

Constitution & Bylaws

(revised 10/03/08)

University of Miami Alumni Association

“Your UM Connection”

Constitution

Article I Name

Section 1. Name. The name of the organization is the **University of Miami Alumni Association**, hereafter referred to as the “Association.”.

Article II Declaration of Mission and Purpose

Section 1. Mission. The Mission of the University of Miami Alumni Association is to establish and enhance a mutually beneficial and enduring relationship between the University of Miami, its alumni, and current and future students.

We shall work to promote the excellence of the University of Miami by serving as ambassadors and encouraging involvement and volunteerism; fostering love, respect, and pride in the University; and obtaining support, communicating the message, and furthering the mission of our alma mater.

Section 2. Purpose. The purpose of the Association is to establish and maintain mutually beneficial relationships between the University and its alumni worldwide. The Association links alumni and the University through sponsoring a wide variety of programs and benefits that foster a spirit of loyalty, involvement, and life-long commitment to the University of Miami.

Article III Governance

Section 1. The Association, an administrative unit of the University of Miami Division of University Advancement, shall operate within the parameters of the University of Miami Department of Alumni Relations and the Division of University Advancement. The Association, its governing Council and Board of Directors, and its affiliate groups are responsible to the Vice President for University Advancement and the Executive Director of the University of Miami Alumni Association, who is also the Associate Vice President of Alumni Relations and the Annual Fund, and is are subject to all rules and regulations thereof, and shall be held fiscally accountable to the University of Miami, its administration, and the Board of Trustees.

Article IV Affiliate Groups Constituent Associations, Alumni Clubs, and Affinity Groups

Section 1. Charters. The Association may grant charters to the following:

- Constituent Associations, which represent schools / colleges of the University of Miami;
- Alumni Clubs, which represent alumni and friends (associate members) organized by geographical area; and



- Affinity Groups, which represent alumni and friends (associate members) organized by their participation in mutual University of Miami interest activities.

Section 2. Revocation. The charter of an affiliate group may be revoked as set forth in the Bylaws.

Article V Membership

Section 1. Categories. Membership shall be extended to the following:

- Regular. Each alumnus of the University of Miami, defined as a graduate or any former student who has completed the minimum of fifteen (15) credits.
- Honorary. Individuals awarded honorary alumni membership status.
- Associate. Faculty, parents, students, friends and recipients of honorary University of Miami degrees, who have all rights and privileges with the exception of voting or holding Association office.

Section 2. Term. The term of membership is for the period of one year.

Section 3. Membership status. Active membership in the Association is achieved in each fiscal year (June 1-May 31) for the twelve (12) months following the month in which a financial contribution is made to the University.

Article VI Dues

The Association may, if deemed necessary to support its activities and programs, assess membership dues.

Article VII Meetings

Section 1. Scheduled Meetings. Regularly scheduled meetings of the Association and its governing bodies shall be specified in the Association Bylaws.

Section 2. Attendance. Attendance at all meetings is a responsibility of each member.

Article VIII Executive Committee

Section 1. Composition. The Executive Committee shall consist of:

- Officers. Association officers shall include the President, President-Elect, Immediate Past President, and five Vice Presidents.
 - Eligibility. An officer shall:
 - Be a regular member of the Association;
 - Have an earned degree from the University of Miami; and
 - Have previously served on the Alumni Council or been active in a leadership role with a University affiliate or community organization.



- Term of office. The term of office for all officers shall be one (1) year.
- Vacancies. Vacancies in any office shall be filled by presidential appointment, subject to the approval of the Board of Directors.
- Duties. Duties of individual officers shall be determined as specified in the Association Bylaws.
 - Immediate Past President by virtue of office.
 - Executive Director of the University of Miami Alumni Association, who is also the Associate Vice President of Alumni Relations and the Annual Fund, by virtue of position.

Section 2. Duties. The duties of the Executive Committee are specified in the Association Bylaws.

Article IX Board of Directors

Section 1. Composition. The Board of Directors shall consist of:

- Executive Committee;
- Seven (7) Regional Directors;
- Three (3) Student Representatives: the President of the Undergraduate Student Government, the President of the UM Ambassadors, and the Chair of the Senior Class Gift Committee;
- Fifteen (15) Directors;
- Three (3) Alumni Trustees. Alumni Representatives serving on the University of Miami Board of Trustees;
- Two (2) Faculty Representatives: the chair of the University's Faculty Senate and one additional faculty representative selected by the UMAA Nominations Committee; and
- Past Presidents of the Association as lifetime non-voting members.

Section 2. Eligibility. A member of the Board of Directors shall be a regular member of the Association.

Section 3. Term of Office.

- Regional Directors shall be elected for a one (1) year term;
- Regional Directors shall serve on the Board of the Association for a maximum of three (3) consecutive, elected terms;
- Student Representatives shall be elected for a one (1) year term consistent with their term of office with the following groups: President, Undergraduate Student Body Government; President, UM Ambassadors; Chair, Senior Class Gift Committee, respectively;
- Directors shall be elected for a three (3) year term;



- Directors shall serve on the Board of the Association for a maximum of two (2) consecutive, elected terms;
- Alumni Trustees- Alumni Representatives serving on the University of Miami Board of Trustees shall be appointed to serve as long as they hold that position on the Board of Trustees.
- The Faculty Representative that serves as chair of the Faculty Senate shall be elected for a term consistent with his/her term of office as chair of Faculty Senate unless otherwise determined by the Alumni Board of Directors. This representative will not have voting rights.
- The second Faculty Representative shall be elected for a two year term with the option of a one year term extension upon Alumni Board of Directors approval. This representative will have voting rights and should preferably be an alumnus faculty member.

Section 4. Vacancies. Vacancies in any directorship shall be filled by presidential appointment, subject to the approval of the Board of Directors.

Section 5. Duties. The Board of Directors shall conduct the business of the Association, grant charters to Affiliate Groups, and adopt Bylaws and amendments thereto.

Article X Alumni Council

Section 1. Composition. The Alumni Council is the representative body of the Association, and shall consist of:

- The Board of Directors; and
- The President and President-Elect, or another designated officer, of each affiliate group

Section 2. Eligibility. A member of the Alumni Council shall be a member of the Association.

Section 3. Term of Office

- The term of office for all Alumni Council members shall be for one (1) year, with the exception of those serving as members of the Board of Directors;
- Affiliate group representatives shall be limited to two consecutive one (1) year terms as president and two consecutive one (1) year terms as president-elect/vice president of their organization.
- The UMAA Executive Committee may grant an additional one year term extension to those clubs that have demonstrated an extenuating circumstance.
- Members shall serve on the Alumni Council for a maximum of four (4) consecutive years, with the exception of duly elected Alumni Association officers, past presidents of the Association, and all Alumni Trustees serving on the Board of Trustees of the University of Miami.

Section 4. Vacancies. Affiliate Groups shall be responsible for filling any vacancies in their representation.



Section 5. Duties. The Alumni Council shall serve as the representative body of the Association and will elect the directors, approve the annual slate of Alumni Association officers, revoke the charters of Affiliate Groups, and adopt the Constitution and amendments thereto.

Article XI Release From Duties

Section 1. Any office holder shall be subject to release from duties for good and sufficient cause. Violation of the oath of office, including malfeasance, misfeasance, or nonfeasance, shall constitute good and sufficient cause for release from duties of any such officer.

Section 2. Absences. Any office holder shall be subject to release from duties for non-attendance at regularly scheduled meetings as follows:

- Executive Committee. Absences from three regularly scheduled meetings of the Executive Committee shall be grounds for release from duties by a vote of the Board of Directors as set out in the Bylaws.
- Board of Directors. Absences from three consecutive, regularly scheduled meetings of the Board of Directors shall be grounds for release from duties by a vote of the Board of Directors as set out in the Bylaws.

Article XII Committees

Section 1. Standing Committees. There shall be the following standing committees: an Executive Committee, a Strategic Planning Committee, a Nominations Committee, an Alumni Awards Committee, and a Constitution and Bylaws Committee.

Section 2. Ad Hoc Committees. Special Ad Hoc Committees shall be appointed by the President as deemed necessary by the President, Executive Committee, Board of Directors, and/or Alumni Council.

Section 3. Committee Members. Membership in Association Committees is not limited to members of the Board of Directors and/or Alumni Council, but shall be open to all members in good standing of the Association.

Article XIII Fiscal Accountability

Financial policy and implementation of fiscal regulations and reporting procedures of the Association shall be the responsibility of the Executive Committee, subject to the Board of Directors approval.

Regulations and reporting procedures shall be specified in the Association Bylaws and/or the Association Policy and Procedures Handbook.

Article XIV Quorum

Section 1. Executive Committee. A minimum of five (5) members of the Executive Committee shall constitute a quorum to transact business.

Section 2. Board of Directors. A minimum of ten (10) members of the Board of Directors shall constitute a quorum to transact business.

Section 3. Alumni Council. One-third (1/3) of the Council membership shall constitute a quorum to transact business.

Article XV Voting

Section 1. A simple majority at any regular or specially called meeting of the Association or its governing bodies shall be required for action.

Section 2. A simple majority vote of the Association or its governing bodies may be administered through alternative methods as deemed necessary.

Article XVI Amendments

Section 1. The Constitution of the University of Miami Alumni Association may be adopted, amended, or rescinded by a two-thirds (2/3) majority vote of the Council members in attendance at a regular Council meeting, provided that a written notification of changes is sent to all Council members at least fifteen (15) days prior to the time when the vote is taken.

Section 2. An amendment may be proposed by the Council, Board of Directors, a committee authorized by the Board of Directors, or a simple majority vote of those members present and voting at a business meeting.

Article XVII Parliamentary Authority

The latest available addition of Robert's Rules of Order (Revised) shall govern all meetings of the Association.

Bylaws

Article I Name

Section 1 Name. The name of the organization shall be the **University of Miami Alumni Association**, hereafter referred to as the "Association."

Article II Declaration of Mission and Purpose

Section 1. Mission. The mission of the University of Miami Alumni Association is to establish and enhance a mutually beneficial and enduring relationship between the University of Miami, its alumni, and current and future students.

We shall work to promote the excellence of the University of Miami by serving as ambassadors and encouraging involvement and volunteerism; fostering love, respect, and pride in the University; and obtaining support, communicating the message, and furthering the mission of our alma mater.

Section 2. Purpose. The purpose of the Association is to establish and maintain mutually beneficial relationships between the University and its alumni worldwide. The Association links alumni and the University through sponsoring a wide variety of programs and benefits that foster a spirit of loyalty, involvement, and life-long commitment to the University of Miami.

Article III Governance

Section 1. Parameters. The Association shall operate within the parameters of the University of Miami Department of Alumni Relations and the Division of University Advancement and shall be subject to all rules and regulations of the University of Miami administration and the University Board of Trustees.

Section 2. Governing Bodies. The governing bodies of the Association shall include an Executive Committee, a Board of Directors, an Alumni Council, and the governing boards/committees of all affiliate groups.

Article IV Affiliate Groups

Section 1. Charters. The Board of Directors may grant charters for the formation of:

- Constituent Associations, which represent schools/colleges of the University of Miami.
- Alumni Clubs, which represent alumni and friends (associate members) organized by geographical areas.
- Affinity Groups, which represent alumni and friends (associate members) organized by their participation in mutual University of Miami interest activities.

Section 2. Revocation.

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- The charter of an Alumni Club or Affinity Group may be revoked by a showing of just cause and a two-thirds (2/3) majority of the voting membership of the Alumni Council.
 - The charter of a Constituent Association may be revoked by a showing of just cause, a two-thirds (2/3) majority of the voting membership of the Alumni Council, and a written request by the Dean of the representative school, college, or the President or Provost of the University.
 - Just Cause. Failure to comply with the rules and regulations governing the University or the Association, as stipulated in the Association Constitution and Bylaws, shall be considered “just cause” for charter revocation.

Section 3. Fiscal Accountability.

- Financial Reporting. Each Affiliate Group receiving income from any source, including, but not limited to, membership dues, and having responsibility for the administration of such alumni-owned or contributed assets, shall file annually a report, approved by its Executive Committee/Board, with the Association Board of Directors. The filing date, form, and procedure shall be determined by the Association Board of Directors and specified in the Association Policy and Procedures Handbook.
- Dissemination of Financial Information. Each Affiliate Group filing an annual fiscal report shall disseminate to its membership the information contained therein by one of the following methods:
 - Publication of the annual financial report and distribution to its membership.
 - Summary of the annual financial report presented at a membership meeting open to all members of the group.
 - Notification to its membership that such financial information is available to any member upon request.

Article V Membership

Section 1. Categories. Membership shall include the following categories:

- Regular. An alumnus of the University of Miami defined as a graduate or any former student who has completed a minimum of fifteen (15) credits.
- Honorary. A non-alumnus who has demonstrated continued exemplary support to the University of Miami community. Honorary membership status shall:
 - Be conferred by a majority vote of the University of Miami Alumni Association Board of Directors.
 - Include membership rights and privileges with the exception of voting and holding office.
 - Not be restricted by date, but may be awarded at any time during the year.
- Associate. A non-alumnus, faculty, parent, friend, or honorary University of Miami degree recipient who demonstrates significant interests and support to the benefit of the University and the Association. Associate status includes membership rights and privileges with the exception of voting and holding office.

Article VI Dues

- Section 1.** Contribution. In lieu of a specific dues structure, Association members shall contribute an annual 'stretch gift' to the University.
- Section 2.** The Association may, if deemed necessary to support its activities and programs, assess membership dues.
- Section 3.** The Affiliate Group may assess dues and maintain financial assets, subject to the approval of the Board of Directors.

Article VII Meetings

- Section 1.** Executive Committee. The Executive Committee shall meet at least once between each regularly scheduled Board of Directors meeting. Special meetings may be called by the President at any time, as the business of the Association dictates.
- Section 2.** Board of Directors. There shall be a minimum of three (3) scheduled meetings of the Board of Directors, including one meeting to coincide with the spring meeting of the Alumni Council and the annual membership meeting of the Association.
- Special meetings may be called by the President or upon the request of five (5) voting members of the Board of Directors.
- Section 3.** Alumni Council. There shall be a minimum of two (2) scheduled meetings of the Alumni Council, one to be held in the spring to coincide with the spring meeting of the Board of Directors and the annual membership meeting of the Association.
- Special meetings of the Council may be called by the President or upon the written request of twenty-five Council members eligible to vote, provided twenty-one (21) days of written notice of location, time, and purpose of the meeting is given to the Alumni Council membership.
- Section 4.** Annual Meeting. There shall be an annual meeting of the Association to coincide with the spring meeting of the Alumni Council.
- Special Meetings. Special meetings of the Association may be called at any time by the President, by a majority of the Alumni Council, or at the written request to the Council by 150 members of the Association, provided twenty-one (21) days of written notice of location, time, and purpose of the meeting is given to the membership.

Article VIII Executive Committee

- Section 1.** Composition. The executive committee shall consist of:
- Officers. Association officers shall include the President, President-Elect, and five (5) Vice Presidents.
 - Eligibility. An officer shall:
 - Be a regular member of the Association;
 - Have an earned degree from the University of Miami; and



- Have previously served on the Alumni Council or been active in a leadership role with a University affiliate or community organization.
- Executive Director of the Alumni Association by virtue of his/her position as Associate Vice President of Alumni Relations and the Annual Fund.
- Nomination, Term of Office, Election.
 - A nominations committee shall submit to the Board of Directors a slate of officers for a one (1) year term.
 - The President may be re-nominated for one additional term of office; serving a maximum of two (2) consecutive terms of office.
 - A Vice President shall be limited to a maximum of three (3) consecutive terms of office.
 - The Board of Directors shall vote on the slate, as recommended by the Nominations Committee, by a written ballot. A two-thirds majority of the board members present at the election meeting shall be required for approval.
- Vacancies. Vacancies in any office shall be filled by the Presidential appointment, subject to the approval of the Executive Committee.

Section 2. Duties. The Executive Committee shall:

- Conduct the business of the Association between regularly scheduled meetings of the Board of Directors in conjunction with the Office of Alumni Relations.
- Develop an annual calendar of meetings and special functions/activities in conjunction with the Office of Alumni Relations for submission to the Board of Directors for approval;
- Set agenda for the Board of Directors meetings;
- Direct the President to appoint Ad Hoc committees when appropriate;
- Approve Committee Chairs as recommended by Presidential appointment;
- Serve as the administrator for the Fiscal Accountability of the Affiliate Groups.
- Duties. Individual Officers.
 - **President.** It shall be the duty of the President to:
 - i. Preside at all meetings of the Executive Committee, Board of Directors, and the Alumni Council, and Alumni Association.
 - ii. Represent the Association at University functions.
 - iii. Serve as an ex-officio Alumni Representative of the Association to the University Board of Trustees.



- iv. Appoint all committee chairs, with the approval of the Executive Committee.
- v. Recommend to the Board of Directors a calendar of meetings and special events, developed in consultation with the Executive Committee and Alumni Relations staff for review and approval.
- vi. Fill officer vacancies subject to the approval of the Board of Directors.
- vii. Serve as a chair for the Alumni Awards Committee.
- viii. Serve as a voting member of the Nominations Committee.
- ix. Serve as an ex-officio, non-voting member of all Affiliate Groups governing bodies.
- x. Assign duties to other officers.
- xi. Perform other duties and exercise powers as appropriate to the office.
- xii. Fill vacancies which may occur on the Board of Directors, subject to the approval of the Board of Directors.
- xiii. Serve as an ex-officio, non-voting member of all committees.
- xiv. Appoint three (3) members to serve on the Strategic Planning Committee.
- xv. Appoint one (1) member to serve on the Nominations Committee.
- **President-Elect.** It shall be the duty of the President-Elect to:
 - i. Render assistance and cooperation to the President and become familiar with all policies, procedures, and activities of the Association.
 - ii. Perform the duties of the President in the President's absence.
 - iii. Serve as President in the event of the elected President's resignation or inability to complete the term and then serve the term for which he/she was elected.
 - iv. Serve as chair for the Strategic Planning Committee.
 - v. Serve as a member of the Nominations Committee.
 - vi. Perform other duties as assigned by the President.
 - vii. Serve as an ex-officio Alumni Representative of the Association to the University Board of Trustees.
 - viii. Serve as a member of the Awards Committee.
- **Vice Presidents.** It shall be the duty of each of the Vice Presidents to:



- i. Assist the President in the performance of presidential duties.
- ii. Act as a liaison with the Affiliate Groups as assigned by the President.
- iii. Serve as a voting member of the Awards Committee.
- iv. Perform other duties as assigned by the President.

▪ **Immediate Past President.** It shall be the duty of the Immediate Past President to:

- i. Render assistance, continuity, cooperation, and counsel to the President.
- ii. Serve as an ex-officio Alumni Representative of the Association to the University Board of Trustees.
- iii. Serve as a chair of the Nominations Committee.
- iv. Serve as a chair of the Constitution and Bylaws Committee.
- v. Perform other duties as assigned by the President.

▪ **Executive Director of the University of Miami Alumni Association,** who is the Associate Vice President of Alumni Relations and the Annual Fund. It shall be the duty of the Executive Director of the University of Miami Alumni Association, who is also the Associate Vice President of Alumni Relations and the Annual Fund to:

- i. Be the administrative representative for the Association from the University of Miami.
- ii. Coordinate the Office of Alumni Relations, which shall be the office of the Association.
- iii. Maintain a current list of names and addresses of all active members of the Association.
- iv. Assist Affiliate Groups in carrying out their goals and objectives.
- v. Maintain official alumni records.
- vi. Assist the officers of the Alumni Association in the performance of their duties.
- vii. Serve as a voting member of the Nominations, Awards, Strategic Planning, and Executive Committees.
- viii. Serve or appoint a designee for all Alumni Association Committees. Perform additional administrative duties pertaining to the office.

Article IX Board of Directors

Section 1. Composition. The Board of Directors shall consist of:

- Executive Committee;
- Seven (7) Regional Directors;
- Three (3) Student Representatives;
- Fifteen (15) Directors;
- Three (3) Alumni Trustees- Alumni Representatives serving on the University of Miami Board of Trustees
- Two (2) Faculty Representatives; and
- Past Presidents of the Association as lifetime non-voting members.

Section 2. Eligibility. A member of the Board of Directors shall be a regular member of the Association.

Section 3. Term of Office.

- Regional directors shall be elected for a one (1) year term.
- Regional directors shall be limited to a maximum of three (3) consecutive terms of office.
- Student representatives shall be elected for a one (1) year term consistent with their term of office with the following groups: President, Undergraduate Student Body Government; President, UM Ambassadors; Chair, Senior Class Gift Committee, respectively.
- Directors shall be elected for a three (3) year term.
- Directors shall serve for a maximum of two (2) consecutive, elected terms.
- Alumni Trustees- Alumni Representatives serving on the University of Miami Board of Trustees shall be appointed to serve as long as they hold that position on the Board of Trustees.
- The Faculty Representative that serves as chair of the Faculty Senate shall be elected for a term consistent with his/her term of office as chair of Faculty Senate unless otherwise determined by the Alumni Board of Directors. This representative will not have voting rights.
- The second Faculty Representative shall be elected for a two year term with the option of a one year term extension upon Alumni Board of Directors approval. This representative will have voting rights and should preferably be an alumnus faculty member.

Section 4. Vacancies.



- Vacancies in any directorship shall be filled by presidential appointment subject to the approval of the Board of Directors.

Section 5. Duties. The Board of Directors shall:

- Conduct the business of the Association.
- Adopt Bylaws and amendments thereto.
- Approve Presidential appointments for vacancies.
- Approve the annual Alumni Association calendar.
- Elect an annual slate of Alumni Association officers.
- Submit an Alumni Association Annual Report to the Alumni Council.
- Grant charters to Affiliate Groups.

Article X Alumni Council

Section 1. Composition. The Alumni Council is the representative body of the Association, and shall consist of:

- Board of Directors;
- President of each approved Affiliate Group; and
- President-Elect, or another designated officer, of each approved Affiliate Group.

Section 2. Eligibility. Each member of the Alumni Council shall be a member of the Association.

Section 3. Term of Office. The term of office shall be as follows:

- Officers shall serve for terms of one (1) year.
- Regional Directors shall serve for terms of one (1) year.
- Student Directors shall serve for terms of one (1) year.
- Directors shall serve for terms of three (3) years.
- Alumni Trustees-Alumni Representatives serving on the University of Miami Board of Trustees shall serve as long as they hold that position on the Board of Trustees.
- Affiliate group representatives shall be limited to two consecutive one (1) year terms as president and two consecutive one (1) year terms as president-elect/vice president of their organization.
- The UMAA Executive Committee may grant an additional one year term extension to those clubs that have demonstrated an extenuating circumstance.

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- Members shall serve on the Alumni Council for a maximum of four (4) consecutive years, with the exception of duly elected Alumni Association officers, past presidents of the Association, and all Alumni Trustees serving on the Board of Trustees of the University of Miami.

Section 4. Vacancies. Affiliate Groups shall be responsible for filling any vacancies in their representation.

Section 5. Duties. The Alumni Council shall serve as the representative body of the Association, and shall perform the following duties:

- Elect the Directors.
- Approve the annual slate of Alumni Association officers.
- Adopt the Constitution and amendments thereto.
- Revoke the charters of Affiliate Groups.

Article XI Release from Duties

Section 1. Procedures Instigation.

- Procedures for the release from duties from an Alumni Association office for malfeasance, misfeasance, and/or nonfeasance shall be instituted through the filing of a written petition of recall with the Board of Directors.
 - For release from an Executive Committee Office, the grievance shall be adopted by no less than any (5) affiliate groups or by a majority of the members of the Alumni Council.
 - For release from the Board of Directors, the grievance shall be adopted by no less than a majority of the members of the Alumni Council.
- Procedures for the release from duties for non-attendance shall be instituted should either of the following occur:
 - For release from an Executive Committee office, the grounds shall be non-attendance at three (3) regularly scheduled Executive Committee/Board of Directors meetings during a single term of office.
 - For release from the Board of Directors, the grounds shall be non-attendance at three (3) consecutive, regularly scheduled Board of Directors meetings during a single term of office.

Section 2. Procedures.

- Administration. The President of the Association shall be the administering officer for the Release from Duties procedures for all office holders. The President-elect shall be the administering officer of the Release from Duties procedures if the President is the subject.
- Petition for Recall Filing. The petition required by Section 1 shall be in writing and shall contain a clear and concise factual statement of the acts or practices alleged to constitute “good and sufficient” cause for removal from office. The Administering Officer shall immediately furnish the cited officer with a copy of the grievance in

person or by registered mail. In the latter case, the post office receipt showing delivery to the officer's residence or place of business shall constitute proof of service.

- Answer. Within fifteen (15) days after the receipt of the petition for removal, the cited officer may answer the petition in writing. The answer should contain:
 - A concise statement of the applicable facts.
 - A specific admission, denial, explanation of each fact alleged in the petition, or, if the cited officer is without knowledge thereof, a statement to that effect. Failure of any cited officer to file an answer in the time specified shall authorize the Administering Officer to declare the office vacant.
- Submission for Vote. Upon receipt of the answer from the cited officer, the Administering Officer shall distribute copies of the petition and answer to the Board of Directors.
- Voting. Each member of the Board of Directors shall vote as follows:
 - Voting shall take place only at a Board of Directors meeting for which members have been given advance notice of not less than fifteen (15) days with such notice specifying the location, time and purpose.
 - At such meeting, the petition and answer shall be read aloud to the membership before the vote is taken, except that this procedure may be waived if copies have been furnished to all members.
 - No proxy voting shall be permitted.

Section 3. Appeal. Any officer removed hereunder may appeal such decision to the Board of Directors. Such an appeal shall be limited to the following:

- Whether "good and sufficient" cause has been shown.
- Whether compliance with the procedures prescribed herein has been met.

Article XII Committees

Section 1. Standing Committees. There shall be the following standing committees:

- Executive Committee.
- Strategic Planning Committee.
 - Composition. The Strategic Planning Committee shall consist of:
 - President-Elect as chair.
 - A minimum of three (3) additional members of the Board of Directors appointed by the President.
 - Executive Director of University of Miami Alumni Association, who is also the Associate Vice President of Alumni Relations and the Annual Fund.



- Duties. The duties of the Committee are to formulate both short- and long-term planning for the programs and services of the Association.
- Nominations Committee.
 - Composition. The Nominations Committee shall consist of the following eleven (11) members:
 - Immediate Past President serving as Chair.
 - President.
 - President-elect.
 - Three Alumni Representatives serving on the University of Miami Board of Trustees.
 - One (1) Director, whose term does not expire, appointed by the President.
 - Three (3) members of the Alumni Council, to be selected by the Council at the fall meeting.
 - Executive Director of the University of Miami Alumni Association, who is also the Associate Vice President of Alumni Relations and the Annual Fund.
 - Duties. The Nominations Committee shall prepare the following:
 - Alumni Trustees slate. Prepare and confirm a slate of three (3) nominees to be presented to the University of Miami Trustee Service Committee no later than 120 days prior to their annual meeting.
 - Director Slate. Prepare and confirm a slate of nominees no later than March 31 to be approved by the Board of Directors prior to its presentation to all members of the Alumni Council. The Nominations Committee shall solicit the names of prospective nominees from the Alumni Council.
 - Officer slate. Prepare and confirm a slate of nominees for Alumni Association Officers no later than March 31 to be presented to the Board of Directors for approval.
 - Final election report.
- Alumni Awards Committee.
 - Composition. The Alumni Awards Committee shall consist of the following members:
 - President as Chair.
 - Executive Committee.



- Executive Director of the University of Miami Alumni Association, who is also the Associate Vice President of Alumni Relations and the Annual Fund.
- Designated staff of the Office of Alumni Relations.
- Duties. The Committee shall meet prior to February 28 of each year to select the annual recipients of the alumni awards.
 - Members of the Executive Committee are ineligible for any Alumni Association Award listed below during their service on the Executive Committee.
 - It is upon the Committee's discretion to decide if an award should not be presented for a specific year.
- Alumni Awards. The following Alumni Awards may be presented each year to those individuals who have performed distinguished service in cultivating the Alumni Association organizational plan:
 - Henry King Stanford. Presented to an alumnus who has rendered continued exemplary service to the University of Miami.
 - Edward T. Foote II Alumnus of Distinction. Presented to a distinguished alumnus for bringing honor and recognition to the University of Miami for outstanding personal or professional achievement.
 - William R. Butler Community Service. Presented to an alumnus for extraordinary community service contributions.
 - Student of Distinction. Presented to a student for bringing honor and recognition to the University of Miami for outstanding personal achievement.
 - Orange. Presented to an alumnus who has participated in and supported the activities of the University of Miami Alumni Association in an outstanding manner or for dedicated service in promoting the welfare of the University of Miami.
 - Green. Presented to an alumnus who has shown superior leadership to and involvement with the Annual Fund and/or other development activities.
 - White. Presented to an affiliate group or to a member of an affiliate group for dedicated service in promoting the welfare of the University of Miami.
 - Inside Out. Presented to a member of the University of Miami administration, faculty, or staff who is working on the inside helping to bring those on the outside who used to be inside but are now outside back inside.
 - Outstanding Young Alumnus. Presented to an alumnus who has graduated within the last ten (10) years and who has demonstrated a strong commitment to the Alumni Association.



- National Alumni Clubs Banner Recognition Program. Presented to the National Alumni Clubs that have provided programming during a specified period in all five PRIDE areas. The alumni programs staff makes the determination that the criteria have been met.
- Constitution and Bylaws Committee.
 - Composition. The Constitution and Bylaws Committee shall consist of the following members:
 - Immediate Past President as Chair.
 - Executive Director of the University of Miami Alumni Association, who is also Associate Vice President of Alumni Relations and the Annual Fund or designee.
 - A minimum of three (3) additional members as assigned.
 - Duties. The Committee shall:
 - Annually review the effectiveness and appropriateness of the Constitution and Bylaws.
 - Serve as the representatives for the interpretation of the Constitution and Bylaws.

Section 2. Ad Hoc Committees. Special Ad Hoc Committees shall be appointed by the President as deemed necessary by the President, Executive Committee, Board of Directors, and/or Alumni Council.

Section 3. Committee Members. Members of the Association Committees need not be members of the Board of Directors and/or Alumni Council, but must be current members of the Association.

Article XIII Fiscal Accountability

Section 1. Executive Committee. Financial policy and implementation of fiscal regulations and reporting procedures of the Association shall be the responsibility of the Executive Committee, subject to the Board of Directors' approval.

Section 2. Board of Directors. It shall be the duty of the Board of Directors to determine procedures for the filing of Affiliate Groups' annual financial reports and to receive and accept such reports.

Section 3. Affiliate Groups.

- Annual Report. Each Affiliate Group receiving income from any course and administering such alumni-owned or contributed assets shall file an annual financial report with the Association Board of Directors.
- Dissemination. Each Affiliate Group shall annually disseminate financial information to its membership.

Article XIV Quorum



- Section 1.** Executive Committee. A minimum of five (5) members of the Executive Committee shall constitute a quorum to transact business.
- Section 2.** Board of Directors. A minimum of ten (10) members of the Board of Directors shall constitute a quorum to transact business.
- Section 3.** Alumni Council. One-third (1/3) of the Council membership shall constitute a quorum to transact business.

Article XV Continuity of Office

Those persons serving as or elected to serve in the offices of President, President-Elect, Immediate Past President, Vice Presidents, Directors-at-Large, and Alumni Representatives serving on the University of Miami Board of Trustees under the Association's 1986 Constitution shall continue to serve the balance of their terms or assume the same described Office (with Directors-at-Large being Directors) under this Constitution. All other Offices shall be held according to the Articles herein.

Article XVI Amendments

- Section 1.** The bylaws of the University of Miami Alumni Association may be adopted, amended, or rescinded by a two-thirds (2/3) majority of the Board of Directors in attendance at a regular Council meeting, provided that written notification of changes be sent to all members at least fifteen (15) days prior to the time when the vote is taken.
- Section 2.** An amendment may be proposed by the Council, Board of Directors, a Committee authorized by the Board of Directors, or a simple majority vote of those members present and voting at a business meeting.

Article XVII Parliamentary Authority

The latest available edition of Robert's Rules of Order (revised) shall govern all meetings of the Association.

Amended 10/03/08
Amended 05/11/93
Amended 08/15/98
Amended 07/20/00
Amended 09/01/01
Amended 04/20/02
Amended 08/26/06