

**BYLAWS
OF
WESTERN KENTUCKY UNIVERSITY
ALUMNI ASSOCIATION, INC.
AMENDED & RESTATED – SEPTEMBER 24, 2022**

ARTICLE I

NAME

Section 1. The name of the association is **Western Kentucky University (WKU) Alumni Association, Inc.** (the “Association”).

ARTICLE II

PURPOSE

Section 1. Chartered in 1913, the Association exists to create and cultivate a diverse, equitable, and inclusive environment which fosters opportunity for Alumni to not only sustain but grow connections to WKU. The Association will strive to strengthen the tradition, ignite the Spirit, and serve the WKU Alumni community by building lifelong relationships. The Association will connect and engage Alumni, inspire Alumni to invest in the future of WKU, and recognize Alumni success and achievements.

Section 2. As provided in its Articles of Incorporation, the Association is organized, and will be operated exclusively, for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. It shall not have or issue shares of stock nor shall any dividend be paid or any part of the income or profit of this Association be distributed to any of its members, Directors, or officers. The Association may pay compensation in reasonable amounts to its agents and/or employees for services rendered. No loan shall be made by the Association to any of its Directors or officers.

ARTICLE III

OFFICES

Section 1. The Association shall have and continuously maintain an office located at Western Kentucky University in Bowling Green, Kentucky, and may

maintain office(s) outside the State of Kentucky at the discretion of the Board of Directors.

ARTICLE IV

MEMBERSHIP

- Section 1. There shall be five classifications of memberships in the Association: (1) Alumni, (2) Student, (3) Active Member, (4) Associate Member, and (5) Honorary.
- Section 2. Alumni - Anyone who has completed one academic year of work in good standing at Western Kentucky University, Southern Normal, Ogden College, Potter College, or the Bowling Green Business University shall be considered an alumnus/a of the Association.
- Section 3. Student – Any currently enrolled student of Western Kentucky University is eligible to become an Associate Member by paying membership dues. If a student is no longer actively enrolled, they shall be considered alumni if more than one academic year of work was completed and they would be eligible to become Active Members.
- Section 4. Active Member - All members are considered Active Members upon meeting the criteria of being an alumnus/a and paying their membership dues to Western Kentucky University Alumni Association, Inc. during a given year. All Alumni who pay Lifetime Membership dues will be considered Active Members from the date their dues are paid through the remainder of their lives.
- Section 5. Associate Member - WKU faculty and staff members, their spouses, spouses of Active Members (who do not qualify for Active Membership), and friends shall be eligible for Associate Membership. Associate Members shall be entitled to the same rights and privileges as Active Members, but will not be eligible to serve on the Association’s Board of Directors. Associate Membership is accomplished by paying membership dues to the Western Kentucky University Alumni Association, Inc.
- Section 6. Honorary - Any individual who is not an alumnus/a but who gives of their time, energy, or financial resources toward the advancement of WKU shall be eligible for Honorary alumnus/a status. Individuals may be nominated by any alumni, faculty, staff, student, or friend of WKU. Upon nomination, the National Board of Directors of the Western Kentucky

University Alumni Association must approve the honor by a majority vote of those present at an official meeting.

ARTICLE V

OFFICERS

- Section 1. The officers of this Association shall be an Immediate Past President, President, President-Elect, Treasurer, and Secretary.
- Section 2. The duties of the officers shall be such as are usually attached to such offices and such further duties as may be designated from time to time by the Board of Directors.
- Section 3. The Immediate Past President shall be the individual who immediately preceded the Association's current President.
- Section 4. The President shall preside at meetings of the Board of Directors and shall be privileged to attend and participate with vote in meetings of all committees. Acting under the direction of the Board of Directors and, on its behalf, the President shall perform all acts, execute and deliver all documents, and take all steps authorized by the Board to effectuate the actions and policies of the Board.
- Section 5. The President-Elect shall be selected annually from the Executive Committee membership of the Board. In the absence or disability of the President, the President-Elect shall have all of the powers and be subject to all of the restrictions of the President. The President-Elect shall serve as President in the year following their term as President-Elect, and as Immediate Past President in the year following their term as President.
- Section 6. The Treasurer shall be annually presented by the Nominating Committee and elected by the Board. The Treasurer shall review the Association's budget and income and expenditures on a quarterly basis and, in consultation with the appropriate committee, present financial statements, accounting reports, and tax filings to the Board for approval.
- Section 7. The Secretary shall be annually presented by the Nominating Committee and elected by the Board. The Secretary shall oversee the keeping of the book of records for Board of Directors as required in Article XV as well as the giving and serving of all notices required by the By-Laws of the Association.

Section 8. Any Officer may be removed, either for or without cause, by the affirmative vote of a majority of the Directors in favor of removal at any special meeting of the Board of Directors called for that purpose or at any regular meeting of the Board of Directors.

ARTICLE VI

BOARD OF DIRECTORS

Section 1. The Board of Directors shall be composed of the President, President-Elect, Immediate Past President, Treasurer, Secretary, and the current elected Directors. The Board shall not consist of less than twenty-one (21) nor more than thirty (30) Directors and officers. Ex-officio voting members of the Board shall include representatives as specified in Article VIII, Sections 7-9.

Section 2. To qualify as a Director, the individual must be a member of the Alumni Association and must remain a member in good standing during that Director's tenure.

Section 3. The Board of Directors may, with or without cause, remove a Board member from service. Any Board member absent for two quarterly meetings in any 12-month period will undergo a membership review by the Executive Committee. Should the committee determine that the Board member has not met the expectations of Board attendance and service, it will present the Board member for removal at the next scheduled Quarterly meeting. Removal of Board members shall require an affirmative vote of seventy-five percent (75%) of the Board members present at the time of the vote.

Section 4. The Executive Director of the Association shall be hired by appointed WKU personnel in consultation with Board members. The Executive Director position is approved by the WKU Board of Regents.

ARTICLE VII

MEETINGS

Section 1. The Board of Directors shall have regularly scheduled quarterly meetings throughout the year:
First Quarter (Summer)
Second Quarter (Fall)

Third Quarter (Winter)
Fourth Quarter (Spring)

Section 2. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board. If less than a majority of the Directors is present at said meeting, a majority of the Directors present may adjourn the meeting without further notice. The act of the majority of the members of the Board of Directors at any meeting at which a quorum is present shall be the act of the Board of Directors.

Section 3. Notice of the Regular Meetings of the Board of Directors shall be provided to each Director at least ten (10) days prior to such meeting. Notice of any Special Meeting of the Board of Directors shall be given at least two (2) days prior to the meeting. Such notice shall be delivered in any manner permitted by applicable law, including but not limited to email. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. In case of a Special Meeting or when required by statute or by these Bylaws, the purpose for which the meeting is called shall be stated in the notice.

Special Meetings of the Board of Directors may be called by or at the request of the President or seven (7) or more of the Directors.

Section 4. The Board of Directors may permit any or all Directors to participate in a regular or special meeting by video or audio conference call or other means of communication by which all Directors participating may simultaneously hear one another during the meeting. A Director participating in a meeting by this means is deemed to be present in person at such meeting. Business may also be conducted by polling the membership of the Board via telephone, email, or in person. These means shall constitute a binding vote.

Section 5. Directors shall not receive any compensation from the Association for their services nor be reimbursed for the expense of attending meetings of the Board of Directors or other activities related to the affairs of the Association.

ARTICLE VIII

NOMINATION AND ELECTION

- Section 1. The Executive Committee members not nominated for an officer position shall serve as the Nominating Committee and shall present nominations for President-Elect, Treasurer, Secretary, and at-large representatives for the Executive Committee for election by the full Board at the fourth quarter (Spring) Board meeting. The Nominating Committee shall not nominate any person without first obtaining the candidate's consent to election to the office. The announcement of the election results shall be made at the fourth quarter (Spring) Board meeting, and the new officers of the Board shall take office at the first quarter (Summer) Board meeting.
- Section 2. The Treasurer and Secretary can be re-elected for one-year terms and can be eligible for re-election to the same office during the next ensuing year. The President-Elect shall be elected for a one-year term and shall subsequently serve as President and Immediate Past President in each following year.
- Section 3. The Executive Director and the Executive Committee shall, in consultation with the alumni staff and the Alumni Board, nominate nine (9) members of the Association for election to the Board of Directors for three-year terms. Each Director shall hold office until the end of their term and until a successor shall have been elected and qualified.
- Section 4. The nomination and election of members of the Board of Directors will take place at the third quarter (Winter) Board meeting, and the new officers and members of the Board shall assume their responsibilities at the first quarter (Summer) Board meeting. Such nominations shall reflect on-going efforts to ensure that the membership of the Board of Directors is a cross-section representation of Western Kentucky University alumni.
- Section 5. To be eligible for Board membership, an Association member shall not have served on the Board for the two previous years.
- Section 6. Any vacancy on the Board of Directors other than the Executive Director shall be filled by a majority vote of the Board election for the unexpired term.
- Section 7. The President of the Society of African American Alumni (SAAA) or their designated representative shall serve as an ex-officio member with vote

on the Board for the duration of their term as President to coincide with the Board's year of operation.

Section 8. The President of the Student Alumni Ambassadors (SAA) or their designated representative shall serve as an ex-officio member with a vote on the Board of Directors. This term will begin at the Board meeting immediately following their election to SAA President and end upon the completion of their term.

Section 9. The President of the Young Alumni Council (YAC) or their designated representative shall serve as an ex-officio member with a vote on the Board of Directors for the duration of their term as President to coincide with the Board's year of operation.

Section 10. The President of the Diversity, Equity & Inclusion (DEI) Council or their designated representative shall serve as an ex-officio member with vote on the Board for the duration of their term as President to coincide with the Board's year of operation.

ARTICLE IX

COMMITTEES

Section 1. The duties of all officers and committees of the Association shall be to fulfill the purposes of the Association as found in ARTICLE II, and such other duties that shall be directed by the Board of Directors and the membership.

Section 2. Committees of the Board shall be standing or special. Standing committees shall be Communication & Marketing Committee, Executive Committee, Investment Committee, Engagement Committee, and Alumni Recognition Committee.

Standing committees shall be appointed by the Executive Committee at the first quarter (Summer) Board meeting and ratified by the full Board. The Board of Directors shall define, and revise as appropriate the composition, roles, responsibilities, procedures, and other manner of operating of each of the standing committees established by the Board. Any Board member may make recommendations to the Executive Committee for committee appointments.

Section 3. Ad hoc or special committees may be appointed by the President or Board for such special tasks as circumstances warrant. A special committee shall limit its activities to the accomplishment of the task for

which it is appointed and shall have no power to act except as specially conferred by action of the Board. Upon completion of the task for which created, such special committees shall stand discharged.

Section 4.

The Executive Committee shall consist of the President (who shall serve as Chairman), Immediate Past President, President-Elect, Treasurer, Secretary, Executive Director of the Association, and three at-large members of the Board. New at-large Executive Committee appointments shall be nominated by the Executive Committee and approved by the Board at the fourth quarter (Spring) Board meeting and begin their roles at the first quarter (Summer) Board meeting.

The Executive Committee shall meet as needed. Between meetings of the Board of Directors, it shall exercise all powers of said Board of Directors in the management of the Association, but it shall not have the authority to (1) amend the Articles of Incorporation or Bylaws; (2) incur any expense in excess of ten thousand dollars (\$10,000); (3) approve the sale, lease, or other disposition of all or substantially all of the property and assets of the Association; (4) recommend a voluntary dissolution of the Association; (5) elect, appoint, or remove any officer or Director of the Association; (6) amend, alter, or repeal any resolution of the Board of Directors unless it by its terms provides that it can be amended, altered, or repealed by such committee; or (7) take any other action such committee is prohibited from taking by law.

A majority of the members of the Executive Committee shall constitute a quorum for the transaction of business. The act of the majority of the members of the Executive Committee at any meeting at which a quorum is present shall be the act of the Executive Committee. The Executive Committee shall keep regular minutes of its proceedings, and all actions of the Executive Committee shall be reported for ratification to the Board of Directors at the Board meeting next succeeding such action.

Section 5.

The Communications & Marketing Committee shall serve as the advisory committee for official alumni magazine; assist staff in evaluating overall communication efforts through the webpage, advertising initiatives, newsletters, and other forms of communication; expand the WKU online community; and help define the message articulated to alumni of WKU.

Section 6.

The Investment Committee shall help determine annual budget priorities, establish annual fundraising efforts including membership acquisition, renewal and giving options, and recommend other revenue-producing business partnerships, and provide a

recommendation to the full Board for the annual budget at the first quarter (Summer) meeting.

Section 7. The Engagement Committee shall provide a creative and cohesive vision for all Association programs, evaluate programs and services on an annual basis, develop new and innovative programs as necessary, and ensure the Association stays relevant with its constituents.

Section 8. The Alumni Recognition Committee shall provide recommendations to create and oversee opportunities to honor outstanding and notable alumni of WKU; members of the Committee also serve on the Hall of Distinguished Alumni Selection Committee, recommending the annual slate of candidates to induct.

ARTICLE X

FISCAL AFFAIRS

Section 1. The fiscal year of the Association shall be from July 1 to June 30.

Section 2. Quarterly financial and membership statements as well as a fiscal year-end financial compilation, review or audit as recommended by the Investment Committee shall be provided to the Board of Directors by the Executive Director.

ARTICLE XI

ARTICLES OF INCORPORATION

Section 1. The Bylaws will be interpreted in a manner consistent with the Articles of Incorporation. In the event of a conflict, the Articles of Incorporation will supersede the Bylaws.

ARTICLE XII

CHANGES TO ARTICLES OF INCORPORATION, BYLAWS, AND STRUCTURE

Section 1. The Articles of Incorporation of the Association and these Bylaws may be altered, amended, or repealed and new Articles or Bylaws may be adopted by a majority vote of the Board of Directors, provided that at least thirty (30) days' written notice is given of the intention to alter,

amend, or repeal, or to adopt new Articles or Bylaws at such meeting. Approval by the Board of Directors shall also be required for the adoption of a plan of merger or consolidation; the authorization of the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the Association; and the authorization of the dissolution of the Association or the adoption of a plan for the distribution of assets of the Association.

ARTICLE XIII

CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

- Section 1. The Board of Directors may authorize any officer or officers, agent or agents of the Association to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances.
- Section 2. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Association, shall be signed by such officer or officers, agent or agents of the Association and in such manner as shall be determined by resolution of the Board of Directors.
- Section 3. The funds of the Association shall be deposited to the credit of the Association in such banks, trust companies, or other depositories as the Board of Directors may select.
- Section 4. The Board of Directors may solicit and accept on behalf of the Association for any contribution, gifts, bequest, or device for the general purpose or for any special purpose of the Association.

ARTICLE XIV

BOOKS OF RECORDS

- Section 1. The Association shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors. All books and records of the Association may be inspected by a member of the Board of Directors, or their agent or attorney, for any proper purpose at any reasonable time.

ARTICLE XV

WAIVER OF NOTICE

Section 1. Whenever any notice is required to be given under the provisions of the Kentucky Revised Nonprofit Corporation Act or under the provisions of the Articles of Incorporation or these Bylaws of the Association, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XVI

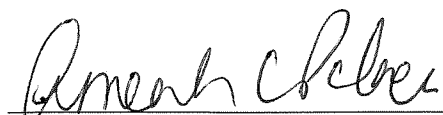
INDEMNIFICATION

Section 1. The Association shall, to the maximum extent allowed by the Kentucky Revised Nonprofit Corporation Act or other applicable law, indemnify any Director, officer, employee, or agent acting within the scope of his or her authority who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative by reason of the fact they were serving as a Director, officer, employee, or agent of the Association, or were serving at the request of the Association in the capacity of Director, officer, employee, or agent of another entity, against all expenses (including attorneys' fees), judgments, fines, and other amounts actually and reasonably incurred by them in connection with the defense or settlement or such action, suit, or proceeding.

CERTIFICATE OF SECRETARY

I, Ameerah Palacios, certify that I am the current elected and acting Secretary of the WKU Alumni Association, and the above amended and restated bylaws are the bylaws of this Association as adopted by a vote of the Board of Directors on September 24, 2022, and that they have not been amended or modified since this date.

EXECUTED on this 24th day of September 2022, in Warren County of the Commonwealth of Kentucky.



Ameerah Palacios, Secretary
WKU Alumni Association Board of Directors