

**DUQUESNE UNIVERSITY ALUMNI ASSOCIATION
BY-LAWS**

Approved by Duquesne University Alumni Association Board of Governors October 19, 2006

Article I: NAME AND ADDRESS

The name of the association shall be the *Duquesne University Alumni Association*, hereinafter called the “Association,” and the address shall be Duquesne University, Pittsburgh, Pennsylvania 15282.

Article II: MISSION AND PURPOSE

The Association shall exist for the following purpose:

To foster a closer relationship with and among Duquesne University alumni to advance Duquesne’s mission of “Serving God by Serving Students.”

Article III: MEMBERSHIP

The membership in the Association shall consist of the following individuals:

- A. Graduates of Duquesne University and the Duquesne Preparatory School (founded 1911; closed 1941)
- B. Holders of honorary degrees conferred by Duquesne University
- C. Honorary Members, who because of proven service and friendship to the University are elected such by the Alumni Association Board of Governors

Article IV: BOARD OF GOVERNORS

The management of the Association shall be vested in a Board of Governors (hereinafter referred to as the “Board”), subject to the approval of the President of the University. The Board shall consist of the following members:

- A. Members: There shall be appointed by the University President from the active membership of the Association, twenty-four (24) Members of the Board. The Membership shall be representative of the overall alumni body of the University.
 - 1. Members shall be appointed for a term of three (3) years each. Members’ terms shall begin on January 1 immediately following the appointment and end on December 31 of the third year of the term.
 - 2. The number of Members appointed in any given year may be less than or equal to the number of vacant positions at the time of the appointment.

3. Members shall serve no more than two (2) successive terms without a one year absence.
4. Appointment of Members shall take place at the last meeting of the calendar year. Nominations for members may be made by Duquesne University alumni, friends, faculty, staff, or administration; however, all nominations must be given to a current member of the Nominating/Governance committee.
5. A Member vacancy during an unexpired term shall be filled by appointment of the University President, in conjunction with the Nominating/Governance Committee for the balance of the unexpired term with approval of a simple majority of those present at a duly constituted meeting of the Board. A Member appointed to fill a term of less than eighteen (18) months is eligible for election to two (2) additional full terms.
6. All Members shall sign annually a Confidentiality Agreement.

B. Ex-Officio Members: The following shall automatically be granted a seat on the Board:

1. The Assistant Vice President of University Advancement shall hold a seat on the Board, and also serve as an ex-officio member of all committees. The Assistant Vice President of University Advancement shall be a voting member of the Board.
2. The Director of Alumni Relations shall hold a seat on the Board, and also serve as an ex-officio member of all committees. The Director of Alumni Relations shall be a voting member of the Board.
3. The Student Government Association President shall serve in an ex-officio capacity for a term of one (1) year, and shall be a voting member of the Board.

C. Meetings of the Board: Regular meetings of the Board shall be held at least semi-annually.

1. Special meetings may be called by the Board President at any time or shall be called by the Board President upon written request of a simple majority of the Board. The place, date, and hour of the special meeting shall be fixed by the Board President in conjunction with the Director of Alumni Relations, but shall be no later than fourteen (14) days after a written request from the Members is received by the Board President.
2. Written notice of all regularly scheduled meetings of the Board shall be given to all members of the Board at least fourteen (14) days prior to the date of the meetings.
3. A simple majority of the Board shall constitute a quorum.

Article V: OFFICERS

The Officers of the Association may be the Immediate Past President, President, Executive Vice President, and First Vice President. All board members must serve at least one year on the board before being eligible to serve as an officer.

A. Election of Officers: The Officers shall be elected by the Board of Governors from its own membership at the last meeting of the calendar year.

1. The Nominating/Governance Committee shall recommend to the Board the name of at least one (1) candidate for each office. Nominations for Officers' positions may be made by current Board members, University Advancement staff and/or University administration; however, all nominations must be given to a current member of the Nominating/Governance Committee in writing.
2. Announcement of the election of officers and the proposed slate of candidates, as nominated by the Nominating/Governance Committee, shall be mailed, emailed or faxed to the members of the Board no later than fourteen (14) days prior to the election.
3. The President, Executive Vice President and First Vice President shall be elected for terms of two (2) years each, provided each individual continues to meet eligibility for membership on the Board. Officers' terms shall begin on January 1 immediately following the election and end on December 31 of the second year of the term.
4. The election of Officers shall be by secret ballot cast in person, with a quorum present at the last Board meeting of the calendar year, and supervised by two judges appointed by the Board President.
5. The officers shall be ineligible to serve more than two (2) successive full terms in office.
6. A vacancy occurring in any office may be filled by appointment by the University President with approval of a simple majority of those present at a duly constituted meeting of the Board, for the balance of the unexpired term.
7. In the case of a vacancy in the office of the Board President, the Executive Vice President will automatically assume the Presidency for the balance of the unexpired term. In such instance, this Interim Board President shall appoint an individual from the current Board membership to fill his or her vacated position for the balance of the unexpired term, subject to the approval of a simple majority of those present at a duly constituted meeting of the Board.

- B. Board President: The Board President shall be responsible for the general operations of the affairs of the Association, subject to the instructions of the Board and the approval of the University President. The Board President shall preside at all meetings of the Board of Governors and the Executive Committee, and shall be an ex-officio member of all committees, except the Nominating/Governance Committee. The Board President shall be the primary liaison to the Alumni Relations office.
- C. Executive Vice President: The Executive Vice President shall perform the duties assigned by the President and shall perform the duties of the President in the absence of the President.
- D. First Vice President: The First Vice President shall perform the duties assigned by the President.
- E. Immediate Past President: Upon election of a new Board President, the outgoing Board President automatically assumes the role of Immediate Past President and retains a seat on the Executive Committee for the balance of his or her unexpired term of membership. Should the outgoing Board President's term of general membership also be expired at that time, he or she may serve an extra term of two (2) years as Immediate Past President. The Immediate Past President provides continuity of leadership and serves a role in setting policy and strategic planning. He or she also remains a voting member of the Board.

Article VI: DIRECTOR OF ALUMNI RELATIONS

The Director of Alumni Relations, or his or her designee, shall be responsible for and be the custodian of the minutes of all meetings of the Board and all committee meetings. The Director of Alumni Relations shall also administer all official correspondence of the Board including announcements of all meetings of the Board and committees.

Article VII: STANDING COMMITTEES

The President shall designate standing and ad hoc committees and appoint chairpersons of those committees. Standing committees shall include but are not limited to:

- A. Executive Committee: The Executive Committee shall initiate general Association activities in cooperation with the University, to assist in the planning of programs, to approve the activities of the various committees when the Board is in recess, to set the Agenda for the Board of Governors meetings, and shall act in recess of the full Board with the authority to make decisions in the name of the Association provided there is a simple majority of the Executive Committee in agreement and subject to ratification by a simple majority of those present at the next duly constituted meeting of the Board.

1. The Executive Committee shall consist of at least five (5) members of the Board of Governors, including the Immediate Past President, President, Executive Vice President, First Vice President, Assistant Vice President of University Advancement, and the chairperson(s) of all other standing committees. The Board President shall be chairperson of the Executive Committee.
 2. The Executive Committee shall meet at a time and place designated by the Board President. Such meetings may take place by conference call.
 3. A simple majority of the Executive Committee shall constitute a quorum.
 4. Written notice of all meetings of the Executive Committee shall be delivered to members of the Executive Committee at least forty-eight (48) hours prior to the date of the meeting.
 5. Minutes of the Executive Committee meetings shall be shared with all Members of the Board of Governors.
- B. Board Membership Committee: The Board Membership Committee shall seek, review and propose names of candidates to fill vacancies for membership on the Board of Governors, and for the offices of President, Executive Vice President, and First Vice President.
1. The chairperson of the Board Membership Committee shall not be an officer. No fewer than four (4) members shall be appointed by the Board of Governors from its membership. Officers of the Board shall be ineligible to serve on this Committee.
 2. All nominations for general membership must be given to the Board Membership Committee, with supporting data (i.e. resume) by the deadline established each year by the Executive Committee.
 3. The Board Membership Committee Chairperson will contact the nominees to ascertain their willingness to serve on the Board and to communicate the expectations of Board membership.
 4. This list of nominees willing to serve, with supporting data, shall be shared with the Members of the Board at least 14 days prior to the last Board meeting of the calendar year. At that meeting, the Board will vote to approve the slate of nominees for possible appointment. The approved list of nominees is then given to the University President.
 5. The University President shall appoint new members from the approved list no later than 14 days after the last Board meeting of the calendar year.
 6. The Board Membership Committee shall serve as the conflict resolution body of the Board relative to the recommendation for removal from the Board of any Member and/or Officer. Any such recommendation will be subject to the approval of a simple majority of the full Board.

C. Scholarship Committee: The Scholarship Committee shall meet at least twice a year to review applications and select recipients for the Alumni Association Endowed Scholarship and the Alumni Association Endowed Scholarship for Merit.

D. Ad hoc committees may be created as a need arises.

Article VIII: RULES OF ORDER

In the absences of a specific provision to the contrary in the Association's By-Laws, any meeting of the Board of Governors, the Executive Committee, or of any Committee thereof, shall be governed by the rules contained in the current edition of Robert's Rules of Order.

Article IX: AMENDMENTS TO THE BY-LAWS

A. Amendments to the By-Laws may be proposed by:

1. A Petition signed by a simple majority of the Board members;
or
2. A Resolution of the Executive Committee;
or
3. A Petition signed by at least one hundred (100) active members of the Alumni Association;
or
4. The recommendation of the Assistant Vice President of University Advancement.

B. A proposed amendment to these by-laws must be approved by the President of the University and a simple majority of the Members of the Board of Governors, provided that every Member of the Board of Governors shall have been given at least fourteen (14) days written notice of the proposed amendment and the date and time of the meeting at which the proposed amendment is to be considered.

Article X: DISSOLUTION

The Association may be dissolved by the President of the University with the approval of the University's Board of Directors.

APPROVED:

Shelley L. Kobuck, President
Alumni Board of Governors

Charles J. Dougherty, President
Duquesne University