

**BY LAWS
UNIVERSITY OF ALASKA SOUTHEAST ALUMNI ASSOCIATION**

ARTICLE I. OFFICES

The Association shall maintain its principal offices for the transaction of its business at Juneau, Alaska.

ARTICLE II. SEAL

The Association may have a seal.

ARTICLE III. MEMBERSHIP

Section 1. Classes of Members. The Association shall have four classes of members.

A. Regular Members. Any individual holding a degree or having earned at least 12 credits in any college, school, or department of the University of Alaska, or serving or having served as a member of the faculty or staff of the University of Alaska Southeast shall be eligible for membership as a regular member.

B. Friends of the University. Individuals who do not qualify as regular members but who show an active interest in the affairs of the University of Alaska and/or this Association may be eligible for membership under the distinction of Friends of the University.

C. Honorary Members. Those individuals who have, in the opinion of the Board of Directors, exhibited outstanding service to the University of Alaska and/or its alumni may be granted honorary membership by a majority vote of the members of the Board of Directors present at any regular or special meeting.

D. Student Members. Any individual enrolled in at least 6 credits at the University of Alaska Southeast, shall be eligible for student membership.

Section 2. Active Members. Any member of the Association may become an active member by making a minimum yearly contribution or in kind gift to the Association. The minimum contribution will be set in Association policy. A membership is considered Active for a 12 month period from when the membership is paid.

Section 3. Members Who May Vote/Hold Office. Only active members may vote or hold office. Student members are not eligible to vote.

Section 4. Committee Members. All members may serve on committees and, when in service, may vote on matters presented to the committee for vote.

Section 5. Transfer of Membership. Membership in the Association is not transferable or assignable.

ARTICLE IV. MEMBERSHIP MEETINGS

Section 1. Annual Meeting. The annual meeting of the members shall be held within six months following the close of the fiscal year or at the convenience of the board.

Section 2. Special Meetings. Special meetings of the members of the Association may be called by the President of the Board of Directors.

Section 3. Place of Meetings. The Board of Directors shall specify the meeting places and times for the membership meetings.

Section 4. Notice of Meetings. Notices stating the place, day, hour, and purpose or purposes of association meetings shall appear on the UASAA web site and other sources deemed appropriate by the Board.

Section 5. Right to Vote. Alumni must be an active member in order to vote at any regular or special meeting of the general membership. Student members may participate in a meeting but are ineligible to vote.

Section 6. Quorum. No special quorum will be established for a regular membership meeting.

Section 7. Proxies. A voting member may carry no more than one proxy provided by another active member. The proxy must be accompanied by a statement by the active member.

Section 8. Rules of Conduct. Unless otherwise specified, rules of conduct for all meetings shall be the current edition of Roberts' Rules of Order.

ARTICLE V. BOARD OF DIRECTORS

Section 1. General Powers. The business and affairs of the Association shall be managed by its Board of Directors.

Section 2. Qualifications. A person must be an active member to run for and/or serve on the Board of Directors.

Section 3. Tenure and Number. The Board of Directors shall consist of nine directors. Members of the Board of Directors shall serve for three-year terms. These terms shall be staggered to provide for the election of three directors at the annual meeting of the Association. Directors who are in good standing shall hold office until their successors have been duly elected and qualified.

Section 4. Nominations. Nominations for directors shall be solicited from the active membership.

Section 5. Elections. Directors shall be elected by a vote of active members. Ballots shall be sent to each active member prior to the annual meeting. Ballots shall either be returned to the UAS Development & Alumni Relations Office or the nominating committee no later than the date

specified on the ballot. Ballots will be counted and tabulated prior to the annual meeting. Directors elected will assume office at the conclusion of that meeting.

Section 6. Recall. A recall election will be held at the written request of 50% of the active members of the Association. One or more of the directors may be recalled by a majority vote of the active membership responding to a written ballot.

Section 7. Regular Meetings. At least six regular meetings of the Board of Directors shall be held annually.

Section 8. Special Meetings. Special meetings of the Board of Directors may be called by the President or by a majority of the Directors.

Section 9. Notice. Notice of regular meetings shall appear on the UASAA web site and other sources deemed appropriate by the Board. Notice by telephone, facsimile, or any electronic method of any special meeting of the Board of Directors shall be given to the board members at least three days (72 hours) prior to the meeting. The purpose(s) of a special meeting of the Board of Directors must be specified in the notice of the meeting. No action shall be taken on any issue(s) not specified in the notice.

Section 10. Quorum. A simple majority (5) of the Board of Directors shall constitute a quorum for the transaction of business at any regular or special meeting of the Board. A simple majority of the quorum will be required to take any action and that action shall be the act of the full Board of Directors.

Section 11. Vacancies. Any vacancy occurring on the Board of Directors may be filled by a majority vote of the remaining directors present at a regular or special meeting, even if there is less than a quorum of the Board of Directors remaining or voting. A director elected to fill a vacancy shall be elected to serve the remainder of the term. In the event that there are no remaining directors the UAS Chancellor, with input from the UAS Development & Alumni Relations Office Development Director, shall appoint a number of directors sufficient to have a quorum.

Section 12. Compensation. Directors shall not receive any salaries for their board services, but may be reimbursed for transportation, lodging, meals, and other reasonable expenses incurred on behalf of the Board of Directors. No board member may incur personal or other liability for the Association without prior authorization of the Board of Directors.

Section 13. Removal of Directors. If a director shall fail to attend more than two consecutive meetings of the Board of Directors in one 12-month period without being excused, or if a director shall otherwise continually fail in his/her obligations as a member of the Board of Directors, then the board, upon special notice to the director concerned, may at a subsequent meeting hear his/her reasons for such delinquency. If the board is convinced that the director in question cannot or will not fulfill his/her duties, the board may, by two-thirds majority vote of the directors seated, not including the vote of the director in question, remove him/her as a director of the Association.

Section 14. Powers. Without limiting the general powers conferred by these by laws, the Board of Directors shall have the power to:

- A. To make and change rules, policies, and by laws;
- B. To lease, purchase, or otherwise acquire, for and in the name of the Association, any real estate, personal property, letters, patents, concessions, licenses, inventions, bonds, debentures, securities, and other property rights or privileges;
- C. To sell or otherwise to dispose of any assets or acquisitions of the Association;
- D. To enter into agreements and contracts with individuals, corporations, or government;
- E. To appoint and remove at its pleasure any and all officers and agents of the Association and to prescribe duties for officers and agents;
- F. To borrow money and otherwise incur indebtedness, and to mortgage the property of the Association;
- G. To keep a complete record of all membership and board minutes through the assistance of the UAS Development & Alumni Relations Office;
- H. To conduct and administer fund drives; and
- I. To represent the Association on any university committees requested by the UAS Chancellor or UA President.

Section 15. Rules of Conduct. Unless otherwise specified, rules of conduct for all Board of Directors meetings shall be the current edition of Roberts' Rules of Order.

ARTICLE VI. OFFICERS

Section 1. Number. The elected officers of the Association shall include a President, Vice President, and Treasurer. The position of Secretary will be filled by the Alumni Manager or designated staff from the Office of Development and Alumni Relations assigned to the alumni association by the Chancellor.

Section 2. Election and Term of Office. The officers of the Association shall be elected annually, following the annual meeting. If such election of officers is not held at the annual meeting, an election shall be held as soon as possible thereafter. Each officer shall hold office until his/her successor has been duly elected, except as hereinafter provided.

Section 3. Removal. The President, Vice President, and Treasurer may be removed by a majority vote of the Board of Directors whenever, in the board's

judgment, the best interests of the Association would be served. The Association may petition the UAS Chancellor to provide a new Secretary by a majority vote of the Board of Directors.

Section 4. Vacancies. A vacancy of any office because of death, resignation, removal, disqualification or otherwise, may be filled by a majority vote of the remaining Board of Directors for the unexpired portion of the term.

Section 5. President. The President shall be the principal officer of the Association and shall supervise the business and affairs of the Association. The President shall preside at all meetings of the membership and of the Board of Directors . The President or any other proper officer of the Association authorized by the Board of Directors shall sign with the Secretary any deeds, mortgages, bonds, contracts, or other instrument which the Board of Directors has authorized to be executed. In general, the President shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors.

Section 6. Vice President. In the absence of the President, the Vice President shall perform the duties of the President, and when so acting shall have all the powers and be subject to all of the restrictions upon the President. The Vice President shall perform any other duties that may be assigned by the President or by the Board of Directors.

Section 7. Treasurer. The Treasurer shall oversee the management of all funds and securities of the Association; receive and deposit monies in the name of the Association through assistance of the UAS Development & Alumni Relations Office; prepare budgets; oversee the preparation of financial statements; and perform all duties incident to the office of Treasurer and other duties assigned by the President or by the Board of Directors.

Section 8. Secretary. The Secretary shall coordinate, administer, and expedite the programs of the Association as determined by the Board of Directors; keep minutes of the meetings of the membership and of the Board of Directors; see that all notices are duly given in accordance with the provisions of these by laws; be custodian of the Association records; edit and publish all publications of the Association; prepare and submit all reports of the Association; assist all recognized chapters of the Association; and in general perform all duties incident to the office of Secretary and such other duties as may be assigned by the President or by the Board of Directors.

Section 9. Protem Officer - If there are no nominations to fill the Vice President or Treasurer, the President will designate an officer protem from the remaining board of directors until which time the office can be filled permanently.

ARTICLE VII. COMMITTEES

Section 1. Standing Committees. The Board shall have the following standing committees:

A. Executive Committee. Members -- Officers and the immediate past president (if still on the board). Chair -- President. Charge -- Shall transact business of the Association in intervals between board meetings. Shall possess and may exercise any and all powers of the board, but shall not overrule, reverse, or change substantial acts of the board. All of its actions shall be reported to the entire board at the next succeeding board meeting. Such actions shall be subject to revision and alteration by the board.

B. Nomination and Election Committee. Members -- A minimum of three active members of the Association, appointed by the President, and confirmed by the board. Chair -- Appointed by the President. Charge -- Shall be responsible for soliciting, compiling, and submitting nominations, and for administering elections in accordance with the Association's, by laws, and policies, and rules of the committee. The Nominating and Election Committee shall present the slate for board elections prior to the board's annual meeting.

C. Finance Committee. Members -- The Treasurer and a minimum of two active members of the Association appointed by the President. Chair -- Treasurer. Charge -- Shall review the budget, financial statements and the annual fund and make reports and recommendations to the Board of Directors and membership.

Section 2. Ad Hoc Committees. The Board of Directors may establish and assign committee members for any ad hoc committees that it deems appropriate for the general purposes of the Association.

ARTICLE VIII. ALUMNI CHAPTERS

Section 1. The Board may approve the creation of chapters that shall exist to further the purpose and goals of the University and the Association.

Section 2. The by laws of any chapter shall be subject to the approval of the Board of Directors, and no chapter or affiliate may operate beyond an initial period of organization without the approval of its by laws by the Board.

Section 3. Chapters shall meet at least once a year and submit meeting notes and attendance rosters to the UAS Development & Alumni Relations Office. All meeting notes will be made available to the Board of Directors at its next meeting.

Section 4. Each chapter shall present to the Board an annual budget for the following fiscal year by June 1 of the prior fiscal year. Each chapter's budget must be approved by the Board of Directors prior to being enacted upon. All programs and activities shall be consistent with the purpose and philosophy of the Association. It shall be the right of the Board to disapprove any

event or program that the Board deems not to be in keeping with purposes and goals of the Association.

Section 5. The Board of Directors reserves the right to recommend consolidating two or more chapters, if consolidation is in the best interest of each chapter in question and this Association.

Section 6. The Board of Directors may withdraw its approval of a chapter for cause at any board meeting of the Board provided that at least ten business days notice have been given to the officers of the chapter in question. Such chapter for which approval has been withdrawn shall immediately cease to operate.

Section 7. The structural organization of chapters shall be determined by the respective chapter.

ARTICLE IX. CERTIFICATE OF MEMBERSHIP

A membership card will be provided to active members of the Association.

ARTICLE X. FISCAL YEAR

The fiscal year of the Association shall begin on the first day of July in each year and end on the last day of June in the following year.

ARTICLE XI. PUBLICATIONS

The Association shall submit articles to the student newspaper, the University newsletter published by the Marketing and Public Relations, the Alumni Newsletter, and any other print and broadcast media as appropriate -- the aim of which shall be to inform the members of the Association of general alumni events and matters of particular interest to individuals or groups of alumni, and of UAS affairs in general. All members of the Board of Directors shall receive a copy of the student newspaper and the University newsletter when printed.

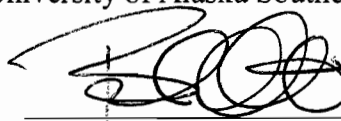
ARTICLE XII. AMENDMENTS

These by laws may be altered, amended, or repealed and new by laws may be adopted by a two-thirds vote of the Board of Directors at any regular meeting or at any special meeting. A notice of intention to amend, alter, or repeal must be included in a notice given 30 days in advance.

Adopted by the Board of Directors of the University of Alaska Southeast Alumni Association on the 20th day of January, 2007.



President



Vice President

