ARTICLE 1: PRINCIPAL OFFICE
The principal office for the transaction of the business of the Tulane Alumni Association (the “Association”) shall be as set forth in the Articles of Incorporation of the Association (the “Charter”).

ARTICLE 2: MEMBERSHIP
The Association shall be composed of such persons as are entitled to membership as provided in the Charter.

ARTICLE 3: BOARD OF DIRECTORS

Section 1. GENERAL
The Board of Directors shall have exclusive control of the administration of the affairs of the Association. The Board shall consist of the officers of the Association and the members provided for in the Charter.

Section 2. UNEXCUSED ABSENCES
Any member of the Board of Directors who shall have two unexcused absences in any year may be removed from the Board and replaced pursuant to the procedures established by the Executive Committee.

Section 3. ANNUAL GIVING
The Board expects its members to make a financial contribution to the University on an annual basis.

Section 4. VACANCIES
In the event of vacancies on the Board of Directors, the Nominating Committee of the Board shall nominate persons to fill such vacancies, subject to the approval of the Executive Committee of the Board.

Section 5. REQUIRED MEETINGS
The Board of Directors may meet as many times a year as is deemed necessary by the President of the Association; but shall meet at least three times each year.

Section 6. QUORUM
A majority of the voting members of the Board of Directors shall constitute a quorum.

Section 7. ELECTION OF BOARD MEMBERS
The Board of Directors shall be elected or appointed annually as follows:

(a) Subject to the ratification by the Board of Directors, the President shall annually, within 60 days after his/her election, appoint a Nominating Committee to consist of the Immediate Past President of the Association who shall serve as Chair, three members of the Board of Directors, three other qualified individuals the President may select, and the chief administrative officer of the Association, ex-officio and without vote, for the purpose of submitting nominations for members of the Board of Directors.

(b) The Nominating Committee shall nominate one candidate for each of the vacancies on the Board of Directors. In selecting nominees, the Nominating Committee shall solicit names from the individual colleges and schools of Tulane University, each Tulane club, and the membership of the Association at large by publication of notice on the Tulane alumni website at least 60 days prior to the annual meeting of the Association. In the event that a constituent (college or school) is unable to submit a nomination for that constituent's position, the Nominating Committee will designate that position as an at-large position and fill that position in the manner deemed most appropriate by the Nominating Committee.
(c) From among all of the names received, the Nominating Committee shall nominate one person for each open position on the Board of Directors. Such nominations shall be submitted to the full Board of Directors for approval and published on the website of the Association at least 30 days prior to the annual meeting of the Association. The nominees shall be submitted to the membership of the Association at the annual meeting for ratification.

(d) Any vacancy occurring on the Nominating Committee shall be filled by the President subject to the ratification of the Executive Committee.

Section 8. TERM LIMITATION
No person shall serve as an elected Director for more than two consecutive terms of two years each. Any former Director shall be eligible for reelection as a Director one year after completion of the second of two such terms.

ARTICLE 4: OFFICERS

Section 1. OFFICERS
The officers shall be as set forth in the Charter, with such additional officers as may be designated by the Board.

Section 2. ELECTION
The officers shall be elected annually by the Board of Directors at a meeting called for that purpose.

Section 3. RESPONSIBILITY
All officers are responsible to the Board.

Section 4. PRESIDENT
The President shall be the chief executive officer of the Association and shall exercise general supervision and administration over its affairs. He/she shall preside at all general and special meetings of the Association and shall have power to call, as herein provided, special meetings of the Association for any purpose or purposes. He/she shall, except as herein provided and is otherwise provided by the Executive Committee of the Association, from time to time appoint all committees. He/she shall have power to carry on the affairs of the Association and to execute any instrument necessary in that connection. He/she shall also perform and discharge such other duties and functions as are usual and incidental to his/her office. He/she shall not serve for more than one term. All legal papers on behalf of the Association shall be signed by the President and attested by the chief administrative officer of the Association. If the President is unavailable, any officer of the Association may act in his/her stead.

Section 5. PRESIDENT-ELECT
The President-elect shall be vested with all powers and shall perform all the duties and functions of the President in the absence or disability of the latter, and unless and until the members of the Executive Committee shall otherwise determine, He/she shall take the lead in reviewing and updating the Association’s strategic plan.

Section 6. VICE-PRESIDENT
The Vice President shall develop an awareness program so that the alumni board, constituent groups, and club volunteers have a working knowledge of the Charter, Bylaws, Mission and Implementation Plan, officers’ duties and responsibilities. He/she shall also access and involve constituency groups on the organization and planning of the Alumni Association.

Section 7. SECRETARY/TREASURER
The Secretary/Treasurer shall see that full minutes are kept of all meetings of the Association and all committees when required and shall perform such other functions as are usual and customary in the case of such officers or as may be delegated to him/her from time to time.
Section 8. CHIEF ADMINISTRATIVE OFFICER
The chief administrative officer of the University's alumni relations department shall be the chief administrative officer of the Association and shall be responsible to the President and the Board. The chief administrative officer's responsibility shall be to work with members of the Board of Directors and alumni in liaison with the Alumni Association President and Executive Committee. He/she shall implement directives of the Board in accordance with Tulane University's policies and procedures and shall support the mission and goals of the Association and the University. He/she shall coordinate all administrative activities and all alumni volunteer efforts with the Association and the University's department of alumni relations.

Section 9. VACANCIES
In the event that the position of any officer shall be vacant, the Nominating Committee of the Board shall submit nominations for such position for approval by the Executive Committee of the Board.

ARTICLE 5: HONORARY MEMBERS
The following persons shall be eligible for honorary membership in the Association, upon election by the Executive Committee:

(a) Those holding honorary degrees from the University.
(b) Those members of the faculty having at least 25 years' service with the University.
(c) Those administrative staff members having at least 25 years' service with the University; and
(d) Those non-alumni who have rendered special service to the Association or the University.

ARTICLE 6: BOARD OF ADMINISTRATORS REPRESENTATION
When requested by the Board of Administrators of the Tulane Educational Fund, two alumni shall serve as representatives to this Board: (1) the President of the Association, and (2) one member of the Association nominated by the Executive Committee and appointed by the Board of Administrators.

ARTICLE 7: STANDING AND AD HOC COMMITTEES

Section 1. STANDING COMMITTEES
The President shall appoint the following standing committees each year:

(a) Athletics
(b) Awards
(c) Career Services
(d) Clubs
(e) Development
(f) Marketing & Communications
(g) Nominating
(h) Student Outreach

Section 2. AD HOC COMMITTEES
The President may appoint any additional ad hoc committees he/she deems necessary, for a term not to exceed his/her term of office, with the advice and consent of the Executive Committee.

Section 3. COMMITTEE CHAIRS
The President shall appoint a chair of each standing and ad hoc committee with the ratification of the Board of Directors, provided that the Immediate Past President of the Association shall automatically serve as chair of the Nominating Committee and the President-Elect shall serve as Chair of the Strategic Planning Committee.

Section 4. AWARDS COMMITTEE
The Awards Committee selects an individual or individuals to receive alumni award(s) pursuant to guidelines set by the chair of the Awards Committee and with the concurrence of the President of the University. The chief administrative officer of the Association will prepare materials to solicit nominations for the above awards from the alumni and university communities and will prepare and disseminate a timetable, nomination materials and criteria for selection.
Section 5. CLUBS COMMITTEE
The Clubs Committee facilitates meetings of the club presidents and recommends and implements policies relating to alumni club activities.

Section 6. MARKETING AND COMMUNICATIONS COMMITTEE
The Marketing and Communications Committee recommends communication outreach methods and marketing opportunities.

Section 7. DEVELOPMENT COMMITTEE
The Development Committee is the steward for board member annual giving and communication with the University's development office in coordination with the Office of Alumni Relations.

Section 8. NOMINATING COMMITTEE
The Nominating Committee is responsible for nominating officers and Board members as set forth in the Charter and these Bylaws.

Section 9. ATHLETICS COMMITTEE
The Athletics Committee coordinate alumni involvement with University athletics.

Section 10. STUDENT OUTREACH COMMITTEE
The Student Outreach Committee creates and builds student awareness of alumni opportunities and responsibilities.

Section 11. CAREER SERVICES COMMITTEE
The Career Services committee works with the Office of Alumni Relations to develop employment and career opportunities for alumni.

ARTICLE 8: ANNUAL MEETING
The date of the Annual Meeting of the Association shall be set by the President of the Association in accordance with the Charter.

ARTICLE 9: MISCELLANEOUS

Section 1. SEAL
The Association shall have a seal inscribed with the words:

TULANE ALUMNI ASSOCIATION
NEW ORLEANS LOUISIANA

Section 2. RULES OF PROCEDURES
The rules contained in the latest revision of Robert's Rules of Order shall govern all meetings of the members, the Board of Directors and the various committees, except to the extent that the same may conflict with these Bylaws. Notwithstanding the foregoing, the Board of Directors may, by majority vote, suspend or alter the rules governing any meeting.

Section 3. INDEMNIFICATION
The Association shall to the maximum extent permitted by the Louisiana Nonprofit Corporation Law indemnify each of its agents against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with any proceeding arising by reason of the fact that any such person is or was an agent of the Association. For purposes of this Section, an "agent" of the Association includes any person who is or was a director, officer, employee, or other authorized representative of the Association.

Section 4. AMENDMENTS
These Bylaws may be amended or repealed by the vote of a majority of a quorum at a meeting of the general membership duly called for such purpose, or by the vote of a majority of a quorum of the Board at a meeting called for such purpose.