

# **BYLAWS OF THE ORAL ROBERTS UNIVERSITY ALUMNI ASSOCIATION**

## ***(As Amended - August 10, 2020)***

### **I. MEMBERSHIP**

#### Section 1.01 Regular Membership

Any person who holds a graduate or undergraduate degree conferred by the University shall be a regular member ("Regular Member") of the Oral Roberts University Alumni Association ("Association"). Every Regular Member is eligible to vote on issues presented to the body of the Alumni Association for consideration.

#### Section 1.02 Associate Membership

Any former matriculate of Oral Roberts University ("University") who has completed a minimum of twelve (12) hours and who does not hold a degree from the University but whose class is graduated shall be admitted to associate membership ("Associate Member") of the Association. Any Associate Member, upon written application and approval by a majority vote of the Board at a Regular Meeting, shall be admitted to Regular Membership.

#### Section 1.03 Honorary Membership

Upon nomination by any Regular Member, and subsequent to careful consideration and investigation, the Board may, by majority vote, admit any friend or benefactor of the University, or any matriculate with less than twelve (12) hours, to Honorary Membership.

### **II. BOARD OF DIRECTORS**

#### Section 2.01 Powers of the Board

The Oral Roberts University Alumni Association shall be governed by its Board of Directors ("Board"). The members of the Board ("Director(s)") shall have and exercise full control in management of the affairs and business of the Association, consistent with the terms and provisions of the Association Constitution, these Bylaws and other policies established by resolution of the Board.

#### Section 2.02 Meetings of the Board

##### a. Regular Meetings.

There shall be at least two (2) Regular Meetings of the Board per year. The time and place of such Regular Meetings shall be fixed by the Chair of the Board ("Chair") unless the same has been specified by resolution of the Board. Notice of each Regular Meeting shall be given in writing to each Director at least fourteen (14) days prior to the date of the Regular Meeting. The proposed agenda to be considered at the Regular Meeting shall be sent to each Director for review at least fourteen (14) days prior to the Regular Meeting.

b. Special Meetings.

The Chair, a majority of the Executive Committee or a majority of the Board may call a Special Meeting of the Board. The time and place of such Special Meeting shall be fixed by the Chair when a Special Meeting is appropriately called. Notice of a Special Meeting shall be given in writing at least forty-eight (48) hours prior to the date of the Special Meeting. The notice of any Special Meeting shall include the purpose for the Special Meeting and agenda. The Board may take official action during any properly noticed and conveyed Special Meeting on those matters stated in the notice, purpose or agenda for such Special Meeting. Directors may attend any Special Meeting in person, telephonically or via telecommunications application software, and adequate accommodations shall be made for Directors who attend remotely.

c. Minutes from each meeting of the Board, Regular Meeting or Special Meeting, shall be kept by the Executive Director or their designee, and shall be available to members of the Board not later than forty-five (45) days following the meeting.

Section 2.03 Election of Directors

a. Eligibility to Run for a Director Seat.

- i. Every Regular Member is eligible to submit an application for consideration to the Nominating Committee to become a Director via the methods described in these Bylaws. No person may run for more than one open seat simultaneously. If a potential candidate is eligible to run for more than one open seat, and their application to the Nominating Committee for a place on the ballot does not identify the seat sought, the Nominating Committee shall either contact the candidate to determine which seat they wish to run for or make a determination based on the current needs of the upcoming election openings.
- ii. Any Regular Member shall not be eligible to run for nor occupy any Director seat while they are employed in the following manner:
  1. As a full-time or part-time employee at the University. If any sitting Director becomes a full-time or part-time employee of the University following election to the Board, that person may finish out their term as a Director but shall not be eligible to serve an additional term on the Board while employed by the University.
  2. In a full-time or part-time position at any other post-secondary educational institution (e.g., college, university) that the University Department of Enrollment deems to be a competitor of Oral Roberts University. If any sitting Director becomes a full-time or part-time employee of any such competitor institution following election to the Board, that person must resign from the Board effective the date they begin work at said competitor institution.

b. Board Apportionment.

The Director seats on the Board shall be filled as follows:

i. Year-Group Segment Director Seats.

There shall be two (2) Directors representing each decade of graduates from the university as follows:

- Year Segment #1: Prior to 1980
- Year Segment #2: 1980-1989
- Year Segment #3: 1990-1999
- Year Segment #4: 2000-2009
- Year Segment #5: 2010-2019
- Year Segment #6: 2020-2029

Beginning with the next unassigned class, a new Year Segment will be added upon the graduation of the graduating class which is unrepresented. Upon the creation of a new Year Segment, one (1) Director seat will be added to represent the new Year Segment for the first five (5) years (e.g., 2020-2024) and a second Director seat for the new Year Segment will be added upon the graduation of a graduating class five (5) years after a new Year Segment has been created (e.g., 2025).

ii. At-Large Director Seats.

There shall be a minimum of seven (7) At-Large Director Seats representing the Alumni. Any Regular Member may submit an application to apply to the Nominating Committee to be considered for placement on the ballot for an open At-Large Director Seat. In selecting candidates to be listed on the ballot for the At-Large seats, the Nominating Committee should seek to promote diversity and representation along lines other than graduation year. For instance, consideration should be given to representation of the various graduate schools, minorities, gender, current geographic location (based on overall location of all Regular Members) and other identifiable groups which may be underrepresented on the Board.

iii. Appointed Director Seats.

The Nominating Committee may present to the Board candidates who the Nominating Committee believes should be appointed to the Board, along with the reasons for such appointments. The Board shall consider such recommendations and ratify each appointment by a two-thirds (2/3) majority vote. It is the intent of the Appointed Director Seats to foster and strengthen geographic, ethnic, gender, occupation or area of professional expertise, and other diversity among the Board. No Director may be appointed to the Board for more than two (2) consecutive terms. Consistent with the Bylaws, no more than half of the Board shall be Appointed Directors at any one time. Such appointments shall be made and considered individually by the Board at the Fall Regular Meeting or as determined appropriate by the Board.

iv. Global Director Seat.

There shall be one (1) Director representing ORU alumni who resides outside the U.S. It is the intent of this position to bring a global perspective to the Board, and to serve as a focal point for global ORU alumni feedback on Alumni Association initiatives and activities. The Global Director must live outside the United States, with a minimum two (2) years residency. Non-US citizenship and experience as an International Student at ORU are preferred, but not required. The Global Director must commit to attend in person at least one (1) Board meeting in Tulsa per year. When they are not able to attend a Board meeting in person, they will attend via a remote digital connection.

c. Nominations process.

- i. There shall be a committee charged with the responsibility of identifying potential candidates for any upcoming Director openings, whether Year Group Segment, At-Large Director Seats, or Appointed Director Seats ("Nominating Committee").
- ii. The Nominating Committee shall be comprised of no less than three (3) Directors. The members of the Nominating Committee shall be appointed by the Chair and approved by the Executive Committee. Current Directors whose terms of office are expiring and are eligible for re-election shall not serve on or assist the Nominating Committee.
- iii. The Nominating Committee may obtain nominees through means which may include, but are not limited to, direct solicitation through mail, Internet, alumni publications; recommendations by current Directors; solicitation at the annual Alumni Banquet; other personal referrals or individual contacts. When nominations are solicited through alumni publications, notification shall be made in a timely manner, allowing reasonable response time. As a part of the nomination process, all nominees shall complete an application, agree to the Lifestyle Commitment, and fulfill other requirements as determined by the Board or the Nominating Committee.
- iv. The Nominating Committee, after receiving all nominees, shall assess and screen the nominees, and then, at the Fall Regular Meeting, shall recommend potential candidates to be voted on or appointed for each open Director position to the full Board. The Board shall then consider and vote on the ratification, with or without amendment, of a slate of nominees to appear on the ballot. The appointed persons shall be voted on by the Board as described in Section 2.03(c) above.

d. Election Procedure.

The Office of Alumni Relations may conduct the voting by mail, by secure Internet based balloting, or by such other means as shall ensure the integrity of process and the maximum participation of eligible Regular members. After the Board has approved a slate of nominees, pursuant to Article II, Section 2.03(c) above, ballots shall be prepared. If polling is by mail, ballots shall be mailed to all eligible Regular Members for whom the Alumni Office has a current address. If polling is conducted electronically, alternative forms of notice to the eligible Regular Members, such as e-mail notification, notice through alumni publications, or by mailings instructing members how to vote online, may be employed. Provisions should be made to accommodate voting by Regular Members who do not have access to e-mail or the Web. The Executive Director of Alumni Relations shall be responsible for counting the ballots and reporting results to the Board. All Directors shall be elected by a plurality vote of those voting. Voting for each nominee shall be only by the Regular Members of that body which the nominee would represent.

In the event of a tie vote for any office, a runoff election shall be held following the same rules as outlined in this section. Induction of Directors shall take place at the Regular Meeting held in the spring.

#### Section 2.04 Composition of the Board

a. Number of Directors.

The Board shall consist of up to twenty-five (25) Directors, all of which shall have voting authority. There shall be two (2) Year-Group Segment Directors representing each segment (unless a segment is in its first five (5) years, in which case it will be represented by one (1) Director - see Section 2.03(i)), and a minimum of seven (7) At-Large Directors. The balance of the twenty-five (25) Directors will be appointed by the Board as At Large Directors. Pursuant to Article II, Section 2.04 (b)(iii), an Executive Officer shall remain a Director through the end of their term as an Executive Officer

b. Terms of Office.

- i. Directors may be elected or appointed to a maximum of three (3) consecutive terms. The Executive Director, Executive Committee and Nominating Committee shall make reasonable efforts to stagger the terms of Directors so that approximately one-third (1/3) of the positions shall expire each year. Director terms shall normally last three (3) years in duration. In special circumstances the Board may authorize Director terms shorter than three (3) years in duration in order to maintain said one-third (1/3) position staggering.
- ii. After serving three (3) consecutive terms as a Director, they are not eligible to serve another term until twenty-four (24) months have passed since the conclusion of their last term.

- iii. If a sitting Executive Officer is eligible for re-election for their current Director seat, then such Director shall run for re-election to their Director seat. Should such person fail to win re-election to the Board and their term as an Executive Officer has not expired, that Director's term as a member of the Board shall be automatically extended to encompass the term as an Executive Officer. Upon the expiration of the extended term due to holding an Executive Officer position, the Director must be re-elected or appointed to the Board before they are eligible to hold another Executive Officer position.
- c. Special Vacancies.
  - i. A special vacancy on the Board may arise by any of the following: 1) voluntary resignation by a Director; 2) death or any other impairment prohibiting the Director from completing their term; 3) absence from two (2) consecutive Board Regular Meetings (defined as missing more than 50% of a Regular Meeting); or 4) Director behavior, in which case the removal must be ratified by a two-thirds (2/3) vote of the other Directors present.
  - ii. In case of a special vacancy on the Board other than a normal vacancy occurring because of the expiration of a term of office, the vacancy shall be filled by the Executive Committee, subject to ratification by the Board. This ratification may be conducted by phone, mail, e-mail, Internet application, in person at a Regular Meeting of the Board, or at a special meeting called for that purpose. Said vacancy shall be filled by a person meeting the eligibility requirements in the class wherein the vacancy exists. The appointee shall serve only for the remainder of the term, unless elected at the expiration thereof to the Board by the Regular Membership. If the remainder of the term being filled is 18 months or longer, it will count as a full term, the first of the three (3) consecutive terms limit.
  - iii. A vacancy in the office of Chair shall automatically be filled by the Vice Chair. A vacancy in any other office shall be filled by appointment of the Chair.

#### Section 2.05 Quorum

A majority of the Directors shall constitute a Quorum.

#### Section 2.06 Confidentiality and Conflict of Interest

All Directors shall be required to sign a Statement of Confidentiality. This confidentiality agreement shall be signed prior to beginning their first term as Director and shall be renewed annually.

All Directors and candidates for Director shall be required to complete the Conflict of Interest Disclosure Statement in which they shall disclose any potential conflicts of interest. The Conflict of Interest Disclosure Statement shall be completed prior to beginning their first term as Director and shall be renewed annually. Should the Executive

Committee determine that the individual's disclosed conflict of interest is too great and without a reasonable ability to mitigate, said individual will not be allowed to proceed as a candidate, or in the case that the individual is already a standing Director, they shall be required to resign from the Board effective immediately.

The Executive Director, or their designee will provide forms for annual signature at the first Regular Meeting of the calendar year, and signing of forms will be made a part of the Agenda. Any Director absent from this meeting will be provided forms by electronic mail and is required to return the signed forms within 2 weeks of the missed meeting.

Signed statements of Confidentiality and Conflict of Interest shall be filed and maintained by the Executive Director or their designee with the Minutes of each Regular Meeting closest to the signing.

### III. BOARD OFFICERS

#### Section 3.01 Officers

- a. The Board shall elect from among its membership a Chair, Vice Chair, Secretary, Treasurer, and Chaplain. The Chair, Vice Chair, Secretary, Treasurer and Chaplain will be referred to collectively as the "Executive Officers" or individually as an "Executive Officer."
- b. Any Director who has been on the Board and attended at least one (1) Regular Meeting shall be eligible to be elected as an Executive Officer.
- c. Elections for any open Executive Office shall be held during the Fall Regular Meeting of the Board. When a new Chair is being selected, election for that office shall be held prior to balloting for other offices, and any candidate for the office of Chair who is not selected may run for another office.
- d. In order to promote continuity of leadership, when the Board is electing a new Chair, each sitting Executive Officer shall automatically be considered a candidate for Chair, unless such Executive Officer shall decline to stand for election to the Chairmanship. Any member of the Board not serving as an Executive Officer will also be considered if nominated.
  - i. The Board may choose to elect a "Chair Elect" position at the Spring Regular meeting prior to their installment as the new Chair in the Fall. The Chair Elect shall work with the Board Chair to learn the responsibilities of the position, with the intent of a smooth transition to the Chair position. The Chair Elect shall become a member of the Executive Committee in a non-voting capacity.
- e. Each Executive Officer shall be elected to serve a two (2)-year term. No person shall hold the same Executive Office for more than two (2) consecutive terms.

- f. Any Executive Officer who is not re-elected to such office at the Fall Regular Meeting shall nonetheless serve out their term as an Executive Officer until the newly elected Executive Officer is installed on the day following the Fall Regular Meeting.
- g. All terms for newly elected Executive Officers shall begin on the day after the Fall Regular Meeting and continue through the last day of the Fall Regular Meeting two (2) years later, when new Executive Officers are installed.

#### **IV. EXECUTIVE COMMITTEE**

The Executive Committee shall consist of six (6) members: (1) Chair of the Association, (2) the Vice Chair, (3) the Secretary, (4) the Treasurer, (5) the Chaplain, and (6) the Executive Director. During the intervals between meetings of the Board of Directors, the Executive Committee shall possess, and may exercise, under the control and direction of the Board, all of the powers of the Board in the management and control of the business of the Association. All action taken by the Executive Committee shall be reported to the Board at its first meeting thereafter, and shall be subject to ratification, revisions, or rescission by vote of the Board. The Executive Committee shall meet at the call of any Executive Committee member, and shall keep a written report of all action taken by it. Action taken by the Executive Committee shall be by vote of record of not less than four (4) members.

#### **V. EXECUTIVE DIRECTOR**

The Director of Alumni Relations shall be the "Executive Director" of the Alumni Association and the Chief Administrative Officer of the Board and the Association. They shall have full control over the day-to-day operation of the Association, and shall be responsible to the Board through its Executive Committee.

#### **VI. PARLIAMENTARIAN**

A Parliamentarian may be nominated by the Chair and approved by a majority vote of the members of the Board of Directors present. The Parliamentarian's term shall run commensurate with the Chair's term. The Parliamentarian shall use the latest edition of "Robert's Rules of Order" as a guide and, unless a Director, shall have speaking privileges but no voting privileges. In the absence of a Parliamentarian, the Board may conduct its operations, if agreeable to a majority of the Directors present, in a more relaxed or informal manner. However, when made necessary by circumstances or special issues, or at the direction of the Chair, the Board shall act consistent with general parliamentary procedure established by "Robert's Rules of Order" or by temporary supplemental rules which may from time to time be adopted.

#### **VII. STANDING RULES**

The Board shall establish standing rules consistent with the Constitution and these Bylaws for the governing management and conduct of the Board and the Association. A standing rule may be revised, repealed, or suspended by an affirmative vote of at least two-thirds (2/3) of the total votes cast upon the question.



## **VIII. COMMITTEES**

Committees, whether standing or temporary, shall be created, modified, or disbanded at the discretion of the Chair or by direction from a vote of the Board. Committee Chairs shall be filled by only elected or appointed Directors of the Board, and shall be selected in a manner designated by the Chair, such as direct appointment, election, or other reasonable manner. Committee members shall be Regular Members of the Association. A majority of the members of any regular committee must be Directors.

Special or advisory committees may be created from time to time, and such committees need not have a majority of members from the Board of Directors.

The duration and charge of a committee may be determined by the Chair or by a vote of the Board, and its charge or duration may be extended, modified, or terminated in the same manner.

## **IX. PROGRAMS**

The Board, or the Executive Director or Executive Committee with the approval of the Board, may create, sponsor, develop, operate, or conduct various alumni activities and programs for the interest and advancement of the alumni or for the benefit of the University. Homecoming will be held annually.

## **X. AMENDMENT OF BYLAWS**

These Bylaws may be altered, amended, modified, or repealed at any Regular or Special Meeting of the Board by a two-thirds (2/3) vote of all the Directors present, provided notice of such meeting has been provided in accordance with these Bylaws.