

**THE ALUMNI ASSOCIATION
OF THE UNIVERSITY OF MISSISSIPPI**

BYLAWS

Amended

**BYLAWS OF THE
ALUMNI ASSOCIATION
OF THE UNIVERSITY OF MISSISSIPPI**

ARTICLE I

The name of this Association shall be the Alumni Association of the University of Mississippi (the "Association"). The University of Mississippi is affectionately known as "Ole Miss" by its alumni and friends, and this Association is referred to and is commonly known as the Ole Miss Alumni Association.

ARTICLE II

The purposes and objectives of the Association are:

- (a) To foster and increase the unending love among The University of Mississippi and its alumni and friends in order that The University of Mississippi may prosper, grow, and excel in all facets of its educational activities.
- (b) To foster a spirit of loyalty and fraternity among the graduates, former students, and friends of The University of Mississippi and to effect united action in promoting the general welfare of The University of Mississippi as an educational institution.
- (c) To promote the traditions, culture, historical development, general welfare, and best interests of the people of the State of Mississippi through the continued development, promotion, and support of The University of Mississippi.
- (d) To encourage the high scholastic, cultural, and social purposes of The University of Mississippi by the administration of gifts, contributions, endowments, dues, and grant funds, which may be collected or deposited in the Association for the benefit of The University of Mississippi.
- (e) To receive contributions from the alumni and other friends of The University of Mississippi, to be used by the Association in furthering its purposes.
- (f) To make contributions, gifts, and grants to The University of Mississippi which, in the opinion of the Board of Directors of the Association, will advance its objectives and purposes.

(g) To make grants and award scholarships to deserving students who may wish to attend The University of Mississippi based on their outstanding scholastic merit or talent or their financial need.

ARTICLE III

Pursuant to these purposes, all former students, as well as graduates of the University, and all faculty and professional staff members who have served five years or more, shall be eligible for membership in the Association. A former student is one who attended the University for at least two full semesters of a regular session as a regularly enrolled student taking a full course of study as defined by the regulations of the University or those students who successfully accumulated a minimum of 36 semester hours within The University of Mississippi system, including credit work at all off-campus locations. All persons who have or had children in attendance at The University of Mississippi and/or who have shown an interest in the University shall be eligible for Associate Membership in the Association. Associate members have full privileges except voting and holding office in the Association.

ARTICLE IV

The Association shall hold a Fall Meeting each year and shall meet at other times on call of the President. The Board of Directors shall meet prior to the Fall Meeting and at other times on call of the President.

ARTICLE V

The officers of the Association shall be a President, a President-elect, a Vice President, two representatives to The University of Mississippi Intercollegiate Athletics Committee, the CEO of the Association (the "CEO"), and such other officers and employees as the Board of Directors may designate. The titles of any officer may be changed from time to time as the Board of Directors determines.

The President-elect shall automatically become President after serving one year as President-elect.

Except as provided in these Bylaws, the President shall serve not more than a one-year term.

In the event of the death, resignation, or incapacity of the President, the President-elect shall assume the office of President, and the Vice President shall assume the office of President-elect. However, the new President-elect shall not assume the office of President until elected thereto by a majority vote of the members present

at a regular or special meeting of the Association. In the event the President-elect assumes the office of President in accordance with this provision, he/she may be nominated to serve and, if elected, may serve a subsequent full one-year term as President.

In the event of the death, resignation, or incapacity of the President-elect, the Vice President shall assume the office of President-elect, but shall not assume the office of President until elected thereto by a majority vote of the members present at a regular or special meeting of the Association.

In the event of the death, resignation, or incapacity of the Vice President or in the event of the elevation of the Vice President to the office of President-elect, the vacated office shall be filled by the vote of a majority of the members of the Executive Committee present at a regular or special meeting of the Executive Committee.

In the event of the elevation and/or election of officers as provided above, the terms of office shall first be approved by the Executive Committee. However, should the term of office for a President-elect or Vice President extend beyond the unexpired terms, said officer(s) shall not continue in office unless elected thereto by a majority vote of the members present at a regular or special meeting of the Association.

There shall be a Board of Directors comprised of the President, the President-elect, the Vice President, the CEO, and other officers and staff members designated by the Board of Directors, and not more than 42 other members of the Association appointed annually by the President, the President-elect, and the CEO, six to be chosen from each Supreme Court district and 24 at-large.

The appointed members of the Board shall be divided into three classes, each class serving for a period of three years, and so arranged that one class will retire at the end of each year. A retiring member shall not be eligible for reappointment to the Board for a period of one year after the date of retirement. In the event of a vacancy, a successor may be appointed by the President to complete the unexpired term.

All Past Presidents of the Association shall be ex officio members of the Board of Directors.

On or before 12:00 noon CDT on the third Wednesday of August each year and not thereafter, any member in good standing of the Association may submit in writing or electronically to the CEO the name(s) of one or more persons to be considered by the Nominating Committee in its selection of nominees for President-elect

and/or Vice President of the Association. Each person shall have served on the Board of Directors of the Association or otherwise notably participated in the activities of the Association. The Nominating Committee shall give due consideration to each such person.

The Nominating Committee shall nominate one or more persons to serve as President-elect and Vice President. The President-elect and Vice President shall be elected from the nominees of the Nominating Committee by a majority vote of eligible members present at the Fall Meeting.

ARTICLE VI

The President and President-elect are empowered to make recommendations to the Chancellor as to the selection of the CEO, and the CEO so appointed, who also serves as Treasurer of the Association, shall be directly responsible to the Executive Committee and the Board of Directors. The CEO and Treasurer also are responsible to the members of the Association when in session.

ARTICLE VII

Any member in attendance whose dues are current as of 12:00 noon CDT on the Saturday prior to the Fall Meeting or a called meeting may vote on any matter presented at the respective meeting of the Association.

ARTICLE VIII

The duties of the President, the President-elect, the Vice President, the CEO, the other officers designated by the Board of Directors, and the Board of Directors shall be the usual duties of such officers and directors except that they are specially charged with the important duty of promoting the best interests of the Association and of the University in all phases of their work.

ARTICLE IX

In the absence of the President, the President-elect shall have all authority vested in the President by these Bylaws.

ARTICLE X

The President shall be a member and the President-elect shall be a non-voting member of the Intercollegiate Athletics Committee of the University ("IAC"). Two other Association members shall, with the President and President-elect, constitute the representatives of the Association on the IAC. Two Association members were

elected on Homecoming Day 1986, with one member designated to serve a three-year term and one designated to serve a two-year term. Thereafter, as terms expire, successors shall be elected to serve three-year terms. Should an Association member of the IAC other than the President or President-elect die, resign, or become incapacitated, a successor shall be selected by the Executive Committee of the Association to complete the unexpired term. All terms on the IAC shall commence on January 15th following the Fall Meeting.

ARTICLE XI

There shall be an Executive Committee comprised of the five elected officers of the Association listed in paragraph 1 of Article V of these Bylaws, together with the Immediate Past President of the Association, the Past President of the Association who serves on the Ole Miss Athletics Foundation Board of Governors, and not more than 10 members appointed by the President from the Board of Directors, including at least one member from out-of-state. A member of the Executive Committee may serve for a maximum of three consecutive one-year terms, but thereafter must remain off the committee for one year before being eligible for reappointment.

The Executive Committee may exercise all powers granted to the Board of Directors when the Board is not in session.

There shall be a Nominating Committee comprised of the five living Immediate Past Presidents of the Association. This committee shall nominate candidates to serve as the officers of the Association as provided for in Articles V and X of these Bylaws. The slate of nominees shall be made available to the membership no later than three weeks before the Fall Meeting.

There shall be a Finance and Audit Committee comprised of the President, President-elect, and Immediate Past President of the Association, as well as one at large member appointed by the President. This committee is charged with the duty and responsibility of (a) recommending and adopting prior to July 1, the beginning of each fiscal year of the Association, subject to the approval of the Executive Committee, an annual budget for the Association, and (b) hiring a Certified Public Accounting (CPA) firm to conduct at the completion of each fiscal year an audit of the Association's financial statements and to prepare at the time required by law to file on behalf of the Association a Return of Organization Exempt From Income Tax (IRS Form 990). Said Committee shall receive assistance and recommendations from the CEO, the Association staff, and the Chief Financial Officer of the Association. The Committee shall meet annually, and at such other times as it deems necessary, with the CEO, Association staff, and the Association auditor, to review the fiscal policies of the Association, to ascertain whether fiscal

policies of the Association are being followed, and to make recommendations to the Executive Committee for needed changes in fiscal policies and/or changes and amendments to the budget. The CEO and Alumni staff shall furnish fiscal reports to said Committee quarterly during each fiscal year and at other intervals to be determined by said Committee.

The President may create and appoint such additional committees from time to time as deemed advisable to further the purposes of the Association and to increase its benefits and aid to the University.

The CEO shall serve as an ex officio member of all committees created by these Bylaws or the President.

ARTICLE XII

At the meetings of the Association, Roberts' Rules of Order shall govern the conduct of said meetings, except where same are inconsistent with the provisions of these Bylaws.

ARTICLE XIII

These Bylaws may be amended at any meeting of the Board of Directors provided such amendment has been submitted to the Executive Committee at least 30 days prior to such meeting. The Executive Committee shall report its recommendations on the proposed amendment(s) to the next meeting of the Board. Amendments shall be adopted by affirmative vote of not less than two-thirds of the Board members present and voting. No amendment shall be considered by the Board unless submitted to the Executive Committee as provided above.



www.olemissalumni.com