BYLAWS OF THE  
TEXAS STATE ALUMNI ASSOCIATION  

Amended 11.2022

Vision Statement

Connecting Bobcats to serve, strengthen, support, and celebrate Texas State University.

Mission Statement

To create a community of alumni, students, and friends with a commitment to invest in the future of our university.

Article 1: Name and Offices

1.01 Name and Purpose. The name of this organization is the Texas State Alumni Association, a non-profit corporation governed by the Texas Business Organizations Code, and hereafter referred to as the “Association.” Its powers, duties and obligations shall be for charitable and educational purposes and to support the University as set forth in the Articles of Incorporation. These Bylaws govern the regulation and management of the Association.

1.02 Executive Office. The Association shall establish and maintain an executive office on the Texas State University campus, located at 601 University Drive, San Marcos, TX, 78666, or at such other location(s) as designated by the Board. The executive office shall be the headquarters and principle place of business of the Association. The Executive Director and staff shall maintain offices in said location. The Board of Directors may change the location of any office of the Association.

1.03 Powers. The Association shall have such powers as now or may hereafter be granted by the Texas Business Organizations Code, the provisions of its Articles of Incorporation, as amended, through these Bylaws and any Memorandum of Understanding between the Association and Texas State University.

1.04 Purposes. The Association is organized as a Non-Profit Corporation for educational and charitable purposes. It is not organized for the private gain of any person.

Article 2: Membership

2.01 General Membership Qualifications. All graduates and former students are considered general members of the Alumni Association. No dues or fees are required for membership.

2.02 Honorary Alumni Membership. Individuals who have rendered distinguished service or extraordinary devotion to the University, System, the Association, or its programs may be elected Honorary Members upon recommendation from the Leadership Development Committee and approval by two-thirds vote of the Board. Honorary members are considered ex-officio member of the Association.

2.03 Annual Membership Meeting. A membership meeting will be held each year as required by the Texas Business Organizations Code. The Executive Committee shall determine the structure, location, and date of this meeting and shall provide at least thirty (30) days’ notice to the membership. Notice via publication on the Association website shall be sufficient for notice required under this section. The Executive Committee shall make every effort to ensure this meeting coincides with a regularly scheduled board meeting.
Article 3: Board of Directors

3.01 Board of Directors. All of the authority of the Association shall be exercised by the Board of Directors except as otherwise provided by the law, the Articles of Incorporation, or these Bylaws. The composition of the Board of Directors shall consist of the following persons:

a. Five (5) elected officers (herein the “Executive Committee”) of the Association;
b. Thirty-three (33) elected Directors-at-Large;
c. Up to one (1) past president representative, appointed by the Past President’s Council; and
d. Up to four (4) ad hoc/ex officio members with voting privileges which may include: the President of the Student Government; the President of the Student Foundation; the President of the Student Alumni Council; the Chair of the Texas State University Faculty Senate, or their appointee.

3.02 Selection of Directors-at-Large. After a call for applications for Directors-at-Large from the Alumni Association, applications will be reviewed by the Leadership Development Committee. A slate of nominees prepared by the Leadership Development Committee will be submitted to the Board of Directors for consideration and approval no later than thirty (30) days prior to the last meeting of the year. The committee will make a concerted effort to select members representative of the alumni body. Applicants may not be employed by the university.

3.03 Philanthropic Expectations. All members of the Alumni Association Board of Directors must become a Forever Bobcat, an active member of the Alumni Association’s giving society, within their first year on the board and each year following, must contribute at least $500 annually to the Association with the exception of ad hoc, ex-officio and honorary members.

3.04 Term of Office

a. Directors-at-Large. Elected Directors-at-Large of the Association shall serve one (1) three-year term and are eligible to continue to serve for one (1) additional three-year term. A Director-at-Large cannot serve more than two (2) consecutive three-year terms.
b. Past President’s Council Representatives. The Past President’s Council may appoint up to One (1) representative to serve a three-year term on the Board of Directors. This individual may be reappointed after a one (1) year absence.

3.05 Director-at-Large Vacancies. A vacancy occurs when any Director-at-Large fails to complete their three (3) year term. The Executive Committee shall appoint a candidate to fill the unexpired term of the predecessor. A Director-at-Large appointed to fill an unexpired term with less than two years left in the term will be considered eligible for their first full term at the discretion of the Executive Committee. A Director-at-Large appointed to fill an unexpired term with two or more years left in the term, will be considered to have fulfilled one full term and would be eligible to continue to serve an additional term. A Director-at-Large cannot serve more than two (2) consecutive three-year terms. On occasion, as an exception, a past director may be asked to fill a term vacancy.

3.06 Resignation and Removal of Directors-at-Large. Any Director, by notice in writing to the President and/or the Executive Director, may resign. The Executive Committee may vote to remove a director at any time for good cause by unanimous vote.

3.07 Compensation. All Officers and Directors of the Association shall serve without compensation.

3.08 Meetings

a. Regular Meetings. The Board of Directors will hold business meetings a minimum of four (4) times each calendar year.
b. Emergency Meetings. An emergency meeting may be called by the President of the Association, the President of
e. **Virtual Meetings.** When resources are available, members of the Board may participate and vote in any meeting virtually (using a conference telephone, video and/or by other electronic means. Virtual participation shall be subject to the provisions of these Bylaws.

d. **Notice/Waiver of Notice.** Written notice stating the place, day, and time of any meeting of the Board, the means of any remote communications by which Directors may be considered present and may vote at the meeting, and, in case of an emergency meeting, the purposes for which the meeting is called will be delivered no less than fifteen (15) days before the meeting. The notice will be at the direction of the President, the Executive Director, or any other person calling the meeting to each Director of record entitled to vote at the meeting. Attendance by a Director at any meeting of the Board of Directors for which the Director did not receive the required notice will constitute a waiver of notice of such meeting unless the Director objects at the beginning of the meeting to the transaction of business on the grounds that the meeting was not lawfully called or convened.

e. **Method of Voting/Proxies.** At any meeting of the Board of Directors, every member of the Board having the right to vote will be entitled to vote in person, electronically or by proxy executed in writing by the Board member and bearing a date not more than thirty (30) days before the meeting. Each proxy will be submitted and filed with the President and Executive Director by 5:00 p.m. the day prior to the meeting. Any action requiring approval of the Board of Directors shall be determined by simple majority vote except otherwise provided by these Bylaws.

f. **Meeting Attendance.** Directors are required to attend at least three (3) of the regular meetings of the Board per year, preferably in person. At a minimum, at least one (1) Board meeting during the calendar year must be attended in person rather than by telephonic or video conference. If a Director fails to meet these requirements, the Executive Committee shall have the discretion to allow for extenuating circumstances, and the authority to vote as to whether the Director should remain on the Board or be removed for good cause.

g. **Actions without a Meeting.** Any action required or permitted to be taken by the Board of Directors may be taken without a meeting for example, business may be conducted via email or electronic vote.

h. **Quorum.** More than fifty percent (50%) of the filled positions of the Board of Directors either in person or represented by proxy constitutes a quorum.

### Article 4: Officers

**4.01 Officer Positions.** The officers of the Association shall consist of the President, President Elect, Young Alumni Representative, Treasurer, and the Immediate Past President of the Association.

**4.02 Selection of Officers.** The acting President will name a Leadership Development Committee consisting of no more than nine (9) members of the Board of Directors. This committee will submit a slate of nominees in good standing to the Executive Committee and then the Board of Directors at least (30) thirty days before the last regularly scheduled business meeting of the calendar year. Due to the unique qualifications and demands of the Treasurer position, the Board of Directors may elect a non-board member to this position.

**4.03 Terms of Office.** All Officers hold office for a two-year consecutive term (January 1 through December 31). Terms are non-renewable.

**4.04 Resignation and Removal of Officers.** Any Officer, by notice in writing to the Executive Committee, may resign. Any Officer may be removed by the Executive Committee with or without good cause with a unanimous vote of the remaining members of the Executive Committee.

**4.05 Vacancies of Officer Positions.** A vacancy in any office may be filled by the Executive Committee from the current or former Board of Directors. A vacancy in the Office of Immediate Past President may be filled by the Executive Committee from a list of Past Presidents for the remainder of the existing term of office. Individuals appointed to fill a vacant term, regardless of the time left in the term, shall be eligible to serve for another term.

**4.06 President.** The President is the presiding officer of the Association and chairs the Association Board and the Executive Committee. The President appoints committees, is an ex-officio member of each committee and alumni networks, performs all duties incidental to the office and generally vested in the office of the President under the Texas Business Organizations Code and shall submit at the Fall meeting of the Board, a full report of the Association’s accomplishments for the preceding year. They may execute any deeds, mortgages, bonds, contracts,
or other instruments that the Board of Directors has authorized to be executed. However, the President may not execute instruments on behalf of the Association if this power is expressly delegated to another officer or agent of the Association by the Board of Directors, the Bylaws, or statute.

4.07 President Elect. The President elect shall use their term of office to prepare for their term as President. They shall assume the President’s duties in the absence of, or upon request, of the President. They shall represent the President in all matters requested or referred by the President. They are responsible for actively promoting the Association, including its programs, networks, events, and activities. They shall perform all other duties which are incidental of the office. In the event of the death or resignation of the President, they will immediately assume the duties of President.

4.08 Young/Recent Alumni Representative. The Young/Recent Alumni representative shall represent and reflect the needs and interests of this alumni constituency.

4.09 Treasurer. The Treasurer shall coordinate a Board review of financial and budgetary matters regarding an annual audit and financial review. In conjunction with the staff, the Treasurer shall be responsible for day-to-day review of Association’s financial accounts, providing a report of the Association’s financial condition at regular Board meetings, or as requested by the Executive Committee. In coordination with staff and the Finance Committee, shall confirm an operating budget is developed annually and submitted to the Board of approval, and confirm an audit is performed annually by an independent certified public accountant and be submitted to the Board for approval. They shall ensure monthly and quarterly financial reports are completed and reviewed by the Finance Committee and shall assist with preparation of annual budget. In conjunction with staff, the Treasurer and the Finance Committee Vice Chair act as managers of the Association’s investment accounts under the direction of the Board and ensures the Association is compliant with its fiduciary responsibilities and maintains proper reporting systems. They shall provide overall guidance to the Finance Committee.

4.10 Immediate Past President. The Immediate Past President will serve as the general Historian of the Association and perform other duties as assigned by the President or by the Board of Directors. They are responsible for actively promoting the Association, including its programs, networks, events, and activities.

4.11 Executive Director. The Executive Director serves as an ex-officio, non-voting member of the Association Board and all committees. They are the Chief Operations Officer and is charged with the administration of the affairs of the Association and is responsible for the quality care and custody of the property of the Association. The Executive Director shall be responsible for the receipt, disbursement and proper acknowledgement of all funds and shall have charge of the books and accounts of the Association. They are responsible for preparing and issuing/publishing such information, notices and/or publications requested and authorized by the Board; maintains an official record of the minutes of the meetings of the Board, Executive Committee, other committees or task forces; recommends to the Board requirements for an operating budget; coordinates management of a database of the current contact information for each Association member; conducts all Association elections; and performs other duties incident to the office and as defined in the job description or as assigned by the Board or University. The Executive Director will be a member of the University staff with primary responsibility for alumni relations.

Article 5: Committees

5.01 Executive Committee. The Executive Committee is composed of all of the officers of the Association. The Executive Director serves as an ex-officio member of the Executive Committee.

5.02 Standing Committees. The President shall appoint Officers, Directors-at-Large, other advisors or individuals, to serve on standing committees. Each standing committee shall have a chair appointed accordingly with delegated duties and responsibilities. All standing committees shall report to the Executive Committee. The Board may modify the names and/or functions of these standing committees as it deems appropriate. Standing committees include the following:

a. Executive Committee- Composed of all officers of the Alumni Association along with the Executive Director of the Alumni Association, these individuals serve as the leaders of the Board of Directors, oversee
the direction of the board, and make strategic decisions for the board. Selects incoming executive committee membership and responsible for succession planning.

b. **Leadership Development Committee** - Reviews and selects slate of Directors at Large, onboards new members, recommends opportunities for further member development and assists in promoting the Texas State Alumni Association.

c. **Finance & Investment Committee** - Preserve, protect, and enhance the financial position of the Alumni Association through careful review of the monthly financial statements and investments and, with staff, through the annual auditing process. The Finance Committee will recommend a Vice Chair to serve as Chair in their absence and to help oversee investments. The Executive Committee will approve the recommendation.

d. **Young Alumni Engagement Committee** – Recommends and reviews opportunities to increase engagement of alumni under the age of 40 with the Texas State Alumni Association and the university.

e. **Distinguished Alumni & Young Alumni Rising Star Awards Committee** - Reviews nominations for and selects recipients of the Distinguished Alumni & Young Alumni Rising Star Awards each year.

f. **LBJ Outstanding Senior Student Award Committee** - Reviews nominations for and selects the recipient of the LBJ Outstanding Senior Student Award each year.

g. **Teaching Award of Honor Committee** - Reviews nominations for and selects the recipient of the Teaching Award of Honor each year.

5.03 **Ad-hoc Committees, Task Forces and Liaison Roles.** During their term of office, the President may establish one or more liaisons, committees, and/or task forces, delegating specified authority to a committee, and appointing or removing members of a committee or task force. Ad hoc committees, et al, will be reviewed annually by the Executive Committee for scope and necessity.

The President, at their discretion, shall appoint a chair and/or co-chair for ad-hoc committees of task forces. Ad-hoc committees, task forces and liaisons shall report to the President.

5.04 **Committee Composition.** Each board member must serve on at least one committee.

**Article 6: Past Presidents Council**

6.01 **Composition.** Any Past President of the Texas State Alumni Association.

6.02 **Representation to the Board of Directors.** The Council may appoint one (1) Past President as voting member for three-year terms on the Board of Directors. The Past President Representative who is serving in their third year, will serve as the primary representative to the Past President’s Council and be responsible for initiating communications. The representative must abide with the philanthropic expectations outlined in the bylaws.

6.03 **Service to Association.** All Council members are encouraged to attend meetings and social functions of the Board of Directors and to become a Forever Bobcat.

**Article 7: Investment Funds**

7.01 **Investment Funds.** Investment funds of the Association are defined and governed by the written guidelines approved by the Board of Directors. Funds subject to the guidelines shall be reviewed quarterly by the Association’s Treasurer and the Finance Committee. Unless otherwise approved, all actions for changes to the written guidelines must be submitted to the Board of Directors for a vote.
7.02 **Other Contributions.** Any contributions to the Association shall be used in the manner designated by the donor. Unless prohibited by the donor, the Board of Directors may authorize expenditures from such funds to pay current expenses of the Association or be used in furtherance of its objectives and purposes.

**Article 8: Indemnification and Reimbursement**

8.01 **Indemnification**
   
a. The Association shall indemnify a director, officer, committee member, employee, or agent of the Association who was, is, or may be named defendant or respondent in any proceeding as a result of his or her actions or omissions within the scope of his or her official capacity in the Association. The Association shall indemnify a director, officer, committee member, employee, or agent of the Association for no more than one hundred thousand dollars ($100,000) for a claim based on negligence and arising from their actions or omissions within the scope of their official capacity.

b. Any employee of Texas State University serving in a management or decision making position with the Association, or rendering services of any kind whatsoever to the Association, shall receive no salary or benefit for such service from the Association unless the receipt of such salary or benefit is approved by the Board of Regents, provided however, that the reimbursement by the Association of the actual travel, lodging, and other expenses incurred by an individual while rendering such services does not require approval by the Board of Regents.

c. The Association hereby indemnifies and holds harmless Texas State University against any and all loss, cost, expense, including but not limited to court costs and attorney fees, arising by virtue of any and all operations and activities of the Association.

8.02 **Reimbursement.** Directors shall receive no compensation for their services, nor shall any director be reimbursed for any expenses incurred in attending regular or special meetings of the Board. Reimbursement for other meetings and duties will be in accordance with the Board of Directors’ Expense Reimbursement Policy.

**Article 9: Amendments to Bylaws**

9.01 **Amendments.** The Board of Directors may amend these Bylaws by a two-thirds (2/3) vote of Board Members. Notification of proposed changes must be given at least thirty (30) days prior to the vote, and the board may vote to amend these changes at a board meeting or via an electronic vote.

**Article 10: Miscellaneous Provisions**

10.01 **Fiscal Year.** The fiscal year of the Association shall be from the first day of January to the last day of December of the same calendar year.

10.02 **Parliamentary Procedure.** Matters of procedure in parliamentary practice, not covered in the Articles of Incorporation or these Bylaws, shall be governed by the latest edition of Robert’s Rules of Order.

10.03 **Policies and Procedures.** The Association has policies and procedures that are set forth in minutes and other Association records. These policies and procedures shall be maintained by the Executive Director in a document entitled “Policies and Procedures of the Texas State Alumni Association.”

10.04 **Conflict of Interest.** Directors shall sign and submit the Conflict of Interest Policy on an annual basis to the Association which discloses any known conflicts of interest. Whenever a director or officer has a financial or personal interest in any matter coming before the Board of Directors, the affected person shall a) fully disclose the nature of the interest, and b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested directors determine that it is in the best interest of the Association to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.