

The Bylaws of the Life University Alumni Association

Adopted: April 6, 2022

Amended: September 30, 2022, December 6, 2023, April 3, 2024

The organization shall be known as the Life University Alumni Association (the “LUAA” or the “Association.”)

Purpose

The LUAA exists to represent and serve the alumni of Life University, to liaise between the University and its graduates, and to provide opportunities for alumni to experience a lifetime of Lasting Purpose.

The LUAA serves as an advisory council to the University and as a self-governed membership organization for the alumni of LIFE.

Vision

Our vision is that the alumni of LIFE will experience life-long, active connection with the University and with each other.

Mission

The mission of the LUAA is to support the needs of the alumni, students, and University through mutually-beneficial resources, programs, and connections with the LIFE community.

Article I Membership and Meetings of the Association

Section 1. Regular Membership

Any person who has attended Life University (“LU” or “LIFE”) shall be considered a member of the LUAA upon graduation from any College of the University.

Section 2. Associate Membership

The following persons shall automatically and without application be deemed Associate Members of the Association:

- a. any person who has successfully completed at least one full-time semester in a program of the University and is no longer enrolled at the University
- b. any current or retired faculty or staff member of the University.

Associate Members enjoy all of the rights and privileges as Regular Members, except the right to become nominated or serve on the board of the LUAA

Section 3. Honorary Alumni Association Membership

Honorary Alumni Association members shall be nominated and elected by the Alumni Association Board of Directors. New honorary members shall be announced to the alumni community. Honorary members enjoy all rights and privileges as Regular Members, except the right to be nominated and serve on the board of the LUAA.

Section 4. Life University Alumni Association Emeritus Status

Emeritus Status is a special honor that shall be granted to those alumni who have shown exceptional dedication, service, financial and philanthropic endeavors to the LUAA, and Lasting Purpose through lifetime service (twenty-five (25) years or more) to the Alumni Association. Any member of the Board of the LUAA may refer an alumnus to the Executive Committee with a one-hundred (100) word essay explaining why this individual is deserving of the highest Alumni Association honor.

Section 5. Meetings

The Alumni Association shall hold at least one (1) regular 'open' meeting each year. LUAA Board meetings shall be held regularly at the discretion of the President. Special meetings of the Alumni Association may be called by the President of the Association, or the President's designee, in coordination with the LU Vice President of University Advancement, or LU Vice President of University Advancement's designee. Written notice designating the time, place, and purpose shall be sent to all members of the association no less than two weeks in advance of any special meeting.

Article II Board of Directors

Section 1. Duties of the LUAA Directors

The LUAA Board of Directors (the "Board") shall be the governing body of the Association. The Board shall work in partnership with the administration of the University and with the Life University Board of Trustees to implement policies and programs that widen and deepen alumni connection to the University and to each other and enrich the experience of current students at the University. Enriching the student experience implies identifying Board related activities, conducted by Association members that support student engagement with the LUAA and students' success in practice. This specifically excludes activities that involve direct solicitation or commentary, recommendations, critique, or input on or related to curricular requirements of the Doctor of Chiropractic program or any other academic program of

the University. Members of the Board of Directors shall support the University's philanthropic endeavors (e.g., the "Give2LIFE" campaign, the President's Circle, etc.) every year of their term of office.

Section 2. Membership

The Board shall include a minimum of ten (10) and a maximum of fifteen (15) voting Directors (also known as "Board Members"), as deemed necessary by the President in consultation with the Board Affairs Committee. A sufficient number of the Directors shall be graduates of the College of Graduate and Undergraduate Studies. All members of the Board must be Regular Members of the Association. Each Director shall sign the Code of Conduct and a Conflict-of-Interest form yearly.

The board shall be constituted as follows:

- a. Four (4) Directors shall be nominated and elected to serve as President, Vice President, Secretary, and Treasurer (Elected Officers) as defined in Article III.
- b. The Past President of the Association shall serve as a voting *ex officio* member of the Board and shall also serve on the Executive Committee. The responsibilities of the Past President include acting in an advisory role to provide insight, history, and continuity.
- c. A sufficient number of Directors who are graduates of the College of Graduate and Undergraduate Studies (proportional to the percentage of the College's enrollment/alumni) shall be nominated and elected to the Board.
- d. The LU Vice President of University Advancement shall hold a concomitant role as a non-voting *ex officio* member of the Board. The LU Vice President of University Advancement may designate another member of the University's staff to fulfill the responsibilities of this position, to:
 - i. Ensure that the Office of Alumni Relations, or an equivalent office as may be constituted from time to time, partners with the Board in fostering a strong and vibrant Alumni Association,
 - ii. Ensure that accurate Alumni Association records are kept including independent financial records for all LUAA projects,
 - iii. Represent the LUAA within the University administration,
 - iv. Collaborate with the Board for the initiation and the implementation of programs and policies serving alumni,
 - v. Consult with the LUAA President concerning any decisions which might have a substantial effect upon the Association, keep the Board informed of substantial policies and activities of the University, and
 - vi. Participate in a non-voting *ex officio* capacity on the Board Affairs Committee and choose whether to participate in an *ex officio* capacity on any additional committees.
- e. Additional non-voting *ex officio* members of the Board shall include the President of Life University (or his/her designee), the Executive Director of the Alumni & Friends, and the Alumni Relations Coordinator.

Section 3. Meetings of the LUAA Board

The Board shall hold a minimum of three meetings each year. Special meetings may be called at the request of the LUAA President, or the President's designee. Meetings may be held by electronic means, including but not limited to telephone or video conference, and one meeting per year shall be held in person on campus or in conjunction with a Life University event (e.g., the Fall Celebration, College Rugby Championships, etc.).

Section 4. Quorum

A majority of voting Directors of the Board shall constitute a quorum.

Section 5. Attendance

The Secretary, in conjunction with the Office of Alumni Relations personnel, shall maintain attendance records and report to the Board Affairs Committee when any Director fails to attend two (2) meetings of the Board within a year. The Board Affairs Committee shall conduct a review and determine if absences were without reasonable cause and initiate a recommendation for removal from the Board if warranted.

Section 6. Term of Office

Directors shall be elected for a two (2) year term with a limit of three (3) consecutive terms.

Any Director may call to the attention of the Board Affairs Committee special circumstances meriting an extension up to a maximum of four (4) terms for any Director. Any decision by the Board Affairs Committee to extend a Director's service to four (4) consecutive terms must be based on the needs of the Association, and must be made prior to the call for nominations for open positions.

A Director serving as President in his or her final year of a third term shall automatically be granted a fourth term by the Board Affairs Committee in order to serve as Past President.

Section 7. Voting Rights

All Directors, as set forth in this Article, except for non-voting *ex officio* members, shall have the right to vote on any action taken by the Board. Unless otherwise specified in these Bylaws, a motion shall pass with a majority vote.

Article III LUAA Officers

Section 1. President

The President shall be the Chair of the Board of the Alumni Association. The President shall call and preside over all meetings of the Association, the Board, and the Executive Committee. The President shall appoint all Committee Chairs, subject to ratification by the Board, and shall serve as an *ex officio* member of all committees other than the Board Affairs Committee.

The President shall represent the Board when the Association is asked to attend or participate in meetings with the LU President and/or the Board of Trustees.

Section 2. Vice President

The Vice President shall perform the duties of the President in any temporary absence of the President.

Should the President resign or be removed from office, the Vice President shall direct the following process:

- a. The Vice President shall succeed to the office of President to serve the balance of the unexpired term,
- b. Upon consultation with the Board Affairs Committee, the new President shall appoint a Vice President *pro tempore* from among the Directors of the board,
- c. The Board Affairs Committee shall determine whether it is necessary to recommend the election of a permanent Vice President and shall proceed with the nomination, vetting, and election process accordingly.

Section 3. Secretary

The Secretary, in conjunction with the Office of Alumni Relations, shall handle all correspondence, minutes, attendance records, and reports and ensure that accurate Association records are kept.

Section 4. Treasurer

The Treasurer, in conjunction with the Office of Alumni Relations, shall oversee the fiduciary responsibility of the Association, maintain the budget and financial reports, and ensure that accurate Association records are kept. All expenditures shall be paid by check requiring two (2) signature signees, one of which is either the President or Treasurer and the other of which is either the Vice President of University Advancement or an appointed staff person from the Office of University Advancement.

Section 5. Past President

The Immediate Past President shall serve as a voting *ex officio* member of the Board and shall be responsible to preserve, promote and protect the Association to provide insight, history, and ensure continuity between administrations.

Section 6. Board Affairs Committee Chair

The Chair of the Board Affairs Committee is appointed by the President and ratified by the Board. The additional members of the Board Affairs Committee are appointed by the President. The Chair position should be held by a Director who has knowledge of and experience serving on the LUAA board and shall not be a member of the Executive Committee. The Board Affairs Committee Chair shall serve as the Sergeant of Arms at all LUAA Board meetings to ensure that order is maintained and rules are followed.

The Board Affairs Committee Chair shall call regular meetings of the committee to review any issues that affect the Board and be responsible for leading the nomination process as provided in Article V. The Board Affairs Committee Chair shall consult and work closely with the President, the Vice President, and the LU Vice President of University Advancement or his/her designee to understand the personnel needs of the Board and general board affairs. The Board Affairs Committee Chair is responsible for leading the nomination, vetting of candidates, and the election process as provided in Article V.

Section 7. Election and Eligibility of Officers

Candidates to serve as Elected Officers shall be eligible voting Directors of the Association.

The President, the Vice President, Secretary, and Treasurer shall be elected by the voting Directors of the same term, from nominations organized by the Board Affairs Committee.

The Election of President, Vice President, Secretary, and Treasurer occurs annually. Terms of service commence officially on July 1, corresponding with the fiscal year of the University and the election cycle as outlined in Article V. No Director shall serve in an elected office consecutively for more than two (2) one (1) year terms, unless recommended by the Board Affairs Committee and based on the needs of the Association, in which case a Director may be eligible for two (2) individual extensions of one (1) year each.

Section 8. Vacancies

Vacancies among the elected Officers caused by resignation or removal are filled by the Board of Directors from nominations of the Board Affairs Committee. The Executive Committee may make an interim appointment of an Officer subject to ratification by the Board of Directors.

Article IV Committees

Section 1. Executive Committee

The Executive Committee shall consist of the President, Vice President, Secretary, Treasurer, and Past President. The President shall call and preside over meetings of the Executive Committee.

The Executive Committee is responsible for strategic planning and priorities and will advise and work closely with the LUAA President, as well as with the Executive Director of Alumni & Friends, in carrying out the policies, goals, and objectives of the Association. The Executive Committee is to provide vision and direction to the Board and its committees and to implement the organization's mission in a pragmatic and prioritized fashion.

The Executive Committee will have full authority to act on behalf of the Board concerning all matters that may properly come before the Board when it is not convenient and/or practical to convene a quorum within sufficient time to address a matter of importance or urgency or when there is a reasonable need for action while maintaining dignity and/or privacy of persons involved in such matter.

The Executive Committee will not have the authority to elect or remove Directors or amend Bylaws. Any action taken by the Executive Committee and its reason for doing so must be immediately thereafter reported to and ratified by the Board at the next Board meeting.

Section 2. Board Affairs Committee

The Board Affairs Committee shall consist of as many members as deemed necessary by the President, with a minimum of 3 Directors, and no more than 1 member of the Executive Committee. The President is ineligible to serve on the Board Affairs Committee.

The Board Affairs Committee shall:

- a. Lead the nominating, vetting, and election process as provided in Article V.
- b. Coordinate and ensure best Board Affairs practices, including, the new Director orientation, mentoring, documentation, and transparency of processes (Code of Conduct and Conflict of Interest records), outreach, engagement and visibility, performance assessments (if any) of Directors, and strategic planning; and
- c. Periodically submit recommendations concerning, among other things, the creation and dissolution of positions on the Board, the creation and dissolution of ad hoc committees, and amendments to these Bylaws.

Section 3. Other Committees and Task Forces

Other committees and task forces shall be established or dissolved by the President, with input from the Board, as necessary.

These groups may include Alumni Services and Programs, Student Relations and Engagement, Athletics, Communications, Scholarships, other historical committees of the Board, and new committees established to serve the strategic priorities of the LUAA. Charging of any such committee shall be from the context of informing services and the relationship of the LUAA and the student and specifically not address university operational issues such as student services, academic support and athletics.

Advisors and consultants to the Board and/or its Committees shall be appointed by the President.

Section 4. Committee Membership

Committee Chairs shall be voting Directors of the Board. Each Director of the Board is expected to serve on a minimum of one (1) committee or task force. A majority of committee members shall be appointed from among members of the Board. Members of the Association not serving on the Board, as well as Associate and Honorary Members, may be appointed to serve on a committee, at the discretion of the President and Vice President and in consultation with the Board Affairs Committee. Those appointed to serve on committees are voting members of the committees, except as otherwise provided in the Bylaws. The President shall require all Chairs of committees to publish committee membership lists on an annual basis. The President and Vice President may, by mutual agreement, remove any member of any committee provided such action does not violate these Bylaws.

Section 5. Committee Quorum

In any committee, a majority of voting committee members shall constitute a quorum.

Section 6. Committee Voting

Unless otherwise specified in these Bylaws, a motion shall pass in committee with a majority vote.

Article V Elections

Section 1. Election Cycle

The election of Directors and Officers is to occur so that terms of service commence on the 1st day of July, consistent with the fiscal calendar of the University.

Section 2. Nomination of Directors

Annually, the Board Affairs Committee shall support the Board election process by:

- a. Ensuring that upcoming open positions on the Board are announced sufficiently ahead of the Election cycle via the Life University website, social media, and email.
- b. Accepting applications only from Regular Members of the Association.
- c. Soliciting nominations by members of the Association and the University's faculty and staff.
- d. Facilitating consultation with the LU President, the LU Vice President of University Advancement, the Executive Director of Alumni & Friends, and the Chairman of the University Board of Trustees regarding their advice on nominations.
- e. Reviewing and vetting nominated persons and recommending to the Board a candidate for each open position. For the avoidance of doubt, in accordance with Article II, Section 6, a position on the Board is not considered open if the Board Affairs Committee has determined that a term extension is merited.

Section 3. Election and Investiture

Before June 30, the President shall call for a vote on the slate of candidates provided by the Board Affairs Committee. Once elected, the Board shall welcome incoming Directors. There will be a brief period of transition prior to formal investiture of new Directors to serve beginning July 1.

Section 4. Re-Election

A Director may serve up to three (3) two (2) year terms of office. Each two (2) year term is to be elected and re-elected according to the nomination and election process as outlined in Article V, Sections 1 and 2.

Any Director seeking re-election may submit his or her intention to the Board Affairs Committee Chair as early as one year prior to the election cycle, but ahead of the Board

Affairs Committee's call for nominations at-large. The Director's request must include a self-evaluation of performance during the current term. The Board Affairs Committee will determine whether the request is meritorious. If the request is deemed meritorious by the Board Affairs Committee, the Board Affairs Committee Chair shall inform the Director.

After completing a maximum of three (3) terms, or four (4) terms in the case of an extension, the Director will not be eligible for subsequent election until one (1) year after the completion of the last term.

Exceptions include Directors appointed to less than half of an unexpired term, and term extensions pursuant to Article II, Section 6.

Section 5. Vacancies and Unexpired Terms

In the event of a vacancy or an unexpired term of a Director, the President with the Board Affairs Committee and, in consultation with the LU Vice President of University Advancement, or the LU Vice President of University Advancement's designee, may appoint a successor.

Article VI Commitment to Diversity and Inclusivity

The Board shall ensure that its membership and its committees reflect the diversity of the Association. The compositions of the Board and its committees shall demonstrate a strong commitment to the pursuit of excellence by including and integrating alumni of different groups as defined by but not limited to race, gender, sexual orientation, socioeconomic background, age, disability, national or ethnic origin, geography, and religion, in addition to balanced representation from all Colleges of the University. Recognizing the importance of young alumni, the Board shall ensure representation from the most recent decade of University graduates on the Board of the LUAA.

Article VII Director Conduct

Section 1. General Conduct

All Directors must act in accordance with federal and state laws, these Bylaws, and applicable University policies and in keeping with the LUAA Code of Conduct.

Section 2. Conflict of Interest

The Board Affairs Committee shall require each Director to complete and return an annual conflict of interest disclosure form and adhere to the terms therein. Directors shall disclose conflicts of interest proactively as they arise.

Section 3. Removal for Cause

Any member of the University community may bring concerns regarding the conduct of any member of the Board to the attention of the Board Affairs Committee. The Board Affairs Committee shall then determine whether any violation of conduct standards set forth within these Bylaws and the LUAA Code of Conduct has occurred. If the Board Affairs Committee determines a violation has occurred, it may recommend to the Board the removal of the offending Director. Upon a two-thirds vote of the Board, the offending Director will be removed.

Article VIII Finances

The operational expenses of the Association shall be partially underwritten by the University in accordance with a budget, or budget line items, prepared by the Vice President of University Advancement and approved by the University in accordance with the annual budget approval cycle. There shall be an account to keep any revenues of activities of the Association, and for payment of board-approved activities that will require the signatures of two (2) signees (representing the Office of University Advancement, and the Board). In the event that the Board anticipates or incurs expenses beyond that of the approved budget allowance, these expenses are the sole obligation of the LUAA. The Board may, from time to time, submit proposals through the Vice President of University Advancement regarding additional budget requests to be considered by the University, recognizing that the University does not have the obligation to grant additional expenses beyond those approved in the LUAA budget.

Article IX Amendments

These Bylaws may be amended by a two-thirds vote at a regular meeting of the Board, with subsequent notice to the Association at a regular meeting of the same. Scrivener's and similar errors may be amended by a majority vote of the Board Affairs Committee.