PREAMBLE

We, the elected representatives of the graduates and former students of Northern Arizona University, believing that the ties of friendship between each other and our Alma Mater, Northern Arizona University, may be more effectively united and preserved and that the best interests of the institution, education and the State of Arizona can be more effectively advanced through the cooperation of its patrons and beneficiaries, hereby adopt the following Bylaws:

ARTICLE I. NAME OF ORGANIZATION

Section 1.

The name of this organization shall be the Northern Arizona University Alumni Association. Northern Arizona University shall herein be referred to as NAU.

ARTICLE II. PURPOSE OF ORGANIZATION

Section 1.

The objects and purposes of this organization and the general nature of the business to be transacted thereby shall be as stated in the NAU Alumni Association Articles of Incorporation and as follows:

- A. To promote the interest and general welfare of the State of Arizona.

- B. To promote the cause of education.

- C. To promote the objectives of Northern Arizona University through the establishment and maintenance of contact between the University, its graduates, and its students, present, former, prospective and otherwise.

- D. To promote effective interest in and loyalty to NAU on the part of its alumni and the public in general, by promoting the general welfare and the best interests of the said University.

- E. To foster and encourage good scholarship and to offer awards and appropriate means of recognition for excellence in scholarship, athletic, dramatic, literary, and all forms of educational endeavors, and awards to students, alumni, faculty and friends of the University for endeavors of various kinds contributing to the welfare of Northern Arizona University.

- F. To acquire in any manner, hold in any manner, and dispose of in any manner, any and all kinds of real and personal property or interest therein.
G. In general, to carry on any business in connection with and incidental thereto, not forbidden by the laws of the State of Arizona and with all powers conferred upon corporations by the laws of the State of Arizona.

H. Charters may be issued for interested groups in a geographic area or any scholastic field as deemed to be in the best interest of the Association by the Board of Directors in accordance with the Bylaws.

ARTICLE III. MEMBERSHIP

Section 1. Types and Qualifications

A. Active Members: All former students of Northern Arizona University who received a degree or completed 30 units of credit or more, regardless of the name of the institution at the time of their attendance, shall be active members of the Association subject to individual consent. Former students who have completed less than 30 units of credit shall be active members of the Association by submitting a written request for membership status to the NAU Office of Alumni Relations.

B. Associate Members: The faculty and staff of Northern Arizona University, upon completion of one year of employment, may become associate members of Northern Arizona University Alumni Association. Associate members shall be entitled to all privileges of membership, except they may not vote or hold office.

C. Honorary Members: The Board of Directors shall have power to confer honorary membership in this Association upon persons who have rendered some outstanding service to the University and who are deemed worthy of such honor by the Board. Honorary members shall be entitled to all privileges of membership except that they may not vote or hold office.

Section 2. Dues and Fees

A. The Board of Directors may fix dues to be charged to the Association membership. Associate members will pay the same dues as regular members.

B. Each alumni chapter may fix dues to be charged to its members.

C. Each alumni college council may fix dues to be charged to its members.

D. The Association shall reserve the right to levy special assessments and/or raise funds as determined to be necessary or in the best interest of the Association by the Board of Directors.

E. Membership dues and structures are subject to change by the Board of Directors, with notice to the membership.
ARTICLE IV. BOARD OF DIRECTORS

Section 1. Powers and Purpose

A. There shall be a Board of Directors of the Association, which shall supervise and control the business, finances, property, and affairs of the Association, except as otherwise expressly provided by law, the Articles of Incorporation, or these Bylaws. The purpose of the Board of Directors shall be to formulate and execute plans, policies and programs and give advice and direction to the Executive Director, and to coordinate plans for alumni activities.

Section 2. Number and Qualifications

A. The Board of Directors shall consist of twenty-two (22) voting members, which includes the Chair of the NAU Foundation Board. All active members (as defined in Article III of these Bylaws) shall be eligible to serve as voting members of the Board, except that the simultaneous service of immediate family members shall be prohibited. Employees of NAU shall not be eligible to serve as voting members of the Board unless expressly permitted by these Bylaws.

B. Non-voting ex officio members of the Board of Directors shall be:
   - University President
   - Executive Director
   - Vice President for University Advancement
   - Director of Athletics
   - ASNAU President

C. All ex officio members shall be entitled to all privileges of Board membership, except they may not vote.

D. The immediate past President shall serve as a voting member of the Board of Directors until his/her regular three (3) year term(s) expire. If the immediate past president begins his or her term at the conclusion of board service, he or she shall continue to serve as an ex officio non-voting member for one year.

E. The number of directors may be decreased, but no decrease shall have the effect of shortening the term of any incumbent director.

F. Honorary Board Members are individuals who have demonstrated a long-standing commitment to the NAU Alumni Association and the work of the university to reach out to alumni and the broader community. To be eligible for inclusion in this category, these individuals will have established a legacy through their lifetime efforts, commitments, and dedication to NAU and the Association. Honorary Board Members shall be entitled to all privileges of Board membership except they may not vote.
G. Non-Voting Honorary Members of the Board of Directors shall include:

- Dr. Joseph C. Rolle
- Mr. Robert E. Crozier

Section 3. Election and Term of Office

A. Seven (7) of the twenty-one (21) elected Directors shall be elected each year for a three-year term beginning on July 1. At least one of the seven elected Board members shall have graduated from NAU as a member of one of the ten (10) immediate past undergraduate classes.

B. A Director shall not serve more than two (2) consecutive elective terms, and must be absent from the Board for six (6) years before being considered for another term, with the exception of ex officio members.

C. Individuals elected to fill a vacancy occurring during a director’s term shall complete such term. If upon taking office, the remainder of the term is one year or less, the director shall be eligible to serve up to two (2) additional full terms on the Board as outlined in Article VIII, Section 3, Part B of these Bylaws. If upon taking office, the remainder of the term is more than one year, the director shall be eligible to serve up to one (1) additional full term on the Board of Directors.

D. Nomination and election of new members to the Board of Directors shall be performed by the current Board members of the Association. The chair of the selection process shall solicit nominations of new Board members from the entire Association membership. In making nominations, consideration shall be given to insuring representation from various geographic areas, gender, ethnicity, and year(s) of graduation. New members will be elected by the spring meeting, and will be sworn in during the summer meeting.

Section 4. Resignation, Removal, and Vacancies

A. Any director may resign at any time by giving written notice to the President of the Board. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof as determined by the President of the Board.

B. Any director may be removed from such office, with or without cause, by a two-thirds vote of the directors at any regular or special meeting of the Board called expressly for that purpose.

C. Vacancies shall be filled by majority vote of the remaining members of the Board of Directors.
Section 5. Regular and Special Meetings

A. Annual Meeting: The Board of Directors shall meet and organize as soon as practicable after July 1st, at such time, day, and place as shall be designated by the Board of Directors.

B. The Board of Directors shall hold such other regular meetings at such time, day, and place as shall be designated by the Board of Directors.

C. The Board of Directors shall hold such other special meetings as may be called by the President or at least six (6) members of the Board.

D. Any one or more directors may participate in a meeting of the Board of Directors by means of a conference telephone or similar telecommunications device, which allows all persons participating in the meeting to hear each other. Participation by telephone shall be equivalent to presence in person at the meeting for purposes of determining if a quorum is present.

E. Notice of the time, day, and place of any meeting of the Board of Directors shall be given at least seven (7) days previous to the meeting and in the manner set forth in Article VII of these Bylaws. The purpose for which a special meeting is called shall be stated in the notice. Any director may waive notice of any meeting by a written statement executed either before or after the meeting. Attendance and participation at a meeting without objection to notice shall also constitute a waiver of notice.

Section 6. Quorum and Manner of Acting

A. Eight (8) members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

B. Except as otherwise expressly required by law, the Articles of Incorporation, or these Bylaws, the affirmative vote of a majority of the directors present at any meeting at which a quorum is present shall be the act of the Board of Directors. Each director shall have one vote. Voting by proxy shall not be permitted.

C. Any action taken at a meeting where no quorum is present shall constitute a recommendation to the Board. Such a recommendation is to be placed on the agenda of the next Board meeting for Board consideration.

D. The Board may take action without a meeting if written consent to the action is signed by all of the directors.

E. Members of the Board are required to attend a majority of the regular meetings of the Board held during the fiscal year. A Board member who is inexcusably absent, as reviewed by the Alumni Board, from two (2) consecutive meetings will be asked for an explanation. The Board of Directors may then evaluate the Board membership status of said member, and may revoke Board membership.
ARTICLE V. OFFICERS

Section 1. Officers

A. The officers of the Association shall consist of a president, vice president, secretary, treasurer, immediate past president, and executive director. The Association shall have such other assistant officers as the Board of Directors may deem necessary and such officers shall have the authority prescribed by the Board. One person shall not simultaneously hold more than one office.

Section 2. Selection of Officers and Term of Office

A. The officers of the Association shall be elected by the directors no later than the annual meeting of the Board of Directors. The nomination and selection of officers shall be conducted in such manner as the Board may direct.

B. The officers of the Association shall be installed at the annual meeting immediately following their election and shall hold office for one year until the next annual meeting or until their respective successors shall have been duly elected. The vice president shall succeed the president. Thus, the vice president must have at least two (2) years of Board eligibility upon entering office.

Section 3. Resignation, Removal, and Vacancies

A. Any officer may resign at any time by giving written notice to the President of the Association. Such resignation shall take effect at the time specified in the notice, or if no time is specified, then immediately.

B. Any officer may be removed from such office, with or without cause, by a two-thirds vote of the directors at any regular or special meeting of the Board called expressly for that purpose.

C. A vacancy in any office shall be filled by the Board of Directors for the unexpired term. In the event of a vacancy in the presidency, the vice president shall succeed as president.
Section 4. Duties of Officers

A. President. The president shall give active direction and exercise oversight pertaining to all affairs of the Association. He or she may sign contracts or other instruments, which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these Bylaws to some other officer or agent of the Association, or shall be required by law to be otherwise signed or executed. 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.

B. Vice President. The vice president shall serve as the president-elect. He or she shall perform the duties of the president in the absence of the president, and such other duties as may be delegated by the president or by the Board of Directors.

C. Secretary. The secretary shall ensure that minutes of the meetings of the Board of Directors are kept; ensure that all notices are given in accordance with the provisions of these bylaws, ensure staff members keep corporate records; and in general perform all duties incident to the office of Secretary and such other duties as may be prescribed by the Board of Directors. The secretary shall also serve as the official parliamentarian of the Board.

D. Treasurer. The treasurer shall ensure staff members properly receive and give receipts for moneys due and payable to the Association and deposit all such moneys in the name of the Association in appropriate accounts, and in general perform all the duties incident to the office of treasurer and such other duties as from time to time may be prescribed by the Board of Directors. The treasurer shall serve as chairman of the Resource Development committee.

E. Executive Director. The Executive Director shall be the chief executive officer of the Association and shall have general power, control, and authority with respect to management of its business and affairs, subject only to the control and authority of the Board. He or she shall exercise such other duties as may be authorized or required by the Board of Directors. He or she may sign contracts or other instruments, which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these Bylaws to some other officer or agent of the Association, or shall be required by law to be otherwise signed or executed.

ARTICLE VI. COMMITTEES AND PAST PRESIDENTS’ CLUB

Section 1. Committees.

A. Standing committees shall include committees on Resource Development, Traditions, Nominations, Compliance, and Executive. The Board of Directors may create other committees and task forces as they shall deem appropriate. All non-standing committees and task forces shall automatically sunset at the end of
each fiscal year unless reauthorized by the Board.

B. The president shall appoint board members to all committees and task forces. Each committee and task force shall be composed of at least three (3) board members, one of whom shall be designated Chairman by the President. The president may also appoint non-board members to committees to serve in an advisory capacity. The NAUAA President can appoint a Past President as a member of a committee, other than Nominations, that person will only have voting rights on that committee if they are still serving their term on the board.

C. Each member of a committee or task force shall serve for one year until the next annual meeting of the Board of Directors, unless the committee or task force is sooner dissolved.

D. All committees and task forces shall have the power and duties designated by the Board of Directors. No committee shall have the authority to amend or repeal these Bylaws, elect or remove any officer or director, adopt a plan of merger, or authorize the voluntary dissolution of the Association.

Section 2. Standing Committee Duties.

A. Resource Development Committee. The Resource Development Committee shall report on income from specific revenue sources of the Alumni Association including such programs as credit cards and lines of credit. Additionally, it shall report on the Association’s fund balances in the endowed accounts deposited in the NAU Foundation and present information of scholarship disbursement derived from Association accounts. The committee will also support fundraising efforts.

The Resource Development Committee shall also have the responsibility of assessing programs involving possible new alternative sources of revenue or new expenditures for the Association. The committee will make its recommendation(s) to the Board for action.

B. Traditions Committee. The Traditions Committee may provide assistance and recommendations on functions such as Homecoming, reunions and other functions relating to the traditions of NAU and the Association. It will work closely with the Alumni Office to maintain the legacy of NAU. As practicable, after each major activity this committee shall provide an evaluation of the events to assess their relevance, attendance and recommend possible areas of refinement. A primary responsibility will be to facilitate the Alumni Awards process by screening and presenting their award nominees to the for Board approval. The committee may work with the faculty of Northern Arizona University and/or interested groups, organizations, or individuals in identifying outstanding NAU alumni.
C. **Nominations Committee.** The Nominations Committee will be composed of from 3 to 7 members appointed by the Board of Directors. The committee shall identify, contact, cultivate and nominate prospective candidates for election as Board members. The slate of candidates shall be presented to the Board no later than the April Board of Directors’ meeting. The committee shall also be responsible for recommending and planning board development and training activities.

D. **Executive Committee.** The Executive Committee shall be responsible for organizing the work of the board and, as necessary, may meet to conduct the ongoing oversight of the affairs of the Association between meetings of the Board of Directors. The Executive Committee shall perform such other duties as may be authorized or required by the Board. All actions of the Executive Committee shall be subject to the control and authority of the Board of Directors. The committee shall be comprised of the Officers of the Association, as well as the immediate Past President, and the current President shall serve as chairman.

E. **Compliance Committee.** The Compliance Committee will receive and review the Foundation’s annual audit, findings and recommendations, as well as the University audits (or portions thereof) which pertain to the Office of Alumni Relations. The committee will receive and review any inquiries or complaints, review and approve the NAU Alumni Association’s annual tax return, and Corporation Commission filing. The committee will ensure Federal Educational Rights and Privacy Act rules are being appropriately followed by the board and other NAUAA volunteers.

**ARTICLE VII. MEETINGS OF THE ASSOCIATION**

**Section 1. Calling and Notice Given**

A. The members of the Alumni Association may meet on any day as designated by the Board of Directors. Such a meeting may be called by the Alumni Association President or one hundred (100) qualified electors of the Association. A qualified elector is one who has active membership status in the Alumni Association.

B. Notice of such a meeting shall be given to the entire Association membership by the Executive Director.

**Section 2. Attendance**

A. Alumni Association meetings shall be open in attendance to all members of the Association.
ARTICLE VIII. ALUMNI CHAPTERS, COLLEGE COUNCILS, AND ALUMNI COUNCIL OF REPRESENTATIVES

Section 1. Alumni Chapters

Any groups of alumni may obtain a charter as an Alumni Chapter of the Association by:

A. Organizing in any manner they deem advisable and expedient to fit their geographic location and needs. A president, vice president, and secretary-treasurer must be selected, and other officers as they believe necessary.

B. Notifying the Alumni Office of the selection of the chapter’s officers and the chapter’s desire to become affiliated with the Northern Arizona University Alumni Association; and furnishing the names of actual members, their current addresses, and identification as to class year or last year attended.

C. The Alumni Association Board of Directors will review the information provided (Article IV, Section 1B), and issue a charter or advise what needs to be accomplished in order for a charter to be issued.

Section 2. Alumni College Councils

Graduates and former students of each college, school, and other division of Northern Arizona University may obtain a charter as an Alumni College Council of the Association by:

A. Organizing in any manner they deem advisable and expedient to fit the needs of their college, school, or other division. A president, vice president and secretary-treasurer must be selected and such other officers as they believe necessary.

B. Notifying the Alumni Office of the selection of the Alumni College Council’s officers and the Council’s desire to become affiliated with Northern Arizona University Alumni Association; and furnishing the Alumni Office the names and addresses of all members, identified as to their class or last year attended.

Section 3. Alumni Chapters/College Councils Relationship to Board of Directors

A. The Northern Arizona University Alumni Association Board of Directors shall supersede the Association Chapters and College Councils in all decisions concerning Northern Arizona University and its alumni. Any and all activities or projects proposed by Chapters and/or College Councils and affecting Northern Arizona University and/or its alumni, as judged by the Board of Directors, must be submitted for approval to the Board of Directors through the Executive Director.

Section 4. Past Presidents’ Club

A. The Past Presidents’ Club shall be composed of all former presidents of the NAU Alumni Association. The Past Presidents’ Club members shall be called upon to meet with the Board of Directors, at the Board’s discretion.
B. The purpose of the Past Presidents’ Club shall be to give advice to the Board of Directors to conduct activities, raise funds, sponsor projects in order to promote the purpose of the Association and to stimulate active interest and participation of all NAU alumni.

C. The Past Presidents’ Club may develop bylaws consistent with this section and providing for its purpose, its membership, its dues, its officers and their terms its committees, its meetings, and amendments to its bylaws.

ARTICLE IX. INDEMNIFICATION

The Association shall indemnify to the maximum extent permitted by applicable Arizona law, as amended from time to time, any Director or Officer of the Association, who was or is a party or is threatened to be made a party to any contemplated, pending, or completed action, suit, proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the Association) by reason of the fact that he or she is or was an authorized representative of the Association, against expenses (including without limitation, attorneys’ and witness fees and court costs), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit, or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Association, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding, by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not at in good faith and in a manner which he or she reasonably believed to be in, or not opposed to, the best interests of the Association, and with respect to any criminal proceeding, that he or she did not have reasonable cause to believe that his or her conduct was unlawful.

ARTICLE X. PARLIAMENTARY AUTHORITY

Section 1.

The official Parliamentary Authority for the Northern Arizona University Alumni Association, in any and all meetings of Alumni Chapters and College Councils, Board of Directors and the Association, shall be the current edition of Robert’s Rules of Order, Newly Revised.

ARTICLE XI. MISCELLANEOUS PROVISIONS

Section 1. Property

A. The property of this corporation is irrevocably dedicated to the purpose specified in Article III of the Articles of Incorporation, and upon dissolution, liquidation or merger of the corporation shall be distributed by the Alumni Board of Directors in its sole discretion, to a successor or merged corporation for the purposes set forth in said Article III, or to the Regents of the State Universities of Arizona, or to the Northern Arizona
University Foundation; providing that at such time such corporation receiving such distribution is exempt from taxation under Section 501(c)(3) of the Internal Revenue Code of the United States or such similar section as may be then in effect. In no event may the net assets be distributed to inure directly or indirectly to the benefit of any members, Board of Director member, or any private individual.

Section 2. Fiscal Year

A. The fiscal year of the Association shall begin on July 1 and end June 30.

Section 3. Notice

A. Whenever under the provisions of these Bylaws notice is required to be given to a director, officer, or committee member, such notice shall be given in writing by first-class mail or overnight delivery service with postage prepaid to such person at his or her address as it appears on the records of the Association. Such notice shall be deemed to have been given when deposited in the mail or delivery service. Notice may also be given by facsimile, electronic mail, or hand delivery, and will be deemed given when revived.

ARTICLE XII. RATIFICATION AND AMENDMENTS

These Bylaws shall be ratified and adopted upon receiving a two-thirds (2/3) vote of the members of the Board of Directors, and shall negate and supersede any and all previous Bylaws drafts and/or revisions.

Section 1. Amendments by Board of Directors and Association Membership

A. These Bylaws may be amended by a two-thirds (2/3) majority vote of the Board of Directors at any regular or special meeting of the Board.

B. Any proposition to amend these Bylaws by the general membership, other than at an Association meeting, shall be proposed in writing to the Board of Directors for action.

Section 2. Exemptions from Amendment

A. Articles II and XII, in that they are from the text of the Articles of Incorporation, are exempt from amendment, except as provided for in the Articles of Incorporation.