

The University of Missouri-St. Louis Alumni Association

Bylaws

Article I. Name and Authorization

The name of this association is the University of Missouri-St. Louis Alumni Association, herein referred to as the Association.

Article II. Purpose

The purpose of the Association is to advance the mission, best interests and welfare of the University of Missouri-St. Louis and its alumni by engaging all alumni in the life of the university through a variety of programs, services and volunteer opportunities.

Article III. Membership

Section 1: Membership. Membership in the Association is awarded to all persons having earned a degree at the University of Missouri-St. Louis. All members are eligible to serve on the Governing Board of Directors, herein referred to as the Board, and/or its Committees.

Section 2: Honorary Membership. An honorary member is a person who is not an alumnus/a of the University, but has rendered outstanding service to the Association or the University. The Board designates honorary memberships.

Section 3: The Board may from time to time designate additional categories or individuals eligible for membership.

Article IV. Governing Board of Directors

Section 1: Powers and Duties. The Board has fiduciary responsibility for the affairs of the Association. Board members serve on behalf of all alumni. The Board's composition should be reflective of the diversity of the UMSL alumni body.

Section 2: Eligibility. Any member of the Association is eligible to serve on the Board through the methods specified in these By Laws.

Section 3: Composition. The Board is comprised of the following:

- a. **Directors.** Fourteen Directors elected at large from the membership of the Association and serve in three equal and staggered terms.

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- b. **Officers.** Six Officers—President, Vice President, Second Vice President, Secretary, Treasurer, Immediate Past President—chosen from the Board and elected by the membership of the Association.
- c. **Ex-officio non-voting members.** Ex-officio non-voting Board members include the Executive Director of the Association, the chief alumni officer of the University and the chief advancement officer of the University. The Board may annually appoint additional ex-officio non-voting Board members in order to accomplish its responsibilities more effectively.

Section 4: Terms.

- a. **Directors.** Directors serve for a term of three years, and may be elected to no more than two consecutive full terms. To be eligible for additional service as a Director, a one-year hiatus following two consecutive terms of service is required.
- b. **Officers.** Each Officer serves a term of one year. The President and the Vice President and Second Vice President will serve one term in each office. Provided, however, the Board, through the Nominating and Leadership Development Committee, may nominate an officer for a second, consecutive one-year term, and such officer may serve such additional one-year term, when the Board determines it is in the best interest of the Association. The Vice President is expected to succeed the President. The Second Vice President is expected to succeed the Vice President. If, for any reason, the Vice President does not succeed the President, the Second Vice President will fill this position. The Treasurer and Secretary may be elected to other Officer positions but cannot be re-elected to the current office held. An individual may not hold two Officer positions simultaneously. The Immediate Past President serves a term of one year and retires from the Board permanently at the end of his/her term.

Section 5: Nominations. Nominations for election to the Board are made annually by the Nominating and Leadership Development Committee.

- a. The Secretary of the Board and the Association issues an annual call to the Association requesting alumni names for consideration.
- b. Any Association member may submit alumni names for consideration according to the process determined by the Nominating and Leadership Development Committee.
- c. No nominations for election to the Board will be accepted from the floor of a Board meeting.

Section 6: Elections. Elections are held annually according to the process to be determined by the Board.

- a. The Nominating and Leadership Development Committee identifies and nominates Board Directors and Officers for terms as identified in these By Laws.

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- b. The list of nominations presented by the Nominating and Leadership Development Committee is subject to the approval of the Board.
- c. The approved list of nominations will then be presented to the Association membership.

Section 7: Vacancies.

- a. **Vacancies during the course of the fiscal year.** Vacancies in the Directors and Officers of the Board may be filled by a majority vote of the remaining Directors and Officers of the Board. Board members elected in this manner will serve out the balance of the vacated term and are eligible thereafter to be elected to a full term and may be nominated and elected pursuant to Section 4 of this Article of these By Laws.
- b. **Vacancies due to a Director being elected to an office.** If a Director of the Board is elected to an Officer position during the annual nominating and election process and prior to the expiration of that Director's term, the Nominating and Leadership Development Committee will identify and nominate a Director from the Association membership to serve the balance of the vacated term. The Director may be elected pursuant to Section 4 of this Article of these By Laws.

Section 8: Removal

- a. Any Board member, including Officers, may be removed for a just and stated cause by a vote of two-thirds of the Board at a regular or special meeting of the Board provided this intention is included in the notice of the meeting.
- b. The unexcused absence of a Board member for two consecutive Board meetings may constitute cause for removal.

Section 9: Compensation. The Officers and Directors will perform the duties set forth in these By Laws and serve without compensation.

Article V. Quorum and Conduct of Meetings

Section 1: Quorum. A majority of the voting Board members, which must include either the President or the Vice President (or their designee), constitutes a quorum for the transaction of all business and a majority of those voting Board members present is sufficient to adopt any resolution of the Board.

Section 2: Meetings. The Board will meet at least four times annually at such times and places as determined by the President or the Board. Notice of each such meeting is given by the Executive Director of the Association by physical or electronic means at least ten days prior to the meeting. Board members may participate in Board meetings from remote locations by telephone conference, video

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and/or Internet presence. Board members participating remotely are counted as present for the purposes of achieving a quorum.

Section 3: Electronic Ballot. Voting may occur outside regularly scheduled meetings by quorum consent of the Board. Voting Board members may cast their ballots via an electronic portal established by the university as defined by processes determined by the Board. Such a vote is binding provided the number of voting Board members who cast votes by electronic portal represents a quorum.

Article VI. Officers and Executive Committee

Section 1: Officers. The Officers of the Board are President, Vice President, Treasurer, Secretary and Immediate Past President. The Officers serve simultaneously as the Officers of the Association.

Section 2: President. The **President** presides at all meetings of the Association, Board and Executive Committee. Specific duties of the President include:

- a. To serve as principal Officer of the Association.
- b. To act as primary liaison between the Association, the University of Missouri-St. Louis and the Board.
- c. To appoint all Standing and Special Committee chairs, subject to approval by the Executive Committee.
- d. To serve as ex-officio non-voting member of all Committees.
- e. To serve as a non-voting Board member except on the occasion when a casting vote is needed.
- f. To represent the Association as an ex-officio member of the University of Missouri-St. Louis Chancellor's Council.
- g. To perform other duties as the Board may assign.

Section 3: Vice Presidents. The **First Vice President** and **Second Vice President** represent the Association per the request of the President. In the absence of the President, the Vice Presidents fulfill the duties of the President. The First Vice President is expected to accede to the Presidency at the end of term, and the Second Vice President is expected to accede to the First Vice Presidency. If the First Vice President is unable or unwilling to accede, then the Second Vice President accedes to the Presidency instead.

- a. **First Vice President.** The First Vice President chairs the Alumni Leadership Council and the Alumni Leadership Council Committee and may perform other duties as the Board may assign.
- b. **Second Vice President.** The Second Vice President coordinates/mediates communication among Standing and Special Committees and may perform other duties as the Board may assign.

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Section 4: Treasurer. The **Treasurer**, in conjunction with the Executive Director, ensures all funds of the Association are properly administered according to established financial policies and procedures. The Treasurer chairs the Finance Committee and arranges for the annual independent audit. The Treasurer may perform other duties as the Board may assign.

Section 5: Secretary. The **Secretary** records the minutes of all meetings of the Association, the Board, and Executive Committee and serves as Corresponding Secretary to the Association. Approved minutes are kept on file in the UMSL Office of Alumni Engagement. The Secretary may perform other duties as the Board may assign.

Section 6: Immediate Past President. The **Immediate Past President** advises the Officers of the Association and serves as a member of the Nominating and Leadership Development Committee. The Immediate Past President may perform other duties as the Board may assign.

Section 7: Executive Committee. The Executive Committee meets as is necessary to conduct the business of the Association. The Executive Committee is authorized to act for the Board, carry out policies as established by the Board, accounts to the Board for any action, whenever taken, and complies with the policies and procedures established by the Finance Committee. The Executive Committee distributes minutes of its meetings to all Board members.

- a) **Membership.** The Executive Committee is comprised of the President, Vice President, Immediate Past President, Treasurer, Secretary and chairs of Standing and Special Committees. The Executive Director of the Association serves as an ex-officio non-voting member of the Executive Committee.

Article VII: Executive Director

Section 1: The **Executive Director** administers the day-to-day operations of the Association in accordance with the goals set forth by the Board and in collaboration with the President of the Association.

Section 2: The **Executive Director** is the Corresponding Secretary for the Board, as such sends regular communications, including official notices of meetings, to the Board. She/he ensures the proper maintenance of Books and Records as described in Article XI.

Section 3: The **Executive Director** is an ex-officio non-voting Board member and of all Standing Committees.

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Section 4: The **Executive Director** promotes the work of the Association and, in coordination with the university's chief alumni officer, delegates UMSL Office of Alumni Engagement staff as liaisons for the Committees of the Board and alumni affinity organizations.

Section 5: The **Executive Director** reports to the university's chief alumni officer. Prior to the annual university performance review, the chief alumni officer will ensure the President's assessment of the Executive Director's performance is considered in the overall performance review.

Section 6: In the event of a vacancy in the Executive Director position, the university's chief alumni officer appoints the Executive Director of the Association in consultation with the President of the Association.

Article VIII. Committees of the Governing Board of Directors

Section 1: Committees. The Association has two types of Committees of equal influence and authority that advance the mission of the Association: **Standing Committees** and **Special Committees**.

- a) **Committee Chairs.** The President, in collaboration with the Nominating and Leadership Committee and with the approval of the Executive Committee, appoints chairs for each Standing and Special Committee by the beginning of each fiscal year. All Committee chairs are selected from the Board members. Chairs for all Committees are also members of the Executive Committee.
- b) **Committee Membership.** The chair of each Committee selects the members of his/her Committee from the Board members and the Association at the beginning of the fiscal year. Each Standing Committee must have at least three Board members. Each Special Committee must have at least two Board members.
- c) Each Standing and Special Committee complies with Committee-specific policies and procedures that are approved by the Board.

Section 2: Standing Committees. Standing Committees are accountable to the Board. The following Standing Committees are always in place and necessary to ensure core business and structural functions of the Association: **Awards and Recognition, Finance, Nominating and Leadership Development, Alumni Leadership Council, Alumni Engagement and Advocacy.** A Standing Committee is created or dissolved only by amendment of these By Laws.

- a) **Awards and Recognition Committee.** The Awards and Recognition Committee awards and recognizes alumni for their notable achievements in a variety of areas, including, but not limited to, professional success and volunteerism. The Awards and Recognition Committee develops and evaluates the process by which alumni are nominated and presents a list of recommended award recipients to the Board for approval. Officers and Directors of the Board are not eligible for consideration of Association-sponsored awards during their terms of service.
- b) **Finance Committee.** The Finance Committee oversees:

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1. **Budget allocation and monitoring** - The Finance Committee receives annual budget requests from recognized Committees and alumni affinity organizations. The Finance Committee recommends the Association's annual budget for the coming fiscal year and submits the budget to the Board for approval.
 2. **Revenue-generating initiatives** – The Finance Committee oversees the establishment of contractual relationships with revenue-generating initiatives including, but not limited to, insurance, financial services, and travel partnerships.
 3. **Annual Audit** – The Finance Committee ensures the Association issues financial statements and reports on time and in accordance with its regulatory obligations. The Committee serves as the link between the Association and its independent, external auditor.
 4. **Investments** - The Finance Committee monitors, evaluates and changes the Association's investments in accordance with the Investment Policy approved by the Board.
- c) **Nominating and Leadership Development Committee.** The Nominating and Leadership Development Committee identifies, recruits and nominates qualified candidates to serve as Officers and Directors of the Board. The Committee presents a proposed list of nominations willing to serve on the Board in accordance with the requirements in the Bylaws. The Committee oversees the orientation of new Directors and ensures the leadership planning and succession strategy of the Association is followed.
- d) **Alumni Leadership Council Committee.** The Alumni Leadership Council Committee is chaired by the Vice President of the Board and consists of seven or more members of the Association with three Board members and other members selected from alumni affinity organizations leadership. The Alumni Leadership Council Committee officially recognizes all alumni affinity organizations. The Alumni Leadership Council Committee sets the objectives of the annual meeting of the Alumni Leaders Council and ensures the meeting achieves those objectives. The Alumni Leadership Council Committee coordinates the nomination of annual alumni volunteer service awards with the Awards and Recognition Committee. The Alumni Leadership Council Committee ensures the Alumni Leadership Council is in compliance with the organizational objectives set forth in these By Laws concerning membership, goals and outcomes.
- e) **Alumni Engagement Committee.** The Alumni Engagement Committee builds awareness, relevancy and loyalty among UMSL alumni and defines the features and benefits of being an active alumni. The committee also works supports affinity organizations and other standing committees in alumni engagement and development.
- f) **Advocacy Committee.** The Advocacy Committee advances the University of Missouri System by encouraging alumni and friends to effectively communicate issues critical to the UM system and higher education with the Missouri Legislature and Missouri citizens. The committee serves the UM system through grassroots networking and building long-lasting relationships with elected officials.

Section 3: Special Committees. The Executive Committee, with approval by the Board, may create or dissolve Committees other than Standing Committees to address strategic initiatives of the Association. The Executive Committee authorizes Special Committees for the subsequent fiscal year.

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Section 4: Ad Hoc Committees. Ad Hoc Committees may be established by the President in consultation with the Board for a specific purpose as needed.

Article IX. Alumni Affinity Organizations

Section 1: Definition. Alumni affinity organizations receive collaboration and support from the Association. The Association promotes three types of alumni affinity organizations: **Chapters, Networks and Groups.**

Section 2: Alumni Chapters. Alumni Chapters operate by Association-approved guidelines and are led by annually elected Officers or chairs. Chapters establish annual goals and objectives, present annual budget allocation requests to the Association and conduct a minimum of three alumni engagement programs per fiscal year.

Section 3: Alumni Networks. Alumni Networks operate by Association-approved guidelines and are led by an alumni volunteer committee. Networks establish annual goals and objectives, present annual budget allocation requests to the Association and conduct a minimum of one alumni engagement programs per fiscal year.

Section 4: Alumni Groups. Alumni Groups reflect regional or shared interests and operate by guidelines. One or more alumni volunteers may serve as advisors for university staff members. Alumni Groups sponsor an alumni engagement program once a year or less frequently. Alumni Groups may establish annual goals and objectives, and present annual budget allocation requests to the Association.

Article X. Alumni Leadership Council

Section 1. Powers and Duties: The Alumni Leadership Council enables alignment of the Association's strategic objectives and the work of alumni affinity organizations. The Alumni Leadership Council shall convene at least annually for the purpose of conducting business as the Board shall propose.

Section 2: Meetings:

- a) **Annual Meeting:** The Annual Meeting of the Alumni Leadership Council is open to all members of the Association and includes but is not limited to the following components:
1. Annual Report of the Association presented by the President or his/her designee.
 2. State of the Campus address from the Chancellor or his/her designee.
 3. Forecast for the coming year presented by the President or his/her designee.
 4. Service awards honoring exemplary volunteer service and innovative programming.
 5. Published summary reports from each alumni affinity organization.

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6. Presentations on subjects that may be relevant to the mission of the Association including best practices of alumni engagement that will foster successful alumni affinity organization outcomes.
 7. Presentations and discussions by students, faculty, administrators and Board members on matters of interest and importance to the mission of the Association.
- b) Special meetings:** The President, with the approval of the Board, may call special meetings of the Alumni Leadership Council.
- c) Meetings – Notice:** The Secretary shall give notice of the annual Alumni Leadership Council meeting to each member of the Alumni Leadership Council at least 30 days before the meeting. The Secretary shall give notice of all special meetings to each member of the Alumni Leadership Council at least 10 days before the special meeting and the purpose of the meeting is stated.

Section 3: Membership:

- a) Eligibility:** Any member of the Association is eligible to serve on the Alumni Leadership Council through the procedures specified in below in Section 3.b (composition).
- b) Composition:** The Alumni Leadership Council shall consist of the following:
1. Leaders of recognized alumni affinity organizations including chapters, networks and groups. The principal alumni volunteer leader of each alumni affinity organization that is operating in accordance with the guidelines established and amended by the Board shall be a member of the Alumni Leadership Council. Council membership is extended for the length of time the principal alumni volunteer leader serves.
 2. Board members serve automatically as members of the Alumni Leadership Council during their terms on the Board.
 3. Ex-officio Board members. The Board may annually appoint faculty and administrators who are deemed important to the current work of the Association.

Article XI. Books and Records

Section 1. Minutes. Minutes and supporting documents of each Board, Executive Committee, Standing Committee, and Special Committee meetings will be maintained and filed in the Office of Alumni Engagement.

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Section 2. Financial Records. Correct and complete books, records, and financial accounts are maintained and filed in the Office of Alumni Engagement.

Section 3. Contracts and Agreements. Contracts and Agreements are maintained and filed in the Office of Alumni Engagement.

Section 4. Policies and Procedures. The Board, Executive Committee, Standing Committees, and Special Committees shall maintain policies and procedures.

Article XII. Indemnification and Insurance

Section 1: Indemnification. The Association will, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an Officer, Director, or employee of the Association, or was serving at the request of the Association as a Director, Officer, employee of another corporation, partnership, joint venture, trust or other enterprise, against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative, and whether formal or informal, in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification will be provided for any such person with respect to any matter as to which he or she will have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the Association; and further provided that any compromise or settlement payment will be approved by a majority vote of a quorum of Directors who are not at that time parties to the proceeding.

Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Association in advance of the final disposition of the action, suit, or proceeding as authorized by the Board in the specific case upon receipt of an undertaking by or on behalf of the Director, Officer, employee or agent to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the Association as authorized in this Article.

The indemnification provided hereunder will inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article will be in addition to and not exclusive of all other rights to which any person may be entitled.

This Article constitutes a contract between the Association and the indemnified Officers, Directors, and employees under Sections 355.461 to 355.501 of the Missouri Nonprofit Corporation Law as now in effect or hereafter amended, or other applicable law. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified person under this Article will apply to such

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person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

Section 2: Insurance. The Association shall purchase and maintain insurance for the benefit of any person on behalf of whom insurance is permitted to be purchased by Missouri law against any expense, liability or loss, whether or not the Association would have the power to indemnify such person under Missouri or other law. The Association shall also purchase and maintain insurance to insure its indemnification obligations whether arising hereunder or otherwise.

Article XIII. Governing Board Corporate Policies

All Directors, Officers and Committee members of the Board are required to sign corporate policies outlined in this Article each fiscal year.

Section 1: Volunteer Code of Conduct. The Officers and Board of the Association owe a fiduciary obligation and strict duty of loyalty to the Association. Officers and Directors will conduct themselves in accordance with the Association's Volunteer Code of Conduct. All persons nominated or proposed for appointment to the position of Director will sign the Code as a prerequisite to their name being placed on the ballot or to their appointment, or anytime thereafter as revisions are made to said Code and approved by the Board. Refusal to sign the Code will result in the nullification of the Director's or Officer's nomination, election or appointment, whichever the case shall be.

Section 2: Conflict of Interest. Board and Committee members are charged with the responsibility for recommendations and decisions that in their judgment best serve the long-range interests of the University of Missouri-St. Louis and its Association. In discharging this obligation, they should assiduously avoid placing themselves, UMSL or the Association in any situation involving actual or perceived conflicts of interest.

If the Board or any of its Committees take up for consideration any matter in which Board and Committee members, or persons affiliated with them, have a direct or indirect financial interest, the Board or Committee shall resolve questions of real or apparent conflict of interest by adopting the following procedures:

- a. Board and Committee Members must disclose to the Board or the Committee any relevant facts that might give rise to a conflict of interest with respect to any matter to be considered by the Board or Committee.
- b. Board and Committee Members so affected must abstain from the discussion of any such matters unless the Board or Committee specifically requests information from them. Such abstention shall be recorded in the minutes of the meeting.

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- c. If requested to do so by any other Board or Committee members, the affected members must withdraw from the meeting during the deliberations.

Section 3: Confidentiality: In order to encourage and foster open and candid discussion at its meetings, the Board believes confidentiality must be maintained. Therefore, it is the policy of the Board that each Board and Committee member and university staff member shall keep confidential any and all information relating to discussions at its meetings including any and all materials, e.g., correspondence, reports, etc., unless compelled by legal process to disclose such information, or as otherwise agreed by the Board. While Board and Committee members and university staff members are free to discuss actions adopted by the Board or any of its Committees, disclosing or distributing any information concerning the discussion of such items during the Board or Committee meeting is prohibited.

Section 4: Whistleblower.

- a. **Purpose.** The purpose of this Whistle-Blower Policy is to:
 - 1. encourage, and provide a mechanism for Directors, Officers, employees, and volunteers (“Covered Persons”) of the Association and University of Missouri-St. Louis (the “Organization”) to report violations of law, rule, regulation, adopted policies of the Organization, accounting or financial fraud, or other misfeasance, whether known or suspected in good faith (“Violations”)
 - 2. encourage cooperation in inquiries and investigations on reported Violations or Retaliation (as defined below), and
 - 3. protect Covered Persons from Retaliation for good faith reporting of Violations or Retaliation.
- b. **Reporting Procedure.** Covered Persons have a responsibility to report (in good faith) Violations to the chief alumni officer of the University or Immediate Past President of the Association. Covered Persons may also report Retaliation to the chief alumni officer of the University or Immediate Past President of the Association.
- c. **Investigation.** A report of a Violation or Retaliation shall be investigated promptly by the chief alumni officer or Immediate Past President. The chief alumni officer or Immediate Past President may utilize outside parties (including counsel) to assist in the investigation. All such reports will be treated as confidentially as possible, given that there may need to be some disclosure to conduct the investigation. The chief alumni officer or Immediate Past President shall provide a written report of investigation findings to the Board and the Board shall determine the appropriate response. Board members implicated in the report of a Violation or Retaliation shall not participate in such determination. The appropriate response determined by the Board shall be promptly carried out.

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- d. Retaliation.** No Covered Person shall suffer harassment, intimidation, adverse employment or livelihood consequences or any other form of retaliation (“Retaliation”) for (i) making a good faith report of a Violation or Retaliation or (ii) participating in an investigation (as set forth in the previous paragraph), inquiry or investigation by any court, law enforcement or other governmental or administrative body. The Organization may discipline (up to and including termination) a Covered Person for any such Retaliation. A Covered Person making a report of Violation or Retaliation in bad faith may be subject to disciplinary action.

Article XIV. Amendments

These By Laws may be amended by a two-thirds majority vote of the Board at any regular or special meeting at which a quorum is present. Proposed amendments must be distributed to the Board at least thirty (30) days prior to the regular or special meeting at which the amendments are to be considered.

Article XV: Rules of Order

The rules contained in *Robert’s Rule of Order Newly Revised* shall govern the meetings of the Board and Association in all cases to which they are applicable and in which they are not inconsistent with these By Laws of the Association.

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