

BYLAWS
OF THE
UNIVERSITY OF SAN DIEGO ALUMNI ASSOCIATION

ARTICLE ONE

NAME AND MISSION

1.1 Association Name.

The name of this organization is the “University of San Diego Alumni Association.” The University of San Diego Alumni Association is referred to in these Bylaws as the “Association.”

1.2 Vision Statement.

The Association engages the alumni on behalf of the students of the University of San Diego.

1.3 Mission Statement.

The Association promotes, supports, and advances a mutually beneficial relationship between the University of San Diego (“USD”) and its alumni and students. The Association provides and sponsors a wide variety of events, programs, publications, recognition, and benefits for alumni that foster involvement with, loyalty and commitment to, and support of USD and its mission and Catholic identity. The Association’s vision for the future is to be engaged as a valued and influential partner on matters relevant to the growth, development and continued excellence of USD and its constituents.

1.3 Amendments.

These Bylaws may be amended, modified or repealed, or new Bylaws of the Association may be adopted, by the vote of at least a majority of the Elected Directors (as defined in paragraph 2.4 of these Bylaws). These Bylaws supersede and prevail over all other or previous Bylaws of the Association. Any and all other or previous Bylaws of the Association are null and void and of no further force or effect.

ARTICLE TWO

BOARD OF DIRECTORS

2.1 Role of Board.

The affairs and activities of the Association will be governed and controlled by and conducted under the authority of a Board of Directors (the “Board”).

2.2 Eligibility for Board.

Unless otherwise recommended or determined by the Leadership Recruitment Sub- Committee (as defined in paragraph 4.2.1 of these Bylaws) or the Alumni Director (as defined in paragraph 3.9 of these Bylaws), membership on the Board is limited and restricted to alumni who have received a degree from USD.

2.3 Board Composition.

The Board will consist of the Elected Directors, the School Directors (as defined in paragraph 2.5 of these Bylaws), and the Appointed Directors (as defined in paragraph 2.6 of these Bylaws). The Elected Directors, the School Directors, and the Appointed Directors are collectively referred to in these Bylaws as the “Directors.”

2.4 Elected Directors.

2.4.1 Number and Composition. The Board will include a minimum of twenty (20) and a maximum of thirty (30) members who are elected in accordance with paragraph 2.4(c) of these Bylaws (the “Elected Directors”). The Elected Directors shall, to the extent possible, be representative of a broad cross-section of the alumni of USD. Specifically, but not by way of limitation, the Elected Directors shall be alumni (i) whose graduation years approximately represent, on a proportionate basis, the graduation years of all USD alumni, (ii) who represent each of the schools and/or academic disciplines (except for Law) at USD, (iii) with diverse cultural backgrounds that represent on a proportionate basis the cultural and ethnic heritage of all USD alumni.,

2.4.2 Term. The term of the Elected Directors is the two (2) year period that begins on July 1 and ends on the second succeeding June 30. There is no limit on the number of terms a person may serve as an Elected Director.

2.4.3 Election. Approximately one-half (1/2) of the authorized number of the Elected Directors shall be elected in even-numbered years, and approximately one-half (1/2) of the authorized number of the Elected Directors shall be elected in odd-numbered years. Voting shall be conducted by written ballot at a meeting of the Board or at such other time or by such other method as determined by the Leadership Committee and the Alumni Director.

Prior to the election of the Elected Directors each year, the Leadership Committee shall, using such means and methods that it deems appropriate, select a slate of nominees to fill the positions of the Elected Directors for which terms are ending or are vacant. The Leadership Committee shall notify the Elected Directors of the slate of nominees as far in advance of the election as reasonably possible.

The Elected Directors will be elected by the Elected Directors who are in office at the time of the election of the Elected Directors. Each Elected Director may cast one (1) vote either for or against the slate of nominees for the Elected Directors recommended by the Leadership Committee. If the slate is approved by a majority of a quorum of the Elected Directors, such nominees shall be deemed elected as the Elected Directors. If the slate is not approved by a majority of a quorum of the Elected Directors, the Leadership Committee shall submit the same or modified slates of nominees to the Elected Directors until a slate of nominees is approved.

2.4.4 Vacancies. The Leadership Committee may fill any vacancy on the Board resulting from the resignation, death, or from any other cause or reason of an Elected Director. However, the Leadership Committee, in its discretion, may leave such vacancy open. The person designated to fill the vacancy of an Elected Director will hold such vacant office until the term of such office expires.

2.4.5 Committee Membership. Each Elected Director must serve as a member of at least one (1) committee of the Association.

2.5 School Directors.

2.5.1 School Alumni Associations. If the School of Business Administration, the School of Leadership and Education Sciences, the School of Law, the School of Nursing and Health Sciences, and/or the College of Arts and Sciences at USD (separately a “School”) maintains, sanctions, and supports an alumni association or organization for the benefit of the alumni of such School, a representative or representatives of such alumni association or organization who is or are selected by the respective School and is approved by the Executive Committee (as defined in paragraph 4.1 of these Bylaws) and the Alumni Director will serve as a member or members of the Board. Such representatives are referred to in these Bylaws as the “School Directors.” The School Directors will not have any voting rights on the Board.

2.5.2 Term. The term of the School Directors is the period during which each such person is the duly authorized and appointed representative of a School’s alumni association or organization.

2.5.3 Vacancies. Any vacancies on the Board resulting from the resignation, death, or from any other cause or reason of a School Director will be filled by the person who is selected by the School’s alumni association or organization to replace such School Director and is approved by the Executive Committee and the Alumni Director.

2.6 Appointed Directors.

The Executive Committee and the Alumni Director may appoint other persons to serve as members of the Board (the “Appointed Directors”). In general, and not by way of limitation, the Appointed Directors shall be persons who preside over or represent an organization or group at USD whose purpose or mission statement is similar to and/or supports the mission statement of the Association or USD. The Appointed Directors shall be invited to attend and participate in all meetings of the Board, shall serve at the will and subject to the determination of the Executive Committee and the Alumni Director, and will not have any voting rights on the Board.

If the term of the President of the Association expires simultaneously with the end of such person’s term as an Elected Director, and such person does not serve an additional two-year term as an Elected Director, such person shall be an Appointed Director for the one (1) year period that begins on the expiration of such person’s term as the President and an Elected Director.

2.7 Board Meetings.

The Board will hold such number of meetings each year as is determined by the President of the Association and the Alumni Director. Notice of the date, time, place, and agenda of each meeting of the Board will be provided to the Directors as far in advance of the meeting as reasonably possible. The Association will maintain written minutes of the meetings of the Board and provide copies of these minutes to the Directors.

2.8 Quorum.

A majority of the authorized number of the Elected Directors constitutes a quorum of the Board for purposes of voting and the transaction of Association business. Every action or decision done or made by a majority of the Elected Directors present at a meeting at which a quorum is present will constitute and will be regarded as the act of the Board.

2.9 Membership Requirements

2.9.1 Attendance

- Attend 4-5 regularly scheduled Board meetings to conduct the Board-level business of the Alumni Association.
- Attend the Alumni Board Retreat (a half-day or full day retreat – usually on a Saturday).
- Attend major USD events: USD Alumni Honors (First weekend in May), Homecoming Weekend activities (October) and Alumni Mass (December)

- In support of the University, Board members are encouraged to attend other ancillary USD events when possible, e.g. local alumni events, commencement, local summer send-off, regional events, Student Alumni Association events, etc...
- Staff a minimum of 2 alumni events a year

2.9.2 Financial Support

To provide leadership in fundraising activities each elected board member is required to make a minimum donation.

All Alumni Association Board Directors, elected or appointed, are required to financially support the university with an annual gift.

- The recommended donation amount for all Alumni Association Board Members is the currently established President's Club level.
- Elected Directors are required to give a minimum amount of \$250. If an Elected Director is unable to give at this level, they are required to secure the difference between their gift amount and the \$250 minimum from other alumni.
- Pledge must be made by September 30th of fiscal year.
- Pledge must be paid by April 1st of fiscal year.
- Minimum Donation requirement will be in effect for all Elected Directors July 1, 2006.

2.9.3 Advisory and/or Planning and Participation

- Participate actively on a minimum of 1 committee of the Alumni Board, attending all meetings and any associated events.

2.9.4 External Relations and Communication

- Seek involvement and interest of the community in USD. As ambassadors of the University, it is important for Board Members to encourage other alumni to attend events, join committees and to educate the community as a whole about USD.

2.9.5 Leadership Development

- Desire to develop into leadership positions within the alumni board. Recruit and nominate potential Board members and when needed, Class Reunion Chairs and Event Committee Chairs.

2.9.6 Graduate School and Special Constituency Representatives

- Responsible for coordination and communication of graduate school and special constituency initiatives: Torero Athletic Board, Sacred Heart Alumni, College of Arts & Sciences, Schools of Business, Leadership and Education Sciences, Law and Nursing.

ARTICLE THREE

OFFICERS AND ALUMNI DIRECTOR

3.1 Officers.

The officers of the Association will be a President, Vice President or President-Elect, and such number of Executive Directors as determined by the President and the Alumni Director. The Elected Directors and the Alumni Director may, by amendment of these Bylaws, designate other officers of the Association, which officers will have the duties designated by at least a majority of the Elected Directors. The Association will have either a Vice President or President-Elect. The Vice President, shall be elected to hold office for a one-year period concurrent with the first year of the President's two-year term, and the President-Elect, shall be elected to hold office for a one-year period concurrent with the second year of the President's two-year term, and thereafter serve as President for a two-year period.

3.2 Eligibility as Officer.

Only Elected Directors who have served at least one (1) year as an Elected Director, and who are serving as an Elected Director at the time of election as an officer and who are serving as an Elected Director throughout their tenure as an officer, are eligible to serve as an officer of the Association. The School Directors and the Appointed Directors are not eligible to serve as an officer of the Association. An Elected Director may not simultaneously serve as more than one (1) officer. An Elected Director may be re-elected to successive terms as an Executive Director.

3.3 Officer's Term.

The term of each officer of the Association is for the one (1) year period that begins on July 1 and ends on the immediately following June 30, except for the President, which is a two (2) year term that begins on July 1 and ends on June 30 of the second year. Immediately upon the expiration of the President-Elect's (1) one year term, the President-Elect will serve a two (2) year term as the President of the Association.

3.4 Election of Officers.

The President-Elect or Vice President and the Executive Directors will be elected by the Elected Directors who are in office at the time of the election of such officers each year. Prior to the election of the President-Elect or Vice President and the Executive Directors, the Leadership Committee shall, using such means and methods that it deems appropriate, select the slate of nominees to fill the positions of the President-Elect or Vice President and the Executive Directors. The Leadership Committee shall notify the Elected Directors of the slate of nominees as far in advance of the election as reasonably possible.

Voting shall be conducted by written ballot at a meeting of the Board or at such time or by such other method as determined by the Leadership Committee and the Alumni Director. Each Elected Director may cast one (1) vote either for or against the slate of nominees for the President-Elect or Vice President and the Executive Directors recommended by the Leadership Committee. If the slate is approved by a majority of a quorum of the Elected Directors, such nominees shall be deemed elected as the President-Elect or Vice President and the Executive Directors. If the slate is not approved by a majority of a quorum of the Elected Directors, the Leadership Committee shall submit the same or modified slates of nominees to the Elected Directors until a slate of nominees is approved.

3.5 President.

Subject to the control and direction of the Board and the Alumni Director, the President will supervise, manage, and preside over the affairs and activities of the Association, and will be the principal representative of and spokesperson for the Association. The President will preside at all meetings of the Board. The President shall be a member and the chairperson of the Executive Committee, and an ex officio member of all other committees of the Association. The President will have such other powers and duties as may be prescribed by USD, the Alumni Director, the Board, or these Bylaws.

3.6 President-Elect.or Vice-President.

The President-Elect or Vice President will assist the President of the Association by acting as a spokesperson for the Association in addition to or as a substitute for the President. The President-Elect or Vice President will fill a vacancy in the office of the President. The President-Elect or Vice President shall be a member of the Executive Committee. The President-Elect or Vice President will have such other powers and duties as may be prescribed by the Board or by these Bylaws. Immediately upon the expiration of the President-Elect's one (1) year term as President-Elect, the President-Elect will serve a two (2) year term as the President of the Association.

3.7 Executive Directors.

The Executive Directors will coordinate and oversee the activities of the various committees of the Association. Each Executive Director shall be a member of the Executive Committee. The Executive Directors will have such other powers and duties as may be prescribed by the Elected Directors or these Bylaws.

3.8 Vacancy in Office.

Any vacancy in the office of the President, whether resulting from the resignation or death of the President or from any other cause or reason, will be automatically filled by the President-Elect. If there is no sitting President-Elect at the time of the vacancy the Vice-President will serve out the remainder of year one (1) of the resigning presidents term. At the end of year one (1) a new president will be elected in accordance with the procedure for the election

of the officers of the Association set forth in paragraph 3.4 of these Bylaws

Any vacancy in the office of the President-Elect or Vice President or an Executive Director, whether resulting from the resignation or death of such officer or from any other cause or reason, will be filled by the person selected by the Leadership Committee and approved by the Elected Directors in accordance with the procedure for the election of the officers of the Association set forth in paragraph 3.4 of these Bylaws. Such election will be held at the first meeting of the Board held after such vacancy occurs or at such other time as determined by the Leadership Committee and the Alumni Director.

3.9 Director of Alumni Relations.

The Director of Alumni Relations of USD (the “Alumni Director”) will be the executive director of the Association. The Alumni Director will manage, coordinate, and oversee the functions of the Association through frequent meetings and communications with the President of the Association, the Executive Committee, the Board, and Committee chairpersons. The Alumni Director will act as the principal liaison between the Association and the USD staff. Specifically, the Alumni Director will report directly to the President and other appropriate members of the USD administration or staff on the affairs and activities of the Association. The Alumni Director will attend all meetings of the Board, and will serve as an ex officio member of all committees of the Association.

ARTICLE FOUR

COMMITTEES

4.1 Executive Committee.

The Association will have an Executive Committee. The Executive Committee will (a) plan, manage, coordinate and oversee the operations and activities of the Association, (b) manage, coordinate and oversee the creation, development and implementation of long-range plans and goals of and for the Association, (c) assess and evaluate the Association’s commitment to and achievement of the purposes, plans and goals of the Association, and (d) select and appoint chairpersons and other members for the strategic and sub-committees of the Association.

The President of the Association will be a member and the chairperson of the Executive Committee. The other members of the Executive Committee will be the President-Elect or Vice President, the Executive Directors, and the immediate past President of the Association.

4.2 Strategic Committees

4.2.1 Leadership Committee.

The Association will have a Leadership committee. The Leadership committee will review, guide and support the selection process for membership on the alumni board, the

development of current board directors, the strategic engagement of past presidents of the alumni association as well as high profile alumni (ALCALA alumni), effective communication strategies with alumni and on-campus constituents and the long range plans for the Board.

Responsibilities and/or Sub-Committees of the Leadership Committee include but are not limited to:

- Communications
- Leadership Recruitment
- Past Presidents
- Board Member Development
- Strategic Planning
- A.L.C.A.L.A. Alumni
- University relations

A member of the Executive Committee, other than the President, President-Elect or Vice President, or immediate past President, shall be the chairperson of the Leadership Committee. The other members of the Leadership Committee will be such individuals that are selected by the Executive Committee and the Alumni Director. The President, President-Elect or Vice President, and immediate past President of the Association will be ex officio members of the leadership committee.

4.2.2 Outreach Committee

The Association will have an Outreach Committee. The Outreach Committee is responsible for providing review, guidance, and support of major alumni and student events, the alumni benefits program, alumni affinity group engagement and the use of the Degheri Alumni Center for the purpose of sustaining a positive relationship between the university and its graduates.

Responsibilities and/or Sub-Committees of the Outreach Committee include but are not limited to:

- Homecoming
- Regional Programming
- Alumni Mass
- Student Relations
- Alumni Center
- Alumni Honors
- Benefits
- Recognition Committee
- Affinity Outreach

A member of the Executive Committee, other than the President, President-Elect or Vice President, or immediate past President, shall be the chairperson of the Outreach Committee. The other members of the Outreach Committee will be such individuals that are selected by the Executive Committee and the Alumni Director. Such other individuals may, but are not required to, be members of the Board. The President, President-Elect or Vice-President, and immediate past President of the Association will be ex officio members of the leadership committee.

4.2.3 Financial Support Committee.

The Association will have a Financial Support Committee. The Financial Support Committee will determine the ongoing fundraising strategies for Alumni Scholarships, the annual fund and the reunion giving programs and assist with university development initiatives

Responsibilities and/or Sub-Committees of the Financial Support Committee include but are not limited to:

- Development
- Reunions
- Sponsorships
- Alumni Scholarships
- Campaign Committee

A member of the Executive Committee, other than the President, President-Elect or Vice President, or immediate past President, shall be the chairperson of the Financial Support Committee. The other members of the Financial Support Committee will be such individuals that are selected by the Executive Committee and the Alumni Director. Such other individuals may, but are not required to, be members of the Board. The President, President-Elect or Vice President, and immediate past President of the Association will be ex officio members of the leadership committee.

4.3 Term and Appointment of Committee Chairpersons.

4.3.1 Strategic Committees

The term of each Executive Director, who is appointed as the chairperson of a strategic committee of the Association, is for a period of one (1) year. The term of each chairperson will begin on July 1 and will end on the following June 30. There is no limit on the number of terms an Executive Director may serve as the chairperson of any strategic committee of the Association. No Director may concurrently serve as the chairperson of more than one strategic committee of the Association.

4.3.2 Sub Committees

The term of each Director who is appointed as the chairperson of a sub-committee of the Association is for a period of one (1) year. The term of each chairperson will begin on July 1 and will end on the following June 30. There is no limit on the number of terms Director may serve as the chairperson of any sub-committee of the Association. No Director may concurrently serve as the chairperson of more than one sub-committee of the Association.

4.4 Committee Reports.

The chairperson of each committee of the Association will provide or deliver a report or summary of the meetings and activities of such committee to the Board.

4.5 Other Committees.

Other committees of the Association may be created or established as determined by the Board and the Alumni Director. Any new or additional committee of the Board will have such purposes as determined by the Board and the Alumni Director.

ARTICLE FIVE

NATIONAL AND INTERNATIONAL ALUMNI

5.1 Chapters.

Chapters of the Association may be established for alumni who reside outside of San Diego County in such countries, states, cities, or communities as determined by the Board and the Alumni Director. The organizational structure, events, programs, and activities of such chapters are subject to the control and approval of the Alumni Director. Each chapter will report on its events, programs, activities at least annually to the Board and the Alumni Director.

5.2 Alumni Advisory Boards.

The Association may establish national and/or international alumni advisory boards. The purpose of these alumni advisory boards will be to advise the Association on how best to promote and support a mutually beneficial relationship with USD and its alumni in the United States and abroad fostering their involvement, loyalty and commitment to, USD. These alumni advisory boards will be comprised of USD alumni in strategic locations around the world as determined by the Executive Committee and the Alumni Director.

CERTIFICATE OF ADOPTION OF BYLAWS

THIS IS TO CERTIFY that the foregoing Bylaws were approved and adopted as the Bylaws of the University of San Diego Alumni Association by the Director of Alumni Relations of the University of San Diego and by the vote of at least a majority of the members of the Board of Directors of the University of San Diego Alumni Association at a meeting of the Board of Directors held on May 14, 2007.

Martin Kaplan
Director of Alumni Relations
University of San Diego

Renda Quinn
President
University of San Diego Alumni Association