

RESOLUTION ADOPTED UNANIMOUSLY BY THE EXECUTIVE COMMITTEE
AND THE BOARD OF DIRECTORS OF THE BAYLOR ALUMNI ASSOCIATION

WHEREAS, Baylor University ("University") filed a lawsuit against the Baylor Alumni Association ("Association") on June 6, 2014, to stop the Association from using the University's names and trademarks; and

WHEREAS, the Association filed a counterclaim against the University on August 6, 2014, for breaching its numerous agreements with the Association permitting use of the University's names and marks and ensuring construction of a replacement facility after the University razed the Association's Hughes-Dillard Alumni Center in July of 2013; and

WHEREAS, the parties have reached a tentative settlement agreement, subject to the approval of their respective governing authorities; and

WHEREAS, the conditions imposed on the Association to achieve settlement require fundamental changes to the Association's governing documents which must be approved by the Association's members.

NOW, THEREFORE, in consideration of these premises, the Association's Executive Committee and the Board of Directors adopt the following resolution:

BE IT RESOLVED, That the Articles of Incorporation of the Association be amended as proposed in Exhibit A attached hereto and incorporated herein for all purposes; and

BE IT FURTHER RESOLVED, That the officers of the Association are authorized and instructed to prepare and file a Restated Certificate of Formation with New Amendments with the Texas Secretary of State if, and at such time as, the amendments proposed in Exhibit A are formally adopted by the Association's membership; and

BE IT FURTHER RESOLVED, That the Constitution and Bylaws of the Association be amended as proposed in Exhibit B attached hereto and incorporated for all purposes; and

BE IT FINALLY RESOLVED, That the Association's Executive Committee and Board of Directors present this Resolution to the Association's membership for consideration with the enthusiastic recommendation that the Association's members vote to approve it.

Dated this 15th day of March, 2016.

/s/Tom Nesbitt
Tom Nesbitt, President
Baylor Alumni Association

EXHIBIT A

~~ARTICLES OF INCORPORATION~~CERTIFICATE OF FORMATION OF
THE BAYLOR ~~UNIVERSITY ALUMNI ASSOCIATION~~LINE FOUNDATION

~~We, the undersigned natural persons of the age of eighteen (18) years or more, at least two (2) of whom are citizens of the State of Texas, acting as incorporators of a corporation under the Texas Non-Profit Corporation Act, do hereby adopt the following Articles of Incorporation for such corporation:~~

ARTICLE ONE

The name of the corporation is ~~Baylor University Alumni Association~~The Baylor Line Foundation.

ARTICLE TWO

The corporation is a nonprofit corporation.

ARTICLE THREE

The period of its duration is perpetual.

ARTICLE FOUR

The ~~purposes for which the~~ corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.~~are the support of benevolent, charitable, and educational undertakings by extending financial and other aid to Baylor University and to students thereof, by generally encouraging sentiments favorable to education and by promoting union of and good fellowship among former students of Baylor University, and to coordinate all alumni activities; to serve as the general alumni organization of~~

~~Baylor University, and to maintain the administrative agency and executive personnel needed to provide for a continuity of alumni activity and interest. In general, to carry out any other activity in connection with the foregoing and to have and exercise all of the powers conferred by the laws of Texas upon non-profit corporations formed under the Texas Non-Profit Corporation Act and to do any and all other things hereinbefore set forth to the same extent as natural persons might or could do.~~

ARTICLE FIVE

~~The street address of the initial registered office of the corporation is Student Union Building, Baylor University, 1000 South Fifth Street, Waco, Texas, and the name of its initial registered agent at such address is Raymond Vickrey.~~

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Four hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE SIX

~~The number of directors constituting the initial board of directors of the corporation is eight (8), and the names of the persons who are to serve as the initial directors are:~~

~~James F. Cole, Alexandria, Louisiana~~

~~Dorothy B. Kronzer, Houston, Texas~~

~~A. Sam Waldrop, Abilene, Texas~~

~~Wm. R. Crocker, Austin, Texas~~

~~Roger Edens, Waco, Texas~~

~~Wesley D. Bates, Norman, Oklahoma~~

~~P. Oswin Chrisman, Dallas, Texas~~

~~James O. Price, Fort Worth, Texas~~

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes

ARTICLE SEVEN

The street address of the registered office of the corporation is 600 Austin Avenue, Suite 14, Waco, Texas 76701-2044, and the name of its registered agent at such address is Peter Osborne.

The name of each incorporator is:

~~James F. Cole, Alexandria, Louisiana~~

~~Dorothy B. Kronzer, Houston, Texas~~

~~A. Sam Waldrop, Abilene, Texas~~

~~Wm. R. Crocker, Austin, Texas~~

~~Roger Edens, Waco, Texas~~

~~Wesley D. Bates, Norman, Oklahoma~~

~~P. Oswin Chrisman, Dallas, Texas~~

~~James O. Price, Fort Worth, Texas~~

ARTICLE EIGHT

~~In the event that the corporation should be dissolved, its properties shall be given to Christian organizations or institutions providing or supporting higher education, each of which shall have at the time, a valid and subsisting exemption from federal taxation issued by the Internal Revenue Service.~~

The number of directors constituting the initial board of directors of the corporation is eight (8), and the names of the persons who are to serve as the initial directors are:

James F. Cole, Alexandria, Louisiana

Dorothy B. Kronzer, Houston, Texas

A. Sam Waldrop, Abilene, Texas

Wm. R. Crocker, Austin, Texas

Roger Edens, Waco, Texas

Wesley D. Bates, Norman, Oklahoma

P. Oswin Chrisman, Dallas, Texas

James O. Price, Fort Worth, Texas

Thereafter, the number of directors shall be defined by the Bylaws of the corporation and shall never be less than three (3).

ARTICLE NINE

The name of each incorporator is:

James F. Cole, Alexandria, Louisiana

Dorothy B. Kronzer, Houston, Texas

A. Sam Waldrop, Abilene, Texas

Wm. R. Crocker, Austin, Texas

Roger Edens, Waco, Texas

Wesley D. Bates, Norman, Oklahoma

P. Oswin Chrisman, Dallas, Texas

James O. Price, Fort Worth, Texas

EXHIBIT B

~~Constitution and~~ Bylaws
of ~~the Baylor Alumni Association~~ The Baylor Line
Foundation

Amended and Restated, ~~December 7, 2013~~ April 30, 2016

Article I
Name and Object

Section 1. The name of this organization shall be ~~the Baylor Alumni Association~~ The Baylor Line Foundation (hereafter referred to as the "Foundation").

Section 2. The purpose of the ~~Association~~ Foundation is to provide services consistent with organizations exempt under Section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future tax code. These services may include, but are not limited to, publishing *The Baylor Line* magazine, connecting and communicating with Baylor University alumni and friends, and granting scholarships to Baylor University students.~~the support of benevolent, charitable, and educational undertakings by extending financial and other aid to Baylor University and to students thereof, by generally encouraging sentiments favorable to education and by promoting union of and good fellowship among former students and friends of Baylor University; to coordinate all alumni activities; to serve as the general alumni organization of Baylor University; and to maintain the administrative agency and executive personnel needed to provide for a continuity of alumni activity, interest and financial support of Baylor University. It shall be the object of the Association to foster a spirit of loyalty, service, and fraternalism among the alumni and former and present students, faculty, or anyone who evidences or has evidenced a genuine interest in Baylor University and to achieve unity of purpose in action in promoting the best interest and support of the University through publications of the Baylor Alumni Association and Baylor University, the Life Endowment Fund, The Dr. and Mrs. Ira C. Cole Endowment Fund, the~~

~~Abner V. McCall Endowment Fund, The Baylor Fund, and any other endowment funds which may from time to time be created by the Alumni Association, the Alumni Clubs, and other constituent organizations and special or standing committees.~~

Article II Membership

Section 1. Class of Members. The ~~corporation~~Foundation shall have three classes of members. The designation of such classes and the qualifications and rights of the members of such classes shall be as follows: (a) Annual membership shall be available to any former student of Baylor University, whether a graduate or not, or any members of the faculty or anyone who evidences or has evidenced a genuine interest in the welfare of the University, upon payment of the annual dues prescribed by the Board of Directors in accordance with Article XIII~~I~~ hereof; (b) Life membership shall be available to any person who is a former student of Baylor University, whether a graduate or not, or any member of the faculty or anyone who evidences or has evidenced a genuine interest in the welfare of the University, upon payment of the life membership dues prescribed by the Board of Directors in accordance with Article XIII~~I~~ hereof; (c) Associate membership shall be available to any person, partnership, or corporation having a genuine interest in the welfare of Baylor University and desiring to support the ~~Association~~Foundation in its efforts to promote the welfare of Baylor University and its students, upon the payment of annual dues prescribed by the Board of Directors in accordance with Article XIII~~I~~ hereof. Associate members shall not be entitled to vote but shall be entitled to all other membership privileges. During the period of a member's enrollment as a student in Baylor University, that member shall be classified as an ~~a~~Associate member.

Section 2. Qualifications of Members. The Board of Directors shall have the authority to review the qualifications for membership in each class and to approve or disapprove applications for membership. The Board of Directors may delegate this authority, in whole or in part, to the Executive Committee or to other committees or officers of the ~~Association~~Foundation.

Article III

Meetings of Members

Section 1. Annual Meetings. An annual meeting of the members shall be held for the purpose of electing officers and Directors and for the transaction of such other business as may come before the meeting.

Section 2. Special Meetings. Special meetings of the members may be called by the President or by the Board of Directors.

Section 3. Place of Meeting. The Board of Directors may designate any place in or close to the City of Waco, Texas, as the place of meeting for any annual meeting, so long as such place is reasonably accessible to the members. The Board of Directors may designate any place within the State of Texas as the place of meeting for any special meeting called by the Board of Directors, but if no designation is made or if a special meeting be otherwise called, the place of meeting shall be the office of the ~~Association~~[Foundation](#).

Section 4. Notice of Meetings. Written or printed notice stating the place, day, and hour of any meeting of members shall be mailed to each member entitled to vote at such meetings not less than ten (10) nor more than ninety (90) days before the date of such meeting, by or at the direction of the President or the Board of Directors; such notice shall be published in at least one issue of *The Baylor Line* [magazine](#) distributed prior to the time of such meeting. In the case of a special meeting or when required by statute or by these Bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice.

Section 5. Quorum and Voting. The members present at any annual or special meeting for which proper notice has been given shall constitute a quorum at such meeting. The action of a majority of the members voting at any such meeting shall be the action of this ~~Association~~[Foundation](#). A member[ship](#) vote on any matter may be conducted in person, by mail, by facsimile transmission, by electronic message, by proxy executed in writing by the member or by any combination of those methods through and in accordance with the process designated by the Board of Directors.

Article IV Board of Directors

Section 1. General Powers. The affairs of the [Association Foundation](#) shall be managed by its Board of Directors. Directors shall be ~~a~~Annual members or ~~L~~Life members of the [Association Foundation](#) in good standing, except for the Directors from the student body of Baylor University, who need not be members.

Section 2. Number, Tenure, and Qualifications. The Board of Directors of the [Association Foundation](#) shall be composed of the following: 1) As many as thirty (30) but not fewer than twenty-five (25) Directors, each of whom shall reside within and represent a geographical district designated by the Board of Directors (“Regional Directors”); 2) As many as fifteen (15) but not fewer than ten Directors, each of whom shall be a member of and represent key constituent or demographic groups designated by the Board of Directors (“Key Constituent Directors”); 3) Ten Directors appointed by the incoming President of the [Association Foundation](#) (“At Large Directors”); 4) All Past Presidents of the [Association Foundation](#) or its predecessor organizations (“Past President Directors”); and 5) The immediate Past President, each officer of the [Association Foundation](#), and each member of the Executive Committee who may not otherwise be included in the categories identified above (“Ex-officio Directors”). The combined number of Regional Directors and Key Constituent Directors shall not exceed forty (40). Regional Directors and Key Constituent Directors shall serve for three years beginning with the first day of June following their election; however, the first Regional Directors and Key Constituent Directors elected under these Bylaws shall be assigned terms of one year, two years, and three years, so that the terms of approximately a third of the Regional Directors and Key Constituent Directors will expire each year. At Large Directors shall serve for one year beginning with the first day of June following their appointment. Ex-officio Directors shall serve for so long as they hold their respective offices. Regional Directors, Key Constituent Directors, At Large Directors, and Ex-officio Directors shall be voting members of the Board. Past President Directors shall serve for life as non-voting members of the Board.

Section 3. Regional Directors. From time to time, upon recommendation from the Executive Committee, the Board of Directors shall identify and prescribe the boundaries of geographical districts to be represented by the

Regional Directors in such manner as the Board of Directors, in its sole discretion, shall deem to fairly represent the membership of the ~~Association~~[Foundation](#).

Section 4. Key Constituent Directors. From time to time, upon recommendation from the Executive Committee, the Board of Directors shall identify and designate key constituent or demographic groups to be represented by the Regional Directors in such manner as the Board of Directors, in its sole discretion, shall deem to fairly represent the membership of the ~~Association~~[Foundation](#).

Section 5. Regular Meetings. The Board of Directors shall meet at least three times a year on dates selected by the Executive Committee, after proper notice.

Section 6. Special Meetings. By resolution of the Executive Committee a special meeting of the Board of Directors may be called. The person or persons authorized to call special meetings of the Board of Directors may fix any place, either within or without the State of Texas, as the place for holding any special meetings of the Board called by them.

Section 7. Notice. Notice of any meeting of the Board of Directors shall be given at least ten days prior thereto by written notice delivered personally or sent by mail, overnight delivery service, facsimile/telecopier transmission or electronic transmission to each Director at the Director's physical address, facsimile/telecopier number, or electronic address as shown by the records of the ~~Association~~[Foundation](#). If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed with postage thereon prepaid. If notice is given by overnight delivery service, such notice shall be deemed to be delivered when deposited with the overnight delivery service properly packaged and addressed with delivery cost prepaid or billed to the ~~Association~~[Foundation](#)'s account. If notice is given by facsimile/telecopier transmission or electronic transmission, such notice shall be deemed to be delivered on the date of transmission as evidenced by a printed or electronic confirmation that the transmission was successful. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is

not lawfully called or convened. The business to be transacted at, and the purpose of, any regular or special meeting of the Board shall be specified in the notice or waiver of notice of such meeting; with appropriate notice, as herein defined, meetings may be held by telephone conference call or other appropriate electronic devices.

Section 8. Quorum. The members of the Board of Directors attending any regular or special meeting for which appropriate notice has been given as required by these Bylaws shall constitute a quorum for the transaction of business at such meeting.

Section 9. Manner of Acting. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws.

Section 10. Vacancies. Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of increase of Directors shall be filled by nomination of the Nominating Committee approved by the Executive Committee. A director appointed to fill a vacancy shall serve for the unexpired term of his predecessor in office.

Section 11. Compensation. Directors shall receive no compensation for their services, nor shall any Director be reimbursed for any expenses incurred in attending regular or special meetings of the Board.

Section 12. Informal Action by Directors. Any action required by law to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by a majority of the Directors.

Section 13. Responsibilities of Directors. Each Director shall have and accept personal responsibility for performing the following acts during his or her term of office: a) Serving on at least one committee; b) Encouraging and promoting membership in the [Association Foundation](#); and c) [Assisting in the organization and promotion of regular meetings of local Alumni Clubs](#); ~~d) Reporting to the Association for Publication in The Baylor Line local and regional meetings and other Baylor-related activity;~~ e) Attending the annual meeting of members of the [association Foundation](#) and all meetings of the

Board of Directors; ~~f) Recruiting students for Baylor University; and g) Supporting Baylor University financially and in every other way possible.~~

Article V Officers

Section 1. Officers. The officers of the ~~association~~Foundation shall be a President, a President-Elect, a Secretary, and a Treasurer. Such officers must be members of the ~~Association~~Foundation in good standing and shall be members of the Executive Committee. No two offices may be held by the same person. The Board of Directors may elect or appoint an Executive Vice President to serve at the pleasure of the Board and have the authority to perform the duties prescribed, from time to time, by the Board of Directors.

Section 2. Election and Term of Office. The President-Elect, Secretary, and Treasurer shall be elected annually by the members at the regular annual meeting of the members of the ~~Association~~Foundation. Each officer shall hold office until his successor has been duly elected and qualified. To be eligible for nomination and election to the office of President-Elect, a person must be a member or have previously served as a member of the Executive Committee. At the conclusion of the term of the President-Elect, the person holding that office shall automatically assume the office of President.

Section 3. Vacancies. A vacancy in any office because of death, resignation, disqualification, or otherwise may be filled by the Board of Directors for the unexpired portion of the term.

Section 4. President. The ~~p~~President shall be responsible for the general direction of the affairs of the ~~Association~~Foundation and shall be the official representative of the ~~Association~~Foundation. He or she shall preside at all meetings of the members and of the Board of Directors and Executive Committee, and shall be an ex-officio member of all other committees. He or she may sign, with the Secretary or any other proper officer of the ~~Association~~Foundation authorized by the Board of Directors, any deed, mortgage, bond, contract, or other instrument which the Board of Directors has authorized to be executed, except in the cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by statute to some other officer or agent of the ~~Association~~Foundation; and in general he or she shall perform all duties

incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 5. President-Elect. The President-Elect shall serve as a member of the Executive Committee and spend his or her term of office learning by observation and participation the duties of the President. He or she may attend all committee meetings and executive briefings and also shall chair the Development, Finance and Investments Committee and the Alumni Council. In the absence of the President, or in the event of his or her inability or refusal to act, the President-Elect shall perform the duties of President. When so acting, the President-Elect shall have all the powers of the President and be subject to all the restrictions upon the President.

Section 6. Treasurer. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine. He or she shall have charge and custody of and be responsible for all funds and securities of the [Association Foundation](#); receive and give receipts for moneys due and payable to the [Association Foundation](#) from any source whatsoever and deposit all such moneys in the name of the [Association Foundation](#) in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of Article VIII of these Bylaws; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him the President or her by the Board of Directors.

Section 7. Secretary. The Secretary shall keep the minutes of the meetings of the members and of the Board of Directors and the Executive Committee in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodial of the corporate records and of the seal of the [Association Foundation](#) and see that the seal of the [Association Foundation](#) is affixed to all documents, the execution of which on behalf of the [Association Foundation](#) under its seal is duly authorized in accordance with the provision of these Bylaws; keep a register of the post office address of each member which shall be furnished to the Secretary by such member, and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

Section 8. Assistant Secretaries and Assistant Treasurers. The Board of Directors may elect or appoint such other offices, including one or more Assistant Secretaries and one or more Assistant Treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed from time to time by the Board of Directors. If required by the Board of Directors, the Assistant Treasurer shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. The Assistant Treasurers and Assistant Secretaries, in general shall perform such duties as shall be assigned to them by the Treasurer or the Secretary or by the President of the Board of Directors.

Article VI Committees

Section 1. Executive Committee. An Executive Committee shall be composed of the President, the President-Elect, the Secretary, the Treasurer, and the immediate Past President; nine Directors shall be elected by the Board of Directors to the Executive Committee upon the nomination of the President-Elect for terms of three years, three of whom shall be elected each year. If the number of seats on the Executive Committee from the Board of Directors is increased by an amendment to these Bylaws, the members first elected to those seats by the Board of Directors, who would otherwise serve three-year terms, shall have terms of one, two, or three years, respectively, as determined by the President-Elect who nominates them. The specific responsibilities of the Executive Committee shall include review of these Bylaws, strategic planning, development and assessment of membership and financial development strategies, provision of guidance and direction to all other committees, oversight of conflict of interest issues, supervision of the ~~Association~~[Foundation](#)'s awards process, and review of *The Baylor Line magazine* editorial policies. The Executive Committee shall have and exercise the authority of the Board of Directors in the management of the ~~Association~~[Foundation](#) at all times except when the Board of Directors or the membership may be meeting. However, the Executive Committee shall not have the authority of the Board of Directors in reference to amending, altering, or repealing the Bylaws; removing the Executive Vice President or any Director or officer of the ~~Association~~[Foundation](#); amending the ~~Articles of Incorporation~~[Certificate of Formation](#); adopting a plan of merger or adopting a plan of reorganization; authorizing the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the

[Association Foundation](#); or amending, altering or repealing any resolution of the Board of Directors. A majority of the Executive Committee shall constitute a quorum, and the act of a majority of the members present at a meeting of which all members had notice and at which a quorum is present shall be the act of the Executive Committee.

Section 2. Nominating Committee. A Nominating Committee composed of the President, President-Elect, immediate Past President and no fewer than six other voting members of the Board of Directors shall be appointed by the President-Elect subject to the approval of the Board of Directors. The President-Elect or his designee shall chair the committee. The specific responsibilities of the Nominating Committee shall include nomination of officers, nomination of Directors, and evaluation of Directors' performance. The Nominating Committee shall publish its nominations in *The Baylor Line magazine* prior to the annual meeting and then submit nominations at the annual meeting for Directors and officers of the [Association Foundation](#) under the provisions set forth in these Bylaws. Any member of the [Association Foundation](#) who is current in the payment of dues shall also have the right to submit nominations for officers and for Regional and Key Constituent Directors, provided such nominations shall be submitted in writing to the Nominating Committee at least three months prior to the annual meeting. No nominations may be made from the floor to the annual meeting unless such nominations have been previously submitted in writing as provided herein.

Section 3. Standing Committees. The following are established as Standing Committees of the [Association Foundation](#), composed of such members and charged with such duties as provided below or as may be additionally assigned by the President from time to time. In addition to the officers and voting Directors of the [Association Foundation](#) identified for membership, the President may appoint other members of the [Association Foundation](#) who are not voting Directors to Standing Committees. All members of Standing Committees shall be entitled to vote on committee business. The Board of Directors may establish staggered terms of more than one year for members of Standing Committees. Development, Finance and Investments Committee: This committee shall be composed of the President-Elect (who shall chair the committee), the Treasurer, and no fewer than seven voting Directors appointed by the President. The specific responsibilities of this committee shall include establishment of the [Association Foundation](#)'s financial

objectives, oversight and review of the ~~Association~~[Foundation](#)'s financial development, quarterly review of the ~~Association~~[Foundation](#)'s financial statements, budget oversight and recommendation, investment oversight and recommendation, and documentation of the ~~Association~~[Foundation](#)'s fiscal history and policies. Personnel Policies Committee: This committee shall be composed of the President (who shall chair the committee), the President-Elect, the immediate Past President, and two voting Directors appointed by the President. The specific responsibilities of this committee shall include establishment and oversight of the ~~Association~~[Foundation](#)'s compensation philosophy, establishment of personnel management objectives, annual appraisal of the Executive Vice President and the Executive Editor, and, upon request, consultation with the Executive Vice President regarding ~~Association~~[Foundation](#) human resource issues. Membership, ~~Alumni Chapters~~ and Constituencies Committee: This committee shall be composed of no fewer than nine voting Directors appointed by the President, one of whom the President shall designate as chair. The specific responsibilities of this committee shall include membership development coordination, establishment of strategic objectives for ~~Baylor Alumni Chapters and other~~ key constituent and demographic groups, and direction of ~~Association~~[Foundation](#) efforts to increase members' involvement ~~in their local Baylor Alumni Chapters~~. Programs Committee: This committee shall be composed of no fewer than nine voting Directors appointed by the President, one of whom the President shall designate as chair. The specific responsibilities of this committee shall include establishment of strategic objectives and supervision of ~~Association~~[Foundation](#) programs consistent with the ~~Association~~[Foundation](#)'s long-range strategies, ~~such as Alumni by Choice, Alumni College, Baylor Alumni Network, Homecoming, Homecoming EXTRA!, Heritage Club, Legacy, Student Alumni Alliance, and Baylor Alumni Travel~~. Communications Committee: This committee shall be composed of no fewer than nine voting Directors appointed by the President, one of whom the President shall designate as chair. The specific responsibilities of this committee shall include establishment of annual communications objectives, review of operations and effectiveness of *The Baylor Line* [magazine](#), and oversight of the ~~Association~~[Foundation](#)'s Internet strategy. Alumni Council: This committee shall be chaired by the President-Elect and shall be composed of ~~Association~~[Foundation](#) members appointed by the President who are ~~Baylor Alumni Chapter leaders and~~ leaders of other key constituent and demographic alumni groups. The Alumni Council shall meet no less frequently than annually and shall be invited on occasion to attend meetings of the Board

of Directors. Members of the Alumni Council shall be available for consultation upon request, individually or as a group. Past Presidents Council: This committee shall be chaired by the immediate Past President and shall be composed of all Past Presidents of the [Association Foundation](#) or its predecessor organizations. The Past Presidents Council shall meet no less frequently than annually and shall serve as a special resource to the officers and Directors of the [Association Foundation](#) to be consulted by them as required from time to time.

Section 4. Special Committees. Other committees not having and exercising the authority of the Board of Directors in the management of the [Association Foundation](#) may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each committee shall be members of the [Association Foundation](#), and the President of the [Association Foundation](#) shall appoint the members thereof. Any member thereof may be removed by the President whenever, in the President's judgment, the best interests of the [Association Foundation](#) will be served by such removal.

Section 5. Terms of Office. Each member of a committee, other than the Executive Committee, shall continue as such until May 31 of each year unless otherwise provided herein following appointment and until a successor is appointed, unless the committee shall be sooner terminated, or unless such member shall cease to qualify as a member thereof.

Section 6. Chairperson. One member of each committee, other than the Executive Committee and the Budget and Finance Committee, shall be appointed chairperson by the President.

Section 7. Vacancies. Vacancies in the membership of any committee including the Executive Committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 8. Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 9. Rules. Each committee may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

Article VII
Baylor Alumni Chapters

~~**Section 1. Charter.** Baylor Alumni Chapters shall be chartered by the Association on a geographical basis to promote the welfare and progress of the University and to develop a closer fellowship among the Alumni and former students and friends of Baylor University.~~

~~**Section 2. Handbook.** Each such Baylor Alumni Chapter shall be provided with the model constitution and handbook for Baylor Alumni Chapters approved by the Association's Board of Directors, which constitution, subject to such revisions as are deemed necessary in the particular Baylor Alumni Chapter, shall constitute the principles under which the Baylor Alumni Chapter shall operate.~~

Article VIII
Contracts, Checks, Deposits, and Funds

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the ~~Association~~[Foundation](#), in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the ~~Association~~[Foundation](#), and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, etc. All checks, drafts, or orders for payment of money, notes, or other evidences of indebtedness issued in the name of the ~~Association~~[Foundation](#) shall be signed by such officer or officers, agent or agents of the ~~Association~~[Foundation](#) and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer and countersigned by the President of the ~~Association~~[Foundation](#).

Section 3. Deposits. All funds of the ~~Association~~Foundation shall be deposited from time to time to the credit of the ~~Association~~Foundation in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 4. Gifts. The Board of Directors may accept on behalf of the ~~Association~~Foundation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the ~~association~~Foundation.

Article ~~VIII~~IX **Certificates of Membership**

Section 1. Certificates of Membership. The Board of Directors may provide for the issuance of certificates evidencing membership in the ~~Association~~Foundation, which shall be in such form as may be determined by the Board of Directors. Such certificates shall be signed by the President or by the Secretary or an Assistant Secretary and shall be sealed with the seal of the ~~Association~~Foundation. The name and address of each member and the date of issuance of the certificate shall be entered on the records of the ~~Association~~Foundation. If any certificate shall become lost, mutilated, or destroyed, a new certificate may be issued therefor upon such terms and conditions as the Board of Directors may determine.

Section 2. Issuance of Certificates. When a member has paid any dues that may then be required, a certificate of membership shall be issued in his or her name and delivered to him or her by the Secretary, if the Board of Directors shall have provided for the issuance of certificates of membership under the provisions of Section 1 of this Article ~~VIII~~IX.

Article IX **Books and Records**

The ~~Association~~Foundation shall keep and complete books and records of account and shall also keep minutes of the proceedings of the meetings of its members, Board of Directors and committees having any of the authority of the Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the ~~Association~~Foundation may be inspected by any

member, or his or her agent or attorney, for any proper purpose at any reasonable time.

Article XI **Audit Committee**

An Audit Committee of non-officer Directors shall be appointed annually by the President. The Audit Committee shall recommend to the membership an Auditor to do the annual audit, review the audit progress and the results of the audit, meet privately with Auditors, and report to the Board of Directors the results of the audit. After the completion of the audit and the report to the Board of Directors, the ~~Association~~Foundation shall publish an Annual Audit Report.

Article XII **Fiscal Year**

The fiscal year of the ~~Association~~Foundation shall begin on the first day of June and end on the last day of May in each year.

Article XIII **Dues**

Section 1. Annual Dues. The dues for an ~~a~~Annual member and for an ~~a~~Associate~~ion~~ member shall be set by the Board of Directors.

A student enrolled in Baylor University may become an ~~a~~Annual member of the ~~Association~~Foundation for the year immediately following such graduation by the payment of dues that shall be set by the Board of Directors.

Section 2. Life Membership. The endowment contribution for a life membership, or for life memberships for married couples, shall be set by the Board of Directors.

Section 3. Default and Termination of Membership. When any ~~regular~~Annual or ~~a~~Associate~~ion~~ member of the ~~Association~~Foundation shall be in default in the payment of dues for a period of two months after the date on which such dues become payable, such membership shall be considered

terminated, and the names of such member shall be stricken from the rolls of the ~~Association~~Foundation.

Article ~~XIII~~IV **Procedure**

All meetings held by the ~~Association~~Foundation Membership, the Board of Directors, the Executive Committee, and the committees of the ~~Association~~Foundation shall be governed by Robert's Rules of Order, Newly Revised.

Article ~~XIV~~XIV **Seal**

The Board of Directors shall provide a corporate seal which shall be in the form of a circle and shall have inscribed thereon the name of the ~~Association~~Foundation.

Article ~~XVI~~XVI **Waiver of Notice**

Whenever any notice is required to be given under the provisions of the Texas ~~Business Organizations Code~~Non-profit Corporation Act or under the provisions of the ~~Articles of Incorporation~~Certificate of Formation or the Bylaws of this ~~Association~~Foundation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Article ~~XVII~~XVII **Amendments to the Bylaws**

These Bylaws may be altered, amended, or repealed; and new Bylaws may be adopted at any annual or special meeting of the members of the ~~Association~~Foundation by a two-thirds (2/3) vote of the members voting on the issue in accordance with Article III, but only if the nature and extent of the proposed amendments shall be included in the notice of the call of said meeting. No amendments may be offered unless they have been submitted to the Board of Directors for their review and recommendation prior to said

meeting and in sufficient time to meet the notification and publication requirements of Article III.