

# **GERALD D. HINES COLLEGE OF ARCHITECTURE AND DESIGN ALUMNI ASSOCIATION BYLAWS**

**Proposed 09/17/20**

## **ARTICLE I**

### **NAME**

The name of this Association shall be the Gerald D. Hines College of Architecture and Design Alumni Association, hereinafter referred to as the "Association" or the "UHADAA".

## **ARTICLE II**

### **MISSION**

The Association, as a member of the University of Houston Alumni Association (UHAA), declares that its mission is to strengthen the relationship of alumni of the University of Houston (UH) and the Gerald D. Hines College of Architecture and Design (COAD) and to promote the welfare of UH and COAD. As an autonomous entity independent of the COAD, the primary role of the UHADAA in carrying out its mission is that of a body of advisors who takes leadership and ownership in actively engaging and providing educational and professional development opportunities to UHADAA alumni. In addition, the Association is to provide counsel to the College regarding the College's alumni mission.

## **ARTICLE III**

### **MEMBERSHIP**

UH graduates, former students, Honorary Alumni and friends of UH are eligible for membership in the Association.

The distinction of "Honorary Alumni" is granted by the Board of Directors of the Association. No more than three Honorary Alumni may be named in any one fiscal year. See Article VI, Section 7, for more information.

## **ARTICLE IV**

### **BOARD OF DIRECTORS**

The governance of the Association and the direction of its activities shall be vested in the Board of Directors, all of whom must be alumni or Honorary Alumni of the COAD.

The role of the Board of Directors shall be to:

- Oversee and carry out the fulfillment of the Association's mission.

- Be actively involved in engaging alumni with the College and the fulfillment of the COAD alumni mission.

### **Section 1 - Term of Office**

The Board of Directors shall be comprised of 4 to 20 members elected by the Association membership including preferably one each from the Undergraduate, Masters, and each of the four design disciplines. Members who are graduates of the COAD and Honorary Alumni of the COAD are eligible to serve on the Board of Directors. Members of the Board should at least graduate from the undergraduate program three years prior joining the Board. A minimum of four Directors shall be duly elected annually to serve a two-year term of office; said term to commence on the first day of the fiscal year. Directors may serve additional terms on the Board beyond the initial two-year term on the Board, based on being duly elected by the membership at the end of each two-year term but shall not exceed three consecutive terms (to be reviewed two years upon acceptance of these by-laws by the Board of Directors). When possible, Board member terms should be staggered to preserve Board continuity.

The term of office of the President and President Elect will not end until the designee has served the full term of office (maximum of two years for President; maximum of two years for President Elect, plus a maximum of two years as President). The President's term as an officer may exceed the normal term limits in order to fulfill the term as President (to be reviewed upon two years of acceptance of these by-laws). Once the designee no longer holds the office of President or President Elect, terms will revert to two years as above.

The term of office may be terminated by a 2/3 majority vote of the Board of Directors if a Director has missed a third of the meetings, in person or electronically, in a one-year period without good cause. Such provision applies to both appointed and elected members of the Board of Directors. See Article VII for information regarding elections.

### **Section 2 – Vacancies**

Any vacancy will be filled by appointment of the President and approved by the Board of Directors for the unexpired term. By the governance committee

### **Section 3 - Representatives to the Board**

In addition to the 4 to 20 duly elected members of the Board, the majority of the Board of Directors shall appoint, if available, the following to the Board:

- Faculty Representative – Recommended by the faculty. Not to exceed two years.
- Student Representative(s) – Not to exceed two years.

In addition to the duly elected members of the Board and the appointed faculty and student representatives, permanent representative positions on the Board will consist of the Dean, the Assistant Dean for Business Development, the Director of Alumni, and a representative from the UHAA staff.

All appointed representatives and/or permanent representatives will have voice without vote in all matters before the Board.

#### **Section 4 – Advisory Members**

The Board shall appoint a maximum of 8 Advisory Members to the Board to serve a term of two years. The number of Advisory Members may be adjusted from time to time by the Board. Said terms may be extended by the Board for a maximum of two additional two-year terms.

Advisory Members shall have voice without vote in matters of the Board.

Advisory Members, at a minimum, shall be comprised of individuals committed to participation and leadership in the COAD and may include a graduate of the College representing each decade of graduates.

Advisory Members, includes those who are not graduates of the University, or members of UHAA.

Advisory Members shall serve on Advisory Committees assisting the Board to execute COAD's mission. Such Advisory Committee should include but not limited to, Ambassadorship Committee, Events Committee, Student Engagement Committee, Awards Committee, and Governance Committee.

- Ambassadorship Committee: Focuses on projecting the CoAD Alumni Association to students, faculty, staff, and community at large. Some of their initiatives have included: alumni spotlights, the Alumni Association social media, firm visits, and building and maintaining relationships with other Alumni Associations.
- Events Committee: Assists the university in coordinating important events for CoAD alumni. Some of their initiatives have included: the annual holiday party, happy hours, and the pre-career fair reception.
- Student Engagement Committee: Shall focus on connecting the student community with alumni and professional communities. Some of their initiatives include: stress relieving events during Jury Week, Career Fair Prep Events, and partnering with Student Organization events.

- Awards Committee: The Awards Committee will develop and maintain a program of awards that promote CoAD alumni who are making an impact in their community.
- Governance Committee: Shall ensure that the bylaws are maintained, and there is a consistent transition of director positions.
- Nominations Sub Committee (See Article VII Section 2)
- Any committee added will be considered ad hoc and requires a majority board approval.

## **ARTICLE V**

### **OFFICERS OF THE BOARD OF DIRECTORS**

The Officers of the Board of Directors shall consist of a President, a President Elect and Secretary/Treasurer. These officers will be called the Executive Committee of the Board of Directors. Their duties shall be those customary to such offices and those that may be prescribed by these Bylaws and by the Board of Directors.

#### **Section 1 - Term of Office**

Officers shall be elected by the Directors at the first meeting of the fiscal year, and shall take office immediately. Officers shall serve for two years. An elected officer may succeed themselves in the same office with the exception of the President, who cannot serve more than two consecutive terms, not including partial unexpired terms (Review Per Article VI Section 1 Paragraph 2).

As a clarification, members of the Board are elected by the general membership and officers are elected by the Board of Directors.

#### **Section 2 – Vacancies**

Vacancies in any office may be filled by appointment of the Board at any meeting and shall be for the unexpired term of the office they are filling.

#### **Section 3 - Duties of the Officers**

The President shall be the Chief Executive Officer of the Association and all other officers shall be subordinate to the President. The President shall preside at any and all meetings of the general membership, the Executive Committee, or the Board of Directors.

The President Elect shall preside in the absence of the President at said meetings. In the absence of the President, the President Elect shall have and may exercise all the powers of the President.

The President Elect is the next in line for the position of President.

The Secretary/Treasurer shall: Modified to combine the two positions, as suggested by the Board.

- ensure that a record of the proceedings for all meetings of the Association is created and maintained

- direct the mailing of correspondence, meeting notices, and general membership functions
- monitor and administer all monies and books of accounts for the Association with UHAA
- shall render a report and accounting annually at the election meeting and at other times
- when requested by the Board of Directors
- work with the Treasurer and the Program Director at UHAA to verify receipt of funds and approval of all expenditures

#### **Section 4 - Executive Committee**

The Executive Committee shall be empowered to conduct day-to-day business of the Association subject to subsequent audit and review by the Board of Directors. The Executive Committee's authority to expend funds or enter into contracts between meetings of the Board of Directors is expressly limited to commitments of \$500 or less. Expenditures in excess of \$500 require the approval of the Board of Directors.

Executive Committee members serve until relieved by the duly elected new Executive Committee each year.

#### **Section 5 – President’s Council Member**

The President’s Council Member, who is the president of the UHADAA, is responsible for attending UHAA board meetings and communicating with the Association and UHAA boards.

#### **Section 6 - Notification to UHAA**

The names, addresses, and telephone numbers of the Directors and Officers elected shall be submitted to the UHAA within 10 days after the date of the election.

### **ARTICLE VI**

#### **ADMINISTRATION**

##### **Section 1 - Dues**

There are no required dues to UHAA (to be reviewed in correspondence with UHAA over time). This will be reviewed by the Board every two years. Any changes to the standing policy will require majority board approval.

## **Section 2 - Rights and Privileges**

Members of the Association shall have voice and vote. Honorary Alumni shall have voice without vote unless serving as a Director. All duly elected or appointed Directors shall have the right to vote on all matters considered by the Board of Directors.

All appointed representatives and/or permanent representatives will have voice without vote in all matters before the Board.

## **Section 3 - Meetings**

The President may from time to time call meetings of the General Membership. Board meetings may be called by the President or by a majority of Executive Committee members at any time. The Board of Directors shall hold a minimum of (4) quarterly meetings per year. Executive Committee meetings may be called by the President or by a majority of Executive Committee members at any time.

## **Section 4 - Notice of General Meetings**

Notice stating place, day, hour, and the purpose for which the meeting is called, shall be written and sent to each Member at least ten days prior to said meeting. An Annual meeting, or any other venue as determined by the Board, shall serve as the general meeting, and the officers and directors of the Association will be introduced to the general alumni population at this function.

## **Section 5 - Quorum**

A quorum is automatically achieved at a General Meeting if Notice of meeting criteria, Section 4 above, is fulfilled.

At any meeting of the Board of Directors of the Association, a simple majority of voting members or proxies representing said voting members of the Board of Directors shall constitute a quorum, allowing the Board of Directors to conduct business.

## **Section 6 - Voting at a General Meeting**

Any member present at the meeting shall be entitled to one vote on each matter submitted to a vote at the meetings. A Member may vote in person, by internet electronic signature or by proxy executed in writing by that member. All proxies and internet voting documents shall be filed with the Secretary/Treasurer of the Association or designated appointee prior to the start of the meeting for which the same electronic signature is submitted or proxy is given. Honorary Alumni have voice without vote unless they are serving on the Board of Directors of the Association.

At any meeting of the Board of Directors of the Association, all duly elected or appointed Directors shall have the right to vote on all matters considered by the Board of Directors in person or by proxy executed in writing or via Internet electronic signature by that member.

### **Section 7 - Honorary Alumni**

The faculty and staff of the COAD and other individuals who are particularly dedicated to the COAD and who perform outstanding service to the COAD may be designated as Honorary Alumni by action of the Board of Directors. The term is undesigned and shall be terminated upon receipt of written resignation or by unanimous vote by the Board of Directors.

### **Section 8 – Voting Requires a Simple Majority**

All appointments and actions of the Board of Directors involving a vote shall require a simple majority of the quorum.

## **ARTICLE VII**

### **ELECTION OF DIRECTORS**

#### **Section 1 - Nominating Committee**

A Nominating Committee consisting of three members of the Board shall be appointed by the Board of Directors at least three months prior to the end of the fiscal year. The President of the board and a representative of the school will advise the committee.

#### **Section 2 - Nominations**

The Nominating Committee shall nominate candidates for each election of the Board of Directors and present candidates to the Board of Directors at least two months prior to the end of the fiscal year. Self-nominations will be accepted by the nominating committee. Any member or Honorary Alumni is eligible for nomination. For a name to appear on the ballot, a candidate must submit required documentation, a statement of interest, and be nominated by the Nominating Committee.

#### **Section 3 - Election**

The election of the Board of Directors shall be presented to all members at the Annual Meeting. If the member is not able to be present at the meeting, they will have the option to vote electronically for up to fourteen days following the meeting. The nominees receiving the most votes shall be considered duly elected.

## **ARTICLE VIII**

### **MISCELLANEOUS**

#### **Section 1 - Execution of Instrument**

When the execution of any contract, conveyance, or other instrument is undertaken which is not specifically approved by the Board Directors, the signatures of two members of the Executive Committee are required. See Article V, Section 4, and Article VI, Section 5 for further limitations.

## **Section 2 - Fiscal Year**

The fiscal year of the Association shall be September 1 through August 31.

## **ARTICLE IX**

### **AMENDMENTS**

The Bylaws may be amended, altered, changed, added to or repealed by one of the following methods.

#### **Section 1 - Vote of the Membership**

The Bylaws can be amended as proposed by a majority of the Board of Directors by the affirmative ballot of the simple majority of members in good standing, present and entitled to vote, at any meeting called according to the criteria set forth in Article VI, sections 4, of these Bylaws, providing thirty days written notice of the proposed amendments, alterations, changes, additions or repeals are contained with the Notice of Meeting.

#### **Section 2 - Written Ballot**

The Bylaws can be amended as proposed by a majority of the Board of Directors by a simple majority of the returned ballots of the Members in good standing, providing revised Bylaws with proposed amendments, alterations, changes, additions, or repeals are e-mailed with return ballot, giving said members thirty days from the date of e-mailing of the ballots to return ballots; the balloting process to be under the control of the Secretary/Treasurer of the Board of Directors of the Association.

#### **Section 3 - Written Petition**

The Bylaws can also be amended by a written petition approved by majority at least twenty members setting forth the proposed amendments, alterations, changes, additions, or repeals. Upon receipt of the petition, the proposed amendments, alterations, changes, additions, or repeals must be submitted by the Board of Directors to the Members in accordance with the provisions set for the in Sections 1 and 2 of Article IX.

(End of Bylaws)