior UNO experience and participation
B. Prior Association experience and participation
C. Prior experience on Boards of Directors or Committees
D. Commitment to University and Association strategic goals
E. Ability to serve as Ambassador of the Board, the Association and the University
F. Time availability and commitment
G. History of gifts to University
H. Additional vocational, civic, and community experience
I. Skill sets required for board success
J. Any other qualities considered appropriate by the Nomination and Appointment Committee.

Section 4: Confirmation of Candidate Eligibility
It shall be the responsibility of the Executive Director of the Association to confirm that alumni candidates for Board service meet membership and board requirements prior to providing them to the Nomination and Appointment Committee. The Executive Director shall re-confirm that candidate requirements are met and shall confirm that each of the appointees are willing to serve in the position to which they’ve been assigned once Board Slate has been determined.

Section 5: Board Slate
The Nominations and Appointment Committee shall appoint one candidate for each Board vacancy which shall serve to create a Slate of Board Members which will be presented to the Board of Directors by the Executive Director for its ratification no later than May 15 of each year. In the event the Board Slate is not ratified by the Board of Directors, then the Nominations and Appointment Committee will meet again and submit a new slate of Board Members to be presented to the Board of Directors by the Executive Director for ratification.

Section 6: Board Installation
The Board and Officers shall be installed at an Annual General Assembly or as determined by the Board of Directors.

ARTICLE VIII
STANDING COMMITTEES

Section 1: Ad Hoc Committees
The President or the Executive Committee shall have the power to create ad hoc committees or taskforces deemed necessary during his/her tenure.

Section 2: Standing Committees
In addition to the Executive and Nominating Committees, the Association shall have four (4) standing committees: Membership, Program/events, Communications, and Student Success. Each committee shall meet a minimum of four (4) times a year with additional meetings as needed to achieve objectives.

A. Membership. The goals of the Membership Committee shall be to increase alumni involvement, participation, engagement and giving to UNO and the Association; and to increase membership in the Association. The Committee shall consider and recommend ways to attract new first-time participants and to retain longer term members. The Committee shall evaluate membership benefits including affiliation agreements and make recommendations for improvements to the Board of Directors. The Committee shall evaluate and recommend membership tiers and associated benefits. The Committee shall identify and implement potential member retention and expansion activities with Board approval as appropriate. This committee shall support chapter development and the Chapter Council, will mentor new chapters as needed, and will serve as the Managing Committee’s liaison with existing chapters. The Membership Committee will consider requests by the Chapter Council to approve new Affiliate members and shall make appropriate recommendation to Board of Directors. The Chair of the Membership Committee shall serve ex officio on the Chapter Council representing the leadership of the Association Board, shall act as a mentor to the Council and a liaison between the Council and the Executive Committee.

B. Program/Events. The goal of the program/events committee shall be to identify, prioritize, plan and implement programs and events which will most effectively and efficiently meet the goals of UNO and of the Alumni Association and elevate perceptions of UNO and the Association. This committee shall evaluate proposed programs and events to determine feasibility, availability of required resources, probably return on investment, and impact. The committee shall be responsible for major Association program/event initiatives including: fundraising events, philanthropic projects, and Association programs, etc. unless otherwise designated. The Committee Chair may choose to create sub-committees for events, projects, etc. but is responsible for sub-committee management.

C. Communications. The goal of the Communications committee shall be to consider branding, messaging, content, distribution methods, policy, technology, design, and etc. of communications to the Alumni Association and UNO Alumni to build alumni pride in UNO, to create meaningful dialogue and increase engagement. The Committee will also make recommendations and help implement programs to improve the exchange of information with a variety of audiences including: the Association Board, Association membership, University, UNO community. The Committee will help develop communication campaigns.

D. Student Success. The goals of the Student Success committee shall be to support efforts to recruit and retain students at UNO; to foster an environment in which UNO students can succeed; to increase interaction between alumni and students and to help forge a positive, long-term relationship between students and the University. The Committee shall identify opportunities to build relationships with current and prospective UNO students aimed at fostering loyalty and engagement with the university. The committee will cultivate relationships with student organizations including student government, Greeks, Ambassadors, teams, etc. by developing meaningful programs aligned with Association goals as well as student interests. The Committee will work in coordination with the Department of Admissions, Career Services and Student Affairs and other University groups as appropriate. The Committee will work with the Department of Admissions to increase volunteer efforts to recruit and retain students. The Committee will also develop and implement programs to be carried out by Association Chapters aimed at recruiting and retaining students. The Director of Admissions, or his/her representative, shall serve as ex officio member of this committee.

Section 3: Committee Chairs
The President-Elect will identify, recruit and select incoming Chairs of the Standing Committees with the support of the Nominations and Appointments Committee and the Executive Director for inclusion in the next term’s slate. The President-Elect shall appoint the Chairs of the Standing Committees for a one (1) year term. Chairs are not required to be Alumni Members of the Association or to be selected from current or incoming Association Board members. In the case that a non-alumni or non-board member is selected to serve as a Standing Committee Chair, that individual will serve as an ex-officio member of the Executive Committee and the Board of Directors. The Incoming four (4) Chairs of the Standing Committees will be ratified at the General Assembly meeting.

Section 4: Chair Responsibilities
The Committee Chairs shall have the following responsibilities:

A. To recruit committee members and to create a member roster in coordination with Executive Director
B. To create a committee meeting schedule in coordination with the Executive Director and to lead committee meetings
C. To set committee priorities and develop a program of activities in alignment with Association and University goals and available resources for the year
D. To actively serve on the Executive Committee and the Board of Directors and to attend the meetings of both
E. To develop and adhere to budgets for projects and activities
F. To motivate committee involvement and support of goals and activities
G. To report activities to the Executive Committee and the Board

Section 5: Committee Terms
The Board shall select and invite members from persons with interests, availability and expertise in activities and goals of each committee. Committee membership shall not be limited to the members of the Board of Directors; however, there must be at least three (3) Board members on each Committee. Members shall be selected and invited based on professional or personal experience, interest, availability, and etc.

Officers of the Board of Directors shall serve on each Committee as ex officio members. The term of Committee membership shall be one (1) year.

Section 6: Committee Operations
The following shall govern the operation of the Committees:

A. The President-Elect shall identify and recruit the Committee Chairs with support and approval of Appointment and Nominations Committee. The President-Elect shall extend the invitation to the incoming Chairs, explain the requirements of the position, and confirm each individual’s willingness to serve in the role described.

B. The Committee Chairs shall serve as Members of the Board of Directors and Executive Committee and shall attend all such meetings.

C. Each Committee must develop an action plan aimed at achieving specific goals assigned to it and is responsible for planning programs within the limits of the Association’s resources.

D. Each Committee shall have its initial meeting with one (1) month of the first Board meeting in order to establish goals, calendar, member roster, roles and responsibilities, and to draft a program plan for the year. Each Committee must report its recommended plans and actions to the Executive Director, Executive Committee and Board of Directors for approval.

E. Committees may determine to create sub-committees as appropriate. Sub-Committees shall be governed by the same by-laws as the parent committee and will report to the Chair of the Committee.

ARTICLE IX
COLLEGE REPRESENTATION

Section 1: Represented College
Each college shall have one representative to the Board of Directors. For this purpose, a represented college is a degree-awarding college or school of the University which has a Dean. However, the Graduate School shall not have a representative.

Section 2: Eligibility of Representative
The representative of a College or school must have been awarded an undergraduate degree from that College, have completed a professional preparatory curriculum in that College, or have been awarded a graduate degree from a program placed in that College.

Section 3: Appointment Process
The Representative of a College shall be appointed by the Appointments and Nominations Committee based on recommendation of the College Dean. The Committee will actively seek input and recommendations from the respective Deans for nominees.

Section 3: Duties and Responsibilities
The College Representatives shall serve as the active liaison between the College and the Alumni Association to insures that programs and activities are coordinated and communicated to avoid duplication, maximize impact, to best serve alumni and to achieve the goals of the Association. The College Representatives shall look for ways to increase
coordination and cooperation between the Colleges and the Alumni Association. They shall strive to keep the relationship between the colleges and the Association positive and effective. The College Representatives shall meet with the College’s Dean prior to each Association Board Meeting. They shall represent the Association to the College and shall represent their colleges on the Association Board. College Representatives shall also be responsible for reporting news, successes, or activities of their colleges to the Alumni Association.

ARTICLE X
AFFILIATE CHAPTERS

Affiliate Chapter policy, representation, requirements, management, procedures, rules and regulations shall be defined in an official Chapter Policy Manual which will be maintained by the Membership Committee. Revisions to the policy will be brought to the Membership Committee for consideration before to Executive Committee and Board for approval.

ARTICLE XI
EXECUTIVE DIRECTOR

Section 1: Position
The Director of the Office of Alumni Affairs of the University of New Orleans shall also serve as Executive Director of the Association.

Section 2: Director Duties
The duties of the Executive Director shall include:

A. Managing of Association operations
B. Acting as liaison between the Alumni Association and the University
C. Coordinating alumni programs and committees
D. Supervising, directing, controlling, and reporting of alumni fund-raising activities.
E. Monitoring all financial affairs of the Association, including monitoring all expenditures, comparing all revenues and expenditures to the Association’s approved budget, and assisting in the preparation and filing of any returns or forms required by the Internal Revenue Service or other Federal or State agency.

ARTICLE XII
MEMBERSHIP MINIMUM CONTRIBUTION / ENTITLEMENT

Section 1: Defines Qualifying Contribution
The minimum contribution or “Qualifying Contribution” as referenced in Article II, Section 4 these Bylaws shall be determined by the Executive Director in cooperation with the Secretary/Treasurer for approval by the Executive Committee and the Board of Directors.

Section 2: Contribution Requirement
To be entitled to hold appointed office, a member must be a Contributing Alumni Member as of the first meeting of the newly constituted Board of Directors and must maintain this Contributing Alumni Member status for the entire term of his or her membership on the Board.

ARTICLE XIII
FISCAL MATTERS

Section 1: Financial Management
The Association agrees that the UNO Foundation will administer the financial assets and maintain the financial records for the Association.

Section 2: Audit
The financial records of the Association that are maintained by the UNO Foundation will be subjected to the same auditing procedures applied in the audit of the basic financial statements of the UNO Foundation.

ARTICLE XIV
FISCAL YEAR

The fiscal year of the Association shall begin on July 1 of each calendar year and shall end on June 30 of the following calendar year.

ARTICLE XV
BOARD INDEMNIFICATION

Section 1
To the extent permitted by law, this Association will indemnify, hold harmless and defend any person who was or is a party or is reasonably certain to be made a party to any action, suit or proceeding, whether civil, criminal, administrative or investigative (including any action by or in the right of the Association) by reason of the fact that he is or was a Director, Officer, employee, or agent at the request of the Association as a Director, Officer, employee or the Association as a Director, Officer, employee or agent of another non-profit Association, partnership, joint venture or other enterprise, against any claim, demand, cause of action, loss, expense or liability (including but not limited to attorneys fees, judgments, fines, amounts paid in settlement, court costs and other costs of defense) if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interest of the Association, and, with respect to any criminal action or proceeding had no reasonable cause to believe his conduct was unlawful.

Section 2
The Association may obtain insurance to protect it and its Directors, Officers, employees and agents from potential losses arising from claims against any of them for alleged wrongful acts committed in their capacity as Directors, Officers, agents or employees.

Section 3
If a majority of the Directors of the Association conclude that, in connection with an action, any person ultimately may become entitled to indemnification under this article, the directors may authorize payment of reasonable costs and expenses, including reasonable attorney fees, arising from the defense or settlement of said action. Before making such payment, the corporations shall obtain an agreement that it will be repaid if such person is later determined not to be entitled to such indemnification.

ARTICLE XVI
BOARD VACANCIES

Section 1
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, Secretary/Treasurer or the Immediate Past President in that order.

Section 2
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, Secretary/Treasurer or Immediate Past President, in that order, shall execute the powers and responsibilities of the Office of the President for the remainder of the fiscal year.

Section 3
In the event that a member of the Executive Committee of the Board of Directors shall become vacant during the fiscal year, a replacement shall be appointed by the Chancellor.

Section 4
In the event that a non-Executive Committee Board 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 at its next scheduled meeting.

Section 5
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 Executive Director and President shall determine whether an absence is excused at their discretion.

B. Removal of the Member from the Board 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 Executive Director prior to the beginning of the meeting where the vote occurs. The member 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 by the Executive Committee 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 these Bylaws.

ARTICLE XVII
THIRD PARTY CONTRACT APPROVAL

All Committees and Chapters of the Association shall submit any proposed contract with a third party to the Executive Director of the Association for appropriate review and approval before execution of said contract. Authorization to enter into such a contract on behalf of the Association is limited to either the Executive Director or the President of the Association.

ARTICLE XVIII
AMENDMENTS

These By-Laws may be amended by a 2/3 vote of the Board of Directors present and voting at a scheduled meeting, provided that the text of the proposed amendment has been mailed or otherwise transmitted to the members of the Board at least seven (7) days prior to said meeting.

ARTICLE XIX
TRANSITION RULES

These By-Laws shall become effective upon the vote of the Board of Directors and the installation of the new 2010-2011 Board.

ARTICLE XX
RULES OF PROCEDURE

When these by-laws do not specify procedures needed to determine a rule of order, Roberts Rules of Order, newly revised, shall be used as a guide.