

BYLAWS OF
MARSHALL UNIVERSITY ALUMNI ASSOCIATION, INC.
A WEST VIRGINIA NONPROFIT CORPORATION

ARTICLE I.
Introductory

Section 1.1. Name. The name of the Corporation is Marshall University Alumni Association, Inc. ("Corporation").

Section 1.2. Statement of Purposes. As provided in its Articles of Incorporation, the Corporation is organized, and will be operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code ("the Code") or the corresponding section of any future federal tax code for the benefit of The Marshall University Foundation, Inc. (the "Foundation"). The general purpose of the Corporation is to promote Marshall University by cultivating a mutually beneficial relationship between Marshall University and its community of alumni and friends. The Corporation provides and supports alumni programs and services, facilitates communication with alumni, and seeks to strengthen alumni bonds of fellowship, professional association and university affiliation within the meaning of Section 501(c)(3) of the Code. No part of the net earnings of the Corporation shall inure to the benefit of or be distributed to any officer or Director of the Corporation, or to any other private person, 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 its purposes set forth in its Articles of Incorporation, provided that such payments do not prevent it from qualifying and continuing to qualify as an exempt organization and to make such lawful payments and distributions in furtherance of the purposes set forth herein as may from time to time be either required or permitted by Section 501(c)(3) of the Code.

Section 1.3. Offices. The principal office of the Corporation shall be located in the City of Huntington, Cabell County, West Virginia, or at such other place as the Board of Directors may designate from time to time.

Section 1.4. Fiscal Year. The fiscal year of the Corporation shall end on June 30 of each year, or on such other date as may be fixed from time to time by resolution of the Board of Directors.

Section 1.5. Seal. The corporate seal of the Corporation shall be a circular die with the name of "Marshall University Alumni Association, Inc." around the outer circumference and the word "SEAL" in the Corporation thereof.

ARTICLE II

Membership

Section 2.1. Voting Rights. Members who are considered Active Members as defined in Section 2.2 shall have one vote.

Section 2.2. Active Members. Active Members are members of the Corporation who have attended Marshall University and who make a contribution to the Foundation each year or have, prior to July 25, 2015, been granted the status of Life Members by the Corporation's Board of Directors. Honorary and Associate Members, as well as Life Members named after July 25, 2015, may become Active Members of the Corporation by contributing to the Foundation during the current fiscal year.

Section 2.3. Honorary/Life Members. "Honorary" alumna/us of Marshall University may be conferred upon individuals who never attended Marshall University but whose contributions or services this Corporation wishes to recognize. "Life" membership may be conferred upon individuals who did attend Marshall University and whose contributions or services this Corporation wishes to recognize. "Honorary" or "Life" members shall be nominated by the Nomination Committee as described in Section 5.3(b), and such memberships shall be awarded upon majority vote of the Board of Directors of this Corporation.

Section 2.4. Associate Members. Associate Members shall include:

- (a) current and emeritus members of the faculty;
- (b) administrative staff; and
- (c) friends of Marshall University. 'Friends' is defined as individuals who support the mission of Marshall University through gifts of their time, talent and treasures.

Section 2.5. Roster of Members. The Alumni Development Services Office will keep a roster of active members, honorary members and associate members.

Section 2.6. Membership Benefits. Active Members are entitled to benefits as conferred by a majority vote of the Board of Directors of this Corporation. A list of current benefits shall be kept by the Secretary.

ARTICLE III.

Board of Directors

Section 3.1. Authority. The affairs of the Corporation shall be under the general direction of a Board of Directors which shall administer, manage, preserve and protect the

property of the Corporation and operate the Corporation in accordance with the laws of the State of West Virginia as a nonprofit corporation.

Section 3.2. Qualifications. Directors must be Active Members of the Corporation. Directors shall attend all meetings of the Board and shall serve on at least one committee of the Corporation. The Corporation President may vacate automatically the position of any member of the Board or officer of the Corporation who is absent from three (3) consecutive meetings of the Board.

Section 3.3. Number and Term. The Board shall consist of no less than thirty (30) elected, or in some cases, appointed Directors In addition to the elected Directors, the following appointed Directors shall serve on the Board:

- (a) The immediate past President of the Corporation shall automatically be a voting member of the Board of Directors, if not currently a duly elected member of the Board of Directors. The immediate past President shall serve as parliamentarian for the Board;
- (b) A designee of the President of Marshall University shall be appointed annually;
- (c) A designee of each Marshall University constituency group, as identified on “Exhibit A” to these bylaws, and attached hereto, and who shall be appointed annually;
- (d) A designee from each of the various chapters recognized by the Corporation, and who shall be appointed annually;
- (e) A designee from the Foundation’s Board of Directors to be appointed by the Foundation’s Board of Directors and to serve a three (3) year term and serve in the role of the Foundation Liaison as described in Section 4.10;
- (f) Two (2) full-time students of Marshall University to include the President of the Marshall University Student Ambassador’s Program or a designated representative and the President of the Marshall University Student Government or a designated representative. Each of these students shall serve a one (1) year term;
- (g) A representative from each of Marshall University’s Colleges/Schools shall be appointed annually by the respective Dean;
- (h) Three (3) active members of the Corporation may be appointed by the President of the Corporation each year for a term of one year each; and

- (i) The Director of Alumni Relations and Corporation staff shall serve as *ex officio*, nonvoting members of the Board of Directors.

The term of each elected Director shall be three (3) years or until the Director's successor is duly elected, qualified and takes office. Terms of elected Directors shall be staggered so that no more than one-third (1/3) of the Directors' terms shall expire in any one (1) year. Elected Directors may generally serve two (2) consecutive terms of three (3) years (for a total of six (6) years), but if any Director wishes to serve a third (3rd) consecutive term (for a total of nine (9) years), he or she shall notify the Executive Committee in writing on or before the date of the Annual Meeting which occurs at the beginning of their sixth (6th) consecutive year of service. The Executive Committee shall review the Director's service to ensure that they were an active, contributing Director and attended all or the significant majority of Board and Committee meetings, and if so, notify that Director that they are eligible to run for a third (3rd) consecutive term. After service of three (3) consecutive terms of three (3) years (for a total of nine (9) years), the Director must then must wait at least one (1) year before being eligible to run for election to the Board of Directors. In the event that any Board member seeking eligibility for a third (3rd) consecutive term is a member of the Executive Committee at the time the Executive Committee considers that candidate's eligibility to run for a third (3rd) consecutive term, that Executive Committee member shall abstain from the Executive Committee's consideration and any vote regarding such person's eligibility to run for a third (3rd) consecutive term. Only one (1) member of an immediate family shall be an elected member on the Board of Directors at any one (1) time. The terms of Directors shall start at the beginning of the subsequent fiscal year and shall terminate at the conclusion of the fiscal year in which their terms expire.

Section 3.4. Elections. Each year, no more than ten (10) Directors shall be included on a ballot and elected from the active membership of the Corporation. The Nomination Committee will develop a ballot of a minimum of ten (10) and a maximum of twenty (20) nominees to run for the Directors' positions, with consideration to the balance provision contained in this paragraph of this article. Ballots listing the new Director nominees will be sent to all Active Members of the Corporation at least thirty (30) days prior to the annual meeting. The Active Members must return the ballots to the Alumni Office at least ten (10) days prior to the annual meeting. The nominees who receive the highest number of votes will be elected as Directors of the Corporation; however, a balance shall be maintained so that at least five (5) Directors elected each term reside outside Cabell, Wayne, Mason, Putnam, Kanawha, Lincoln, Logan and Mingo Counties in West Virginia, Boyd County in Kentucky and Lawrence County in Ohio. No more than two (2) full time employees of Marshall University can serve as elected Directors at one time. The Secretary of the Corporation will notify all nominees of the results of the election. The remaining nominees will be listed in order of votes received and designated as alternate Directors for three (3) years.

Section 3.5. Vacancies. Vacancies occurring on the Board by death, resignation, refusal to serve, or otherwise, shall be filled by referring to the most recent election results. Vacancies will be filled by a list of those unelected candidates by the order of which candidate received the highest number of votes. In the event that the most recent year's

ballot does not contain a sufficient number of candidates to fill the vacancies, then any remaining vacancy shall be filled by appointment by the President. Any Director so appointed shall serve out the remainder of that term.

Section 3.6. Compensation. No compensation shall be paid to any Director for services as a Director, but at the discretion of the Board, a Director may be reimbursed for travel and actual expenses necessarily incurred in attending meetings and performing other duties on behalf of the Corporation.

Section 3.7. Meetings. The Board shall meet at least two (2) times per year at a time, date and place designated by the President. The annual business meeting of the Corporation

will be held at the last scheduled Board meeting of the current fiscal year. A "fiscal year" runs from July 1—June 30. Special meetings may be called by the President or at the written request of a number of Directors constituting a quorum of the elected Directors then in office and entitled to vote upon notice to each Board member stating the purpose, time, date and place of the meeting. Only matters relating to the business for which the special meeting is called shall be discussed and acted upon. Meetings of the Board of Directors, whether regular or special, may be held by means of telephone conferences or equipment of similar communications by means of which all Directors participating in the meeting can hear each other. Any vote of the Directors in connection with any corporate action may be taken orally or by written vote during any such telephonic meeting or may be taken subsequent to any regular or special meeting via electronic means such as e-mail or text messaging. The result of any vote thus taken shall have like effect and validity as if reached by the voting Directors at a meeting at which the Directors were present in person.

Section 3.8. Quorum. A quorum consisting of fifteen (15) Directors shall be required to transact any business of the Board. Once a quorum is established, all transactions thereafter are deemed valid. The act of a majority of the Directors entitled to vote at a meeting at which a quorum is present shall be the act of the Board. A majority of the Directors present and entitled to vote, whether or not a quorum exists, may adjourn any meeting of the Board to another time and place. Notice of any such adjourned meeting shall be given to the Directors who are not present at the time of adjournment.

Section 3.9. Voting. Each Director entitled to vote shall be entitled to one vote on each matter submitted to a vote of the Board of Directors.

Section 3.10. Notices. Written notice of the date, time, and place of each meeting of the Board of Directors shall be sent to all Directors at least five (5) days in advance of the date of the meeting. For special meetings, the notice shall state the general nature of the business to be transacted. Such notice shall be sent by the Secretary or another designated officer of the Corporation and shall be delivered to each Director either personally or by mail, facsimile or electronic mail to each Director's residence or place of business as listed on the records of the Corporation. If the notice is sent by mail, it shall be deemed to have been given to the person entitled thereto when deposited in the United States mail. All other notices shall be deemed to have been given when received.

Section 3.11. Waiver of Notice. Whenever any notice whatsoever is required to be given under the provisions of applicable law, the Articles of Incorporation of the Corporation, or these Bylaws, a waiver of such notice in writing signed by the person or persons entitled to notice, whether before or after the time stated in such waiver, will be deemed equivalent to the giving of such notice. In the case of a special meeting, such waiver of notice shall specify the general nature of the business to be transacted.

Section 3.12. Standard of Care and Fiduciary Duty. Each Director shall stand in a fiduciary relation to the Corporation and shall perform the duties as a Director, including

the duties as a member of any committee of the Board upon which the Director may serve, in good faith, in a manner the Director reasonably believes to be in the best interests of the Corporation, and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would be under similar circumstances. Absent breach of fiduciary duty, lack of good faith or self-dealing, actions taken as a Director or any failure to take any action shall be presumed to be in the best interests of the Corporation. In performing such duties, each Director shall be entitled to rely in good faith on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by any of the following:

- (a) one or more officers or employees of the Corporation whom the Director reasonably believes to be reliable and competent in the matters presented;
- (b) counsel, public accountants or other persons as to matters which the Director reasonably believes to be within the professional or expert competence of such persons; and
- (c) a committee of the Board of this Corporation upon which the Director does not serve, as to matters within its designated authority, which committee the Director reasonably believes to merit confidence.

A Director shall not be considered to be acting in good faith if the Director has knowledge concerning the matter in question that would cause his reliance to be unwarranted.

Section 3.13. Factors Which May Be Considered By Directors. In discharging the duties of their respective positions, the Board, committees of the Board and individual Directors may, in considering the best interests of the Corporation, consider the effects of any action upon employees, beneficiaries and others having dealings with the Corporation and all other pertinent factors. The consideration of these factors shall not constitute a violation of Section 3.12 hereof.

Section. 3.14. Rules and Regulations. The Board of Directors may adopt Standing Rules of Procedure not inconsistent with these Bylaws for the administration and conduct of the affairs of the Corporation and may alter, amend or repeal any such Standing Rules adopted by it. Such rules and regulations may be amended by majority vote of the Directors present and entitled to vote at a meeting of the Directors where a quorum is present.

Section 3.15. Conflict of Interest.

- (a) No Preclusion. The Corporation shall not be precluded from conducting business with a partnership, firm or company with which one or more Directors is associated, provided any business relationship is established and maintained on an arm's length basis and the subsequent provisions of this Section 3.15 are met.

(b) Identification. An actual or potential conflict of interest arises when any of the following circumstances exist or are threatened:

- (1) a proposed transaction or arrangement under consideration by the Board, or any ongoing business relationship, involves a Contracting Entity with respect to which there is an Interested Director;
- (2) an opportunity within the scope of activities of the Corporation could be exploited by a Director, a Director's Family Member, or a Contracting Entity with respect to which there is an Interested Director; or
- (3) a proposed transaction or compensation arrangement involves a Disqualified Person.

(c) Procedure for Determining Whether a Conflict Exists.

- (1) Disclosure Statements. Each Director may be required to complete an annual Conflict of Interest Disclosure Statement, describing any connections of the Director or the Director's Family Member with a Contracting Entity. It is his or her duty to make a full, frank and fair disclosure of the circumstances giving rise to an actual or potential conflict of interest. Each Director may be obligated to file a supplementary Disclosure Statement if, during the year, there is any change in circumstances that alters or makes incomplete the information provided in the original Disclosure Statement. It shall be the responsibility of the President to review each of the Disclosure Statements and bring any perceived conflicts of interest to the attention of the Board of Directors;
- (2) Additional Disclosure. If, during the course of a meeting of the Board of Directors, a Director is aware that he or she has or may have an actual or a potential conflict of interest in a matter under discussion, the Director shall immediately disclose the material facts about his or her interest in the matter to the Board of Directors. If, during the course of a meeting, the President or any Director believes that another Director has or may have an actual or potential conflict of interest in a matter under discussion, such person shall immediately make such concern known to the Board of Directors;

(3) Analysis of Conflict Issue. The determination of whether there is a conflict of interest in any particular circumstances shall be made by the President. In the event that the question involves the President, a Vice President or ranking officer present shall make the decision regarding whether a conflict of interest exists. The review shall be subject to the following process:

- (i) Questioning of the Involved Director. It is the Involved Director's duty to respond fully and frankly to any questions from the President or other Directors relating to the actual or potential conflict of interest; and
- (ii) Exclusion of the Involved Director. At the President's direction, or upon motion and majority vote of the other Directors present (excluding the Involved Director), the Involved Director shall leave the Board meeting while the question of whether a conflict exists is discussed and, if a conflict is determined to exist, the Involved Director shall leave the Board meeting while the substantive issue which is the subject of the conflict is discussed and shall not vote on said substantive matter.

(4) Disqualified Persons. Notwithstanding the foregoing, any proposed transaction or compensation arrangement with a Disqualified Person shall be deemed to present a conflict of interest and shall be dealt with in accordance with the procedures set forth in subsection (d) below.

(d) Procedure After Determining the Existence of a Conflict.

- (1) Appointment of Disinterested Individual or Committee to Investigate. In the event the Board of Directors concludes that a conflict exists, the President or a majority of the disinterested Directors present may appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement which presents the conflict;
- (2) Board Action. Alternatively, the Board may approve the transaction or arrangement which is the subject matter of the conflict by an affirmative vote of a majority of the disinterested Directors present, provided that they have determined (i) that the transaction or arrangement is in the Corporation's best interest and for its own benefit; (ii) that it is fair and reasonable to the Corporation; and (iii)

after exercising due diligence, that the Corporation could not obtain a more advantageous transaction or arrangement with reasonable efforts under the circumstances. In addition, with respect to any proposed transaction or compensation arrangement with a Disqualified Person, the Board or any applicable Committee shall have obtained and relied upon appropriate comparability data in making their determination. Any Involved Director or any Disqualified Person shall leave the Board meeting while the substantive issue which is the subject of the conflict is discussed and shall not vote on said substantive matter; and

(3) Solely for purposes of this Section 3.15(d), the term "Disinterested Director" shall mean a Director who is unrelated to and not under the control of the Involved Director, officer or Disqualified Person, as the case may be.

(e) Minutes. The minutes of the Board meetings and Board committee meetings shall reflect (i) the names of the persons who disclosed any Interests; (ii) the determination as to whether an actual or potential conflict of interest exists; (iii) the names of the persons who were present for discussions and votes relating to the transaction or arrangement; (iv) the content of the discussions, including any alternatives to the proposed transaction or arrangement and, with respect to a transaction or compensation arrangement with a Disqualified Person, the basis for the determination of the Board, including any comparability data; (v) the voting record, including any abstention from voting; and (vi) any action to be taken.

(f) Violation of Policy. Any Director or Disqualified Person who violates the Corporation's conflict of interest policy, irrespective of whether he or she is doing so to protect the Corporation's best interests, shall be subject to disciplinary action by the President or the Board of Directors, up to and including termination of employment, if applicable, or removal from the Board or a committee thereof.

(g) Definitions.

- (1) Contracting Entity. Any entity engaged in a transaction or arrangement with the Corporation.
- (2) Disqualified Person. An individual who qualifies as a Disqualified Person as that term is defined in Internal Revenue Code §

4958(f)(1) or any successor provision. As a general principle, Disqualified Persons are persons who have (or at any time during the preceding 5-year period had) substantial influence over the Corporation and the Family Members of such individuals. Disqualified Persons also include organizations (corporations, partnerships, trusts and estates) which are controlled by persons who have or have had substantial influence over the Corporation. Control is established when the influential individual owns 35% or more of the organization. By way of illustration, the following categories of persons are likely Disqualified Persons: (i) each voting Director; (ii) each officer of the Corporation with primary authority to initiate executive decisions and who is responsible directly to the Board; (iii) the employees of the Corporation who meet the definition of highly compensated employee under Section 414 of the Code; and (iv) substantial contributors to the Corporation.

(3) Family Member. A spouse, sibling (whether by whole or half blood), lineal ancestors (parents, grandparents, great grandparents, etc.), lineal descendants (children, grandchildren, great grandchildren, etc.) and the spouse of any sibling (whether by whole or half blood) or lineal ancestor or descendant.

(4) Financial Interest. Possessing directly or indirectly, through business, investment or a Family Member:

- (i) An ownership or investment interest in any Contracting Entity;
- (ii) A compensation arrangement with the Corporation, with any Contracting Entity or with any individual with whom the Corporation has a transaction or arrangement; or
- (iii) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.

The term "compensation" includes direct and indirect remuneration and substantial gifts and favors. In the event the Director is not certain if a particular gift or favor is substantial, disclosure should be made. A Director who has a Financial Interest in any affiliate of the Corporation shall be

deemed to have a Financial Interest with respect to the Corporation as well.

- (5) Interested Director. A Director who has a Financial Interest or who serves or whose Family Member serves without compensation as a director, trustee or officer of a Contracting Entity.
- (6) Involved Director. A Director who is implicated in an actual or potential conflict of Interest.

ARTICLE IV. Officers and Other Designates

Section 4.1. Enumeration. The officers of the Corporation shall consist of a President, First Vice President, Second Vice President, Secretary, Treasurer, and such other officers as the Board of Directors may, from time to time, designate.

Section 4.2. Term of Office. Each officer shall serve for a term of one (1) year until the officer's successor is duly elected and takes office. The only exceptions are the President who serves a two (2) year term. The Nomination Committee may recommend the retention of the President for an additional one-year term. The recommendation for extension shall be confirmed by a two-thirds approving vote of the Directors in attendance at the Board meeting scheduled for the election of officers. The President may serve the duration of the term without regard to Section 3.3, however no person shall serve more than three consecutive years as President.

Section 4.3. Election. The officers shall be slated by the Nomination Committee and must currently hold office as a Director of the Corporation in good standing; provided, however, that any person nominated for the offices of President or First Vice-President of the Corporation shall also be a graduate of Marshall University. Nominations for officers may also be made from the floor by any Board member provided the person nominated meets the qualifications for officers. If more than one Director is nominated for office, that officer shall be elected by secret ballot by the Board. The election of officers shall be conducted at the last scheduled Board meeting of the fiscal year. Newly elected officers shall assume office at the beginning of the subsequent fiscal year.

Section 4.4. Officer Vacancies. In the event of a vacancy of an officer of the Board other than President, said vacancy shall be filled by appointment of the President. The appointment will be for the remainder of that office term. In the event of a vacancy in the office of President, the First Vice-President shall serve as President for the remainder of

that presidential term. The position of First Vice-President shall thereafter be filled under the terms above for officer vacancy.

Section 4.5. President. The President shall preside at all meetings of the Board of Directors and the Executive Committee and serve as an *ex officio* member of all committees. The President shall exercise general supervision of the affairs of the Corporation and shall see that such affairs are conducted in accordance with the Articles of Incorporation and Bylaws of the Corporation and pursuant to the directions of the Board.

Section 4.6. First Vice President. The Vice-President shall act for and as the President in the latter's absence or incapacity and shall perform such other duties as he or she may be required to do from time to time. The Vice-President shall undertake such other responsibilities as the Board or President may assign.

Section 4.7. Second Vice President. The Second Vice President shall perform duties assigned by the President.

Section 4.8. Secretary. The Secretary shall make or cause to be made minutes of all meetings and for keeping records of votes, resolutions and proceedings of the Board and shall be responsible for the timely mailing or delivery of all notices of meetings of the Board. The Secretary shall affix the corporate seal at the direction of the President and, generally, will perform all duties incident to the office of secretary of a corporation and such other duties as may be required by law, by the Articles of Incorporation or by these Bylaws, or which may be assigned from time to time by the Board of Directors. The Secretary shall submit meeting minutes, records of votes, resolutions and proceedings to the Director's office promptly after each meeting and at least seven (7) days prior to the next regularly scheduled meeting for printing and distribution to Board members.

Section 4.9. Treasurer. The Treasurer shall consult with the Chief Financial Officer of the Foundation regarding the custody of the corporate funds and securities. The Treasurer shall keep full and accurate accounts or records of receipts and disbursements in books belonging to the Corporation, and shall keep the monies of the Corporation in separate accounts of the Corporation. The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the President and the Directors at the regular meeting of the Board, or whenever they may require it, an account of all transactions. Securities of the Corporation shall be in the custody of the Chief Financial Officer of the Foundation and shall be deposited into the appropriate accounts for the benefit of the Corporation. Management of such securities shall be in accordance with the investment policy established by the Foundation.

Section 4.10. Foundation Liaison. The Foundation Liaison shall attend all Foundation and Corporation Board meetings and report the Foundation's activities and information at the Corporation's Board meetings. The Foundation Liaison shall serve a three year term.

Section 4.11 Director. The Director of Alumni Relations is appointed by the Chief Executive Officer of the Foundation after consultation with the Executive Committee of the Corporation. The Director of Alumni Relations shall serve as the Director of the Corporation. Although not a voting member of the Board of the Corporation, he or she shall serve as the Director of the Corporation and be responsible for carrying out the programs of the Corporation as approved by the Board of Directors and the Chief Executive Officer of the Foundation within the budgetary limits of the Corporation. The Director shall be authorized to hire and fire employees in his or her discretion and in the best interest of the Corporation.

ARTICLE V. Committees

Section 5.1. Committees. The Corporation shall have such standing and ad hoc committees as the Board may deem advisable in the administration and conduct of the affairs of the Corporation. Such committees of the Board shall meet as necessary to accomplish their goals. The Board is authorized in its discretion to approve reimbursement for travel and actual expenses necessarily incurred by members of committees in attending committee meetings and in performing other official duties as such. Except as otherwise provided in these bylaws, committee chairs and members shall be appointed annually by the President and may be reappointed to a committee for an unlimited number of terms. Any person authorized by these bylaws to appoint the chair and/or members of any committee may appoint himself or herself as a chair and/or member. Each committee shall meet at least annually. The chair of each committee shall determine the date and place of all committee meetings. Each committee may adopt its own rules of procedure not inconsistent with these bylaws.

Section 5.2. Limitation on Power of Committees. No such committee shall have any power or authority as to the following:

- (a) The filling of vacancies in the Board of Directors;
- (b) The adoption, amendment, or repeal of these Bylaws;
- (c) The amendment or repeal of any resolution of the Board;
- (d) The sale, lease, exchange or other disposition of all, or substantially all, of the property of the Corporation;
- (e) The approval of a plan of merger;

- (f) The approval of a proposal to dissolve; or
- (g) Action on matters committed by the Bylaws or a resolution of the Board to another committee of the Board.

Section 5.3 Standing Committees. The President shall appoint from among the members of the Board and/or active members of the Corporation such committees as may be necessary to implement the programs of the Corporation. Standing committees will include but are not limited to the following:

- (a) Executive Committee. The Executive Committee shall consist of the officers of the Corporation in their respective capacities, the immediate past President of the Corporation, and two (2) to be elected by the Board of Directors from its own membership; and the designee of the Marshall University President serving on the Board,. The Director of Alumni Relations shall serve as an *ex officio*, nonvoting member of the Executive Committee. The Executive Committee shall exercise all the powers of the Board of Directors between meetings of the Board except that it shall not disburse any unbudgeted funds of the Corporation in excess of \$10,000 between meetings of the Board without approval of the Board. Interim decisions must be ratified by the full Board at its next meeting.

Except for the designee of the Marshall University President, the officers of the Corporation, the members of the Executive Committee shall have served one (1) year on the Board to be eligible to serve on the Executive Committee. A majority of the Executive Committee must be present in person or electronically to constitute a quorum for the transaction of business. The affirmative vote of a majority of the Executive Committee present shall be necessary in every case. The Corporation's President only votes in the event of a tie. The Executive Committee shall meet at least four (4) times per fiscal year, at the call of its chairperson or by the written request of a quorum of its members. Regular minutes of the proceedings of this Executive Committee shall be kept and shall be mailed or emailed to the members of the Board within thirty (30) days following the meeting.

- (b) Nomination Committee. The Nomination Committee shall consist of the immediate past-President of the Corporation, The Chair of the Constitution and Bylaws Committee and no fewer than three (3) members elected by the Board at the first meeting each fiscal year. The Nomination Committee shall elect a chairperson. Three (3) members of the Nomination Committee must be present to establish a quorum. The Nomination Committee shall be responsible for the nominations for election to the Board as described in Section 3.4, and for nominating "Life" or "Honorary" members of the Corporation as defined in Article II, with said nominations to be presented to the Board for consideration. The Nomination Committee shall also nominate the officers of the Corporation as outlined in Article IV and

members of the Executive Committee to be elected by the Board. Members of the Nomination Committee shall not be eligible for nomination to serve as an officer of the Corporation unless they are nominated from the floor.

- (c) **“A” Committees.** The “A” Committees are to be overseen by the First Vice President. These Committees include, but are not limited to, ‘Constitution and Bylaws’, ‘Finance’, and ‘Membership’
- (d) **“B” Committees.** The “B” Committees are to be overseen by the Second Vice President. These Committees include, but are not limited to, ‘Events’, ‘Technology & Social Media’, and ‘Chapters’.

ARTICLE VI. Personal Liability of Directors

Section 6.1. **Directors’ Personal Liability.** A Director of the Corporation shall not be personally liable for monetary damages for any action taken, or any failure to take any action, provided however that this provision shall not eliminate or limit the liability of a Director to the extent that such elimination or limitation of liability is expressly prohibited by Chapter 31E, Articles 2 and 8 of the West Virginia Code (or the corresponding provision of any future provision of the West Virginia Code) as in effect at the time of the alleged action or failure to take action by such Director.

Section 6.2. **Preservation of Rights.** Any repeal or modification of this Article by the Corporation shall not adversely affect any right or protection existing at the time of such repeal or modification to which any Director or former Director may be entitled under this Article. The rights conferred by this Article shall continue as to any person who has ceased to be a Director of the Corporation and shall inure to the benefit of the heirs, executors and administrators of such person.

ARTICLE VII. Indemnification

Section 7.1. Mandatory Indemnification of Directors and Officers. The Corporation shall indemnify, to the fullest extent now or hereafter permitted by law, (including but not limited to the indemnification provided by the West Virginia Code) each Director or officer (including each former Director or officer) of the Corporation who was or is made a party to or a witness in or is threatened to be made a party to or a witness in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that the Director or officer is or was an authorized representative of the Corporation, against all expenses (including attorneys' fees and disbursements), judgments, fines (including excise taxes and penalties) and amounts paid in settlement actually and reasonably incurred by the Director or officer in connection with such action, suit or proceeding.

Section 7.2. Mandatory Advancement of Expenses to Directors and Officers. To the extent that funds or insurance proceeds are available, the Corporation shall pay expenses (including attorneys' fees and disbursements) incurred by a Director or officer of the Corporation referred to in Section 7.1 hereof in defending or appearing as a witness in any civil or criminal action, suit or proceeding described in Section 7.1 hereof in advance of the final disposition of such action, suit or proceeding. The expenses incurred by such Director or officer shall be paid by the Corporation in advance of the final disposition of such action, suit or proceeding only upon receipt of an undertaking by or on behalf of such Director or officer to repay all amounts advanced if it shall ultimately be determined that the Director or officer is not entitled to be indemnified by the Corporation as provided in Section 7.4 hereof.

Section 7.3. Permissive Indemnification and Advancement of Expenses. The Corporation may, as determined by the Board of Directors from time to time, indemnify to the fullest extent now or hereafter permitted by law, any person who was or is a party to or a witness in or is threatened to be made a party to or a witness in, or is otherwise involved in, any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was an authorized representative of the Corporation, both as to action in his official capacity and as to action in another capacity while holding such office or position, against all expenses (including attorneys' fees and disbursements), judgments, fines (including excise taxes and penalties), and amounts paid in settlement actually and reasonably incurred by such person in conjunction with such action, suit or proceeding. The Corporation may, as determined by the Board of Directors from time to time, pay expenses incurred by any such person by reason of such person's participation in an action, suit or proceeding referred to in this Section 7.3 in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such person to repay such amount if it shall ultimately be determined that such person is not entitled to be indemnified by the Corporation as provided in Section 7.4 hereof.

Section 7.4. Scope of Indemnification. Indemnification under this Article shall not be made by the Corporation in any case where a court determines that the alleged act or

failure to act giving rise to the claim for indemnification is expressly prohibited by the West Virginia Code. Specifically, the right of indemnification shall not exist in relation to matters as to which such person is adjudged in any action, suit, or proceeding to be liable for gross negligence or misconduct in the performance of his or her duties to the Corporation, unless a court determines that such person is entitled to indemnification. Furthermore, this right of indemnification shall not exist in relation to any matter determined to be an excess benefit transaction as defined in Section 4958 of the Code.

Section 7.5. Miscellaneous. Each Director and officer of the Corporation shall be deemed to act in such capacity in reliance upon such rights of indemnification and advancement of expenses as are provided in this Article. The rights of indemnification and advancement of expenses provided by this Article shall not be deemed exclusive of any other rights to which any person seeking indemnification or advancement of expenses may be entitled under any agreement, vote of disinterested Directors, statute or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office or position, and shall continue as to a person who has ceased to be an authorized representative of the Corporation and shall inure to the benefit of the heirs, executors and administrators of such person. Indemnification and advancement of expenses under this Article shall be provided whether or not the indemnified liability arises or arose from any threatened, pending or completed action by or in the right of the Corporation. Any repeal or modification of this Article by the Board of Directors of the Corporation shall not adversely affect any right or protection existing at the time of such appeal or modification to which any person may be entitled under this Article.

Section 7.6. Definition of Authorized Representative. For the purposes of this Article, the term "authorized representative" shall mean a Director, trustee, officer, employee or agent of the Corporation or of any corporation controlled by the Corporation, or a trustee, custodian, administrator, committeeman or fiduciary of any employee benefit plan established and maintained by the Corporation or by any corporation controlled by the Corporation, or person serving another corporation, partnership, joint venture, trust or other enterprise in any of the foregoing capacities at the request of the Corporation. The term "authorized representative" shall not include money managers or investment advisors (or any employees thereof) hired by the Corporation.

ARTICLE VIII.

Restrictions Regarding the Operations of The Corporation; Administration of Funds

Section 8.1. No Private or Political Beneficiaries. In keeping with the statement of purpose of the Corporation as set forth in its Articles of Incorporation, no part of the earnings or assets of the Corporation shall inure to the benefit of any private individual, and no substantial part of the activities of the Corporation shall consist of lobbying and

the Corporation shall not engage in any political campaign activities on behalf of or in opposition to any candidate for public office.

Section 8.2. No Violation of Purposes. In no event and under no circumstances shall the Board of Directors make any distribution or expenditure, engage in any activity, hold any assets, or enter into any transaction whatsoever the effect of which under applicable federal laws then in force will cause the Corporation to lose its status as an organization to which contributions are deductible in computing the net income of the contributor for purposes of federal income taxation.

Section 8.3. Annual Report. The Secretary shall submit annually to the Board of Directors a statement containing those details required to be included under the provisions of the West Virginia Code, as it may be amended from time to time or any successor statute governing West Virginia nonprofit corporations or these Bylaws or the Corporation's Articles of Incorporation.

Section 8.4. Books and Records. The Corporation will keep correct and complete books and records of account and will also keep minutes of the proceedings of its Board of Directors and committees. The Corporation will keep at its principal office the original or a copy of its Bylaws, including amendments to date certified by the Secretary of the Corporation, and the records provided for herein.

Section 8.5 Audit. The Corporation's books and records shall be audited and be a part of the annual auditing process of the Foundation. A copy of any such audits shall be presented to the Board.

Section 8.6. Tax Records. The Corporation shall maintain at its principal office a copy of its application for exemption and all tax returns filed with the Internal Revenue Service. To the extent required by law, such documents shall be made available during regular business hours for inspection by any person requesting to see them.

Section 8.7. Gifts and Donations. The Board of Directors shall establish policy for the receipt of gifts to the Corporation. All future gifts shall be accepted subject to the approval or confirmation of the Board of Directors. Appropriate acknowledgment and official receipts will be made of all gifts accepted.

Article IX. Local Chapters/Constituency Groups

Section 9.1. Guidelines. The guidelines that pertain to the chapters and constituency groups shall be established by the Board.

ARTICLE X. Bylaw

Amendments

Section 10.1. Authority. These Bylaws may be altered, amended and/or repealed as needed by the affirmative vote of a majority of the Directors entitled to vote present at a meeting of the Directors at which there is a quorum.

Section 10.2. Notice. The Directors of the Corporation shall be given at least thirty (30) days prior written notice of any Board meeting at which proposed changes to the Bylaws of the Corporation are to be considered or acted upon. Such written notice shall identify the specific sections of the Bylaws which are under consideration and the proposed changes thereto.

Listing of Constituency Groups to be represented on the Board of Directors of the Corporation as defined in Section 3.3(c) of these Bylaws:

1. Big Green Scholarship Foundation, Inc.
2. Marshall University Black Alumni, Inc.
3. "M" Club

I, Mary Jane McDaniel, Secretary of Marshall University Alumni Association, Inc., a West Virginia nonprofit corporation, hereby certify:

The foregoing bylaws, comprising 19 pages, are a complete and correct copy of the bylaws of Marshall University Alumni Association, Inc.



Dated January 19, 2021

Secretary, Mary Jane McDaniel
Marshall University Alumni Association, Inc.