

THE HOWARD UNIVERSITY ALUMNI ASSOCIATION CONSTITUTION

PREAMBLE

The Board of Trustees of Howard University (the "University") recognizes the existing special relationship between the University and its alumni and wishes to encourage and expand the contacts between the University and its alumni. Furthermore, the Board of Trustees recognizes the importance of alumni in assisting in fundraising for the University, in maintaining and raising the stature of the University worldwide, and supporting the recruitment efforts of qualified and deserving students to attend the University. In order to further the purposes of maintaining, fostering and expanding the unique and special relationship between the University and its alumni, the Board of Trustees hereby adopts this Constitution for the governance of the Howard University Alumni Association, as a unit of the University.

ARTICLE I. NAME

Section 1. The name of this organization is the Howard University Alumni Association, hereinafter referred to as the "Association" or "HUAА."

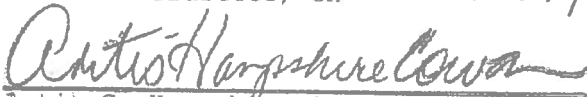
ARTICLE II. AUTHORITY

Section 1. The Association is formed by the Board of Trustees under the charter of the University, a tax-exempt entity under Internal Revenue Code Section 501(c) (3). The Association is not a separately incorporated entity. The Association shall operate under the authority of the University as a unit of the University and shall be recognized as the parent organization of local alumni clubs, school-based and interest-based alumni associations and professional alumni associations/organizations (collectively the "Constituent Units"). In order to use the name of "Howard University" and receive benefits thereof, neither the Association nor any of its Constituent Units may be separately incorporated or separately seek tax-exempt status.

Section 2. Limitations: In order for the Association to fulfill its role as a subordinate organization to the University:

- a. HUAА shall remain subject to the authority of the University and the By-Laws of the Board of Trustees.

Approved by the
Board of Trustees, on 04.19.2014



Artis G. Hampshire-Cowan, Esq.
Secretary of the Board of Trustees

- b. The Association and its affiliated Constituent Units must comply with any policies and procedures set forth by the University before entering into all contracts or agreements or incurring any liabilities or obligations.
- c. Neither the Association nor any of its Constituent Units shall take any action or engage in any activity which would not adversely impact the University's status as a Section 501(c) (3) exempt organization, nor shall the Association or its Constituent Units take any action or engage in any activity which could bring disrepute upon Howard University. The Association and its Constituent Units shall strictly adhere to all policies and procedures adopted by the University.

Section 3. Fiscal Year: The fiscal year of the Association shall run from July 1 through June 30 of the following calendar year, or as the fiscal year may be amended by the University.

ARTICLE III. PURPOSE

The purpose of the Association shall be to promote the University as an institution of academic excellence and to create and maintain an environment that encourages alumni participation through volunteerism and financial support.

ARTICLE IV. MEMBERSHIP

Section 1. Categories of Members: The Association shall have two categories of members – Regular Members and Associate Members. All Regular Members and Associate Members of the Association may, but need not, be members of a Constituent Unit.

Section 2. Eligibility for Membership: Individuals shall be eligible for Regular Membership or Associate Membership in the Association as follows:

- a. All graduates and honorary degree recipients of Howard University shall be eligible for Regular Membership status.
- b. Former students of Howard University who completed at least one (1) year of studies at Howard University and withdrew in good standing may become Regular Members upon application and verification of such status by the Director of Alumni Relations of Howard University. The application of such an individual shall be in the form and manner as provided by the Department of Alumni Relations. Such individuals, regardless of Association membership status, shall be considered alumni of the University. The determination of the Director of Alumni Relations to approve or reject any application is appealable to the Executive Committee and then to the Alumni Board, whose decision shall be final.
- c. Faculty and staff of Howard University who do not qualify for Regular Membership under this Article IV, and spouses of individuals who qualify for Regular Membership under this Article IV, are eligible to become Associate Members of the Association upon application to and approval by the Director of Alumni Relations. The application for Associate Membership of such an individual shall be in the form and manner as provided by the

Department of Alumni Relations. The determination of the Director of Alumni Relations to accept or reject any application for Associate Membership is appealable to the Executive Committee and then to the Alumni Board, whose decision shall be final.

Section 3. All Regular and Associate Members are eligible to become Lifetime and Platinum Members.

Section 4. Revocation of Membership: The Executive Committee may revoke the membership of any individual in the Association for good cause, including, but not limited to, actions by an individual which bring disrepute, damage or injury to the stature or reputation of Howard University. Any determination to revoke the membership status of any individual is appealable to the Alumni Board, whose decision shall be final.

Section 5. Dues: Each Regular and Associate Member will be charged dues for membership in the Association for a twelve (12) month period, effective from the date that the application for membership in the Association is received by the Department of Alumni Relations. The amount of the annual dues is thirty-five dollars US (\$35.00). Dues for graduates shall be waived for the first twelve months immediately following graduation. The Association may increase or decrease the annual dues subject to the approval of the Alumni Board. All changes shall become effective at the beginning of the next fiscal year (July 1). Association dues must be collected by the Association or Constituent Units. Constituent Units must submit all Association dues collected to the Department of Alumni Relations within thirty (30) days of collection. No individual shall be considered to be a member in good standing of the Association unless and until such dues have been paid and received by the Department of Alumni Relations. An individual who fails to pay annual dues when required shall automatically cease to be a member in good standing of the Association. In order to maintain good standing, the dues of renewing members must be received by the Department of Alumni Relations no later than sixty (60) days after the expiration date noted on the applicant's membership card.

Regular or Associate Members who have completed the enrollment fee of \$1,867.00 shall be recognized as Lifetime Members. Individuals who were not HUAA Members, and meet the requirements for Regular or Associate Membership, will be considered Regular or Associate Members upon receipt of the first payment for Lifetime Membership, and shall maintain that status until satisfaction of the total enrollment fee. The first payment shall be no less than \$623.00. The total fee must be submitted within three years of receipt of the first payment. Failure to make full settlement within the specified period shall result in forfeiture of previously remitted funds, which will then be recorded as a donation to the HUAA Brenda Lawson Brown Scholarship Fund.

Regular or Associate Members who have completed payment of the enrollment fee of \$500.00 shall be recognized as Platinum Members. Platinum Membership will be effective for a period of twenty (20) years, commencing from the date that the application for enrollment is received by the Department of Alumni Relations.

ARTICLE V. CONSTITUENT UNITS

Section 1. In order for a local alumni club, school-based or interest-based alumni association or professional alumni association/organization to form as a Constituent Unit, it must (a) have a membership of at least ten (10) alumni of the University who meet criteria for membership in Article IV, Section 2 of this Constitution, (b) agree to be bound by the provisions of this Constitution, and (c) adopt and operate under the Constituent Unit Bylaws in the form attached hereto (as may be changed from time to time) and as have been approved and accepted by the Alumni Council. No Constituent Unit shall be known as a chapter.

Section 2. Upon approval and acceptance by the Alumni Council in accordance herewith, a local alumni club, school-based or interest-based alumni association or professional alumni association/organization shall be recognized as a Constituent Unit of the Association.

Section 3. The Alumni Council has authority to terminate the Constituent Unit status of any local alumni club, school-based or interest-based alumni association or professional alumni association/organization at any time by a two-thirds (2/3) vote of its members present at a regular or special meeting. Such Constituent Unit must be informed in writing of the proposed action and its justification at least thirty (30) days prior to the Alumni Council meeting at which such action is to take place. It shall be further advised in writing that it may be represented by its delegate or by counsel, in all proceedings relevant to this matter. Fees pertaining to any legal counsel retained during this process shall be paid by the individual constituent unit.

Section 4. The Constituent Units shall be grouped by regions as follows:

- Region I: Connecticut, Maine, Massachusetts, New Hampshire, New Jersey, New York, Rhode Island, Vermont, Europe and Africa.
- Region II: Delaware, the District of Columbia, Maryland, Pennsylvania, Virginia and West Virginia.
- Region III: Alabama, Florida, Georgia, Kentucky, Mississippi, North Carolina, South Carolina, Tennessee, The Bahamas, Bermuda, the West Indies, Central America and South America.
- Region IV: Indiana, Illinois, Iowa, Kansas, Michigan, Minnesota, Missouri, Nebraska, North Dakota, Ohio, South Dakota, Wisconsin and Canada.
- Region V: Arkansas, Louisiana, New Mexico, Oklahoma, Texas and Mexico
- Region VI: Alaska, Arizona, California, Colorado, Hawaii, Idaho, Montana, Nevada, Oregon, Utah, Washington, Wyoming, Asia and the Pacific Islands.

ARTICLE VI. ALUMNI BOARD

Section 1. The Alumni Board shall recommend policy to HUAA and advise the Department of Alumni Relations with respect to the management of the affairs of HUAA, subject to the directions and approval of the Board of Trustees. The Alumni Board shall consist of the following individuals:

1. The President of the University
2. The Vice President for Development and Alumni Relations (Chair)
3. The Association President (Vice Chair)
4. The Association Vice President for Administration
5. The Association Vice President for Finance
6. The Association Vice President for Membership
7. The Association Recording Secretary
8. Two (2) Members-at-Large (one appointed by the Chair and one appointed by the Vice Chair)
9. The Director of Alumni Relations of the University
10. The University General Counsel or his/her designee
11. The Provost of the University or his/her designee
12. The Vice President for Student Affairs of the University
13. The Alumni Trustees
14. The Student Trustees

The Vice President for Development and Alumni Relations shall be the Chair of the Alumni Board and the President of the Association shall be the Vice Chair. The Chair shall preside at all meetings of the Alumni Board. In the event that the Chair is unable to be present at any meeting of the Alumni Board, the Vice Chair shall preside over such meetings. The Alumni Board may establish committees as it deems necessary.

Section 2. A majority of the membership of the Alumni Board at a duly called meeting shall constitute a quorum.

Section 3. The Alumni Board shall meet at least once a year at such time and date as may be determined by the Alumni Board. Between annual meetings, the Alumni Board may convene special meetings or may approve actions by mail, teleconference or other electronic means as long as a quorum is present at such meetings.

Section 4. With the exception of the President of the University, the Student Trustees, The Vice President for Development and Alumni Relations, the Director of Alumni Relations, the University General Counsel, the Provost and the Vice President for Student Affairs, all members of the Alumni Board must be members in good standing of the Association. In the event any Alumni Board member who is required to be a member in good standing of the Association ceases to so qualify, he or she shall not be entitled to vote on any matter presented to the Alumni Board, and the presence of such individual shall not count in determining whether a quorum is achieved. In the event that any member of the Alumni Board ceases to hold his or her position with the Association or the University, such person simultaneously shall cease to be a member of the Alumni Board and shall be succeeded by the person who succeeds to the same position with the Association or the University. The term of office for the two Members-at-Large shall be two years, coinciding with the term of office of the Association officers. Such members may be reappointed to a second two year term.

Section 5. Powers and Duties of the Chair of the Alumni Board: The Chair of the Alumni Board shall preside at all meetings of the Alumni Board at which he or she is present. The Chair shall report to the President of the University and in all respects shall be subject to the supervision, direction and control of the President of the University and the Board of Trustees of the University.

ARTICLE VII. ALUMNI COUNCIL

Section 1. The Alumni Council of the Association, hereinafter referred to as "Alumni Council," shall manage and administer the internal affairs of the Association as a unit subject to the authority of the University, and meets for the purpose of hearing reports and considering recommendations from its members. The Alumni Council shall advise the Alumni Board on issues of concern to the members of the Association and recommend policy for the Association and its Constituent Units. The Alumni Council shall consist of the following individuals:

1. The Association President (Chair)
2. The Association Vice President for Administration (Vice Chair)
3. The Association Vice President for Finance
4. The Association Vice President for Membership
5. The Association Recording Secretary
6. The Association Immediate Past President
7. The Director of Alumni Relations
8. The Regional Chairs and Regional Representatives (as defined in Article IX, Section 3) from each region of Constituent Units
9. The President of each Constituent Unit
10. One (1) Member-At-Large appointed by the Association President
11. The student representatives serving on the University Board of Trustees
12. Any past President of the Association (excluding the Immediate Past President), who may serve as honorary voting members. Past Presidents (excluding the Immediate Past President) do not count in determining a quorum.

The Association President shall act as the Chair of the Alumni Council and shall preside at all meetings of the Alumni Council, and the Association Vice President for Administration shall act as Vice Chair of the Alumni Council. In the event that the Chair is unable to be present at any meeting of the Alumni Council, the Vice Chair shall preside over such meeting. The Alumni Council may establish committees as it shall deem necessary.

Section 2. One quarter of the membership of the Alumni Council at a duly called meeting shall constitute a quorum.

Section 3. The Alumni Council shall meet as set forth in Article XII.

Section 4. With the exception of the Director of Alumni Relations and the student members of the University's Board of Trustees, all members of the Alumni Council must be members in good standing of the Association. In the event that any Alumni Council member who is required to be a member in good standing of the Association ceases to so qualify, he or she shall not be entitled to vote on any matter presented to the Alumni Council, and the presence of such individual shall not count in determining whether a quorum is achieved. Similarly, in the event that any member of the Alumni Council ceases to hold his or her position with the Association or the University, such person simultaneously shall cease to be a member of the Alumni Council and shall be succeeded by the person who succeeds to the same position with the Association or the University.

Section 5. For the purpose of a quorum, with respect to local alumni clubs, school-based or interest-based alumni associations and professional alumni associations/organizations, only "active" Constituent Units shall be counted. A Constituent Unit is considered active when it has held at least one (1) Annual Meeting and three (3) regular meetings or events during the past twelve (12) months, maintained at least ten (10) dues-paying members and annually submitted all required financial and activity reports.

Section 6. If a quorum is not achieved during the annual Alumni Council meeting or a special meeting of the Alumni Council, any action taken at the meeting must be validated and ratified via mail ballot or electronic means within thirty (30) days of the meeting by a majority vote of the membership of the Council.

ARTICLE VIII. OFFICERS

Section 1. Election and Tenure: The officers of the Association shall be a President, a Vice President for Administration, a Vice President for Finance, a Vice President for Membership, a Recording Secretary and an Executive Secretary, and such other officers as the Alumni Council from time to time may consider necessary for the proper conduct of the business of the Association. The officers shall be elected biennially in even numbered years by the members of the Association in accordance with Article IX. The Executive Secretary shall be that person who holds the office of Director of Alumni Relations at the University. The term of office for each officer shall commence on July 1 of each even numbered year immediately following the election to office and shall conclude on June 30 of the next even numbered year. No officer (other than the Executive Secretary) shall serve more than two consecutive terms.

Section 2. Powers and Duties of the President: The President shall preside at all meetings of the Alumni Council, the Executive Committee and the Officers Committee. The President shall be the Vice Chair of the Alumni Board. The President shall take an active role in promoting the Association's activities to the University community. The President shall be an ex-officio voting member of all committees except the Nominating Committee. The President shall have and perform such other duties as may, from time to time, be assigned by the Alumni Council.

Section 3. Powers and Duties of the Vice President for Administration: The Vice President for Administration shall have such powers and shall perform such other duties as may be assigned by the Alumni Council or by the President. In the case of the absence or disability of the President, the Vice President for Administration shall perform the duties of that office.

Section 4. Powers and Duties of the Vice President for Finance: The Vice President for Finance shall prepare an annual budget and other budgets as needed, monitor and prepare reports on Association accounts, make recommendations about the Association's dues structure and perform such other financial duties as may be assigned by the Alumni Council or by the President.

Section 5. Powers and Duties of the Vice President for Membership: The Vice President for Membership shall develop and implement an annual plan to increase the membership of the Association and its Constituent Units (the "Membership Plan"). The Membership Plan shall be presented to the Executive Committee at least thirty (30) days prior to the annual meeting of the Alumni Council. The Vice President for Membership shall perform such other duties as may be assigned by the Alumni Council or by the President.

Section 6. Powers and Duties of the Executive Secretary: The Executive Secretary shall give notice of all meetings of the Alumni Board, the Alumni Council, the Executive Committee, the Officers Committee and all other notices required by law or by this Constitution. The Executive Secretary shall record all proceedings of the meetings of the Alumni Board in books provided for that purpose, and shall perform such other duties as may be assigned by the Alumni Board. In general, the Executive Secretary shall perform all of the duties normally incident to the office of secretary of a corporation, subject to the control of the Alumni Board.

Section 7. Powers and Duties of the Recording Secretary: The Recording Secretary shall record all proceedings of the meetings of the Alumni Council, the Executive Committee and the Officers Committee in books provided for that purpose. The Recording Secretary shall provide assistance as necessary to the Executive Secretary. In the case of the absence or disability of the Recording Secretary, the President of the Association shall appoint a recording secretary pro tempore. The Recording Secretary shall perform such other duties as may be assigned by the Alumni Council or by the President.

ARTICLE IX. ELECTION OF OFFICERS, REGIONAL CHAIRS, AND REGIONAL REPRESENTATIVES

Section 1. Nominations: Nominations for the officers, Regional Chairs and Regional Representatives shall be submitted through the Nominating Committee to the Association President and the Association Executive Secretary no later than February 28 of the year in which the election is to be held.

Section 2. Officers: The members of the Association shall elect the officers biennially, in even numbered years, by ballot. The vote of the members shall be conducted by mail, facsimile, electronic mail, other electronic means or telephonically using a ballot developed by the

Director of Alumni Relations. The candidate for each office who received the greatest vote total shall be elected to that office. All Association members in good standing as of forty-five (45) days prior to the last day to cast ballots shall be eligible to vote. Election results shall be tabulated by an independent accounting firm or electronic voting vendor and the results must be published within thirty (30) days of the tabulation.

Section 3. Regional Chairs and Representatives: Biennially, in even numbered years, the members of each of the six regions shall elect one (1) Regional Chair and three (3) Regional Representatives by mail, facsimile, electronic mail, other electronic means or telephonically using a ballot developed by the Director of Alumni Relations. The candidate for Regional Chair who received the greatest vote total shall be elected to that office. The three candidates for Regional Representative who received the highest number of votes shall be elected to that office. Election results shall be tabulated by an independent accounting firm or electronic voting vendor and the results must be published within thirty (30) days of the tabulation.

Section 4. Qualifications: In order to qualify as an officer or a Regional Chair of the Association, the candidate must have an earned degree from the University, have graduated at least three (3) years prior to the election and have been a member of the Association for at least one (1) year immediately prior to assuming office. In order to qualify as a Regional Representative of the Association, the candidate must have an earned degree from the University, have graduated at least two (2) years prior to the election and have been a member of the Association for at least one (1) year immediately prior to assuming office. All elected officers, Regional Chairs and Regional Representatives must remain dues paying members in good standing with the Association during their term of office. Within one hundred twenty (120) days of assuming office, each officer, Regional Chair and Regional Representative shall participate in an orientation program developed by the Department of Alumni Relations.

Section 5. Removal: An elected officer, Regional Chair or Regional Representative may be removed from office by the Alumni Council at a regular or special meeting for good cause, including, but not limited to, the following: (1) failure to pay Association dues; (2) failure to attend three (3) meetings within a term of office without sufficient justification; (3) failure to respond to requests for information from the Association or the University; (4) failure to fulfill the duties of the office; or (5) taking any action or engaging in any activity which could bring disrepute, damage or injury to the stature or reputation of the University. Removal shall require an affirmative vote of two-thirds (2/3) of the members of the Alumni Council, not including the past Presidents. Removal from office includes, without any additional action, removal from the membership of the Alumni Council, the Executive Committee and any other Association committee. The Vice President for Development and Alumni Relations, in accordance with the Office of General Counsel, reserves the right to remove any officer, Regional Chair or Regional Representative who has taken any action or engaged in any activity which has brought disrepute, damage or injury to the stature or reputation of the University or the Association. The appointed members of the Executive Committee may be removed by a two-thirds (2/3) vote of the Executive Committee at a regular or special meeting for the same good cause factors listed above.

Section 6. Vacancies: In the case of a vacancy in the office of President, the Vice President for Administration shall succeed to the office of President, and shall serve until the expiration of the current term. In the case of concurrent vacancies in both the Presidency and the Vice Presidency for Administration, the Executive Committee by a majority vote shall appoint an Acting President and Vice President for Administration who will serve until the expiration of the current term. In the case of a vacancy in any other HUAA office, the President shall appoint a successor, with approval by a majority vote of the Executive Committee, who will serve until the expiration of the current term. Should a vacancy occur in the positions of Regional Chair or Regional Representative, the vacancy shall be filled with the individual who received the next highest number of votes for the appropriate position during the last election. If the predetermined line of succession fails to produce an individual willing to serve, the President shall appoint a successor, subject to the majority approval of the Executive Committee. Such individual shall serve until the expiration of the current term. Should a vacancy occur in the appointed positions of the Executive Committee, the President shall appoint the successor, subject to approval by a majority vote of the Executive Committee, who will serve until the expiration of the current term. Should a vacancy occur in the positions of Member-at-Large to the Alumni Board, the vacancy shall be filled by the original appointing authority, the Chair or Vice Chair of the Alumni Board, subject to approval by a majority vote of the Alumni Board, which successor will serve until the expiration of the current term.

ARTICLE X. ELECTION OF ALUMNI TRUSTEES

Section 1. The Association shall submit proposed nomination and election procedures to the Board of Trustees for approval not later than January 31 of the year in which an election is to be held.

Section 2. Nominations: Nominations for Alumni Trustee on the University Board of Trustees shall be submitted to the Board of Trustees by the Vice President of Development and Alumni Relations no later than February 28 of the year in which the election is to be held. The nomination and election procedures shall comply with the By-Laws of the University, and the policies and procedures established by the Board of Trustees as may be amended, including, but not limited to:

- a. As stipulated by Article I, Section 8, Subsection a (2) b in the By-Laws of the Howard University Board of Trustees (or any successor provisions), only holders of earned degrees from Howard University shall be eligible to serve as Alumni Trustees.
- b. The Nominating Committee shall solicit recommendations for nominations broadly, including the University website, alumni list serves and publications, as well as the publications and media outlets available to associations, clubs and similar organizations affiliated with or otherwise authorized by the University.
- c. All nominations must be submitted using the Nomination Credentials Form.

- d. The Nominating Committee shall use the following criteria to determine the Alumni Trustee slate: contribution to Howard University; demonstrated leadership in the nominee's community, profession, and/or public service.

Section 3. Voting and Balloting: Voting by alumni shall be made from a field of not less than three or more than five eligible candidates. Ballots for the selection of a candidate to be an Alumni Trustee nominee to the Board shall be distributed to eligible alumni by the Secretary of the Board ("Secretary") or by an independent consultant acting for the Secretary. Ballots may be distributed to eligible alumni by the Secretary. Ballots may be distributed by mail, hand, facsimile transmission, in publications, through organizations of alumni, telephonically or electronically, or in any combination of the foregoing, as the Secretary of the Board of Trustees may deem appropriate under the circumstances, giving due regard to both the integrity of the process and obtaining the greatest practicable return. Write-in candidates shall be permitted and counted, if such candidates are otherwise eligible to serve as an Alumni Trustee. Voting shall be by secret ballot, but ballots may be coded in a way that preserves confidentiality, while mitigating against the potential for voter impropriety. Only holders of earned degrees from a college or school of the University shall be eligible to vote for a candidate for Alumni Trustee. The Secretary of the Board of Trustees shall declare the candidate receiving the greatest number of votes in an election as the "Alumni Nominee," provided that the candidate has received at least 30 percent of all votes cast. If the candidate receiving the highest number of votes fails to achieve a 30 percent plurality, there shall be a run-off election to be conducted as soon as practicable under the circumstances. The run-off election shall be between the first candidate and the second candidate receiving the greatest vote totals. The candidate nominee receiving the greatest number of votes with at least a 30 percent plurality shall be referred by the Secretary of the Board of Trustees to the Trusteeship Committee. The referral shall include a statement of eligibility regarding the nominee and the names and corresponding vote tallies for all candidates who participated in the election.

Section 4. Terms of Office: The three Alumni Trustees shall be elected for terms of three years each. Such terms shall be staggered so that one such term expires each year. An individual shall be eligible for only one consecutive reelection as an Alumni Trustee.

Section 5. Vacancies: In the case of a vacancy for an Alumni Trustee whose term has not expired, a vacancy shall exist until the term expires.

Section 6. Removal: Any Trustee may be removed by a majority vote of the Board of Trustees. Petition to seek formal removal of a Trustee must have been deemed by due process through majority vote of the Executive Committee of the Board of Trustees that a Trustee has acted in a way that is either an actual or apparent violation of the Statement of Responsibility of the Board, or has otherwise acted in a way to bring discredit to the University; has violated the Code of Ethics and Conduct; or has failed to submit an accurate and complete Disclosure Form as required under such Code. Such petition must be presented to the Secretary of the Board for certification by the Trusteeship or the Audit and Legal Committees of the Board of Trustees.

ARTICLE XI. COMMITTEES

Section 1. The Association President, with the majority approval of the Executive Committee, has the authority to establish committees and appoint chairs of such committees, unless otherwise directed by resolution of the Alumni Council and/or stipulation in this Constitution.

Section 2. The Association President and Executive Secretary shall be ex-officio members of all committees with voting privileges, unless otherwise provided by this Constitution.

Section 3. The Executive Committee: The Executive Committee shall be a standing committee consisting of the following individuals: the Member-at-Large of the Alumni Council, four (4) Constituent Unit Presidents, the Regional Chairs, the Association President, the Association Vice President for Administration, the Association Vice President for Finance, the Association Vice President for Membership, the Association Recording Secretary, the Association Executive Secretary, the Association Immediate Past President and the two student members of the Alumni Council. The Association President has the authority to appoint the aforementioned four (4) Constituent Unit Presidents. The identities of the standing members of the Executive Committee shall change immediately as the identities of the individuals serving in such capacities change and without further action by the President. The term of office for the appointed positions shall be two years to coincide with the terms of office of the Association officers. Such individuals may be reappointed to a second two-year term. The Executive Committee, as the agent of the Alumni Council, shall be responsible for the management and administration of the Association, and to the extent permitted by law and this Constitution, shall have all powers that the Alumni Council otherwise would have. Wherever in this Constitution any reference is made to the Alumni Council or any of its powers, such references shall be deemed to refer to and include therein the Executive Committee duly designated by the Alumni Council.

Section 4. The Nominating Committee: The Nominating Committee shall consist of six (6) members elected annually by the Alumni Council. The Nominating Committee shall be comprised of representatives of the six (6) regions and no region may have more than one (1) member. Each member of the Nominating Committee shall be a member of HUAA in good standing and cannot be nominated for office or an award. Nominations for the Nominating Committee are taken from the floor at the annual Alumni Council meeting. These names are subsequently voted on by the Alumni Council during this meeting. The Nominating Committee shall be responsible for developing a slate of candidates for the positions as an officer of the Association, Regional Chair, Regional Representative, the alumni positions on the University's Board of Trustees and other positions or awards as assigned by the Alumni Council or Executive Committee. Nominations for the officers, Regional Chairs and Regional Representatives shall be submitted to the President and the Executive Secretary no later than February 28 of the year in which the election is to be held.

Section 5. Officers Committee: The Officers Committee shall include the Association President, the Association Vice President for Administration, the Association Vice President for Finance,

the Association Vice President for Membership, the Association Recording Secretary, the Association Executive Secretary and such other officers as the Alumni Council may consider necessary for the proper conduct of the business of the Association. The Officers Committee shall act as an agent of the Executive Committee in the management and administration of the Association.

Section 6. All members of any Association committee must be members in good standing of the Association. If any individual ceases to be a member in good standing of the Association, that individual simultaneously shall cease to be a member of the Association committee.

ARTICLE XII. MEETINGS

Section 1. Annual Meeting of the Alumni Council: The Alumni Council shall meet annually on the day before graduation ceremonies are scheduled to take place at the University, or on such other date as may be decided by a two-thirds (2/3) vote of the Alumni Council, not including the past Presidents. Written notice of the Alumni Council annual meeting shall be given to the members of the Alumni Council at least thirty (30) days prior to the scheduled meeting date.

Section 2. Special Meetings of the Alumni Council: The Association President and/or the Association Executive Secretary may call special meetings of the Alumni Council with the approval of a majority of the members of the Alumni Council. Written notice of such special meeting shall be given to the members of the Alumni Council at least thirty (30) days prior to the scheduled meeting date.

Section 3. Regular Meetings of the Executive Committee: Regular meetings of the Executive Committee shall be held on the Saturday after the University's Opening Convocation and the Saturday after the University's Charter Day Convocation or on such other dates as may be decided by a majority of the Executive Committee members. Written notice must be given to the members of the Executive Committee at least thirty (30) days prior to the scheduled meeting date.

Section 4. Special Meetings of the Executive Committee: Special meetings of the Executive Committee may be called by the Association President or the Association Executive Secretary and/or upon the written request of a least a majority of the members of the Executive Committee. Written notice of such special meetings must be given to the members of the Executive Committee at least fifteen (15) days prior to the date of the special meeting.

Section 5. Quorum: A majority of the membership of any committee in regular or special session shall constitute a quorum (unless otherwise specified).

Section 6. Teleconference: Regular or special meetings of the Alumni Board, the Alumni Council, the Executive Committee or any other committee may be held via teleconference upon the approval of a majority of the members of that body.

Section 7. Attendance at Alumni Council Meetings; Reimbursement of Expenses: It shall be the duty of each Alumni Council member to attend the annual meeting of the Alumni Council. In the event of a member's inability to attend, he or she shall give another member of the Association his or her proxy in a form provided by the Department of Alumni Relations. Any reimbursements for travel and related expenses by the Association shall comply with the travel procedures established by both the University and the Association.

Section 8. Attendance at Executive Committee Meetings; Reimbursement of Expenses: It shall be the duty of each Executive Committee member to attend Executive Committee meetings. In the event of a member's inability to attend, he or she shall give another member of the Association his or her proxy in a form provided by the Department of Alumni Relations. Any reimbursements for travel and related expenses by the Association to Executive Committee members shall comply with the travel procedures established by both the University and the Association.

Section 9. Attendance at Alumni Board Meetings; Reimbursement of Expenses: It shall be the duty of each Alumni Board member to attend at least one (1) annual meeting of the Alumni Board. Each member of the Alumni Board shall be responsible for his or her own travel and related expenses to attend such Alumni Board meeting, unless otherwise approved by the Alumni Board. Any reimbursements for travel and related expenses by the Association to the Alumni Council Officers and Members-at-Large shall comply with the travel procedures established by both the University and the Association.

Section 10. Meetings of the Officers Committee: The Association President and/or the Association Executive Secretary may call meetings of the Officers Committee on an as needed basis. With at least three (3) days advance notice, such meetings shall be conducted via teleconference or by any other means as determined by the Officers Committee.

Section 11. Informal Action: Any action required or permitted to be taken by the Alumni Board, Alumni Council, Executive Committee or any committee thereof, may be taken without a formal meeting. Voting may be conducted by regular mail, telegram, facsimile, electronic mail or other electronic means, as may be decided by each body, provided, however, that a written consent setting forth the action so taken and signed by at least a majority of the members of the Alumni Board, Alumni Council, Executive Committee or other committee shall be filed with the minutes of the next official meeting of that body.

ARTICLE XIII. ANNUAL REPORTS

Section 1. The President of the Association shall prepare an annual report to be presented at the annual meeting of the Alumni Council. Additionally, the President may present a suggested program of activities and goals for the coming year at the annual Alumni Council meeting.

Section 2. The President of each Constituent Unit and each Regional Chair shall submit an activity report to the Alumni Council by April 30 of each year. Additionally, each President of a

Constituent Unit shall submit an end-of-the-year financial report and other reports requested by the Department of Alumni Relations by July 31 of each year.

Section 3. The Director of Alumni Relations shall prepare an annual report of Association programs to be presented at the annual meeting of the Alumni Council.

Section 4. The Vice President for Finance shall submit a year-end report of the Association's income and expenses and a proposed budget for the coming year at the annual meeting of the Alumni Council.

Section 5. The Vice President for Membership shall submit a year-end report on membership at the annual meeting of the Alumni Council, including actual dues collected, changes from previous years and strategies for increasing membership for the Association and its Constituent Units.

ARTICLE XIV. AMENDMENTS AND PROCEDURES

Section 1. Any amendment to this Constitution shall require the two-thirds (2/3) vote of those members present and voting by both the Alumni Council and the Alumni Board at a regular or special meeting of the Alumni Council and the Alumni Board. The Director of Alumni Relations shall provide notice of the proposed amendment(s) to all Alumni Council members either in writing or by publication not less than forty-five (45) days prior to such meeting. Such notice shall include a copy of the proposed amendment(s) to the Constitution. All such amendments shall be subject to ratification by the University Board of Trustees. The University Board of Trustees reserves the right to amend this Constitution at any time with a majority vote of the Alumni Board.

Section 2. Robert's Rules of Order (newly revised) shall govern all proceedings of any regular or special meeting of the Association, the Alumni Board, the Alumni Council and the Executive Committee, provided that the aforementioned entities have not adopted other rules or procedures governing such meetings.